This preliminary short form prospectus has been filed with the securities regulatory authorities in each of the provinces of British Columbia and Alberta, and the Yukon Territory, but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form prospectus is obtained from the securities regulatory authorities.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. *This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell these securities. These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws. Accordingly, the securities offered hereby may not be offered or sold within the United States of America or its territories or possessions or to "U.S. persons", as defined in Regulation S under the U.S. Securities Act, ("U.S. Persons") except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities laws or under exemptions from those laws. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States or to U.S. Persons. See "Plan of Distribution."*

Information has been incorporated by reference in this preliminary short form prospectus from documents filed with securities commissions or similar authorities in Canada. *Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Grande Portage Resources Ltd. at Suite 501, 595 Howe Street, Vancouver, British Columbia, V6C 2T5 (phone: (604) 685-4655) and are also available electronically at www.sedar.com.*

PRELIMINARY SHORT FORM PROSPECTUS

New Issue July 3, 2018

$5,500,000
27,500,000 Units
$0.20 per Unit

Grande Portage Resources Ltd. ("**Grande Portage**" or the "**Company**") hereby qualifies for distribution in British Columbia, Alberta and the Yukon Territory up to 27,500,000 units (the "**Units**"), each Unit consisting of one (1) Common Share (as defined herein) in the capital of the Company (a "**Unit Share**") and one-half (½) of one transferable Common Share purchase warrant (each whole warrant, a "**Warrant**"), at an offering price of $0.20 per Unit (the "**Offering**"). Each Warrant will entitle the holder to purchase one (1) Common Share (a "**Warrant Share**") at a price of $0.275 per Warrant Share for a period of twelve (12) months from the date of closing of the Offering (the "**Closing Date**"), subject to certain adjustment in certain circumstances and subject to the Acceleration Provision (as defined herein) (see: "*Description of Securities Distributed – Warrants*"). This Offering is being made to investors resident in British Columbia, Alberta, and the Yukon Territory on a commercially reasonably efforts basis by Mackie Research Capital Corporation (the "**Agent**"), as the exclusive agent for the Company (see: "*Plan of Distribution*").

The Common Shares of the Company are listed on the TSX Venture Exchange (the "**TSXV**") under the symbol "GPG". On June 29, 2018, the last trading day on the TSXV before the filing of this short form prospectus, the closing price of the Common Shares on the TSXV was $0.23. The offering price was determined by negotiation between the Company and the Agent.

Unless the context otherwise requires, when used herein, all references to "Units" include any such securities issued upon exercise of the Over-Allotment Option (as defined below).

	Price to the Public	**Agent' Commission(1)**	**Net Proceeds to the Company(2)**
Per Unit	$0.20	$0.014	$0.186
Total Offering	$5,500,000	$385,000	$5,115,000

(1) The Company has agreed to pay the Agent a cash fee representing 7.0% of the gross proceeds of the Offering (the "**Agent's Fee**"). In addition, the Company has agreed to issue to the Agent that number of Common Share purchase warrants to the Agent (the "**Agent's Warrants**") on closing of the Offering equal to 10% of

the total number of Units sold pursuant to the Offering, including Additional Units (as herein defined), if any. Each Agent's Warrant will entitle the Agent to purchase one Common Shares (an "**Agent's Warrant Share**"), at a price of $0.20 per Agent's Warrant Share for a period of 12 months following the Closing Date. In addition, the Company has paid the Agent a non-refundable work fee of $50,000 and will issue to the Agent a total of 750,000 options to acquire Common Shares (the "**Agent's Compensation Options**") having the same terms of exercise as the Agent's Warrants. The Agent's Compensation Options and those Agent's Warrants that are Qualified Compensation Securities (as defined herein) are qualified for distribution by this short form prospectus. See "*Plan of Distribution*".

(2) After deducting the Agent's Fee, but before deducting the expenses of the Offering, estimated to be $300,000, which will be paid from the net proceeds of the Offering. See "*Use of Proceeds*".

(3) The Company has granted the Agent, an over-allotment option (the "**Over-Allotment Option**"), exercisable in whole or in parts in the sole discretion of the Agent for a period of 30 days from the Closing Date, enabling them to offer up to: (i) an additional 4,125,000 Units at a price of $0.20 per Unit (the "**Additional Units**"); (ii) up to an additional 2,062,500 Warrants ("**Additional Warrants**") at a price of $0.08 per Additional Warrant; or (iii) any combination of Additional Units and/or Additional Warrants, so long as the aggregate number of additional Unit Shares and additional Warrants which may be issued under the Over-Allotment Option does not exceed 4,125,000 Unit Shares and 2,062,500 Warrants, solely to cover over-allotments, if any, and for market stabilization purposes. If the Over-Allotment Option is exercised in full, the total number of Units sold pursuant to the Offering will be 31,625,000, the total price to the public will be $6,325,000, the total Agent's Fee will be $442,750, and the net proceeds to the Company, before deducting the estimated expenses of the Offering, will be $5,882,250. A purchaser who acquires Additional Units or Additional Warrants forming part of the Agent's over-allocation position acquires those securities under this short form prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

The following table sets out the number of options or other compensation securities that may be issued by the Company to the Agent:

Agent' Position	Maximum Size	Exercise Period	Exercise Price
Over-Allotment Option(1)	4,125,000 Additional Units and / or 2,062,500 Additional Warrants	Up to 30 days from the Closing Date	$0.20 per Additional Unit $0.08 per Additional Warrant
Agent's Compensation Options(2)	750,000 Agent's Compensation Options	Exercisable for a period of 12 months following the Closing Date	$0.20 per Common Share
Agent's Warrants(2)	2,750,000 Agent's Warrants (3,162,500 assuming exercise in full of the Over-Allotment Option)	Exercisable for a period of 12 months following the Closing Date	$0.20 per Agent's Warrant Share
Total securities under option issuable to Agent	7,625,000 Shares (8,037,500 assuming exercise in full of the Over- Allotment Option)	As above	As above

Notes:

(1) Assumes the exercise of the Over-Allotment Option in full. This short form prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Additional Units issuable upon exercise of the Over-Allotment Option.

