

DUNNEDIN VENTURES INC.

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Vancouver, BC V6C 2T7
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INFORMATION CIRCULAR

(Containing Information as at November 24, 2017, unless otherwise stated)

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management (the “Management”) of DUNNEDIN VENTURES INC. (the “Company” and “Dunnedin”), for use at the Annual General and Special Meeting (the “Meeting”), of the shareholders (the “Shareholders”) of the Company, to be held on December 22, 2017, at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof. The solicitation will be primarily by mail; however, proxies may be solicited personally or by telephone by the regular officers and employees of the Company. The cost of solicitation will be borne by the Company.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying form of Proxy are directors and/or officers of the Company. **A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR HIM ON HIS BEHALF AT THE MEETING OTHER THAN THE PERSONS NAMED IN THE ENCLOSED INSTRUMENT OF PROXY. TO EXERCISE THIS RIGHT, A SHAREHOLDER SHALL STRIKE OUT THE NAMES OF THE PERSONS NAMED IN THE INSTRUMENT OF PROXY AND INSERT THE NAME OF HIS/HER NOMINEE IN THE BLANK SPACE PROVIDED, OR COMPLETE ANOTHER INSTRUMENT OF PROXY. A PROXY WILL NOT BE VALID UNLESS IT IS DEPOSITED WITH THE COMPANY’S REGISTRAR AND TRANSFER AGENT, COMPUTERSHARE TRUST COMPANY OF CANADA, 100 UNIVERSITY AVENUE, 9TH FLOOR, TORONTO, ONTARIO, M5J 2Y1, NOT LESS THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE TIME OF THE MEETING OR ADJOURNMENT THEREOF.**

The Instrument of Proxy must be signed by the Shareholder or by his attorney in writing, or, if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer.

A Shareholder who has given a Proxy may revoke it at any time before it is exercised. In addition to revocation in any other manner permitted by law, a Proxy may be revoked by instrument in writing executed by the Shareholder or by his attorney authorized in writing, or, if the Shareholder is a corporation, it must either be under its common seal, or signed by a duly authorized officer and deposited at the Company’s registrar and transfer agent, Computershare Trust Company of Canada, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the Proxy is to be used, or to the Chairperson of the Meeting on the day of the Meeting or any adjournment of it. A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

These security holder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed Instrument of Proxy will vote the shares in respect of which they are appointed. Where directions are given by the Shareholder in respect of voting for or against any resolution, the proxy holder will do so in accordance with such direction.

IN THE ABSENCE OF ANY INSTRUCTION IN THE PROXY, IT IS INTENDED THAT SUCH SHARES WILL BE VOTED IN FAVOUR OF THE MOTIONS PROPOSED TO BE MADE AT THE MEETING AS STATED UNDER THE HEADINGS IN THIS INFORMATION CIRCULAR. The Instrument of Proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to the matters which may properly be brought before the Meeting. At the time of printing

this Information Circular, the Management is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the Management should properly come before the Meeting, the Proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

In order to approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast will be required (an “**Ordinary Resolution**”) unless the motion requires a “**Special Resolution**”, in which case a majority of not less than two thirds of the votes cast will be required. In the event a motion proposed at the Meeting requires disinterested Shareholder approval, common shares held by Shareholders of the Company who are also “**insiders**”, as such term is defined under applicable securities laws, will be excluded from the count of votes cast on such motion.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold common shares in their own name. Shareholders who do not hold their common shares in their own name (referred to in this information circular as “**Beneficial Shareholders**”) should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of common shares can be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a Shareholder by a broker, then, in almost all cases, those common shares will not be registered in the Shareholder’s name on the records of the Company. Such common shares will more likely be registered under the name of the Shareholder’s broker or an agent of that broker. In Canada, the vast majority of such common shares are registered under the name CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). The common shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, a broker and its agents are prohibited from voting shares for the broker’s clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their common shares are communicated to the appropriate person.**

There are two kinds of Beneficial Shareholders, those who object to their name being made known to the issuers of securities which they own (“**OBOs**” for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (“**NOBOs**” for Non-Objecting Beneficial Owners). Pursuant to National Instrument 54-101 issuers can obtain a list of their NOBOs from intermediaries for distribution of proxy related materials directly to NOBOs.

This year, the Company has decided to take advantage of those provisions of National Instrument 54-101 that permit it to directly deliver proxy-related materials to its NOBOs. As a result, NOBOs can expect to receive a scannable Voting Instruction Form (VIF) from our transfer agent, Computershare Trust Company of Canada (“**Computershare**” or “**Transfer Agent**”). These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and internet voting as described on the VIF itself which contains complete instructions. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

With respect to Beneficial Shareholders who are OBOs, regulatory rules require intermediaries/brokers to seek voting instructions in advance of Shareholders’ meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders who are OBOs in order to ensure that their shares are voted at the Meeting. The purpose of the form of proxy or voting instruction form provided to a Beneficial Shareholder who is an OBO by its broker, agent or nominee is limited to instructing the registered holder of the common shares on how to vote such shares on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications (“**Broadridge**”). Broadridge typically supplies a voting instruction form, mails those forms to Beneficial Shareholders and asks those Beneficial Shareholders to return the forms to Broadridge or follow specific telephone or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of the shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use that form to vote common shares directly at the Meeting. Instead, the voting instruction form must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure such common shares are voted.**

These security holder materials are being sent to both registered and non-registered owners of the shares of the Company. If you are a non-registered owner and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. In this event, by choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you; and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

In accordance with the Provisions of National Instrument 54-101, the Company has elected not to pay for mailing to OBO's. As a result, OBO's will only receive paper copies of proxy-related materials if the OBO's intermediary assumes the costs of delivery.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purpose of voting common shares registered in the name of their broker, agent or nominee, a Beneficial Shareholder may attend the Meeting as a proxyholder for a shareholder and vote common shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their common shares as proxyholder for the registered shareholder should contact their broker, agent or nominee well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their common shares as a proxyholder.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company's authorized capital consists of an unlimited number of common shares ("**Common Shares**") without par value and an unlimited number of preferred shares ("**Preferred Shares**"). As at October 27, 2017 (the "**Record Date**"), the Company has 103,256,767 Common Shares issued and outstanding, each Common Share carrying the right to one vote and no Preferred Shares issued and outstanding.

Any Shareholder of record at the close of business on the Record Date who either personally attends the Meeting or who has completed and delivered a Proxy in the manner and subject to the provisions described above, shall be entitled to vote or to have such shareholder's shares voted at the Meeting.

To the best of the knowledge of the directors and senior officers of the Company, there is no person who holds, directly or indirectly, or exercise control or direction, over more than 10% of the issued and outstanding Common Shares of the Company.

EXECUTIVE COMPENSATION

Definitions: For the purpose of this Information Circular:

"**Chief Executive Officer**" or "**CEO**" means an individual who acted as chief executive officer of the company, or acted in a similar capacity, for any part of the most recently completed financial year;

"**Chief Financial Officer**" or "**CFO**" means an individual who acted as chief financial officer of the company, or acted in a similar capacity, for any part of the most recently completed financial year;

"**closing market price**" means the price at which the company's security was last sold, on the applicable date,

- (a) in the security's principal marketplace in Canada, or
- (b) if the security is not listed or quoted on a marketplace in Canada, in the security's principal marketplace;

"**company**" includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

"**equity incentive plan**" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of IFRS2 Share-based Payment;

"**external management company**" includes a subsidiary, affiliate or associate of the external management company;

"**grant date**" means a date determined for financial statement reporting purposes under IFRS2 Share-based Payment;

"**incentive plan**" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

"**incentive plan award**" means compensation awarded, earned, paid, or payable under an incentive plan;

"**NEO**" or "**named executive officer**" means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year

whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102, for that financial year; and

- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year;

“**NI 52-107**” means National Instrument 52-107 Acceptable Accounting Principles, Auditing Standards and Reporting Currency;

“**non-equity incentive plan**” means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

“**option-based award**” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

“**replacement grant**” means an option that a reasonable person would consider to be granted in relation to a prior or potential cancellation of an option;

“**repricing**” means, in relation to an option, adjusting or amending the exercise or base price of the option, but excludes any adjustment or amendment that equally affects all holders of the class of securities underlying the option and occurs through the operation of a formula or mechanism in, or applicable to, the option; and

“**share-based award**” means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

STATEMENT OF EXECUTIVE COMPENSATION

In accordance with the provisions of applicable securities legislation, the Company had two (2) “**Named Executive Officers**” during the financial year ended September 30, 2016, namely Chris Taylor, its current CEO and Tony Ricci, its current CFO.

COMPENSATION DISCUSSION AND ANALYSIS

Other than as disclosed herein, Each Named Executive Officer receives consulting fees, which constitute the largest share of the officer’s compensation package. Such consulting fees are recognition for discharging job responsibilities and reflects the officer’s performance over time, as well as that individual’s particular experience and qualifications. An officer’s compensation is reviewed by the Board of Directors of the Company (the “**Board**”) on at least an annual basis and may be adjusted to take into account performance contributions for the year and to reflect sustained performance contributions over a number of years. Officers are also eligible to receive discretionary bonuses as determined by the Board based on each officer’s responsibilities, his achievement of corporate objectives and the Company’s financial performance.

The Board has not conducted a formal evaluation of the implications of the risks associated with the Company’s compensation policies. Risk management is a consideration of the Board when implementing its compensation policies and the Board do not believe that the Company’s compensation policies result in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Company.

OPTION BASED AWARDS

The Company has in effect a stock option plan (the “**Option Plan**”) in order to provide effective incentives to directors, officers and senior management personnel and consultants of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Company’s Shareholders. The Company currently has no equity compensation plans other than the Option Plan. The Option Plan is an important part of the Company’s long-term incentive strategy for its executive officers. The Option Plan is intended to reinforce commitment to long-term growth in profitability and shareholder value. The size of stock option grants to officers is dependent on each officer’s level of responsibility, authority and importance to the Company and the degree to which such executive officer’s long term contribution to the Company will be key to its long-term success. Previous grants of stock options are taken into account when considering new grants.

USE OF FINANCIAL INSTRUMENTS

The Company does not have a policy that would prohibit a Named Executive Officer or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director. However, management is not aware of any Named Executive or director purchasing such an instrument.

COMPENSATION

The following table sets out certain information respecting the compensation paid to the NEOs during the years ended September 30, 2016 and September 30, 2015.

Summary Compensation Table

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) ⁽¹⁾	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term incentive plans			
Chris Taylor CEO	2016	Nil	Nil	77,779	Nil	Nil	Nil	122,002 ⁽²⁾	199,781
	2015	Nil	Nil	50,223	Nil	Nil	Nil	89,604 ⁽³⁾	139,827
Tony Ricci CFO	2016	Nil	Nil	41,482	Nil	Nil	Nil	60,000 ⁽²⁾	101,482
	2015	Nil	Nil	39,443	Nil	Nil	Nil	60,000 ⁽³⁾	99,443

Notes:

- (1) Deemed fair value of options granted during the fiscal year, based on the Black-Scholes-Merton model.
- (2) Consulting fees paid during the fiscal year September 30, 2016.
- (3) Consulting fees paid during the fiscal year September 30, 2015.

INCENTIVE PLAN AWARDS

Common Share Purchase Plan

The Company has in effect the Option Plan in order to provide effective incentives to directors, officers, senior management personnel and employees of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Company's Shareholders. The Company has no equity incentive plans other than the Option Plan.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth particulars of all outstanding share-based and option-based awards granted to the Named Executive Officers and which were outstanding as at September 30, 2016:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money-options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested	Market or payout value of vested share-based awards not paid out or distributed
Chris Taylor	450,000 25,000	0.11 0.11	12-Nov-19 07-May-20	60,750 3,375	Nil	N/A	N/A

	375,000	0.19	06-Sep-21	20,625			
Tony Ricci	375,000	0.11	12-Nov-19	50,625	Nil	N/A	N/A
	25,000	0.11	07-May-20	3,375			
	200,000	0.19	06-Sep-21	11,000			

Note:

(1) Deemed fair value of options granted during the fiscal year, based on the Black-Scholes-Merton model.

Incentive Plan Awards – Value Vested or Earned During The Year

During the fiscal year ended September 30, 2016, no share based awards or non-equity plan compensation were vested or earned.

TERMINATION AND CHANGE OF CONTROL BENEFITS

During the year ended September 30, 2016, the Company did not have any contracts, agreements, plans or arrangements in place with any NEO that provides for payment following or in connection with any termination (whether voluntary, involuntary or constructive, resignation, retirement, a change of control of the Company or a change in an NEO’s responsibilities.

DIRECTOR COMPENSATION

DIRECTOR COMPENSATION

There are no arrangements under which directors were compensated by the Company and its subsidiaries during the most recently completed financial year end for their services in their capacity as directors or consultants, other than as set out below:

Claudia Tornquist is a party to a consulting agreement with the Company dated April 28, 2015 pursuant to which she is compensated for services rendered.

In addition, directors are eligible under the Option Plan to receive grants of stock options. The Option Plan is an important part of the Company’s long-term incentive strategy for its officers, permitting them to participate in any appreciation of the market value of the Common Shares over a stated period of time. The Option Plan is intended to reinforce commitment to long-term growth in profitability and shareholder value. The size of stock option grants to directors is dependent on each director’s level of responsibility, authority and importance to the Company and the degree to which such director’s long-term contribution to the Company will be key to its long-term success.

Director Compensation Table

The following table sets forth particulars of all compensation paid to directors who were not Named Executive Officers during the year ended September 30, 2016:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards ⁽³⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Patrick McAndless ⁽¹⁾	Nil	Nil	10,371	Nil	Nil	Nil	10,371
Gilles Arseneau ⁽¹⁾	Nil	Nil	10,371	Nil	Nil	Nil	10,371
Gary Schellenberg	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Claudia Tornquist ⁽¹⁾	6,809	Nil	56,078	Nil	Nil	Nil	62,887
Chad Ulankysy ⁽¹⁾	Nil	Nil	74,900	Nil	Nil	Nil	74,900
Sorin Posescu ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) On July 12, 2016, Messrs. McAndless and Arseneau resigned as directors of the Board, and Ms. Tornquist and Mr. Ulankysy were appointed as directors in their stead.

- (2) Mr. Posescu was appointed as a director of the Board effective October 14, 2016.
 (3) Deemed fair value of options granted during the fiscal year, based on the Black-Scholes-Merton model.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth particulars of all outstanding share-based and option-based awards granted to the directors and which were outstanding at September 30, 2016:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money-options ⁽³⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested	Market or payout value of vested share-based awards not paid out or distributed
Patrick McAndless ⁽¹⁾	150,000	0.11	12-Nov-19	20,250	Nil	N/A	N/A
	25,000	0.11	07-May-20	3,375			
	50,000	0.19	06-Sep-21	2,750			
Gilles Arseneau ⁽¹⁾	150,000	0.11	12-Nov-19	20,250	Nil	N/A	N/A
	25,000	0.11	07-May-20	3,375			
	50,000	0.19	06-Sep-21	2,750			
Gary Schellenberg	150,000	0.11	12-Nov-19	20,250	Nil	N/A	N/A
	75,000	0.11	07-May-20	10,125			
Claudia Tornquist ⁽¹⁾	150,000	0.11	07-May-20	20,250	Nil	N/A	N/A
	50,000	0.15	04-Aug-21	4,750			
	225,000	0.19	06-Sep-21	12,375			
Chad Ulankysy ⁽¹⁾	150,000	0.15	04-Aug-21	14,250	Nil	N/A	N/A
	225,000	0.19	06-Sep-21	12,375			
Sorin Posescu ⁽²⁾	Nil	Nil	N/A	Nil	Nil	N/A	N/A

Notes:

- (1) On July 12, 2016, Messrs. McAndless and Arseneau resigned as directors of the Board, and Ms. Tornquist and Mr. Ulankysy were appointed as directors in their stead.
 (2) Mr. Posescu was appointed as a director of the Board effective October 14, 2016.
 (3) Deemed fair value of options granted during the fiscal year, based on the Black-Scholes-Merton model.

Incentive Plan Awards – Value Vested or Earned During the Year

During the fiscal year ended September 30, 2016, no share based awards or non-equity plan compensation were vested or earned.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION

The following table sets forth information with respect to all compensation plans under which equity securities are authorized for issuance as of September 30, 2016:

Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options, warrants and rights⁽²⁾	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))⁽²⁾
Plan Category	(a)	(b)	(c)
Equity compensation plans ⁽¹⁾ approved by securityholders	5,625,000	\$0.17	1,012,146
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
TOTAL	5,625,000		1,012,146

Note:

- (1) The Option Plan reserved Common Shares equal to a maximum of 10% of the issued and outstanding Common Shares of the Company from time to time for issue of stock options.
- (2) Based on the issued and outstanding Common Shares as at September 30, 2016.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

Other than as disclosed hereunder, none of the directors, senior officers, proposed nominees for election as directors or their associates have been indebted to the Company since the beginning of the last completed financial year.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise disclosed herein, none of:

- (a) the directors or senior officers of the Company at any time since the beginning of the last financial year of the Company;
- (b) the proposed nominees for election as a director of the Company; or
- (c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting exclusive of the election of directors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, “**Informed Person**” means (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an Informed Person or a subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed below, elsewhere herein or in the notes to the Company’s financial statements for the financial year ended September 30, 2016, none of:

- (a) the Informed Persons of the Company;
- (b) the proposed nominees for election as a director of the Company; or
- (c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since the commencement of the last financial year of the Company or in a proposed transaction which has materially affected or would materially affect the Company or any subsidiary of the Company.

FINANCIAL STATEMENTS

The audited financial statements of the Company as at and for the periods ended September 30, 2015 and September 30, 2016 (collectively, the “**Financial Statements**”), together with the Auditor’s Reports thereon, will be presented to Shareholders at the Meeting. The Financial Statements, together with the Auditor’s Report thereon and the Company’s Management Discussion and Analysis, have being mailed only to those Shareholders who are on the supplemental mailing list maintained by the Company’s registrar and transfer agent. Copies of the Financial Statements, together with the Auditor’s Report thereon and the Company’s Management Discussion and Analysis, Notice of Meeting, Information Circular and Proxy will be available on the SEDAR website at www.sedar.com and at the Company’s registered and records office at Suite 2200, HSBC Building, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8.

REQUEST FOR FINANCIAL STATEMENTS

National Instrument 51-102 “**Continuous Disclosure Obligations**” sets out the procedures for a shareholder to receive financial statements. If you wish to receive financial statements, you may use the enclosed form or provide instructions in any other written format. Registered shareholders must also provide written instructions in order to receive the financial statements.

ELECTION OF DIRECTORS

The persons named in the enclosed Instrument of Proxy intend to vote in favour of fixing the number of directors at six (6). Although Management is nominating six (6) individuals to stand for election, the names of further nominees for directors may come from the floor at the Meeting.

Each director of the Company is elected annually and holds office until the next Annual General Meeting of Shareholders or until his successor is duly elected, if his office is earlier vacated, in accordance with the Articles of the Company.

In the absence of instructions to the contrary, the Common Shares represented by Proxy will be voted for the nominees herein listed. Management does not contemplate that any of the nominees will be unable to serve as a director.

Advance Notice Policy

In 2014 the Company amended its Articles to incorporate advance notice provisions (the “**Advance Notice Provisions**”) as approved by the shareholders of the Company at the annual general meeting held on May 28, 2014. The Advance Notice Provisions require advance notice to the Company in circumstances where nominations of persons for election to the Board are made by Shareholders of the Company other than pursuant to (i) a requisition of a meeting made pursuant to the provisions of the Business Corporations Act or (ii) a shareholder proposal made pursuant to the provisions of the Business Corporations Act.

The purpose of the Advance Notice Provisions is to foster a variety of interests of the Shareholders and the Company by ensuring that all Shareholders - including those participating in a meeting by proxy rather than in person - receive adequate notice of the nominations to be considered at a meeting and can thereby exercise their voting rights in an informed manner. Among other things, the Advance Notice Provisions fix a deadline by which holders of Common Shares must submit director nominations to the Company prior to any annual or special meeting of Shareholders and set forth the minimum information that a shareholder must include in the notice to the Company for the notice to be in proper written form. A copy of the Advance Notice Provisions are available under the Company’s profile at www.sedar.com.

As of the date of the Management Information Circular, the Company has not received notice of a nomination in compliance with the Advance Notice Provisions.

INFORMATION CONCERNING NOMINEES SUBMITTED BY MANAGEMENT

The following table sets out the names of the persons proposed to be nominated by Management for election as a director, the province or state and country in which he is ordinarily resident, the positions and offices which each presently holds with the Company, the period of time for which he has been a director of the Company, the respective principal occupations or employment during the past five years if such nominee is not presently an elected director and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular. The six nominees are all currently directors of the Company.

Name, Province and Country of Ordinary Residence and Positions Held with the Company	Principal Occupation	Date First Became a Director	No. of Common Shares Beneficially Owned, Directly or Indirectly ⁽²⁾
Christopher Taylor ⁽¹⁾ North Vancouver, BC <i>Director and CEO</i>	Professional Geologist and CEO of the Company	May 28, 2014	901,850
Antonio (Tony) Ricci Burnaby, BC <i>Director and CFO</i>	President of Nicmar Capital Corp. (formerly Tony M. Ricci Inc.)	December 21, 2010	675,000 ⁽³⁾
Claudia Tornquist ⁽¹⁾ Vancouver, BC <i>President and Director</i>	Metals and Mining consultant	July 12, 2016	200,000
Gary Schellenberg ⁽¹⁾ Vancouver, BC <i>Director</i>	President of Coast Mountain Geological Ltd.	December 15, 2014	365,000 ⁽⁴⁾
Chad Ulansky Kelowna, BC <i>Director</i>	Professional Geologist	July 12, 2016	Nil
Sorin Posescu Vancouver, BC <i>Director</i>	Professional Geologist and VP Exploration of Brixton Metals Corporation	October 14, 2016	3,300,000

Notes:

- (1) Member of the Audit Committee.
- (2) The information as to the province and country of residence, principal occupation and shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually as of the Record Date of this Information Circular.
- (3) 675,000 Common Shares are held by Nicmar Capital Corp., a private company whose sole shareholder and director is Tony Ricci an officer and director of the Company.
- (4) 225,000 Common Shares are held by Coast Mountain Geological Ltd.

All of the proposed nominees are ordinarily resident in Canada. The Company does not currently have an Executive Committee of its Board. The members of the Audit Committee are: Christopher Taylor, Claudia Tornquist and Gary Schellenberg.

None of the proposed nominees for director have, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold their assets.

Other than as described below, no proposed director (including any personal holding company of a proposed director), is:

1. as at the date of the Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
 - (i) was the subject of a cease trade order (including a management cease trade order which applies to directors or executive officers), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued while such person was acting in the capacity as director, chief executive officer or chief financial officer;

- (ii) was subject to an order that was issued after such person ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer;
2. as at the date of the Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
- (i) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
 - (ii) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
 - (iii) has been subject to:
 - (A) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority since December 31, 2000 or before December 31, 2000 the disclosure of which would likely be important to a reasonable security holder in deciding whether to vote for a proposed director; or
 - (B) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

AUDIT COMMITTEE DISCLOSURE

The charter of the Company's audit committee and the other information required to be disclosed by Form 52-110F2 is attached to this Information Circular as Schedule "A".

CORPORATE GOVERNANCE

The information required to be disclosed by National Instrument 58-101 Disclosure of Corporate Governance Practices is attached to this information circular as Schedule "B".

APPOINTMENT AND REMUNERATION OF AUDITORS

Management recommends the re-appointment of BDO Canada LLP, Chartered Professional Accountants, of Suite 600 – 925 West Georgia Street, Vancouver, BC, V6C 3L2, as auditors for the Company, to hold office until the next Annual General Meeting of the Shareholders at a remuneration to be fixed by the Board, and the persons named in the enclosed Proxy intend to vote in favour of such re-appointment. BDO Canada LLP was initially appointed as auditor of the Company on July 18, 2008.

MANAGEMENT CONTRACTS

The Company is not a party to a Management Contract with anyone other than directors or executive officers of the Company.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

RE-APPROVAL OF ROLLING STOCK OPTION PLAN

On July 30, 2015, the Shareholders approved the Option Plan. A summary of the material provisions of the Option Plan are as follows;

- the Option Plan reserves, for issue pursuant to stock options, a maximum number of Common Shares equal to 10% of the outstanding Common Shares from time to time, with no mandatory vesting provisions.
- the number of Common Shares reserved for issue to any one person in any 12 month period under the Option Plan may not exceed 5% of the outstanding Common Shares at the time of grant without Disinterested Shareholder Approval (as defined in Policy 4.4 of the TSX Venture Exchange (the “Exchange”));
- the number of Common Shares reserved for issue to any Consultant (as defined by the Exchange) in any 12 month period under the Option Plan may not exceed 2% of the outstanding Common Shares at the time of grant;
- the aggregate number of Common Shares reserved for issue to any Employee (as defined by the Exchange) conducting Investor Relations Activities (as defined by the Exchange) in any 12 month period under the Option Plan may not exceed 2% of the outstanding Common Shares at the time of grant;
- the number of Common Shares issued to any one person within a 12 month period on the exercise of stock options may not exceed 5% of the outstanding Common Shares at the time of exercise without Disinterested Shareholder Approval;
- the exercise price per Common Shares for a stock option may not be less than the Discounted Market Price (as determined pursuant to the policies of the Exchange);
- stock options may have a term not exceeding ten years;
- there is no longer any requirement that stock options terminate within specified periods of the optionee ceasing to be a director, officer, employee or consultant of the Company;
- stock options are non-assignable and non-transferable; and
- the Option Plan contains provisions for adjustment in the number of Common Shares or other property issuable on exercise of stock options in the event of a share consolidation, split, reclassification or other relevant change in the Common Shares, or an amalgamation, merger or other relevant change in the Company’s corporate structure, or any other relevant change in the Company’s capitalization.

Copies of the Option Plan are available on request from the Company’s registered office at Suite 2200, HSBC Building, 885 West Georgia Street, Vancouver, British Columbia, and will also be available at the Meeting.

The text of the resolution to be passed is as follows. In order to be passed, a majority of the votes cast at the Meeting or in person or by proxy must be voted in favour of the resolution. **Unless otherwise directed, the persons named in the enclosed Proxy intend to vote FOR such resolution:**

“BE IT RESOLVED THAT the Company’s Stock Option Plan dated July 30, 2015, be and is hereby ratified, confirmed and re-approved with such additional provisions and amendments, provided that such are not inconsistent with the Policies of the Exchange, as the directors of the Company may deem necessary or advisable.”

THE ARRANGEMENT

Terms used herein but not otherwise defined shall have the meaning ascribed to such term in the arrangement agreement dated November 23, 2017 (the “**Arrangement Agreement**”) between the Company and Solstice Gold Corp. (“**SGC**”). All references to “Common Shares” herein shall be interpreted to mean, prior to the Effective Date, the Dunnedin Class A Common Shares and, subsequent to the Effective Date, the Dunnedin Class B Common Shares.

At the Meeting, Shareholders will be asked to consider and, if determined advisable, to pass, the Arrangement Resolution to approve the Arrangement under the BCBCA pursuant to the terms of the Arrangement Agreement and the Plan of Arrangement. The Arrangement, the Plan of Arrangement and the terms of the Arrangement Agreement are summarized below. This summary does not purport to be complete and is qualified in its entirety by reference to the Arrangement Agreement, which has been filed by Dunnedin under its profile on SEDAR at www.sedar.com, and the Plan of Arrangement, which is attached to this Circular as Schedule “D”.

In order to become effective, the Arrangement must be approved by (a) at least two-thirds of the votes cast at the Meeting by the Shareholders, present in person or represented by proxy and entitled to vote at the Meeting; and (b) by a simple majority of the votes cast at the Meeting by Shareholders present in person or represented by proxy and entitled to vote at the Meeting, excluding

the votes cast in respect of Common Shares held by any interested party, (as defined by Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”)), related party (as defined by MI 61-101) or joint actor (as defined by MI 61-101). A copy of the Arrangement Resolution is set out in Schedule “C” of this Circular.

Unless otherwise directed, it is Management’s intention to vote FOR the Arrangement Resolution. If you do not specify how you want your Common Shares voted, the persons named as proxyholders will cast the votes represented by your proxy at the Meeting FOR the Arrangement Resolution.

If the Arrangement is approved at the Meeting and the Final Order approving the Arrangement is issued by the Court and the other applicable conditions to the completion of the Arrangement are satisfied or waived, the Arrangement will take effect commencing at the Effective Time (which will be at 12:01 a.m. (Vancouver time)) on the Effective Date (which is expected to be on or about December 30, 2017).

Reasons for the Arrangement

The Company believes that the Arrangement is in the best interests of Dunnedin in order to unlock value in the Company’s gold assets at the Kahuna Property (defined below) by transferring such assets into a separate entity and managing accordingly.

Principal Steps of the Arrangement

Commencing at the Effective Time, each of the events set out below shall occur and shall be deemed to occur in the following sequence or as otherwise provided below or herein, without any further act or formality:

- (a) Each Dissent Share shall be deemed to have been repurchased by Dunnedin for cancellation in consideration for a debt-claim against Dunnedin to be paid the fair value of such Dissent Share in accordance with Article 5 of the Plan of Arrangement, net of any applicable withholding tax, and such Dissent Share shall thereupon be cancelled;
- (b) All of the issued and outstanding Dunnedin Class A Common Shares will be exchange and cancelled, on a one-for-one basis, by the creation and issuance of that same number of Dunnedin Class B Common Shares comprising the Units described in (f) below pursuant to Section 86 of the Income Tax Act (Canada) (the “**Tax Act**”) as a share exchange;
- (c) Dunnedin will transfer approximately \$1,000,000 in cash to SGC;
- (d) Notwithstanding the terms of the Plan of Arrangement, including any agreement made thereunder, each Dunnedin Option (whether vested or not) exercisable for a Common Share that is outstanding immediately before the Effective Time which has not been duly exercised or cancelled will be and will be deemed to be exchanged for:
 - (i) one fully-vested Replacement Dunnedin Option. Each Replacement Dunnedin Option will be governed by the terms of the Plan of Arrangement and will have: (1) an exercise price per Common Share (rounded up to the nearest whole cent) equal to the exercise price of each Dunnedin Option so exchanged immediately before the Effective Time multiplied by the Valuation Factor; and (2) the same expiry date as the expiry date of the Dunnedin Option for which such Replacement Dunnedin Option was exchanged; and
 - (ii) one-third of one fully-vested SGC Option. Each whole SGC Option will be governed by the terms of the Plan of Arrangement and will have: (1) an exercise price per SGC Common Share (rounded up to the nearest whole cent) equal to the exercise price of each such Dunnedin Option so exchanged immediately before the Effective Time (A) multiplied by three, and (B) multiplied by a number which is equal to one minus the Valuation Factor; and (2) the same expiry date as the expiry date of the Dunnedin Option for which such SGC Option was exchanged,

provided that the exercise prices of each Replacement Dunnedin Option and each SGC Option issued pursuant to the step above shall be and be deemed to be automatically adjusted such that the aggregate In-the-Money Amounts thereof immediately after the steps above does not exceed the In-the-Money Amount of the exchanged Dunnedin Option determined immediately before the exchange, with the intention that subsection 7(1.4) of the Tax Act will apply to each exchange;

- (e) Notwithstanding the terms of any certificates representing the Dunnedin Warrants, including any agreement made thereunder, each Dunnedin Warrant (whether vested or not) exercisable for a Common Share that is outstanding

immediately before the Effective Time which has not been duly exercised or cancelled will be and will be deemed to be exchanged for:

- (i) one fully-vested Replacement Dunnedin Warrant. Each Replacement Dunnedin Warrant will have: (1) an exercise price per Common Share (rounded up to the nearest whole cent) equal to the exercise price of each Dunnedin Warrant so exchanged immediately before the Effective Time multiplied by the Valuation Factor; and (2) the same expiry date as the expiry date of the Dunnedin Warrant for which such Replacement Dunnedin Warrant was exchanged; and
- (ii) one-third of one fully-vested SGC Warrant. Each whole SGC Warrant will be governed by the terms of the Plan of Arrangement and will have: (1) an exercise price per SGC Common Share (rounded up to the nearest whole cent) equal to the exercise price of each such Dunnedin Warrant so exchanged immediately before the Effective Time (A) multiplied by three, and (B) multiplied by a number which is equal to one minus the Valuation Factor; and (2) the same expiry date as the expiry date of the Dunnedin Warrant for which such SGC Warrant was exchanged,

provided that the exercise prices of each Replacement Dunnedin Warrant and each SGC Warrant issued pursuant to the step above shall be and be deemed to be automatically adjusted such that the aggregate In-the-Money Amounts thereof immediately after the steps above does not exceed the In-the-Money Amount of the exchanged Dunnedin Warrant determined immediately before the exchange, with the intention that subsection 7(1.4) of the Tax Act will apply to each exchange; and

- (f) Dunnedin will distribute the Units to the holders of Common Shares (other than a Dissenting Shareholder), as at immediately prior to the Effective Time, on the basis of one Unit for each Common Share, held prior to the Effective Time, as part of the share exchange pursuant to Section 86 of the Tax Act.

The foregoing matters will be deemed to occur on the Effective Date, notwithstanding that certain of the procedures related thereto are not being completed until after the Effective Date.

The Board may, in its absolute discretion, determine whether or not to proceed with the Arrangement without further approval, ratification or confirmation by the Shareholders.

No Fractional Shares

No fractional Common Shares or SGC Common Shares will be issued. In the event that a Shareholder would otherwise be entitled to a fractional Common Shares or SGC Common Share under the Plan of Arrangement, the number of Common Shares or SGC Common Shares issued to such Shareholder shall, without any additional compensation, be rounded down to the next lesser whole number of Common Shares or SGC Common Shares. In calculating such fractional interests, all Common Shares registered in the name of or beneficially held by such Shareholder or their nominee shall be aggregated.

Effect of the Arrangement

As a result of the Arrangement, Shareholders will receive one Unit for every Common Share held prior to the Effective Time. It is expected that the issued capital of SGC will be approximately 34,418,922 SGC Common Shares, post-Arrangement (assuming no Dunnedin Options are exercised prior to the Effective Time). Shareholders will own all of the outstanding SGC Common Shares, post-Arrangement, as of the Effective Time.

SGC will be a reporting issuer in the province of British Columbia. SGC will make an application to list the SGC Common Shares on the Exchange. Any listing will be subject to the approval of the Exchange. SGC has also applied for a waiver of the sponsorship requirements under the rules of the Exchange.

The Dunnedin Options and the Dunnedin Warrants outstanding immediately prior to the Effective Time will be subject to the Plan of Arrangement. See "Particulars of Other Matters to be Acted Upon – The Arrangement – Principal Steps of the Arrangement" for details on the treatment of the Dunnedin Option and Dunnedin Warrants under the Arrangement.

The Dunnedin Optionholders and Dunnedin Warrantholders will not be entitled to vote on the Arrangement Resolution.

Assuming there are no changes in the Company's issued capital of 103,256,767 Common Shares prior to the Effective Time, other than as described herein, it is expected that SGC's non-diluted share capital, post-Arrangement as of the Effective Date, will be approximately 34,418,922 SGC Common Shares. Up to an additional approximately 8,898,060 SGC Common Shares may be

outstanding, post-Arrangement on the Effective Date, if all of the existing Dunnedin Options and Dunnedin Warrants are exercised before the Effective Time.

Upon completion of the Arrangement, Dunnedin will own a 100% ownership in the Kahuna Diamond Project (the “**Diamond Project**”) and SGC will own a 100% ownership in the Kahuna Gold Project (the “**Gold Project**”). Each of the Diamond Project and Gold Project are located on the Kahuna Diamond Property, located near Rankin Inlet, Nunavut (the “**Kahuna Property**”).

Transfer and Rights Agreement

Dunnedin and SGC entered into a transfer and rights agreement dated November 14, 2017 (the “**Transfer and Rights Agreement**”), pursuant to which the parties agreed to divide ownership into primary and secondary rights. Each party can independently develop a mine on claims on which it owns primary rights. The parties may co-operate on the future transfer of primary and secondary rights.

Upon execution of the Transfer and Rights Agreement, Dunnedin transferred to SGC:

- (a) 100% title and rights to the Transferred Claims (as defined in the Transfer and Rights Agreement);
- (b) a 50% undivided interest in and to certain Border Claims (as defined in the Transfer and Rights Agreement); and
- (c) ownership of all technical, economic, geological, and other information and data concerning the Transferred Claims, and the portion of each of the Border Claims over which SGC has Primary Development Rights (as defined in the Transfer and Rights Agreement,

in each case free and clear of any and all mortgages, charges, pledges, liens, licences, privileges, security interests, royalties, encumbrances, claims or rights or interest attaching to or affecting property, whether recorded or unrecorded, and whether arising by agreement, statute or otherwise under applicable laws (each an “Encumbrance”), apart from the gross overriding royalties and the net smelter return royalties.

In consideration for the Transferred Claims, SGC will issue approximately (103,256,767/3) 34,418,922 common shares to Dunnedin.

Upon execution of the Transfer and Rights Agreement, Dunnedin granted SGC Primary Development Rights in respect of the Transferred Claims and Secondary Development Rights (as defined in the Transfer and Rights Agreement) in respect of the Remaining Claims (as defined in the Transfer and Rights Agreement) and SGC granted Primary Development Rights in respect of the Remaining Claims and Secondary Development Rights in respect of the Transferred Claims. Border claims are also split into Primary Development Rights and Secondary Development Rights depending on geographic location.

Primary Development Rights means the rights of the holder of a mineral claim or other mining right, to amongst other things, conduct exploration, development, and mining on such mineral claims. Secondary Development Rights means having the right to access the mineral claims for the purpose of inspecting the mineral claims and existing work being undertaken on the claims (related only to the Secondary Development Rights mineral entitlement) and to propose work to the Primary Development Right holder, which work may proceed only with the consent of the Primary Development Right holder. Secondary Development Rights terminate on a claim or claims when a Primary Development Right holder commences a feasibility study, completes a feasibility study or commences commercial production on the claim or claims.

In all cases of the Transfer and Rights Agreement, mining rights of Dunnedin shall be limited to diamonds, gemstones and all minerals found within kimberlitic rocks and mining rights of SGC shall be limited to all other minerals. Mineral claims & rights under the Transfer and Rights Agreement may be transferred to third parties provided they are bound by the Transfer and Rights Agreement.

Amendments to the Plan of Arrangement

The Company reserves the right to amend, modify or supplement (or do all of the foregoing) the Plan of Arrangement from time to time and at any time prior to the Effective Date provided that any such amendment, modification and/or supplement must be contained in a written document that is:

- (a) filed with the Court and, if made following the Meeting, approved by the Court; and
- (b) communicated to Dunnedin Securityholders in the manner required by the Court (if so required).

Any amendment, modification or supplement to the Plan of Arrangement may be proposed by the Company at any time prior to or at the Meeting, with or without any other prior notice or communication, and if so proposed and accepted by the persons voting at the Meeting (other than as may be required under the Interim Order), shall become part of the Plan of Arrangement for all purposes.

Any amendment, modification or supplement to the Plan of Arrangement which is approved by the Court following the Meeting shall be effective only:

- (a) if it is consented to by Dunnedin; and
- (b) if required by the Court or applicable law, it is consented to by the Dunnedin Securityholders.

Any amendment, modification or supplement to the Plan of Arrangement may be made following the Effective Date unilaterally by the Company, provided that it concerns a matter which, in the reasonable opinion of the Company, is of an administrative nature required to better give effect to the implementation of the Plan of Arrangement and is not adverse to the financial or economic interest of any holder of Common Shares.

Directors and Officers of SGC

The board of directors of SGC (the “**SGC Board**”) will be comprised of David Adamson, Christopher Taylor, Chad Ulansky and Michael G. Leskovec. Management of SGC will be comprised of David Adamson as Executive Chairman, Christopher Taylor as Senior Consultant, Tony Ricci as Chief Financial Officer (“**CFO**”), Martin Tunney as President and Bob Singh as Vice President Exploration (“**VP Exploration**”).

The following table discloses the current positions and security holdings of directors and executive officers of Dunnedin as at the date of this Circular, as well as the anticipated positions and shareholdings in SGC, post-Arrangement.

Director and/or Executive Officer	Dunnedin Position(s), Common Shares⁽¹⁾⁽²⁾, Dunnedin Options and Dunnedin Warrants	Post-Arrangement SGC Position(s) and SGC Common Shares⁽²⁾, SGC Options⁽³⁾ and SGC Warrants⁽⁴⁾
Christopher Taylor	CEO and Director 901,850 Common Shares 940,000 Dunnedin Options 15,000 Dunnedin Warrants	Senior Consultant and Director 300,616 SGC Common Shares 313,333 SGC Options 5,000 SGC Warrants
Tony Ricci	CFO and Director 675,000 Common Shares 690,000 Dunnedin Options Nil Dunnedin Warrants	CFO 225,000 SGC Common Shares 230,000 SGC Options Nil SGC Warrants
Gary Schellenberg	Director 365,000 Common Shares 225,000 Dunnedin Options Nil Dunnedin Warrants	N/A 121,666 SGC Common Shares 75,000 SGC Options Nil SGC Warrants
Claudia Tornquist	Director and President 200,000 Common Shares 515,000 Dunnedin Options 150,000 Dunnedin Warrants	N/A 66,666 SGC Common Shares 171,667 SGC Options 50,000 SGC Warrants
Chad Ulansky	Director Nil Common Shares 465,000 Dunnedin Options Nil Dunnedin Warrants	Director Nil SGC Common Shares 155,000 SGC Options Nil SGC Warrants
Sorin Posescu	Director 3,300,000 Common Shares 90,000 Dunnedin Options Nil Dunnedin Warrants	N/A 1,100,000 SGC Common Shares 30,000 SGC Options Nil SGC Warrants
Bob Singh	Exploration Manager 100,000 Common Shares 490,000 Dunnedin Options 100,000 Dunnedin Warrants	VP Exploration 33,333 SGC Common Shares 163,333 SGC Options 33,333 SGC Warrants

Notes:

- (1) Each Common Share will be cancelled and replaced with a Dunnedin Class B Common Share on a 1:1 basis. See “Particulars of Matters to be Acted Upon – The Arrangement – Principal Steps of the Arrangement”.
- (2) Holders of Common Shares will receive one Dunnedin Class B Common Shares and one-third of an SGC Common Share for every Common Share held as described in the Plan of Arrangement. See “Particulars of Matters to be Acted Upon – The Arrangement – Principal Steps of the Arrangement”.
- (3) Holders of Dunnedin Options will receive one fully-vested Replacement Dunnedin Option and one-third of one fully vested SGC Option for every Dunnedin Option held immediately before the Effective Time as described in the Plan of Arrangement. See “Particulars of Matters to be Acted Upon – The Arrangement – Principal Steps of the Arrangement”.
- (4) Holders of Dunnedin Warrants will receive one fully-vested Replacement Dunnedin Warrant and one-third of one fully vested SGC Warrant for every Dunnedin Warrant held immediately before the Effective Time as described in the Plan of Arrangement. See “Particulars of Matters to be Acted Upon – The Arrangement – Principal Steps of the Arrangement”.

Fairness Opinion

Not applicable.

Recommendation of the Board

Dunnedin has reviewed the terms and conditions of the proposed Arrangement and has concluded that the Arrangement is fair and reasonable to Shareholders and in the best interests of the Company.

In arriving at this conclusion, the Board considered, among other matters:

- (a) valuation advice received by RWE Growth Partners Inc.;
- (b) the financial condition, business and operations of Dunnedin, on both a historical and prospective basis, and information in respect of SGC on a pro forma basis;
- (c) the procedures by which the Arrangement is to be approved, including the requirement for approval of the Arrangement by the Court after a hearing at which fairness to Shareholders;
- (d) the availability of rights of dissent to registered Shareholders with respect to the Arrangement;
- (e) the assets to be held by each of Dunnedin and SGC and the unrealized value of the Kahuna Property;
- (f) the advantages of segregating the property risk profiles;
- (g) historical information regarding the price of the Common Shares;
- (h) the Canadian tax treatment of Shareholders under the Arrangement;
- (i) Shareholders will own securities of two publicly listed companies, if the intended listing of the SGC Common Shares is obtained; and
- (j) Dunnedin will be able to concentrate its efforts on the advancement of the Diamond Project and SGC will be able to concentrate its efforts on advancing the Gold Project.

The Board did not assign a relative weight to each specific factor and each director may have given different weights to different factors. Based on its review of all the factors, the Board considers the Arrangement to be advantageous to Dunnedin and fair and reasonable to the Shareholders. The Board also identified disadvantages associated with the Arrangement including the fact that there will be the additional costs associated with running two companies and there is no assurance that the proposed Arrangement will result in positive benefits to Shareholders. See “Particulars of Matters to be Acted Upon – The Arrangement – Arrangement Risk Factors” and “Schedule “M” – Solstice Gold Corp. – Risk Factors”.

The Board recommends that Shareholders vote in favour of the Arrangement Resolution. Each director and officer of Dunnedin who owns Common Shares has indicated his or her intention to vote his or her Common Shares in favour of the Arrangement Resolution.

Arrangement Risk Factors

Dunedin and SGC should each be considered as highly speculative investments and the transactions contemplated herein should be considered of a high-risk nature. Shareholders should carefully consider all of the information disclosed in this Circular prior to voting on the matters being put before them at the Meeting.

The completion of the Arrangement is subject to a number of conditions precedent, certain of which are outside the control of Dunedin and SGC, including receipt of Shareholder approval at the Meeting and receipt of the Final Order. There can be no certainty, nor can Dunedin or SGC provide any assurance, that these conditions will be satisfied or, if satisfied, when they will be satisfied.

In addition to the other information presented in this Circular (without limitation, see also “Schedule “M” – Solstice Gold Corp. – Risk Factors”), the following risk factors should be given special consideration:

The trading price of Common Shares on the Effective Date may vary from the price as at the date of execution of the Arrangement Agreement, the date of this Circular and the date of the Meeting and may fluctuate depending on investors’ perceptions of the merits of the Arrangement.

Pursuant to the provisions of the Plan of Arrangement, the consideration is fixed and it will not increase or decrease due to fluctuations in the market price of the Common Shares. The implied value of the consideration to be received pursuant to the Arrangement will partly depend on the market price of the Common Shares on the Effective Date. If the market price of the Common Shares increases or decreases, the value of the consideration will correspondingly increase or decrease. There can be no assurance that the market price of the Common Shares on the Effective Date will not be lower or higher than the market price of the Common Shares on the date of the Meeting. In addition, the number of SGC Common Shares being issued in connection with the Arrangement will not change despite decreases or increases in the market price of the Common Shares. Many of the factors that affect the market price of the Common Shares are beyond the control of Dunedin. These factors include fluctuations in commodity prices, fluctuations in currency exchange rates, changes in the regulatory environment, adverse political developments, prevailing conditions in the capital markets and interest rate fluctuations.

There is no assurance that the Arrangement will be completed or that, if completed, the SGC Common Shares will be listed and posted for trading on the Exchange.

There is no assurance that the Arrangement can be completed as proposed or without Shareholders exercising their dissent rights in respect of a substantial number of Common Shares.

There is no assurance that the businesses of Dunedin or SGC, after completing the Arrangement, will be successful.

While Dunedin believes that the SGC Common Shares to be issued to Shareholders pursuant to the Arrangement will not be subject to any resale restrictions save securities held by control persons and save for any restrictions flowing from current restrictions associated with a Shareholder’s Common Shares, there is no assurance that this is the case and each Shareholder is urged to obtain appropriate legal advice regarding applicable securities legislation.

The transactions may give rise to significant adverse tax consequences to Shareholders and each such Shareholder is urged to consult his own tax advisor.

There is no assurance that the number of SGC Common Shares to be issued to Shareholders accurately reflects the value of the Gold Project.

Certain costs related to the Arrangement, such as legal and accounting fees, must be paid by Dunedin and SGC even if the Arrangement is not completed.

If the Arrangement Resolution is not approved by the Shareholders or, even if the Arrangement Resolution is approved, as a result of the Gold Project being transferred to SGC, an entity separate from Dunedin, the market price of the Common Shares may decline to the extent that the current market price of the Common Shares reflects a market assumption that the Plan of Arrangement will be completed or to the extent the current market price of the Common Shares reflects the value associated with the Gold Project, as applicable.

Effects of the Arrangement on Shareholders' Rights

As a result of the Arrangement, Shareholders will continue to be shareholders of Dunnedin and will also be shareholders of SGC. Shareholders of Dunnedin and SGC will have the same rights accorded to them as Shareholders of each respective entity, as both Dunnedin and SGC are governed by the BCBCA

Procedure for Receipt of SGC Common Shares

The following information is a summary only. For full details of procedures for the delivery of the direct registration system (“**DRS**”) statements (“**DRS Statements**”) see Article 3 “Certificates and Fractional Shares” of the Plan of Arrangement appended as Schedule “E” to this Circular.

As soon as practicable following the Effective Date, SGC will forward or cause to be forwarded by the Transfer Agent or otherwise, by registered mail (postage prepaid) or hand delivery to Shareholders as of the Effective Date at the address specified in the register of Shareholders, DRS Statements representing the number of SGC Common Shares to be delivered to such Shareholders under the Arrangement.

DRS is a system that will allow registered Shareholders to hold their SGC Common Shares in “book-entry” form without having a physical share certificate issued as evidence of ownership. Instead, SGC Common Shares will be held in the name of registered Shareholders and registered electronically in SGC’s records, which will be maintained by its transfer agent and registrar, Computershare. The first time SGC Common Shares are recorded under DRS (upon completion of the Arrangement), registered Shareholders will receive an initial DRS Statement acknowledging the number of SGC Common Shares held in their DRS account. Anytime that there is movement of SGC Common Shares into or out of a registered Shareholder’s DRS account, an updated DRS Statement will be mailed. Registered Shareholders may request a statement at any time by contacting the Transfer Agent. There is no fee to participate in DRS and dividends, if any, will not be affected by DRS.

You will receive the DRS Statement in lieu of physical share certificates evidencing the SGC Common Shares that you are entitled to following completion of the Arrangement. Instructions will be provided upon receipt of the DRS Statements representing SGC Common Shares for registered holders of Common Shares that would like to request a physical SGC Common Share certificate. Only registered holders of Common Shares will receive a DRS Statement representing SGC Common Shares.

Dunnedin has established July 17, 2017 (or such other date as the Board may determine) as the record date for the purpose of determining the Shareholders entitled to receive SGC Common Shares under the Arrangement, the Dunnedin Optionholders entitled to receive Dunnedin Replacement Options and SGC Options under the Arrangement and the Dunnedin Warrantholders entitled to receive Dunnedin Replacement Warrants and SGC Warrants, will be set as seven Business Days following the Effective Date in accordance with the policies of the Exchange (the “**Distribution Record Date**”). The payout date for the SGC Common Shares to be distributed to Shareholders pursuant to the Arrangement will be three Business Days following the Distribution Record Date.

Pursuant to the Option Plan, the Board has determined that the Dunnedin Options outstanding immediately prior to the Effective Time will be subject to the Plan of Arrangement. Pursuant to the Arrangement each outstanding Dunnedin Option will be deemed to be exchanged for a fully-vested Dunnedin Replacement Option and one-third of one fully-vested SGC Option, and the exercise prices for the Dunnedin Replacement Options and the SGC Options will be adjusted to reflect the relative value of the shares. Dunnedin will send notice to each Dunnedin Optionholder which will set out the entitlement to such options and the procedure for exercise.

