

## Form 62-103F1

### *Required Disclosure under the Early Warning Requirements*

*Re: Fort St. James Nickel Corp.*

#### **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 of Fort St. James Nickel Corp. (the “**Issuer**”). The Issuer’s head office is 888 Dunsmuir Street – Suite 888, Vancouver, B.C., V6C 3K4.

##### **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 acquisition of the common shares took place pursuant to an issuance of securities from treasury.

#### **Item 2 – Identity of the Acquiror**

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

The acquiror is Mr. Gerald Mitton (“**Mitton**”) and Darroch Holdings Ltd. (“**Darroch**”), a company controlled by Mitton (together, the “**Acquiror**”). The Acquiror’s address is Suite 2, 720 Beatty Street, Vancouver, B.C., V6B 2M1.

##### **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 26, 2017, the Acquiror acquired ownership of 2,400,000 common shares in the capital of the Issuer upon the exercise of 2,400,000 common share purchase warrants (“**Warrants**”) of the Issuer at an exercise price of CAD\$0.05 per common share for a total purchase price of CDN\$120,000 (the “**Acquisition**”).

Prior to the Acquisition, the Acquiror owned and controlled 3,590,338 common shares of the Issuer (2,082,375 common shares held by Mitton and 1,507,963 common shares held by Darroch) and 660,000 Warrants. The 3,590,338 common shares represented approximately 40% of the Issuer’s issued and outstanding common shares.

As of the date of this report, the Issuer has 13,783,418 common shares issued and outstanding.

As of the date of this report and after the Acquisition, the Acquiror owns and controls 5,990,338 common shares of the Issuer representing approximately 43% of the Issuer’s issued and outstanding common shares. The Acquiror currently owns and controls 660,000 Warrants (460,000 Warrants owned by Mitton and 200,000 Warrants owned by Darroch) which if exercised would result in the Acquiror owning and controlling a total of 6,650,338

common shares representing 46% of the Issuer's issued and outstanding common shares on a partially diluted basis.

A news release in connection with the foregoing was issued by the Acquiror on June 28, 2017 and filed with Canadian securities regulatory authorities on the System for Electronic Document Analysis and Retrieval ("SEDAR") at [www.sedar.com](http://www.sedar.com).

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

Not applicable.

**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.**

See section 2.2 above.

**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.**

See section 2.2 above.

**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.**

See section 2.2 above.

**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,**

The Acquiror has ownership and control over all of the above common shares and Warrants.

- (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.**

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.

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

Not applicable.

- 3.9 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.**

Pursuant to the Acquisition, the Acquiror paid \$0.05 per common share for total consideration of \$120,000.

- 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 sections 2.2 and 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; or**
- (k) any action similar to any of those enumerated above.**

The Acquisition was made for investment purposes. The Acquiror may, in the future, acquire or dispose of ownership and control over additional securities of the Issuer for investment purposes. The Acquiror does not otherwise have any plans related to the above enumerated list.

**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.**

Date: June 28, 2017.

/s/ "Gerald Mitton"

Signature

Gerald Mitton

Name/Title

Darroch Holdings Ltd.

By: /s/ "Gerald Mitton"

Signature

Gerald Mitton (director)

Name/Title

