

**Form 45-102F1**

**Notice of Intention to Distribute Securities under Section 2.8 of  
NI 45-102 *Resale of Securities***

**Reporting issuer**

1. Name of reporting issuer:

Japan Gold Corp. (the "Issuer")

**Selling security holder**

2. Your name:

Southern Arc Minerals Inc.

3. The offices or positions you hold in the reporting issuer:

Control person

4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrancer?

No

5. Number and class of securities of the reporting issuer you beneficially own:

36,250,000 common shares and 12,500,000 warrants to purchase common shares.

**Distribution**

6. Number and class of securities you propose to sell:

Up to 10,000,000 common shares of the Issuer

7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name.

The securities will be sold privately.

**Warning**

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

**Certificate**

I certify that

- (1) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and
- (2) the information given in this form is true and complete.

Date December 12, 2018

Southern Arc Minerals Inc.

Your name (Selling security holder)

*"Eileen Au"*

Your signature (or if a company, the signature of your authorized signatory)

Eileen Au, Corporate Secretary

Name of your authorized signatory