The Board has determined that the Dunnedin Warrants outstanding immediately prior to the Effective Time will be subject to the Plan of Arrangement. Pursuant to the Arrangement each outstanding Dunnedin Warrant will be deemed to be exchanged for a fully-vested Dunnedin Replacement Warrant and one-third of one fully-vested SGC Warrant, and the exercise prices for the Dunnedin Replacement Warrants and the SGC Warrants will be adjusted to reflect the relative value of the shares. Dunnedin will send notice to each Dunnedin Warrantholder which will set out the entitlement to such options and the procedure for exercise.

Effective date of the Arrangement

If: (1) the Arrangement Resolution is approved by Special Resolution of the Shareholders, (2) the Final Order of the Court is obtained approving the Arrangement; (3) the required Exchange approvals to the completion of the Arrangement are obtained; (4) every requirement of the BCBCA relating to the Arrangement has been complied with; and (5) all other conditions disclosed under “Arrangement Agreement – Conditions to the Arrangement Becoming Effective” are met or waived, the Arrangement will become effective on the Effective Date.

The full particulars of the Arrangement are contained in the Plan of Arrangement appended as Schedule “D” to this Circular. See also “Arrangement Agreement” below.

Notwithstanding receipt of the above approvals, Dunnedin may abandon the Arrangement without further approval from the Shareholders.

CONDUCT OF MEETING AND OTHER APPROVALS

Shareholder Approval of the Arrangement

The Arrangement Resolution must be approved, with or without variation, by not less than two-thirds of the votes cast at the Meeting in person or by proxy by Shareholders, voting as a single class.

Court Approval of the Arrangement

Under the BCBCA, Dunnedin is required to obtain the approval of the Court to the calling and holding of the Meeting and to the Arrangement. On November 24, 2017, prior to mailing the material in respect of the Meeting, Dunnedin obtained an Interim Order providing for the calling and holding of the Meeting and other procedural matters. A copy of the Interim Order and the Notice of Hearing of Petition for Final Order are appended as Schedule “E”, respectively, to this Circular. As set out in the Notice of Hearing of Petition for Final Order, the Court hearing in respect of the Final Order is scheduled to take place at 9:45 a.m. (Vancouver time) on December 22, 2017, following the Meeting or as soon thereafter as the Court may direct or counsel for Dunnedin may be heard, at the Courthouse, 800 Smithe Street, Vancouver, British Columbia, subject to the approval of the Arrangement Resolution at the Meeting. **Shareholders who wish to participate in or be represented at the Court hearing should consult with their legal advisors as to the necessary requirements.**

At the Court hearing, any Shareholders who wish to participate or to be represented or to present evidence or argument may do so, subject to the rules of the Court. Although the authority of the Court is very broad under the BCBCA, the Court will consider, among other things, the procedural and substantive fairness and reasonableness of the terms and conditions of the Arrangement and the rights and interests of every person affected. The Court may approve the Arrangement as proposed or as amended in any manner as the Court may direct. The Court’s approval is required for the Arrangement to become effective. In addition, it is a condition of the Arrangement that the Court will have determined, prior to approving the Final Order that the terms and conditions of the issuance of securities comprising the Arrangement are procedurally and substantively fair to the Shareholders.

Under the terms of the Interim Order, each Shareholder will receive proper notice that they will have the right to appear and make representations at the application for the Final Order. Any person desiring to appear at the hearing to be held by the Court to approve the Arrangement pursuant to the Notice of Hearing of Petition for Final Order is required to file with the Court and serve upon Dunnedin, at the address set out below, prior to 4:00 p.m. (Vancouver time) on December 20, 2017, a notice of his intention to appear (“**Appearance Notice**”), including his address for service, together with any evidence or materials which are to be presented to the Court. The Appearance Notice and supporting materials must be delivered,

Cassels Brock & Blackwell LLP
Suite 2200, HSBC Building
885 West Georgia Street
Vancouver, BC V6C 3E8

Attention: Matthew Nied

Regulatory Approvals

If the Arrangement Resolution is approved by the requisite two-thirds of the Shareholders voting together as a single class, final regulatory approval must be obtained for all the transactions contemplated by the Arrangement before the Arrangement may proceed.

The Common Shares are currently listed and posted for trading on the Exchange. Dunnedin is a reporting issuer in the provinces of British Columbia and Alberta. Upon completion of the Arrangement, SGC will be a reporting issuer in the provinces of British Columbia and Alberta and intends to seek a listing of the SGC Common Shares on the Exchange. SGC will make an application to list the SGC Common Shares on the Exchange. Any listing will be subject to the approval of the Exchange, and to the satisfaction of the applicable listing requirements of the Exchange. The listing should not be subject to sponsorship given the location of the property and the prior expertise of the board and management.

Shareholders should be aware that certain of the foregoing approvals have not yet been received from the regulatory authorities referred to above. There is no assurance that such approvals will be obtained, or that the SGC Common Shares will be listed for trading on any stock exchange.

ARRANGEMENT AGREEMENT

The Arrangement will be carried out pursuant to the provisions of the BCBCA and will be effected in accordance with the Arrangement Agreement, the Interim Order and the Final Order. The steps of the Arrangement, as set out in the Arrangement Agreement, are summarized under “Particulars of Matters to be Acted Upon – The Arrangement – Principal Steps of the Arrangement” herein.

The general description of the Arrangement Agreement which follows is qualified in its entirety by reference to the full text of the Arrangement Agreement, a copy of which is available for review by Shareholders, at the head office of Dunnedin as shown on the Notice of Meeting, during normal business hours prior to the Meeting and under Dunnedin’s profile on SEDAR at www.sedar.com.

General

On November 23, 2017, Dunnedin and SGC entered into the Arrangement Agreement which includes the Plan of Arrangement. The Plan of Arrangement is reproduced as Schedule “D” to this Circular. Pursuant to the Arrangement Agreement, Dunnedin and SGC agree to effect the Arrangement pursuant to the provisions of Section 291 of the BCBCA on the terms and subject to the conditions contained in the Arrangement Agreement.

In the Arrangement Agreement, Dunnedin and SGC provide representations and warranties to one another regarding certain customary commercial matters, including corporate, legal and other matters, relating to their respective affairs.

Under the Arrangement Agreement, Dunnedin will call the Meeting for the purpose of, among other matters, the Shareholders approving the Arrangement Resolution, and that, if the approval of the Shareholders of the Arrangement Resolution as set forth in the Interim Order is obtained by Dunnedin, as soon as reasonably practicable thereafter, Dunnedin will take the necessary steps to submit the Arrangement to the Court and apply for the Final Order.

Conditions to the Arrangement becoming Effective

The respective obligations of Dunnedin and SGC to complete the transactions contemplated by the Arrangement Agreement are subject to the satisfaction, on or before the Effective Date, of a number of conditions precedent, certain of which may only be waived in accordance with the Arrangement Agreement.

The obligation of SGC to complete the transactions contemplated by the Arrangement Agreement are subject to all of the issued and outstanding Dunnedin Class A Common Shares having been cancelled and replaced on a one-for-one basis, by the creation and issuance of that same number of Dunnedin Class B Common Shares, on or before the Effective Date.

The mutual conditions precedent, among others, are as follows:

- (a) the Interim Order shall have been granted in form and substance satisfactory to Dunnedin;
- (b) the Arrangement Resolution, with or without amendment, shall have been approved at the Meeting, in accordance with the Interim Order;
- (c) the Court shall have determined that the terms and conditions of the Arrangement are procedurally and substantively fair to the Shareholders and the Final Order shall have been granted in form and substance satisfactory to Dunnedin, and shall not have been set aside or modified in a manner unacceptable to Dunnedin, on appeal or otherwise;
- (d) all governmental, court, regulatory, third party and other approvals, consents, expiry of waiting periods, waivers, permits, exemptions, orders and agreements and all amendments and modifications to, and terminations of, agreements, indentures and arrangements considered by Dunnedin to be necessary or desirable for the Arrangement to become effective shall have been obtained or received on terms that are satisfactory to Dunnedin;
- (e) no action will have been instituted and be continuing on the Effective Date for an injunction to restrain, a declaratory judgment in respect of, or damages on account of or relating to the Arrangement and there will not be in force any order or decree restraining or enjoining the consummation of the transactions contemplated by the

Arrangement Agreement and no cease trading or similar order with respect to any securities of any of the parties will have been issued and remain outstanding;

- (f) none of the consents, orders, rulings, approvals or assurances required for the implementation of the Arrangement will contain terms or conditions or require undertakings or security deemed unsatisfactory or unacceptable by Dunnedin;
- (g) no law, regulation or policy will have been proposed, enacted, promulgated or applied that interferes or is inconsistent with the completion of the Arrangement; and
- (h) the Arrangement Agreement shall not have been terminated.

The obligations of each of Dunnedin and SGC to complete the Arrangement are subject to the further condition that the covenants of the other party shall have been duly performed.

Amendment

Subject to any restrictions under the BCBCA or in the Final Order, the Arrangement Agreement (including the schedules appended thereto) may, at any time and from time to time before or after the holding of the Meeting, but not later than the Effective Date, be amended by written agreement of the parties thereto without, subject to applicable law, further notice to, or authorization on the part of, the Shareholders. Without limiting the generality of the foregoing, any such amendment may:

- (a) change the time for performance of any of the obligations or acts of the parties;
- (b) waive any inaccuracies or modify any representation contained in the Arrangement Agreement or in any document to be delivered pursuant to the Arrangement Agreement;
- (c) waive compliance with or modify any of the covenants contained in the Arrangement Agreement or waive or modify performance of any of the obligations of the parties; or
- (d) make such alterations in the Arrangement Agreement (including the Plan of Arrangement) as the parties may consider necessary or desirable in connection with the Interim Order or the Final Order.

Notwithstanding the foregoing, certain terms of the Arrangement and the Arrangement Agreement, including required Court, regulatory and Shareholder approval shall not be amended in any material respect without obtaining any required approval of the Shareholder in the same manner as required for the approval of the Arrangement or as may be ordered by the Court.

Termination

The Arrangement Agreement may, at any time before or after the holding of the Meeting but prior to the Effective Date, be unilaterally terminated by Dunnedin without further notice to, or action on the part of, the Shareholders for whatever reason Dunnedin may consider appropriate. This Agreement will terminate without any further action by the parties if the Effective Date has not occurred on or before June 30, 2018 or such later date as Dunnedin may determine.

Upon the termination as provided in the Arrangement Agreement, neither party shall have any liability or further obligation to the other party.

SHAREHOLDERS' RIGHTS OF DISSENT TO THE ARRANGEMENT

As indicated in the Notice of Meeting, any registered Shareholder is entitled to be paid the fair value of such holder's Common Shares in accordance with Section 238 of the BCBCA if such holder dissents to the Arrangement and the Arrangement becomes effective.

In accordance with Section 5.3 of the Plan of Arrangement, in addition to any other restrictions in the BCBCA, none of the following shall be entitled to exercise Dissent Rights: (i) Dunnedin Optionholders; (ii) Dunnedin Warrant holders; and (iii) Shareholders who vote in favour of the Arrangement Resolution.

A registered Shareholder is not entitled to dissent with respect to such holder's Common Shares if such holder votes any of their Common Shares in favour of the Arrangement Resolution. For greater certainty, a Proxy submitted by a registered Shareholder that does not contain voting instructions will, unless revoked, be voted in favour of the Arrangement. A brief summary of the provisions of Sections 237 to 247 of the BCBCA is set out below. Such summary is not a comprehensive statement of the procedures to be

followed by a Dissenting Shareholder who seeks payment of the fair value of its Common Shares and is qualified in its entirety by reference to the full text of Sections 237 to 247 of the BCBCA (which is attached to this Circular as Schedule "F") as modified and supplemented by the Plan of Arrangement, the Interim Order and the Final Order.

The statutory provisions dealing with the right of dissent are technical and complex. Any Dissenting Shareholders should seek independent legal advice, as failure to comply strictly with the provisions of Sections 237 to 247 of the BCBCA, as modified and supplemented by the Plan of Arrangement, the Interim Order and the Final Order, may result in the loss of all Dissent Rights.

The Interim Order expressly provides registered Shareholders with the right to dissent with respect to the Arrangement Resolution. Each Dissenting Shareholder is entitled to be paid the fair value (determined as of the close of business on the day before the Effective Date) of all, but not less than all, of the holder's Common Shares, provided that the holder duly dissents to the Arrangement Resolution and the Arrangement becomes effective.

In many cases, Common Shares beneficially owned by a holder are registered either (a) in the name of an intermediary that the non-registered Shareholder deals with in respect of such shares, such as, among others, banks, trust companies, securities brokers, trustees and other similar entities, or (b) in the name of a depository, such as CDS & Co., of which the intermediary is a participant. Accordingly, a non-registered Shareholder will not be entitled to exercise his, her or its rights of dissent directly (unless the Common Shares are reregistered in the non-registered Shareholder's name).

With respect to Common Shares in connection to the Arrangement, pursuant to the Interim Order, a registered Shareholder as of the Distribution Record Date, other than an affiliate of Dunnedin, may exercise rights of dissent under Sections 237 to 247 of the BCBCA, as modified and supplemented by the Plan of Arrangement, the Interim Order and the Final Order; provided that, notwithstanding section 242(2) of the BCBCA, the written objection to the Arrangement Resolution must be sent to Dunnedin c/o Cassels Brock & Blackwell LLP, Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, Canada V6C 3E8, Attention: Sam Cole, by not later than 5:00 p.m. (Vancouver time) on December 20, 2017 or on the date which is two Business Days prior to any adjournment or postponement of the Meeting.

To exercise Dissent Rights, a Shareholder must dissent with respect to all Common Shares of which it is the registered and beneficial owner. A registered Shareholder who wishes to dissent must deliver written notice of dissent (a "**Notice of Dissent**") to Dunnedin and such Notice of Dissent must strictly comply with the requirements of Section 242 of the BCBCA. **Any failure by an Shareholder to fully comply with the provisions of the BCBCA, as modified and supplemented by the Plan of Arrangement, the Interim Order and the Final Order, may result in the loss of that holder's Dissent Rights.** Non-registered Shareholders who wish to exercise Dissent Rights must cause each registered Shareholder holding their Common Shares to deliver the Notice of Dissent, or, alternatively, make arrangements to become a registered Shareholder.

To exercise Dissent Rights, a registered Shareholder must prepare a separate Notice of Dissent for himself, herself or itself, if dissenting on his, her or its own behalf, and for each other non-registered Shareholders who beneficially owns Common Shares registered in the Shareholder's name and on whose behalf the Shareholder is dissenting; and must dissent with respect to all of the Common Shares registered in his, her or its name or if dissenting on behalf of a non-registered Shareholder, with respect to all of the Common Shares registered in his, her or its name and beneficially owned by the non-registered Shareholder on whose behalf the Shareholder is dissenting. The Notice of Dissent must set out the number of Common Shares in respect of which the Dissent Rights are being exercised (the "**Notice Shares**") and: (a) if such Common Shares constitute all of the Common Shares of which the Shareholder is the registered and beneficial owner and the Shareholder owns no other Common Shares beneficially, a statement to that effect; (b) if such Common Shares constitute all of the Common Shares of which the Shareholder is both the registered and beneficial owner, but the Shareholder owns additional Common Shares beneficially, a statement to that effect and the names of the registered Shareholders, the number of Common Shares held by each such registered Shareholder and a statement that written notices of dissent are being or have been sent with respect to such other Common Shares; or (c) if the Dissent Rights are being exercised by a registered Shareholder who is not the beneficial owner of such Common Shares, a statement to that effect and the name of the non-registered Shareholder and a statement that the registered Shareholder is dissenting with respect to all Common Shares of the non-registered Shareholder registered in such registered holder's name.

If the Arrangement Resolution is approved by Shareholders, and Dunnedin notifies a registered holder of Notice Shares of Dunnedin's intention to act upon the Arrangement Resolution pursuant to Section 243 of the BCBCA, then in order to exercise Dissent Rights, such Shareholder must, within one month after Dunnedin gives such notice, send to Dunnedin a written notice that such holder requires the purchase of all of the Notice Shares in respect of which such holder has given Notice of Dissent. Such written notice must be accompanied by the certificate or certificates or DRS Statement representing those Notice Shares (including a written statement prepared in accordance with section 244(1)(c) of the BCBCA if the dissent is being exercised by the Shareholder

on behalf of a non-registered Shareholder), whereupon, subject to the provisions of the BCBCA relating to the termination of Dissent Rights, the Shareholder becomes a Dissenting Shareholder, and is bound to sell and Dunnedin is bound to purchase those Common Shares. Such Dissenting Shareholder may not vote, or exercise or assert any rights of a Shareholder in respect of such Notice Shares, other than the rights set forth in Sections 237 to 247 of the BCBCA, as modified and supplemented by the Plan of Arrangement, the Interim Order and the Final Order.

If a Dissenting Shareholder is ultimately entitled to be paid for their Dissent Shares, then such Dissenting Shareholder may enter into an agreement with Dunnedin for the fair value of such Dissent Shares. If such Dissenting Shareholder does not reach an agreement with Dunnedin, then such Dissenting Shareholder, or Dunnedin, may apply to the Court, and the Court may determine the payout value of the Dissent Shares and make consequential orders and give directions as the Court considers appropriate. There is no obligation on Dunnedin to make an application to the Court. The Dissenting Shareholder will be entitled to receive the fair value that the Common Shares had as of the close of business on the day before the Effective Date. After a determination of the fair value of the Dissent Shares, Dunnedin must then promptly pay that amount to the Dissenting Shareholder.

In no case will Dunnedin, SGC, the Transfer Agent or any other person be required to recognize Dissenting Shareholders as Shareholders after the Effective Time, and the names of such Dissenting Shareholders will be deleted from the central securities register as Shareholders at the Effective Time.

In no circumstances will Dunnedin, SGC, or any other person be required to recognize a person as a Dissenting Shareholder: (a) unless such person is the holder of the Common Shares in respect of which Dissent Rights are purported to be exercised immediately prior to the Effective Time; (b) if such person has voted or instructed a proxy holder to vote such Notice Shares in favour of the Arrangement Resolution; or (c) unless such person has strictly complied with the procedures for exercising Dissent Rights set out in Division 2 of Part 8 of the BCBCA, as modified and supplemented by the Plan of Arrangement, the Interim Order and the Final Order and does not withdraw such Notice of Dissent prior to the Effective Time. Holders of Dunnedin Options and/or Dunnedin Warrants will not be entitled to exercise Dissent Rights in respect of either Dunnedin Options or Dunnedin Warrants.

Dissent Rights with respect to Notice Shares will terminate and cease to apply to the Dissenting Shareholder if, before full payment is made for the Notice Shares, the Arrangement in respect of which the Notice of Dissent was sent is abandoned or by its terms will not proceed, a court permanently enjoins or sets aside the corporate action approved by the Arrangement Resolution, or the Dissenting Shareholder withdraws the Notice of Dissent with Dunnedin's written consent. If any of these events occur, Dunnedin must return the share certificate(s) or DRS Statement representing the Common Shares to the Dissenting Shareholder, the Dissenting Shareholder regains the ability to vote and exercise its rights as a Shareholder and the Dissenting Shareholder must return any money paid to the Dissenting Shareholder in respect of the Notice Shares.

The discussion above is only a summary of the Dissent Rights, which are technical and complex. A Shareholder who intends to exercise Dissent Rights must strictly adhere to the procedures established in sections 237 to 247 of the BCBCA, as modified and supplemented by the Plan of Arrangement, the Interim Order and the Final Order, and failure to do so may result in the loss of all Dissent Rights.

Persons who have their Common Shares registered in the name of an intermediary, or in some other name, who wish to exercise Dissent Rights should be aware that only the registered owner of such Common Shares is entitled to dissent.

If you dissent, then there can be no assurance that the amount you receive as fair value for your Common Shares will be more than or equal to the consideration under the Arrangement.

Each Shareholder wishing to avail himself, herself or itself of the Dissent Rights should carefully consider and comply with the provisions of the Interim Order and sections 237 to 247 of the BCBCA, which are attached to this Circular as Schedules "E" and "F", respectively, and seek his, her or its own legal advice.

CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The tax consequences of the Arrangement may vary depending upon the particular circumstances of each Shareholder and other factors. Accordingly, Shareholders are urged to consult their own tax advisors to determine the particular tax consequences to them of the Arrangement.

The following is a summary of the principal Canadian federal income tax considerations under the Tax Act relating to the Arrangement applicable to a beneficial owner of Common Shares who, for the purposes of the Tax Act: (i) holds Common Shares, and will hold SGC Common Shares acquired on the Arrangement, as capital property; (ii) deals at arm's length with Dunnedin and SGC; and (iii) is not "affiliated" with Dunnedin or SGC for the purposes of the Tax Act (a "**Holder**").

Common Shares and SGC Common Shares will generally be considered to be capital property to a Holder unless such securities are held by the Holder in the course of carrying on a business of buying and selling securities, or were acquired in one or more transactions considered to be an adventure or concern in the nature of trade.

This summary is based upon the current provisions of the Tax Act and counsel's understanding of the current administrative practices and assessing policies of the Canada Revenue Agency (the "CRA"). This summary also takes into account all specific proposals to amend the Tax Act (the "Proposed Amendments") announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof and assumes that all Proposed Amendments will be enacted in the form proposed. There can be no assurance that the Proposed Amendments will be enacted in the form proposed or at all. Except for the Proposed Amendments, this summary does not take into account or anticipate any changes in law, whether by legislative, governmental or judicial action or decision, nor does it take into account other federal or any provincial, territorial or foreign income tax considerations, which may differ from the Canadian federal income tax considerations discussed below. An advance income tax ruling will not be sought from the CRA in respect of the Arrangement.

This summary is not applicable to a Holder: (i) that is a "financial institution" as defined in the Tax Act for the purposes of the "mark-to-market property" rules contained in the Tax Act; (ii) that is a "specified financial institution" or "restricted financial institution" as defined in the Tax Act (iii) who has acquired Common Shares on the exercise of an Dunnedin Option; (iv) an interest in which is, or whose Common Shares are, a "tax shelter investment" as defined in the Tax Act; (v) to who has made a "functional currency" reporting election under section 261 of the Tax Act apply; or (vi) that has entered, or will enter, into a "derivative forward agreement", as defined in the Tax Act, with respect to the Common Shares or SGC Common Shares. Such Holders should consult their own tax advisors.

THIS SUMMARY IS OF A GENERAL NATURE ONLY AND IS NOT, AND IS NOT INTENDED TO BE, NOR SHOULD IT BE CONSTRUED TO BE, LEGAL OR TAX ADVICE TO ANY PARTICULAR HOLDER AND NO REPRESENTATIONS WITH RESPECT TO THE TAX CONSEQUENCES TO ANY PARTICULAR HOLDER ARE MADE. THIS SUMMARY IS NOT EXHAUSTIVE OF ALL CANADIAN FEDERAL INCOME TAX CONSIDERATIONS. ACCORDINGLY, HOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS HAVING REGARD TO THEIR OWN PARTICULAR CIRCUMSTANCES.

Holders Resident in Canada

The following portion of this summary applies to a Holder who, at all relevant times is or is deemed to be resident in Canada for purposes of the Tax Act (a "Resident Holder").

Certain Resident Holders whose Common Shares or SGC Common Shares might not otherwise be capital property may, in certain circumstances, be entitled to make an irrevocable election under subsection 39(4) of the Tax Act to have such shares, and every other "Canadian security" as defined in the Tax Act owned by such Holder in the taxation year in which the election is made and in all subsequent taxation years, deemed to be capital property. **Any Resident Holder contemplating making a subsection 39(4) election should consult their tax advisor for advice as to whether the election is available or advisable in their particular circumstances.**

Deemed Dividend

Dunnedin has informed counsel that the aggregate fair market value of the SGC Common Shares to be distributed by Dunnedin is not expected to exceed the "paid-up capital", as defined in the Tax Act, of the Common Shares immediately before Effective Date. Accordingly, Resident Holders are not expected to be deemed to receive a dividend with respect to the distribution of the SGC Common Shares. Rather, such distribution will reduce a Resident Holder's adjusted cost base of its Common Shares by the fair market value of the SGC Common Shares distributed (determined at the time of distribution). The paid-up capital of such Common Shares will also be reduced by such amount.

DUNNEDIN HAS PERFORMED A VALUATION OF THE SGC COMMON SHARES WHICH WILL BE USED FOR THE PURPOSE OF DETERMINING THE CANADIAN FEDERAL INCOME TAX CONSEQUENCES OF THE EXCHANGE. COUNSEL IS NOT QUALIFIED TO COMMENT ON THE ACCURACY OR REASONABLENESS OF THE VALUATION.

In the event that the fair market value of all SGC Common Shares (determined at the time of distribution) exceeds the paid-up capital of the Common Shares, the Resident Holders will be deemed to receive a dividend on such Common Shares equal to the amount of such excess.

Dividends on Common Shares and SGC Common Shares

A Resident Holder who is an individual and who is deemed to receive a dividend on its Common Shares or who receives a dividend paid on its SGC Common Shares will be required to include in income such dividend, and will be subject to the gross-up and dividend tax credit rules applicable to taxable dividends received from taxable Canadian corporations, including the enhanced gross-up and dividend tax credit applicable to any dividends designated by Dunnedin or SGC, as the case may be, as “eligible dividends”, as defined in the Tax Act.

A Resident Holder that is a corporation will be required to include in income any dividend received or deemed to be received on its Common Shares or paid on its SGC Common Shares, and generally will be entitled to deduct an equivalent amount in computing its taxable income. A “private corporation” as defined in the Tax Act or a “subject corporation” as defined in the Tax Act may be liable under Part IV of the Tax Act to pay a refundable tax of 38 $\frac{1}{3}$ % on any dividend that it receives or is deemed to receive on its Common Shares or SGC Common Shares to the extent that the dividend is deductible in computing the corporation’s taxable income.

Disposition of SGC Common Shares

A Resident Holder that disposes or is deemed to dispose of a SGC Common Share in a taxation year will realize a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition of the share exceed (or are less than) the aggregate of the adjusted cost base to the Resident Holder of such share, determined immediately before the disposition, and any reasonable costs of disposition. The Resident Holder will be required to include any resulting taxable capital gain in income, or be entitled to deduct any resulting allowable capital loss, in accordance with the usual rules applicable to capital gains and capital losses. See “Holders Resident in Canada — Taxation of Capital Gains and Capital Losses”.

Exchange of Dunnedin Options for Replacement Dunnedin Options and SGC Options

A Resident Holder who exchanges Dunnedin Options for Replacement Dunnedin Options and SGC Options will be deemed not to dispose of their Dunnedin Options and not to have acquired the Replacement Dunnedin Options and SGC Options received on the exchange. The Replacement Dunnedin Options and SGC Options will be deemed to be a continuation of the exchanged Dunnedin Options. Consequently, a Resident Holder will not realize a capital gain (or a capital loss), or be required to include in income any amount as a result of the exchange of Dunnedin Options for Replacement Dunnedin Options and SGC Options.

Exchange of Dunnedin Warrants for Replacement Dunnedin Warrants and SGC Warrants

A Resident Holder who exchanges Dunnedin Warrants for Replacement Dunnedin Warrants and SGC Warrants will be deemed not to dispose of their Dunnedin Warrants and not to have acquired the Replacement Dunnedin Warrants and SGC Warrants received on the exchange. The Replacement Dunnedin Warrants and SGC Warrants will be deemed to be a continuation of the exchanged Dunnedin Warrants. Consequently, a Resident Holder will not realize a capital gain (or a capital loss), or be required to include in income any amount as a result of the exchange of Dunnedin Warrants for Replacement Dunnedin Warrants and SGC Warrants.

Taxation of Capital Gains and Capital Losses

Generally, a Resident Holder will be required to include in computing its income for a taxation year one-half of the amount of any capital gain (a “**taxable capital gain**”) realized by it in that year. A Resident Holder will generally be required to deduct one-half of the amount of any capital loss (an “**allowable capital loss**”) realized in a taxation year from taxable capital gains realized by the Resident Holder in that year. Allowable capital losses in excess of taxable capital gains for a taxation year may be carried back to any of the three preceding taxation years or carried forward to any subsequent taxation year and deducted against net taxable capital gains realized in such years, subject to the detailed rules contained in the Tax Act.

A capital loss realized on the disposition of a SGC Common Share by a Resident Holder that is a corporation may, to the extent and under the circumstances specified by the Tax Act, be reduced by the amount of dividends received or deemed to have been received by the corporation on such shares (or on a share for which such share is substituted or exchanged). Similar rules may apply where shares are owned by a partnership or trust of which a corporation, trust or partnership is a member or beneficiary. **Resident Holders to whom these rules may be relevant should consult their own advisors.**

Alternative Minimum Tax on Resident Holders who are Individuals

A capital gain realized, or a dividend received, by a Resident Holder who is an individual (including certain trusts and estates) may give rise to liability for alternative minimum tax under the Tax Act.

Additional Refundable Tax on Canadian-Controlled Private Corporations

A Resident Holder that is a “Canadian-controlled private corporation” as defined in the Tax Act may be required to pay an additional 10 $\frac{2}{3}$ % refundable tax on certain investment income, including certain amounts in respect of net taxable capital gains, dividends or deemed dividends and interest.

Eligibility for Investment

SGC Common Shares will be qualified investments under the Tax Act for a trust governed by a RRSP, RRIF, deferred profit sharing plan, registered education savings plan, registered disability savings plan or a tax-free savings account (a “TFSA”), at any particular time, provided that, at that time, the SGC Common Shares are listed on a “designated stock exchange” (which currently includes the Toronto Stock Exchange and the Exchange).

Notwithstanding the foregoing, if the SGC Common Shares are a “prohibited investment” for the purposes of a TFSA, a RRSP or a RRIF, the holder of such TFSA or the annuitant of such RRSP or RRIF, as the case may be, will be subject to a penalty tax as set out in the Tax Act. The SGC Common Shares will not be a prohibited investment for a TFSA, RRSP or RRIF provided the holder or annuitant thereof, as the case may be, (i) deals at arm’s length with SGC for purposes of the Tax Act, and (ii) does not have a “significant interest” (as defined in subsection 207.01(4) of the Tax Act) in SGC. In addition, the SGC Common Shares will not be a “prohibited investment” for a TFSA, RRSP or RRIF if such shares are “excluded property” as defined in the Tax Act for trusts governed by such TFSA, RRSP or RRIF. Resident Holders who intend to hold SGC Common Shares in a TFSA, RRSP or RRIF are advised to consult their own tax advisors.

Dissenting Resident Holders

A Resident Holder who dissents in respect of the Arrangement (a “**Resident Dissenter**”) and who is entitled to receive payment from Dunnedin equal to the fair value of the Resident Dissenter’s Common Shares will be considered to have disposed of the Common Shares for proceeds of disposition equal to the amount received by the Resident Dissenter, less the amount of any interest awarded by a court, as the case may be. A Resident Dissenter generally will be deemed to have received a dividend equal to the amount by which such proceeds exceed the paid-up capital of such shares, and such deemed dividend will reduce the proceeds of disposition for purposes of computing any capital gain (or a capital loss) on the disposition of such Common Shares. The tax treatment accorded to any deemed dividend is discussed above under the heading, “Holders Resident in Canada – Dividends on Common Shares and SGC Common Shares”.

A Resident Dissenter will also realize a capital gain (or a capital loss) to the extent that the proceeds of disposition of such Common Shares, as reduced by the amount of any deemed dividend as discussed above, exceed (or are less than) the adjusted cost base of such shares immediately before the disposition and any reasonable costs of disposition,. The tax treatment of capital gains and capital losses (including the potential reduction of a capital loss due to the receipt of a deemed dividend) is discussed above under the heading, “Holders Resident in Canada – Taxation of Capital Gains and Capital Losses”.

Interest awarded by a court to a Resident Dissenter will be included in the Resident Dissenter’s income for a particular taxation year to the extent the amount is received or receivable in that year, depending upon the method regularly followed by the Resident Dissenter in computing income. Where the Resident Dissenter is a corporation, partnership or, subject to certain exceptions, a trust, the Resident Dissenter must include in income for a taxation year the amount of interest that accrues to it before the end of the taxation year, or becomes receivable or is received before the end of the year (to the extent not included in income for a preceding taxation year). **Resident Dissenters who are contemplating exercising their dissent rights should consult their own tax advisors.**

Holders Not Resident in Canada

The following portion of the summary applies to a Holder who, for the purposes of the Tax Act: (i) at all relevant times is not and is not deemed to be resident in Canada; and (ii) does not and will not use or hold, and is not and will not be deemed to use or hold, Common Shares or SGC Common Shares in connection with carrying on a business in Canada (a “**Non-resident Holder**”). This portion of the summary is not applicable to a Non-resident Holder that is: (i) an insurer carrying on an insurance business in Canada and elsewhere; (ii) a “financial institution” as defined in the Tax Act; or (iii) an “authorized foreign bank” as defined in the Tax Act.

Dividends on Common Shares and SGC Common Shares

Dividends paid or credited, or deemed to be paid or credited, on Common Shares or SGC Common Shares to a Non-resident Holder generally will be subject to Canadian withholding tax at a rate of 25% of the gross amount of the dividend, unless the rate is reduced under the provisions of an applicable income tax convention. The rate of withholding tax under the Canada-United States Income

Tax Convention (1980) (the “**U.S. Treaty**”) applicable to a Non-resident Holder, who is a resident of the United States for the purposes of the U.S. Treaty, is the beneficial owner of the dividend, is entitled to all of the benefits under the U.S. Treaty generally will be 15% (5% for a company that holds at least 10% of the voting stock of Dunnedin or SGC, as the case may be). Dunnedin or SGC, as the case may be, will be required to withhold the required amount of withholding tax from the dividend, and to remit it to the CRA for the account of the Non-resident Holder.

Exchange of Dunnedin Options for Replacement Dunnedin Options and SGC Options

A Non-resident Holder who exchanges Dunnedin Options for Replacement Dunnedin Options and SGC Options will realize a capital gain (or capital loss) equal to the amount by which the proceeds of disposition of the Dunnedin Options exceed (or are less than) the aggregate of the adjusted cost base to the Non-resident Holder of such options, determined immediately before the disposition, and any reasonable costs of disposition. The proceeds of disposition will be equal to the fair market value of the Replacement Dunnedin Options and SGC Options received on the exchange of Dunnedin Options. Such gain will not be subject to tax in Canada, unless the Dunnedin Options are “taxable Canadian property” to a Non-resident Holder.

The Dunnedin Options will be taxable Canadian property to a Non-resident Holder if, at any time in the 60 month period preceding the disposition, 25% or more of the issued shares of any class of the capital stock of Dunnedin were owned by any combination of (a) the Non-resident holder, (b) persons with whom the Non-resident holder did not deal at arm’s length and (c) partnerships in which persons referred to in (a) or (b) holds a membership interest (directly or indirectly through one or more partnerships), and more than 50% of the fair market value of the Common Shares was derived from, directly or indirectly, any combination of (i) real or immovable property situated in Canada, (ii) Canadian resource property, (iii) timber resource property, and (iv) options in respect of, or interest in, the property described in (i) to (iii). If the Dunnedin Options constitute taxable Canadian property, a capital gain arising on the disposition of such shares may be exempt from tax in Canada under the terms of a tax treaty between Canada and the country of residence of the Non-resident Holder. Such holders should consult their tax advisors about their particular circumstances.

Exchange of Dunnedin Warrants for Replacement Dunnedin Warrants and SGC Warrants

A Non-resident Holder who exchanges Dunnedin Warrants for Replacement Dunnedin Warrants and SGC Warrants will realize a capital gain (or capital loss) equal to the amount by which the proceeds of disposition of the Dunnedin Warrants exceed (or are less than) the aggregate of the adjusted cost base to the Non-resident Holder of such warrants, determined immediately before the disposition, and any reasonable costs of disposition. The proceeds of disposition will be equal to the fair market value of the Replacement Dunnedin Warrants and SGC Warrants received on the exchange of Dunnedin Warrants. Such gain will not be subject to tax in Canada, unless the Dunnedin Warrants are “taxable Canadian property” to a Non-resident Holder.

The Dunnedin Warrants will be taxable Canadian property to a Non-resident Holder if, at any time in the 60 month period preceding the disposition, 25% or more of the issued shares of any class of the capital stock of Dunnedin were owned by any combination of (a) the Non-resident holder, (b) persons with whom the Non-resident holder did not deal at arm’s length and (c) partnerships in which persons referred to in (a) or (b) holds a membership interest (directly or indirectly through one or more partnerships), and more than 50% of the fair market value of the Common Shares was derived from, directly or indirectly, any combination of (i) real or immovable property situated in Canada, (ii) Canadian resource property, (iii) timber resource property, and (iv) options in respect of, or interest in, the property described in (i) to (iii). If the Dunnedin Warrants constitute taxable Canadian property, a capital gain arising on the disposition of such shares may be exempt from tax in Canada under the terms of a tax treaty between Canada and the country of residence of the Non-resident Holder. Such holders should consult their tax advisors about their particular circumstances.

Disposition of SGC Common Shares

A Non-resident Holder that disposes or is deemed to dispose of a SGC Common Share in a taxation year will realize a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition of the share exceed (or are less than) the aggregate of the adjusted cost base to the Non-resident Holder of such share, determined immediately before the disposition, and any reasonable costs of disposition.

Such gain will not be subject to tax in Canada, unless the SGC Common Shares are “taxable Canadian property” to the Non-resident Holder. The SGC Common Shares will be taxable Canadian property to a Non-resident Holder if, at any time in the 60 month period preceding the disposition, 25% or more of the issued shares of any class of the capital stock of SGC were owned by any combination of (a) the Non-resident holder, (b) persons with whom the Non-resident holder did not deal at arm’s length and (c) partnerships in which persons referred to in (a) or (b) holds a membership interest (directly or indirectly through one or more partnerships), and more than 50% of the fair market value of the SGC Common Shares was derived from, directly or indirectly, any combination of (i) real or immovable property situated in Canada, (ii) Canadian resource property, (iii) timber resource property, and (iv) options in respect of, or interest in, the property described in (i) to (iii). If the SGC Common Shares constitute taxable

Canadian property, a capital gain arising on the disposition of such shares may be exempt from tax in Canada under the terms of a tax treaty between Canada and the country of residence of the Non-resident Holder. **Such holders should consult their tax advisors about their particular circumstances.**

Dissenting Non-resident Holders

A Non-resident Holder who dissents in respect of the Arrangement (a “**Non-resident Dissenter**”) will be entitled to receive a payment from Dunnedin equal the fair value of such Non-resident Dissenter’s Common Shares and will be considered to have disposed of such shares for proceeds of disposition equal to the amount received by the Non-resident Dissenter, less the amount of any interest awarded by a court (if applicable). A Non-resident Dissenter generally will be deemed to have received a dividend equal to the amount by which such proceeds exceed the paid-up capital of such shares and such deemed dividend will reduce the proceeds of disposition for purposes of computing any capital gain (or capital loss) on the disposition of such Common Shares. The deemed dividend will be subject to Canadian withholding tax as described above under “**Holdings Not Resident in Canada – SGC Common Shares – Deemed Dividend**”.

A Non-resident Dissenter will also realize a capital gain to the extent that the proceeds of disposition for such shares, as reduced by the amount of any deemed dividend as discussed above, exceed the adjusted cost base of such Common Shares immediately before the disposition and any reasonable costs of disposition. A Non-resident Dissenter generally will not be subject to income tax under the Tax Act in respect of any such capital gain provided such shares do not constitute taxable Canadian property of the Non-resident Dissenter, as described above under “**Holdings Not Resident in Canada – Disposition of SGC Common Share**”.

Any interest paid to a Non-resident Dissenter upon the exercise of dissent rights will not be subject to Canadian withholding tax.

Non-resident Dissenter upon the exercise of dissent rights will not be subject to Canadian withholding tax.

CANADIAN SECURITIES LAWS AND RESALE OF SECURITIES

The following is a brief summary of the securities law considerations applicable to the transactions contemplated herein.

Each Shareholder is urged to consult such holder’s professional advisors to determine the Canadian conditions and restrictions applicable to trades in the SGC Common Shares.

Dunnedin is a “reporting issuer” in the provinces of British Columbia and Alberta. The Common Shares are currently listed and posted for trading on the Exchange.

Upon completion of the Arrangement, SGC will make an application to list the SGC Common Shares on the Exchange. Any listing will be subject to the approval of the Exchange. SGC has also applied for a waiver of the sponsorship requirements under the rules of the Exchange.

The issuance of the SGC Common Shares pursuant to the Arrangement will constitute a distribution of securities, which is exempt from the prospectus requirements of Canadian securities legislation. The SGC Common Shares issued to Shareholders may be resold in each of the provinces and territories of Canada provided the holder is not a ‘control person’ as defined in the applicable securities laws in each the provinces and territories of Canada, no unusual effort is made to prepare the market or create a demand for those securities and no extraordinary commission or consideration is paid in respect of that sale.

The issuance of the SGC Common Shares upon due exercise of SGC Options issued pursuant to the Arrangement will constitute a distribution of securities, which is exempt from the prospectus requirements of Canadian securities legislation. The SGC Common Shares issued upon due exercise of SGC Options issued pursuant to the Arrangement may be resold in each of the provinces and territories of Canada provided the holder is not a ‘control person’ as defined in the applicable securities legislation in each of the provinces and territories of Canada, no unusual effort is made to prepare the market or create a demand for those securities and no extraordinary commission or consideration is paid in respect of that sale.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Copies of the Company’s Financial Statements and Management Discussion and Analysis may be obtained without charge upon request from the Company, at the Company’s registered and records office at Suite 2200, HSBC Building, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8, or at (604) 681-0084 and such documents will be sent by mail or electronically by email as may be specified at the time of the request.

DIRECTOR APPROVAL

The contents of this Information Circular and the sending thereof to the Shareholders of the Company have been approved by the Board of Directors.

DATED at Vancouver, British Columbia, this 24th day of November, 2017

**BY ORDER OF THE BOARD OF DIRECTORS
DUNNEDIN VENTURES INC.**

“Tony M. Ricci”

TONY M. RICCI
Director and CFO

SCHEDULE "A"
DUNNEDIN VENTURES INC.
FORM 52-110F2
AUDIT COMMITTEE DISCLOSURE

PART 1 THE AUDIT COMMITTEE'S CHARTER

1.1 Purpose

The overall purpose of the Audit Committee (the "**Committee**") is to ensure that the Company's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements of the Company and related financial information, and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. In performing its duties, the committee will maintain effective working relationships with the Board of Directors (the "**Board**"), management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each committee member will obtain an understanding of the responsibilities of committee membership as well as the Company's business, operations and risks.

1.2 Composition, Procedures and Organization

1. The Committee shall consist of at least three members of the Board.
2. At least two (2) members of the Committee shall be independent¹, and the Committee shall endeavour to appoint a majority of independent directors to the Committee, who in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Committee members' independent judgment. At least one (1) member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Company. For the purposes of this Charter, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.
3. All of the members of the Committee shall be "financially literate"².
4. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
5. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
6. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present.

¹ "Independent" member of an audit committee means a member who has no direct or indirect material relationship with the Company. A "material relationship" means a relationship which could, in the view of the Company's board of directors, reasonably interfere with the exercise of a member's independent judgement.

² "Financially literate" individual is an individual who has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

7. The Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
8. Meetings of the Committee shall be conducted as follows:
 - (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
 - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee;
 - (c) management representatives may be invited to attend all meetings, except private sessions with the external auditors; and
 - (d) the proceedings of all meetings will be minuted.
9. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.
10. Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee on ceasing to be a director. The Board may fill vacancies on the Committee by election from among its number. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains in office. Subject to the above, each member of the Committee shall hold office as such until the next Annual General Meeting of the Shareholders after his/her election.
11. The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

1.3 Roles and Responsibilities

1. The overall duties and responsibilities of the Committee shall be as follows:
 - (a) assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements and related financial disclosure;
 - (b) establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;
 - (c) ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and
 - (d) report regularly to the Board on the fulfilment of its duties and responsibilities.
2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
 - (a) recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
 - (b) review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
 - (c) review the audit plan of the external auditors prior to the commencement of the audit;

- (d) approve in advance provision by the external auditors of services other than auditing;
 - (e) review with the external auditors, upon completion of their audit:
 - (i) contents of their report;
 - (ii) scope and quality of the audit work performed;
 - (iii) adequacy of the Company's financial and auditing personnel;
 - (iv) co-operation received from the Company's personnel during the audit;
 - (v) internal resources used;
 - (vi) significant transactions outside of the normal business of the Company;
 - (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
 - (viii) the non-audit services provided by the external auditors;
 - (f) discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles;
 - (g) implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management; and
 - (h) review any significant disagreements between management and the external auditor regarding financial reporting.
3. The duties and responsibilities of the Committee as they relate to the Company's internal auditors are to:
- (a) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;
 - (b) review and approve the internal audit plan; and
 - (c) review significant internal audit findings and recommendations, and management's response thereto.
4. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:
- (a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
 - (b) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
 - (c) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

5. The Committee is also charged with the responsibility to:
- (a) review the Company's quarterly financial statements and related financial information, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
 - (b) review and approve the financial sections of:
 - (i) the annual report to shareholders;
 - (ii) the annual information form, if required;
 - (iii) annual and interim MD&A;
 - (iv) prospectuses;
 - (v) news releases discussing financial results of the Company; and
 - (vi) other public reports of a financial nature requiring approval by the Board,and report to the Board with respect thereto;
 - (c) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;
 - (d) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
 - (e) review and report on the integrity of the Company's consolidated financial statements;
 - (f) establish procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
 - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
 - (g) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;
 - (h) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;
 - (i) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information;
 - (j) review and recommend updates to the charter and receive approval of changes from the Board;
 - (k) review the minutes of any audit committee of subsidiary companies;
 - (l) and perform other functions as requested by the full Board.

PART 2 COMPOSITION OF THE AUDIT COMMITTEE

The current members of the Committee are Claudia Tornquist, Gary Schellenberg and Christopher Taylor. All of the members are financially literate.

The terms “Independent” and “financially literate” have the meaning used in National Instrument 52-110 (NI 52-110) of the Canadian Securities Administrators.

PART 3 RELEVANT EDUCATION AND EXPERIENCE

The relevant education and/or experience of each member of the Audit Committee is as follows:

Christopher Taylor, Chief Executive Officer and Director. Mr. Taylor is an economic geologist and explorationist with 15 years of industry and research experience with both mid-tier producer and junior exploration companies. Director of a number of Exchange listed resource companies.

Claudia Tornquist, Director. Ms. Tornquist was the former General Manager at Rio Tinto working extensively with Rio Tinto’s diamond operations in Canada and Australia. She also held the position of Executive VP Business Development for the royalty company Sandstorm Gold Ltd., financing junior mining companies with stream finance, equity and debt. She is a director of Kennady Diamonds and Silver One Resources.

Gary Schellenberg, Director. Mr. Schellenberg is an economic geologist and explorationist with 30 years of industry experience including diamond exploration in the Northwest Territories. President of Coast Mountain Geological Ltd., a Vancouver-based geological consulting. Founding director of Winspear Resources, which sold the Snap Lake diamond mine to DeBeers in the 1990’s.

Mr. Schellenberg, director of the Company, is “independent” in that he has no direct or indirect material relationship with the Company which could, in view of the Board, be reasonably expected to interfere with the exercise of a member’s independent judgment.

PART 4 AUDIT COMMITTEE OVERSIGHT

At no time since the commencement of the Company’s most recently completed financial year was a recommendation by the Committee to nominate or compensate an external auditor (currently, BDO Canada LLP, Chartered Professional Accountants) not been adopted by the Board.

PART 5 RELIANCE ON CERTAIN EXEMPTIONS

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

PART 6 PRE-APPROVAL POLICIES AND PROCEDURES

Formal policies and procedures for the engagement of non-audit services have yet to formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board, and where applicable by the Audit Committee, on a case by case basis.

PART 7 EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)

The aggregate fees charged to the Company by the external auditor in each of the last two fiscal years are as follows:

	<u>FYE 2016</u>	<u>FYE 2015</u>
Audit fees for the year ended	\$34,598	\$32,490
Audit related fees	Nil	Nil

Tax fees	Nil	Nil
All other fees (non-tax)	Nil	Nil
Total Fees:	\$34,598	\$32,490

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" includes all other non-audit services.

PART 8 EXEMPTION

In respect of the most recently completed financial year, the Company is relying on the exemption set out in section 6.1 of NI 52-110 with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

SCHEDULE "B"

DUNNEDIN VENTURES INC.

CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* the Company is required to and hereby discloses its corporate governance practices as follows.

PART 1 BOARD OF DIRECTORS

The Board of Directors of the Company facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

Gary Schellenberg, Chad Ulansky and Sorin Posescu, directors of the Company, are "independent" in that they are free from any direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Company's Board of Directors, be reasonably expected to interfere with the exercise of his independent judgment.

Chris Taylor is the CEO of the Company and is therefore not independent.

Tony Ricci is the CFO of the Company and is therefore not independent.

Claudia Tornquist is the President of the Company and is therefore not independent.

PART 2 DIRECTORSHIPS

The following directors of the Company are currently directors of the following other reporting issuers:

Name of Director	Name of Reporting Issuer	Exchange
Chris Taylor	Desert Star Resources Ltd.	TSXV
	Javelle Capital Corp.	TSXV
Tony Ricci	Shelby Ventures Inc.	TSXV
	Great Bear Resources Ltd.	TSXV
	CopperBank Resources Corp.	CSE
Gary Schellenberg	Golden Coast Energy Corp.	TSXV
	Explorex Resources Inc.	TSXV
	International Lithium Corp.	TSXV
	New World Resource Corp. (formerly Dasher Exploration Ltd.)	TSXV
	TNR Gold Corp. (formerly TNR Resources Ltd.)	TSXV
Claudia Tornquist	Silver One Resources Inc.	TSXV
	Kennady Diamonds Inc.	TSXV

Name of Director	Name of Reporting Issuer	Exchange
Chad Ulansky	Metalex Ventures LYD	TSXV
	Cantax Mine Development Corp	TSXV
	Northern Uranium Corp	TSXV
	Diamante Minerals Ltd	OTCQ
Sorin Posescu	SolidusGold Inc	TSXV

PART 3 ORIENTATION AND CONTINUING EDUCATION

The Board of Directors of the Company brief all new directors with the policies of the Board of Directors, and other relevant corporate and business information.

PART 4 ETHICAL BUSINESS CONDUCT

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

PART 5 NOMINATION OF DIRECTORS

The Board of Directors is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives, and a willingness to serve.

PART 6 COMPENSATION

The Board of Directors conducts reviews with regard to directors' compensation once a year. To make its recommendation on directors' compensation, the Board of Directors takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies.

PART 7 OTHER BOARD COMMITTEES

The Board of Directors has no other committees other than the Audit Committee.

PART 8 ASSESSMENTS

The Board of Directors monitors the adequacy of information given to directors, communication between the board and management and the strategic direction and processes of the board and committee.

