

EARLY WARNING REPORT

FILED UNDER NATIONAL INSTRUMENT 62-103

Item 1 – Security and Reporting Issuer

1.1 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 and warrants of Fort St. James Nickel Corp. (TSXV:FTJ) (“**FTJ**”).

The address of the head office of FTJ is 888 Dunsmuir Street – Suite 888, Vancouver, British Columbia V6C 3K4

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

Acquisition of the common shares took place pursuant to a private placement by FTJ.

Item 2 – Identity of the Acquiror

2.1 The name and address of the acquiror.

Gerald Mitton (the “**Acquiror**”)
Suite 2, 720 Beatty Street
Vancouver, BC V6B 2M1

2.2 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 October 29, 2019, the Acquiror subscribed for 1,000,000 units (“**Units**”) of FTJ at a price of \$0.10 per Unit, for an aggregate total of \$100,000, by way of a non-brokered private placement of FTJ (the “**Transaction**”). Each Unit is comprised of one common share and one common share purchase warrant (a “**Warrant Share**”), whereby each Warrant is exercisable into purchase one additional common share in the capital of FTJ at a price of \$0.12 per Warrant Share on or before October 29, 2024.

As of the date hereof, the Acquiror has beneficial ownership, direction or control over, the FTJ Securities described in Item 3.1.

2.3 State the names of any joint actors.

Not applicable.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 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.

As of November 1, 2019, the Acquiror has ownership of the following securities of FTJ:

- 7,230,338 voting common shares as following:
 - 4,215,500 common shares; and
 - 2,747,963 common shares held by Darroch Holdings Ltd., a company owned and controlled by the Acquiror.
- 1,600,000 warrants exercisable at the option of the Acquiror to acquire 1,600,000 FTJ voting common shares as follows:
 - 400,000 share purchase warrants, each exercisable to acquire one additional common share at a price of \$0.50 per common share until July 18, 2020;
 - 200,000 share purchase warrants, each exercisable to acquire one additional common share at a price of \$0.30 per common share until July 23, 2021; and
 - 1,000,000 share purchase warrants, each exercisable to acquire one additional common share at a price of \$0.12 per common share until October 29, 2024.

(together, the “**FTJ Securities**”)

The FTJ Securities represent approximately 36.0% of the issued and outstanding voting common shares of FTJ on non-diluted basis, and 40.8% on a partially-diluted basis. The FTJ Securities were acquired pursuant various transaction issuances.

3.2 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 Item 3.1.

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

Not applicable.

3.4 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.

As of the date hereof, the Acquiror has beneficial ownership, direction and control over, the FTJ Securities as described in Item 3.1.

3.5 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 3.1.

- (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

See Item 3.1.

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

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.

The Acquiror acquired 1,000,000 Units at a price of \$0.10 per Unit for an aggregate of subscription price of \$100,000.

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

The purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer.

The FTJ Securities were acquired by the Acquiror for investment purposes. The Acquiror may, in the future, acquire or dispose of ownership and control over additional securities of FTJ for investment purposes.

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

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.

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 to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: November 1, 2019.

(signed) "Gerald Mitton"

GERALD MITTON