(2) National Instrument 41-101 ("**NI 41-101**") imposes a restriction on the maximum number of securities which may be distributed under a prospectus to an Agent as compensation ("**Qualified Compensation Securities**"). Pursuant to NI 41-101, the aggregate Qualified Compensation Securities must not exceed 10% of the Units offered pursuant to this short form prospectus, which in the case of this Offering is 2,750,000 (3,162,500 in the event the Over-Allotment Option is exercised in full). To the extent that the Agent is entitled to receive securities as compensation exceeding 10% of the Offering, those securities exceeding the 10% threshold will not be Qualified Compensation Securities, will not be qualified for distribution under this Prospectus and will be subject to a hold period in accordance with applicable securities laws. The Agent intends that the Agent's Compensation Options will be qualified for distribution by this short form prospectus.

There is no minimum amount of funds that must be raised under this Offering. This means that the Company could complete this Offering after raising only a small proportion of the Offering amount set out above.

The company has applied to the TSXV for approval of the listing of the Unit Shares, the Warrant Shares issuable upon the exercise of the Warrants, the Agent's Warrant Shares issuable upon exercise of the Agent's Warrants and the Common Shares issuable upon exercise of the Agent's Compensation Options. Such listing will be subject to the Company fulfilling all of the requirements of the TSXV.

The Warrants will be governed by a warrant indenture (the "**Warrant Indenture**") to be entered into on or before the Closing Date between the Company and Computershare Trust Company of Canada (the "**Warrant Agent**"). **There is no market through which the Warrants may be sold and purchasers may not be able to resell the Warrants purchased under the short form prospectus. This may affect the pricing of the Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of the Warrants, and the extent of issuer regulation.** See "*Risk Factors*"

Closing of this Offering is expected to take place on or about July 31, 2018, or such other date as may be agreed upon by the Company and the Agent but in any event no later than 90 days after the Company receives a final receipt for this short form prospectus.

The Agent, as exclusive agent of the Company for the purposes of this Offering, conditionally offers the Units on a commercially reasonable efforts basis, subject to prior sale, if, as and when issued by the Company and accepted by the Agent in accordance with the Agency Agreement referred to under "*Plan of Distribution*", and subject to the approval of certain legal matters on behalf of the Company by Salley Bowes Harwardt Law Company and on behalf of the Agent by Miller Thomson LLP. Subscriptions will be received subject to rejection or allotment in whole or in part by the Company and the right is reserved to close the subscription books at any time without notice. It is expected that the Shares and the Warrants will be issued as non-certificated book-entry securities through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee. Consequently, purchasers of the Shares and the Warrants will receive a customer confirmation from the registered dealer that is a CDS participant from or through which the Shares and the Warrants were purchased and no certificate evidencing the Shares or Warrants will be issued. Registration will be made through the depository services of CDS. No person is authorized to provide any information or make any representation in connection with the Offering, other than as contained in this short form prospectus.

In connection with the Offering and subject to applicable laws, the Agent may over-allot or effect transactions that are intended to stabilize or maintain the market price of the Common Shares at levels other than that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. See "*Plan of Distribution*".

Investing in the Units involves significant risks. Prospective investors should consider the risk factors described under "*Risk Factors*" in this short form prospectus and in the Company's annual information form dated June 7, 2018 for the year ended October 31, 2017 (the "AIF"), incorporated by reference herein and which can be found on SEDAR at www.sedar.com before purchasing Units.

The Company's registered office and records office is located at Suite 1750, 1185 West Georgia Street, Vancouver, British Columbia, V6E 4E6, and its head office is located at Suite 501, 595 Howe Street, Vancouver, British Columbia, V6C 2T5.

Mr. Douglas Perkins, a director of the Company, resides outside of Canada. Mr. Perkins has appointed the Company as his agent for service of process. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person that resides outside of Canada, even if the person has appointed an agent for service of process.

Agent

MACKIE RESEARCH CAPITAL CORPORATION

Suite 1920 – 1075 West Georgia Street
Vancouver, British Columbia
V6E 3C9
Telephone: (778) 373-4100
Facsimile: (778) 373-4101

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GENERAL MATTERS

In this short form prospectus, unless otherwise indicated or the context otherwise requires, the terms "Grande Portage", the "Company", "we", "us", and "our" are used to refer to Grande Portage Resources Ltd. Capitalized terms used in this short form prospectus that are not otherwise defined shall have the meanings ascribed to such terms in the Company's AIF which is incorporated by reference herein.

SCIENTIFIC AND TECHNICAL INFORMATION

The scientific and technical information with respect to the Company's Herbert Gold Property (as defined herein) that is contained in and incorporated by reference in this short form Prospectus is derived from the technical report dated May 28, 2018 entitled "Technical Report on the Herbert Gold Property – Juneau District, Southeast Alaska for Grande Portage Resources Ltd." prepared by David Webb, Ph.D., P.Geol., P.Eng. (the **"Herbert Gold Technical Report**").

Mr. Webb is an independent "Qualified Person", as such term is defined in National Instrument 43-101 – *Standard of Disclosure for Mineral Projects* ("**NI 43-101**"), and has reviewed the scientific and technical information contained in or incorporated by reference in this short form Prospectus or has supervised the preparation of information upon which such scientific and technical information is based, as detailed in the Herbert Gold Technical Report. Reference should be made to the full text of the Herbert Gold Technical Report, which has been filed with Canadian securities regulatory authorities pursuant to NI 43-101 and is available for review under the Company's SEDAR profile at www.sedar.com. See "*Interests of Experts*".