SCHEDULE "C"

ARRANGEMENT RESOLUTION

BE IT RESOLVED AS A SPECIAL RESOLUTION OF THE DUNNEDIN SHAREHOLDERS THAT:

- (i) The arrangement (the "**Arrangement**") under Division 5 of Part 9 of the *Business Corporations Act (British Columbia)* (the "**BCBCA**") involving Dunnedin Ventures Inc., a corporation existing under the laws of British Columbia ("**Dunnedin**"), its shareholders and Solstice Gold Corp. (formerly Dunnedin Gold Inc.), a corporation existing under the laws of British Columbia ("**SGC**"), all as more particularly described and set forth in the management information circular (the "**Circular**") of Dunnedin dated November 24, 2017 accompanying the notice of meeting (as the Arrangement may be, or may have been, modified or amended in accordance with its terms), is hereby authorized, approved and adopted.
- (ii) The plan of arrangement (the "**Plan of Arrangement**"), implementing the Arrangement, the full text of which is appended to the Circular (as the Plan of Arrangement may be, or may have been, modified or amended in accordance with its terms), is hereby authorized, approved and adopted.
- (iii) The arrangement agreement (the "**Arrangement Agreement**") between Dunnedin and SGC dated November 23, 2017 and all the transactions contemplated therein, the actions of the directors of Dunnedin in approving the Arrangement and the actions of the directors and officers of Dunnedin in executing and delivering the Arrangement Agreement and any amendments thereto are hereby ratified and approved.
- (iv) Notwithstanding that this resolution has been passed (and the Arrangement approved) by the shareholders of Dunnedin or that the Arrangement has been approved by the Supreme Court of British Columbia, the directors of Dunnedin are hereby authorized and empowered, without further notice to, or approval of, the shareholders of Dunnedin:
 - a. to amend the Arrangement Agreement or the Plan of Arrangement to the extent permitted by the Arrangement Agreement or the Plan of Arrangement; or
 - b. subject to the terms of the Arrangement Agreement, not to proceed with the Arrangement.
- (v) Any director or officer of Dunnedin is hereby authorized and directed, for and on behalf of Dunnedin to execute Articles of Arrangement to give effect to the Plan of Arrangement and to deliver such other documents as are necessary or desirable under the BCBCA in accordance with the Articles of Arrangement.
- (vi) Any director or officer of Dunnedin is hereby authorized and directed, for and on behalf and in the name of Dunnedin, to execute and deliver, whether under the corporate seal of Dunnedin or otherwise, all such deeds, instruments, assurances, agreements, forms, waivers, notices, certificates, confirmations and other documents and to do or cause to be done all such other acts and things as in the opinion of such director or officer may be necessary, desirable or useful for the purpose of giving effect to these resolutions, the Arrangement Agreement, the Articles of Arrangement and the completion of the Plan of Arrangement in accordance with the terms of the Arrangement Agreement, including:
 - a. all actions required to be taken by or on behalf of Dunnedin, and all necessary filings and obtaining the necessary approvals, consents and acceptances of appropriate regulatory authorities; and
 - b. the signing of the certificates, consents and other documents or declarations required under the Arrangement Agreement or otherwise to be entered into by Dunnedin;

such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing.

SCHEDULE "D"
PLAN OF ARRANGEMENT

See attached.

PLAN OF ARRANGEMENT
UNDER THE PROVISIONS OF SECTION 288
OF THE *BRITISH COLUMBIA BUSINESS CORPORATIONS ACT*

ARTICLE 1
INTERPRETATION

1.1 Definitions

In this Plan of Arrangement, unless there is something in the subject matter or context inconsistent therewith, the following terms shall have the respective meanings set out below and grammatical variations of such terms shall have corresponding meanings:

“Agreement” means the arrangement agreement dated as of November 23, 2017, including the Schedules attached hereto, as may be supplemented or amended from time to time;

“Arrangement” means the arrangement under section 288 of the BCBCA on the terms and subject to the conditions set out in the Plan of Arrangement, subject to any amendments or variations thereto made in accordance with this Agreement or the Plan of Arrangement or made at the direction of the Court in the Final Order with the consent of Dunnedin;

“Arrangement Resolution” means the special resolution of the Dunnedin Shareholders and the ordinary resolution of the Dunnedin Securityholders voting as a single class in respect of the Arrangement to be considered at the Meeting, the full text of which is attached as Appendix “A” hereto;

“BCBCA” means the *Business Corporations Act* (British Columbia) and the regulations made thereunder, as promulgated or amended from time to time;

“Board of Directors” means the duly appointed board of directors of the applicable company;

“Business Day” means a day, other than a Saturday, Sunday or statutory holiday, when banks are generally open in the City of Toronto, Ontario or Vancouver, British Columbia for the transaction of banking business;

“Circular” means the management information circular of Dunnedin to be prepared and sent to the Dunnedin Shareholders in connection with the Meeting;

“Court” means the Supreme Court of British Columbia;

“Dissent Rights” has the meaning set forth in section 5.1 of the Plan of Arrangement;

“Dissent Shares” means Dunnedin Class A Common Shares the holders whereof have duly exercised their Dissent Rights;

“Dissenting Shareholder” means a Dunnedin Shareholder who has duly exercised the Dissent Rights and is ultimately entitled to be paid for their Dunnedin Class A Common Shares;

“Dunnedin” means Dunnedin Ventures Inc., a company incorporated pursuant to the laws of British Columbia;

“Dunnedin Class A Common Shares” means the “Class A” common shares of Dunnedin;

“Dunnedin Class B Common Shares” means the “Class B” common shares of Dunnedin;

“Dunnedin Option Plan” means the stock option plan of Dunnedin adopted by the Board of Directors of Dunnedin on February 27, 2009, as amended from time to time, and most recently approved by the Dunnedin Shareholders on July 30, 2015;

“Dunnedin Options” means the outstanding options to purchase Dunnedin Class A Common Shares granted pursuant to the Dunnedin Option Plan;

“Dunnedin Optionholders” means the holders of Dunnedin Options at the applicable time;

“Dunnedin Securityholders” means, collectively, the Dunnedin Shareholders, the Dunnedin Optionholders and the Dunnedin Warrantheolders;

“Dunnedin Shareholders” means the holders of Dunnedin Class A Common Shares, prior to the Effective Date, and means the holders of Dunnedin Class B Common Shares, subsequent to the Effective Date;

“Dunnedin Warrants” means the outstanding warrants to purchase Dunnedin Class A Common Shares;

“Dunnedin Warrantheolders” means the holders of Dunnedin Warrants at the applicable time;

“Effective Date” means the date agreed to by Dunnedin and Solstice in writing as the effective date of the Arrangement after all of the conditions precedent to the completion of the Arrangement as set out in the Arrangement Agreement have been satisfied or waived, including that the Final Order has been granted by the Court;

“Effective Time” means 12:01 a.m. (Vancouver time) on the Effective Date;

“Final Order” means the final order of the Court pursuant to section 291 of the BCBCA, after a hearing upon the fairness of the terms and conditions of the Arrangement, in a

form acceptable to Dunnedin approving the Arrangement as such order may be amended by the Court (with the consent of Dunnedin) at any time prior to the Effective Date or, if appealed, then, unless such appeal is withdrawn or denied, as affirmed or as amended (provided that any such amendment is acceptable to Dunnedin) on appeal, and after notice and a hearing at which all Dunnedin Securityholders have the right to appear;

“Former Dunnedin Optionholders” means the holders of unexercised Dunnedin Options immediately before the Effective Time;

“Former Dunnedin Warrantholders” means the holders of unexercised Dunnedin Warrants immediately before the Effective Time;

“In the Money Amount” at a particular time with respect to a Dunnedin Option, Replacement Dunnedin Option, or SGC Option means the amount, if any, by which the fair market value of the relevant underlying security exceeds the exercise price of the relevant option at the particular time;

“Interim Order” means the interim order of the Court containing declarations and directions with respect to the Arrangement and the holding of the Meeting, as such order may be affirmed, amended and modified;

“Meeting” means the annual general and special meeting of Dunnedin Shareholders to be held on or about December 8, 2017 and any adjournment(s) or postponement(s) thereof, to be called and held in accordance with the Interim Order to consider and to vote on the Arrangement Resolution and any other matters set out in the Notice of Meeting;

“Notice of Meeting” means the notice of the Meeting to be sent to the Dunnedin Shareholders, which notice will accompany the Circular;

“Person” or **“person”** means and includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, trustee, executor, administrator or other legal representative and the Crown or any agency or instrumentality thereof;

“Plan of Arrangement” means this plan of arrangement and any amendments or variations thereto made in accordance with this Agreement, the Plan of Arrangement or upon the direction of the Court in the Final Order with the consent of Dunnedin;

“Registrar” means the means the person appointed as the Registrar of Companies under section 400 of the BCBCA;

“Replacement Dunnedin Options” means the stock options of Dunnedin that will be granted to Former Dunnedin Optionholders under the Arrangement and will be exercisable for Dunnedin Class A Common Shares pursuant to the Dunnedin Option Plan;

“Replacement Dunnedin Warrants” means the warrants of Dunnedin that will be granted to Former Dunnedin Warrantholders under the Arrangement and will be exercisable for Dunnedin Class A Common Shares pursuant to the Dunnedin Option Plan;

“SGC Common Shares” means the common shares of Solstice;

“SGC Option Plan” means the stock option plan of Solstice to be adopted and approved in connection with the Arrangement;

“SGC Options” means the stock options of Solstice that will be granted to Former Dunnedin Optionholders pursuant to the Arrangement and will be exercisable for SGC Common Shares pursuant to the SGC Option Plan;

“SGC Warrants” means the warrants of Solstice that will be granted to Former Dunnedin Warrantholders pursuant to the Arrangement and will be exercisable for SGC Common Shares;

“Solstice” means Solstice Gold Corp., a company incorporated pursuant to the laws of British Columbia;

“Subsidiary” means, with respect to a specified body corporate, any body corporate of which more than 50% of the outstanding shares ordinarily entitled to elect a majority of the board of directors thereof (whether or not shares of any other class or classes shall or might be entitled to vote upon the happening of any event or contingency) are at the time owned directly or indirectly by such specified body corporate and shall include any body corporate, partnership, joint venture or other entity over which such specified body corporate exercises direction or control or which is in a like relation to a subsidiary;

“Tax Act” means the *Income Tax Act* (Canada) and the regulations made thereunder, as promulgated or amended from time to time;

“Transfer Agent” means Computershare Investor Services Inc. or such other trust company or transfer agent as may be designated by Dunnedin;

“TSXV” means the TSX Venture Exchange;

“Unit” means a unit comprised of one (1) Dunnedin Class B Common Shares and one-third (1/3) of one SGC Common Share; and

“Valuation Factor” means 0.667.

In addition, words and phrases used herein and defined in the BCBCA and not otherwise defined herein or in the Arrangement Agreement shall have the same meaning herein as in the BCBCA unless the context otherwise requires.

1.2 Sections and Headings

The division of this Plan of Arrangement into articles and sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of this Plan of Arrangement. Unless reference is specifically made to some other document or instrument, all references herein to articles and sections are to articles and sections of this Plan of Arrangement.

1.3 Number, Gender and Persons

In this Plan of Arrangement, unless otherwise expressly stated or the context otherwise requires, words importing the singular number shall include the plural and vice versa, and words importing gender shall include all genders.

1.4 Statutory References

Any reference in this Plan of Arrangement to a statute includes all regulations made thereunder, all amendments to such statute or regulation in force from time to time and any statute or regulation that supplements or supersedes such statute or regulation.

1.5 Currency

Unless otherwise stated all references in this Plan of Arrangement to sums of money are expressed in lawful money of Canada.

1.6 Business Day

In the event that the date on which any action is required to be taken hereunder by either of the parties is not a Business Day in the place where the action is required to be taken, such action shall be required to be taken on the next succeeding day which is a Business Day in such place.

1.7 Governing Law

This Plan of Arrangement shall be governed by and construed in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

1.8 Binding Effect

This Plan of Arrangement will become effective at, and be binding at and after, the Effective Time on: Dunnedin and all registered and beneficial Dunnedin Shareholders, all Dunnedin Optionholders and all Dissenting Shareholders. This Plan of Arrangement may be withdrawn prior to the occurrence of any of the events in Section 2.1 in accordance with the terms of the Arrangement Agreement.

ARTICLE 2 ARRANGEMENT

2.1 Arrangement

Commencing at the Effective Time, each of the events set out below shall occur and shall be deemed to occur in the following sequence or as otherwise provided below or herein, without any further act or formality:

- (a) Each Dunnedin Class A Common Share in respect of which a Dunnedin Shareholder has exercised Dissent Rights and for which the Dunnedin Shareholder is ultimately entitled to be paid fair value (each a “**Dissent Share**”) shall be deemed to have been repurchased by Dunnedin for cancellation in consideration for a debt-claim against Dunnedin to be paid the fair value of such Dissent Share in accordance with Article 3 of this Plan of Arrangement, net of any applicable withholding tax, and such Dissent Share shall thereupon be cancelled;
- (b) All of the issued and outstanding Dunnedin Class A Common Shares will be cancelled and replaced, on a one-for-one basis, by the creation and issuance of that same number of Dunnedin Class B Common Shares comprising the Units described in (f) below pursuant to Section 86 of the Tax Act as a share exchange;
- (c) Dunnedin will transfer approximately \$1,000,000 in cash to Solstice;
- (d) Notwithstanding the terms of the Dunnedin Option Plan, including any agreement made thereunder:
 - (A) each Dunnedin Option (whether vested or not) exercisable for an Dunnedin Class A Common Share that is outstanding immediately before the Effective Time which has not been duly exercised or cancelled will be and will be deemed to be exchanged for:
 - (i) one fully-vested Replacement Dunnedin Option to purchase from Dunnedin one Dunnedin Class B Common Share for every Dunnedin Class A Common Share that could be purchased under the Dunnedin Option. Each Replacement Dunnedin Option will be governed by the terms of the Dunnedin Option Plan and will have: (1) an exercise price per Dunnedin Class B Common Share (rounded up to the nearest whole cent) equal to the exercise price of each Dunnedin Option so exchanged immediately before the Effective Time multiplied by the Valuation Factor; and (2) the same expiry date as the expiry date of the Dunnedin Option for which such Replacement Dunnedin Option was exchanged; and
 - (ii) one-third-of-one fully-vested SGC Option to purchase from Solstice one SGC Common Share for every Dunnedin Class A Common

Share that could be purchased under the Dunnedin Option. Each SGC Option will be governed by the terms of the SGC Option Plan and will have: (1) an exercise price per SGC Common Share (rounded up to the nearest whole cent) equal to the exercise price of each such Dunnedin Option so exchanged immediately before the Effective Time (A) multiplied by three (3), and (B) multiplied by a number which is equal to one minus the Valuation Factor; and (2) the same expiry date as the expiry date of the Dunnedin Option for which such SGC Option was exchanged,

provided that the exercise prices of each Replacement Dunnedin Option and each SGC Option issued pursuant to the step above shall be and be deemed to be automatically adjusted such that the aggregate In-the-Money Amounts thereof immediately after the steps above does not exceed the In the Money Amount of the exchanged Dunnedin Option determined immediately before the exchange, with the intention that subsection 7(1.4) of the Tax Act will apply to each exchange;

- (e) Notwithstanding the terms of any certificates representing the Dunnedin Warrants, including any agreement made thereunder:
 - (A) each Dunnedin Warrant (whether vested or not) exercisable for an Dunnedin Class A Common Share that is outstanding immediately before the Effective Time which has not been duly exercised or cancelled will be and will be deemed to be exchanged for:
 - (i) one fully-vested Replacement Dunnedin Warrant to purchase from Dunnedin one Dunnedin Class B Common Share for every Dunnedin Class A Common Share that could be purchased under the Dunnedin Warrant. Each Replacement Dunnedin Warrant will have: (1) an exercise price per Dunnedin Class B Common Share (rounded up to the nearest whole cent) equal to the exercise price of each Dunnedin Warrant so exchanged immediately before the Effective Time multiplied by the Valuation Factor; and (2) the same expiry date as the expiry date of the Dunnedin Warrant for which such Replacement Dunnedin Warrant was exchanged; and
 - (ii) one-third-of-one fully-vested SGC Warrant to purchase from Solstice one SGC Common Share for every Dunnedin Class A Common Share that could be purchased under the Dunnedin Warrant. Each SGC Warrant will have: (1) an exercise price per SGC Common Share (rounded up to the nearest whole cent) equal to the exercise price of each such Dunnedin Warrant so exchanged immediately before the Effective Time (A) multiplied by three (3), and (B) multiplied by a number which is equal to one minus the Valuation Factor; and (2) the same expiry date as the

expiry date of the Dunedin Warrant for which such SGC Warrant was exchanged,

provided that the exercise prices of each Replacement Dunedin Warrant and each SGC Warrant issued pursuant to the step above shall be and be deemed to be automatically adjusted such that the aggregate In-the-Money Amounts thereof immediately after the steps above does not exceed the In the Money Amount of the exchanged Dunedin Warrant determined immediately before the exchange, with the intention that subsection 7(1.4) of the Tax Act will apply to each exchange; and

- (f) Dunedin will distribute the Units to the holders of Dunedin Class A Common Shares (other than a Dissenting Shareholder), as at immediately prior to the Effective Time, on the basis of one Unit for each Dunedin Class A Common Share, held prior to the Effective Time, as part of the share exchange pursuant to Section 86 of the Tax Act.

ARTICLE 3 CERTIFICATES AND FRACTIONAL SHARES

3.1 Delivery of Securities

As soon as practicable following the Effective Date, Solstice will forward or cause to be forwarded by the Transfer Agent or otherwise, by registered mail (postage prepaid) or hand delivery to Dunedin Shareholders as of the Effective Date at the address specified in the register of Dunedin Shareholders, certificates representing the number of SGC Common Shares and Dunedin Class B Common Shares to be delivered to such Dunedin Shareholders under the Arrangement.

3.2 Withholding Rights

Dunedin and the Transfer Agent shall be entitled to deduct and withhold from any amount otherwise payable to any Dunedin Shareholder such amounts as Dunedin or the Transfer Agent is required or permitted to deduct and withhold with respect to such payment under the Tax Act, the United States Internal Revenue Code of 1986 or any provision of any applicable federal, provincial, state, local or foreign tax law or treaty, in each case, as amended. To the extent that amounts are so withheld, such withheld amounts shall be treated for all purposes hereof as having been paid to the Dunedin Shareholder in respect of which such deduction and withholding was made, provided that such withheld amounts are actually remitted to the appropriate taxing authority.

3.3 No Fractional Shares

No fractional SGC Common Shares or Dunedin Class B Common Shares will be issued. In the event that a Dunedin Shareholder would otherwise be entitled to a fractional SGC Common Share or Dunedin Class B Common Shares hereunder, the number of SGC Common Shares or Dunedin Class B Common Shares issued to such Dunedin Shareholder shall, without any additional compensation, be rounded down to

the next lesser whole number of SGC Common Shares. In calculating such fractional interests, all Dunnedin Class A Common Shares registered in the name of or beneficially held by such Dunnedin Shareholder or their nominee shall be aggregated.

ARTICLE 4 AMENDMENTS

4.1 Right to Amend

Dunnedin reserves the right to amend, modify or supplement (or do all of the foregoing) this Plan of Arrangement from time to time and at any time prior to the Effective Date provided that any such amendment, modification and/or supplement must be contained in a written document that is:

- (a) filed with the Court and, if made following the Meeting, approved by the Court; and
- (b) communicated to Dunnedin Securityholders in the manner required by the Court (if so required).

4.2 Amendment Before the Meeting

Any amendment, modification or supplement to this Plan of Arrangement may be proposed by Dunnedin at any time prior to or at the Meeting, with or without any other prior notice or communication, and if so proposed and accepted by the persons voting at the Meeting (other than as may be required under the Interim Order), shall become part of this Plan of Arrangement for all purposes.

4.3 Amendment After the Meeting

Any amendment, modification or supplement to this Plan of Arrangement which is approved by the Court following the Meeting shall be effective only:

- (a) if it is consented to by Dunnedin; and
- (b) if required by the Court or applicable law, it is consented to by the Dunnedin Securityholders.

4.4 Amendment After the Effective Date

Any amendment, modification or supplement to this Plan of Arrangement may be made following the Effective Date unilaterally by Dunnedin, provided that it concerns a matter which, in the reasonable opinion of Dunnedin, is of an administrative nature required to better give effect to the implementation of this Plan of Arrangement and is not adverse to the financial or economic interest of any holder of Dunnedin Class B Common Shares or SGC Common Shares.

ARTICLE 5 RIGHTS OF DISSENT

5.1 Rights of Dissent

Pursuant to the Interim Order, registered holders of Dunnedin Class A Common Shares may exercise rights of dissent (the “**Dissent Rights**”) under section 238 of the BCBCA, as modified by this Article 5, the Interim Order and the Final Order, with respect to Dunnedin Class A Common Shares in connection with the Arrangement, provided that the written notice setting forth the objection of such registered Dunnedin Shareholders to the Arrangement and exercise of Dissent Rights must be received by Dunnedin not later than 5:00 p.m. (Vancouver time) on the Business Day that is two Business Days before the Meeting or any date to which the Meeting may be postponed or adjourned and provided further that holders who exercise such rights of dissent and who:

- (a) are ultimately entitled to be paid fair value for their Dissent Shares, which fair value, notwithstanding anything to the contrary contained in the BCBCA, shall be determined immediately prior to the approval of the Arrangement Resolution, shall be deemed to have transferred their Dissent Shares to Dunnedin as of the Effective Time in consideration for a debt claim against Dunnedin to be paid the fair value of such Dissent Shares and will not be entitled to any other payment or consideration, including any payment that would be payable under the Arrangement had such holders not exercised their Dissent Rights; and
- (b) are ultimately not entitled, for any reason, to be paid fair value for their Dunnedin Class A Common Shares shall be deemed to have participated in the Arrangement, as of the Effective Time, on the same basis as a non-dissenting holder of Dunnedin Class A Common Shares.

5.2 Recognition of Dissenting Shareholders

In no circumstances shall Dunnedin or any other Person be required to recognize a Person exercising Dissent Rights unless such Person is a registered holder of those Dunnedin Class A Common Shares in respect of which such rights are sought to be exercised. From and after the Effective Date, neither Dunnedin nor any other Person shall be required to recognize a Dissenting Shareholder as a shareholder of Dunnedin and the names of the Dissenting Shareholders shall be deleted from the register of holders of Dunnedin Class A Common Shares previously maintained or caused to be maintained by Dunnedin.

5.3 General Dissent Rights

For greater certainty, in addition to any other restrictions in the BCBCA, none of the following shall be entitled to exercise Dissent Rights: (i) Dunnedin Optionholders; (ii) Dunnedin Warranholders; and (iii) Dunnedin Shareholders who vote in favour of the Arrangement Resolution.

**ARTICLE 6
FURTHER ASSURANCES**

6.1 Further Assurances

Notwithstanding that the transactions and events set out herein shall occur and be deemed to occur at the time and in the manner set out in this Plan of Arrangement without any further act or formality, Dunedin and Solstice shall make, do and execute, or cause to be made, done or executed, all such further acts, deeds, agreements, transfers, assurances, instruments or documents as may reasonably be required by any of them in order to further document or evidence any of the transactions or events set out herein.

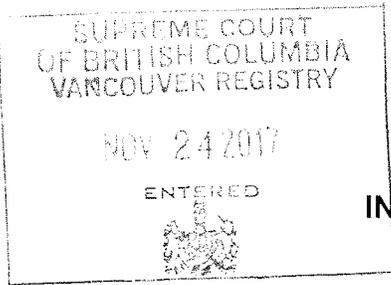
**ARTICLE 7
TERMINATION**

7.1 Termination

Notwithstanding any prior approvals by the Court or by the Dunedin Securityholders, the Board of Directors of Dunedin may decide not to proceed with the Arrangement and to revoke the Arrangement Resolution adopted at the Meeting without further approval of the Court or the Dunedin Securityholders.

SCHEDULE "E"
COURT MATERIALS

See attached Interim Order and Notice of Petition.



NO. S1710913
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF SECTION 288 OF
THE *BRITISH COLUMBIA BUSINESS CORPORATIONS ACT*,
S.B.C, 2002, c. 57 AS AMENDED

AND

IN THE MATTER OF A PROPOSED ARRANGEMENT
BETWEEN DUNNEDIN VENTURES INC.
AND SOLISTICE GOLD CORP.

DUNNEDIN VENTURES INC.

PETITIONER

**ORDER MADE AFTER APPLICATION
(INTERIM ORDER)**

BEFORE) THE HONOURABLE JUSTICE)
))
)-or MASTER *SCARTH*) 24/Nov/2017
))

ON THE APPLICATION of the Petitioner, Dunnedin Ventures Inc. ("**Dunnedin**") for an Interim Order under section 291 of the British Columbia *Business Corporations Act*, S.B.C. 2002, c. 57, as amended (the "**BCBCA**") in connection with a proposed arrangement (the "**Arrangement**") with Solstice Gold Corp. ("**SGC**"), to be effected on the terms and subject to the conditions set out in a plan of arrangement (the "**Plan of Arrangement**") without notice, coming on for hearing at 800 Smithe Street, Vancouver, British Columbia on November 24, 2017, and, ON HEARING Matthew Nied and Laith Sarhan, counsel for Dunnedin, and upon reading the Petition to the Court herein and the Affidavit of Antonio Ricci sworn on November 23, 2017 and filed herein (the "**Supporting Affidavit**");

THIS COURT ORDERS that:

DEFINITIONS

1. As used in this Interim Order, unless otherwise defined, terms beginning with capital letters will have the respective meanings set out in the draft management information circular of Dunnedin (the "**Circular**") attached as Exhibit "A" to the Supporting Affidavit.

SPECIAL MEETING

2. Pursuant to section 186 and 288-291 of the BCBCA, Dunnedin is authorized and directed to call, hold and conduct an annual general and special meeting (the "**Meeting**") of the holders of the common shares of Dunnedin (the "**Dunnedin Shareholders**") to be held at 885 West Georgia St., Suite 2200, Vancouver, British Columbia on December 22, 2017 at 10:00 a.m. (Vancouver time) to, *inter alia*, consider and, if deemed advisable, to pass, with or without variation, a special resolution (the "**Arrangement Resolution**") approving and adopting in accordance with Division 5 of Part 9 of the BCBCA an arrangement substantially as contemplated in the Plan of Arrangement, a draft of which special resolution is attached as Appendix "C" to the Circular.
3. The Meeting will be called, held and conducted in accordance with the BCBCA, the Notice of Meeting, the Circular, the articles of Dunnedin and applicable securities laws, subject to the terms of this Interim Order and any further Order of this Court, and the rulings and directions of the chair of the Meeting (the "**Chair**"), such rulings and directions not to be inconsistent with this Interim Order, and to the extent of any inconsistency this Interim Order will govern or, if not specified in the Interim Order, the Circular will govern.

AMENDMENTS

4. Dunnedin is authorized to make such amendments, modifications or supplements to the Arrangement, the Plan of Arrangement, the Arrangement Agreement and the Notice of Meeting as it may determine without any additional notice to the Dunnedin Securityholders or authorization of the Dunnedin Securityholders or further orders of this Court. The Arrangement, the Plan of Arrangement, the Arrangement Agreement and the Notice of Meeting as so amended, modified or supplemented, will be the Arrangement, the Plan of Arrangement, the Arrangement Agreement and the Notice of Meeting to be submitted to the Dunnedin Shareholders at the Meeting, as applicable, and the subject of the Arrangement Resolution.

ADJOURNMENTS AND POSTPONEMENTS

5. Notwithstanding the provisions of the BCBCA and the articles of Dunnedin, the board of directors of Dunnedin (the "**Board**"), subject to the Arrangement Agreement, will be entitled to adjourn or postpone the Meeting by resolution on one or more occasions without the necessity of first convening the Meeting or first obtaining any vote of the Dunnedin Shareholders respecting the adjournment or postponement, and without the need for approval of this Court. Notice of any such adjournment or postponement will be given by press release, newspaper advertisement or notice sent to the Dunnedin Securityholders by one of the methods specified in paragraph 8 of this Interim Order, as determined to be the most appropriate method of communication by the Board.

RECORD DATE

6. The record date for determining the Dunnedin Securityholders entitled to receive the Notice of Meeting, the Circular and the forms of proxy or voting instruction form, as applicable, for use by the Dunnedin Shareholders (collectively, the “**Meeting Materials**”), will be the close of business on October 27, 2017 (the “**Record Date**”), as previously approved by the Board and published by Dunnedin, and the Record Date will remain the same despite any adjournments of the Meeting.

NOTICE OF SPECIAL MEETING

7. The Circular is hereby deemed to represent sufficient and adequate disclosure, including for the purpose of section 290(1)(a) of the BCBCA, and Dunnedin shall not be required to send to the Dunnedin Securityholders any other or additional statement pursuant to section 290(1)(a) of the BCBCA.
8. The Meeting Materials, with such amendments or additional documents as counsel for Dunnedin may advise are necessary or desirable, and as are not inconsistent with the terms of this Interim Order, will be sent:
 - (a) To registered Dunnedin Securityholders, determined as at the Record Date (the “**Registered Dunnedin Securityholders**”), at least twenty-one (21) days prior to the date of the Meeting, excluding the date of mailing or delivery, by prepaid ordinary mail or by delivery in person or by recognized courier service, addressed to the Registered Dunnedin Securityholder at its address as it appears in Dunnedin’s central securities register as at the Record Date;
 - (b) To non-registered Dunnedin Securityholders (those whose names do not appear in the securities register of Dunnedin) (the “**Non-Registered Dunnedin Securityholders**”), by providing, in accordance with National Instrument 54-101 - Communications with Beneficial Owners of Securities of a Reporting Issuer of the Canadian Securities Administrators, the requisite number of copies of the Meeting Materials to intermediaries and registered nominees to facilitate the distribution of the Meeting Materials to the Non-Registered Dunnedin Securityholders;
 - (c) At any time by email or facsimile transmission to any Dunnedin Securityholder who identifies themselves to the satisfaction of Dunnedin (acting through its representatives), who requests such email or facsimile transmission and, if required by Dunnedin, agrees to pay the charges related to such transmission; and
 - (d) To the directors and auditors of Dunnedin by prepaid ordinary mail or by delivery in person or by recognized courier service or by email or facsimile transmission at least twenty-one (21) days prior to the date of the Meeting, excluding the date of mailing, delivery or transmission;

and substantial compliance with this paragraph will constitute good and sufficient notice of the Meeting.

9. The Meeting Materials need not be sent to Registered Dunnedin Securityholders where mail previously sent to such Registered Dunnedin Securityholders by Dunnedin or its registrar and transfer agent has been returned to Dunnedin or its registrar and transfer agent on at least two previous consecutive occasions.
10. Accidental failure of or omission by Dunnedin to give notice to any one or more Dunnedin Securityholders, or the non-receipt of such notice, or any failure or omission to give such notice as a result of events beyond the reasonable control of Dunnedin (including, without limitation, any inability to use postal services) will not constitute a breach of this Interim Order or a defect in the calling of the Meeting and will not invalidate any resolution passed or proceeding taken at the Meeting, but if any such failure or omission is brought to the attention of Dunnedin, then it will use commercially reasonable efforts to rectify it by the method and in the time most reasonably practicable in the circumstances.

DEEMED RECEIPT OF NOTICE

11. The Meeting Materials and any amendments, modifications, updates or supplements to the Meeting Materials and any notice of adjournment or postponement of the Meeting, will be deemed to have been received:
 - (a) in the case of mailing, the day, Saturdays, Sundays and holidays excepted, following the date of mailing;
 - (b) in the case of delivery in person, the day following personal delivery or, in the case of delivery by courier, the day following delivery to the person's address;
 - (c) in the case of any means of transmitted, recorded or electronic communication, when dispatched or delivered for dispatch.

UPDATING MEETING MATERIALS

12. Notice of any amendments, modifications, updates or supplements to any of the information provided in the Meeting Materials may be communicated, at any time prior to the Meeting, to the Dunnedin Securityholders by press release, news release, newspaper advertisement or by notice sent to the Dunnedin Securityholders by any of the means set forth in paragraph 8, as determined to be the most appropriate method of communication by the Board.

PERMITTED ATTENDEES

13. The only persons entitled to attend the Meeting will be:
 - (a) Registered Dunnedin Shareholders, or their respective proxyholders, as at the close of business on the Record Date;
 - (b) Directors, officers, auditors and advisors of Dunnedin and SGC;

(c) Any other persons with the prior permission of the Chair of the Meeting;

and the only persons entitled to vote at the Meeting will be the Registered Dunnedin Shareholders at the close of business on the Record Date, or their respective proxyholders.

SOLICITATION OF PROXIES

14. Dunnedin is authorized to use the form of proxy in substantially the same form as is attached as Exhibit "C" to the Supporting Affidavit, subject to Dunnedin's ability to insert dates and other relevant information in the final form thereof and to make other non-substantive changes and changes legal counsel advise are necessary or appropriate. Dunnedin is authorized, at its expense, to solicit proxies directly and through its officers, directors and employees, and through such agents or representatives as it may retain for that purpose and by mail, telephone or such other form of personal or electronic communication as it may determine.
15. The procedures for the use of proxies at the Meeting and revocation of proxies will be as set out in the Circular.
16. Dunnedin may in its discretion generally waive the time limits for the deposit of proxies by the Dunnedin Shareholders if Dunnedin deems it advisable to do so, such waiver to be endorsed on the proxy by the initials of the Chair of the Meeting.

QUORUM AND VOTING

17. At the Meeting, the votes will be taken on the following bases:
 - (a) Each Registered Dunnedin Shareholder whose name is entered on the central securities register of Dunnedin as at the close of business on the Record Date is entitled to one (1) vote for each Dunnedin Common Share registered in his/her/its name;
 - (b) The requisite and sole approval required to pass the Arrangement Resolution will be the affirmative vote of:
 - (i) at least two-thirds of the total votes cast by the Dunnedin Shareholders, voting as a single class, present in person or represented by proxy and entitled to vote at the Meeting (excluding from the count of total votes cast any spoiled, illegible and/or defective ballots and abstentions);
 - (ii) a simple majority of the votes cast at the Meeting by Dunnedin Shareholders present in person or represented by proxy, voting as a single class, and entitled to vote at the Meeting, excluding the votes cast in respect of Dunnedin Common Shares held by any interested party (as defined in Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI

61-101”), related party (as defined by MI 61-101) or joint actor (as defined in MI 61-101).

- (c) A quorum at the Meeting will be two (2) or more voting persons present in person or by proxy. If a quorum is present at the opening of the Meeting, the Dunnedin Shareholders present or represented by proxy may proceed with the business of the Meeting notwithstanding that a quorum is not present throughout the Meeting. If a quorum is not present at the opening of the Meeting the Shareholders present in person or represented by proxy may adjourn the Meeting to a fixed time and place but may not transact any other business. If a quorum is not present within 30 minutes from the time set for the adjourned meeting, a quorum shall consist of one or more voting persons present in person or by proxy.

SCRUTINEER

18. The scrutineer for the Meeting will be Computershare Investor Services Inc. (acting through its representatives for that purpose). The duties of the scrutineer will include:
- (a) Reviewing and reporting to the Chair on the deposit and validity of proxies;
 - (b) Reporting to the Chair on the quorum of the Meeting;
 - (c) Reporting to the Chair on the polls taken or ballots cast, if any, at the Meeting; and
 - (d) Providing to Dunnedin and to the Chair written reports on matters related to their duties.

DISSENT RIGHTS

19. Each Registered Dunnedin Shareholder is granted rights to dissent (the “**Dissent Rights**”) in respect of the Arrangement Resolution in accordance with s. 237 to 247 of the BCBCA, as modified by the Plan of Arrangement, the Interim Order and the Final Order, provided that, notwithstanding section 242(2) of the BCBCA, the written objection to the Arrangement Resolution must be received by Dunnedin not later than 5:00 p.m. (Vancouver Time) on December 20, 2017, or in the case of any adjournment or postponement of the Meeting, not less than two Business Days prior to such adjourned or postponed meeting.
20. Registered Dunnedin Shareholders who duly exercise their Dissent Rights (the “**Dissenting Shareholders**”) and who:
- (a) Are ultimately entitled to be paid fair value for their Dissent Shares, which fair value, notwithstanding anything to the contrary contained in the BCBCA, shall be determined immediately prior to the approval of the Arrangement Resolution, shall be deemed to have transferred their Dissent Shares to Dunnedin as of the Effective Time in consideration for a debt-claim against Dunnedin to be paid the fair value of such Dissent

Shares and will not be entitled to any other payment or consideration, including any payment that would be payable under the Arrangement had such holders not exercised their Dissent Rights; and

- (b) Are ultimately not entitled, for any reason, to be paid fair value for their Dunnedin Common Shares, will be deemed to have participated in the Arrangement, as of the Effective Time, on the same basis as a non-dissenting holder of Dunnedin Common Shares.
21. In no circumstances shall Dunnedin or any other person be required to recognize a person exercising Dissent Rights unless such person is a registered holder of those Dunnedin Common Shares in respect of which such rights are sought to be exercised. From and after the Effective Date, neither Dunnedin nor any other person shall be required to recognize a Dissenting Shareholder as a shareholder of Dunnedin and the names of the Dissenting Shareholders shall be deleted from the register of holders of Dunnedin Common Shares previously maintained or caused to be maintained by Dunnedin.
 22. For greater certainty, none of the following shall be entitled to exercise Dissent Rights: (i) Dunnedin Optionholders; (ii) Dunnedin Warrantholders; and (iii) Dunnedin Shareholders who vote in favour of the Arrangement Resolution.

APPLICATION FOR FINAL ORDER

23. Dunnedin will include in the Meeting Materials, when sent in accordance with paragraph 8 of this Interim Order, a copy of the Notice of Petition herein, in substantially the form attached as Exhibit "B" to the Supporting Affidavit, and the text of this Interim Order (collectively, the "**Court Materials**"), and such Court Materials will be deemed to have been served at the times specified in accordance with paragraph 8 and/or 11 of this Interim Order, whether such persons reside within British Columbia or within another jurisdiction.
24. The form of Notice of Petition attached as Exhibit "B" to the Supporting Affidavit is hereby approved as the form of notice for the hearing of the application for the Final Order.
25. The persons entitled to appear and be heard at any hearing to sanction and approve the Arrangement, will be only:
 - (a) Dunnedin;
 - (b) SGC; and
 - (c) Other persons who have served and filed a Response to Petition and have otherwise complied with the Supreme Court Civil Rules and paragraph 26 of this Interim Order.
26. The sending of the Meeting Materials in the manner contemplated by paragraph 8, will constitute good and sufficient service and no other form of service need be

effected and no other material need be served on such persons in respect of these proceedings, except with respect to any person who will:

- (a) File a Response to Petition, in the form prescribed by the Supreme Court Civil Rules, together with any evidence or material which is to be presented to the Court at the hearing of the Application; and
- (b) Deliver the filed Response to Petition together with a copy of any evidence or material which is to be presented to the Court at the hearing of the Application, as defined below, to Dunnedin’s counsel at:

Cassels Brock & Blackwell LLP
 885 West Georgia St., Vancouver, British Columbia, V6C 2X8
 Attention: Matthew Nied

by or before 4:00 p.m. (Vancouver time) on the date that is two business days prior to the hearing of the Application.

- 27. Upon the approval of the Arrangement Resolution, in the manner set forth in this Interim Order, Dunnedin may apply to this Court (the “**Application**”) for, among other things, an Order pursuant to section 291(4)(a) of the BCBCA approving the Arrangement (the “**Final Order**”) and the hearing of the Application will be held on December 22, 2017 at 2:00 p.m. (Vancouver time) at the Courthouse at 800 Smithe Street, Vancouver, British Columbia or as soon thereafter as the Application can be heard or at such other date and time as this Court may direct.
- 28. In the event that the hearing of the Application is adjourned, then only those persons who filed and delivered a Response to Petition in accordance with paragraph 26 of this Interim Order need be served and provided with notice of the adjourned hearing date.

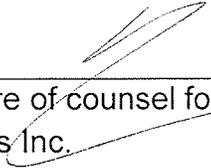
VARIANCE

- 29. Dunnedin will be entitled, at any time, to apply to vary this Interim Order or apply for such further order or orders as may be appropriate.
- 30. Rules 8-1 and 16-1(8) - (12) will not apply to any further applications in respect of this proceeding, including the application for the Final Order and any application to vary this Interim Order.
- 31. To the extent of any inconsistency or discrepancy between this Interim Order and the Circular, the BCBCA, applicable Securities Laws or the articles of Pacific Insight, this Interim Order shall govern.


 BY THE COURT

 REGISTRAR

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND
CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS
BEING BY CONSENT:



Signature of counsel for Dunedin
Ventures Inc.
Matthew Nied

By the Court.

Registrar

IN THE SUPREME COURT OF BRITISH COLUMBIA
IN THE MATTER OF SECTION 288 OF
THE BRITISH COLUMBIA *BUSINESS CORPORATIONS ACT*,
S.B.C, 2002, c. 57 AS AMENDED

AND

IN THE MATTER OF A PROPOSED ARRANGEMENT
BETWEEN DUNNEDIN VENTURES INC.
AND SOLSTICE GOLD CORP.

DUNNEDIN VENTURES INC.

PETITIONER

NOTICE OF PETITION

To: The holders (the "**Shareholders**") of common shares (the "**Common Shares**") of Dunnedin Ventures Inc. ("**Dunnedin**"), the holders of options to purchase Common Shares and the holders of warrants to purchase Common Shares (collectively, the "**Securityholders**")

NOTICE IS HEREBY GIVEN that a Petition to the Court (the "**Petition**") has been filed by Dunnedin in the Supreme Court of British Columbia (the "**Court**") for approval of a plan of arrangement (the "**Arrangement**") pursuant to the British Columbia *Business Corporations Act*, S.B.C. 2002, c. 57, as amended (the "**BCBCA**").

AND NOTICE IS FURTHER GIVEN that by an Interim Order Made After Application pronounced by Master Scarth on November 24, 2017, the Court has given directions as to the calling of an annual general and special meeting of the Shareholders, for the purpose of, among other things, considering, voting upon and approving the Arrangement;

AND NOTICE IS FURTHER GIVEN that if the Arrangement is approved at the Meeting the Petitioner intends to apply to the Court for a final order approving the Arrangement (the "**Final Order**"), which application shall be made before the presiding Judge in Chambers at the Courthouse, 800 Smithe Street, Vancouver, British Columbia on December 22, 2017, at 2:00 pm (Vancouver time), or as soon thereafter as counsel may be heard (the "**Final Application**");

IF YOU WISH TO BE HEARD, any person affected by the Final Order sought may appear (either in person or by counsel) and make submissions at the hearing of the Final Application, but only if such person has filed with the Court at the Court Registry, 800 Smithe Street, Vancouver, British Columbia, a Response to Petition ("**Response**") in the form prescribed by the *Supreme Court Civil Rules*, and delivered a copy of the filed Response, together with all affidavits and other material upon which such person intends to rely at the hearing of the Final Application, including an outline of such person's proposed submission, to the Petitioner at its address for delivery set out below by or before 4:00 p.m. (Vancouver time) at least one business day prior to the hearing of the Final Application.

The Petitioner's address for delivery is:

CASSELS, BROCK & BLACKWELL LLP
Barristers and Solicitors
Suite 2200, 885 West Georgia Street
Vancouver, British Columbia V6C 3E8

Attn: Matthew Nied

IF YOU WISH TO BE NOTIFIED OF ANY ADJOURNMENT OF THE FINAL APPLICATION, YOU MUST GIVE NOTICE OF YOUR INTENTION by filing and delivering the form of "Response" as aforesaid. You may obtain a form of "Response" at the Court Registry, 800 Smithe Street, Vancouver, British Columbia, V6Z 2E1.

AT THE HEARING OF THE FINAL APPLICATION, the Court may approve the Arrangement as presented, or may approve it subject to such terms and conditions as the Court deems fit.

IF YOU DO NOT FILE A RESPONSE and attend, either in person or by counsel, at the time of such hearing, the Court may approve the Arrangement, as presented, or may approve it subject to such terms and conditions as the Court shall deem fit, all without any further notice to you. If the Arrangement is approved, it will significantly affect the rights of the Securityholders.

A copy of the said Petition and other documents in the proceeding will be furnished to any Securityholders upon request in writing addressed to the solicitors of the Petitioner at the address for delivery set out above.

Estimated time required: 20 minutes

This matter is not within the jurisdiction of a Master.

Date: November 24, 2017

for.



Signature of lawyer for Petitioner
Matthew Nied

SCHEDULE “F”

DIVISION 2 OF PART 8 OF THE BCBCA

Definitions and application

237 (1) In this Division:

“**dissenter**” means a shareholder who, being entitled to do so, sends written notice of dissent when and as required by section 242;

“**notice shares**” means, in relation to a notice of dissent, the shares in respect of which dissent is being exercised under the notice of dissent;

“**payout value**” means,

- (a) in the case of a dissent in respect of a resolution, the fair value that the notice shares had immediately before the passing of the resolution,
- (b) in the case of a dissent in respect of an arrangement approved by a court order made under section 291 (2) (c) that permits dissent, the fair value that the notice shares had immediately before the passing of the resolution adopting the arrangement,
- (c) in the case of a dissent in respect of a matter approved or authorized by any other court order that permits dissent, the fair value that the notice shares had at the time specified by the court order, or
- (d) in the case of a dissent in respect of a community contribution company, the value of the notice shares set out in the regulations,

excluding any appreciation or depreciation in anticipation of the corporate action approved or authorized by the resolution or court order unless exclusion would be inequitable.

(2) This Division applies to any right of dissent exercisable by a shareholder except to the extent that

- (a) the court orders otherwise, or
- (b) in the case of a right of dissent authorized by a resolution referred to in section 238 (1) (g), the court orders otherwise or the resolution provides otherwise.

Right to dissent

238 (1) A shareholder of a company, whether or not the shareholder’s shares carry the right to vote, is entitled to dissent as follows:

- (a) under section 260, in respect of a resolution to alter the articles
 - (i) to alter restrictions on the powers of the company or on the business the company is permitted to carry on, or
 - (ii) without limiting subparagraph (i), in the case of a community contribution company, to alter any of the company’s community purposes within the meaning of section 51.91;
- (b) under section 272, in respect of a resolution to adopt an amalgamation agreement;
- (c) under section 287, in respect of a resolution to approve an amalgamation under Division 4 of Part 9;

- (d) in respect of a resolution to approve an arrangement, the terms of which arrangement permit dissent;
- (e) under section 301 (5), in respect of a resolution to authorize or ratify the sale, lease or other disposition of all or substantially all of the company's undertaking;
- (f) under section 309, in respect of a resolution to authorize the continuation of the company into a jurisdiction other than British Columbia;
- (g) in respect of any other resolution, if dissent is authorized by the resolution;
- (h) in respect of any court order that permits dissent.

(2) A shareholder wishing to dissent must

- (a) prepare a separate notice of dissent under section 242 for
 - (i) the shareholder, if the shareholder is dissenting on the shareholder's own behalf, and
 - (ii) each other person who beneficially owns shares registered in the shareholder's name and on whose behalf the shareholder is dissenting,
- (b) identify in each notice of dissent, in accordance with section 242 (4), the person on whose behalf dissent is being exercised in that notice of dissent, and
- (c) dissent with respect to all of the shares, registered in the shareholder's name, of which the person identified under paragraph (b) of this subsection is the beneficial owner.

(3) Without limiting subsection (2), a person who wishes to have dissent exercised with respect to shares of which the person is the beneficial owner must

- (a) dissent with respect to all of the shares, if any, of which the person is both the registered owner and the beneficial owner, and
- (b) cause each shareholder who is a registered owner of any other shares of which the person is the beneficial owner to dissent with respect to all of those shares.

Waiver of right to dissent

239 (1) A shareholder may not waive generally a right to dissent but may, in writing, waive the right to dissent with respect to a particular corporate action.

(2) A shareholder wishing to waive a right of dissent with respect to a particular corporate action must

- (a) provide to the company a separate waiver for
 - (i) the shareholder, if the shareholder is providing a waiver on the shareholder's own behalf, and
 - (ii) each other person who beneficially owns shares registered in the shareholder's name and on whose behalf the shareholder is providing a waiver, and
- (b) identify in each waiver the person on whose behalf the waiver is made.

(3) If a shareholder waives a right of dissent with respect to a particular corporate action and indicates in the waiver that the right to dissent is being waived on the shareholder's own behalf, the shareholder's right to dissent with respect to the particular corporate action terminates in respect of the shares of which the shareholder is both the registered owner and the beneficial owner, and this Division ceases to apply to:

- (a) the shareholder in respect of the shares of which the shareholder is both the registered owner and the beneficial owner, and
- (b) any other shareholders, who are registered owners of shares beneficially owned by the first mentioned shareholder, in respect of the shares that are beneficially owned by the first mentioned shareholder.

(4) If a shareholder waives a right of dissent with respect to a particular corporate action and indicates in the waiver that the right to dissent is being waived on behalf of a specified person who beneficially owns shares registered in the name of the shareholder, the right of shareholders who are registered owners of shares beneficially owned by that specified person to dissent on behalf of that specified person with respect to the particular corporate action terminates and this Division ceases to apply to those shareholders in respect of the shares that are beneficially owned by that specified person.

Notice of resolution

240 (1) If a resolution in respect of which a shareholder is entitled to dissent is to be considered at a meeting of shareholders, the company must, at least the prescribed number of days before the date of the proposed meeting, send to each of its shareholders, whether or not their shares carry the right to vote,

- (a) a copy of the proposed resolution, and
- (b) a notice of the meeting that specifies the date of the meeting, and contains a statement advising of the right to send a notice of dissent.

(2) If a resolution in respect of which a shareholder is entitled to dissent is to be passed as a consent resolution of shareholders or as a resolution of directors and the earliest date on which that resolution can be passed is specified in the resolution or in the statement referred to in paragraph (b), the company may, at least 21 days before that specified date, send to each of its shareholders, whether or not their shares carry the right to vote,

- (a) a copy of the proposed resolution, and
- (b) a statement advising of the right to send a notice of dissent.

(3) If a resolution in respect of which a shareholder is entitled to dissent was or is to be passed as a resolution of shareholders without the company complying with subsection (1) or (2), or was or is to be passed as a directors' resolution without the company complying with subsection (2), the company must, before or within 14 days after the passing of the resolution, send to each of its shareholders who has not, on behalf of every person who beneficially owns shares registered in the name of the shareholder, consented to the resolution or voted in favour of the resolution, whether or not their shares carry the right to vote,

- (a) a copy of the resolution,
- (b) a statement advising of the right to send a notice of dissent, and
- (c) if the resolution has passed, notification of that fact and the date on which it was passed.

(4) Nothing in subsection (1), (2) or (3) gives a shareholder a right to vote in a meeting at which, or on a resolution on which, the shareholder would not otherwise be entitled to vote.

Notice of court orders

241 If a court order provides for a right of dissent, the company must, not later than 14 days after the date on which the company receives a copy of the entered order, send to each shareholder who is entitled to exercise that right of dissent

- (a) a copy of the entered order, and

- (b) a statement advising of the right to send a notice of dissent.

