

**FORM 13-502F1
CLASS 1 AND CLASS 3B REPORTING ISSUERS – PARTICIPATION FEE**

MANAGEMENT CERTIFICATION

I, **Rick Wilson**, an officer of the reporting issuer noted below have examined this Form 13-502F1 (the **Form**) being submitted hereunder to the Ontario Securities Commission and certify that to my knowledge, having exercised reasonable diligence, the information provided in the Form is complete and accurate.

(signed) "Rick Wilson"

Name: Rick Wilson

Title: CEO & CFO

Date: September 29, 2017.

Reporting Issuer Name: LIONS BAY CAPITAL INC.

End date of previous financial year: May 31, 2017

Type of Reporting Issuer: **Class 1 reporting issuer** **Class 3B reporting issuer**

Highest Trading Marketplace: TSX Venture Exchange (TSX-V)

(refer to the definition of "highest trading marketplace" under OSC Rule 13-502 Fees)

Market value of listed or quoted equity securities:

(in Canadian Dollars - refer to section 7.1 of OSC Rule 13-502 Fees)

Equity Symbol: LBI.H

1st Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

01/06/16 to 31/08/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$0.04 (i)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

4,035,168 common shares(ii)

Market value of class or series

(i) x (ii)

\$161,406.72 (A)

2nd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

01/09/16 to 30/11/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$0.01 (iii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

4,035,168 common shares(iv)

Market value of class or series (iii) x (iv) **\$40,351.68** (B)

3rd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

01/12/16 to 28/02/17

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$0.04⁽¹⁾ (v)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

4,035,168 common shares(vi)

Market value of class or series

(v) x (vi) **\$161,406.72** (C)

4th Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

01/03/17 to 31/05/17

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$0.04⁽¹⁾ (vii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

4,035,168 common shares(viii)

Market value of class or series

(vii) x (viii) **\$161,406.72** (D)

5th Specified Trading Period (dd/mm/yy)

(if applicable – refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

N/A to N/A

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$ _____ (ix)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

_____ (x)

Market value of class or series

(ix) x (x) **\$ Not Applicable** (E)

Average Market Value of Class or Series

(Calculate the simple average of the market value of the class or series of security for each applicable specified trading period (i.e. A through E above))

\$131,142.96 (1)

(Repeat the above calculation for each other class or series of equity securities of the reporting issuer (and a subsidiary pursuant to paragraph 2.8(1)(c) of OSC Rule 13-502 Fees, if applicable) that was listed or quoted on a marketplace at the end of the previous financial year)

Fair value of outstanding debt securities:

(See paragraph 2.8(1)(b), and if applicable, paragraph 2.8(1)(c) of OSC Rule 13-502 Fees)

\$Not Applicable(2)

(Provide details of how value was determined)

Capitalization for the previous financial year (1) + (2) **\$131,142.96**

Participation Fee

(For Class 1 reporting issuers, from Appendix A of OSC Rule 13-502 Fees, select the participation fee)

\$890

(For Class 3B reporting issuers, from Appendix A.1 of OSC Rule 13-502 Fees, select the participation fee)

Late Fee, if applicable

(As determined under section 2.7 of OSC Rule 13-502 Fees)

\$N/A

Total Fee Payable

(Participation Fee plus Late Fee)

\$890

NOTE:

⁽¹⁾ Trading in the common shares of Lions Bay Capital Inc. (the "Issuer") was halted effective February 14, 2017, pending news by the Issuer with respect to its Qualifying Transaction under the policies of the TSX Venture Exchange. The closing price of the Issuer's common shares at the end of the specified trading periods ended February 28, 2017 and May 31, 2017, is the closing price of the common shares on December 15, 2016, the last day the shares traded prior to the halt. Trading has remained halted pending completion by the Issuer of its Qualifying Transaction.