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This short form prospectus (including the documents incorporated by reference herein) contains "forward-looking information" which may include, but is not limited to, the intended use of proceeds of the Offering described under "Use of Proceeds" herein, statements with respect to future financial or operating performance of Grande Portage, its subsidiaries and their respective projects, the future price of minerals, the estimation of mineral resources, the timing and amount of estimated future production, costs of production, capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, timing and prospects of obtaining required permits, requirements for additional capital, currency exchange rates, government regulation of mining operations, environmental risks, reclamation and rehabilitation expenses, title disputes or claims, limitations of insurance coverage and regulatory matters. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes", or variations (including negative variations of such words and phrases), or state that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur" or "be achieved".

In making the forward-looking statements in this short form prospectus, the Company has applied certain factors and assumptions that it believes are reasonable, including that there is no material deterioration in general business and economic conditions; that there are no adverse changes in relevant laws or regulations; that the supply and demand for, deliveries of, and the level and volatility of prices of metals and minerals develop as expected; that the Company receives any regulatory and governmental approvals for its projects on a timely basis; that the Company is able to obtain financing on reasonable terms; that the Company is able to procure equipment and supplies in sufficient quantities and on a timely basis; that engineering and exploration timetables and capital costs for the Company's exploration plans are not incorrectly estimated or affected by unforeseen circumstances and that any environmental and other proceedings or disputes are satisfactorily resolved.

However, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Grande Portage and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, those factors discussed or referred to in the section entitled "*Risk Factors*" in this short form prospectus and in the AIF of the Company incorporated by reference herein. Although Grande Portage has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained or incorporated by reference herein are made as of the date of this short form prospectus or the date of the document incorporated by reference herein based on the opinions and estimates of management at that time. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements, except as required by applicable securities laws.

You should rely only on the information contained or incorporated by reference in this short form prospectus. Neither Grande Portage nor the Agent have authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. Neither Grande Portage nor the Agent is making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. The information in this document may only be accurate as of the date on the front cover of this short form prospectus.

CURRENCY PRESENTATION

All dollar amounts set forth in this short form prospectus are expressed in Canadian dollars and referred to as "$" unless otherwise specifically indicated. There are also references in this short form prospectus to United States dollars (US$). As at June 29, 2018, the daily average rate for one Canadian dollar in US$ was C$1.00 = US$0.7594 as reported by the Bank of Canada.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this short form prospectus from documents filed with the various securities commissions or similar regulatory authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of the Company at Suite 501 – 595 Howe Street, Vancouver, British Columbia, V6C 2T5 (phone: (604) 685-4655) and are also available electronically at www.sedar.com. Information contained or featured on the Company's website shall not be deemed to be part of this short form prospectus.

The following documents, filed by the Company with the various securities commissions or similar regulatory authorities in the provinces of British Columbia and Alberta, and the Yukon Territory, are specifically incorporated by reference into, and form an integral part of, this short form prospectus:

(a) the AIF of the Company dated June 7, 2018 for the financial year ended October 31, 2017;

(b) the technical report dated May 28, 2018 entitled "Technical Report on the Herbert Gold Project – Juneau District, Southeast Alaska for Grande Portage Resources Ltd." (the "**Herbert Gold Technical Report**");

(c) the audited consolidated financial statements of the Company for the fiscal years ended October 31, 2017 and 2016, together with the auditor's report thereon and notes thereto;

(d) the management's discussion and analysis for the years ended October 31, 2017;

(e) the unaudited condensed consolidated interim financial statements of the Company for the six months ended April 30, 2018, together with the notes thereto, except the following text on page 2 thereof "*The Company's independent auditor has not performed a review of these consolidated interim financial statements in accordance with standards established by the Canadian Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.*";

(f) the management's discussion and analysis for the six months ended April 30, 2018;

(g) the management information circular of the Company dated March 26, 2018 prepared in connection with the annual general meeting of shareholders of the Company held on April 27, 2018; and

(h) the material change report dated June 13, 2018 relating to the Offering.

A reference herein to this short form prospectus also means any and all documents incorporated by reference in this short form prospectus. Any document of the type referred to above (excluding confidential material change reports), any business acquisition reports, the content of any news release disclosing financial information for a period more recent than the period for which financial statements are required and certain other disclosure documents as set forth in Item 11.1 of Form 44-101F1 of National Instrument 44-101 - *Short Form Prospectus Distributions* of the Canadian Securities Administrators filed by the Company with the securities commissions or similar regulatory authorities in Canada after the date of this short form prospectus and prior to the termination of the distribution shall be deemed to be incorporated by reference in this short form prospectus.

Any statement contained in this short form prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this short form prospectus, to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not constitute a part of this short form prospectus, except as so modified or superseded. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of such a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

ELIGIBILITY FOR INVESTMENT

In the opinion of Salley Bowes Harwardt Law Corp., counsel to the Company, provided the Common Shares are listed on a designated stock exchange for purposes of the *Income Tax Act* (Canada) and regulations thereunder (the "**Tax Act**") (which includes the TSXV), the Unit Shares, Warrants and Warrant Shares, if issued on the date hereof, would be qualified investments under the Tax Act for a trust governed by a registered retirement savings plan (a "**RRSP**"), a registered education savings plan, a registered retirement income fund (a "**RRIF**"), a deferred profit sharing plan, a registered disability savings plans and a tax-free savings account (a "**TFSA**") as defined in the Tax Act (collectively, the "**Registered Plans**"), and provided that in the case of the Warrants, the Company is not an annuitant, a beneficiary, an employer, or subscriber under or a holder of such Registered Plan.