Notice of dissent

242 (1) A shareholder intending to dissent in respect of a resolution referred to in section 238 (1) (a), (b), (c), (d), (e) or (f) must,

- (a) if the company has complied with section 240 (1) or (2), send written notice of dissent to the company at least 2 days before the date on which the resolution is to be passed or can be passed, as the case may be,
- (b) if the company has complied with section 240 (3), send written notice of dissent to the company not more than 14 days after receiving the records referred to in that section, or
- (c) if the company has not complied with section 240 (1), (2) or (3), send written notice of dissent to the company not more than 14 days after the later of
 - (i) the date on which the shareholder learns that the resolution was passed, and
 - (ii) the date on which the shareholder learns that the shareholder is entitled to dissent.

(2) A shareholder intending to dissent in respect of a resolution referred to in section 238 (1)(g) must send written notice of dissent to the company

- (a) on or before the date specified by the resolution or in the statement referred to in section 240(2) (b) or (3)(b) as the last date by which notice of dissent must be sent, or
- (b) if the resolution or statement does not specify a date, in accordance with subsection (1) of this section.

(3) A shareholder intending to dissent under section 238(1)(h) in respect of a court order that permits dissent must send written notice of dissent to the company

- (a) within the number of days, specified by the court order, after the shareholder receives the records referred to in section 241, or
- (b) if the court order does not specify the number of days referred to in paragraph (a) of this subsection, within 14 days after the shareholder receives the records referred to in section 241.

(4) A notice of dissent sent under this section must set out the number, and the class and series, if applicable, of the notice shares, and must set out whichever of the following is applicable:

- (a) if the notice shares constitute all of the shares of which the shareholder is both the registered owner and beneficial owner and the shareholder owns no other shares of the company as beneficial owner, a statement to that effect;
- (b) if the notice shares constitute all of the shares of which the shareholder is both the registered owner and beneficial owner but the shareholder owns other shares of the company as beneficial owner, a statement to that effect and
 - (i) the names of the registered owners of those other shares,
 - (ii) the number, and the class and series, if applicable, of those other shares that are held by each of those registered owners, and
 - (iii) a statement that notices of dissent are being, or have been, sent in respect of all of those other shares;

- (c) if dissent is being exercised by the shareholder on behalf of a beneficial owner who is not the dissenting shareholder, a statement to that effect and
 - (i) the name and address of the beneficial owner, and
 - (ii) a statement that the shareholder is dissenting in relation to all of the shares beneficially owned by the beneficial owner that are registered in the shareholder's name.

(5) The right of a shareholder to dissent on behalf of a beneficial owner of shares, including the shareholder, terminates and this Division ceases to apply to the shareholder in respect of that beneficial owner if subsections (1) to (4) of this section, as those subsections pertain to that beneficial owner, are not complied with.

Notice of intention to proceed

243 (1) A company that receives a notice of dissent under section 242 from a dissenter must,

- (a) if the company intends to act on the authority of the resolution or court order in respect of which the notice of dissent was sent, send a notice to the dissenter promptly after the later of
 - (i) the date on which the company forms the intention to proceed, and
 - (ii) the date on which the notice of dissent was received, or
- (b) if the company has acted on the authority of that resolution or court order, promptly send a notice to the dissenter.

(2) A notice sent under subsection (1)(a) or (b) of this section must

- (a) be dated not earlier than the date on which the notice is sent,
- (b) state that the company intends to act, or has acted, as the case may be, on the authority of the resolution or court order, and
- (c) advise the dissenter of the manner in which dissent is to be completed under section 244.

Completion of dissent

244 (1) A dissenter who receives a notice under section 243 must, if the dissenter wishes to proceed with the dissent, send to the company or its transfer agent for the notice shares, within one month after the date of the notice,

- (a) a written statement that the dissenter requires the company to purchase all of the notice shares,
- (b) the certificates, if any, representing the notice shares, and
- (c) if section 242(4)(c) applies, a written statement that complies with subsection (2) of this section.

(2) The written statement referred to in subsection (1)(c) must

- (a) be signed by the beneficial owner on whose behalf dissent is being exercised, and
- (b) set out whether or not the beneficial owner is the beneficial owner of other shares of the company and, if so, set out
 - (i) the names of the registered owners of those other shares,

(ii) the number, and the class and series, if applicable, of those other shares that are held by each of those registered owners, and

(iii) that dissent is being exercised in respect of all of those other shares.

(3) After the dissenter has complied with subsection (1),

(a) the dissenter is deemed to have sold to the company the notice shares, and

(b) the company is deemed to have purchased those shares, and must comply with section 245, whether or not it is authorized to do so by, and despite any restriction in, its memorandum or articles.

(4) Unless the court orders otherwise, if the dissenter fails to comply with subsection (1) of this section in relation to notice shares, the right of the dissenter to dissent with respect to those notice shares terminates and this Division, other than section 247, ceases to apply to the dissenter with respect to those notice shares.

(5) Unless the court orders otherwise, if a person on whose behalf dissent is being exercised in relation to a particular corporate action fails to ensure that every shareholder who is a registered owner of any of the shares beneficially owned by that person complies with subsection (1) of this section, the right of shareholders who are registered owners of shares beneficially owned by that person to dissent on behalf of that person with respect to that corporate action terminates and this Division, other than section 247, ceases to apply to those shareholders in respect of the shares that are beneficially owned by that person.

(6) A dissenter who has complied with subsection (1) of this section may not vote, or exercise or assert any rights of a shareholder, in respect of the notice shares, other than under this Division.

Payment for notice shares

245 (1) A company and a dissenter who has complied with section 244 (1) may agree on the amount of the payout value of the notice shares and, in that event, the company must

(a) promptly pay that amount to the dissenter, or

(b) if subsection (5) of this section applies, promptly send a notice to the dissenter that the company is unable lawfully to pay dissenters for their shares.

(2) A dissenter who has not entered into an agreement with the company under subsection (1) or the company may apply to the court and the court may

(a) determine the payout value of the notice shares of those dissenters who have not entered into an agreement with the company under subsection (1), or order that the payout value of those notice shares be established by arbitration or by reference to the registrar, or a referee, of the court,

(b) join in the application each dissenter, other than a dissenter who has entered into an agreement with the company under subsection (1), who has complied with section 244(1), and

(c) make consequential orders and give directions it considers appropriate.

(3) Promptly after a determination of the payout value for notice shares has been made under subsection (2)(a) of this section, the company must

(a) pay to each dissenter who has complied with section 244(1) in relation to those notice shares, other than a dissenter who has entered into an agreement with the company under subsection (1) of this section, the payout value applicable to that dissenter's notice shares, or

- (b) if subsection (5) applies, promptly send a notice to the dissenter that the company is unable lawfully to pay dissenters for their shares.

(4) If a dissenter receives a notice under subsection (1)(b) or (3)(b),

- (a) the dissenter may, within 30 days after receipt, withdraw the dissenter's notice of dissent, in which case the company is deemed to consent to the withdrawal and this Division, other than section 247, ceases to apply to the dissenter with respect to the notice shares, or
- (b) if the dissenter does not withdraw the notice of dissent in accordance with paragraph (a) of this subsection, the dissenter retains a status as a claimant against the company, to be paid as soon as the company is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the company but in priority to its shareholders.

(5) A company must not make a payment to a dissenter under this section if there are reasonable grounds for believing that

- (a) the company is insolvent, or
- (b) the payment would render the company insolvent.

Loss of right to dissent

246 The right of a dissenter to dissent with respect to notice shares terminates and this Division, other than section 247, ceases to apply to the dissenter with respect to those notice shares, if, before payment is made to the dissenter of the full amount of money to which the dissenter is entitled under section 245 in relation to those notice shares, any of the following events occur:

- (a) the corporate action approved or authorized, or to be approved or authorized, by the resolution or court order in respect of which the notice of dissent was sent is abandoned;
- (b) the resolution in respect of which the notice of dissent was sent does not pass;
- (c) the resolution in respect of which the notice of dissent was sent is revoked before the corporate action approved or authorized by that resolution is taken;
- (d) the notice of dissent was sent in respect of a resolution adopting an amalgamation agreement and the amalgamation is abandoned or, by the terms of the agreement, will not proceed;
- (e) the arrangement in respect of which the notice of dissent was sent is abandoned or by its terms will not proceed;
- (f) a court permanently enjoins or sets aside the corporate action approved or authorized by the resolution or court order in respect of which the notice of dissent was sent;
- (g) with respect to the notice shares, the dissenter consents to, or votes in favour of, the resolution in respect of which the notice of dissent was sent;
- (h) the notice of dissent is withdrawn with the written consent of the company;
- (i) the court determines that the dissenter is not entitled to dissent under this Division or that the dissenter is not entitled to dissent with respect to the notice shares under this Division.

Shareholders entitled to return of shares and rights

247 If, under section 244(4) or (5), 245(4)(a) or 246, this Division, other than this section, ceases to apply to a dissenter with respect to notice shares,

- (a) the company must return to the dissenter each of the applicable share certificates, if any, sent under section 244(1)(b) or, if those share certificates are unavailable, replacements for those share certificates,
- (b) the dissenter regains any ability lost under section 244(6) to vote, or exercise or assert any rights of a shareholder, in respect of the notice shares, and
- (c) the dissenter must return any money that the company paid to the dissenter in respect of the notice shares under, or in purported compliance with, this Division.

SCHEDULE "G"

DUNNEDIN VENTURES INC. – AUDITED FINANCIAL STATEMENTS

See attached.

DUNNEDIN VENTURES INC.

Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the years ended September 30, 2016 and 2015



Tel: 604 688 5421
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www.bdo.ca

BDO Canada LLP
600 Cathedral Place
925 West Georgia Street
Vancouver BC V6C 3L2 Canada

Independent Auditor's Report

To the Shareholders of Dunnedin Ventures Inc.

We have audited the accompanying consolidated financial statements of Dunnedin Ventures Inc. and its subsidiaries, which comprise the consolidated statements of financial position as at September 30, 2016 and 2015 and the consolidated statements of operations and comprehensive loss, changes in equity and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Dunnedin Ventures Inc. and its subsidiaries as at September 30, 2016 and 2015 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements, which indicates that at September 30, 2016, the Company had incurred a net loss of \$1,357,962 during the year ended September 30, 2016 and as at that date had an accumulated deficit of \$39,240,221 and expects to incur further losses in the development of the business. These conditions, along with other matters set forth in Note 1, indicate the existence of a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern.

(signed) "BDO CANADA LLP"

Chartered Professional Accountants

Vancouver, Canada
January 26, 2017

DUNNEDIN VENTURES INC.

Consolidated Statements of Financial Position

(Expressed in Canadian dollars)

	September 30, 2016	September 30, 2015
Assets		
Current Assets:		
Cash and cash equivalents (note 3(e))	\$ 874,743	\$ 96,907
Amounts receivable	25,886	18,772
Advances and deposits (notes 5(a) and 7(b))	132,083	50,014
	1,032,712	165,693
Non-current assets:		
Equipment	534	670
Reclamation bonds (note 4)	30,284	30,284
Exploration and evaluation assets (note 5)	1,947,679	858,598
Total Assets	\$ 3,011,209	\$ 1,055,245
Liabilities and Shareholders' Equity		
Current Liabilities:		
Accounts payable and accrued liabilities (note 7(a))	\$ 573,655	\$ 416,589
Total current liabilities	573,655	416,589
Other long-term liability (notes 6 and 9)	75,306	-
Total liabilities	648,961	416,589
Shareholders' Equity:		
Share capital (note 8(b))	36,721,750	34,526,334
Reserves (note 8)	4,942,824	4,082,791
Accumulated other comprehensive loss	(62,105)	(88,210)
Deficit	(39,240,221)	(37,882,259)
	2,362,248	638,656
Total Liabilities and Shareholders' Equity	\$ 3,011,209	\$ 1,055,245

Subsequent events (note 13)

Approved on Behalf of the Board:

"Claudia Tornquist"
Claudia Tornquist

"Gary Schellenberg"
Gary Schellenberg

DUNNEDIN VENTURES INC.Consolidated Statements of Operations and Comprehensive Loss
(Expressed in Canadian dollars)

	Years ended September 30,	
	2016	2015
Expenses		
Amortization	\$ 136	\$ 164
Consulting fees (note 7)	152,334	100,781
Insurance	10,742	13,180
Management and directors' fees (note 7)	133,501	112,302
Office and administration	30,277	58,817
Professional fees (note 7)	47,908	77,137
Rent (note 7)	33,203	39,678
Stock based compensation (notes 7 and 8)	763,579	259,395
Transfer agent and filing	18,535	25,459
Travel, promotion and shareholder information	48,256	12,501
Impairment of exploration and evaluation assets (note 5)	48,229	1,316,819
Loss before other expense	1,286,700	2,016,233
Other income (expenses)		
Bad debt expense	(39,943)	-
Foreign currency loss	(22,998)	(11,159)
Gain on debt settlement (note 8(b))	-	4,765
Interest	145	960
Other income (note 6)	66,840	-
Other income	4,044	(5,434)
Net loss before taxes for the year	(1,282,656)	(2,021,667)
Deferred income tax expense (notes 6 and 9)	(75,306)	-
Net loss for the year	(1,357,962)	(2,021,667)
Other comprehensive loss		
Foreign currency translation adjustment	26,105	(17,812)
Comprehensive loss for the year	\$ (1,331,857)	\$ (2,039,479)
Basic and diluted loss per share	\$ (0.03)	\$ (0.06)
Weighted average number of shares outstanding	48,663,652	32,781,615

The accompanying notes are an integral part of these consolidated financial statements

DUNNEDIN VENTURES INC.

Consolidated Statements of Changes in Equity

(Expressed in Canadian dollars)

	<i>Share Capital</i>		<i>Shares to be issued</i>	<i>Reserves</i>	<i>Accumulated Other Comprehensive Loss</i>	<i>Deficit</i>	<i>Total</i>
	<i>Number of Shares</i>	<i>Amount</i>					
Balance at October 1, 2014	9,839,798	\$ 33,267,367	\$ 270,790	\$ 3,773,608	\$ (70,398)	\$ (35,860,592)	\$ 1,380,775
Net loss for the year	-	-	-	-	-	(2,021,667)	(2,021,667)
Shares for resource properties (note 8(b))	2,200,000	242,000	-	-	-	-	242,000
Shares issued in private placement (note 8(b))	21,000,000	1,050,000	(270,790)	-	-	-	779,210
Shares issued as a finders' fee (note 8(b))	210,000	25,200	-	-	-	-	25,200
Share issue costs (note 7)	-	(121,566)	-	49,788	-	-	(71,778)
Shares issued for debt (note 8(b))	333,333	63,333	-	-	-	-	63,333
Stock based compensation	-	-	-	259,395	-	-	259,395
Foreign currency translation adjustment	-	-	-	-	(17,812)	-	(17,812)
Change during the year	23,743,333	1,258,967	(270,790)	309,183	(17,812)	(2,021,667)	(742,119)
Balance at September 30, 2015	33,583,131	\$ 34,526,334	\$ -	\$ 4,082,791	\$ (88,210)	\$ (37,882,259)	\$ 638,656
	<i>Share Capital</i>		<i>Shares to be issued</i>	<i>Reserves</i>	<i>Accumulated Other Comprehensive Loss</i>	<i>Deficit</i>	<i>Total</i>
	<i>Number of Shares</i>	<i>Amount</i>					
Balance at October 1, 2015	33,583,131	\$ 34,526,334	\$ -	\$ 4,082,791	\$ (88,210)	\$ (37,882,259)	\$ 638,656
Net loss for the year	-	-	-	-	-	(1,357,962)	(1,357,962)
Shares for resource properties (note 8(b))	2,200,000	132,000	-	-	-	-	132,000
Shares issued in private placement (note 8(b))	29,589,329	2,155,800	-	-	-	-	2,155,800
Share issue costs (note 8(b))	-	(196,165)	-	100,335	-	-	(95,830)
Stock based compensation	-	-	-	763,579	-	-	763,579
Warrant exercise	999,000	103,781	-	(3,881)	-	-	99,900
Foreign currency translation adjustment	-	-	-	-	26,105	-	26,105
Change during the year	32,788,329	2,195,416	-	860,033	26,105	(1,357,962)	1,723,592
Balance at September 30, 2016	66,371,460	\$ 36,721,750	\$ -	\$ 4,942,824	\$ (62,105)	\$ (39,240,221)	\$ 2,362,248

The accompanying notes are an integral part of these consolidated financial statements

DUNNEDIN VENTURES INC.

Consolidated Statements of Cash Flows

(Expressed in Canadian dollars)

	Years ended September 30,	
	2016	2015
Cash provided by /(used in):		
Operating Activities:		
Net loss for the year	\$ (1,357,962)	\$ (2,021,667)
Items not affecting cash:		
Amortization	136	164
Deferred income tax expense	75,306	-
Stock based compensation	763,579	259,395
Gain on debt settlement	-	(4,765)
Impairment of exploration and evaluation assets	48,229	1,316,819
Net changes in non-cash working capital items:		
Amounts receivable	(7,114)	(10,318)
Advances and deposits	(82,069)	(5,211)
Accounts payable and accrued liabilities	(4,747)	70,521
	(564,642)	(395,062)
Investing Activity:		
Exploration and evaluation assets	(843,497)	(637,203)
	(843,497)	(637,203)
Financing Activity:		
Shares issued for cash, net of share issuance costs (note 8(b))	2,159,870	732,632
	2,159,870	732,632
Effect of exchange rate changes on cash and cash equivalents	26,105	(12,292)
Change in cash and cash equivalents for the year	\$ 777,836	\$ (311,925)
Cash and cash equivalents, beginning of the year	\$ 96,907	\$ 408,832
Cash and cash equivalents, end of the year	\$ 874,743	\$ 96,907
Supplemental Information:		
Non-cash investing and financing activities:		
Common shares issued for interest in resource properties valued at quoted market prices on the dates issued	\$ 132,000	\$ 242,000
Shares issued for debt	\$ -	\$ 63,333
Share issuance costs	\$ 100,335	\$ -
Change in mineral property costs included in accounts payable	\$ 161,813	\$ 63,338

The accompanying notes are an integral part of these consolidated financial statements

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

September 30, 2016

(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND ABILITY TO CONTINUE AS A GOING CONCERN

The Company was incorporated under the laws of the Province of British Columbia on January 12, 1987. The Company's common shares are trading as a mining issuer on Tier 2 of the TSX Venture Exchange under the trading symbol DVI.

The Company's activities consist of the exploration and development of base, precious metals and diamonds throughout the Americas. The head office and principal address of the Company are located at 1020 – 800 West Pender Street, Vancouver, BC V6C 2V6.

As the Company is in the exploration stage, the recoverability of amounts shown for exploration and evaluation assets and the Company's ability to continue as a going concern is dependent upon the discovery of economically recoverable reserves, continuation of the Company's interest in the underlying resource claims, the ability of the Company to obtain necessary financing to complete their development and upon future profitable production or proceeds from the disposition thereof. The amounts shown as exploration and evaluation assets represent net costs to date, less amounts amortized and/or written-off, and do not necessarily represent present or future values.

The Company incurred a net loss of \$1,357,962 during the year ended September 30, 2016 and, as of that date, the accumulated deficit was \$39,240,221 and expects to incur further losses in the development of its business. While these consolidated financial statements have been prepared with the assumption that the Company will be able to meet its obligations and continue its operations for its next fiscal year, the aforementioned conditions indicate the existence of a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern. Realization values may be substantially different from carrying values as shown and these consolidated financial statements do not give effect to adjustments that would be necessary if the Company were not to continue as a going concern.

Statement of Compliance

These consolidated financial statements for the year ended September 30, 2016 were prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations ("IFRIC") in effect at September 30, 2016. The Company has elected to present the statements of operations and comprehensive loss in a single statement.

The consolidated financial statements of the Company for the year ended September 30, 2016 (including comparatives) have been prepared by management, reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on January 26, 2017.

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

September 30, 2016

(Expressed in Canadian dollars)

2. BASIS OF PREPARATION

Critical judgments in applying accounting policies

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the year. Actual results could differ from these estimates.

These consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Additional disclosure of these items is contained in the Note 3(p) of the consolidated financial statements for the year ended September 30, 2016.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

a. Basis of measurement

The consolidated financial statements have been prepared on a historical cost basis.

b. Basis of consolidation

These consolidated financial statements include the financial statements of Dunnedin Ventures Inc. and its wholly owned subsidiary Minera Ocean Park, incorporated in Mexico. All intercompany transactions and balances have been eliminated upon consolidation.

c. Foreign currencies

The consolidated financial statements for the Company and its subsidiaries are prepared using their functional currencies. Functional currency is the currency of the primary economic environment in which an entity operates. The presentation currency of the Company is Canadian dollars. The functional currency of Dunnedin Ventures Inc. is the Canadian dollar, Ocean Park Alaska Corp is the US dollar and Minera Ocean Park is the Mexican Peso.

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

September 30, 2016

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

c. Foreign currencies *(continued)*

Foreign currency transactions are translated into the functional currency using exchange rates prevailing at the dates of the transactions.

At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary assets and liabilities that are measured at historical cost are translated by using the exchange rate in effect at the date of the initial transaction and are not subsequently restated. Non-monetary assets and liabilities that are measured at fair value or a revalued amount are translated by using the exchange rate in effect at the date the value is determined and the related translation differences are recognized in the statement of operations or other comprehensive loss consistent with where the gain or loss on the underlying non-monetary asset or liability has been recognized.

All gains and losses on translation of foreign currency transactions are charged to the statement of operations. The assets and liabilities of each subsidiary are translated into Canadian dollars using the exchange rate at the reporting date and the operations are translated into Canadian dollars using the average exchange rate for the reporting period. All gains and losses on translation of a subsidiary from its functional currency to the presentation currency are charged to other comprehensive income.

d. Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Financial assets and liabilities are classified into one of the following categories based on the purpose for which they were acquired:

- Financial asset or financial liability at fair value through profit or loss;
- Held-to-maturity investments;
- Loans and receivables;
- Available-for-sale financial assets; and
- Other financial liabilities

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

September 30, 2016

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

d. Financial instruments *(continued)*

The Company has classified cash and cash equivalents as loans and receivables, amounts receivable as loans and receivables, advances and deposits as loans and receivables, and accounts payable and accrued liabilities as other liabilities.

The classification is determined at initial recognition and depends on the nature and purpose of the financial asset and liability. All transactions related to financial instruments are recorded on a trade date basis.

Loans and receivables

These assets are non-derivative financial assets resulting from the delivery of cash or other assets by a lender to a borrower in return for a promise to repay on a specified date or dates, or on demand. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost, using the effective interest rate method, less any impairment losses. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in the profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process.

Fair Value

All financial instruments measured at fair value are categorized into one of three hierarchy levels, described below, for disclosure purposes. Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities:

Level 1 – fair values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities;

Level 2 – fair values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability; and

Level 3 – fair values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

The Company's carrying values of cash and cash equivalents, advances and deposits and accounts payable and accrued liabilities approximate their fair values due to the short term to maturity of such instruments.

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

September 30, 2016

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

d. Financial instruments *(continued)*

Effective interest method

The effective interest method calculates the amortized cost of a financial asset or a financial liability and allocates interest income or interest expense over the corresponding period. The effective interest rate is the rate that discounts estimated future cash payments or receipts over the expected life of the financial instrument or, where appropriate, to the net carrying amount of the financial asset or financial liability.

Impairment of financial assets

Financial assets, other than financial assets at fair value are assessed for indicators of impairment at each period end. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

Objective evidence of impairment could include the following:

- significant financial difficulty of the issuer or counterparty;
- default or delinquency in interest or principal payments; or
- it has become probable that the borrower will enter bankruptcy or financial reorganization.

The carrying amount of all financial assets is directly reduced by the impairment loss. The carrying amount of trade receivables is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

Derecognition of financial assets

A financial asset is derecognized when:

- the contractual right to the asset's cash flows expire; or
- if the Company transfers the financial asset and substantially all risks and rewards of ownership to another entity.

The Company derecognizes a financial liability when its obligations are discharged, cancelled or expired.

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

September 30, 2016

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

d. Financial instruments *(continued)*

Offsetting of financial assets and liabilities

Financial assets and financial liabilities are offset and the net amount reported in the statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

e. Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions and other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and subject to an insignificant risk of change in value. As at September 30, 2016, the cash and cash equivalents consist of \$174,743 in cash and \$700,000 in Guaranteed Investment Certificates.

f. Mineral properties under exploration

Pre-exploration costs are expensed in the period in which they are incurred.

Once the legal right to explore a property has been acquired, all costs related to the acquisition, exploration and evaluation of mineral properties are capitalized by property. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

Where the Company has entered into option agreements to acquire interests in mineral properties that provide for periodic payments or periodic share issuances, amounts unpaid and unissued are not recorded as liabilities since they are payable and issuable entirely at the Company's option. Option payments are recorded as mineral property costs when the payments are made and the share issuances are recorded as mineral property costs using the fair market value of the Company's common shares at the date the counterparty's performance is complete or the issuance date, whichever is more determinable.

When a project has been established as commercially viable and technically feasible, related development costs are capitalized into Development Costs. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs which give rise to a future benefit.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

September 30, 2016

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

g. Reclamation bonds

Cash which is subject to contractual restrictions on use for mineral properties is classified separately as reclamation bonds. Reclamation bonds are classified as loans and receivables.

h. Equipment

Property and equipment is recorded at historical cost less accumulated depreciation and impairment charges. Property and equipment is depreciated using a declining balance basis over the estimated useful lives of the individual assets.

For the most significant class of property, furniture and equipment, the Company uses an amortization rate of 20%. Amortization is recorded at half the annual rate in the year of acquisition.

Residual values and useful economic lives are reviewed at least annually, and adjusted if appropriate, at each reporting date. Subsequent expenditures relating to an item of property and equipment are capitalized when it is probable that future economic benefits from the use of the assets will be increased. All other subsequent expenditures are recognized as repairs and maintenance expenses during the period in which they are incurred. An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and recognized in profit or loss.

i. Impairment of non-financial assets

At each date of the statement of financial position, the Company's carrying amounts of its assets are reviewed to determine whether there is any indication that those assets maybe impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

September 30, 2016

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

i. Impairment of non-financial assets *(continued)*

For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

j. Provisions, contingent liabilities and assets

General provisions, contingent liabilities and assets

Provisions are recognized when the Company has a present legal or constructive obligation that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense. All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

In those cases where the possible outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognized, unless it was assumed in the course of a business combination. In a business combination, contingent liabilities arising from present obligations are recognized in the course of the allocation of the purchase price to the assets and liabilities acquired in the business combination. They are subsequently measured at the higher amount of a comparable provision as described above and the amount initially recognized, less any amortization.

Possible inflows of economic benefits to the Company that do not yet meet the recognition criteria of an asset are considered contingent assets.

Restoration and environmental rehabilitation provisions

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. The Company is required to record the estimated present value of future cash flows associated with site reclamation as a liability when the liability is incurred and increase the carrying value of the related assets for that amount. The obligations recognized are statutory, contractual or legal obligations. The liability is accreted over time for changes in the fair value of the liability through charges to accretion, which is included in the statement of operations.

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

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(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

j. Provisions, contingent liabilities and assets *(continued)*

Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the unit-of-production or the straight line method. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Costs for restoration of subsequent site damage which is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses.

The Company has no material restoration, rehabilitation and environmental costs to date.

k. Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in the statement of operations except to the extent that it relates to items recognized in other comprehensive income or directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, no deferred tax asset is recognized.

l. Share Capital

Share capital represents the amount received on the issue of shares, less issuance costs. Deficit includes all current and prior year losses.

Flow-through common shares

Canadian tax legislation permits a company to issue flow-through common shares whereby the deduction for tax purposes relating to qualified resource expenditures is claimed by the investors rather than the Company.

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

September 30, 2016

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

l. Share Capital *(continued)*

Upon issuance of flow-through common shares, the fair value of the common shares is recorded as an increase in share capital. Any difference (premium) between the amounts recognized in share capital and the amount paid by the investor is recognized as a flow-through share premium liability and is reversed into earnings at the time the flow-through expenditures have been incurred, net of share issuance costs.

When flow-through expenditures have been incurred and it is the Company's intent to renounce such expenditures, the Company records the tax effect as a charge to profit or loss and an increase to deferred tax liabilities. To the extent that the Company has deferred tax assets that were not recognized in previous periods, a deferred tax recovery is recorded as an offsetting recovery in profit or loss.

m. Loss per share

Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

n. Share-based payments

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to the statement of comprehensive loss/income over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of comprehensive loss/income over the remaining vesting period.

Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in comprehensive loss/income over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

September 30, 2016

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

n. Share-based payments *(continued)*

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of comprehensive loss/income, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

All equity-settled share-based payments are reflected in contributed surplus, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital, adjusted for any consideration paid.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

o. Comprehensive loss

Comprehensive loss is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in net profit such as foreign currency gains or losses related to translation of the financial statements of foreign operations. The Company's comprehensive loss, components of other comprehensive loss and cumulative translation adjustments are presented in the statements of comprehensive loss and the statements of changes in equity.

p. Significant accounting judgments and estimates

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

September 30, 2016

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

p. Significant accounting judgments and estimates *(continued)*

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

Recovery of Capitalized Exploration and Evaluation Expenditure

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

Title to Mineral Property Interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

q. Application of new and revised standards

New standards, interpretations and amendments adopted by the Company

The Company has adopted IFRS 7 effective October 1, 2015. The adoption of the standards and amendments is not expected to have a material impact on the consolidated financial statements:

- IFRS 7: Amended to require additional disclosures on transition from IAS 39 and IFRS 9.

New standards, interpretations and amendments not yet effective

The following new standards, interpretations and amendments, which have not been applied in these consolidated financial statements, will or may have an effect on the Company's future consolidated financial statements:

- IFRS 9 – Financial Instruments: New standard that replaced IAS 39 for classification and measurement, effective for reporting periods beginning on or after January 1, 2018.
- IFRS 16 – Leases: New standard to establish principles for recognition, measurement, presentation and disclosure of leases with an impact on lessee accounting, effective for annual periods beginning on or after January 1, 2019.

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

September 30, 2016

(Expressed in Canadian dollars)

4. RECLAMATION BONDS

The reclamation bond is a guaranteed investment certificate held in a financial institution as security for reclamation obligations pursuant to the Mines Act of the Province of British Columbia and Health, Safety and Reclamation Code for Mines in British Columbia. The investment bears the variable interest rate of prime less 2.00% per annum and matures on April 27, 2017. The reclamation bonds relate to the Trapper resource property.

5. EXPLORATION AND EVALUATION ASSETS

Summary of the mineral projects' costs by project for the year ended September 30, 2016:

	Trapper (BC, Canada)	Kahuna (NU, Canada)	Total
Acquisition costs:			
Beg balance, September 30, 2015	\$ -	\$ 360,260	\$ 360,260
Additions during the year:			
Cash payments	5,000	100,000	105,000
Claim fees	-	12,541	12,541
Common shares issued	-	132,000	132,000
Impairment of acquisition costs	(5,000)	-	(5,000)
Total acquisition costs	\$ -	\$ 604,801	\$ 604,801
Exploration costs:			
Beg balance, September 30, 2015	\$ -	\$ 498,338	\$ 498,338
Additions during the year			
Geological consulting (note 7)	16,412	175,610	192,022
Aircraft charter	18,086	99,693	117,779
Assays	-	343,405	343,405
Personnel (note 7)	1,725	88,967	90,692
Exploration support (note 7)	7,006	136,865	143,871
Impairment of exploration costs	(43,229)	-	(43,229)
Total exploration costs	\$ -	\$ 1,342,878	\$ 1,342,878
Balance, September 30, 2016	\$ -	\$ 1,947,679	\$ 1,947,679

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

September 30, 2016

(Expressed in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSETS *(continued)*

Summary of the mineral projects' costs by project for the year ended September 30, 2015:

	Trapper (BC, Canada)	Kahuna (NU, Canada)	Total
Acquisition costs:			
Balance, September 30, 2014	\$ 488,626	\$ -	\$ 488,626
Additions during the year:			
Cash payments	10,000	118,260	128,260
Common shares issued	-	242,000	242,000
Impairment of acquisition costs	(498,626)	-	(498,626)
Total acquisition costs	\$ -	\$ 360,260	\$ 360,260
Exploration costs:			
Balance, September 30, 2014	\$ 818,193	\$ -	\$ 818,193
Additions during the year:			
Geological consulting (note 7)	-	164,058	164,058
Aircraft charter	-	94,876	94,876
Personnel (note 7)	-	105,283	105,283
Exploration support (note 7)	-	134,121	134,121
Impairment of exploration costs	(818,193)	-	(818,193)
Total exploration costs	\$ -	\$ 498,338	\$ 498,338
Balance, September 30, 2015	\$ -	\$ 858,598	\$ 858,598

a. Kahuna Property

On November 4, 2014, the Company signed an option agreement to acquire a 100% interest in the Kahuna Diamond project located in Nunavut, Canada. Under the terms of the agreement, the Company must make cumulative exploration expenditures on the project totalling \$5,000,000, issue 11,000,000 common shares, and pay \$700,000 over four years as follows:

Due Date	Cash	Common shares	Cumulative exploration expenditures
Signing of Letter of Intent	\$ 50,000 (paid)	2,200,000 (issued)	-
Receipt of Exchange approval	\$ 50,000 (paid)	-	-
November 4, 2015	\$ 100,000 (paid)	2,200,000 (issued)	\$ 400,000 (incurred)
November 4, 2016	\$ 150,000 (paid) ⁽¹⁾	2,200,000 (issued) ⁽¹⁾	\$ 1,400,000 (incurred)
November 4, 2017	\$ 150,000	2,200,000	\$ 2,400,000
November 4, 2018	\$ 200,000	2,200,000	\$ 5,000,000

⁽¹⁾ Option payments were made and issued subsequent to September 30, 2016 (Note 13(a)).

The project is subject to a 4 percent gross overriding royalty on diamond production. The Company has the option to purchase half of the royalty for \$2 million per one percent. The payments and royalties are to the benefit of the property vendors which are split fifty percent each.

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

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(Expressed in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSETS *(continued)*

a. Kahuna Property *(continued)*

On December 11, 2015, the Company entered into an agreement with Kel-ex Development ("Kel-ex"), a private company controlled by an advisor to the Company, whereby Kel-ex will provide equity financing equal to one-third of the Company's diamond processing and other laboratory costs incurred through a laboratory controlled by the advisor. The advisor has also agreed to provide certain professional and technical advisory services to the Company, in exchange the Company has granted a right-of-first-refusal to Kel-ex on the sale of its interests in the Kahuna diamond project.

Pursuant to this agreement, a total of \$400,000 was prepaid in lab analysis fees during the year ended September 30, 2016. As at September 30, 2016, the Company had a prepaid balance of \$73,676 remaining in lab analysis fees.

b. Trapper Property

By agreement dated November 29, 2010 the Company entered into an option agreement (the "Option"), with Constantine Metal Resources Ltd. ("CMR") to acquire a 70% interest in CMR's Trapper Gold Project. Pursuant to the terms of the Option Agreement, the Company paid \$123,800 and issued 10,000 common shares, valued at \$59,000, to CMR. During the year ended September 30, 2012, the Company paid \$21,500 to CMR. During the year ended September 30, 2013 the Company paid \$32,000 and issued 20,000 common shares valued at \$8,000 to CMR which have been capitalized to the resource property and deferred exploration costs as acquisition costs.

On June 28, 2013, the Company's option with CMR to earn a 70% interest in Trapper was terminated and, upon termination, CMR assigned its underlying agreement with the property owner to acquire 100% of the Trapper property to the Company for assignment consideration consisting of:

- (i) Upon completion of the consolidation of the Company's shares, such number of shares as is equivalent to fifteen percent (15%) of the issued and outstanding common shares of the Company (issued 1,250,844 common shares valued at \$125,084)
- (ii) 250,000 shares upon the Company entering into a joint venture in respect of exploration of the property;
- (iii) 250,000 shares on or before August 2, 2014 (issued);
- (iv) 1,000,000 shares upon completion of a National Instrument 43-101 compliant resource estimate on the property, indicating not less than 1,000,000 ounces of gold equivalent; and
- (v) 2,000,000 shares upon completion of a positive feasibility study on the property.

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

September 30, 2016

(Expressed in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSETS *(continued)*

b. Trapper Property *(continued)*

In addition to the consideration above payable to CMR, the Company paid \$50,000 which was the remaining CMR obligations to the property owner and paid CMR the value of 75,000 CMR common shares it owed to the property owner.

The Company issued 10,444 in common shares to finders of this project based on specific performance conditions having been met. During the year ended September 30, 2011, the Company issued 1,533 common shares valued at \$11,653 to these finders. During the year ended September 30, 2012, the Company issued 6,700 common shares valued at \$19,430 to these finders. During the year ended September 30, 2013, the Company issued 630 common shares valued at \$253 to these finders. CMR has the right to participate in any future financing of the Company of up to 5% of the proposed issuance of shares, provided CMR has ownership of at least 5% of the outstanding issued shares of Dunnedin at the time of financing.

The Company granted CMR a 0.5% NSR and a right to acquire an additional 0.5% NSR on commercial production from the property in payment of \$250,000 to the Company. The parties may also jointly purchase 1.5% of the 2.5% NSR that currently exists on the Property in favour of its previous owner, by contributing that portion of \$500,000 that equals each party's relative interest in the Property at the time of the NSR purchase, with a first right of refusal on the remaining 1.5% NSR.

During the year ended September 30, 2016, the Company conducted an impairment assessment of the carrying value of the Trapper Property. Management determined that there is significant uncertainty as to the recoverable amount of the Trapper Property given management's current view of long term gold prices, the lack of success to date in finding economic reserves and the Company's current focus on the exploration and development of its Kahuna diamond project. As a result, the Company recorded an impairment charge of \$48,229 (2015 - \$1,316,819) in its Statement of Operations and Comprehensive Loss for the year ended September 30, 2016.

6. FLOW THROUGH SHARE PREMIUM LIABILITY

Flow through share premium liabilities include the liability portion of the flow through shares issued. The following is a continuity schedule of the liability portion of the flow through shares issuances.

	<u>Issued on December 30, 2015</u>
Balance at October 1, 2015	\$ -
Liability incurred on flow through shares issued	66,840
Settlement of flow through share liability on incurring expenditures	(66,840)
Balance at September 30, 2016	<u>\$ -</u>

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

September 30, 2016

(Expressed in Canadian dollars)

6. FLOW THROUGH SHARE PREMIUM LIABILITY *(continued)*

On December 30, 2015, the Company completed a non-brokered private placement of 4,455,997 flow-through common shares at a price of \$0.065 per share, for gross proceeds of \$289,640. A premium of \$0.015 per share was received for the flow through shares.

As at September 30, 2016, the Company has fulfilled 100% of its commitment to incur expenditures in relation to flow through share financing in 2015, and recorded \$75,306 as deferred income tax expense, a flow-through premium liability of \$66,840 which is reversed upon the fulfillment of the obligation, and \$75,306 as other long-term liability to recognize a deferred tax liability.

7. RELATED PARTY TRANSACTIONS

- a) Amounts paid and accrued to key management personnel, officers and companies controlled by directors and officers, and a company having a director and an officer in common:

	Year ended September 30,	
	2016	2015
Management and directors' fees	\$ 133,501	\$ 60,000
Share-based compensation	\$ 359,129	\$ 146,739
Professional fee	\$ -	\$ 7,647
Share issue cost	\$ -	\$ 1,103
Finder's fee	\$ -	\$ 4,250
Consulting fee	\$ 42,766	\$ -
Capitalized to exploration and evaluation assets	\$ 245,314	\$ 208,816

As at September 30, 2016 \$95,604 (2015 – \$51,061) was payable to these companies without terms of interest or repayment.

- b) During the year ended September 30, 2016, the Company incurred \$29,074 (2015 - \$36,148) in rent to a company with common directors. As at September 30, 2016 \$18,879 (2015 - \$18,879) had been advanced to this company as a security deposit. In addition, the Company incurred \$17,696 (2015 - \$34,551) in wages and \$15,000 (2015 - \$nil) in administration charges to a company with a common director.

8. SHARE CAPITAL

a. Authorized

Share capital consists of an unlimited number of common shares and preferred shares without par value. The Company has not issued any preferred shares.

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

September 30, 2016

(Expressed in Canadian dollars)

8. SHARE CAPITAL *(continued)*

b. Share Issuances

Issued during the year ended September 30, 2016

On November 10, 2015, the Company closed a non-brokered private placement and issued 2,633,332 shares at \$0.06 per share for gross proceeds of \$158,000. Legal fees of \$4,524 were paid as share issuance costs.

On December 21, 2015, the Company issued 2,200,000 common shares to the vendors of the Kahuna property pursuant to the option agreement at a fair value of \$132,000 based on the common share quoted market price. This amount was capitalized to mineral property acquisition costs.

On December 30, 2015, the Company closed the first tranche of its non-brokered private placement for gross proceeds of \$429,640. On closing, the Company issued 2,800,000 non-flow-through units at a price of \$0.05 per unit, and 4,455,997 flow-through units at a price of \$0.065 per unit. Each non-flow through unit and flow-through unit consists of one common share of the Company and one-half of one common share purchase warrant. Each warrant entitles the holder to acquire one additional common share at a price of \$0.10 per share for a period of 24 months, subject to acceleration in the event the Company's common shares trade at a price of \$0.15 or higher.

On January 28, 2016, the Company closed the second tranche of its non-brokered private placement and issued 6,700,000 units at \$0.05 per unit for gross proceeds of \$335,000. Each unit consists of one common share of the Company and one-half of one common share purchase warrant. Each warrant entitles the holder to acquire one additional common share at a price of \$0.10 per share for a period of 24 months, subject to acceleration in the event the Company's common shares trade at a price of \$0.15 or higher.

In connection with closing of the first and second tranches of the private placement, the Company paid fees of \$39,708, and issued 365,307 warrants with a fair value of \$14,321, to finders who introduced subscribers to the Company. The finders' warrants are exercisable at \$0.10 per share for a period of 24 months.

On September 2, 2016, the Company closed a non-brokered private placement and issued 13,000,000 units at a price of \$0.10 per unit for gross proceeds of \$1,300,000. Each unit consists of one common share and one share purchase warrant. Each warrant entitles the holder to acquire an additional common share at \$0.15 for a two-year period. The share purchase warrants will be subject to acceleration at the Company's discretion in the event the Company's common shares trade on a volume-weighted average price basis of \$0.25 per share for a period of 10 consecutive trading days. The Company paid fees of \$51,597, and issued 574,000 finders' warrants with a fair value of \$86,014.

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

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(Expressed in Canadian dollars)

8. SHARE CAPITAL (continued)

b. Share Issuances (continued)

The Company issued 999,000 common shares on the exercise of warrants for proceeds of \$99,900, and allocated \$3,881 from reserves to share capital.

Issued during the year ended September 30, 2015

On October 3, 2014, the Company completed a private placement of 21,000,000 common shares at a price of \$0.05 per common share for total gross proceed of \$1,050,000. In connection with the private placement, the Company paid finder's fees of \$46,578 and issued 734,250 finder's warrants with a fair value of \$49,788 and 210,000 common shares having a fair value of \$25,200 based on quoted market price, to finders who introduced subscribers for this offering to the Company. Each finder's warrant is exercisable into one common share of the Company, at a price of \$0.10 per share for a period of 12 months.

On January 2, 2015, the Company issued 2,200,000 common shares for the Kahuna property at a fair value of \$242,000 based on the common share quoted market price. This amount was capitalized to mineral property acquisition costs (Note 5(a)).

On March 13, 2015, the Company issued 333,333 common shares having a fair value of \$63,333 based on quoted market price in connection with an agreement to settle outstanding indebtedness.

c. Warrants

The number and weighted average exercise prices of warrants are as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance as at September 30, 2014	-	-
Issued	734,250	\$0.10
Balance as at September 30, 2015	734,250	\$0.10
Exercised	(999,000)	\$0.10
Expired	(734,250)	\$0.10
Issued to finders	939,307	\$0.13
Issued with units in private placement	19,978,000	\$0.13
Balance as at September 30, 2016 (note 13(b))	19,918,307	\$0.13

During the year ended September 30, 2016 the Company recorded \$100,335 as share issue costs in connection with the fair value of the warrants granted to finders and the offsetting amount was recognized in reserves.

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

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(Expressed in Canadian dollars)

8. SHARE CAPITAL *(continued)***c. Warrants** *(continued)*

The fair value of the finders' warrants was estimated at the grant date based on the Black-Scholes option pricing model, using the following assumptions:

	2016	2015
Expected dividend yield	0%	0%
Weighted average risk-free interest rate	0.48% - 0.59%	1.11%
Weighted average expected life	2 year	1 year
Weighted average expected volatility	155% - 166%	141%
Weighted average fair value of warrants granted	\$0.0392 - \$0.1499	\$0.0678

As at September 30, 2016, the outstanding warrants are summarized as follows:

Expiry date (mm/dd/yyyy)	Number of Warrants	Weighted Average Remaining life in years	Weighted Average Exercise Price
12/30/2017	2,994,307	1.25	\$0.10
01/28/2018	3,350,000	1.33	\$0.10
09/02/2018	13,574,000	1.92	\$0.15
	19,918,307	1.72	\$0.13

d. Stock Options

The Company has adopted an incentive stock option plan (the "Option Plan") dated February 27, 2009 which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with TSX-V requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares. Included in the Option Plan are provisions that provide that the number of common shares reserved for issuance will not exceed 10% of the then issued and outstanding common shares of the Company. At the discretion of the Board of Directors of the Company, options granted under the Option Plan can have a maximum exercise term of 10 years from the date of grant. Vesting terms are determined at the time of grant by the Board of Directors and unless otherwise stated fully vest when granted.

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

September 30, 2016

(Expressed in Canadian dollars)

8. SHARE CAPITAL *(continued)***d. Stock Options** *(continued)*

The following is a summary of the Company's stock option activity:

	Number of Options	Weighted Average Exercise Price
Balance as at September 30, 2014	-	
Granted	2,675,000	\$0.11
Balance as at September 30, 2015	2,675,000	\$0.11
Forfeited	(750,000)	\$0.11
Granted	3,700,000	\$0.19
Balance as at September 30, 2016	5,625,000	\$0.16

Stock based payments relating to options vested during the year ended September 30, 2016 using the Black-Scholes option pricing model was \$763,579 (2015 - \$259,395), which was recorded as reserves on the statements of financial position and as stock based compensation expense on the statement of operations and comprehensive loss. The associated stock based compensation expense for the options granted during the year was calculated based on the following assumptions:

	2016	2015
Expected dividend yield	0%	0%
Weighted average risk-free interest rate	0.62% - 0.66%	1.43%
Weighted average expected life	5 year	5 year
Weighted average expected volatility	222%	208.6%
Weighted average fair value of options granted	\$0.1882 - \$0.2074	\$0.0988

As at September 30, 2016, the Company has outstanding stock options exercisable as follows:

Expiry date (mm/dd/yyyy)	Number of Options and Exercisable	Weighted Average Remaining life in years	Weighted Average Exercise Price
11/12/2019	1,400,000	3.12	\$0.11
05/07/2020	525,000	3.60	\$0.11
08/04/2021	200,000	4.85	\$0.15
09/06/2021	3,500,000	4.94	\$0.19
	5,625,000	4.36	\$0.16

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

September 30, 2016

(Expressed in Canadian dollars)

9. INCOME TAXES

Taxation in the Company and its subsidiaries' operational jurisdiction is calculated at the rate prevailing in its respective jurisdiction. The difference between tax expense for the year and the expected income taxes based on the statutory tax rate arises as follows:

	2016	2015
Loss before income taxes	\$ (1,282,656)	\$ (2,021,667)
Tax expense/(recovery) based on statutory rates of 26.00% (2015: 26%)	(333,000)	(526,000)
Non-deductible expenses	188,000	68,000
Other	(49,000)	(9,000)
Effect of foreign exchange	(304,000)	(424,000)
Expiry of loss carry forward	5,202,000	-
Change in unrecognized deferred tax assets	(4,628,694)	891,000
Deferred tax expense/(recovery)	\$ 75,306	\$ -

The Canadian Federal corporate tax rate is 15.00%, and the British Columbia provincial tax rate is 11.00%. The tax rate of 35.00% represents the federal statutory rate applicable for the 2016 taxation year for the USA, and 30.00% for Mexico.

Deferred Tax Assets and Liabilities

No deferred tax asset has been recognized in respect of the following losses and other temporary differences as it is not considered probable that sufficient future taxable profit will allow the deferred tax to be recovered:

	2016	2015
Non-capital losses	\$ 1,400,000	\$ 6,078,000
Un-deducted financing costs	45,000	6,000
Exploration and evaluation assets	505,000	495,000
Unrecognized deferred tax asset	(2,025,306)	(6,579,000)
Net deferred tax assets/(liabilities)	\$ (75,306)	\$ -

The total Canadian losses that may be carried forward to reduce taxable income derived in future years are \$5,283,000 expiring for the period of year 2026 to 2036.

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

September 30, 2016

(Expressed in Canadian dollars)

10. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, amounts receivable, reclamation bonds, and accounts payable and accrued liabilities. Cash and cash equivalents, amounts receivable, and reclamation bonds are designated as "loans and receivables". Accounts payable and accrued liabilities are designated as "other financial liabilities".

The carrying value of the Company's amounts receivable, reclamation bonds, accounts payable and accrued liabilities approximate their fair values due to the short terms to maturity.

The Company examines the various financial instrument risks to which it is exposed and assesses any impact and likelihood of those risks. The Company's risk exposures and their corresponding impact on the Company's consolidated financial instruments are summarized below.

Liquidity risk is the risk that the Company cannot meet a demand for cash or fund its obligations as they come due. During the year ended September 30, 2016, the Company used \$564,642 (2015 - \$395,062) to fund operating costs and used \$843,497 (2015 - \$637,203) in cash to make payments related to mineral properties. As at September 30, 2016, the Company had a cash and amounts receivable balance of \$900,629 (2015 - \$115,679) to settle current liabilities of \$573,655 (2015 - \$416,589).

The Company intends to finance future requirements from its existing cash reserves together with share issuances, the exercise of options and/or warrants, debt or other sources. There can be no certainty of the Company's ability to raise additional financing through these means.

Credit risk is the risk that the counterparty to a financial instrument will fail to meet their payment obligations, thus this risk is primarily attributable to cash and cash equivalents. At September 30, 2016, the Company had a receivable balance of \$25,886 (2015 - \$18,772), which relates to GST receivable from Canada Revenue Agency; as such the Company believes that its current risk of default of receiving the payment is minimal.

Interest rate risk is the risk that the fair values or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at September 30, 2016, the Company does not have any interest-bearing loans or liabilities outstanding. All receivable (2016 - \$25,886 and 2015 - \$18,772) and payable (2016 - \$573,655 and 2015 - \$416,589) balances as at September 30, 2016 are current and as such, are not subject to interest.

Currency risk relates to the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in foreign currency. As at September 30, 2016 the Company has in US dollars US\$11,058 or C\$14,504 equivalent (2015 - US\$11,351 or C\$15,205 equivalent) and in Mexican Pesos 65 or C\$4 equivalent (2015 - Pesos 2,772 or C\$220 equivalent). These funds are maintained in Canadian, United States and Mexican financial institutions. The Company's payables include payables in US\$ of 138,886 or C\$182,177 equivalent (2015 - US\$106,336 or C\$142,427 equivalent).

DUNNEDIN VENTURES INC.

