

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.*

This report relates to Common Shares of the Issuer (and securities convertible into Common Shares) that were issued by the Issuer as units (the “**Units**”) at \$0.75 per Unit, each Unit consisting of one common share (a “**Common Share**”) in the capital of Telson Mining Corporation (the “**Issuer**”) and one half of one transferable Common Share purchase warrant (each whole such warrant, a “**Warrant**”). Each Warrant is exercisable into a Common Share by payment of the exercise price of \$1.25.

**Issuer:**

Telson Mining Corporation  
Suite 1000 – 1111 Melville Street  
Vancouver, BC  
V6E 3V6

- 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.*

Not applicable. The Issuer is listed on the TSX Venture Exchange, however, the Common Shares and Warrants were issued directly to the Acquiror from the Issuer pursuant to the Private Placement (as defined below).

**ITEM 2 – IDENTITY OF THE ACQUIROR**

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

Estratégica Corporativa en Finanzas, S.A.P.I. de C.V. (“**Estratégica**”)  
Bosque de Ciruelos 278-2, Bosques de las Lomas, Delegación Miguel Hidalgo, C.P.  
11700, México, D.F.

and

Roberto Guzman Garcia (“**Roberto**”)  
Francisco Montejo, Merida, Yucatan C. P. 97127 Mexico

- 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 October 9, 2018, the Issuer completed a non-brokered private placement (the “**Private Placement**”) pursuant to which Estratégica acquired 3,317,719 Common Shares and 1,658,859 Warrants for the purchase price of \$2,488,289.25. Roberto acquired 906,480 Common Shares and 453,240 Warrants for the purchase price of \$679,860. Roberto is the controlling mind of Estratégica.

Prior to the Private Placement, Estratégica beneficially owned 26,231,735 Common Shares. Accordingly, Estratégica beneficially owns an aggregate of 29,549,454 Common Shares of the Issuer, representing approximately 21.17% of the 139,559,153 issued and outstanding Shares of the Issuer on an undiluted basis and approximately 22.36% of the Issuer's 139,559,153 issued and outstanding Common Shares, on a partially diluted basis, assuming exercise of the Warrants held by Estratégica.

Prior to the Private Placement, Roberto beneficially owned nil Common Shares. Accordingly, Roberto beneficially owns an aggregate of 906,480 Common Shares of the Issuer, representing approximately 0.65% of the 139,559,153 issued and outstanding Shares of the Issuer on an undiluted basis and approximately 0.94% of the Issuer's 144,121,555 issued and outstanding Common Shares, on a partially diluted basis, assuming exercise of the Warrants held by Roberto.

As previously reported in the Early Warning Report filed by Estratégica on June 30, 2017, Estratégica has previously acted jointly with Promotora de Sistemas de Información, S.A.P.I. de C.V. ("**Promotora**") and Macro Holdings & Investments, LLC ("**Macro**"). Promotora and Macro did not participate in the Private Placement. Together, Roberto, Estratégica, Promotora and Macro (the "**Joint Actors**") own and control 50,884,448 Common Shares and 1,056,050 warrants of the Issuer.

On a non-diluted basis, the Joint Actors own or control approximately 36.46% of the 139,559,153 issued and outstanding Shares of the Issuer and, on a partially-diluted basis (assuming exercise of warrants held by the Joint Actors) the Joint Actors own or control approximately 37.97% of the Shares of the Issuer.

2.3 *State the names of any joint actors.*

See Items 2.1 and 2.2.

**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.*

Prior to the Private Placement, the Joint Actors held 46,660,249 Common Shares and nil share purchase warrants, which represented 35.77% of the 130,434,348 Shares then issued and outstanding and 35.77% of the Common Shares on a partially-diluted basis. Following completion of the Private Placement, the Joint Actors own or control approximately 36.46% of the 139,559,153 issued and outstanding Common Shares of the Issuer and, on a partially-diluted basis (assuming exercise of warrants held by the Joint Actors) the Joint Actors own or control approximately 37.97% of the Shares of the Issuer.

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.*

See Item 2.2.

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.*

See Item 3.1.

- 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 3.1.

- (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.*

*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.*

See Item 2.2.

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 2.2.

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:*

- (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.*

The Units were acquired for investment purposes. Depending on market conditions and other factors, the Joint Actors may from time to time acquire additional securities of the Issuer, or

continue to hold or dispose of some or all of the securities of the Issuer in the open market, by private agreement or otherwise.

**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**

**Certificate**

We, the acquirors, certify that to the best of our knowledge, information and belief the statements made in this report are true and complete in every respect.

Dated this 10<sup>th</sup> day of October, 2018.

**ESTRATÉGICA CORPORATIVA EN FINANZAS, S.A.P.I. DE C.V.**

"Roberto Guzman Garcia"  
Authorized Signatory

"Roberto Guzman Garcia"  
**ROBERTO GUZMAN GARCIA**