

Form 62-103F1

Required Disclosure under the Early Warning Requirements

Item 1 – Security and Reporting Issuer

- 1.1 *State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.*

DLV Resources Ltd. (the “**Issuer**”)
Suite 3123 - 595 Burrard Street
Vancouver, British Columbia
V7X 1J1

This report relates to Units of the Issuer (the “**Unit**”). Each Unit consists of one Common Share (the “**Common Share**”) and one Common Share Purchase Warrant (the “**Warrant**”). Each Warrant is exercisable into one Common Share at an exercise price of \$0.11 per Common Share until February 26, 2019.

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

The Units were acquired pursuant to a non-brokered Private Placement (the “**Transaction**”).

Item 2 – Identity of the Acquiror

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

Paul Matysek
3123 - 595 Burrard Street
Vancouver, BC V7X 1J1

Bedrock Capital Corporation
3123 - 595 Burrard Street
Vancouver, BC V7X 1J1

(the “**Acquiror**”)

- 2.2 *State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.*

On February 26, 2018, the Acquiror acquired 6,150,000 Units of the Issuer pursuant to the Transaction.

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

Bedrock Capital Corporation is a company owned and controlled by Paul Matysek.

Item 3 – Interest in Securities of the Reporting Issuer

- 3.1 *State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.*

Bedrock Capital Corporation acquired 6,150,000 Common Shares in connection with the Transaction representing 8.31% of the current issued and outstanding Common Shares of the Issuer and acquired 6,150,000 Warrants, representing 15.38% of the outstanding Warrants of the Issuer. Bedrock Capital Corporation would own 12,300,000 Common Shares of the Issuer, representing 15.35% of the outstanding Common Shares of the Issuer on a partially diluted basis, assuming exercise of the 6,150,000 Warrants.

- 3.2 *State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.*

The Acquiror acquired ownership and control over the Units.

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

Not applicable.

- 3.4 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.*

Immediately prior to the Transaction, the Acquiror owned, directly or indirectly, no Common Shares or Warrants of the Issuer.

Immediately after the Transaction, the Acquiror, directly or indirectly, acquired 6,150,000 Common Shares of the Issuer, representing 8.31% of the current issued and outstanding Common Shares of the Issuer and 6,150,000 Warrants, representing 15.38% of the outstanding Warrants of the Issuer. The Acquiror would, directly or indirectly, own 12,300,000 Common Shares of the Issuer, representing 15.35% of the issued and outstanding Common Shares of the Issuer on a partially diluted basis, assuming exercise of the 6,150,000 Warrants.

- 3.5 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which*

- (a) *the acquiror, either alone or together with any joint actors, has ownership and control,*

Paul Matysek holds no Common Shares or Warrants of the Issuer.

Bedrock Capital Corporation holds 6,150,000 Common Shares of the Issuer representing 8.31% of the issued and outstanding Common Shares of the Issuer, and holds 6,150,000 Warrants of the Issuer representing 15.38% of the issued and outstanding Warrants of the Issuer, and would hold 12,300,000 Common Shares of the Issuer, representing 15.35% of the issued and outstanding Common Shares of the Issuer on a partially diluted basis, assuming exercise of the 6,150,000 Warrants. Paul Matysek has ownership and control of these securities.

- (b) *the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and*

Not applicable.

- (c) *the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.*

Not applicable.

- 3.6 *If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.*

Not applicable.

- 3.7 *If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.*

Not applicable.

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

Not applicable.

- 3.8 *If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

Not applicable.

Item 4 – Consideration Paid

- 4.1 *State the value, in Canadian dollars, of any consideration paid or received per security and in total.*

The Acquiror paid cash consideration of \$0.08 per Unit for a total consideration of \$492,000.

- 4.2 *In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

Refer to 4.1 above.

- 4.3 *If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

For investment purposes only. The Acquiror may acquire additional securities of the Issuer in the future.

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

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

The certificate must state the following:

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

DATED this 28th day of February 2018.

“Paul Matysek”

Paul Matysek