Notes to the Consolidated Financial Statements

September 30, 2016

(Expressed in Canadian dollars)

11. CAPITAL DISCLOSURES

The Company's objective, when managing capital, is to ensure sufficient resources are available to meet day to day operating and exploration requirements and to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Company has no debt and is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the period. In the management of capital, the Company includes the components of shareholders' equity, as well as cash and cash equivalents.

12. SEGMENTED INFORMATION

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. All of the Company's operations are within the mineral exploration sector in Canada.

13. SUBSEQUENT EVENTS

- (a) The Company paid \$150,000 and issued 2,200,000 shares in accordance with the option agreement for the Kahuna Property (note 5(a)).
- (b) 17,231 warrants were exercised for proceeds of \$1,723. The Company accelerated the expiry of 6,078,000 common share purchase warrants and 249,076 finders' warrants issued on December 30, 2015 and exercisable at \$0.10 per common share. The Company received proceeds of \$632,407 on the exercise of 6,324,076 warrants, and 3,000 finders' warrants were expired unexercised.
- (c) The Company closed a \$385,000 flow-through financing on December 30, 2016. The Company issued 1,750,000 flow-through common shares at a price of \$0.22 per flow-through share. They were renounced effectively December 31, 2016. As part of the flow-through private placement, 140,000 finders' warrants exercisable at \$0.22 per share for a period of 36 months were issued.
- (d) On October 4, 2016, 150,000 stock options vest in the amount of 25% every 3 months, were granted to a consultant of the Company, at an exercise price of \$0.19 for a period of 5 years.
- (e) On December 7, 2016, 150,000 stock options vest immediately were granted to a consultant of the Company, at an exercise price of \$0.195 for a period of 2 years.

SCHEDULE "H"

SOLSTICE GOLD CORP. – AUDITED FINANCIAL STATEMENTS

See attached.

**SOLSTICE GOLD CORP.
FINANCIAL STATEMENTS**

For the period from incorporation on June 8, 2017 to June 30, 2017
(Expressed in Canadian Dollars)



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BDO Canada LLP
600 Cathedral Place
925 West Georgia Street
Vancouver BC V6C 3L2 Canada

Independent Auditor's Report

To the shareholder and directors of Solstice Gold Corp.

We have audited the accompanying financial statements of Solstice Gold Corp., which comprise the statement of financial position as at June 30, 2017 and the statements of comprehensive loss, cash flows and changes in equity for the period from incorporation on June 8, 2017 to June 30, 2017 and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Solstice Gold Corp. as at June 30, 2017 and its financial performance and its cash flows for the period from incorporation on June 8, 2017 to June 30, 2017 in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements, which indicates that the Company had no source of operating revenues, had not yet achieved profitable operations, expects to incur further losses in the development of its business and has no assurance that it will be able to complete the plan of arrangement, all of which indicate the existence of material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern.

(signed) "BDO CANADA LLP"

Chartered Professional Accountants

Vancouver, British Columbia
November 24, 2017

SOLSTICE GOLD CORP.

Statement of Financial Position

As at June 30, 2017

(Expressed in Canadian Dollars)

June 30,	2017
ASSET	
Cash	\$ 1
Total Asset	<u>\$ 1</u>
LIABILITIES	
Accounts payable and accrued liabilities	<u>\$ 1,063</u>
SHAREHOLDER'S EQUITY	
Share capital (Note 6)	1
Deficit	<u>(1,063)</u>
Total Liabilities and Shareholder's Equity	<u>\$ 1</u>

Approved and authorized by the Board on November 24, 2017

"David Adamson" Director
David Adamson

"Chris Taylor" Director
Chris Taylor

The accompanying notes are an integral part of these financial statements.

SOLSTICE GOLD CORP.

Statement of Comprehensive Loss

For the period of incorporation of June 8, 2017 to June 30, 2017

(Expressed in Canadian Dollars)

	For the period from incorporation on June 8, 2017 to June 30, 2017
EXPENSES	
Incorporation fees	\$ 1,063
Net loss and comprehensive loss for the period	\$ 1,063
Basic and diluted loss per share	\$ (1,063)
Weighted average number of shares outstanding - basic and diluted	1

The accompanying notes are an integral part of these financial statements.

SOLSTICE GOLD CORP.

Statement of Cash Flows

For the period of incorporation of June 8, 2017 to June 30, 2017

(Expressed in Canadian Dollars)

	For the period from incorporation on June 8, 2017 to June 30, 2017
<hr/>	
CASH FLOWS FROM OPERATING ACTIVITIES	
Net loss for the period	\$ (1,063)
Net changes in non-cash working capital items	
Accounts payable and accrued liabilities	1,063
	<hr/> -
CASH FLOWS FROM FINANCING ACTIVITY	
Issuance of common shares	<hr/> 1
Change in cash during the period	1
Cash, beginning of period	<hr/> -
Cash, end of period	<hr/> \$ 1

The accompanying notes are an integral part of these financial statements.

SOLSTICE GOLD CORP.

Statement of Changes in Equity

For the period of incorporation of June 8, 2017 to June 30, 2017

(Expressed in Canadian Dollars)

	<u>Share Capital</u>			
	<u>Number</u>	<u>Amount</u>	<u>Deficit</u>	<u>Total</u>
Balance at June 8, 2017	-	\$ -	\$ -	\$ -
Shares issued on incorporation	1	1	-	1
Net loss for the period	-	-	(1,063)	(1,063)
Balance at June 30, 2017	1	\$ 1	\$ (1,063)	\$ (1,062)

The accompanying notes are an integral part of these financial statements.

SOLSTICE GOLD CORP.

Notes to the Financial Statements

For the period from incorporation on June 8, 2017 to June 30, 2017

(Expressed in Canadian Dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

Dunnedin Gold Inc., (“Solstice” or the “Company”) was incorporated in the Province of British Columbia on June 8, 2017 and the Company’s registered and records office is located at 1020 – 800 West Pender Street, Vancouver, BC V6C 2V6. On September 18, 2017, the Company changed its name to Solstice Gold Corp. The Company is pursuing opportunities relating to exploration of mineral resource properties primarily in Nunavut.

The Company was incorporated pursuant to a proposed plan of arrangement (the ‘Arrangement’) with Dunnedin Ventures Inc. (“DVI”). As part of the Arrangement, certain mineral claims and rights to all minerals, including metalloids, but excluding diamonds, gemstones and all minerals found within kimberlitic rocks on the Kahuna property will be transferred into the Company, together with \$1,000,000 in cash, in exchange for the Company’s shares, which DVI plans to distribute to its shareholders.

Under the Arrangement, each DVI shareholder will receive one common share in Solstice for every three DVI shares held. Holders of outstanding DVI options will also receive one fully vested option of Solstice for every three options held in DVI (vested or unvested). The options will be exercisable at a valuation factor multiple above the exercise price of a DVI option immediately before the transaction effective date or court approval date. Holders of outstanding DVI warrants will also receive one fully vested warrant of Solstice for every three warrants held in DVI (vested or unvested). The warrants will be exercisable at a valuation factor multiple above the exercise price of a DVI warrant immediately before the transaction effective date or court approval date.

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) applicable to a going concern, which assumes that the Company will be able to meet its obligations and trade on the TSX Venture Exchange. The implementation of the Arrangement will be subject to, among other things, shareholder approval and the ability to continue its operations for its next twelve months. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. At June 30, 2017, the Company had no source of operating revenues, had not yet achieved profitable operations, expects to incur further losses in the development of its business and has no assurance that it will be able to complete the Arrangement as described above, all of which casts significant doubt about the Company’s ability to continue as a going concern. The Company’s ability to continue as a going concern is dependent upon its ability to complete the Arrangement.

2. BASIS OF PREPARATION

Statement of compliance

These financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”), and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”).

SOLSTICE GOLD CORP.

Notes to the Financial Statements

For the period from incorporation on June 8, 2017 to June 30, 2017

(Expressed in Canadian Dollars)

2. BASIS OF PREPARATION *(continued)*

Statement of compliance *(continued)*

These are the Company's first financial statements and IFRS has been applied since incorporation on June 8, 2017, as such, there is no opening financial position presented.

The financial statements of the Company for the period from incorporation on June 8, 2017 to June 30, 2017 have been prepared by management, reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on November 24, 2017.

Basis of measurement

These financial statements have been prepared on a historical cost basis. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. The presentation and functional currency of the Company is the Canadian dollar.

Significant accounting judgments, estimates, and assumptions

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the year. Actual results could differ from these estimates.

Critical judgments

The preparation of these financial statements requires management to make judgments regarding the going concern of the Company as discussed in Note 1.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below are expected to be adopted for the Company's fiscal year-end and have been applied consistently throughout the period.

Loss per share

Loss per share is computed by dividing net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

SOLSTICE GOLD CORP.

Notes to the Financial Statements

For the period from incorporation on June 8, 2017 to June 30, 2017

(Expressed in Canadian Dollars)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)***Income taxes**

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting or taxable loss, nor differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the date of the consolidated statement of the financial position.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Financial assets and liabilities are classified into one of the following categories based on the purpose for which they were acquired:

- Financial asset or financial liability at fair value through profit or loss;
- Held-to-maturity investments;
- Loans and receivables;
- Available-for-sale financial assets; and
- Other financial liabilities

SOLSTICE GOLD CORP.

Notes to the Financial Statements

For the period from incorporation on June 8, 2017 to June 30, 2017

(Expressed in Canadian Dollars)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)***Financial instruments** *(continued)*

The classification is determined at initial recognition and depends on the nature and purpose of the financial asset and liability. All transactions related to financial instruments are recorded on a trade date basis.

The Company has classified accounts payable and accrued liabilities as other liabilities. Subsequent to initial recognition, other liabilities are recorded at amortized cost.

Fair Value

All financial instruments measured at fair value are categorized into one of three hierarchy levels, described below, for disclosure purposes. Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities:

Level 1 – fair values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities;

Level 2 – fair values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability; and

Level 3 – fair values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

The Company does not have any financial instruments measured at fair value as at the reporting date. The carrying values of accounts payable and accrued liabilities approximate their fair values due to the short term to maturity of such instruments.

Effective interest method

The effective interest method calculates the amortized cost of a financial asset or a financial liability and allocates interest income or interest expense over the corresponding period. The effective interest rate is the rate that discounts estimated future cash payments or receipts over the expected life of the financial instrument or, where appropriate, to the net carrying amount of the financial asset or financial liability.

Impairment of financial assets

Financial assets, other than financial assets at fair value are assessed for indicators of impairment at each period end. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

SOLSTICE GOLD CORP.

Notes to the Financial Statements

For the period from incorporation on June 8, 2017 to June 30, 2017

(Expressed in Canadian Dollars)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Financial instruments *(continued)*

Impairment of financial assets (continued)

Objective evidence of impairment could include the following:

- significant financial difficulty of the issuer or counterparty;
- default or delinquency in interest or principal payments; or
- it has become probable that the borrower will enter bankruptcy or financial reorganization.

The carrying amount of all financial assets is directly reduced by the impairment loss. The carrying amount of trade receivables is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

Derecognition of financial assets

A financial asset is derecognized when:

- the contractual right to the asset's cash flows expire; or
- if the Company transfers the financial asset and substantially all risks and rewards of ownership to another entity.

The Company derecognizes a financial liability when its obligations are discharged, cancelled or expired.

Offsetting of financial assets and liabilities

Financial assets and financial liabilities are offset and the net amount reported in the statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

New standards and interpretations not yet adopted

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for future accounting periods. The following have not yet been adopted by the Company and are being evaluated to determine their impact.

SOLSTICE GOLD CORP.

Notes to the Financial Statements

For the period from incorporation on June 8, 2017 to June 30, 2017

(Expressed in Canadian Dollars)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

New standards and interpretations not yet adopted *(continued)*

IFRS 9 Financial Instruments

IFRS 9 reflects all phases of the financial instruments project and replaces IAS 39 Financial Instruments: Recognition and Measurement and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted.

IFRS 16 Leases

The new standard will replace IAS 17 Leases and eliminates the classification of leases as either operating or finance leases by the lessee. The treatment of leases by the lessee will require capitalization of all leases resulting accounting treatment similar to finance leases under IAS 17 Leases. The new standard will result in an increase in lease assets and liabilities for the lessee. Under the new standard, the treatment of all lease expense is aligned in the statement of earnings with depreciation, and an interest component recognized for each lease, in line with finance lease accounting under IAS 17 Leases. IFRS 16 will be applied prospectively for annual periods beginning on January 1, 2019.

4. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of exploration and evaluation assets. The capital structure of the Company consists of equity, comprising issued capital, and deficit. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not exposed to externally imposed capital requirements.

5. FINANCIAL INSTRUMENTS

The fair value of the Company's accounts payable approximate carrying value, which is the amount recorded on the consolidated statements of financial position. The Company's other financial instrument, cash, under the fair value hierarchy, is based on level one quoted prices in active markets for identical assets or liabilities.

As at the reporting date the Company's financial instruments are exposed to certain financial risks, including currency risk, credit risk, and liquidity risk.

SOLSTICE GOLD CORP.

Notes to the Financial Statements

For the period from incorporation on June 8, 2017 to June 30, 2017

(Expressed in Canadian Dollars)

5. FINANCIAL INSTRUMENTS *(continued)**Credit risk*

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations to the Company. The Company's cash is held in petty cash. The Company believes it has no significant credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company plans to have sufficient capital in order to meet short term business requirements, after taking into account cash flows from operations, the Company's holdings of cash which will include an influx of \$1 million as at the effective date of the Arrangement, reliance on DVI, and the planned future capital raise.

Market risk

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates, and commodity and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing return. As at June 30, 2017, the Company is exposed to minimum market risk.

6. SHARE CAPITAL

The Company is authorized to issue an unlimited number of common shares. At June 30, 2017, there is 1 common share outstanding for a share capital amount of \$1.

Accumulated deficit is used to record the Company's change in deficit from earning from period to period.

7. INCOME TAXES

No provision has been made for current income taxes, as the Company has no taxable income.

As future profits of the Company are uncertain, no deferred tax asset has been recognized in respect to the loss incurred in the period. As at June 30, 2017 the Company has accumulated non-capital losses of approximately \$1,063 that are available to carry forward and offset future years' taxable income. The non-capital losses expire by 2037.

SOLSTICE GOLD CORP.

Notes to the Financial Statements

For the period from incorporation on June 8, 2017 to June 30, 2017

(Expressed in Canadian Dollars)

8. RELATED PARTY TRANSACTIONS

During the period, a related party, Dunnedin Ventures Inc., incurred incorporation fees on behalf of the Company. There were no other transactions, including management compensation, with related parties, or balances owed to/from related parties during the period.

9. SEGMENTED INFORMATION

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision making group, in deciding how to allocate resources and in assessing performance. All of the Company's operations are within the mineral exploration sector in Canada. The Company operates in a single reportable operating segment.

10. SUBSEQUENT EVENTS

Letter Agreement between Dunnedin Ventures Inc. and Solstice Gold Corp.

Subsequent to period end, DVI and Solstice entered into the Kahuna Property Land Transfer and Rights Agreement (the "Agreement") which sets out the terms to which DVI will transfer mineral claims located in Nunavut to Solstice.

Upon execution of the Agreement, DVI transferred to Solstice:

- a) 100% title and rights to the Transferred Claims (specifically identified in the Agreement);
- b) A 50% undivided interest in and to certain Border Claims (specifically identified in the Agreement); and
- c) Ownership of all technical, economic, geological, and other information and data concerning the transferred claims, and the portion of each of the Border Claims over which Solstice has Primary Development Rights (as defined in the Agreement).

In each case, the Agreement is free and clear of any and all mortgages, charges, pledges, liens, licences, privileges, security interests, royalties, encumbrances, claims or rights or interest attaching to or affecting property, whether recorded or unrecorded, and whether arising by agreement, statute or otherwise under applicable laws (each an "Encumbrance"), apart from the gross overriding royalties (GORs) and the net smelter return royalties (NSRs).

In consideration for the Transferred Claims, Solstice will issue approximately (103,256,767/3) 34,418,922 common shares to DVI.

SOLSTICE GOLD CORP.

Notes to the Financial Statements

For the period from incorporation on June 8, 2017 to June 30, 2017

(Expressed in Canadian Dollars)

10. SUBSEQUENT EVENTS *(continued)*

Upon execution of the Agreement, DVI granted to Solstice Primary Development Rights (“PDR”) in respect of the Transferred Claims and Secondary Development Rights (“SDR”) in respect of the Remaining Claims (other than Transferred or Border Claims) and Solstice grants PDR’s in respect of the Remaining Claims and SDR’s in respect of the Transferred Claims. Border claims are also split into PDR and SDR depending on geographic location.

Letter Agreement between Dunnedin Ventures Inc. and Solstice Gold Corp. *(continued)*

PDR means the rights of the holder of a mineral claim or other mining right, to amongst other things, conduct exploration, development, and mining on such mineral claims. SDR means having the right to access the mineral claims for the purpose of inspecting the mineral claims and existing work being undertaken on the claims and to propose work to the PDR holder which work may proceed only with the consent of the PDR holder. SDR’s terminate on a claim or claims when a PDR holder commences a feasibility study, completes a feasibility study or commences commercial production on the claim or claims.

In all cases of the Agreement, mining rights of DVI shall be limited to diamonds, gemstones and all minerals found within kimberlitic rocks and mining rights of the Company shall be limited to all other minerals and metalloids. Mineral claims & rights under the Agreement may be transferred to third parties provided they are bound by the Agreement.

Management and Consulting Agreements

On October 1, 2017, the Company entered into consulting agreement with key management and consultants. Pursuant to which, in the event of a change of control, each of the key managers and consultants would be entitled to up to twenty-four months’ worth of compensation plus applicable bonuses and benefits, if such employee/consultant is terminated without just cause (as defined therein) or resigns for Good Reason (as defined therein).

SCHEDULE "F"
CARVE-OUT FINANCIAL STATEMENTS

See attached.

**Carve-out Financial Statements
Dunedin Ventures Properties to be Distributed to Solstice
Gold Corp.**

September 30, 2016 and 2015

(Expressed in Canadian Dollars)



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BDO Canada LLP
600 Cathedral Place
925 West Georgia Street
Vancouver BC V6C 3L2 Canada

Independent Auditor's Report

To the board of directors and shareholders of Solstice Gold Corp.

We have audited the accompanying carve-out financial statements of Dunnedin Ventures Properties to be Distributed to Solstice Gold Corp. (the "Properties"), which comprise the Statement of Financial Position as at September 30, 2016 and 2015, and the statements of operations and deficit, cash flows and changes in equity the years then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Carve-out Financial Statements

Management of the Properties is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and for such internal control as management determines is necessary to enable the preparation of carve-out financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these carve-out financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the carve-out financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the carve-out financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the carve-out financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates, if any, made by management, as well as evaluating the overall presentation of the carve-out financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, these carve-out financial statements present fairly, in all material respects, the financial position of the Properties as at September 30, 2016 and 2015, and the results of its operations and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 2 in the carve-out financial statements, which indicates that the operation of the Properties incurred accumulated losses of \$128,606 since acquisition and is expected to incur further losses in its development. These conditions, along with other matters as set forth in Note 2, indicate the existence of a material uncertainty that casts significant doubt upon the Properties ability to continue as a going concern.

(signed) "BDO CANADA LLP"

Chartered Professional Accountants
Vancouver, British Columbia
November 24, 2017

Dunnedin Ventures Properties to be Distributed to Solstice Gold Corp.

Carve-out Statements of Financial Positions

(Expressed in Canadian dollars)

	September 30, 2016	September 30, 2015
Assets		
Non-current assets:		
Exploration and evaluation assets (note 4)	\$ 118,123	\$ -
	118,123	-
Liabilities		
Current Liabilities:		
Accounts payable and accrued liabilities	\$ 11,300	\$ -
Total liabilities	11,300	-
Equity in Net Assets		
Contributed by Dunnedin Ventures Inc. (note 7)	235,429	-
Deficit	(128,606)	-
	106,823	-
	\$ 118,123	\$ -

Subsequent events (note 12)

Approved on Behalf of the Board:

"Claudia Tornquist"
Claudia Tornquist

"Gary Schellenberg"
Gary Schellenberg

The accompanying notes are an integral part of these carve-out financial statements

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Carve-out Statements of Operations and Deficit

(Expressed in Canadian dollars)

	Years ended September 30,	
	2016	2015
Expenses		
Consulting fees	\$ 16,020	\$ -
Insurance	1,130	-
Management fees	14,040	-
Office and administration	3,184	-
Professional fees	5,038	-
Rent	3,492	-
Stock based compensation	78,678	-
Transfer agent and filing	1,949	-
Travel, promotion and shareholder information	5,075	-
Net loss for the year	\$ (128,606)	\$ -

The accompanying notes are an integral part of these carve-out financial statements

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Carve-out Statements of Cash Flows

(Expressed in Canadian dollars)

	Years ended September 30,	
	2016	2015
Cash provided by / (used in):		
Operating Activities:		
Net loss for the year	\$ (128,606)	\$ -
Items not affecting cash:		
Stock based compensation allocated from DVI	78,678	
	(49,928)	-
Investing Activity:		
Exploration and evaluation assets	(106,823)	-
Financing Activity:		
Contributed by Dunedin Ventures Inc.	156,751	-
Change in cash and cash equivalents for the year	-	-
Cash and cash equivalents, beginning of the year	-	-
Cash and cash equivalents, end of the year	\$ -	\$ -
Supplemental Information:		
Non-cash investing and financing activities:		
Change in exploration and evaluation costs included in accounts payable	\$ 11,300	\$ -

The accompanying notes are an integral part of these carve-out financial statements

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Carve-out Statement of Changes in Equity

(Expressed in Canadian dollars)

		Years ended September 30,	
		2016	2015
Balance, beginning of year	\$	-	\$ -
Net loss	(128,606)		-
Balance, end of year	\$ (128,606)		\$ -

The accompanying notes are an integral part of these carve-out financial statements

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the years ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

1. PLAN OF ARRANGEMENT

On May 11, 2017 and June 20, 2017, Dunedin Ventures Inc. (“DVI”) announced that its Board of Directors had approved the spin out transaction, with a date of record for the plan of arrangement (the “Arrangement”) of July 17, 2017. DVI will transfer certain mineral claims rights to all minerals, including metalloids, but excluding diamonds, gemstones and all minerals found within kimberlitic rocks on the Kahuna property and \$1 million in cash to Solstice Gold Corp., a newly incorporated company for this transaction (“Solstice” or the Company) in return for shares, which will then be distributed to DVI shareholders by way of the Arrangement. Under the Arrangement, each DVI shareholder will receive one common share in Solstice for every three DVI shares held.

Holders of outstanding DVI options will also receive one fully vested option of the Solstice for every three options held in DVI (vested or unvested). The options will be exercisable at a valuation factor multiple above the exercise price of a DVI option immediately before the effective date. Holders of outstanding DVI warrants will also receive one fully vested warrant of Solstice for every three warrants held in DVI (vested or unvested). The warrants will be exercisable at a valuation factor multiple above the exercise price of a DVI warrant immediately before the effective date.

The implementation of the Arrangement is subject to, among other things, approval of the DVI shareholders, the court, and the TSX Venture Exchange (“Exchange”), including Exchange approval of listing of the common shares of the Company.

For the full description of the Arrangement, reference should be made to the DVI Information Circular dated November 24, 2017 available on www.SEDAR.com.

2. NATURE OF OPERATIONS AND ABILITY TO CONTINUE AS A GOING CONCERN

Solstice will be pursuing opportunities related to exploration of mineral resource properties principally in Nunavut, Canada.

The continued exploration and development of the mineral properties and the recoverability of the amounts shown for mineral property interests is dependent upon the existence of economically recoverable reserves, The Company’s ability to obtain necessary financing to complete the exploration and development of the mineral properties, and upon future profitable production or alternatively upon disposal of the mineral properties on an advantageous basis. The amounts shown as mineral properties represent net acquisition and exploration costs to date and do not necessarily represent present or future values.

The carve-out financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Properties will continue operating for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. While the Company, as a result of the \$1,000,000 cash transferred as part of the transaction, will have sufficient cash to continue to finance operations for the next eighteen months, it currently has no revenue generating activities and there can be no assurance that it will be able to secure additional financing in the future in order to conduct its planned work programs on the mineral properties, meet

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the years ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

2. NATURE OF OPERATIONS AND ABILITY TO CONTINUE AS A GOING CONCERN *(continued)*

its ongoing levels of corporate overhead and discharge its liabilities as they come due all of which raises significant doubt about its ability to continue as a going concern.

The carve-out financial statements do not include adjustments to the carrying amount of assets and liabilities, reported expenses, and financial position classifications that would be required if the going concern assumption was no longer appropriate.

The carve-out financial statements of the Dunedin Ventures Properties to be Distributed to Solstice Gold Corp. for the year ended September 30, 2016 (including comparatives) have been prepared by management, reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on November 24, 2017.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

a. Basis of Presentation

The formation of Solstice is the result of the transfer of assets between entities under common control. These financial statements have been presented using the continuity of interest basis, with financial position amounts based on the amounts recorded by DVI.

These carve-out financial statements have been prepared in accordance with International Financial Reporting Standards. These carve-out financial statements include all adjustments, of a normal recurring nature, considered necessary by management to fairly present the financial position, results of operations, and cash flows of the Dunedin Ventures Properties to be distributed to Solstice Gold Corp. (the "Properties"). The carve-out financial statements of the Properties reflect the historical assets, liabilities, and expenses directly attributable to the mineral properties to present the financial position, results of operations, and changes in cash flows of the Properties on a stand-alone basis.

The carve-out financial statements present the historical financial position, results of operations, and cash flows as if Solstice had been an independent operation during the periods presented. The statements of loss and deficit for the years ended September 30, 2016 and 2015 include direct exploration expenses of the Properties and an allocation of DVI's general and administrative expenses incurred in each of these periods.

The allocation of general and administrative expenses were calculated on the basis of the ratio of costs incurred on the Properties related to non-diamond exploration activities in the period presented as compared to the total expenditures on the Properties in this period.

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the years ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

a. Basis of Presentation *(continued)*

The opening deficit of the Properties at October 1, 2014 has been recorded as \$Nil as all Property acquisitions, exploration activities, and any other transactions were incurred subsequent to September 30, 2015. As such, there is no financial position and no results of operations or changes in cash flow amounts presented in these carve-out financial statements for the year ended September 30, 2015.

The financial information included herein may not necessarily reflect the financial position, results of operations, and changes in cash flows of the mineral properties in the future or what they would have been had it been a separate, stand-alone entity during the periods presented.

The presentation and functional currency of the Properties is the Canadian dollar.

b. Critical Judgments and Significant Risks

The preparation of these carve-out financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the carve-out financial statements and reported amounts of expenses during the year. Actual results could differ from these estimates.

These carve-out financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the carve-out financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Critical Estimates and Judgements:

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

Recovery of Capitalized Exploration and Evaluation Expenditure

The application of the Properties accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Properties, which may be based on assumptions about future events or circumstances.

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the years ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

b. Critical Judgments and Significant Risks *(continued)*

Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

Title to Mineral Property Interests

Although the Management of the Properties has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Properties' title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Allocation of Costs

The allocation of general and administrative expenses were calculated on the basis of the ratio of costs incurred on the Properties related to non-diamond exploration activities in the period presented as compared to the total expenditures on the Properties in this period. This allocation required the use of management estimates.

Management cautions readers of these financial statements that the allocation of these expenses may not reflect the general and administrative expenses expected in future periods.

c. Financial instruments

Financial assets and financial liabilities are recognized when the Properties become a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Financial assets and liabilities are classified into one of the following categories based on the purpose for which they were acquired:

- Financial asset or financial liability at fair value through profit or loss;
- Held-to-maturity investments;
- Loans and receivables;
- Available-for-sale financial assets; and
- Other financial liabilities

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the years ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

c. Financial Instruments (continued)

The classification is determined at initial recognition and depends on the nature and purpose of the financial asset and liability. All transactions related to financial instruments are recorded on a trade date basis.

Accounts payable and accrued liabilities have been classified as other liabilities. Subsequent to initial recognition, other liabilities are recorded at amortized cost.

Fair Value

All financial instruments measured at fair value are categorized into one of three hierarchy levels, described below, for disclosure purposes. Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities:

Level 1 – fair values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities;

Level 2 – fair values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability; and

Level 3 – fair values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

There are no financial instruments measured at fair value as at the reporting date. The carrying values of accounts payable and accrued liabilities approximate their fair values due to the short term to maturity of such instruments.

Effective interest method

The effective interest method calculates the amortized cost of a financial asset or a financial liability and allocates interest income or interest expense over the corresponding period. The effective interest rate is the rate that discounts estimated future cash payments or receipts over the expected life of the financial instrument or, where appropriate, to the net carrying amount of the financial asset or financial liability.

Offsetting of financial assets and liabilities

Financial assets and financial liabilities are offset and the net amount reported in the statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the years ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

d. Mineral properties under exploration

Pre-exploration costs are expensed in the period in which they are incurred.

Once the legal right to explore a property has been acquired, all costs related to the acquisition, exploration and evaluation of mineral properties are capitalized by property. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

Where an option agreement has been entered into to acquire interests in mineral properties that provide for periodic payments or periodic share issuances, amounts unpaid and unissued are not recorded as liabilities since they are payable and issuable entirely at the acquirer's option. Option payments are recorded as mineral property costs when the payments are made and the share issuances are recorded as mineral property costs using the fair market value of the common shares at the date the counterparty's performance is complete or the issuance date, whichever is more determinable.

When a property has been established as commercially viable and technically feasible, related development costs are capitalized into Development Costs. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs which give rise to a future benefit.

As the Properties currently have no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

e. Impairment of non-financial assets

At each date of the carve-out statement of financial position, the carrying amounts of its assets are reviewed to determine whether there is any indication that those assets maybe impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the years ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

e. Impairment of non-financial assets *(continued)*

For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

f. Provisions, contingent liabilities and assets

General provisions, contingent liabilities and assets

Provisions are recognized when there is a present legal or constructive obligation that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense. All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

In those cases where the possible outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognized, unless it was assumed in the course of a business combination. In a business combination, contingent liabilities arising from present obligations are recognized in the course of the allocation of the purchase price to the assets and liabilities acquired in the business combination. They are subsequently measured at the higher amount of a comparable provision as described above and the amount initially recognized, less any amortization.

Possible inflows of economic benefits that do not yet meet the recognition criteria of an asset are considered contingent assets.

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. There is a requirement to record the estimated present value of future cash flows associated with site reclamation as a liability when the liability is incurred and increase the carrying value of the related assets for that amount. The obligations recognized are statutory, contractual or legal obligations. The liability is accreted over time for changes in the fair value of the liability through charges to accretion, which is included in the statement of operations.

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the years ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

g. Provisions, contingent liabilities and assets *(continued)*

Restoration and environmental rehabilitation provisions (continued)

Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the unit-of-production or the straight line method. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Costs for restoration of subsequent site damage which is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses.

There are no material restoration, rehabilitation and environmental costs to date.

h. Income taxes

When applicable, income tax expense comprises current and deferred tax. Income tax is recognized in the statement of operations except to the extent that it relates to items recognized in other comprehensive income or directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that it is not considered probable that a deferred tax asset will be recovered, no deferred tax asset is recognized.

i. Share-based payments

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to the statement of comprehensive loss/income over the vesting period.

Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the years ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

i. Share-based payments *(continued)*

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of comprehensive loss/income over the remaining vesting period.

Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in comprehensive loss/income over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of comprehensive loss/income, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

All equity-settled share-based payments are reflected in contributed surplus, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital, adjusted for any consideration paid.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the cancellation of options is immediately accounted for as an acceleration of vesting, and the amount that otherwise would have been recognized for services received over the remainder of the vesting period is recognized immediately. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

j. Application of new and revised standards

New standards, interpretations and amendments not yet effective

The following new standards, interpretations and amendments, which have not been applied in these financial statements, will or may have an effect on the Properties future financial statements:

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the years ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

j. Application of new and revised standards (continued)

IFRS 9 Financial Instruments

IFRS 9 reflects all phases of the financial instruments project and replaces IAS 39 Financial Instruments: Recognition and Measurement and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted. Management is currently assessing the extent of the impact of this new standard.

IFRS 16 Leases

The new standard will replace IAS 17 Leases and eliminates the classification of leases as either operating or finance leases by the lessee. The treatment of leases by the lessee will require capitalization of all leases resulting accounting treatment similar to finance leases under IAS 17 Leases. The new standard will result in an increase in lease assets and liabilities for the lessee. Under the new standard, the treatment of all lease expense is aligned in the statement of earnings with depreciation, and an interest component recognized for each lease, in line with finance lease accounting under IAS 17 Leases. IFRS 16 will be applied prospectively for annual periods beginning on January 1, 2019. Based on current operations, Management does not expect this standard to have significant financial reporting implications.

4. EXPLORATION AND EVALUATION ASSETS

Summary of the mineral exploration and evaluation costs for the year ended September 30, 2016:

	Kahuna Gold Rights (NU, Canada)
Acquisition costs:	
Opening balance, September 30, 2015	\$ -
Additions during the year:	
Staking costs	9,758
Total acquisition costs	\$ 9,758
Exploration costs:	
Opening balance, September 30, 2015	\$ -
Additions during the year	
Geological consulting (note 5)	17,561
Aircraft charter	9,969
Assays	30,273
Exploration support (note 5)	50,562
Total exploration costs	108,365
Balance, September 30, 2016	\$ 118,123

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the years ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

4. EXPLORATION AND EVALUATION ASSETS *(continued)*

No costs were incurred on the properties for the year ended September 30, 2015.

a. Gold Rights on Kahuna Property

On November 4, 2014, DVI signed an option agreement to acquire a 100% interest in the Kahuna Diamond project located in Nunavut, Canada. On April 30, 2017, the DVI entered into a Letter of Agreement (“LOA”) where it accelerated its Kahuna option agreement.

The Option Agreement contained a Royalty Agreement clause which stated the following; In accordance with the terms of the Royalty Agreement, the Property is currently subject to two separate two percent (2%) gross overriding royalties on diamonds (each, a “GOR” and together, the “GORs”), and two separate two percent (2%) net smelter return royalties (each, an “NSR” and together, the “NSRs”) on all other minerals derived from the Property. Pursuant to the Royalty Agreement, one percent (1%) of each GOR may be purchased by either of the parties for \$2 million, and one percent (1%) of each NSR may be purchased by either of the parties for \$2 million.

As described below in Note 12, Solstice is responsible for its share of NSRs and GORs related to the properties being transferred.

5. RELATED PARTY TRANSACTIONS

Amounts paid and accrued to key management personnel, officers and companies controlled by directors and officers, and a company having a director and an officer in common:

	Year ended September 30,	
	2016	2015
Stock based compensation	\$ 37,529	\$ -
Capitalized to exploration and evaluation assets	\$ 26,985	\$ -
Management fees	\$ 14,685	\$ -
Consulting fees	\$ 4,704	\$ -

As at September 30, 2016 \$Nil (2015 – \$Nil) was payable to these companies without terms of interest or repayment.

6. INCOME TAXES

Income taxes has been calculated as if the properties to be distributed were a separate legal entity and had filed separate tax returns for the periods presented.

Upon completion of the Arrangement, the assets of the Properties are expected to have an accounting basis equal to the tax basis. Accordingly, there are no future income tax assets or liabilities to be recognized.

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the years ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

7. CONTRIBUTED BY DUNNEDIN VENTURES INC.

Funding of the Properties provided by Dunedin Ventures Inc. is reflected as Contributed by Dunedin Ventures Inc. as follows:

October 1, 2014	\$	-
Contributions		-
September 30, 2015		-
Contributions		235,429
September 30, 2016	\$	235,429

8. RESERVES

Share based payments were allocated based on the allocation percentage of exploration costs to the Kahuna gold rights to be distributed.

9. FINANCIAL INSTRUMENTS

The Properties examine the various financial instrument risks to which it is exposed and assesses any impact and likelihood of those risks. The Properties' risk exposures and their corresponding impact on the Properties' financial instruments are summarized below.

Liquidity risk is the risk that the Properties cannot meet a demand for cash or fund its obligations as they come due. Given that the Properties are in the exploration stage and thus generate no cash inflows from operations, liquidity is managed by obtaining financing from external sources. To present, the Properties have been successful in obtaining all of the funds necessary to meet their commitments and continue their exploration programs from advances received.

10. CAPITAL DISCLOSURES

The Properties objective, when managing capital, is to ensure sufficient resources are available to meet day to day operating and exploration requirements and to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Properties have no debt and is not subject to externally imposed capital requirements. There were no changes in the Properties approach to capital management during the period. The Company has relied upon the management of DVI to manage its capital.

11. SEGMENTED INFORMATION

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. All of the Properties operations are within the mineral exploration sector in Canada.

Dunnedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the years ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

12. SUBSEQUENT EVENTS

Letter Agreement between Dunnedin Ventures Inc. and Solstice Gold Corp.

Subsequent to period end, DVI and Solstice entered into the Kahuna Property Land Transfer and Rights Agreement (the "Agreement") which sets out the terms to which DVI will transfer mineral claims located in Nunavut to Solstice.

Upon execution of the Agreement, DVI transferred to Solstice:

- a) 100% title and rights to the Transferred Claims (specifically identified in the Agreement);
- b) A 50% undivided interest in and to certain Border Claims (specifically identified in the Agreement); and
- c) Ownership of all technical, economic, geological, and other information and data concerning the transferred claims, and the portion of each of the Border Claims over which Solstice has Primary Development Rights (as defined in the Agreement).

Letter Agreement between Dunnedin Ventures Inc. and Solstice Gold Corp. (continued)

In each case, the Agreement is free and clear of any and all mortgages, charges, pledges, liens, licences, privileges, security interests, royalties, encumbrances, claims or rights or interest attaching to or affecting property, whether recorded or unrecorded, and whether arising by agreement, statute or otherwise under applicable laws (each an "Encumbrance"), apart from the gross overriding royalties (GORs) and the net smelter return royalties (NSRs).

In consideration for the Transferred Claims, Solstice will issue approximately (103,256,767/3) 34,418,922 common shares to DVI.

Upon execution of the Agreement, DVI granted to Solstice Primary Development Rights ("PDR") in respect of the Transferred Claims and Secondary Development Rights ("SDR") in respect of the Remaining Claims (other than Transferred or Border Claims) and Solstice grants PDR's in respect of the Remaining Claims and SDR's in respect of the Transferred Claims. Border claims are also split into PDR & SDR depending on geographic location.

PDR means the rights of the holder of a mineral claim or other mining right, to amongst other things, conduct exploration, development, and mining on such mineral claims. SDR means having the right to access the mineral claims for the purpose of inspecting the mineral claims and existing work being undertaken on the claims (related only to the SDR's mineral entitlement) and to propose work to the PDR holder, which work may proceed only with the consent of the PDR holder. SDR's terminate on a claim or claims when a PDR holder commences a feasibility study, completes a feasibility study or commences commercial production on the claim or claims.

In all cases of the Agreement, mining rights of DVI shall be limited to diamonds, gemstones and all minerals found within kimberlitic rocks and mining rights of Solstice shall be limited to all other minerals. Mineral claims & rights under the Agreement may be transferred to third parties provided they are bound by the Agreement.

SCHEDULE "J"
PRO FORMA FINANCIAL STATEMENTS

See attached.

SOLSTICE GOLD CORP.
PRO-FORMA FINANCIAL STATEMENTS

June 30, 2017

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

SOLSTICE GOLD CORP.

Pro-Forma Statement of Financial Position

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

AS AT JUNE 30, 2017

	Dunedin Ventures Properties to be Distributed (as at June 30, 2017)	Solstice Gold Corp. (as at June 30, 2017)	Pro-Forma Adjustments	Note 4	Pro-Forma consolidated Solstice Gold Corp.
ASSETS					
Current					
Cash	\$ -	\$ 1	\$ 1,000,000	A,B	\$ 1,000,001
Total current assets	-	1	1,000,000		1,000,001
Non-current					
Exploration and evaluation assets	421,098	-	-		421,098
Total non-current	421,098	-	-		421,098
TOTAL ASSETS	\$ 421,098	\$ 1	\$ 1,000,000		\$ 1,421,099
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current					
Accounts payable and accrued liabilities	\$ 8,295	\$ 1,063	\$ -		\$ 9,358
TOTAL LIABILITIES	8,295	1,063	-		9,358
Shareholders' Equity			-		
Shareholders' equity	412,803	(1,062)	1,000,000	A,B	1,411,741
TOTAL SHAREHOLDERS' EQUITY	412,803	(1,062)	1,000,000		1,411,741
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	421,098	\$ 1	\$ 1,000,000		\$ 1,421,099

SOLSTICE GOLD CORP.

Pro-Forma Statement of Loss

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED JUNE 30, 2017

	Dunedin Ventures Properties to be Distributed (as at June 30, 2017)	Solstice Gold Corp. (as at June 30, 2017)	Pro-Forma Adjustments	Notes	Pro-Forma Balance
GENERAL AND ADMINISTRATIVE EXPENSES:					
Consulting	\$ 10,143	\$ -	\$ -		\$ 10,143
Insurance	1,084	-	-		1,084
Incorporation Fee	-	1,063	-		1,063
Management and directors fees	10,841	-	-		10,841
Office and administration	284	-	-		284
Professional Fees	5,603	-	-		5,603
Property Investigation	751	-	-		751
Rent	1,603	-	-		1,603
Stock based compensation	32,881	-	-		32,881
Transfer agent and filing	1,951	-	-		1,951
Travel, promotion and shareholder information	14,095	-	-		14,095
Total general & administrative expenses	79,236	1,063	-		80,299
Net loss for the period	\$ 79,236	\$ 1,063	\$ -		\$ 80,299
Basic and diluted loss per share	\$ 0.01	\$ 1,063	\$ -		\$ 0.01

The accompanying notes are an integral part of these unaudited pro forma financial statements.

SOLSTICE GOLD CORP.

Pro-Forma Statement of Loss

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

FOR THE YEAR ENDED SEPTEMBER 30, 2016

	Dunedin Ventures Properties to be Distributed (as at September 30, 2016)	Pro-Forma Adjustments	Notes	Pro-Forma Balance
GENERAL AND ADMINISTRATIVE EXPENSES:				
Consulting	\$ 16,020	\$ -		\$ 16,020
Insurance	1,130	-		1,130
Management and directors fees	14,040	-		14,040
Office and administration	3,184	-		3,184
Professional Fees	5,038	-		5,038
Rent	3,492	-		3,492
Stock based compensation	78,678	-		78,678
Transfer agent and filing	1,949	-		1,949
Travel, promotion and shareholder information	5,075	-		5,075
Total general & administrative expenses	128,606	-		128,606
Net loss for the year	\$ 128,606	\$ -		\$ 128,606
Basic and diluted loss per share	\$ 0.02	\$ -		\$ 0.02

SOLSTICE GOLD CORP.

Notes to the Pro-Forma Financial Statements

For the nine months ended June 30, 2017

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

1. PLAN OF ARRANGEMENT

On May 11, 2017 and June 20, 2017, Dunnedin Ventures Inc. (“DVI”) announced that its Board of Directors had approved the spin out transaction, with a date of record for the plan of arrangement (the “Arrangement”) of July 17, 2017. DVI will transfer certain mineral claims rights to all minerals, including metalloids, but excluding diamonds, gemstones and all minerals found within kimberlitic rocks on the Kahuna property and \$1 million in cash to Solstice Gold Corp. (“Solstice” or the Company) in return for shares of which will then be distributed to DVI shareholders by way of the Arrangement. The implementation of the Arrangement is subject to, among other things, approval of the DVI shareholders, the court, and the TSX Venture Exchange (“Exchange”), including Exchange approval of listing of the common shares of the Company.

Under the Arrangement, each DVI shareholder will receive one common share in Solstice for every three DVI shares held. DVI rights to all minerals other than diamonds at the Kahuna property will be transferred into the Company, together with \$1,000,000 in cash.

Holders of outstanding DVI options will also receive one fully vested option of Solstice for every three options held in DVI (vested or unvested). The options will be exercisable at a valuation factor multiple above the exercise price of a DVI option immediately before the effective date. Holders of outstanding DVI warrants will also receive one fully vested warrant of Solstice for every three warrants held in DVI (vested or unvested). The warrants will be exercisable at a valuation factor multiple above the exercise price of a DVI warrant immediately before the effective date.

For the full description of the Arrangement, reference should be made to the DVI Information Circular dated November 24, 2017 available on www.SEDAR.com.

SOLSTICE GOLD CORP.

Notes to the Pro-Forma Financial Statements

For the nine months ended June 30, 2017

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

2. Basis of Presentation

These unaudited pro-forma financial statements give effect to the Arrangement whereby Dunnedin Ventures Inc. will transfer its interests detailed in the carve-out financial statements to Solstice Gold Corp. for shares in Solstice.

The unaudited pro-forma statement of financial position gives effect to the Arrangement as if it had taken place on June 30, 2017. The unaudited pro forma statement of loss for the nine-months ended June 30, 2017 and year ended September 30, 2016 gives effect to the Arrangement as if it is taken place on October 1, 2015.

These unaudited pro-forma financial statements have been prepared for the Arrangement and are expressed in Canadian dollars. The unaudited pro-forma financial statements have been compiled from and include:

- The audited carve-out financial statements of Dunnedin Ventures Properties to be Distributed to Solstice Gold Corp. for the year ended September 30, 2016;
- The unaudited carve-out financial statements of Dunnedin Ventures Properties to be Distributed to Solstice Gold Corp. for the nine months ended June 30, 2017; and
- The audited financial statements of Solstice Gold Corp. for the period from incorporation on June 8, 2017 to June 30, 2017.

The unaudited pro-forma financial statements should be read in conjunction with the above financial statements, all of which are contained within the information circular.

It is management's opinion that the unaudited pro-forma financial statements include all adjustments necessary for fair presentation of the transactions described here in accordance with IFRS applied on a basis consistent with DVI's accounting policies. These unaudited pro-forma financial statements are provided for illustrative purposes only, and do not purport to represent the financial position or the results of operations that would have resulted had the Arrangement actually occurred on at the date indicated. Further, these pro-forma financial statements are not necessarily indicative of the financial position or results of operations of Solstice that may occur as a result of the Arrangement.

SOLSTICE GOLD CORP.

Notes to the Pro-Forma Financial Statements

For the nine months ended June 30, 2017

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

3. Significant Accounting Policies

The accounting policies used in the preparation of these unaudited pro-forma financial statements are those as set out in the Carve-out Financial Statements of Dunnedin Ventures Properties to be Distributed to Solstice Gold Corp. for the year ended September 30, 2016.

4. Pro-Forma Assumptions and Adjustments

The pro-forma adjustments to the unaudited financial statements have been prepared to account for the closing of the Arrangement contemplated by the prospectus, as described below:

- A. Upon completion of the Arrangement, DVI will transfer certain mineral claims and rights to all minerals, including metalloids, but excluding diamonds, gemstones and all minerals found within kimberlitic rocks on the Kahuna property and \$1 million in cash to Solstice in return for shares of which will then be distributed to DVI shareholders by way of the Arrangement. Each DVI shareholder will receive one common share of Solstice for every three DVI shares held. Based on the total outstanding common shares in DVI at July 17, 2017, the total number of shares to be issued from Solstice will be 34,418,922.
- B. Stock options and warrants issued. Holders of outstanding DVI options will be issued one fully vested option of the Solstice for every three options held in DVI (vested or unvested). The options will be exercisable at a valuation factor multiple above the exercise price of a DVI option immediately before the effective date. Holders of outstanding DVI warrants will also receive one fully vested warrant of Solstice for every three warrants held in DVI (vested or unvested). The warrants will be exercisable at a valuation factor multiple above the exercise price of a DVI warrant immediately before the effective date.

As at June 30, 2017, there were 12,979,000 Warrants and 7,085,000 Options outstanding. At the three for one issuance ratio, there will be 4,326,333 warrants and 2,316,666 options issued upon completion of the Agreement. Management has assessed that there is a nominal value associated with these options and warrants.

SCHEDULE "K"

NINE-MONTHS ENDED JUNE 30, 2017 CARVE OUT FINANCIAL STATEMENTS

See attached.

**Carve-out Financial Statements
Dunedin Ventures Properties to be Distributed to
Solstice Gold Corp.**

Nine Months Ended June 30, 2017
(unaudited - Prepared by Management)
(Expressed in Canadian Dollars)

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Carve-out Statements of Financial Positions

(Expressed in Canadian dollars)

	June 30, 2017	September 30, 2016
Assets		
Non-current assets:		
Exploration and evaluation assets (note 4)	\$ 421,098	\$ 118,123
	421,098	118,123
Liabilities		
Current Liabilities:		
Accounts payable and accrued liabilities	8,295	11,300
Equity in Net Assets		
Contributed by Dunedin Ventures Inc. (note 7)	620,645	235,429
Deficit	(207,842)	(128,606)
	412,803	106,823
	\$ 421,098	\$ 118,123

Subsequent events (note 12)

Approved on Behalf of the Board:

"Claudia Tornquist"
Claudia Tornquist

"Gary Schellenberg"
Gary Schellenberg

The accompanying notes are an integral part of these carve-out financial statements

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Carve-out Statements of Operations, and Deficit

(Unaudited - Prepared by Management)

(Expressed in Canadian dollars)

	Three months ended		Nine months ended	
	June 30,	June 30,	June 30,	June 30,
	2017	2016	2017	2016
Expenses				
Consulting fees	\$ 3,261	\$ 3,912	\$ 10,143	\$ 10,662
Insurance	361	301	1,084	808
Management fees	2,811	2,532	10,841	7,569
Office and administration	119	731	284	3,116
Professional fees	2,022	-	5,603	2,126
Property investigation	620	-	751	-
Rent	534	931	1,603	2,930
Stock based compensation	-	-	32,881	-
Transfer agent and filing	441	327	1,951	1,391
Travel, promotion and shareholder information	5,112	1,455	14,095	2,001
Net loss for the period	\$ 15,281	\$ 10,189	\$ 79,236	\$ 30,603

The accompanying notes are an integral part of these carve-out financial statements

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Carve-out Statements of Cash Flows

(Unaudited - Prepared by Management)

(Expressed in Canadian dollars)

	Nine months ended, June 30, 2017	Nine months ended, June 30, 2016
Cash provided by /(used in):		
Operating Activities:		
Net loss for the period	\$ (79,236)	\$ (30,603)
Items not affecting cash:		
Stock based compensation allocated from Dunedin Ventures	32,881	-
	(46,355)	(30,603)
Investing Activity:		
Exploration and evaluation assets	(305,980)	(88,593)
Financing Activity:		
Contributed by Dunedin Ventures	352,335	119,196
Change in cash and cash equivalents for the period	-	-
Cash and cash equivalents, beginning of the period	-	-
Cash and cash equivalents, end of the period	\$ -	\$ -
Supplemental Information:		
Non-cash investing and financing activities:		
Change in exploration and evaluation costs included in accounts payable	\$ 8,295	\$ -

The accompanying notes are an integral part of these carve-out financial statements

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Carve-out Statements of Changes in Equity

(Unaudited - Prepared by Management)

(Expressed in Canadian dollars)

		Deficit
Balance at September 30, 2015	\$	-
Net loss for the period		(30,603)
Balance at June 30, 2016	\$	(30,603)

		Deficit
Balance at September 30, 2016	\$	(128,606)
Net loss for the period		(79,236)
Balance at June 30, 2017	\$	(207,842)

The accompanying notes are an integral part of these carve-out financial statements

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the nine months ended June 30, 2017

Unaudited - Prepared by Management

(Expressed in Canadian dollars)

1. PLAN OF ARRANGEMENT

On May 11, 2017 and June 20, 2017, Dunedin Ventures Inc. (“DVI” or “Dunedin Ventures”) announced that its Board of Directors had approved the spin out transaction, with a date of record for the plan of arrangement (the “Arrangement”) of July 17, 2017. DVI will transfer certain mineral claims and rights to all minerals, including metalloids, but excluding diamonds, gemstones and all minerals found within kimberlitic rocks on the Kahuna property and \$1 million in cash to Solstice Gold Corp., a newly incorporated company for this transaction (“Solstice” or the Company) in return for shares, which will then be distributed to DVI shareholders by way of the Arrangement. Under the Arrangement, each DVI shareholder will receive one common share in Solstice for every three DVI shares held.