Notwithstanding the foregoing, if the Units Shares, Warrants or Warrant Shares are "prohibited investments" for a TFSA, an RRSP, or an RRIF, the holder of a TFSA or the annuitant of an RRSP or RRIF, as the case may be, will be subject to a penalty tax as set out in the Tax Act. The Shares or Warrants will generally not be a "prohibited investment" for trusts governed by a TFSA, RRSP or RRIF unless the holder of the TFSA or the annuitant under the RRSP or RRIF, as applicable, (i) does not deal at arm's length with the Company for purposes of the Tax Act, or (ii) has a "significant interest" as defined in the Tax Act in the Company. Holders or annuitants should consult their own tax advisors in this regard. In addition, pursuant to such proposed amendments, the Unit Shares, Warrants or Warrant Shares will generally not be a "prohibited investment" if the Units Shares, Warrants or Warrant Shares are "excluded property" (as defined in the Tax Act). Holders of a TFSA and annuitants of a RRSP or RRIF should consult their own tax advisors in regards to the application of these rules in their particular circumstances.

THE COMPANY

The Company was incorporated pursuant to the laws of British Columbia on October 17, 1984 under the name "Grande Portage Resources Ltd.", by Memorandum and Articles filed with the Registrar of Companies for British Columbia. On July 17, 1998, the Company continued from British Columbia under the laws of the Yukon Territory. On May 3, 2007, the Company continued from the Yukon Territory back under the laws of British Columbia, with an unlimited number of authorized common shares without par value issuable. The Company consolidated its authorized and issued common shares on the basis of ten old common shares for one new Common Share, with fractional Common Shares being rounded down to the nearest lower whole share, effective February 17, 2016.

The head office of the Company is located at Suite 501, 595 Howe Street, Vancouver, British Columbia, V6C 2T5. The registered and records offices of the Company are located at Suite 1750, 1185 West Georgia Street, Vancouver, British Columbia, V6E 4E6. The Company has one wholly owned subsidiary; namely, GPG Alaska Resources Inc., an Alaskan Company.

BUSINESS OF THE COMPANY

The Company is an exploration-stage public company whose principal business activity is the exploration for and development of natural resource properties, namely gold, in Alaska. The Company is currently focused on exploring and developing its Herbert Gold Project, Alaska (the "**Herbert Gold Project**"). The Company's leasehold interest in the Herbert Gold Project is held through the Company's US subsidiary, GPG Alaska Resources Inc. The Herbert Gold Project is subject to a net smelter returns royalty of up to 5% reserved to the underlying lessor, plus minimum annual advance royalties of US$30,000 due November 1st of each year. All advance royalties will be credited towards any net smelter returns royalty paid upon the commencement of commercial production. The Herbert Gold Mining Lease has a term of 20 years, expiring October 31, 2027, and shall be renewable for another 20 years, provided the annual advance royalty or production royalty, as the case may be, is paid.

The disclosure set out below regarding the Herbert Gold Project is based on, without material modification or revision, disclosure in the Herbert Gold Technical Report. The Herbert Gold Technical Report is available for review under the Company's SEDAR profile at www.sedar.com. The Herbert Gold Technical Report contains more detailed information and qualifications than are set out below and readers are encouraged to

review the Herbert Gold Technical Report. This summary is subject to all of the assumptions, information and qualifications set forth therein.

Mineralization at the Herbert Gold Project consists of mesothermal quartz-carbonate-gold-base metal veining and is typical to that seen throughout the district. Three principal veins have been named from south to north and are the Deep Trench, Main, and Goat veins. Minor veins include the Floyd, North, Ridge and Lake. The principal veins strike N80E and dip steeply to the north. The cumulative strike length of all mapped veins at present is over 3,700 m. Drilling at the Herbert Gold Project has been used to define an Indicated and Inferred mineral resource along a portion of the Goat, Main and Trench veins (and associated splays).

The Herbert Gold Project mineralization conforms to a model of orogenic-mesothermal gold mineralization and such systems in Alaska have potential to develop economically recoverable resources. Work to date has made good progress in identifying mineralized continuity of the Goat, Main and Deep Trench veins along strike lengths of 530 m, 680 m and 800 m respectively, and down dip extensions from surface (mean 50 to 150 m AMSL) down to elevations as deep as -450 m (450 m below sea level). No geological evidence has been found to limit the down dip extension of these veins.

The Goat vein offers a strong potential for additional resources and four more minor veins are largely un-drill tested. Additional vein exposures recently exposed by the retreating Herbert Glacier north of the Goat Vein suggests additional undocumented potential exists here. A mineral resource estimate has been calculated based on results from 139 diamond drill-core holes and four trenches (total 22,089.8 m), targeting part of the Goat, Main and Deep Trench veins, resulting in an uncut Indicated Mineral Resource of 257,900 ounces of gold at an average grade of 7.25 gpt (1,107,000 tonnes) and an uncut Inferred Mineral Resource of 82,200 ounces of gold at an average grade of 6.04 gpt gold (423,000 tonnes) at a 2.5 gpt gold cut-off grade.

Mineral resources that are not mineral reserves do not have demonstrated economic viability. The mineral resource estimates will be affected by environmental, permitting, taxation, socio-economic, marketing, political metallurgical, mining and infrastructure issues. These issues are mainly economic impacts that have not been examined so are not discussed in the Herbert Gold Technical Report.

For additional information on the Herbert Gold Project, please refer to the Herbert Gold Technical Report or the AIF under the heading "*Material Mineral Property*".

CONSOLIDATED CAPITALIZATION

Except as disclosed elsewhere in this short form prospectus, there have been no material changes in the share and loan capital of the Company, on a consolidated basis, since April 30, 2018, being the date of the Company's most recently filed financial statements. Further details are set out in the AIF under the heading "*Description of Share Capital*", or in the footnote 5 of the interim financial statements for the six months ended April 30, 2018, incorporated by reference.

