

Form 45-102F1

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

Reporting issuer

1. Name of reporting issuer: Starr Peak Exploration Ltd.

Selling security holder

2. Your name: **James Frances Gerard Callaghan**

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: **12,486,102**
common shares.

Distribution

6. Number and class of securities you propose to sell: **12,486,102 common shares**

7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name. **5,000,000 common shares will be sold through the facilities of the TSX Venture Exchange. The balance 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: March 26, 2019

James Frances Gerard Callaghan

.....
Your name (Selling security holder)

“James Frances Gerard Callaghan”

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

.....
Name of your authorized signatory