

## NATIONAL INSTRUMENT 62-103F1

### REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

#### 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.*

Units (each, a “Unit”) of True Grit Resources Ltd. (the “Company”), having a head office address at Suite 404 – 999 Canada Place, Vancouver, BC V6C 3E2, with each Unit comprised of one common share in the capital of the Company (each, a “Share”) and one share purchase warrant (each, a “Warrant”), each of which is exercisable into one Share at a price of \$0.10 per Share until September 6, 2018.

- 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 rights offering conducted by the Company (the “Rights Offering”).

#### 2. Identity of the Acquiror

- 2.1 *State the name and address of the Acquiror*

Byron Coulthard (the “Acquiror”)  
23 - 2453 163 Street  
Surrey, BC V3Z 8N6

- 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 September 6, 2017, the Acquiror acquired 2,720,000 Units at a price of \$0.03 per Unit pursuant to the Rights Offering.

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

Not applicable.

#### 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.*

The Acquiror acquired 2,720,000 Units. See Item 3.4 for the change in the Acquiror’s securityholding percentage.

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 of 2,720,000 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.*

Prior to the Rights Offering, the Acquiror owned and controlled 220,000 Shares, and no convertible securities of the Company, which represented 1.50% of the 14,802,412 Shares outstanding prior to the completion of the Rights Offering.

Following the completion of the Rights Offering, the Acquiror directly and indirectly owns and controls an aggregate of:

- 2,940,000 Shares; and
- 2,720,000 Warrants.

Following the completion of the Rights Offering, the Acquiror owns and controls an aggregate of 5,660,000 Shares, on a partially diluted basis (assuming exercise of all Warrants), which represents 18.36% of the 30,830,492 Shares outstanding following completion of the Rights Offering, comprised of 28,110,492 Shares outstanding and 2,720,000 Shares that may be issuable on exercise of Warrants held by the Acquiror, on a partially diluted basis (10.46% of the 28,110,492 Shares outstanding on an undiluted basis).

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,*

See Item 3.4 above.

(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 by 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.*

*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.

#### **4. Consideration Paid**

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

2,720,000 Units were acquired by the Acquirer at a price of \$0.03 per Unit for total consideration of \$81,600.00.

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

See Item 4.1 above.

## 5. Purpose of the Transaction

5.1 *State the purpose or purposes of the Acquiror and any joint actors for the acquisition or disposition of securities of the Company. 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:*

- (a) *the acquisition of additional securities of the Company, or the disposition of securities of the Company;*

The Units were acquired for investment purposes. The Acquiror intends to monitor the business and affairs of the Company, including its financial performance, and depending upon these factors, market conditions and other factors, additional securities of the Company may be acquired as is considered or deemed appropriate. Alternatively, some or all of the securities acquired may be disposed of in compliance with applicable securities regulatory requirements.

- (b) *a corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries;*

Not applicable.

- (c) *a sale or transfer of a material amount of the assets of the Company or any of its subsidiaries;*

Not applicable.

- (d) *a change in the board of directors or management of the Company, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;*

Not applicable.

- (e) *a material change in the present capitalization or dividend policy of the Company;*

Not applicable.

- (f) *a material change in the Company's business or corporate structure;*

Not applicable.

- (g) *a change in the Company's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the Company by any person or company;*

Not applicable.

- (h) *a class of securities of the Company being delisted from, or ceasing to be authorized to be quoted on, a marketplace;*

Not applicable.

(i) *the Company ceasing to be a reporting issuer in any jurisdiction in Canada;*

Not applicable.

(j) *a solicitation of proxies from securityholders;*

Not applicable.

(k) *an action similar to any of those enumerated above.*

Not applicable.

**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.

**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 Company's securities.*

Not applicable.

**8. Exemption**

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

Not applicable.

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**9. Certification**

I, as the Acquiror, certify that the statements made in this report are true and complete in every respect.

**DATED** this 11th day of December, 2017.

*"Byron Coulthard"*

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**BYRON COULTHARD**