The following table sets forth the consolidated capitalization of the Company has at April 30, 2018 both before and after giving effect to the Offering on the issued capital of the Company:

	As at April 30, 2018, before giving effect to the Offering	**As at April 30, 2018, after giving effect to the Offering[(1)(2)]**
Shares	$20,632,466 (31,650,365 Shares)	$26,957,466 (63,275,365 Shares)
Warrants	4,402,005	23,377,005[(3)]
Options	2,725,000	3,475,000[(4)]
Reserves	$2,217,845	$2,217,845
Shareholders' Equity (deficit)	($16,991,566)	($11,409,316)

Notes:
(1) Assumes full exercise of the Over-Allotment Option. See "Plan of Distribution".
(2) Assuming full exercise of the Over-Allotment Option, the net proceeds, less expected costs of $300,000 are $5,582,250.
(3) Includes the issuance of 15,812,500 Warrants and 3,162,500 Agent's Warrants under the Offering.
(4) Includes the issuance of 750,000 Agent's Compensation Options.

USE OF PROCEEDS

The net proceeds of the Offering to be received by the Company, after deducting the Agent's Fee and the expenses of the Offering, are estimated to be approximately $4,815,000 ($5,582,250 assuming full exercise of the Over-Allotment Option). The Company intends to apply these funds as follows:

Herbert Property 2018 budget and work program [(1)]	$1,100,000
Reserve to fund additional work programs on Herbert property [(2)]	2,200,000
General and administrative expenses (12 months) [(3)]	1,185,000
Unallocated working capital	330,000
TOTAL:	$4,815,000

(1) Details of the work and estimated costs are summarized in the AIF under the heading "*Exploration, Development and Production*" and in the Herbert Gold Technical Report under the heading "*Recommendations (Item 26)*".

(2) Additional work programs will be developed contingent upon results of the 2018 Herbert Property work program and is expected to be comprised primarily of additional diamond drill programs to test and define the limits of the Deep Trench, Main, and Goat veins of the Herbert Property.

(3) Consisting of rent, management and support staff costs, consulting, legal, audit, investor relations, regulatory fees and general office expenses.

The Company will require additional funding to complete further exploration and development work on the Herbert Gold Project. There is no assurance that such funds will be available on terms favourable to the Company. See "*Risk Factors*".

If the Over-Allotment Option is exercised in full, the net proceeds of the Offering, after payment of the Agent's Fee and deducting the estimated expenses of the Offering, are estimated to be $5,582,250. If the Over-Allotment Option is exercised, the Company intends to use the additional net proceeds for general corporate purposes. Funds used for general corporate purposes may be allocated to business development or to pursue other exploration or acquisition opportunities. As at the date of this short form prospectus, the Company has not identified any specific exploration or acquisition opportunities.

Pending the use of the proceeds described above, the Company may invest all or a portion of the proceeds of the Offering in short term, high quality, interest bearing corporate, government issued or government guaranteed securities.

The Company's actual use of the net proceeds may vary depending on the Company's operating and capital needs from time to time and, as such, there may be circumstances where, for sound business reasons, a reallocation of the use of proceeds is necessary. Any such reallocations will be determined at the discretion of the Company's management and there can be no assurance as of the date of this short form prospectus as to how those funds may be reallocated.

Business Objectives

The Company is primarily focused on the development of its Herbert Gold Project. In the near term, the Company will pursue further exploration of the Herbert Gold Project with the intention to further expand the mineral resources, in accordance with the recommendations contained in the Herbert Gold Technical Report. It is anticipated that the proposed exploration work described in the Herbert Gold Technical Report will be completed by October 2018. The balance of the funds raised under the Offering will be reserved for general working capital and future exploration and development work on the Herbert Gold Project.

Liquidity Risk

During the three and six month interim period ended April 30, 2018 and the fiscal year ended October 31, 2017, the Company had negative cash flow from operating activities. The Company had cash of $136,599 as of April 30, 2018 and $544,024 as of October 31, 2017. The Company anticipates that it will continue to have negative cash flow from operating activities for the foreseeable future. See "*Risk Factors*".

The Company's capital resources consist primarily of cash from financing activities. If the Company does not achieve positive cash flow, it will be necessary for the Company to raise additional equity or debt. There is no assurance that additional equity or debt will be available to the Company or on terms acceptable to the Company.

No Minimum Offering

No minimum amount of funds must be raised under the Offering. This means that the Company could complete the Offering after raising only a small proportion of the Offering amount set out above. As a result, it is possible that the entire gross proceeds of the Offering could be used to finance the Agents' Fee and the expenses of the Offering. In order to finance the anticipated expenses of the Offering, the Company must raise gross proceeds of not less than $330,000. In the event that the gross proceeds of the Offering are greater than the Agent's Fee and expenses of the Offering, but less than if the Offering was fully subscribed, the Company's business plan will be delayed until such time that the Company has obtained sufficient funding.

PLAN OF DISTRIBUTION

Pursuant to the Agency Agreement, the Company engaged the Agent as its exclusive agent for the purposes of the Offering, and the Company, through the Agent, hereby offers for sale to the public under this Prospectus, on a commercially reasonable efforts basis, the Units to be issued and sold under the Offering, subject to prior sale if, as and when issued. The price and terms of the Offering were established through negotiation between the Company and the Agent. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Units offered pursuant to the Offering in the Provinces of British Columbia and Alberta, and the Yukon Territory. This Prospectus qualifies the distribution of the Units (consisting of the Unit Shares and Warrants) to the purchasers in those jurisdictions. Each Unit will consist of one Unit Share and one-half of one Warrant. Each Warrant will entitle the holder to purchase one Warrant Share at a price of $0.275 per Warrant Share for a period of twelve (12) months from the Closing Date, subject to certain adjustment in certain circumstances and subject to the Acceleration Provision. See "*Description of Securities being Distributed*".

The Agent reserves the right, at no additional cost to the Company, to offer selling group participation in the normal course of the brokerage business to selling groups of other licensed dealers, brokers, and investment dealers who may or may not be offered part of the commission or Agent's Warrants derived from this Offering.

