



**British Columbia
Securities Commission**

Corporate Finance
SEDAR Electronic Correspondence

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RECEIPT

Sherpa II Holdings Corp.

This is the receipt of the **British Columbia Securities Commission** for the **Preliminary CPC Prospectus** of the above Issuer dated **June 5, 2018** (the preliminary prospectus).

This receipt also evidences that the **Ontario Securities Commission** has issued a receipt for the preliminary prospectus.

The preliminary prospectus has been filed under Multilateral Instrument 11-102 *Passport System* in **Alberta**. A receipt for the preliminary prospectus is deemed to be issued by the regulator in this jurisdiction, if the conditions of the Instrument have been satisfied.

June 6, 2018

Allan Lim

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