Holders of outstanding DVI options will also receive one fully vested option of the Solstice for every three options held in DVI (vested or unvested). The options will be exercisable at a valuation factor multiple above the exercise price of a DVI option immediately before the effective date. Holders of outstanding DVI warrants will also receive one fully vested warrant of Solstice for every three warrants held in DVI (vested or unvested). The warrants will be exercisable at a valuation factor multiple above the exercise price of a DVI warrant immediately before the effective date.

The implementation of the Arrangement is subject to, among other things, approval of the DVI shareholders, the court, and the TSX Venture Exchange (“Exchange”), including Exchange approval of listing of the common shares of the Company.

For the full description of the Arrangement, reference should be made to DVI Information Circular dated November 24, 2017 available on www.SEDAR.com.

2. NATURE OF OPERATIONS AND ABILITY TO CONTINUE AS A GOING CONCERN

Solstice will be pursuing opportunities related to exploration of mineral resource properties principally in Nunavut, Canada.

The continued exploration and development of the mineral properties and the recoverability of the amounts shown for mineral property interests is dependent upon the existence of economically recoverable reserves, The Company’s ability to obtain necessary financing to complete the exploration and development of the mineral properties, and upon future profitable production or alternatively upon disposal of the mineral properties on an advantageous basis. The amounts shown as mineral properties represent net acquisition and exploration costs to date and do not necessarily represent present or future values.

The carve-out financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Properties will continue operating for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. While the Company, as a result of the \$1,000,000 cash transferred as part of the transaction, will have sufficient cash to continue to finance operations for the next eighteen months, it currently has no revenue generating activities and there can be no assurance that it will be able to secure additional

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the nine months ended June 30, 2017

Unaudited – prepared by management

(Expressed in Canadian dollars)

2. NATURE OF OPERATIONS AND ABILITY TO CONTINUE AS A GOING CONCERN *(continued)*

financing in the future in order to conduct its planned work programs on the mineral properties, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due all of which raises significant doubt about its ability to continue as a going concern. The carve-out financial statements do not include adjustments to the carrying amount of assets and liabilities, reported expenses, and balance sheet classifications that would be required if the going concern assumption was no longer appropriate.

The carve-out financial statements of Dunedin Ventures Properties to be Distributed to Solstice Gold Corp. for the nine months ended June 30, 2017 (including comparatives) have been prepared by management, reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on November 24, 2017.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these carve-out financial statements.

a. Basis of Presentation

The formation of Solstice is the result of the transfer of assets between entities under common control. These financial statements have been presented using the continuity of interest basis, with financial position amounts based on the amounts recorded by Dunedin Ventures.

These carve-out financial statements have been prepared in accordance with International Financial Reporting Standards. These carve-out financial statements include all adjustments, of a normal recurring nature, considered necessary by management to fairly present the financial position, results of operations, and cash flows of the Dunedin Ventures Properties to be distributed to Solstice Gold Corp. (the "Properties"). The carve-out financial statements of the Properties reflect the historical assets, liabilities, and expenses directly attributable to the mineral properties to present the financial position, results of operations, and changes in cash flows of the Properties on a stand-alone basis.

The carve-out financial statements present the historical financial position, results of operations, and cash flows as if Solstice had been an independent operation during the periods presented. The statements of loss and deficit for the nine months ended June 30, 2017 and 2016 include direct exploration expenses of the Properties and an allocation of DVI's general and administrative expenses incurred in each of these periods.

The allocation of general and administrative expenses were calculated on the basis of the ratio of costs incurred on the Properties related to non-diamond exploration activities in the period presented as compared to the total expenditures on the Properties in this period.

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the nine months ended June 30, 2017

Unaudited – prepared by management

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

a. Basis of Presentation *(continued)*

The financial information included herein may not necessarily reflect the financial position, results of operations, and changes in cash flows of the mineral properties in the future or what they would have been had it been a separate, stand-alone entity during the periods presented.

The presentation and functional currency of the Properties is the Canadian dollar.

b. Critical Judgments and Significant Risks

The preparation of these carve-out financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the carve-out financial statements and reported amounts of expenses during the year. Actual results could differ from these estimates.

These carve-out financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the carve-out financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Critical Estimates and Judgements:

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the carve-out financial statements within the next financial year are discussed below:

Recovery of Capitalized Exploration and Evaluation Expenditure

The application of the Properties accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Properties, which may be based on assumptions about future events or circumstances.

Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the nine months ended June 30, 2017

Unaudited – prepared by management

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

b. Critical Judgments and Significant Risks *(continued)*

Title to Mineral Property Interests

Although the Management of the Properties has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Properties' title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Allocation of Costs

The allocation of general and administrative expenses were calculated on the basis of the ratio of costs incurred on the properties related to non-diamond exploration activities in the period presented as compared to the total expenditures on the properties in this period. This allocation required the use of management estimates.

Management cautions readers of these financial statements that the allocation of these expenses may not reflect the general and administrative expenses expected in future periods.

c. Financial Instruments

Financial assets and financial liabilities are recognized when the Properties become a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Financial assets and liabilities are classified into one of the following categories based on the purpose for which they were acquired:

- Financial asset or financial liability at fair value through profit or loss;
- Held-to-maturity investments;
- Loans and receivables;
- Available-for-sale financial assets; and
- Other financial liabilities

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the nine months ended June 30, 2017

Unaudited – prepared by management

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

c. Financial Instruments *(continued)*

The classification is determined at initial recognition and depends on the nature and purpose of the financial asset and liability. All transactions related to financial instruments are recorded on a trade date basis.

Accounts payable and accrued liabilities have been classified as other liabilities. Subsequent to initial recognition, other liabilities are recorded at amortized cost.

Fair Value

All financial instruments measured at fair value are categorized into one of three hierarchy levels, described below, for disclosure purposes. Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities:

Level 1 – fair values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities;

Level 2 – fair values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability; and

Level 3 – fair values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

There are Company's carrying values of cash and cash equivalents, and accounts payable and accrued liabilities approximate their fair values due to the short term to maturity of such instruments.

Effective interest method

The effective interest method calculates the amortized cost of a financial asset or a financial liability and allocates interest income or interest expense over the corresponding period. The effective interest rate is the rate that discounts estimated future cash payments or receipts over the expected life of the financial instrument or, where appropriate, to the net carrying amount of the financial asset or financial liability.

Offsetting of financial assets and liabilities

Financial assets and financial liabilities are offset and the net amount reported in the statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the nine months ended June 30, 2017

Unaudited – prepared by management

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

d. Mineral properties under exploration

Pre-exploration costs are expensed in the period in which they are incurred.

Once the legal right to explore a property has been acquired, all costs related to the acquisition, exploration and evaluation of mineral properties are capitalized by property. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

Where an option agreement has been entered into to acquire interests in mineral properties that provide for periodic payments or periodic share issuances, amounts unpaid and unissued are not recorded as liabilities since they are payable and issuable entirely at the acquirer's option. Option payments are recorded as mineral property costs when the payments are made and the share issuances are recorded as mineral property costs using the fair market value of the common shares at the date the counterparty's performance is complete or the issuance date, whichever is more determinable.

When a property has been established as commercially viable and technically feasible, related development costs are capitalized into Development Costs. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs which give rise to a future benefit.

As the Properties currently have no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

e. Impairment of non-financial assets

At each date of the carve-out statement of financial position, the carrying amounts of assets are reviewed to determine whether there is any indication that those assets maybe impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the nine months ended June 30, 2017

Unaudited – prepared by management

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

e. Impairment of non-financial assets *(continued)*

For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

f. Provisions, contingent liabilities and assets

General provisions, contingent liabilities and assets

Provisions are recognized when there is a present legal or constructive obligation that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense. All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

In those cases where the possible outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognized, unless it was assumed in the course of a business combination. In a business combination, contingent liabilities arising from present obligations are recognized in the course of the allocation of the purchase price to the assets and liabilities acquired in the business combination. They are subsequently measured at the higher amount of a comparable provision as described above and the amount initially recognized, less any amortization.

Possible inflows of economic benefits that do not yet meet the recognition criteria of an asset are considered contingent assets.

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the nine months ended June 30, 2017

Unaudited – prepared by management

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

f. Provisions, contingent liabilities and assets *(continued)*

Restoration and environmental rehabilitation provisions

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. The Company is required to record the estimated present value of future cash flows associated with site reclamation as a liability when the liability is incurred and increase the carrying value of the related assets for that amount. The obligations recognized are statutory, contractual or legal obligations. The liability is accreted over time for changes in the fair value of the liability through charges to accretion, which is included in the statement of operations.

Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the unit-of-production or the straight line method. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Costs for restoration of subsequent site damage which is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses.

There are no material restoration, rehabilitation and environmental costs to date.

g. Income taxes

When applicable, income tax expense comprises current and deferred tax. Income tax is recognized in the statement of operations except to the extent that it relates to items recognized in other comprehensive income or directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that it is not considered probable that a deferred tax asset will be recovered, no deferred tax asset is recognized.

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the nine months ended June 30, 2017

Unaudited – prepared by management

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

h. Share-based payments

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to the statement of comprehensive loss/income over the vesting period.

Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of comprehensive loss/income over the remaining vesting period.

Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in comprehensive loss/income over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of comprehensive loss/income, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

All equity-settled share-based payments are reflected in contributed surplus, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital, adjusted for any consideration paid.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the cancellation of options is immediately accounted for as an acceleration of vesting, and the amount that otherwise would have been recognized for services received over the remainder of the vesting period is recognized immediately. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the nine months ended June 30, 2017

Unaudited – prepared by management

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

- i. Application of new and revised standards

New standards, interpretations and amendments not yet effective

The following new standards, interpretations and amendments, which have not been applied in these financial statements, will or may have an effect on the Properties future financial statements:

IFRS 9 Financial Instruments

IFRS 9 reflects all phases of the financial instruments project and replaces IAS 39 Financial Instruments: Recognition and Measurement and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted. Management is currently assessing the extent of the impact of this new standard.

IFRS 16 Leases

The new standard will replace IAS 17 Leases and eliminates the classification of leases as either operating or finance leases by the lessee. The treatment of leases by the lessee will require capitalization of all leases resulting accounting treatment similar to finance leases under IAS 17 Leases. The new standard will result in an increase in lease assets and liabilities for the lessee. Under the new standard, the treatment of all lease expense is aligned in the statement of earnings with depreciation, and an interest component recognized for each lease, in line with finance lease accounting under IAS 17 Leases. IFRS 16 will be applied prospectively for annual periods beginning on January 1, 2019. Based on current operations, Management does not expect this standard to have significant financial reporting implications.

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the nine months ended June 30, 2017

Unaudited – prepared by management

(Expressed in Canadian dollars)

4. EXPLORATION AND EVALUATION ASSETS

Summary of the mineral exploration and evaluation costs for the nine months ended June 30, 2017:

	Kahuna Gold Rights (NU, Canada)
Acquisition costs:	
Opening balance, September 30, 2016	\$ 9,758
Additions during the period:	
Database	70,000
Total acquisition costs	\$ 79,758
Exploration costs:	
Opening balance, September 30, 2016	\$ 108,365
Additions during the period	
Geological consulting (note 5)	63,317
Aircraft charter	34,592
Till sample analysis	98,574
Exploration support (note 5)	36,492
Total exploration costs	341,340
Balance, June 30, 2017	\$ 421,098

Summary of the mineral exploration and evaluation costs for the year ended September 30, 2016:

	Kahuna Gold Rights (NU, Canada)
Acquisition costs:	
Opening balance, September 30, 2015	\$ -
Additions during the year:	
Staking costs	9,758
Total acquisition costs	\$ 9,758
Exploration costs:	
Opening balance, September 30, 2015	\$ -
Additions during the year	
Geological consulting (note 5)	17,561
Aircraft charter	9,969
Assays	30,273
Exploration support (note 5)	50,562
Total exploration costs	108,365
Balance, September 30, 2016	\$ 118,123

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the nine months ended June 30, 2017

Unaudited – prepared by management

(Expressed in Canadian dollars)

4. EXPLORATION AND EVALUATION ASSETS *(continued)*

a. Gold Rights on Kahuna Property

On November 4, 2014, DVI signed an option agreement to acquire a 100% interest in the Kahuna Diamond project located in Nunavut, Canada. On April 30, 2017, DVI entered into a Letter of Agreement (“LOA”) where it accelerated its Kahuna option agreement.

The Option Agreement contained a Royalty Agreement clause which stated the following; In accordance with the terms of the Royalty Agreement, the Property is currently subject to two separate two percent (2%) gross overriding royalties on diamonds (each, a “GOR” and together, the “GORs”), and two separate two percent (2%) net smelter return royalties (each, an “NSR” and together, the “NSRs”) on all other minerals derived from the Property. Pursuant to the Royalty Agreement, one percent (1%) of each GOR may be purchased by either of the parties for \$2 million, and one percent (1%) of each NSR may be purchased by either of the parties for \$2 million.

As described below in Note 12, Solstice is responsible for its share of NSRs and GORs related to the properties being transferred.

5. RELATED PARTY TRANSACTIONS

Amounts paid and accrued to key management personnel, officers and companies controlled by directors and officers, and a company having a director and an officer in common:

	Nine months ended June 30, 2017	Nine months Ended June 30, 2016
Stock based compensation	\$ 13,617	\$ -
Capitalized to exploration and evaluation assets	\$ 11,874	\$ 26,985
Management fees	\$ 10,841	\$ 7,569
Consulting fees	\$ -	\$ 3,528
Travel, promotion and shareholder information	\$ 1,164	\$ -
Property investigation	\$ 589	\$ -

As at June 30, 2017 \$Nil (September 30, 2016 – \$Nil) was payable to these parties without terms of interest or repayment.

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the nine months ended June 30, 2017

Unaudited – prepared by management

(Expressed in Canadian dollars)

6. INCOME TAXES

Income taxes has been calculated as if the Properties to be distributed were a separate legal entity and had filed separate tax returns for the periods presented.

Upon completion of the Arrangement, the assets of the Properties are expected to have an accounting basis equal to the tax basis. Accordingly, there are no future income tax assets or liabilities to be recognized.

7. CONTRIBUTED BY DUNNEDIN VENTURES INC.

Funding of the Properties provided by Dunedin Ventures Inc. is reflected as Contributed by Dunedin Ventures Inc. as follows:

September 30, 2015	\$	-
Contributions		235,429
September 30, 2016	\$	235,429
Contributions		385,216
June 30, 2017	\$	620,645

8. RESERVES

Stock based payments were allocated based on the allocation percentage of exploration costs to the Kahuna gold rights to be distributed.

9. FINANCIAL INSTRUMENTS

The Properties examine the various financial instrument risks to which it is exposed and assesses any impact and likelihood of those risks. The Properties' risk exposures and their corresponding impact on the Properties' financial instruments are summarized below.

Liquidity risk is the risk that the Properties cannot meet a demand for cash or fund its obligations as they come due. Given that the Properties are in the exploration stage and thus generate no cash inflows from operations, liquidity is managed by obtaining financing from external sources. To present, the Properties has been successful in obtaining all of the funds necessary to meet their commitments and continue their exploration programs from advances received.

10. CAPITAL DISCLOSURES

The Properties objective, when managing capital, is to ensure sufficient resources are available to meet day to day operating and exploration requirements and to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Properties have no debt and is not subject to externally imposed capital requirements. There were no changes in the Properties approach to capital management during the period. The Properties have relied upon the management of DVI to manage its capital.

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the nine months ended June 30, 2017

Unaudited – prepared by management

(Expressed in Canadian dollars)

11. SEGMENTED INFORMATION

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. All of the Properties operations are within the mineral exploration sector in Canada.

12. SUBSEQUENT EVENTS

Letter Agreement between Dunedin Ventures Inc. and Solstice Gold Corp.

Subsequent to period end, DVI and Solstice entered into the Kahuna Property Land Transfer and Rights Agreement (the “Agreement”) which sets out the terms to which DVI will transfer mineral claims located in Nunavut to Solstice.

Upon execution of the Agreement, DVI transferred to Solstice:

- a) 100% title and rights to the Transferred Claims (specifically identified in the Agreement);
- b) A 50% undivided interest in and to certain Border Claims (specifically identified in the Agreement); and
- c) Ownership of all technical, economic, geological, and other information and data concerning the transferred claims, and the portion of each of the Border Claims over which Solstice has Primary Development Rights (as defined in the Agreement).

In each case, the Agreement is free and clear of any and all mortgages, charges, pledges, liens, licences, privileges, security interests, royalties, encumbrances, claims or rights or interest attaching to or affecting property, whether recorded or unrecorded, and whether arising by agreement, statute or otherwise under applicable laws (each an “Encumbrance”), apart from the gross overriding royalties (GORs) and the net smelter return royalties (NSRs).

In consideration for the Transferred Claims, Solstice will issue approximately (103,256,767/3) 34,418,922 common shares to DVI.

Upon execution of the Agreement, DVI granted to Solstice Primary Development Rights (“PDR”) in respect of the Transferred Claims and Secondary Development Rights (“SDR”) in respect of the Remaining Claims (other than Transferred or Border Claims) and Solstice grants PDR’s in respect of the Remaining Claims and SDR’s in respect of the Transferred Claims. Border claims are also split into PDR & SDR depending on geographic location.

Dunedin Ventures Properties to be Distributed to Solstice Gold Corp.

Notes to the Carve-out Financial Statements

For the nine months ended June 30, 2017

Unaudited – prepared by management

(Expressed in Canadian dollars)

12. SUBSEQUENT EVENTS *(continued)*

Letter Agreement between Dunedin Ventures Inc. and Solstice Gold Corp. *(continued)*

PDR means the rights of the holder of a mineral claim or other mining right, to amongst other things, conduct exploration, development, and mining on such mineral claims. SDR means having the right to access the mineral claims for the purpose of inspecting the mineral claims and existing work being undertaken on the claims (related only to the SDR's mineral entitlement) and to propose work to the PDR holder, which work may proceed only with the consent of the PDR holder. SDR's terminate on a claim or claims when a PDR holder commences a feasibility study, completes a feasibility study or commences commercial production on the claim or claims.

In all cases of the Agreement, mining rights of DVI shall be limited to diamonds, gemstones and all minerals found within kimberlitic rocks and mining rights of Solstice shall be limited to all other minerals. Mineral claims & rights under the Agreement may be transferred to third parties provided they are bound by the Agreement.

SCHEDULE “L”

INFORMATION CONCERNING DUNNEDIN VENTURES INC.

The following information is provided by Dunnedin and is reflective of the current business, financial and share capital position of Dunnedin and includes certain information reflecting the status of Dunnedin following the completion of the Arrangement. The following information should be read in conjunction with the disclosure provided in the management information circular to which this schedule is attached (the “Circular”). Unless otherwise indicated, all currency amounts are stated in Canadian dollars.

SUMMARY DESCRIPTION OF BUSINESS

Dunnedin is a mineral exploration and development company with projects in Northern Canada. Dunnedin’s primary asset is the Kahuna Property, where it is completing final steps to earn a 100-per-cent interest. Kahuna is an advanced-stage high-grade diamond project located near Rankin Inlet, Nunavut. Dunnedin is now recovering diamonds and indicator minerals from a series of kimberlite and till samples collected from two seasons of fieldwork. An inferred resource released by Dunnedin showed over four million carats of macrodiamonds (over 0.85 millimetre) at a grade of 1.01 carats per tonne had been defined along the partial strike length of the Kahuna and Notch kimberlite dikes through shallow drilling, and remains open to extension.

The Kahuna Property is located adjacent to the development-stage Meliadine gold project of Agnico Eagle Mines Ltd. and has generated gold results in tills, bedrock and drill core across a wide area. For additional information on the Kahuna Property, see “Schedule “M” – Information Concerning Solstice Gold Corp. – Kahuna Property, Nunavut”.

Dunnedin’s activities consist of the exploration and development of diamond, precious and base metal projects throughout the Americas.

After completion of the Arrangement, Dunnedin will own the Diamond Project and SGC will own the Gold Project. The Kahuna Property is comprised of the Diamond Project and Gold Project.

RECENT DEVELOPMENTS

None, other than the Arrangement.

BUSINESS OBJECTIVES

Dunnedin will continue to develop the Diamond Project in Nunavut and will be completing further exploration and development work during the 2018 fiscal year.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in the Circular from documents filed with the various securities commissions or similar regulatory authorities in British Columbia and Alberta. Copies of the documents incorporated herein by reference may be obtained on request without charge from Dunnedin at Suite 1020, 800 West Pender Street, Vancouver, British Columbia V6C2V6 (telephone: 604-681-0084), and are also available electronically under Dunnedin’s profile on SEDAR at www.sedar.com. Dunnedin’s filings through SEDAR are not incorporated by reference in the Circular, except as specifically set out herein.

The following documents filed by Dunnedin with the securities commission or similar authorities in British Columbia and Alberta are specifically incorporated by reference in, and form an integral part of, the Circular:

- (a) Dunnedin’s management’s discussion and analysis of financial condition and results of operations for the year ended September 30, 2016;
- (b) Dunnedin’s unaudited condensed interim consolidated financial statements as at and for the nine month period ended June 30, 2017, together with the notes thereto;

- (c) Dunnedin’s management’s discussion and analysis of financial condition and results of operations for the nine month period ended June 30, 2017; and
- (d) Dunnedin’s material change report dated July 20, 2017.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of the Circular to the extent that statement contained in the Circular or in any subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or superseded such statement. Any statement so modified or superseded shall not constitute a part of the Circular, except as so modified or superseded. The modifying or superseding statement need not state that it has been modified or superseded a prior statement or include any other information set forth in the document that is modifies or supersedes. Making such a modifying or superseding statement shall not be deemed to be an admission or any purposes that the modified or superseded statement, when made, constituted a misrepresentation, untrue statement or a material fact, nor an omission to state a material fact that is required to be stated or necessary to make a statement no misleading in light of the circumstances in which it is made.

AUTHORIZED AND ISSUED SHARE CAPITAL

See “Voting Shares and Principal Holders Thereof” in the attached Circular.

DUNNEDIN SELECTED CONSOLIDATED FINANCIAL INFORMATION

The following table sets out selected consolidated financial information for the periods indicated and should be considered in conjunction with the more complete information contained in the consolidated financial statements of Dunnedin for the years ended September 30, 2016 and 2015, and for the nine month period ended June 30, 2017 incorporated by reference in the Circular and filed on SEDAR at www.sedar.com. All currency amounts are stated in Canadian dollars and the financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”).

	Year Ended September 30, 2016	Nine Months Ended June 30, 2017
Loss	\$1,357,962	\$798,467
Comprehensive loss	\$1,331,857	\$808,347
Basic and diluted loss per share	\$0.03	\$0.011
Total assets	\$3,011,209	\$5,420,207
Exploration and evaluation costs	\$1,947,679	\$4,777,277

DUNNEDIN SELECTED PRO FORMA FINANCIAL INFORMATION

The following table sets out selected *pro forma* financial information in respect of SGC as at June 30, 2017, as if the Arrangement had been completed as of June 30, 2017 and should be considered in conjunction with the more complete information contained in the *pro forma* balance sheet of SGC appended as Schedule “J” to the Circular. All currency amounts are stated in Canadian dollars.

Unaudited prepared by management	Period Ended June 30, 2017
Current assets	\$nil
Mineral property interests	\$421,098
Total assets	\$421,098
Total liabilities	\$8,295
Shareholders’ equity	\$412,803

CONSOLIDATED CAPITALIZATION

Other than described below under “Prior Sales”, there have not been any material changes in the share and loan capital of Dunnedin since the date of Dunnedin’s most recently filed June 30, 2017 financial statements. There will be no changes to Dunnedin’s share and loan capital as a result of the Arrangement. For details of the share and loan capital of Dunnedin upon completion of the Arrangement, please refer to the *pro forma* financial statements of Dunnedin appended at Schedule “J” to the Circular.

PRIOR SALES

Common Shares

The following table summarizes details of the Common Shares issued by Dunnedin during the 12 month period prior to the date of the Circular.

Month of Issuance	Security	Price per Security (\$)	Number of Securities
November, 2016	Common Shares	\$0.10	489,231
December, 2016	Common Shares	\$0.10	5,852,076
December, 2016	Common Shares	\$0.195	2,200,000
December, 2016	Common Shares	\$0.22	1,750,000
February, 2017	Common Shares	\$0.15	400,000
March, 2017	Common Shares	\$0.11	100,000
March, 2017	Common Shares	\$0.15	25,000
May, 2017	Common Shares	\$0.28	4,400,000
June, 2017	Common Shares	\$0.15	310,000
July, 2017	Common Shares	\$0.15	3,445,000
July, 2017	Common Shares	\$0.25	16,589,000
July, 2017	Common Shares	\$0.32	1,325,000
			36,885,307

Convertible Securities

The following table summarizes details of the stock options issued by Dunnedin during the 12 month period prior to the date of the Circular.

Month of Issuance	Security	Price per Security (\$)	Number of Securities
October 2016	Options	\$0.19	150,000
December 2016	Options	\$0.195	150,000
January 2017	Options	\$0.21	1,260,000
			1,560,000

TRADING PRICE AND VOLUME

The Common Shares are listed and posted for trading on the Exchange under the symbol “DVI”. The following table sets forth information relating to the trading of the Common Shares on the Exchange for the months indicated.

Month	High (\$)	Low (\$)	Volume
October 2016	0.23	0.21	141,280
November 2016	0.25	0.24	47,091
December 2016	0.21	0.20	106,335
January 2017	0.23	0.21	114,062
February 2017	0.35	0.32	216,042
March 2017	0.38	0.35	99,113
April 2017	0.33	0.32	46,263
May 2017	0.29	0.27	131,918

Month	High (\$)	Low (\$)	Volume
June 2017	0.28	0.27	79,573
July 2017	0.26	0.24	144,870
August 2017	0.24	0.23	49,823
September 2017	0.20	0.20	30,965
October 2017	0.20	0.16	653,385
November 2017 ⁽¹⁾	0.19	0.135	1,545,527

Note:

(1) From November 1 to 23, 2017.

At the close of business on November 23, 2017, the price of the Common Shares as quoted by the Exchange was \$0.185.

EXECUTIVE COMPENSATION

See “Statement of Executive Compensation” in the Circular.

INTEREST OF EXPERTS

BDO Canada LLP, Chartered Professional Accountants, is the auditor of Dunnedin and is independent of Dunnedin within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

RWE Growth Partners Inc. provided valuation advice to Dunnedin.

Andrea Diakow, P. Geo. prepared the Kahuna Report (as defined in Schedule “M”). As of the date of the Circular, Ms. Diakow does not own any of the issued and outstanding Common Shares.

SCHEDULE “M”

INFORMATION CONCERNING SOLSTICE GOLD CORP.

The following information is provided by SGC, is presented on a post-Arrangement basis and is reflective of the proposed business, financial and share capital position of SGC. Unless otherwise indicated, all currency amounts are stated in Canadian dollars. The following information should be read together with the unaudited Pro Forma Financial Statements, appended hereto as Schedule “J”, and the audited carve-out consolidated financial statements and unaudited carve-out consolidated financial statements (the “**Carve-Out Financial Statements**”) of the business of SGC (the “**SGC Business**”) appended hereto as Schedules “I” and “K”.

NAME AND INCORPORATION

SGC (formerly Dunnedin Gold Inc.) was incorporated under the BCBCA on June 8, 2017 for the purposes of the Arrangement. SGC is currently a private company and is a wholly-owned subsidiary of Dunnedin. No material amendments have been made to SGC’s articles or other constating documents since its incorporation.

SGC’s head and principal business address are all located at Suite 1020, 800 West Pender Street, Vancouver, British Columbia V6C 2V6. SGC’s registered office address is located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia V6C 3E8.

SGC changed its name from Dunnedin Gold Inc. to Solstice Gold Corp. on September 18, 2017.

GENERAL DESCRIPTION OF THE BUSINESS

After completion of the Arrangement, SGC will own the Gold Project. SGC intends to operate as a gold mineral exploration and development company and will continue to advance its Gold Project and seek other mining assets. See “Kahuna Property, Nunavut - Exploration” below for information on SGC’s proposed exploration program on the Gold Project.

INTERCORPORATE RELATIONSHIPS

SGC currently has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS – THREE YEAR HISTORY

SGC was incorporated on June 8, 2017 and has had no business operations to date.

SIGNIFICANT ACQUISITIONS AND DISPOSITIONS

SGC has not completed a financial year. The future operating results and financial position of SGC cannot be predicted.

TRENDS

Management is not aware of any trend, commitment, event or uncertainty that is both presently known to management and reasonably expected to have a material effect on SGC’s business, financial condition or results of operations as at the date of the Circular, except as otherwise disclosed herein or except in the ordinary course of business.

KAHUNA PROPERTY, NUNAVUT

SGC’s only material property will be the Gold Project located on the Kahuna Property for which disclosure is provided below.

The following disclosure regarding the Kahuna Property is derived from the National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“**NI 43-101**”) compliant technical report dated September 30, 2017, prepared by Andrea Diakow, P. Geo. titled “NI 43-101 Technical Report on the Kahuna Gold Property, Rankin Inlet Area, Nunavut, Canada” with an effective date of June 15, 2017. (the “**Kahuna Report**”). The Kahuna Report is available under Dunnedin’s profile on SEDAR www.sedar.com.

Andrea Diakow, P. Geo., author of the Kahuna Report, is a qualified persons for the purposes of NI 43-101, and has reviewed and approved the scientific and technical information contained herein related to the Kahuna Property.

Project Description and Location

The Project Area is in the Northern Canadian Territory of Nunavut, nestled between the settlements of Rankin Inlet and Chesterfield Inlet along the western rim of Hudson Bay (Figure 1).

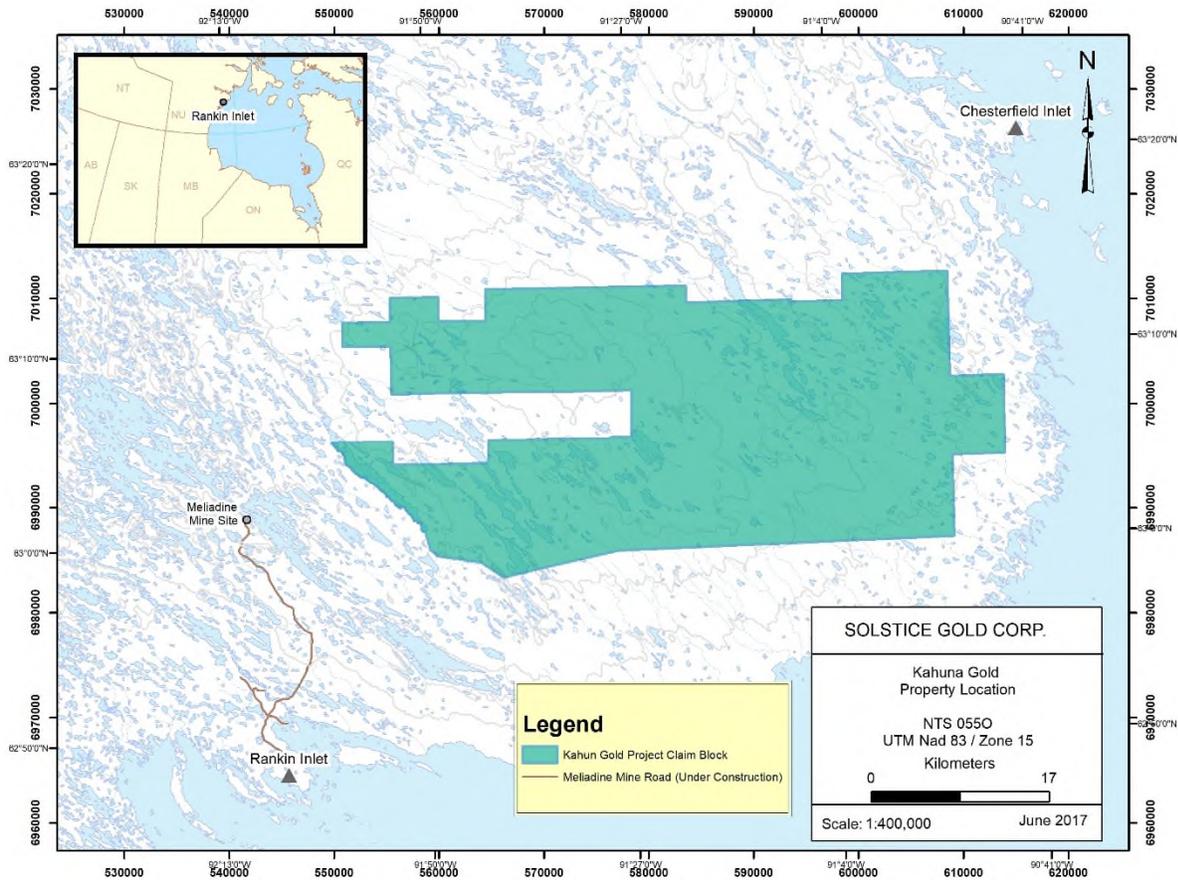


Figure 1: Solstice Gold Corp. Kahuna Gold Project Location Map

The total land package consists of 145 contiguous claims spanning an area of 166,564.1 hectares, 109 of which are active and 36 of which have been recently staked but have not yet been issued (Table 1, Figure 2). Title ownership of these claims are currently divided between Dunnedin, Sorin Posescu and Gary Thompson.

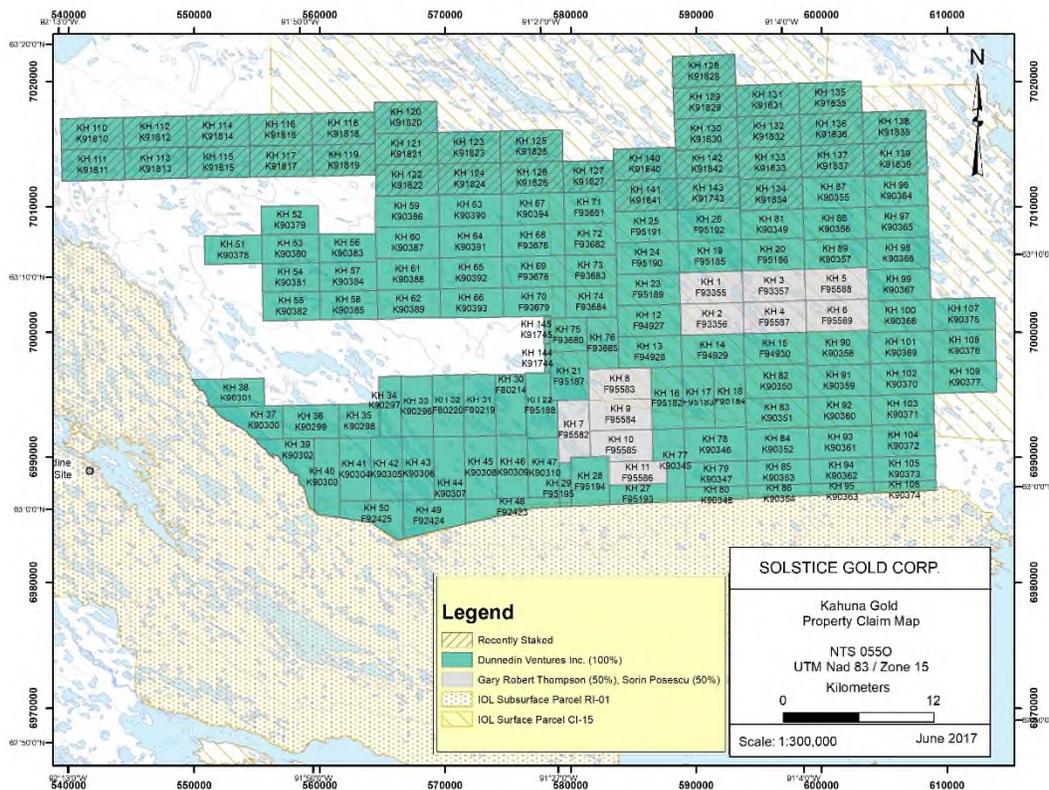


Figure 2: Kahuna Property Mineral Titles Claim Map

The Mineral Claims that constitute Dunedin’s current land holdings began as eleven claims (KH1 to KH 11) that were staked in 2014 by Sorin Posescu (50%) and current Thompson (50%). This original Option Agreement (Closing Date of November 14, 2014) gave Dunedin (the Optionee) the granting option to obtain 100% interest in the Kahuna Claims from Posescu and Thompson (the Optionors) under the following conditions:

- Paying an aggregate of \$700,000 to the Optionors in the form of \$50,000 upon signing of the agreement, \$50,000 on the closing date, \$100,000 on or before the first anniversary of the Closing Date, \$150,000 on or before the second anniversary of the Closing Date, \$150,000 on or before the third anniversary of the Closing Date and \$200,000 on or before the fourth anniversary of the Closing Date.
- Issuing the Optionors, in the aggregate, 11,000,000 fully paid and non-assessable common shares in the form of 2,200,000 Considerate shares on the Closing Date (1,100,000 each to Posescu and Thompson), 2,200,000 Considerate shares on or before the First Anniversary Date (1,100,000 each to Posescu and Thompson), 2,200,000 Considerate shares on or before the Second Anniversary Date (1,100,000 each to Posescu and Thompson), 2,200,000 Considerate shares on or before the Third Anniversary Date (1,100,000 each to Posescu and Thompson) and 2,200,000 Considerate shares on or before the Fourth Anniversary Date (1,100,000 each to Posescu and Thompson)
- Incurring expenditures in the combined amount of \$5,000,000 within the period beginning with the closing date and ending on the fourth anniversary of the Closing Date. \$400,000 of these expenditures are to be spent during the First Anniversary Year of the Closing date and \$1,000,000 minimums with each subsequent year.
- Concurrently with the exercise of the Option the Optionors shall each retain a 2% gross overriding royalty (GOR) on diamonds and a 2% Net Smelter Returns Royalty (NSR) on all other Minerals. The Optionee shall be entitled at any time prior to Commercial Production to purchase up to one half of the NSR from each royalty holder for \$2,000,000 for each one percent of the NSR. This GOR is applicable to all claims located within a 35km distance from the original option agreement dated November 14, 2014. (Figure 3)

As the Optionee under this agreement, Dunnedin has full right, power and authority to do everything necessary or desirable to determine the manner of exploration and development on the Property including accessing the Property, the hiring of employees and contractors, the removal of material for sampling and testing and necessary maintenance of land and mineral claim agreements.

Mineral Claim Staking that followed this initial Option Agreement included acquiring claims KH12 to KH29 in March 2015, claims KH30 to KH50 in August 2016 and KH51 to KH109 in December 2016. Dunnedin staked the claims in August and December 2016 were to cover the gold potential on the Kahuna Project. All mineral claims are currently under good standing pending the approval of Assessment Work reports that have been submitted to the Nunavut Mineral Recording Office.

On April 30, 2017 Dunnedin signed a letter agreement with Posescu and Thompson accelerating Dunnedin's acquisition of the Kahuna Project to receive an undivided 100% interest in the Property, subject to the completion of a spin out of the gold assets/rights under certain terms to SGC. The details of this agreement include paying the Optionors the remaining share and cash requirements of the underlying agreement in the form of:

- \$350,000 (paid).
- 4,400,000 common shares (issued).

The underlying NSR from the original agreement remains unchanged.

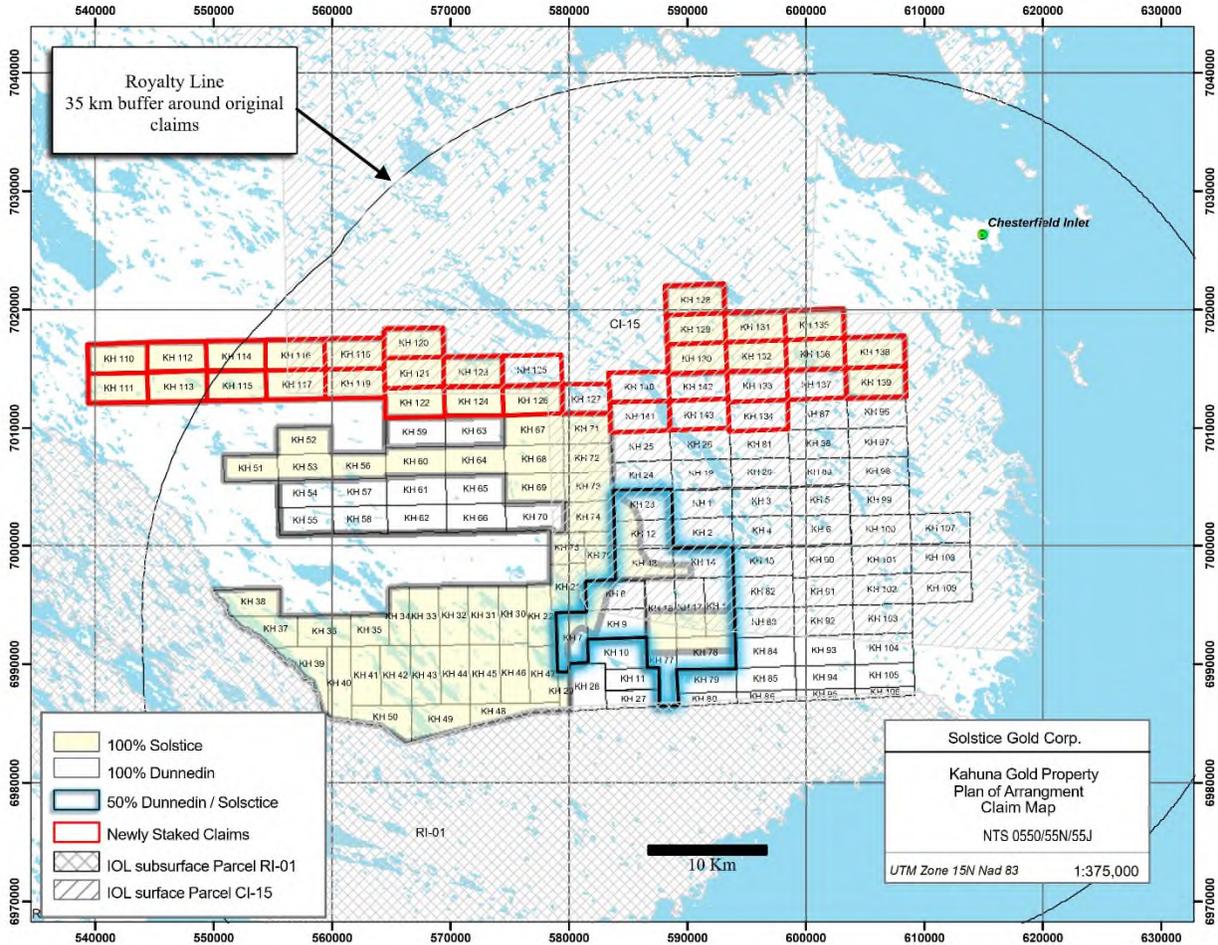
As shown in Figure 2, a large portion of the northeastern claims overlap with Inuit Owned Land (IOL) Surface Parcel CI-15. Dunnedin currently holds a Class 1 Land Use License from the Kivalliq Inuit Association (KVL115B02) and a Class A Land Use Permit with AANDC (N2015C0019) for mineral exploration programs.

The spin out of the gold assets/rights into SGC will be subject to a Plan of Arrangement with Dunnedin. This agreement is currently being drafted with the proposed division of mineral claims shown in Table 2 and Figure 3. An internal company memo regarding the Arrangement and the proposed terms is stated as follows:

- Both companies will have 100% claims title ownership and primary exploration and development rights for their designated claims. Ownership title will require each company to keep their claims in good standing and to inform the other party when they potentially wish to drop claims, allowing each other the first right of refusal.
- The primary rights holder of a mining claim to, has the rights to conduct exploration, development, and mining on such mining claim, and shall include the right and authority to conduct mineral exploration work, development and mining on the mining claim in respect of the holder's mineral entitlement, and remove materials from the mining claim; develop infrastructure on the mining claim; execute all documents, deeds and instruments, and take all such actions, as may be necessary to maintain good and valid title to the mining claim; and surrender any mining claim comprising the Property
- Each company will have secondary rights of the claims owned by the other company or portions of certain claims, that being metallic mineralization rights for SGC and non-metallic mineralization to Dunnedin (does not include aggregate rights).
- SGC will be able to operate under these licenses and permits currently in place of the Kahuna Property until such time that SGC is able to obtain its own permits.
- The secondary rights holder shall have the right to use and, where required by the secondary rights holder, to construct, maintain, and upgrade terrestrial transportation infrastructure for the purpose of the secondary holder accessing and/or developing infrastructure on a mining claim over which the secondary rights holder holds primary development rights, provided that such access is on terms and conditions reasonably required by the primary development rights holder to comply with safety, regulatory, environmental and operational requirements, and that such access does not materially interfere with the primary rights holder's operations.
- The secondary rights holder shall have the right to propose mineral exploration work and development on the mining claim to the primary rights holder of such claim, and conduct such work with the prior consent of the primary rights holder, consent may be refused at the sole discretion of the primary rights holder
- The primary rights holder may terminate the secondary holder's rights to its mineral entitlement and the secondary holders secondary development rights in respect of one or more mining claims by delivering

notice to the secondary holder that it is undertaking a NI 43-101 compliant feasibility study regarding mineral reserves on the mining claim, however any transportation access rights would remain in effect.

- Neither party is entitled to conduct a NI 43-101 compliant feasibility study or pre-feasibility study on the portion of that mining claim where that party is the secondary rights holder, except with the prior consent of the primary rights holder.



The Project area has a subarctic climate and is above the treeline with temperatures staying below freezing from late September to early June. The coldest months are December through March with average temperatures between -26°C or -31°C. The warmest months are July and August with average temperatures up to 9°C. The driest month is February with an average of 6mm of precipitation while the wettest month is August which can reach up to 43 mm of precipitation. Daylight hours vary greatly with 4 hours, 48 min of daylight on December 21st and 20 hours, 12 minutes daylight on June 21st. Windspeeds in the Rankin area are fairly high ranging from daily averages of 25 to 60 kilometres per hour throughout the year (weather.gc.ca).

The physiography of the Rankin area is one of low topographical relief (sea level to 300 metres above sea level) with occasional less recessive ridges and hills (Figure 4). Changes in the relief are largely caused by extensive glacial deposits including moraines, drumlins and glacial wash several tens of kilometres long and 50 to 100 metres in height. During the winter months, the terrain is a land of frozen snow and ice. Once the land has thawed in the summer months, the terrain is a huge expanse of exposed and moss-covered bedrock, glacial fluvial deposits and endless shallow lakes, swamps, rivers and streams, making cross land navigation at times very difficult.



Figure 4: Pictures showing the Physiography of the Kahuna Project Area

History

The settlement of Rankin Inlet is unique in that while most of the other communities in Nunavut were built for historical or cultural reasons, Rankin was a result of the discovery of the North Rankin Nickel Mine (NRNM). Historically one of Canada's highest grade nickel mines the NRNM was in production from 1957 to 1962 (ReSEDA Atlas, 2016). Ongoing prospecting in Rankin Inlet and outlying areas eventually lead to the discovery of gold at Tonic Lake in 1972, located approximately 12 kilometres south of the Kahuna property claim boundary. Figure 5 depicts the locations of the Meliadine Deposits as well as some of the land packages held at the time relative to Kahuna's current Property Boundary. This discovery and the subsequent exploration by Comaplex Minerals Corp., Rio Algom Inc, Cumberland Resources and WMC International Limited, along this southeast-northwest trend of mineralization eventually led the discovery of the future Meliadine Mine. Currently owned and operated by Agnico Eagle and in Mine Production stage, the Meliadine gold project has 3.4 million ounces of gold in proven and probable reserves (www.agnicoeagle.com).

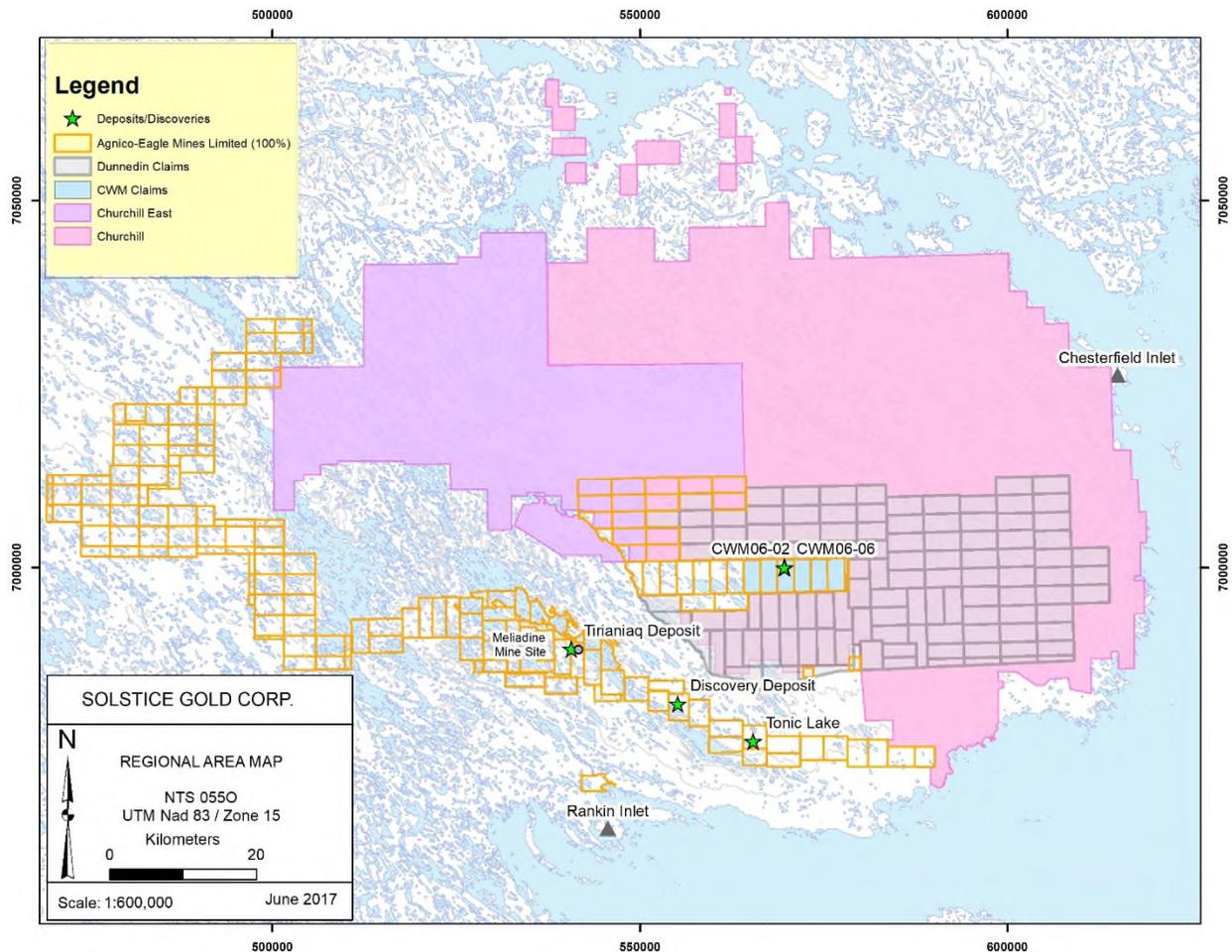


Figure 5: Regional Area Map Showing Current and Historical (now cancelled) Mining Claims

Proximal to the Kahuna Property area are the historical CWM claims (Figure 6). These claims are currently held by Agnico Eagle and would have been acquired as part of their regional land package. The details from the historical exploration on these claims is from Barham, B, 2007. The CMW claims have been prospected since 1990. Focused interest on the area began in 1998 when CWM claims 1-12 were staked as part of the Meliadine West Joint Venture Property between Cumberland Resources and WMC. From 1998 to 2006 prospecting, till sampling and airborne geophysical surveys were conducted that identified several gold targets. In 2003, Comaplex completed a transaction with WMC that resulted in Comaplex obtaining a 78% interest in the Meliadine West Gold Project. In 2006, Comaplex designed a program to drill test the best of the gold occurrences along the CWM claims (Barham, 2007). In total 13 diamond drill holes were completed and 88 rock samples were collected. The best results were from the Aqpiq occurrence on claim CWM 9 from DDH CWM06-02 returning 9.6 gram per ton gold over 3.2 metres and DDH CWM06-06 returning 8.6 gram per ton gold over 3.2 metres. Historically, Comaplex has collected twenty-eight rock samples from the CWM claims that have assayed greater than ten grams per ton gold. The total historical expenditures reported for these claims from 1999 to 2006 was \$998,640 with at least \$600,000 dedicated to gold exploration.