The Company has agreed to pay the Agent the Agent's Fee equal to 7.0% of the gross proceeds of the Offering, including in respect of any Additional Units sold pursuant to any exercise of the Over-Allotment Option. As additional compensation, the Company has also agreed to issue to the Agent the Agent's Warrants entitling them to acquire up to 10% of the Units sold or up to 2,750,000 Units (or 3,162,500 Units if the Over-Allotment Option is exercised in full) at the price $0.20 per Share for a period of 12 months from the Closing Date. The Company has also paid to the Agent the sum of $50,000 (plus applicable taxes) as a corporate finance fee and will issue to the Agent Compensation Options to purchase up to an additional 750,000 Common Shares on the same terms as the Agent's Warrants. The Agent's Compensation Options and those Agent's Warrants that are Qualified Compensation Securities are qualified for distribution by this short form prospectus. Those Agent's Warrants which are not Qualified Compensation Securities, will not be qualified for distribution under this short form prospectus and will be subject to a hold period in accordance with applicable securities laws.

The Company has granted the Agent, the Over-Allotment Option, exercisable in whole or in parts in the sole discretion of the Agent for a period of 30 days from the Closing Date, enabling them to offer up to: (i) 4,125,000 Additional Units; (ii) 2,062,500 Additional Warrants at a price of $0.08 per Additional Warrant; or (iii) any combination of Additional Units and/or Additional Warrants, so long as the aggregate number of additional Unit Shares and additional Warrants which may be issued under the Over-Allotment Option does not exceed 4,125,000 Unit Shares and 2,062,500 Warrants, solely to cover over-allotments, if any, and for market stabilization purposes. If the Over-Allotment Option is exercised in full, the total number of Units sold pursuant to the Offering will be 31,625,000, the total price to the public will be $6,325,000, the total Agent's Fee will be $442,750, and the net proceeds to the Company, before deducting the estimated expenses of the Offering, will be $5,882,250. A purchaser who acquires Additional Units or Additional Warrants forming part of the Agent's over-allocation position acquires those securities under this short form prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

It is expected that the Unit Shares and the Warrants will be issued as non-certificated book-entry securities through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee. Consequently, purchasers of the Units Shares and the Warrants will receive a customer confirmation from the registered dealer that is a CDS participant from or through which the Units Shares and the Warrants were purchased and no certificate evidencing the Unit Shares or Warrants will be issued. Registration will be made through the depository services of CDS.

The Company has agreed with the Agent not to offer, nor to announce the offering of any additional equity or debt securities or securities convertible or exercisable into equity or debt securities of the Company (other than (i) for purposes of the grant of any stock options to the Company's directors, officers or employees under the Company's stock option plan as it currently exists, or (ii) with respect to securities outstanding as at the date hereof that are convertible or exchangeable into shares (or securities convertible into or exchangeable for shares, or (iii) in connection with any acquisition(s)) for a period ending 120 days after the filing of the final short form prospectus, without the prior written consent of the Agent, such consent not to be unreasonably withheld.

The Units offered hereby have not been and will not be registered under the *U.S. Securities Act* or any state securities laws, and may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. Persons except in transactions exempt from the registration requirements of the *U.S. Securities Act* and applicable state securities laws. This short form prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any Units in the United States or to, or for the account or benefit of, U.S. Persons. In addition, until 40 days after the commencement of the Offering, an offer or sale of the Units within the United States by a dealer (whether or not participating in the Offering) may violate the registration requirements of the *U.S. Securities Act* unless such offer is made pursuant to an exemption from the registration requirements of the *U.S. Securities Act*.

The obligations of the Agent under the Agency may be terminated at any time in the Agent's discretion on the basis of its assessment of the state of the financial markets and may also be terminated upon the occurrence of certain other stated events

Pursuant to rules and policy statements of certain Canadian securities regulatory authorities, the Agent may not, throughout the period of distribution under this short form prospectus, bid for or purchase Shares. The foregoing restriction is subject to certain exceptions. Such exceptions include a bid or purchase permitted under the Universal Market Integrity Rules for Canadian Marketplaces of the Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution. Subject to applicable laws and in connection with the Offering, the Agent may over-allot or effect transactions that stabilize or maintain the market price of the Common Shares at levels other than which would otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

The Agency Agreement also provides that the Company will indemnify the Agent and their affiliates and their respective directors, officers, employees and agents against certain liabilities and expenses or will contribute to payments that the Agent may be required to make in respect thereof.

The company has applied to the TSXV for approval of the listing of the Unit Shares, the Warrant Shares issuable upon the exercise of the Warrants, the Agent's Warrant Shares issuable upon exercise of the Agent's Warrants and the Common Shares issuable upon exercise of the Agent's Compensation Options. Such listing will be subject to the Company fulfilling all of the requirements of the TSXV. **There is no market through which the Warrants may be sold and purchasers may not be able to resell the Warrants purchased under the short form prospectus. This may affect the pricing of the Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of the Warrants, and the extent of issuer regulation.** See "*Risk Factors*".

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

Authorized and Issued Share Capital

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value. As of the date of this short form prospectus, 31,650,365 Common Shares were issued and outstanding as fully paid and non-assessable shares.

Common Shares

The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company and each Common Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the board of directors of the Company may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

Warrants

Each whole Warrant being offered under this Prospectus is transferable and exercisable to purchase one (1) Warrant Share at an exercise price of $0.275 per Warrant Share, if exercised at any time on or before 1:30 p.m. (Vancouver time) within twelve (12) months of the Closing Date (the "**Expiry Time**"). In the event that the volume weighted average trading price for the Company's Common Shares is equal to or greater than $0.50 per Common Share for a period of ten (10) consecutive trading days, then the Company may issue a notice notifying such holders that the Warrants must be exercised within thirty (30) days from the date of delivery of such notice, otherwise the Warrants will expire at 1:30 p.m. (Vancouver time) on the thirty-first (31st) day after the date of issuance of the notice (the "**Acceleration Provision**").

