

Form 62-103F1

Required Disclosure under the Early Warning Requirements

Item 1 – Security and Reporting Issuer

- 1.1 *State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.*

Common shares of Engineer Gold Mines Ltd. (the “Issuer”), with a head office located at #804-750 West Pender Street, Vancouver, BC V6C 2T7.

- 1.2 *State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.*

Not applicable.

Item 2 – Identity of the Acquiror

- 2.1 *State the name and address of the acquiror.*

James Frances Gerard Callaghan (the “Acquiror”) 4395 Prospect Road, North Vancouver, BC V7N 3L8.

- 2.2 *State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.*

On June 15, 2018, an aggregate of 5,118,121 common shares of the Issuer were distributed to the Acquiror pursuant to a plan of arrangement (the “**Arrangement**”) dated January 19, 2018 between the Issuer and Blind Creek Resources Ltd. (“**Blind Creek**”) pursuant to which Blind Creek transferred the Engineer Mines mineral property (the “**Property**”) to the Issuer and the Issuer issued approximately 12,838,525 common shares of the Issuer to Blind Creek as consideration for the Property, which shares were distributed to the holders of Blind Creek common shares on the basis of one Issuer common share for each two Blind Creek shares held as of the effective date of the Arrangement.

- 2.3 *State the names of any joint actors.*

N/A

Item 3 – Interest in Securities of the Reporting Issuer

- 3.1 *State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.*

The Acquiror did not hold any securities of the Issuer prior to the completion of the Arrangement. Following the completion of the Arrangement, the Acquiror holds 5,118,121 common shares of the Issuer.

- 3.2 *State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.*

The Acquiror acquired ownership and control of 5,118,121 common shares of the Issuer that triggered the requirement to file this report. See Item 2.2. The Acquiror did not acquire the securities of the Issuer by way of purchase and sale.

- 3.3 *If the transaction involved a securities lending arrangement, state that fact.*

Not Applicable.

- 3.4 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.*

Immediately prior to the completion of the Arrangement, the Acquiror had did not have, directly or indirectly, ownership and control, of any securities of the Issuer.

Immediately following the completion of the Arrangement, the Acquiror had ownership and control over an aggregate of 5,118,121 common shares of the Issuer representing approximately 25% of the then issued and outstanding common shares of the Issuer on a non-diluted basis according to the public disclosure documents of the Issuer.

- 3.5 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which*

- (a) *the acquiror, either alone or together with any joint actors, has ownership and control,*
- (b) *the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and*
- (c) *the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.*

The Acquiror alone has ownership and control over an aggregate of 5,118,121 common shares of the Issuer.

- 3.6 *If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.*

Not Applicable.

- 3.7 *If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.*

Not Applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not Applicable.

- 3.8 *If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

Not Applicable.

Item 4 – Consideration Paid

- 4.1 *State the value, in Canadian dollars, of any consideration paid or received per security and in total.*

As the common shares of the Issuer were issued pursuant to the Arrangement by operation of law from treasury of the Issuer to Blind Creek, following which Blind Creek distributed these shares on a pro rata basis to the holders of Blind Creek common shares, the Acquiror did not pay any cash consideration for the shares of the Issuer as they were not acquired by purchase and sale. As there is currently no market on which the securities of the Issuer trade, there is no published price for the securities of the Issuer.

- 4.2 *In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

See Item 4.1.

- 4.3 *If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

The securities were not acquired by purchase and sale. The securities were acquired by way of distribution by Blind Creek pursuant to the Arrangement between Blind Creek and the Issuer, as described in Item 2.2.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) *the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;*
- (b) *a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;*
- (c) *a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;*

- (d) *a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;*
- (e) *a material change in the present capitalization or dividend policy of the reporting issuer;*
- (f) *a material change in the reporting issuer's business or corporate structure;*
- (g) *a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;*
- (h) *a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;*
- (i) *the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;*
- (j) *a solicitation of proxies from securityholders;*
- (k) *an action similar to any of those enumerated above.*

The Purchased Shares were acquired pursuant to the Arrangement, and not by way of purchase and sale. The Acquiror may, from time to time, take such actions in respect of his holdings in securities of the Issuer, as he may deem appropriate, in light of the circumstances then existing, including the purchase of additional common shares or other securities of the Issuer or the disposition of all or a portion of his securityholdings in the Issuer, subject in each case to applicable securities laws and the terms of such securities.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

The common shares of the Issuer acquired by the Acquiror were not acquired by way of purchase and sale. They were distributed to the Acquiror by Blind Creek pursuant to the terms of the Arrangement between the Issuer and Blind Creek.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not Applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not Applicable.

Item 9 – Certification

Certificate

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

June 19, 2018

Date

/s/ J. Frank Callaghan

Signature

J. Frank Callaghan

Name/Title