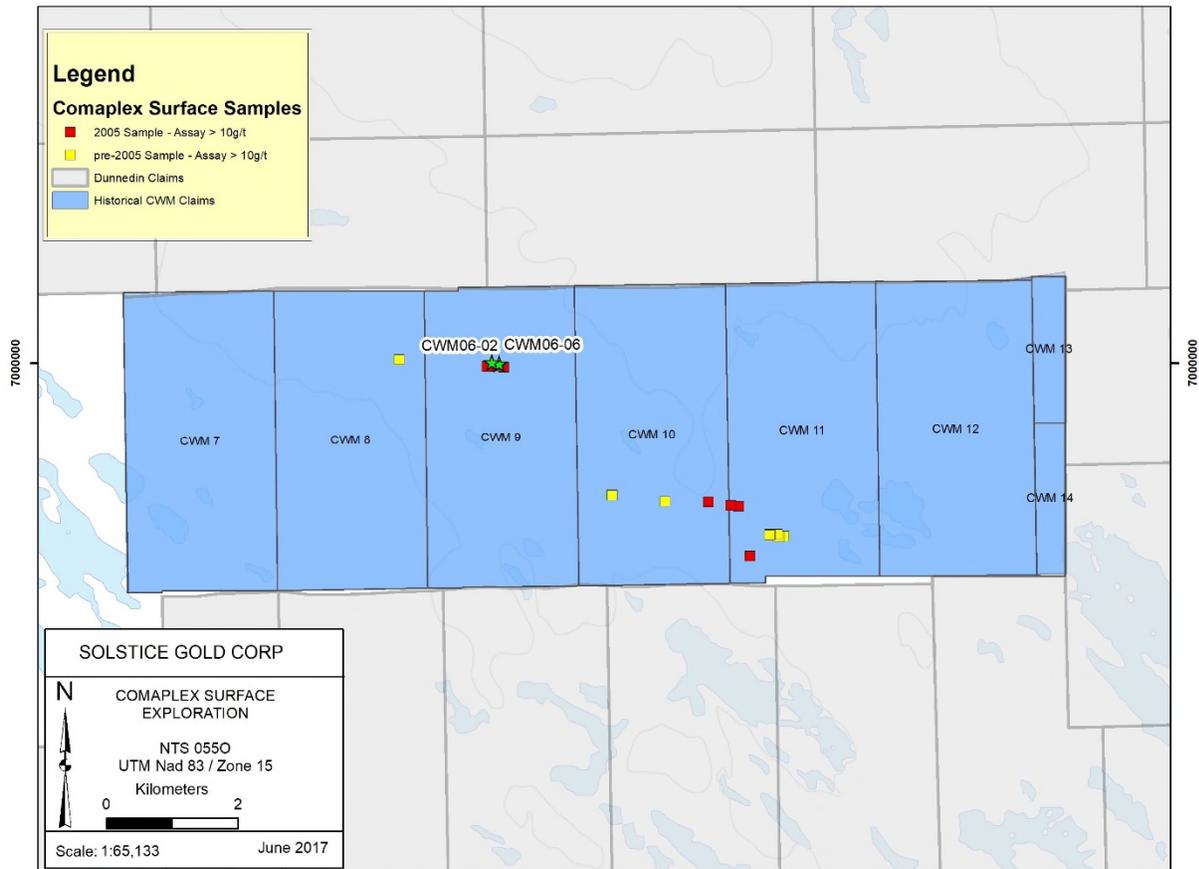


Figure 6: Surface sampling and drilling by Comaplex on the CWM Claims

The former Churchill Diamond Project represented over 7 million acres of claims that, at roughly 20 times the size, enclosed and stretched to the East, West and North of the current Kahuna Property area (Figure 5). At the beginning of 2001, the property ownership included Shear Mineral Ltd, Stornoway Diamond Corporation and BHP Billiton with divided rights to the diamond interests, and Hunter Exploration Group with 100% ownership over the gold and precious metal rights. In 2007, Shear and Stornoway acquired BHP's diamond rights to the Churchill Diamond Project resulting in a 50:50 ownership. From 2001 to 2010, extensive Diamond exploration was conducted in the form of multiple generations of airborne and ground geophysics, over 10,000 till samples, surface rock sampling, prospecting, and over 200 drill holes. In 2008, most of the Claims forming the block known as Churchill East were cancelled. Several smaller packages were dropped between 2008 and 2016 but the majority of the remaining claims were cancelled either in 2012 or 2014.

In 2004, Apex Geosciences Ltd. was contracted by Shear Mineral and Hunter Exploration group to provide a technical evaluation and report of the Gold Potential on the Churchill Property. In 2004, several drill holes were sampled or resampled for gold analysis resulting in 23 samples from five drill holes, three of which are located within the present day Property claim boundary (see Figure 10 below for collars located on Kahuna Property). Of the samples collected, four assayed greater than 150 parts per billion gold including 3 samples greater than 500 parts per billion gold and two samples greater than 2000 parts per billion gold. From the 2000 till samples collected in 2002 and 2003, 945 were analysed for gold and multi-element geochemistry with approximately 300 samples located within the current Dunnedin Claim Boundary (Figure 7).

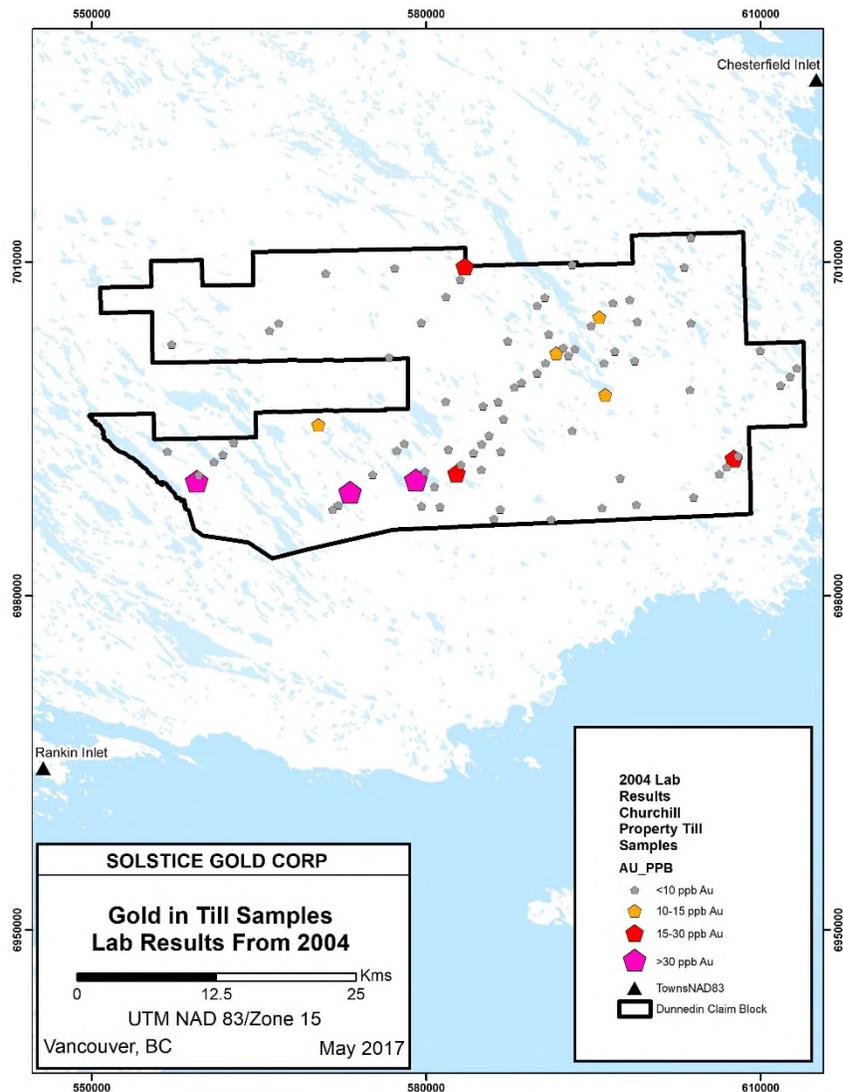


Figure 7: Gold in Till Samples, Lab Results from 2004

The 2004 report also indicated just under 5000 till samples were collected in 2004 covering much of the Churchill and Churchill East claim blocks, and that 1155 of these samples were to be analyzed for gold and multi-element geochemistry. Dunnedin has only been able to acquire geochemical results for 338 of these samples (Figure 8). Samples assaying > 25 ppb are in the 80th percentile of the data and are considered anomalous. Till samples were processed for indicator mineral recovery and subsequently processed for gold analysis. Maynes et al (2005) describes the processing method as follows:

“Till samples collected by APEX and/or the Churchill Joint Venture, once analyzed for diamond indicator minerals, are analyzed for gold using a 30 gram fire-assay for gold and a 0.5 gram ICP analysis for multi-element (30 element) geochemistry. More specifically, the fine (>0.25mm) fraction is dried, pulverized and analyzed. The mortar method and the ring and puck method were both used randomly for pulverizing the fine fraction of the till samples to ensure quality control such that one method did not preferentially yield significantly higher or lower gold results over the other. Mr. D. Besserer frequently visited the SRC.”

It is noted by the author that the fine fraction is most likely < 0.25mm and not > 0.25mm as noted above. Maynes et al (2005) report that the < 0.25mm and > 1mm fractions created from wet sieving are stored prior to processing for diamond indicator minerals.

It is unknown if remaining samples ultimately analysed for gold. Thousands of surface rock samples have been taken in the Rankin Inlet area since the 1970s with approximately 230 having been collected proximal to the Kahuna Property boundary with over half of these from the CWM claims (Figure 9). In total, 97 mineralized historical rock and grab samples returning between 0.05 to 2.52 grams per ton gold are located on the Kahuna Property.

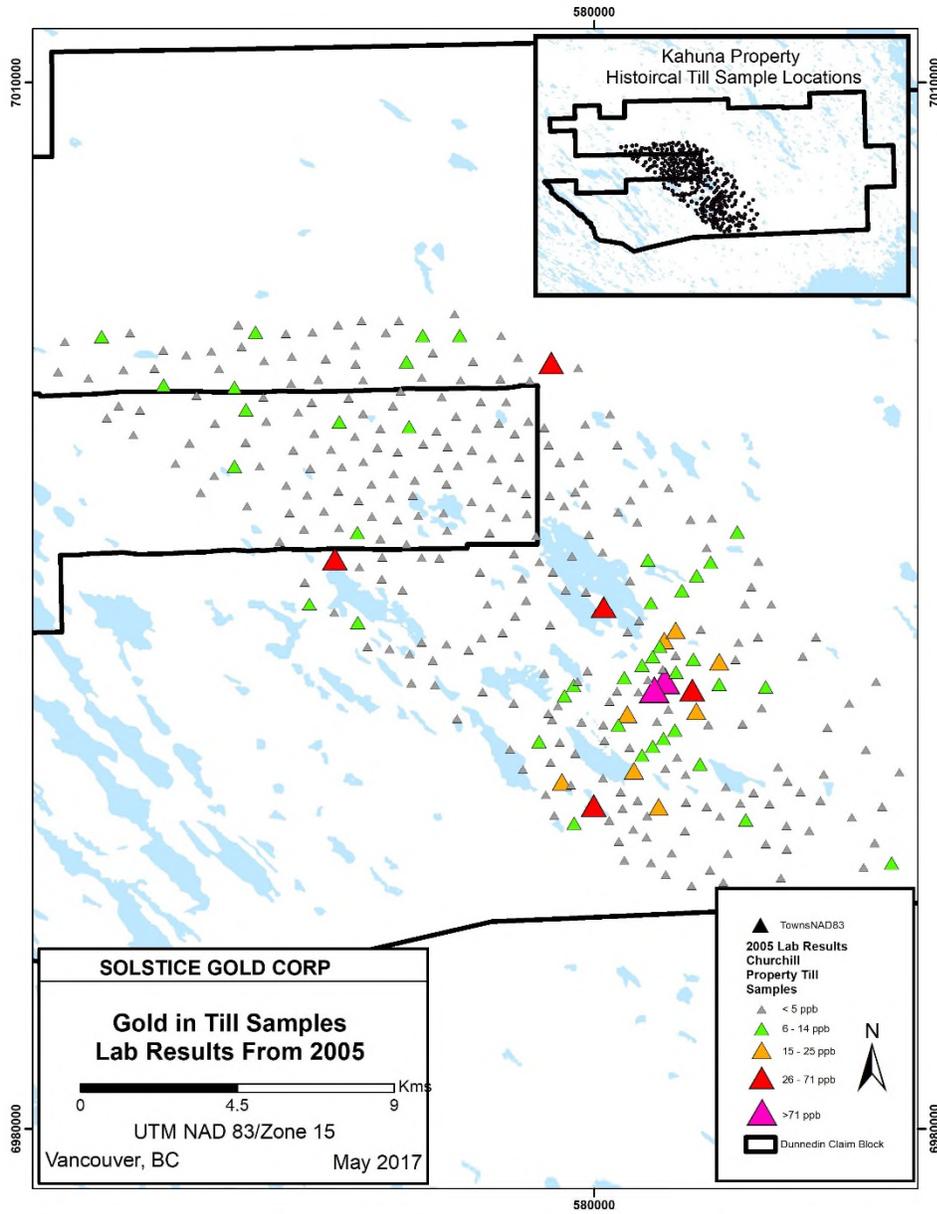


Figure 8: Gold in Till Samples, Lab Results from 2005

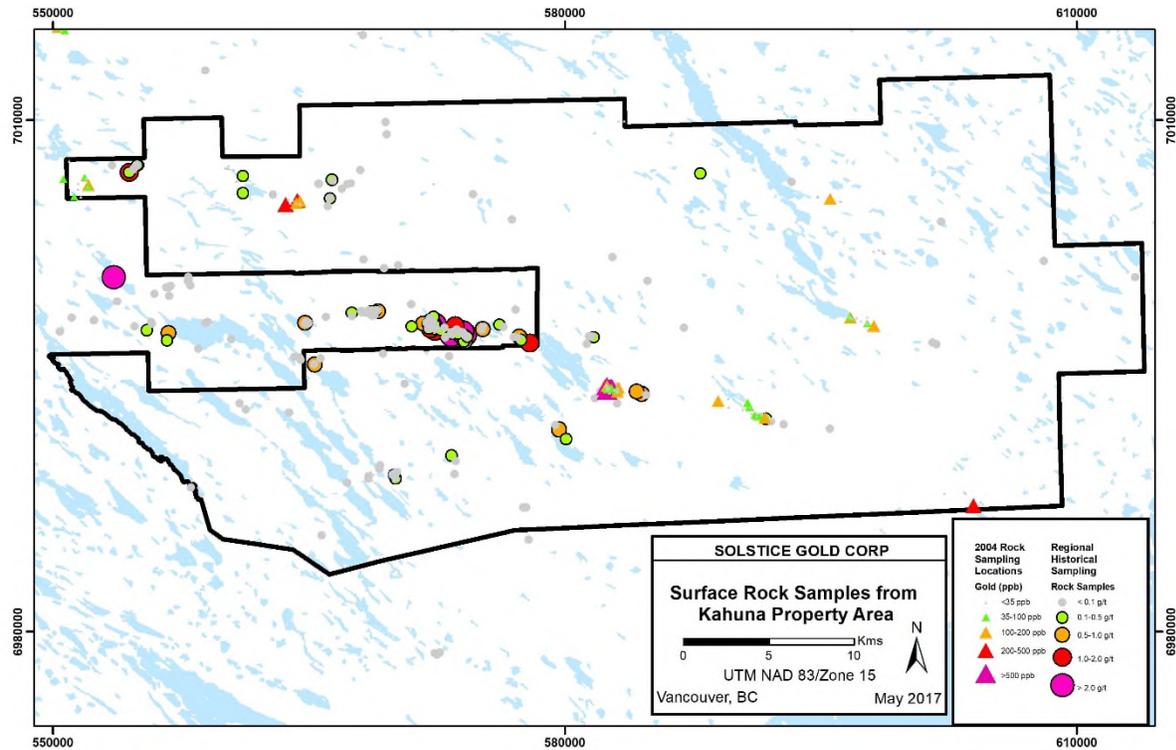


Figure 9: Historical Rock Sample on the Kahuna Property and Proximal CWM Claims

The reported amount of expenditure for gold exploration in 2004 was \$250,000. The budgeted expenditure for the 1155 samples collected in 2004 was approximately \$25 per sample, so it assumed analysis of the additional 338 samples cost approximately \$8,450. Analysis for the historical rock sampling would have cost approximately \$7000. From the multitude of airborne and geophysical surveys completed, Dunedin has reinterpreted the Resolve Survey completed for Shear Minerals Ltd. by Fugro Airborne Surveys (described in more detail in Item 9: Exploration). The cost of the initial survey was reported for assessment as \$228,885.62 (Bessemmer et al, 2004).

The project area has several vintages of geophysical surveys which were largely collected for targeting diamond exploration between 2002 and 2009 by Shear and Stornoway. It is important to document these surveys here as the results of the surveys are also directly applicable to gold exploration. A detailed summary of historical geophysical surveying is provided by Apex (2014) the Table 1 provides a history of the surveys on the property.

Table 1: History of Geophysical Surveys

Year	Company	Survey Type	Comments
2002	Shear	Firefly Magnetics	Fixed wing airborne at 150m line spacing
2004	Shear	RESOLVE	Frequency domain heli-borne magnetic and EM. 75m line spacing.
2005	Shear	Aeroquest	AeroTEM time domain heli-borne magnetic and EM at 50m line spacing over specific diamond targets.
2005	Shear	Ground	20m line spacing walking magnetic survey over specific kimberlite dykes

2007	Shear	Ground	Large scale Skidoo-towed ground magnetic survey at 40m line spacing. Over much of the Josephine and Sedna corridors.
2007	Shear	Fugro	High resolution horizontal gradient airborne magnetic survey (MIDAS) between the kahuna and Notch kimberlites at 25m line spacing
2010	Shear	Aeroquest	Airborne Magnetics at 50m line spacing

In 2005, Shear Minerals created the spin-out company, Kaminak Gold Corp. This new company, was formed through the combination of non-diamond assets of the privately held Hunter Exploration Group together with the non-diamond assets of Shear (Kaminak News Release, November 14, 2005).

In 2006, Kaminak released the results from a 5 hole, 459 metre drill program. The most significant results from this program were from KFC-01b which returned 7.06 grams per ton over 0.69 metres at a depth of only 30 metres (Kaminak New Release, June 6, 2006). Drill hole locations and results from all historical holes sampled or re-sampled for gold are shown in Table 2 and Figure 9. A drilling program of this size would have cost, including analysis, at least \$200,000.

Table 2: Drilling Intercepts of Greater than 100 ppb Gold

Drill Hole	From (m)	To (m)	Gold (g/t)
04KD479-01	20.80	21.10	2.01
04KD479-01	44.45	45.10	2.52
05KD6001-01	19.00	20.00	0.18
05KD6001-01	20.09	21.77	0.22
05KD6001-01	22.17	23.30	0.20
06KCF-01b	26.30	27.05	0.17
06KCF-01b	29.00	29.52	0.21
06KCF-01b	29.52	30.21	7.06
06KCF-01b	32.24	33.24	0.24
06KCF-01b	39.00	40.00	0.12
06KD467-02	32.00	32.62	0.26
06KD467-02	43.60	44.47	0.50

Although the June 2006 news release, states a field exploration program was planned for the summer, a news release from 2009 states that no work had been completed since 2006. No work was submitted for assessment and no news was released regarding a summer 2006 program so it is unlikely it was completed. In 2009, Kaminak Gold sold its interest in the Churchill Gold Project back to Shear Minerals with a back-end deal on future non-diamond exploration completed by Shear Minerals (Kaminak News Release, October 14, 2009).

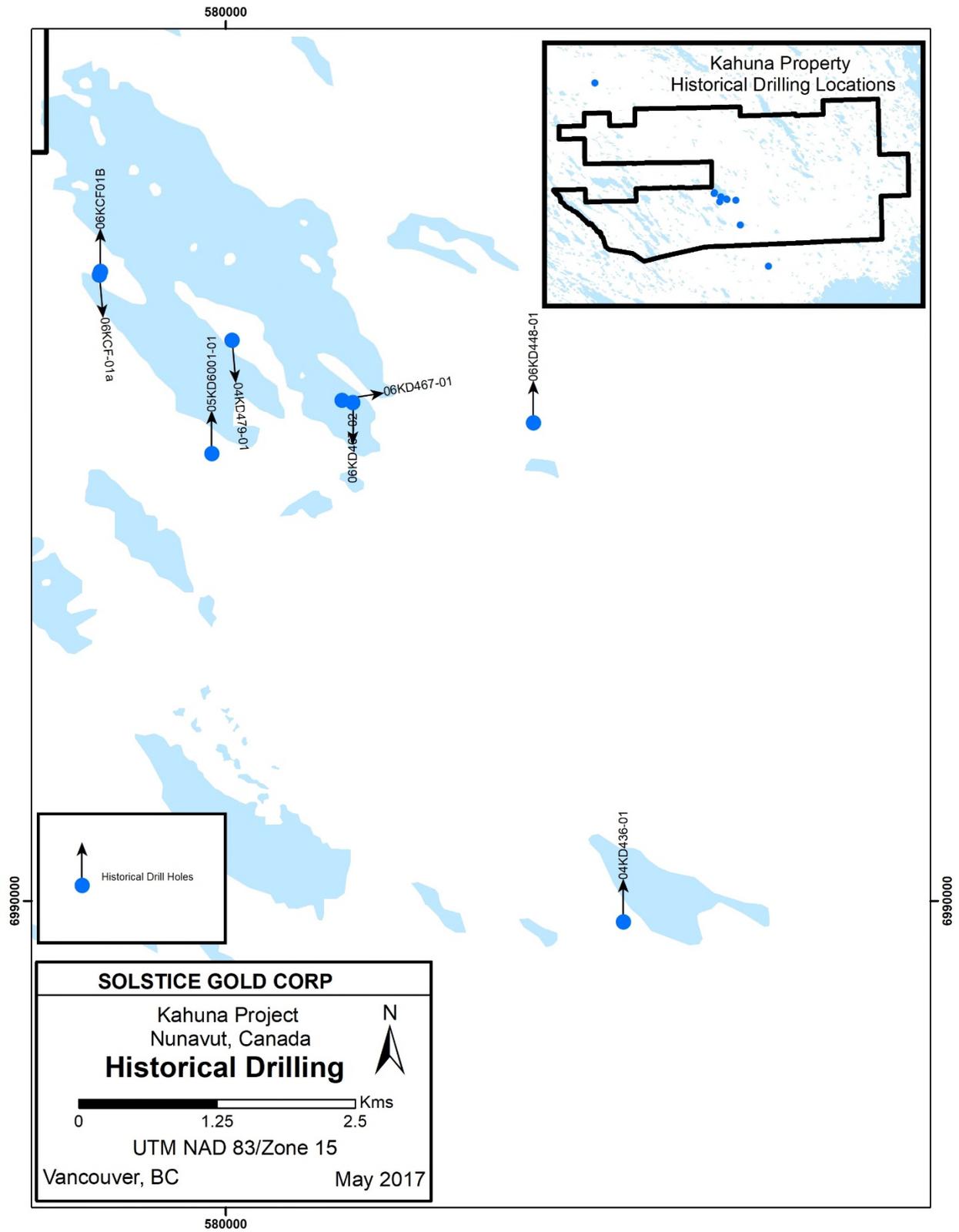


Figure 10: Historical Drill Hole Locations Analyzed for Gold.

In 2016, Dunnedin purchased an extensive Diamond and Gold data set for the Kahuna Property from a private vendor. Much of the previously mentioned gold in till data and historical drill data were included in this data package. Also included were the locations of 710 till samples that had been picked for gold grains. Plotted relative to the Dunnedin claim block in Figure 11, the majority of the samples that counted more than 50 grains of gold are located on the southwest portion of the Kahuna Property. While the data includes original assay certificates, sample descriptions and geographic locations of samples confirming its origin at what is currently the Kahuna project, the company that commissioned the data collection and analysis, as well as when these samples were collected is unknown.

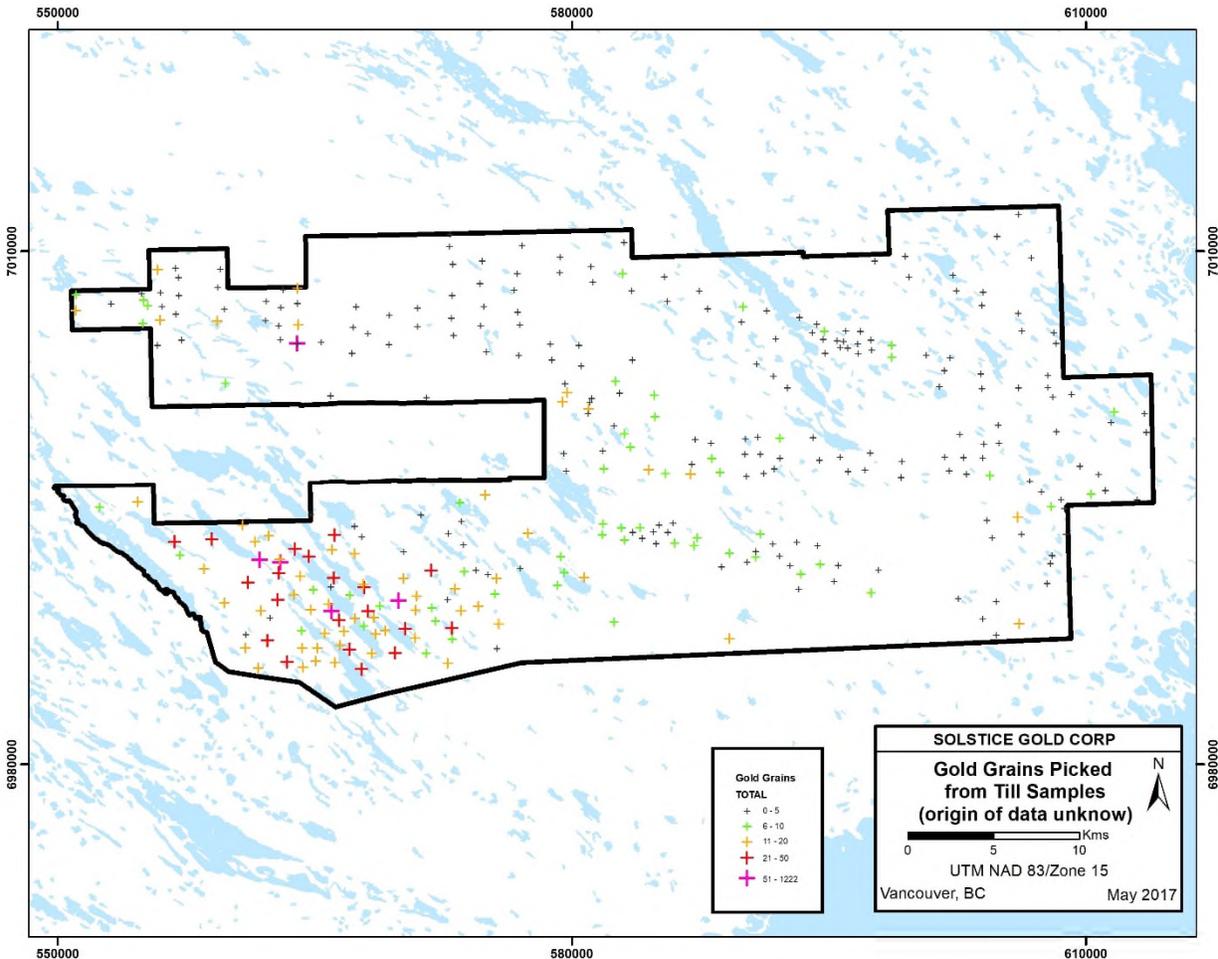


Figure 11: Gold Grains Picked From Till Samples (dataset origin unknown)

Geological Setting and Mineralization

The Kahuna Gold project lies within the Canadian Shield, situated in the northwest portion of the Churchill Geological Province. Here the Churchill Province has been further divided into the Rae and Herne Domains and is the later within which the Project Area falls. The Hearne Domain is “comprised of juvenile, theoleite – dominated greenstones belts and associated plutonic and sedimentary rocks.” (Davis et al, 2004) Regional variation within the Hearne domain, reflecting timing of volcanism, sedimentation and deformation have been grouped into several separate morphological belts. Underlying the property area is the Central Hearne Supracrustal Belt, a 700 kilometre long stretch of bedrock extending from northern Saskatchewan to Hudson Bay. Described in detail from Davis et al, 2004, the central Hearne Belt evolved

- *Within a relatively short period of time.*
- *From an early period of dominantly juvenile volcanic activity to an orogenic phase dominated by calc-alkalic plutonism, regional shortenings and deposition of turbidite dominated sedimentary rocks.*

- *From subsequent events including intrusions of post-deformation granites and deposition of polymictic conglomerates and intrusions of alkaline magmas.*

Bedrock geology from Rankin to Chesterfield Inlet has been extensively mapped for the Geological Survey of Canada since the early 1990s with the latest compilation map released in 2006 (Tella et al, 2006). The results of this mapping are shown in Figure 12. Underlying segments of the Archean Ennadai-Rankin Inlet granite-greenstone belt are represented by a package of metasedimentary rocks (Ar-Rs) containing semipelite/psammite with garnet and biotite and +/- aluminosilicates, muscovite, staurolite, plagioclase and quartz (Tell, 1995). Several discontinuous interlayers of silicate iron formation banded on a millimetre to centimetre scale with a total thickness seldom more than a few tens of metres also occur within this unit. These iron formations contain magnetite, garnet, grunerite and hornblende. Structurally this west trending paragneiss belt seems to overlay the large layered quartzofeldspathic gneissic rocks (Ar-RT) to the north however discontinuous layer parallel, ductile high strain zones metres to tens of metres in width are present along the extent of this contact suggesting a major tectonic break between the two units. The quartzo-feldspathic rocks are of tonolite composition with layered to banded honblende-biotite orthognessis. The distinction between the two tonolitic units, Ar-RT and Ar-T, is the inclusion of discontinuous layers of overlying semipelites (Ar-Rs) in Ar-RT. Later intrusions of a biotite-muscovite leucogranite (Ar-Pgm) of uncertain age form large WNW-trending elongate masses. This granite is coarse to medium grained, weathers grey to white and is weakly to well foliated.

Discontinuous folded, ductile high-strain zones which display excellent mylonitic textures are common in the rock packages contained within the Kahuna project area (Tella, 1993). These high strain textures can occur over distances of hundreds of metres. This complex deformation history suggests several periods of development with injections of metamorphism followed by subsequent folding of ductile strain zones. Weak deformation in the overlying Paleoproterozoic units suggests much of this deformation occurred during the Archean (Tella, 2005).

Large northwest trending brittle faults have been mapped due to their association with geological breaks and pronounced topographic lineaments. Units of both the Archean and Paleoproterozoic seem to be affected by these structures (Tella, 1995).

Regional mapping of aeromagnetic signatures suggests the rock units surrounding the Kahuna Property make up the northern limb of a large syncline fold with the hinge located just south of Rankin Inlet. The Pyke Fault Zone represents one of several limb-parallel, ductile, high-strain zones that shows apparent dextral sense of displacement associated with this folding.

Geological information procured from field mapping and drilling on the Kahuna property has not yet been sufficient to compile a detailed geology map. However, since banded iron formation has a strong magnetic signature, the surface expression of these units are often readily definable from magnetic geophysical surveys. Work compiled by SRK consultants on the 2004 airborne surveys resulted in the interpretation shown in Figure 13. This interpretation potentially gives a better perspective of the spatial extent of the BIFs within the meta-sedimentary units. (Lee, 2005)

Gold mineralization at the Meliadine Mine Camp occurs in intervals of shearing and quartz veining. While gold has been discovered in most of the rock units, the highest grade zones are associated with the upper and lower Iron Formation units. Mineralization generally has experienced some form of structural control in that “lode” zones are often found in large z folds and fold hinges and the deposits are proximal and running parallel to the 80 kilometre long Pike Fault (www.agnicoeagle.com).

Fundamental analysis of historical sampling relative to known fault zones, rock types and fold axes interpreted from airborne geophysics, suggest the same correlation is occurring at Kahuna. Sampling and surface drilling identified mineralization across several metasedimentary belts similar in style, appearance and strike length to those that host the Meliadine deposits.

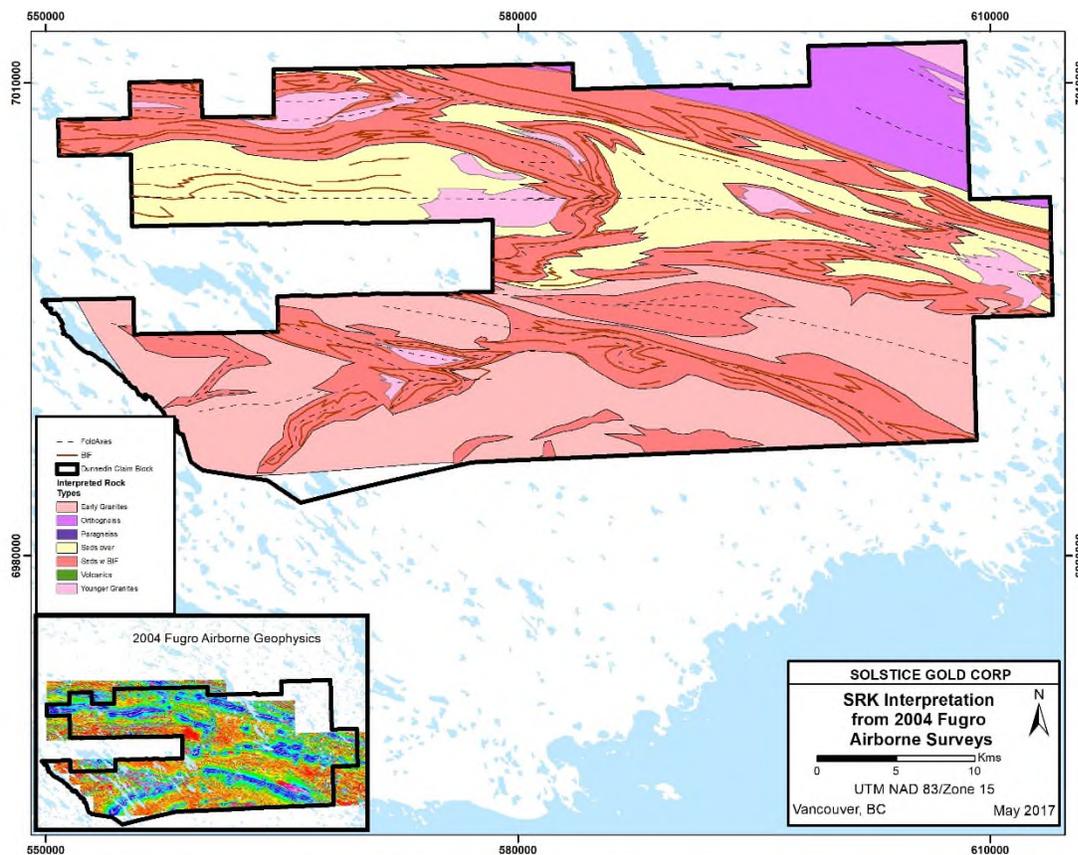


Figure 13: SRK Interpretation of Property Lithology Using Airborne Surveys

Deposit Types

It is proposed that the Kahuna Property has many similarities to mesothermal lode gold and shear controlled

deposits. Historical drilling and rock sampling of quartz veins within sulphidized iron formations are similar to other iron formation-hosted deposits such as Lupin (Bullis et al., 1994). Although not recognized at present, geophysical interpretations suggest the presence of right lateral displaced fault zones parallel to the Pike Fault at Meliadine suggesting the presence of a similar environment to the Tiriganiaq gold deposit at Meliadine (De Mark et al, 2010).

Exploration

Upon acquiring the rights to the Kahuna Project in 2014, Dunnedin began efforts to compile data from the Property’s extensive exploration history using documents found in the public domain such as relevant 43-101 Technical Reports, assessment reports and land use reports. Amongst this data was the Geophysical Resolve Survey completed for Shear Minerals Ltd by Fugro Airbone Surveys (Besserer, D et al, 2004. Prichard, 2004 summarizes the report as follows:

“The purpose of the survey was to detect zones of conductive mineralization and to provide information that could be used to map the geology and structure of the survey area. This was accomplished by using a RESOLVE multi-coil, multi-frequency electromagnetic system, supplemented by a high sensitivity horizontal magnetic gradiometer. The information from these sensors was processed to produce maps that display the magnetic and conductive properties of the survey area. A GPS electronic navigation system ensured accurate positioning of the geophysical data with respect to the base maps.”

In addition to the Fugro 2004 Airborne survey, numerous ground geophysical grids and subsequent airborne geophysical were completed by Shear and Stornoway.

This data was re-interpreted by Dunnedin to assist with targeting Banded Iron Formations and meta-sediments. Historical geophysical survey data were merged and re-gridded in Oasis Montaj Software, overlapping surveys were combined to show detailed ground geophysical grids on top of airborne grids. The resultant combined airborne magnetic data was then used as a base map for interpreting folds, faults and fold axis. Using the SRK interpretation by Lee (2005) as a guide, new domains were established which outlined fold limbs, fold hinge domains and faults (Figure 14).

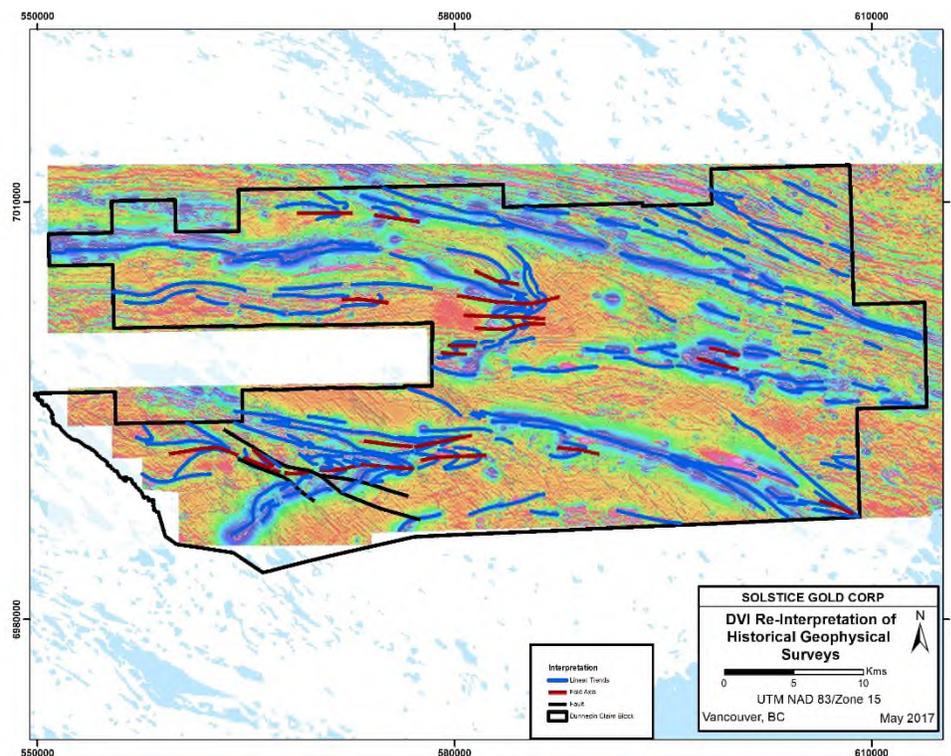


Figure 14: RE-Interpretation of Historical Geophysical Surveys

In the summer of 2015, the Author worked alongside Dunnedin crews to prospect the Property and collect 123 till samples. Most of these till samples were collected as targets for Diamond exploration however, in knowledge of the property's history of gold exploration, these tills were also processed for gold and multi-element analysis. Results from analysis of heavy mineral concentrates derived from the original till sample Figure 15 below. As shown, several samples analyzed greater than 500 ppb gold (samples plotting above 591ppb are in the 80th percentile and samples plotting above 501 ppb are 0.5 standard deviations above the average both of these ranges are considered anomalous), the majority of which are in the southwest, where historical results have also shown elevated gold in till results. Both historical till results and Dunnedin till results show anomalous values at the 80th percentile of each dataset. Absolute values of gold cannot be directly compared as the collection and processing techniques between the two datasets are not identical. While the historical work analysed a wet-sieved split of the till sample based on size range (< 0.25mm) the Dunnedin till sample results are from heavy mineral concentrates of the entire collected sample.

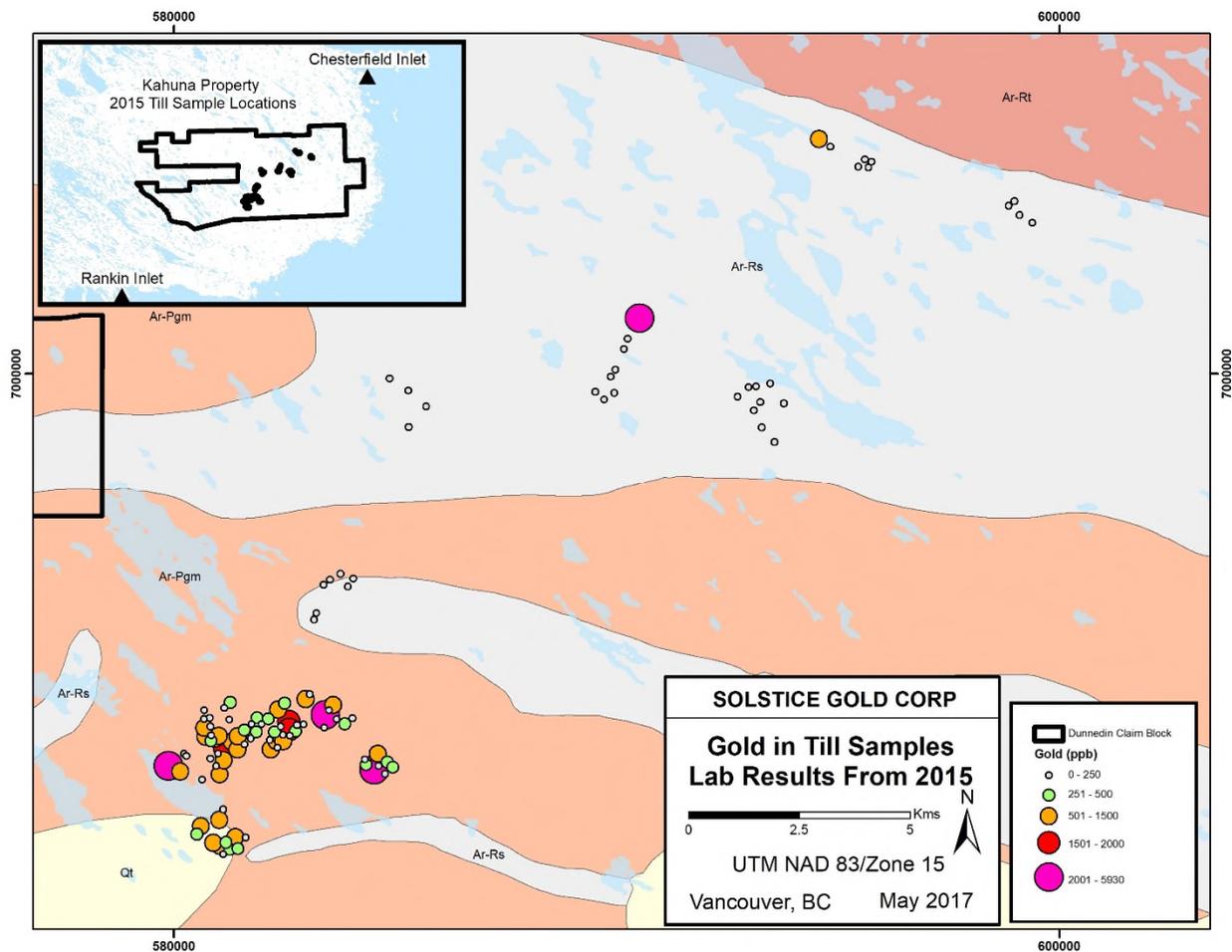


Figure 15: Gold In Till Assay Results from 2015 Field Sampling

In 2016, Dunnedin crews collected an additional 1118 till samples for both diamond indicator minerals and gold. Assay results from the most recent till sampling program are still pending.

Property scale mapping of the Property conducted in 2016 and 2017 focused on differentiating between rock types, gathering structural data and ground truthing bedding, fold and fault orientations interpreted from historical geophysics (Figure 16). Bedrock encountered has been classified as:

- Banded Iron Formation
- Diorite

- Felsic Units
- Gabbro
- Gneiss
- Granite
- Mafic Units
- Schist
- Meta-sediments
- Intrusive Dykes

The primary focus for this mapping was areas of known or interpreted metasedimentary units in order to determine the potential extent of the iron formation intervals and provide targets for future surface sampling and drilling. Results from rock samples collected during this program are still pending.

Simultaneously collected structural measurements from this program demonstrate the regional foliation and folding trends agree with those historically collected in the district. Poles to foliation average at near vertical dips to the northeast and southwest striking west-northwest to east-southeast. Fold hinge measurements predominately follow this orientation with a slight bias of hinge lines dipping to west northwest.

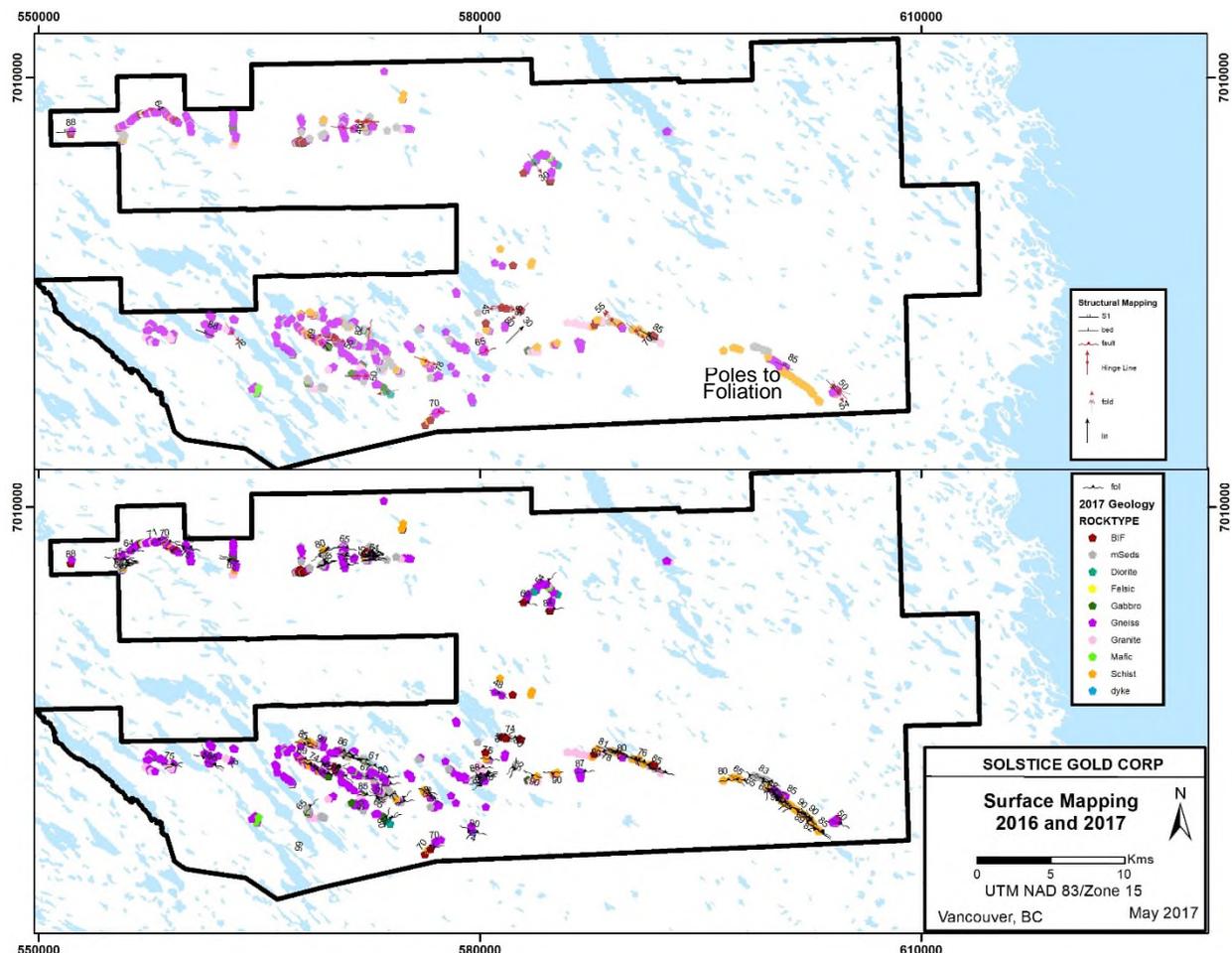


Figure 16: Geological Field Mapping by Dunnedin on the Kahuna Property

Drilling

Drilling exploration has not been conducted on the Property by Dunnedin.