The Warrants forming a part of the Units offered hereunder will be subject to the terms and conditions of a warrant indenture (the "**Warrant Indenture**") with Computershare Trust Company of Canada (the "**Warrant Agent**"), as the warrant agent, to be entered into on the Closing Date. The following summary of certain provisions of the Warrant Indenture does not purport to be complete and is subject in its entirety to the detailed provisions of the Warrant Indenture. Investors are referred to the full text of the Warrant Indenture for the attributes of the Warrants, which will be filed by the Company on SEDAR at www.sedar.com under its corporate profile following the closing of the Offering.

The Warrant Indenture will contain, among other things, anti-dilution provisions and provisions for the appropriate adjustment of the class, number and price of shares issuable pursuant to the exercise thereof upon the occurrence of certain stated events, including any subdivision, consolidation, or reclassification of the Shares or the payment of stock dividends or the amalgamation of the Company.

The Warrant Agent will act solely as the Company's agent in connection with the Warrants, and will not assume any obligation or relationship of agency for or with holders or beneficial owners of Warrants. A register of Warrant holders will be maintained by the Warrant Agent.

Warrants will be exercisable upon surrender of the Warrant certificate representing such Warrants on or before the Expiry Time at the principal office of the Warrant Agent, with notice of exercise duly completed and executed as indicated thereon, accompanied by payment of the exercise price for the number of Warrants being exercised, all in accordance with the terms of the Warrant Indenture. However, the Warrants will not be exercisable by or on behalf of a person in the United States, nor will certificates representing Warrant Shares upon the exercise of any Warrants be registered or delivered to an address in the United States, unless an exemption from registration under the *U.S. Securities Act of 1933* and any applicable securities laws of any state of the United States is available, and the Company has received an opinion of counsel of recognized standing to such effect in form and substance satisfactory to the Company.

No fractional Warrant Shares will be issuable upon the exercise of any Warrants, and no cash or other consideration will be paid in lieu of fractional Warrant Shares. Prior to the exercise of their Warrants, holders of Warrants exercisable for Warrant Shares will not have any rights as holders of common shares, and in particular will not be entitled to dividend payments, if declared, or voting rights of the common shares of the Company.

From time to time, the Company and the Warrant Agent, without the consent of the holders of the Warrants, may amend or supplement the Warrant Indenture for certain purposes, including curing defects or inconsistencies or making any change that does not adversely affect the rights of any holder of Warrants. Any amendment or supplement to the Warrant Indenture that adversely affects the interests of the holders of the Warrants may only be made by "extraordinary resolution", which will be defined in the Warrant Indenture as a resolution either (i) passed at a meeting of the holders of the Warrants at which there are holders of Warrants present in person or represented by proxy representing at least 20% of the aggregate number of all of the then outstanding Warrants and passed by an affirmative vote of holders representing not less than 66⅔% of the aggregate number of the then outstanding Warrants represented at the meeting and voted on a poll upon such resolution; or (ii) adopted by an instrument in writing signed by the holders of not less than 66⅔% of the aggregate number of all then outstanding Warrants.

Agent's Warrants and Agent's Compensation Options

In addition, the Company has agreed to issue to the Agent that number of Agent's Warrants on closing of the Offering equal to 10% of the total number of Units sold pursuant to the Offering, including Additional Units, if any. Each Agent's Warrant will entitle the Agent to purchase one Agent's Warrant Share at a price of $0.20 per Agent's Warrant Share for a period of 12 months following the Closing Date. In addition, the Company will issue to the Agent a total of 750,000 Agent's Compensation Options having the same terms of exercise as the Agent's Warrants. See "*Plan of Distribution*".

RISK FACTORS

An investment in the Units should be considered highly speculative and investors may incur a loss on their investment. Investors should carefully review and consider all of the information disclosed in this short form prospectus, including the documents incorporated by reference, and in particular, the risk factors set forth in the Company's AIF relating to the Company, as well as the following additional risk factors.

Risks Related to the Offering:

Loss of Investment

An investment in the Units is suitable only for those investors who are willing to risk a loss of some or all of their investment and who can afford to lose some or all of their investment.

Negative Operative Cash Flow and Additional Funding Will be Required

The Company has reported negative cash flow from operations in its most recently completed financial year. The net proceeds of the Offering will be used to fund the Company's business activities and negative operating cash flow. The funds raised by the Offering will not be sufficient to meet all of the Company's ongoing financial requirements relating to the exploration, development and operation of the Herbert Gold Project. The Company will require additional financing from external sources, such as joint ventures, debt financing or equity financing, in order to meet such requirements and carry out the future development of the Herbert Gold Project. The success and the pricing of any such capital raising and/or debt financing will be dependent upon the prevailing market conditions at that time and upon the ability of a company with projects that are non-producing to attract significant amounts of debt and/or equity. There can be no assurance that such financing will be available to the Company or, if it is, that it will be offered on acceptable terms. If additional financing is raised through the issuance of equity or convertible debt securities of the Company, this may have a depressive effect on the price of the Company's securities and the interests of shareholders in the net assets of the Company will be diluted. Any failure by the Company to obtain required financing on acceptable terms could cause the Company to delay development of its material projects and could have a material adverse effect on the Company's financial condition, results of operations and liquidity.

The Company does not have sufficient funds to complete all of its exploration and development programs. Therefore, additional funds will be required. The only sources of future funds for its exploration and development programs is the sale of equity capital or by entering into an option and joint venture agreement with another party. There is no assurance that the Company will be successful in obtaining further financing. A failure to obtain further financing could result in the loss or substantial dilution of the Company's interests in its properties.

Market Price of Common Shares

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The price of Common Shares is also likely to be significantly affected by changes in the price of copper, gold and silver or in the financial condition or results of operations as reflected in its earnings reports. If an active market for the Common Shares does not continue, the liquidity of an investor's investment may be limited and the price of the Common Shares may decline below the price of the Offering. If an active market does not continue, investors may lose their entire investment in the Units. As a result of any of these factors, the market price of the Common Shares at any given point in time may not accurately reflect the long-term value of the Company.

