

**FORM 62-103F1**

**EARLY WARNING REPORT**

**Item 1 – Security and Reporting Issuer**

1.1 This report relates to the common shares (“Shares”) of Arya Resources Ltd. (formerly Rebel Capital 2.0 Corp.) ( the “Issuer”). The Issuer’s office is located c/o 1120 – 625 Howe Street, Vancouver, BC, V6C 2T6.

1.2 The transaction (the “Transaction”) that triggered the requirement to file this report did not take place over any market, but was an issuance of securities from the Issuer’s treasury.

**Item 2 – Identity of the Acquiror**

2.1 The name and address of the acquiror (the “Acquiror”) is as follows:

Rasool Mohammad  
11340 Seafield Crescent, Richmond, BC

2.2 The Transaction occurred on December 15, 2022, and was the closing of the Issuer’s qualifying transaction under the policies of the TSX Venture Exchange pursuant to which the Issuer was assigned and acquired the rights and obligations under an option agreement (the “Option Agreement”) to earn a 100% interest in the Wedge Lake Mineral Property in consideration of 15,100,000 Shares issued to 1271332 B.C. Ltd. (the “Vendor”) and thereafter distributed to the Vendor’s shareholders, which included the Acquiror and the Joint Actor.

2.3 The following persons are joint actors (the “Joint Actors”) of the Acquiror:

Andaleeb Khan.

**Item 3 – Interest in Securities of the Reporting Issuer**

3.1 Pursuant to the Transaction, the Acquiror acquired 6,906,811 Shares and the Joint Actor acquired 1,348,938 Shares (the “Acquired Securities”). The Acquiror’s and Joint Actor’s securityholding percentage (calculated in accordance with National Instrument 62-103) in the Shares increased from nil% prior to the Transaction to approximately 32.5% after the Transaction.

3.2 The Acquiror acquired both ownership and control over the Acquired Securities.

3.3 The Transaction did not involve a securities lending arrangement.

3.4 (a) Immediately before the Transaction, the Acquiror and Joint Actors held: no Shares, and no other securities of the Issuer, representing a securityholding percentage in the Shares of nil%.

(b) Immediately after the Transaction, the Acquiror and Joint Actors held: 8,255,749 Shares, no other securities of the Issuer, representing a securityholding percentage in the Shares of approximately 32.5%.

3.5 The Acquiror and Joint Actors, either alone or with other Joint Actors, have ownership and control over all the securities referred to in item 3.4(b).

3.6 Except as noted elsewhere herein, neither the Acquiror nor any Joint Actors have an interest in, or right or obligation associated with, a related financial instrument involving Shares.

3.7 Neither the Acquiror nor any Joint Actors are party to any securities lending arrangement involving the Shares.

3.8 Except as noted elsewhere herein, the Acquiror and any Joint Actors are not party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the Acquiror's economic exposure to the Shares.

#### **Item 4 – Consideration Paid**

4.1 See item 2.2. The consideration paid (by the Vendor) for the for the 15,100,000 Shares (which included the Acquired Securities) was deemed to be \$0.125 per Share.

4.2 See item 2.2. The form of the consideration paid (by the Vendor) for the 15,100,000 Shares (which included the Acquired Securities) was the assignment of the Option Agreement plus \$400,000 in cash.

4.3 The Acquired Securities were not acquired other than by way of purchase and sale (and subsequent distribution by the Vendor to its shareholders).

#### **Item 5 – Purpose of the Transaction**

The Acquiror acquired the Acquired Securities as part of the Vendor's sale of the Option Agreement, and for investment purposes. In the future, the Acquiror may acquire additional securities of the Issuer or dispose of securities of the Issuer through the market or otherwise subject to a number of factors, including but not limited to general market and economic conditions, alternative investment and business opportunities, portfolio and liquidity considerations, and other circumstances.

#### **Item 6 – Agreements, Arrangements, Commitments or Understandings with respect to Securities of the Reporting Issuer**

There are no agreements, arrangements, commitments or understandings between the Acquiror and a Joint Actor and among those persons and any person with respect to the Shares, 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.

#### **Item 7 – Change of Material Fact**

Not Applicable.

#### **Item 8 – Exemption**

The Acquiror is not relying on an exemption from requirements in securities legislation applicable to formal bids for the Transaction.

**Item 9 – Certification**

The information in report is true and complete in every respect.

Date: December 19, 2022

*“Rasool Mohammad”*

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Rasool Mohammad