Sampling Preparation, Analyses and Security

Single Till sample was collected normal to the local ice direction from several locations within a 25m radius of the sample site. Till samples were collected near surface from frost boils or in their absence, holes were dug into the glacial till by shovel to depths from 0.3m to 0.6m deep. The collected material typically consists of a sandy to gravelly component within a silty to sandy clay rich matrix. This material was placed on a screen and was wet screened at the sample site utilizing a 6 mesh sieve in the field allowing 90% or more of the material measuring less than 3.36mm to pass through the screen. The undersized material passing through the screen was retained. The sieved material was placed in an 18 X 24 inch sized plastic sample bag. A unique sample tag number was placed in each sample bag and the number was transcribed to the plastic sample bag as well. The screened till samples varied in weight from 10.4kg to 22.0kg in size and were closed securely utilizing zip tie straps. At each sample site, sample descriptions were documented recording the samples UTM coordinate location, soil type and description, color, the quality of the sample and general comments of the sample site.

Stock piled till samples in the field were collected by helicopter and were flown back to Rankin Inlet on empty back haul flights daily. Till samples were stored in a secure storage site in Rankin inlet where sample weights were measured. At the end of the program, till samples were catalogued and packed into 1 ton mega bags in preparation for southbound transit via sea lift to Churchill Manitoba, train to Thompson and ground freight to C.F. Minerals Research Ltd. in Kelowna, British Columbia. At CFM, samples were weighed, dried and processed. At CFM a series of heavy magnetic, paramagnetic and nonmagnet fractions are produced by wet sieving, heavy liquid concentrations (Tetrabromoethane and Methylene Iodide) and magnetic separation. The -80 mesh (< 0.177mm) heavy non-magnetic fraction is then sent directly to ActLabs of Ontario, Canada and analyzed using Instrumental Neutron Activation Analysis (INAA), as described from Actlabs' schedule of analyses:

“Samples are encapsulated and irradiated in a nuclear reactor. After a suitable decay, samples are measured for the emitted gamma ray fingerprint. INAA is very good for Au, Co, As, Sb, W, Ta, U, Th, Cs, In, Re, Cl and lower levels of most LREE. With mineral concentrates the nugget effect may require that the entire sample be analyzed to ensure that the few particles of gold which may be present can be measured. With INAA the whole concentrate can be analyzed without grinding the samples. The sample is therefore preserved for other chemical or mineralogical work. Actlabs only irradiates with thermal neutrons so as to avoid low gold values due to self shielding effects from irradiation with epithermal neutrons.”

INAA yields total metals results whereas 4-acid digestion are “near” total digestion. Elements reported under the selected package include Ag, As, Au, Ba, Br, Ca, Cd, Ce, Co, Cr, Cs, Cu, Eu, Fe, Hf, Hg, Ir, La, Lu, Mn, Mo, Na, Nd, Ni, Pb, Rb, S, Sb, Sc, Se, Sm, Sr, Ta, Tb, Th, U, W, Yb, and Zn.

Data Verification

Historical data plotted throughout this report was gathered either from the public domain or the sale of data from private vendors. Although the historical data cannot be verified or individually ground truthed, the Author has observed no evidence nor has any reason to suspect that the historical data has been inaccurately plotted or reported. Dunnedin's use of this data is as a guide to future exploration only and will re-sampled and verify the data accordingly. Till samples from Dunnedin's 2015 program were successful in confirming a gold anomaly in Till on the southwest portion of the property as suggested by multiple historical surveys. The author was personally able to supervise the collection, storage and transportation of all samples during the 2015 program, as well as verify sample locations and the accurate merging of sample data with these original sample points.

Mineral Processing and Metallurgical Testing

Not applicable.

Mineral Resource Estimate

Not applicable.

Adjacent Properties

The Meliadine Mine is located approximately 12.5 kilometres from the southwest boundary of the Kahuna Property claim block (Figure 1). Owned by Agnico Eagle, this advanced stage project is currently in the Mine development

stage. Current reserves are reported as 3.4 million ounces of gold in proven and probable (14.5 million tonnes at 7.32 g/t) calculated from the two main deposits, Tiriganiaq and Wesmeg, as well as four other deposits (Table 3). Local geology includes Archean age volcanic and sedimentary rocks of the Meliadine greenstone belt which are truncated by Pyke Fault, an 80 kilometre long regional structure. Gold mineralization in five of the six deposits is associated with the sedimentary sequence which contains a series of oxide iron formations - a northern magnetite-rich “upper” oxide iron formation and two southern “lower lean” weakly magnetic iron formations. The sixth deposit is hosted by the Wesmeg mafic volcanics. The deposits are a combination of mesothermal quartz veins associated with the Pyke Fault system as well as quartz lodes or sulphide replacement in the iron formation. While construction of the Mine infrastructure is ongoing, underground delineation drilling is currently underway. (www.agnicoeagle.com)

Table 3: Meliadine Mine, Mineral Reserves and Resources

MELIADINE MINE - MINERAL RESERVES								
<u>PROVEN</u>			<u>PROBABLE</u>			<u>PROVEN & PROBABLE</u>		
000 tonnes	g/t	000 oz Au	000 tonnes	g/t	000 oz Au	000 tonnes	g/t	000 oz Au
34	7.31	8	14,495	7.32	3,410	14,529	7.32	3,417

MELIADINE MINE - MINERAL RESOURCES					
<u>MEASURED AND INDICATED</u>			<u>INFERRED</u>		
000 tonnes	g/t	000 oz Au	000 tonnes	g/t	000 oz Au
20,778	4.95	3,306	14,710	7.51	3,552

*From www.agnicoeagle.com JUNE 2017

Other Relevant Data and Information

The major impedances on mineral exploration on the Kahuna Property are related to logistics and climate. Not only is Rankin Inlet a remote community but there is currently no all-season access road to the property itself, necessitating the use of helicopters for transportation to and from Rankin. An extensive network of trails traverse various parts of the project that are used and maintained by local residents for summer ATV and winter snowmobile access. These trails have been made available to past explorers, and now DGI through consultation initiatives, as winter haulage routes. Permitting has been approved for an overland trail from Rankin, however this would be for winter use only. Also of note, a trail is currently being built from Chesterfield Inlet to Josephine lake with construction currently 35 kilometres outside of Chesterfield. The high variability in the weather and winds, particularly during the winter but even in the summer months, creates challenges for Exploration Activity, particularly when using Helicopters.

With the past producing mines and the impending opening of the Meliadine Mine, Rankin Inlet remains to be a mining friendly jurisdiction. Permitting for mineral exploration with the local agencies is straight forward and can be completed efficiently.

The author knows of no real encumbrances, environmental, geographical, socio-political or otherwise that would prevent mineral exploration by SGC on the Kahuna Gold Property.

Interpretation and Conclusions

The Kahuna Gold Property has experienced significant historical mineral exploration, particularly over the last 25 years. While the discovery of diamond bearing kimberlites within the property area has occasionally shifted interests for the Project, a focus on gold exploration has remained, due to its close proximity to the Meliadine Gold Camp and future Meliadine Mine.

Since acquiring the Project in 2014, Dunnedin has gone to great lengths to compile a historical data set through publicly available records and private vendors. Analysis of these data by Dunnedin employees and here by the author, using Meliadine as a deposit model, indicate the potential for the property to host a significant gold deposit.

Field exploration efforts by Dunnedin since 2015 have successfully confirmed elevated gold in till results on portions of the property tested thus far. Geological mapping has also confirmed the existence of multiple extensive iron formation units, bedding and foliation orientations, shearing and regional deformation similar to those found in the Meliadine Camp to the south.

Recommendations

The Kahuna Gold Property has a favourable geological and structural domain, with corresponding surface gold mineralization, suggesting the possibility of a major gold deposit within its land package. This potential would be best realized using extensive surface exploration to generate targets followed up by an aggressive diamond drilling program. The recommended program would include two phases carried out over consecutive field seasons (6):

Phase I: Surface Mapping, Sampling and Prospecting

To accommodate fluctuating market conditions, the phase I program is presented with two options. The first option focusses on high priority target areas identified in the 2015 till sampling program. This program will consist of one field crew with helicopter support and will fill in gaps in the 2015 till sampling database, react to any results from the 2016 till sampling program and follow-up favorable geology mapped in 2017. The second option allows for ideal market conditions and contemplates completing the program with 4 field crews.

This program must be carried out over the summer months from June to September when the ground surface is clear of snow. Since it is a relatively short window over a large area of land, 1 to 4 crews consisting of a Geologist, Assistant and Wildlife Monitor should be assembled. One crew should focus on developing and refining drill targets while the other three crews conduct property wide reconnaissance exploration work. Focus should begin on expanding and in-filling the 2017 mapping and rock sampling program and expanding it property wide. In addition, the Southwest portion of the property where historical till samples have reflected the highest values of gold in till will require additional till sampling to verify historic results. Using the pending 2017 rock sampling data and historical geophysical surveys as a guide, crews should begin by targeting and mapping the size, extent and orientation of the iron formations and meta-sedimentary units in this area. Continuing to collect systematic structural measurements of bedding surfaces will assist in identifying areas of folding and faulting, potential controls to mineralization. Surface sampling should coincide with the geological mapping. The priority area is over 30 kilometres in width. Finally, 10 days of mechanical trenching over an area of known mineralization should be completed to determine mineralization styles and gold associations, followed by a 5 to 6 hole, 600 metre reconnaissance drill program. In conjunction with this work, additional airborne remote sensing surveys such as thematic mapping for alteration should be considered.

Phase II: Exploration Drilling Program

An in-office study of all geochemical data as well as compilation of the geological mapping should be completed prior to the commencement of the drilling program. Data compilation should be ongoing and will require a full time GIS/Database Technician. Drilling can be

conducted during the shoulder seasons although the possibility of down time due to inclement weather will be higher. A total of 6000 metres to depths of 100 metres plus is recommended although this number can greatly fluctuate depending on the extent and number of targets generated and results. The Geological crew typically consists of a Geologist, Geologist/Field Assistant and Core Cutter. A facility for the logging and cutting of core will need to be procured. Assuming a daily production rate of 50 metres per day, this program should take at least four months to complete.

Table 4: Cost Breakdown of Two Phase Field Exploration Program

Phase 1			
June to September - Surface Exploration			
Approximately 10 weeks			
		1 Crew	4 Crews
Field Costs			
(personel, travel, helicopter, sampling)		\$365,250.00	\$1,371,000.00
Drilling		\$240,000.00	\$240,000.00
Airborne Surveys		\$300,000.00	\$300,000.00
Totals		\$905,250.00	\$1,911,000.00
Phase II			
Field Costs		\$1,116,500.00	
(personel, travel, helicopter, sampling)			
Drilling (all in costs of \$400 /m)		\$2,400,000.00	
Total		\$3,516,500.00	
Grand Total		\$4,421,750.00	\$5,427,500.00

SGC SELECTED PRO FORMA FINANCIAL INFORMATION

The following table sets out selected unaudited *pro forma* financial information in respect of SGC as at June 30, 2017, as if the Arrangement had been completed as of June 30, 2017 and should be considered in conjunction with the more complete information contained in the unaudited *pro forma* balance sheet of SGC appended as Schedule “J” to the Circular. All currency amounts are stated in Canadian dollars.

	Period Ended June 30, 2017
Unaudited prepared by management	
Current assets	\$nil

Mineral property interests	\$421,098
Total assets	\$421,098
Total liabilities .	\$8,295
SGC Shareholders' equity	\$412,803

The following table sets out selected *carve-out* financial information in respect of SGC for the year ended September 30, 2016, and for the nine months ended June 30, 2017, and should be read in conjunction with the more complete information provided in the *carve-out* statement of comprehensive loss of SGC appended as Schedules "I" and "K" to the Circular. All currency amounts are stated in Canadian dollars.

	Year Ended September 30, 2016	Nine Months Ended June 30, 2017
Operating Loss	\$128,606	\$79,236
Net Loss	\$128,606	\$79,236
Net Comprehensive Loss	\$128,606	\$79,236
Loss per Share (basic and diluted)	nil	nil

DESCRIPTION OF THE SGC COMMON SHARES

The authorized capital of SGC consists of an unlimited number of common shares. On completion of the Arrangement, it is anticipated that there will be approximately 34,418,922 SGC Common Shares outstanding (assuming no Dunnedin Options or Dunnedin Warrants are exercised prior to the Effective Time). Up to an additional approximately 8,898,060 SGC Common Shares may be outstanding, post-Arrangement on the Effective Date, if all of the existing Dunnedin Options and Dunnedin Warrants are exercised before the Effective Time. Assuming no Dunnedin Options or Dunnedin Warrants are exercised prior to the Effective Time, there will be approximately 8,898,060 SGC Common Shares reserved for issuance on exercise of Dunnedin Options and Dunnedin Warrants.

Dividend Policy

SGC has not paid dividends since its incorporation. SGC currently intends to retain all available funds, if any, for use in its business and does not anticipate paying any dividends for the foreseeable future.

Voting and Other Rights

Holders of SGC Common Shares are entitled to one vote per share at all meetings of shareholders, to receive dividends as and when declared by the directors and to receive a pro rata share of the assets of SGC available for distribution to holders of SGC Common Shares in the event of liquidation, dissolution or winding up of SGC. All rank *pari passu*, each with the other, as to all benefits which might accrue to the holders of common shares of SGC.

CONSOLIDATED CAPITALIZATION

SGC has not completed a financial year. There have not been any material changes in the share and loan capital of SGC since the date of incorporation. See the balance sheet of SGC for the period ended June 30, 2017, appended as Schedule "H" to the Circular.

OPTIONS AND OTHER RIGHTS TO PURCHASE SHARES

The board of directors of SGC (the "SGC Board") has adopted an incentive stock option plan (the "SGC Option Plan"), subject to approval by the holders of SGC Common Shares (the "SGC Shareholders") and the Exchange. The purpose of the SGC Option Plan is to allow SGC to grant options to directors, officers, employees and consultants, as additional compensation, and as an opportunity to participate in the success of SGC. The granting of such options is intended to align the interests of such persons with that of the shareholders.

Pursuant to the Plan of Arrangement, for each Dunnedin Option exercisable for a Common Share that is outstanding immediately before the Effective Time, which has not been duly exercised or cancelled, will be deemed to be exchange for one-third of one fully-vested SGC Option.

Assuming that no Dunnedin Options will have been duly exercised or cancelled prior to the Effective Time, it is estimated that the following SGC Options will be issued and outstanding under the SGC Option Plan as of the Effective Date:

Number of SGC Options	Exercise Price⁽¹⁾	Expiry Date
50,000	\$0.195	12/07/2018
433,334	\$0.11	11/12/2019
175,000	\$0.11	05/07/2020
66,667	\$0.15	08/04/2021
1,166,667	\$0.19	09/06/2021
50,000	\$0.19	10/04/2021
420,000	\$0.21	01/18/2022

Note:

- (1) Subject to adjustment in accordance with the Plan of Arrangement. The exercise prices of each Replacement Dunnedin Option and each SGC Option issued pursuant to the Arrangement shall be and be deemed to be automatically adjusted such that the aggregate In-the-Money Amounts thereof does not exceed the In-the-Money Amount of the exchanged Dunnedin Option determined immediately before the exchange, with the intention that subsection 7(1.4) of the Tax Act will apply to each exchange.

No other stock options have been granted under the SGC Option Plan or otherwise since incorporation. As the date hereof, there is no current market for the SGC Common Shares. As such, the market value of the SGC Common Shares underlying the SGC Options has not been determined. The exercise prices of the SGC Options are subject to adjustment in accordance with the Plan of Arrangement, such that the In-The-Money Amounts of the Replacement Dunnedin Options and the SGC Options does not exceed that of the Dunnedin Options exchanged pursuant to the Plan of Arrangement.

The full text of the SGC Option Plan is available for viewing at SGC's offices at Suite 1020, 800 West Pender Street, Vancouver, British Columbia V6C 2V6.

PRIOR SALES

SGC has not issued any shares except one incorporation SGC Common Share to Dunnedin on June 8, 2017 for consideration of \$0.01.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

There are no SGC Common Shares currently held in escrow or that are subject to a contractual restriction on transfer. On completion of the Arrangement, no SGC Common Shares will be held in escrow by the Transfer Agent.

RESALE RESTRICTIONS

See "Securities Law Considerations" in the Circular.

There is currently no market through which the SGC Common Shares may be sold and, unless the SGC Common Shares are listed on a stock exchange, Shareholders may not be able to resell the SGC Common Shares.

PRINCIPAL SECURITYHOLDERS

To the knowledge of SGC's directors and executive officers, and based on existing information as of the date hereof, no person or company, upon completion of the Arrangement will, beneficially own, or control or direct, directly or indirectly, voting securities of SGC carrying 10% or more of the voting rights attached to any class of voting securities of SGC.

DIRECTORS AND OFFICERS

The following table sets forth certain information with respect to each proposed director and executive officer of SGC.

Name, Jurisdiction of Residence and Position(s) ⁽¹⁾	Principal Occupation ⁽¹⁾	Number of SGC Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly, Immediately Following the Completion of the Arrangement ⁽³⁾	Percentage of SGC Common Shares Issued and Outstanding Immediately Following the Completion of the Arrangement ⁽⁴⁾
Christopher Taylor, North Vancouver, BC <i>Senior Consultant & Director</i>	Professional Geologist and CEO of Dunedin.	300,616 SGC Common Shares 313,333 SGC Options 5,000 SGC Warrants	0.87%
Tony Ricci, Burnaby, BC <i>CFO</i>	President of Nicmar Capital Corp. (formerly Tony M. Ricci Inc.).	225,000 SGC Common Shares 230,000 SGC Options Nil SGC Warrants	0.65%
David Adamson, Victoria, BC <i>Executive Chairman</i>	Economic Geologist PHD	Nil SGC Common Shares Nil SGC Options Nil SGC Warrants	Nil%
Chad Ulansky, Kelowna, BC <i>Director</i>	Professional Geologist.	Nil SGC Common Shares 155,000 SGC Options Nil SGC Warrants	Nil%
Michael G. Leskovec, Toronto, ON <i>Director</i>	Chief Financial Officer of Nighthawk Gold Corp.	Nil SGC Common Shares Nil SGC Options Nil SGC Warrants	Nil%
Martin Tunney Toronto, ON <i>President</i>	Professional Engineer.	Nil SGC Common Shares Nil SGC Options Nil SGC Warrants	Nil%

Name, Jurisdiction of Residence and Position(s) ⁽¹⁾	Principal Occupation ⁽¹⁾	Number of SGC Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly, Immediately Following the Completion of the Arrangement ⁽³⁾	Percentage of SGC Common Shares Issued and Outstanding Immediately Following the Completion of the Arrangement ⁽⁴⁾
Bob Singh Surrey, BC <i>VP Exploration</i>	Exploration Manager of Dunnedin.	33,333 SGC Common Shares 163,333 SGC Options 33,333 SGC Warrants	0.01%

Notes:

- (1) The information as to residence and principal occupation, not being within the knowledge of Dunnedin or SGC, has been furnished by the respective directors and officers individually.
- (2) Directors serve until the earlier of the next annual general meeting or their resignation.
- (3) The information as to securities beneficially owned or over which a director or officer exercises control or direction, not being within the knowledge of Dunnedin or SGC, has been furnished by the respective directors and officers individually based on shareholdings in Dunnedin as of the date of the Circular.
- (4) Assuming approximately 34,418,922 SGC Common Shares are outstanding after completion of the Arrangement.

Upon the completion of the Arrangement, it is expected that the directors and executive officers of SGC as a group, will beneficially own, directly or indirectly, or exercise control or direction over an aggregate of approximately 558,949 SGC Common Shares, representing approximately 1.62% of the issued SGC Common Shares, assuming no Dunnedin Options are exercised prior to the Effective Time.

The principal occupations of each of the proposed directors and executive officers of SGC within the past five years are disclosed in the brief biographies set forth below.

Christopher Taylor, M. Sc. P.Geo Age: 40 – Senior Consultant & Director. Economic geologist and explorationist with 15 years of industry and research experience with both mid-tier producer and junior exploration companies. Director of a number of Exchange listed resource companies. Mr. Taylor has entered into a consulting and non-disclosure agreement with SGC.

Tony Ricci, CPA, CA, Age: 54 – CFO. Chartered Professional Accountant with 25+ years for Canadian and US listed public companies. Former Director and CFO of mining companies with a combined market capitalization near \$2 billion including Norsmont Mining, Keegan Resources (currently Asanko Gold Inc), Petaquilla Minerals and Petaquilla Copper. Formerly with KPMG and AMEC Engineering Inc. Mr. Ricci has entered into a consulting and non-disclosure agreement with SGC.

David Adamson, M.Sc. Ph.D. Age: 58 – Executive Chairman. Mr. Adamson has over 25 years of experience in the mineral deposit industry mainly in Canada and the USA. He has a proven record of creating shareholder value by identifying opportunities, making discoveries and advancing them through the exploration stage to development. Mr. Adamson has provided leadership in public companies at both management and board levels. In 2010 he received the AME BC Colin Spence award for Excellence in Global Mineral Exploration. He has played a key role in five mineral deposits one of which is currently advancing a four million Oz. M&I gold deposit. Mr. Adamson is fully conversant with complex corporate agreements and negotiations including corporate re-organizations, option and joint venture agreements, stakeholder agreements and all aspects of public financings, having raised well over \$500MM to date. Mr. Adamson has been a member of senior management and board member of several publicly traded companies, prior to which he was senior geologist with Lac Minerals, a major gold producing company which was acquired by Barrick Gold in 1995. Mr. Adamson holds both an MSc and PhD in economic geology. Mr. Adamson has entered into an employment and non-disclosure agreement with SGC.

Chad Ulansky, B.Sc. P. Geo, Age: 43 – Director. Mr. Ulansky is a professional geologist, and is currently President and CEO of Metalex Ventures Ltd. and Cantex Mine Development Corp., as well as serving as director of several public and private mineral exploration companies. Mr. Ulansky has diamond exploration experience that includes the original Ekati diamond discovery and has since spanned fifteen countries on four continents. Mr. Ulansky has not entered into a non-competition or non-disclosure agreement with SGC.

Michael G. Leskovec, CPA, CA Age: 37 – Director. Mr. Leskovec is a Chartered Professional Accountant with over sixteen years of financial experience with publicly listed companies and capital markets. He currently serves as the Chief Financial Officer of Nighthawk Gold Corp. (TSX listed resource company) and as the Vice-President, Financial Reporting of Northfield Capital Corporation (Exchange listed investment holding company). Mr. Leskovec holds an Honours BAcc from Brock University in Ontario, Canada. Until its sale in 2008, Mr. Leskovec served as an Officer of Gold Eagle Mines Ltd., which was involved in the development of the Bruce Channel deposit in Red Lake, Ontario, and was sold to Goldcorp Inc. for \$1.5 billion. Prior to this, he served as an Audit and Assurance Manager at Smith Nixon LLP, where he managed audit engagements of publicly listed corporations traded on the Toronto Stock Exchange and Exchange. Mr. Leskovec has not entered into a non-competition or non-disclosure agreement with SGC.

Martin Tunney, P. Eng., Age: 44 – President. Mr. Tunney's 14 years of experience in the mineral industry are very well-rounded. He began as a mining engineer working for Inco and then Newmont in Canada and the Southwestern USA. He started his capital markets experience with Raymond James Investment Banking and later joined CIBC in their Global Mining Team. He has worked on transactions of all sizes including some of the largest gold and base metals transactions of the last decade. He is experienced in all aspects of M&A, financing, streaming and royalties. He spent 4 years at NewCastle Gold starting as Vice President of Technical Service and then Vice President of Corporate Development where he directed the maiden NI 43-101 Resource Report and then the PEA. He has a Bachelor of Arts from Bishop's University and a Bachelor of Applied Science from the University of Toronto. Mr. Tunney has entered into an employment and non-disclosure agreement with SGC.

Bob Singh, P. Geo, Age: 50 – VP Exploration. Exploration Geologist with over 24 years of experience across a wide range of early to advanced stage exploration projects throughout North America. An experienced project manager, bringing a high level of computer science to mineral exploration. Mr. Singh has entered into a consulting and non-disclosure agreement with SGC.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions or Individual Bankruptcies

To the knowledge of SGC, no director or executive officer:

- (A) is, as at the date of the Circular, or has been, within ten years before the date of the Circular, a director, chief executive officer or chief financial officer of any company (including SGC) that:
 - (I) was the subject, while the director was acting in that capacity as a director, chief executive officer or chief financial officer of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
 - (II) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director ceased to be a director, chief executive officer or chief financial officer but which resulted from an event that occurred while the director was acting in the capacity as director, chief executive officer or chief financial officer of such company; or
- (B) is, as at the date of the Circular, or has been within 10 years before the date of the Circular, a director or executive officer of any company (including SGC) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (C) has, within the ten years before the date of the Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings,

arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director; or

To the knowledge of SGC, no director or executive officer has been subject to:

- (A) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (B) any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Indebtedness of Directors, Executive Officers and Senior Officers

There is and has been no indebtedness of any director, executive officer or senior officer or associate of any of them, to or guaranteed or supported by SGC during the period from incorporation.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

SGC was incorporated on June 8, 2017 and, accordingly, has not yet completed a financial year and has not yet developed a compensation program. SGC anticipates that it will adopt a compensation program that reflects its stage of development, the main elements of which are expected to be comprised of base salary, option-based awards and annual cash incentives, which elements are similar to those paid by Dunedin and described in the Circular. Please see “Statement of Executive Compensation” in the Circular.

Summary Compensation

SGC was incorporated on June 8, 2017 and has not yet completed a financial year. No compensation has been paid to date. In addition, it has no compensatory plan or other arrangements in respect of compensation received or that may be received by its CEO and CFO in its current financial year.

Following the completion of the Arrangement, SGC will establish a Compensation Committee (the “**Compensation Committee**”), which will administer the compensation mechanisms to be implemented by the SGC Board. The individuals that will be appointed to the Compensation Committee, once formed, will each have direct experience that is relevant to their responsibilities in determining executive compensation for SGC.

On an annual basis, the Compensation Committee will review the compensation of the Named Executive Officers to ensure that each is being compensated in accordance with the objectives of SGC’s compensation program, which will be to:

- provide competitive compensation that attracts and retains talented employees;
- align compensation with shareholder interests;
- pay for performance;
- support the SGC’s vision, mission and values; and
- be flexible to recognize the needs of SGC in different business environments.

SGC does not currently have any compensation policies or mechanisms in place. The compensation policies are anticipated to be comprised of three components; namely, base salary, equity compensation in the form of stock options, and discretionary performance-based. In addition, Named Executive Officers will be entitled to participate in a benefits program to be implemented by SGC. A Named Executive Officer’s base salary will be intended to remunerate the Named Executive Officer for discharging job responsibilities and will reflect the executive’s performance over time. Base salaries are used as a measure to compare to, and remain competitive with, compensation offered by competitors and as the base to determine other elements of compensation and benefits. The stock option component of a NEO’s compensation, which includes a vesting element to ensure retention, will aim to meet the objectives of the compensation program to be implemented, by both motivating the executive towards increasing share value and enabling the executive to share in the future success of SGC. Discretionary performance-based bonuses will be considered from time to time to reward those who have achieved exceptional performance and meet the objectives of SGC’s compensation program by rewarding pay for performance. Other benefits will not form a significant part of the remuneration package of any of the Named Executive Officers of SGC.

The SGC Board has adopted the SGC Option Plan, which plan is also subject to approval by the SGC Shareholders and the Exchange. The SGC Option Plan will allow for the granting of incentive stock options to its officers, employees and directors. The purpose of granting such options would be to assist SGC in compensating, attracting, retaining and motivating the directors of SGC and to closely align the personal interests of such persons to that of the shareholders of SGC.

Option-Based Awards

The purpose of the SGC Option Plan is to allow SGC to grant options to directors, officers, employees and consultants, as additional compensation, and as an opportunity to participate in the success of SGC. The granting of such options is intended to align the interests of such persons with that of the shareholders. The SGC Option Plan, once implemented, will be used to provide stock options which will be awarded based on the recommendations of the directors of SGC, taking into account the level of responsibility of such person, as well as his or her past impact on or contribution to, and/or his or her ability in future to have an impact on or to contribute to the longer-term operating performance of SGC. In determining the number of options to be granted, the SGC Board will take into account the number of options, if any, previously granted, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the Exchange and to closely align the interests of such person with the interests of shareholders. The SGC Board will determine the vesting provisions of all stock option grants.

The approximate number of individuals eligible to participate in the SGC Option Plan, as a result of receiving SGC Options on completion of the Arrangement is set out below:

Class of Eligible Participant	Approximate Number of Eligible Participants
Directors of Dunedin (an Affiliate of SGC)	6
Executive Officers (including Senior Consultant) of Dunedin (an Affiliate of SGC)	2
Employees and Consultants of Dunedin (an Affiliate of SGC)	2

Outstanding Option-Based Awards

Pursuant to the Plan of Arrangement, for each Dunedin Option exercisable for a Common Share that is outstanding immediately before the Effective Time, which has not been duly exercised or cancelled, will be deemed to be exchange for one-third of one fully-vested SGC Option.

Provided that no Dunedin Options will have been duly exercised or cancelled prior to the Effective Time, it is estimated that the following SGC Options will be held by SGC's Named Executive Officers and Senior Consultant, under the SGC Option Plan, as of the Effective Date:

Name	Number of securities underlying unexercised SGC Options	Expected SGC Option Exercise Price (\$) ⁽¹⁾	SGC Option Expiry Dates
Chris Taylor, Senior Consultant & Director	150,000	\$0.11	12/11/2019
	8,333	\$0.11	07/05/2020
	125,000	\$0.19	06/09/2021
	30,000	\$0.21	18/01/2022
Tony M. Ricci, CFO	125,000	\$0.11	12/11/2019
	8,333	\$0.11	07/05/2020
	66,667	\$0.19	06/09/2021
	30,000	\$0.21	18/01/2022

Note:

(1) Subject to adjustment in accordance with the Plan of Arrangement. The exercise prices of each Replacement Dunnedin Option and each SGC Option issued pursuant to the Arrangement shall be and be deemed to be automatically adjusted such that the aggregate In-the-Money Amounts thereof does not exceed the In-the-Money Amount of the exchanged Dunnedin Option determined immediately before the exchange, with the intention that subsection 7(1.4) of the Tax Act will apply to each exchange.

Incentive Plan Awards

SGC does not have any incentive plans, pursuant to which compensation that depends on achieving certain performance goals or similar conditions within a specified period is awarded, earned, paid or payable to its Named Executive Officers. Other than the SGC Options that the Named Executive Officers will receive on completion of the Arrangement, SGC has made no option-based or share-based awards to any of its Named Executive Officers.

Pension Plan Benefits

SGC does not have a pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement.

Termination of Employment, Change in Responsibilities and Employment Contracts

Other than as set out below, SGC has no employment contracts between it and either of its Named Executive Officers. Further, it has no contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of SGC or its subsidiaries, if any, or a change in responsibilities of a Named Executive Officer following a change of control. SGC will consider entering into contracts with its Named Executive Officers following completion of the Arrangement.

On October 1, 2017, SGC entered into consulting agreement with Tony Ricci, Chris Taylor and Bob Singh, and employment contracts with David Adamson and Martin Tunney. Pursuant to which, in the event of a change of control, each of Messrs. Ricci, Taylor, Singh, Adamson and Tunney would be entitled to up to twenty-four months worth of compensation plus applicable bonuses and benefits, if such employee/consultant is terminated without Just Cause (as defined therein) or resigns for Good Reason (as defined therein).

Defined Benefit or Actuarial Plan Disclosure

SGC has no defined benefit or actuarial plans.

Director Compensation

SGC currently has no arrangements, standard or otherwise, pursuant to which directors are compensated by SGC for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as a consultant or expert since its incorporation on June 8, 2017 and up to and including the date of the Circular.

Upon completion of the Arrangement, SGC will adopt a compensation program for directors. The objectives of the director compensation program will be to attract, retain and inspire performance of members of the SGC Board of a quality and nature that will enhance SGC's growth. The compensation will be intended to provide an appropriate level of remuneration considering the experience, responsibilities, time requirements and accountability of directors. The philosophy, and market comparisons and review with respect to director compensation, will be the same as for the executive compensation programs to be implemented by SGC.

The SGC Option Plan, once implemented, will allow for the granting of incentive stock options to its officers, employees and directors. The purpose of granting such options would be to assist SGC in compensating, attracting, retaining and motivating the directors of SGC and to closely align the personal interests of such persons to that of the shareholders of SGC.

Outstanding Option-Based Awards

Pursuant to the Plan of Arrangement, for each Dunnedin Option exercisable for a Common Share that is outstanding immediately before the Effective Time, which has not been duly exercised or cancelled, will be deemed to be exchange for one-third of one fully-vested SGC Option.

Provided that no Dunnedin Options will have been duly exercised or cancelled prior to the Effective Time, it is estimated that the following SGC Options will be held by SGC's directors, other than the Named Executive Officers, under the SGC Option Plan, as of the Effective Date:

Name	Number of securities underlying unexercised SGC Options	Expected SGC Option Exercise Price (\$) ⁽¹⁾	SGC Option Expiry Dates
Chad Ulansky, Director	50,000	\$0.15	04/08/2021
	75,000	\$0.19	06/09/2021
	30,000	\$0.21	18/01/2022

Note:

- (1) Subject to adjustment in accordance with the Plan of Arrangement. The exercise prices of each Replacement Dunnedin Option and each SGC Option issued pursuant to the Arrangement shall be and be deemed to be automatically adjusted such that the aggregate In-the-Money Amounts thereof does not exceed the In-the-Money Amount of the exchanged Dunnedin Option determined immediately before the exchange, with the intention that subsection 7(1.4) of the Tax Act will apply to each exchange.

No other stock options have been granted by SGC since the date of its incorporation on June 8, 2017 and SGC does not have a share-based awards program.

Aggregate Options Exercised and Option Values

No stock options have been granted by SGC or exercised since the date of its incorporation on June 8, 2017.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

SGC will appoint an audit committee (the "SGC Audit Committee") following the completion of the Arrangement. Each member of the SGC Audit Committee to be appointed will have adequate education and experience that is relevant to their performance as an audit committee member and, in particular, the requisite education and experience that have provided the member with the ability to read and understand a set of financial statements that

present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by SGC's financial statements.

It is intended that the SGC Audit Committee will establish a practice of approving audit and non-audit services provided by the external auditor. The SGC Audit Committee intends to delegate to its Chair the authority, to be exercised between regularly scheduled meetings of the SGC Audit Committee, to pre-approve audit and non-audit services provided by the independent auditor. All such preapprovals would be reported by the Chair at the meeting of the SGC Audit Committee next following the pre-approval.

The charter to be adopted by the SGC Audit Committee is expected to be substantially similar to that of Dunnedin's Audit Committee charter, which is appended to the Circular as Schedule "A".

To date, SGC has paid no fees to its external auditor.

Corporate Governance

Board of Directors

Directors are considered to be "independent" if they have no direct or indirect material relationship with SGC. A "material relationship" is a relationship which could, in the view of the SGC Board, be reasonably expected to interfere with the exercise of a director's independent judgment. The SGC Board will be composed of five directors, of which Chad Ulansky and Michael G. Leskovec will be considered to be independent. David Adamson, Christopher Taylor and Tony Ricci will not be independent, as they are the Executive Chairman, Senior Consultant and CFO, respectively, of SGC.

Directorships

Certain directors of SGC are directors of other reporting issuers, as disclosed in the Circular and in this Schedule under the heading "Directors and Officers".

Orientation and Continuing Education

All directors will be expected to pursue educational opportunities as appropriate to enable them to perform their duties as directors. SGC will make appropriate funding to directors to attend seminars or conferences relevant to their position as directors of SGC. Included in the Corporate Governance and Nomination Committee mandate will be the requirement to develop, with the assistance of management, an orientation and education program for new recruits to the SGC Board, where necessary. SGC's outside legal counsel will also provide directors and senior officers with summary updates of any developments relating to the duties and responsibilities of directors and officers and corporate governance matters.

Ethical Business Conduct

The SGC Board will adopt a written Code of Business Conduct and Ethics (the "Code") for directors, officers, and employees of SGC. Directors, officers or employees of SGC who have concerns or questions about violations of laws, rules or regulations, or of the Code, once implemented, will be required to report them to the Corporate Secretary or to the chair of the SGC Audit Committee, once formed. Following receipt of any complaints, the Corporate Secretary or chair of the SGC Audit Committee, as the case may be, will investigate each matter so reported and report to the SGC Audit Committee. The SGC Board will be ultimately responsible, acting through the SGC Audit Committee, for the Code and monitoring compliance with the Code. In addition to the requirements of the Code, once implemented, directors are also required to comply with the relevant provisions of the BCBCA regarding conflicts of interests. Directors with an interest in a material transaction are required to declare their interest and abstain from voting on such transactions. A thorough discussion of the documentation related to a material transaction is required for review by the SGC Board, particularly independent directors.

Nomination of Directors

The SGC Board will establish a Corporate Governance and Nominating Committee, which will have the primary responsibility for identifying prospective SGC Board members. The Corporate Governance and Nominating Committee will coordinate the search for qualified candidates with input from management and other SGC Board members, giving careful consideration to the competencies and skills that the SGC Board as a whole should possess, and the skills and experience of existing SGC Board members. Other factors will be considered which may include the ability of the individual candidate to contribute on an overall basis, the ability of the individual to contribute sufficient time and resources to the SGC Board, as well as the individual's direct experience with public companies

in general and mining companies, in particular. The Corporate Governance and Nominating Committee will recommend a nominee and seek full SGC Board endorsement of the selected candidate.

Compensation

The Compensation Committee, to be formed following the completion of the Arrangement, will review and make recommendations to the SGC Board on the compensation packages for the CEO and other senior officers, as well as evaluating annually the performance of the CEO. The Compensation Committee will meet at least annually to *discuss* compensation issues but will also meet from time to time as necessary.

Other Board Committees

Other than the SGC Audit Committee, the Corporate Governance and Nominating Committee and the Compensation Committee, it is not anticipated that SGC will have any additional board committees immediately following the completion of the Arrangement. The SGC Board may, however, establish additional committees after the completion of the Arrangement, depending on the needs of SGC.

Assessments

Once established, the Corporate Governance and Nominating Committee will establish and administer a process for assessing the effectiveness of the SGC Board as a whole, the committees of the SGC Board, the chairman of the SGC Board, the committee chairs and individual directors. The Corporate Governance and Nominating Committee will report regularly to the SGC Board on all of its activities and findings.

RISK FACTORS

In addition to the other information contained in the Circular, the following factors should be considered carefully when considering risk related to SGC's proposed business.

Nature of the Securities and No Assurance of any Listing

SGC Common Shares are not currently listed on any stock exchange and there is no assurance that the shares will be listed. Even if a listing is obtained, the holding of SGC Common Shares will involve a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. SGC Common Shares should not be held by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in securities of SGC should not constitute a major portion of an investor's portfolio.

Possible Non-Completion of Arrangement

There is no assurance that the Arrangement will receive regulatory, court or shareholder approval or will complete. If the Arrangement does not complete, SGC will remain a private company and wholly-owned subsidiary of Dunnedin. If the Arrangement is completed, SGC Shareholders (which will consist of Dunnedin Shareholders who receive SGC Common Shares) will be subject to the risk factors described below relating to resource properties.

Limited Operating History

SGC was incorporated on June 8, 2017 and has a limited operating history and no operating revenues.

Dependence on Management

SGC will be very dependent upon the personal efforts and commitment of its directors and officers. If one or more of SGC's proposed executive officers become unavailable for any reason, a severe disruption to the business and operations of SGC could result, and SGC may not be able to replace them readily, if at all. As SGC's business activity grows, SGC will require additional key financial, administrative and mining personnel as well as additional operations staff. There can be no assurance that SGC will be successful in attracting, training and retaining qualified personnel as competition for persons with these skill sets increase. If SGC is not successful in attracting, training and retaining qualified personnel, the efficiency of its operations could be impaired, which could have an adverse impact on SGC's future cash flows, earnings, results of operations and financial condition.

SGC's operations are subject to human error

Despite efforts to attract and retain qualified personnel, as well as the retention of qualified consultants, to manage SGC's interests, and even when those efforts are successful, people are fallible and human error could result in

significant uninsured losses to SGC. These could include loss or forfeiture of mineral claims or other assets for non-payment of fees or taxes, significant tax liabilities in connection with any tax planning effort SGC might undertake and legal claims for errors or mistakes by SGC personnel.

Financing Risks

If the Arrangement completes, additional funding will be required to conduct future exploration programs on the Gold Project and to conduct other exploration programs. If SGC's proposed exploration programs are successful, additional funds will be required for the development of an economic mineral body and to place it in commercial production. The only sources of future funds presently available to SGC are the sale of equity capital, or the offering by SGC of an interest in its properties to be earned by another party or parties carrying out exploration or development thereof. There is no assurance that any such funds will be available for operations. Failure to obtain additional financing on a timely basis could cause SGC to reduce or terminate its proposed operations.

Conflicts of Interest

Certain directors and officers of SGC are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of SGC, including possibly Dunnedin. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of SGC. Directors and officers of SGC with conflicts of interest will be subject to the procedures set out in applicable corporate and securities legislation, regulation, rules and policies.

No History of Earnings

SGC has no history of earnings or of a return on investment, and there is no assurance that the Gold Project or any other property or business that SGC may acquire or undertake will generate earnings, operate profitably or provide a return on investment in the future. SGC has no plans to pay dividends for some time in the future. The future dividend policy of SGC will be determined by the SGC Board.

Exploration and Development

Resource exploration and development is a speculative business and involves a high degree of risk. There is no known body of commercial ore on the Gold Project. There is no certainty that the expenditures to be made by SGC in the exploration of the Gold Project or otherwise will result in discoveries of commercial quantities of minerals. The marketability of natural resources which may be acquired or discovered by SGC will be affected by numerous factors beyond the control of SGC. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in SGC not receiving an adequate return on invested capital.

Environmental Risks and Other Regulatory Requirements

The current or future operations of SGC, including future exploration and development activities and commencement of production on its property or properties, will require permits or licences from various federal and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays as a result of the need to comply with the applicable laws, regulations and permits. There can be no assurance that all permits which SGC may require for the conduct of its operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on any project which SGC might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies and

mine reclamation and remediation activities, or more stringent implementation thereof, could have a material adverse impact on SGC and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in the development of new mining properties.

Dilution

Issuances of additional securities including, but not limited to, its common stock or some form of convertible debentures, will result in a substantial dilution of the equity interests of any persons who may become SGC Shareholders as a result of or subsequent to the Arrangement.

Market for securities

There is currently no market through which the SGC Common Shares may be sold and SGC Shareholders may not be able to resell the SGC Common Shares acquired under the Plan of Arrangement. There can be no assurance that an active trading market will develop for the SGC Common Shares following the completion of the Plan of Arrangement, or if developed, that such a market will be sustained at the trading price of the SGC Common Shares on the Exchange immediately after the Effective Date.

Nature of Mineral Exploration and Development

All of SGC's operations are at the exploration stage and there is no guarantee that any such activity will result in commercial production of mineral deposits. The exploration for mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration programs planned by SGC or any future development programs will result in a profitable commercial mining operation. There is no assurance that the SGC's mineral exploration activities will result in any discoveries of commercial quantities of ore. There is also no assurance that, even if commercial quantities of ore are discovered, a mineral property will be brought into commercial production. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted. The long-term profitability of SGC will be in part directly related to the cost and success of its exploration programs and any subsequent development programs.

No Operating History

Exploration projects have no operating history upon which to base estimates of future cash flows. Substantial expenditures are required to develop mineral projects. It is possible that actual costs and future economic returns may differ materially from SGC's estimates. There can be no assurance that the underlying assumed levels of expenses for any project will prove to be accurate. Further, it is not unusual in the mining industry for new mining operations to experience unexpected problems during start-up, resulting in delays and requiring more capital than anticipated. There can be no assurance that SGC's projects will move beyond the exploration stage and be put into production, achieve commercial production or that SGC will produce revenue, operate profitably or provide a return on investment in the future. Mineral exploration involves considerable financial and technical risk. There can be no assurance that the funds required for exploration and future development can be obtained on a timely basis. There can be no assurance that SGC will not suffer significant losses in the near future or that SGC will ever be profitable.

Commodity Prices

The price of the SGC Common Shares and SGC's financial results may be significantly adversely affected by a decline in the price of gold and other mineral commodities. Metal prices fluctuate widely and are affected by numerous factors beyond SGC's control. The level of interest rates, the rate of inflation, world supply of mineral commodities, global and regional consumption patterns, speculative trading activities, the value of the United States dollar and stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems, political systems and political and economic developments. The price of mineral commodities has fluctuated widely in recent years and future serious price declines could cause potential commercial production to be uneconomic. A severe decline in the price of minerals would have a material adverse effect on SGC.

Acquisition Strategy

As part of SGC's business strategy, it has sought and will continue to seek new exploration, development and mining opportunities in the resource industry. In pursuit of such opportunities, SGC may fail to select appropriate acquisition candidates or negotiate acceptable arrangements, including arrangements to finance acquisitions or integrate the acquired businesses and their personnel into SGC. SGC cannot assure that it can complete any acquisition or business arrangement that it pursues, or is pursuing, on favourable terms, or that any acquisitions or business arrangements completed will ultimately benefit SGC.

Dividend Policy

No dividends on SGC Common Shares have been paid by SGC to date. SGC anticipates that it will retain all earnings and other cash resources for the foreseeable future for the operation and development of its business. SGC does not intend to declare or pay any cash dividends in the foreseeable future. Payment of any future dividends will be at the discretion of the SGC Board after taking into account many factors, including SGC's operating results, financial condition and current and anticipated cash needs.

Permitting

SGC's mineral property interests are subject to receiving and maintaining permits from appropriate governmental authorities. There is no assurance that delays will not occur in connection with obtaining all necessary renewals of existing permits, additional permits for any possible future developments or changes to operations or additional permits associated with new legislation. Prior to any development of any of their properties, SGC must receive permits from appropriate governmental authorities. There can be no assurance that SGC will continue to hold all permits necessary to develop or continue its activities at any particular property. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing activities to cease or be curtailed, and may include corrective measures requiring capital expenditures or remedial actions. Amendments to current laws, regulations and permitting requirements, or more stringent application of existing laws, may have a material adverse impact on SGC, resulting in increased capital expenditures and other costs or abandonment or delays in development of properties.

Land Title

The acquisition of title to resource properties is a very detailed and time-consuming process. No assurances can be given that there are no title defects affecting the properties in which SGC has an interest. The properties may be subject to prior unregistered liens, agreements, transfers or claims, including native land claims, and title may be affected by, among other things, undetected defects. Other parties may dispute the title to a property or the property may be subject to prior unregistered agreements and transfers or land claims by Indigenous people. The title may also be affected by undetected encumbrances or defects or governmental actions. SGC has not conducted surveys of properties in which it holds an interest and the precise area and location of claims or the properties may be challenged. SGC may not be able to register rights and interests it acquires against title to applicable mineral properties. An inability to register such rights and interests may limit or severely restrict SGC's ability to enforce such acquired rights and interests against third parties or may render certain agreements entered into by SGC invalid, unenforceable, uneconomic, unsatisfied or ambiguous, the effect of which may cause financial results yielded to differ materially from those anticipated. Although SGC believes it has taken reasonable measures to ensure proper title to the properties in which it has an interest, there is no guarantee that such title will not be challenged or impaired.

Influence of Third Party Stakeholders

The mineral properties in which SGC holds an interest, or the exploration equipment and road or other means of access which SGC intends to utilize in carrying out its work programs or general business mandates, may be subject to interests or claims by third party individuals, groups or companies. In the event that such third parties assert any claims, SGC's work programs may be delayed even if such claims are not meritorious. Such claims may result in significant financial loss and loss of opportunity for SGC.

Insurance

Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, ground or slope failures, fires, environmental occurrences and natural phenomena such as prolonged periods of inclement weather conditions, floods and earthquakes. It is not

always possible to obtain insurance against all such risks and SGC may decide not to insure against certain risks because of high premiums or other reasons. Such occurrences could result in damage to, or destruction of, mineral properties or production facilities, personal injury or death, environmental damage to SGC's properties or the properties of others, delays in exploration, development or mining operations, monetary losses and possible legal liability. SGC expects to maintain insurance within ranges of coverage which it believes to be consistent with industry practice for companies of a similar stage of development. SGC expects to carry liability insurance with respect to its mineral exploration operations, but is not expected to cover any form of political risk insurance or certain forms of environmental liability insurance, since insurance against political risks and environmental risks (including liability for pollution) or other hazards resulting from exploration and development activities is prohibitively expensive. Should such liabilities arise, they could reduce or eliminate future profitability and result in increasing costs and a decline in the value of the securities of SGC. If SGC is unable to fully fund the cost of remedying an environmental problem, it might be required to suspend operations or enter into costly interim compliance measures pending completion of a permanent remedy. The lack of, or insufficiency of, insurance coverage could adversely affect SGC's future cash flow and overall profitability.

Significant Competition for Attractive Mineral Properties

Significant and increasing competition exists for the limited number of mineral acquisition opportunities available. SGC expects to selectively seek strategic acquisitions in the future, however, there can be no assurance that suitable acquisition opportunities will be identified. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than SGC, SGC may be unable to acquire additional attractive mineral properties on terms it considers acceptable. In addition, SGC's ability to consummate and to integrate effectively any future acquisitions on terms that are favourable to SGC may be limited by the number of attractive acquisition targets, internal demands on resources, competition from other mining companies and, to the extent necessary, SGC's ability to obtain financing on satisfactory terms, if at all.

PROMOTER

No person or company is, or has been since SGC's date of incorporation, a promoter of the Company or a subsidiary of the Company.

LEGAL PROCEEDINGS

SGC is not a party to any material legal proceedings and SGC is not aware of any such proceedings known to be contemplated.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director, executive officer or greater than 10% shareholder of SGC and no associate or affiliate of the foregoing persons has or had any material interest, direct or indirect, in any transaction since incorporation or in any proposed transaction which in either such case has materially affected or will materially affect SGC save as described herein.

AUDITORS

The auditors of SGC are BDO Canada LLP, Chartered Professional Accountants at 600 – 925 West Georgia Street, Vancouver, British Columbia V6C 3L2.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent for the SGC Common Shares is Computershare Investor Services Inc. at its principal offices at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia V6C 3B9.

MATERIAL CONTRACTS

The only agreement or contract that SGC has entered into since its incorporation or will enter into as part of the Arrangement which may be reasonably regarded as being material is the Arrangement Agreement dated November 23, 2017 between SGC and Dunnedin. See "Arrangement Agreement".

A copy of the Arrangement Agreement may be inspected at any time up to the commencement of the Meeting during normal business hours at SGC's offices located at Suite 1020, 800 West Pender Street, Vancouver, British Columbia V6C 2V6 and under Dunnedin's profile on the SEDAR website at www.sedar.com.

INTEREST OF EXPERTS

BDO Canada LLP, Chartered Professional Accountants, is the auditor of SGC and is independent of SGC within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

Andrea Diakow, P. Geo. prepared the Kahuna Report. As of the date of the Circular, Ms. Diakow did not own any of the issued and outstanding SGC Common Shares.