Discretion in the Use of Net Proceeds

The Company intends to use the net proceeds from this Offering as set forth under "Use of Proceeds". The Company maintains broad discretion to spend the proceeds in ways that it deems most efficient. The application of the proceeds to various items may not necessarily enhance the value of the Common Shares. The failure to apply the net proceeds as set forth under "Use of Proceeds" could adversely affect the Company's business and, consequently, could adversely affect the price of the Common Shares on the open market.

Trading Market for the Warrants

There is currently no market through which the Warrants may be sold. This may affect the pricing of the Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of the Warrants and the extent of issuer regulation. Whether or not the Warrants will trade at lower prices depend on many factors, including, among other things, liquidity, general economic conditions and the Company's financial condition and future prospects.

PRIOR SALES

Common Shares

The following table summarizes details of Common Shares issued by the Company during the 12 month period prior to the date of this short form prospectus:

Month Issued	Number of Securities	Security	Price per Security
June 2017	1,266,666	Common shares	$0.15
August 2017	2,216,667	Common shares	$0.15
	700,000	Common shares	$0.15

Warrants

The following table summarizes details of the warrants granted by the Company during the 12 month period prior to the date of this short form prospectus:

Month Grant	Number of Securities	Security	Exercise Price per Security ($)
June 2017	713,333	Share purchase warrants	$0.25
August 2017	1,224,334	Share purchase warrants	$0.25
	390,000	Share purchase warrants	$0.25

Stock Options

The following table summarizes details of the stock options granted by the Company during the 12 month period prior to the date of this short form prospectus:

Month Grant	Number of Securities	Security	Exercise Price per Security ($)
July 2017	900,000	Stock Options(1)	$0.20
February 2018	1,500,000	Stock Options(1)	$0.15

(1) Options granted pursuant to the Company's Stock Option Plan.

TRADING PRICE AND VOLUME

The outstanding Common Shares of the Company are listed and posted for trading on the TSXV under the symbol "GPG". On July 3, 2018 the Common Shares also commenced trading on the OTCQB Venture Market in the United States under the symbol "GPTRF". The following sets out the price range and volumes traded or quoted on the TSXV on a monthly basis for each month for the 12-month period before the date of this short form prospectus.

Month	High ($)	Low ($)	Volume
June 2018	0.25	0.20	547,800
May 2018	0.23	0.185	190,800
April 2018	0.23	0.19	212,520
March 2018	0.25	0.20	259,567
February 2018	0.23	0.16	341,400
January 2018	0.195	0.15	233,360
December 2017	0.195	0.135	433,033
November 2017	0.35	0.14	641,740
October 2017	0.71	0.265	4,768,590
September 2017	0.50	0.185	974,220
August 2017	0.195	0.16	171,500
July 2017	0.195	0.155	201,600
June 2017	0.17	0.145	60,481

(1) Trading information sourced from TSX InfoSuite.

INTEREST OF EXPERTS

Mr. David Webb, Ph.D., P. Geol., P. Eng. is a "qualified person" as defined by National Instrument 43-101. Mr. Webb prepared the Herbert Gold Technical Report dated May 28, 2018 in accordance with National Instrument 43-101 which is referred to herein. Mr. Webb holds 40,000 Common Shares of the Company as of the date of this short form prospectus.

Certain legal matters relating to the Offering will be passed upon by Salley Bowes Harwardt Law Corp., on behalf of the Company, and by Miller Thomson LLP, on behalf of the Agent. As at the date hereof, the "designated professionals" (as that term is defined in National Instrument 51-102F2) of Salley Bowes Harwardt Law Corp., as a group, own, directly or indirectly, less than 1% of the Common Shares of the Company and the "designated professionals" of Miller Thomson LLP, as a group, own, directly or indirectly, less than 1% of the Common Shares of the Company.

Except as disclosed above, no partner or associate, as applicable, of the aforementioned company and limited liability partnerships or persons indicated above are currently expected to be elected, appointed or employed as a director, officer or employee of the Company or any associate or affiliate of the Company.

The Company's auditors, Manning Elliott LLP are independent with respect to the Company within the meaning of the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of British Columbia.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are Manning Elliott LLP, Chartered Professional Accountants, and Vancouver, British Columbia, Canada.

The registrar and transfer agent of the Company is Computershare Investor Services Inc., of Vancouver, British Columbia, Canada.

PURCHASERS' STATUTORY RIGHTS

Securities legislation in the Provinces of British Columbia and Alberta, and the Yukon Territory, provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission or, in some provinces, revisions of the price or damages if the prospectus or any amendment contains a misrepresentation, or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's jurisdiction. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's jurisdiction for the particulars of these rights or consult with a legal adviser.

In an offering of Warrants, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, under certain securities legislation, to the price at which the convertible, exchangeable or exercisable securities is offered to the public under the prospectus offering. This means that, under the applicable securities legislation, if the purchaser pays additional amounts upon conversion, exchange or exercise of the security, those amounts may not be recoverable under the applicable statutory right of action for damages. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's jurisdiction for the particulars of this right of action for damages or consult with a legal adviser.

CERTIFICATE OF THE COMPANY

Dated: July 3, 2018

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of British Columbia and Alberta, and the Yukon Territory.

By: (Signed) *Ian M. Klassen*	By: (Signed) *Michele Pillon*
President and Chief Executive Officer	Chief Financial Officer and Corporate Secretary

ON BEHALF OF THE BOARD OF DIRECTORS

(Signed) *Ronald Handford*	(Signed) *Douglas Perkins*
RONALD HANDFORD	DOUGLAS PERKINS
Director	Director

CERTIFICATE OF THE AGENT

Dated: July 3, 2018

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of British Columbia and Alberta, and the Yukon Territory.

MACKIE RESEARCH CAPITAL CORPORATION

By: (Signed) *Jovan Stupar*
Managing Director