

Form 62-103F1

Required Disclosure under the Early Warning Requirements

State if this report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

This report is an initial filing.

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.

This report relates to common shares (“**Common Shares**”) of Vanadiumcorp Resource Inc. (“**Vanadiumcorp**”)

Vanadiumcorp Resource Inc.
400-1505 West 2nd Avenue
Vancouver, BC V6H 3Y4

- 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.**

The requirement to file this report was triggered by the acquisition by the Acquiror (as defined herein) of the Purchased Securities (as defined herein) pursuant to a non-brokered private placement of the Issuer.

Item 2 – Identity of the Acquiror

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

Roger Shook and Samuel Chen (collectively, the “**Acquiror**”)
1631 S. Calle Rolph
Palm Springs, CA 92264 USA

- 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 May 23, 2017, the Acquiror acquired by way of a non-brokered private placement of the issuer (the “**Private Placement**”), beneficial ownership of, or control and direction over, 9,000,000 units of the Issuer (the “**Units**” or “**Purchased Securities**”). Each Unit is comprised of one Common Share and one common share purchase warrant of the Issuer (a “**Warrant**”), with each Warrant entitling the Acquiror to purchase one additional Common Share at a

price of \$0.10 per share for a period of 24 months following the closing date of the Private Placement.

2.3 State the names of any joint actors.

Roger Shook and Samuel Chen are joint actors.

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 has purchased 9,000,000 Units of the Issuer. This represents an approximate 3.4% change in the Acquiror’s shareholding (prior to giving effect to the exercise of any of the Warrants comprising the Units or any warrants held by the Acquiror prior to the purchase of the Warrants).

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 9,000,000 Units of the Issuer.

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.

The Acquiror purchased 9,000,000 Units of the Issue pursuant to the Private Placement. The 9,000,000 Common Shares acquired as part of the Units represent approximately 4.1% of the issued and outstanding Common Shares as at the date of this report.

Immediately prior to the Private Placement, the Acquiror owned and controlled an aggregate of 16,744,143 Common Shares, representing approximately 7.6% of the issued and outstanding Common Shares. Immediately following the Private Placement, the Acquiror owned and controlled 25,744,143 Common Shares, representing approximately 11.7% of the Issuer’s issued and outstanding Common Shares.

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,**

See Item 2.2 and Item 2.3 above.

- (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**

Not applicable.

- (c) **the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

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.

Immediately prior to the Private Placement the Acquiror owned and controlled an aggregate of 5,257,143 share purchase warrants. On a partially diluted basis after the exercise of both the 5,257,143 warrants previously held by the Acquiror and the 9,000,000 Warrants acquired in the Private Placement, it would then own 40,001,286 Common Shares, representing approximately 17.1% of the issued and outstanding Common Shares as at the date of this report, assuming all the of the 14,257,143 Warrants held by the Acquiror are exercised, but no other convertible securities of the Issuer are exercised.

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.

9,000,000 Units of the Issuer at a price of \$0.06 per Unit, totalling CAD\$540,000.

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 above.

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

Not applicable.

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 Units acquired will be held for investment purposes. The Acquiror may, depending on market and other conditions, increase or decrease its beneficial ownership of the Issuer's securities, whether in the open market, by privately negotiated agreements or otherwise, subject to a number of factors, including general market conditions and other available investment and business opportunities.

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.

Not applicable.

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

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.

Dated this 23rd day of May, 2017.

“*Roger Shook*” (signed)
Roger Shook

“*Samuel Chen*” (signed)
Samuel Chen