

AMENDING AGREEMENT

THIS AMENDING AGREEMENT (the “**Agreement**”) is made as of the 23rd day of September, 2020.

BETWEEN:

SHERPA II HOLDINGS CORP., a company incorporated under the laws of the Province of British Columbia, with an office in the City of Vancouver, British Columbia, Canada (the “**Purchaser**”)

AND:

DISTRICT METALS CORP., a company incorporated under the laws of the Province of British Columbia, with an office in the City of Vancouver, British Columbia, Canada (the “**Vendor**”)

WHEREAS the Purchaser and Vendor entered into a purchase agreement dated effective August 17, 2020 (the “**Purchase Agreement**”) with respect to the mineral claims described therein;

NOW THEREFORE in consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. Interpretation

1.1 Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Purchase Agreement.

2. Amendment

2.1 Section 7.1 of the Purchase Agreement is hereby amended to replace the reference to “September 24, 2020” with “December 31, 2020”.

3. General

3.1 The Purchase Agreement and this Agreement shall together constitute and be read as one and the same written instrument.

3.2 Except as otherwise amended by the foregoing, the provisions of the Purchase Agreement shall be and continue in full force and effect and are hereby confirmed as of the date hereof.

3.3 This Agreement enures to the benefit of and binds the Parties and their respective successors and permitted assigns.

3.4 This Agreement is governed by, and is to be construed and interpreted in accordance with, the laws of the Province of British Columbia and each party irrevocably and unconditionally submits to the exclusive jurisdiction of the courts of the Province of British Columbia in respect of all disputes arising hereunder.

3.5 This Agreement may be executed and delivered in any number of original or electronic counterparts, each of which when executed and delivered shall be considered an original and all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF the Parties have executed this Agreement as of the date first written above.

SHERPA II HOLDINGS CORP.

By: (signed) "Thomas O'Neill"
Name: Thomas O'Neill
Title: CEO and Director

DISTRICT METALS CORP.

By: (signed) "Garrett Ainsworth"
Name: Garrett Ainsworth
Title: CEO, President and Director