



**British Columbia  
Securities Commission**

Corporate Finance  
SEDAR Electronic Correspondence

P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver BC V7Y 1L2  
Canada  
Telephone: (604) 899-6500  
Fax: (604) 899-6581  
(BC and Alberta only) 1-800-373-6393

---

RECEIPT

**Sherpa Holdings Corp.**

This is the receipt of the **British Columbia Securities Commission** for the **Amended and Restated CPC Prospectus** dated **October 10, 2017** (the amended prospectus) amending and restating the **CPC Prospectus** of the above Issuer dated **October 2, 2017**.

This receipt also evidences that the **Ontario Securities Commission** has issued a receipt for the amended prospectus.

The amended prospectus has been filed under Multilateral Instrument 11-102 *Passport System* in **Alberta**. A receipt for the amended prospectus is deemed to be issued by the regulator in this jurisdiction, if the conditions of the Instrument have been satisfied.

**October 16, 2017**

*Michael L. Moretto*

---

Michael L. Moretto, CPA, CA  
Manager  
Corporate Finance

SEDAR Project Number 2640722