

FORM 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, with each unit consisting of one common share and one-half of one common share purchase warrant.

Crystal Peak Minerals Inc. (the “**Issuer**”)
2150 South 1300 East
Suite 550
Salt Lake City, Utah 84106

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 transaction that triggered this report (the “**Transaction**”) was carried out privately.

2. Identity of the Acquiror

2.1 State the name and address of the acquiror.

EMR Capital Resources Fund 1, LP (the “**Acquiror**”)
190 Elgin Avenue, George Town
Grand Cayman, Cayman Islands KY1-9007

The Acquiror is a closed-ended, unlisted, private equity fund incorporated under the laws of the Cayman Islands.

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 April 24, 2019 EMR Capital Investment (No. 5B) Pte. Ltd., an affiliate of the Acquiror, entered into a subscription agreement (the “**Subscription Agreement**”) to purchase 39,215,686 units (the “**Units**”) of the Issuer at a price of \$0.17 per Unit for an aggregate purchase price of \$6,666,666 (the “**Offering**”). Each Unit will consist of one common share (“**Common Share**”) of the Issuer and one-half of one Common Share purchase warrant (“**Warrant**”) entitling the Acquiror to acquire 19,607,843 additional Common Shares of the Issuer at a price of \$0.21 per Common Share for a period of 18 months from the date of the closing of the 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 the report and the change in the acquiror’s securityholding percentage in the class of securities.

Upon the completion of the Offering, the Issuer will have 292,649,212 Common Shares issued and outstanding (including non-voting common shares that can be converted into Common Shares at any time by the holder) of which the Acquiror, directly or indirectly, owns or controls an aggregate of 183,289,773 Common Shares (including non-voting common shares) representing

approximately 62.63% of the issued and outstanding Common Shares of the Issuer, on an undiluted basis. If the Acquiror were to exercise the Warrants, there would be 312,257,055 Common Shares outstanding on a partially diluted basis of which the Acquiror will directly or indirectly, own or control an aggregate of 202,897,616 Common Shares representing approximately 64.97% of the outstanding Common Shares on a partially diluted basis.

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 the report.

See response to Items 2.2 and 3.1 above.

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 completion of the Offering, the Issuer had 253,433,526 Common Shares issued and outstanding (including non-voting common shares) of which the Acquiror, directly or indirectly, owns or control an aggregate of 144,074,087 Common Shares representing approximately 56.85% of the issued and outstanding Common Shares of the Issuer, on an undiluted basis. After completion of the Offering, the Acquiror, directly or indirectly, owns or controls an aggregate of 183,289,773 Common Shares of the Issuer, representing approximately 62.63% of the issued and outstanding Common Shares of the Issuer, on an undiluted basis.

The Acquiror also, directly or indirectly, owns or controls 175,000 options to purchase Common Shares exercisable until August 20, 2019 at a price of \$0.42 per Common Share and 300,000 options to purchase Common Shares exercisable until August 28, 2021 at a price of \$0.45 per Common Share (collectively, "**Options**"). If EMR were to exercise the Options and the Warrants, there would be 312,732,055 Common Shares issued and outstanding on a partially diluted basis of which the Acquiror will, directly or indirectly, own or control an aggregate of 203,072,616 Common Shares representing approximately 65% of the outstanding Common Shares on a partially diluted basis.

In addition, on June 23, 2018, the Acquiror entered into a convertible loan agreement with CPM pursuant to which the Acquiror has lent to CPM US\$10,000,000 (the "**2018 Loan**"). The 2018 Loan will mature in 18 months from the date of issuance, and will bear interest at the rate of 12%, compounded quarterly. The US\$10,000,000 principal amount of the 2018 Loan, in whole or in part, is convertible into Common Shares at the option of the Acquiror, at a price per Common Share of the lower of C\$0.50 and the issue price of any equity issuance of greater than C\$500,000 at any time prior to the conversion, subject to a floor of C\$0.31. In addition, the interest on the 2018 Loan is payable in Common Shares of CPM at the market price of CPM on the earlier of the date of conversion or certain prescribed interest payment dates, subject to the approval of the TSX Venture Exchange.

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 response to 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 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.

See response to Item 3.4 above.

- 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.

4. ***Consideration Paid***

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

Not applicable.

- 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.**

Not applicable.

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

See response to Items 1.2, 2.2 and 3.1 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 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:

The Transaction contemplate herein is solely for investment purposes. The Acquiror may make additional purchases or sales of Common Shares of the Issuer as circumstances warrant. The balance of the items listed under Item 5.1 are not applicable.

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

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 reporting issuer's securities.

Not applicable.

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.

9. Certification

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

29 April 2019

Date

"Jason Chien Min Chang"

Signature

Jason Chien Min Chang, Director
EMR Capital GP1 Limited
as general partner of EMR Capital
Resources Fund 1, LP

Name/Title