

Form 62-103F1

Required Disclosure under the Early Warning Requirements

(State if the report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.)

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 in the capital of:

Lupaka Gold Corp. (the “Issuer”)
1569 Dempsey Road
North Vancouver, BC, V7K 1S8

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 the requirement to file this report did not take place on a stock exchange or other market that represents a published market for the securities that are the subject of this report. See Item 4.2.

Item 2 – Identity of the Acquiror

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

David Lyall
c/o 200 Burrard Street, Suite 700
Vancouver, British Columbia V6C 3L6.

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 28, 2022, the Issuer completed a private placement offering (the “Offering”) of Units (the “Units”) sold at a price of \$0.10 per Unit, each Unit comprised of one common share in the capital of the Issuer and one common share purchase warrant, each warrant entitling the holder to acquire one common share at a per share price of \$0.25 for a period of 3 years from the closing date of the Offering.

On October 28, 2022, the acquiror acquired an aggregate of 500,000 Units of the Issuer pursuant to the Offering.

2.3 *State the names of any joint actors.*

Not applicable.

INSTRUCTION:

If the acquiror is a corporation, general partnership, limited partnership, syndicate or other group of persons, provide its name, the address of its head office, its jurisdiction of incorporation or organization, and its principal business.

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 the report and the change in the acquiror's securityholding percentage in the class of securities.*

See Item 2.2 above. The acquisition that triggered the requirement to this report increased the acquiror's securityholding percentage of common shares of the Issuer by approximately 2.04%.

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.*

The acquiror acquired ownership and exercise of control or direction over 500,000 Units of the Issuer, which triggered the requirement to file this report. See Item 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.*

Immediately before the transaction that triggered the requirement to file this report, the acquiror owned and/or exercised control or direction over an aggregate 1,050,000 common shares in the capital of the Issuer representing approximately 6.55% of the Issuer's then issued and outstanding common shares and owned and/or exercised control or direction over warrants entitling the purchase of an aggregate 200,000 common shares in the capital of the Issuer; or assuming exercise of the warrants a total of 1,250,000 common shares of the Issuer or approximately 7.7% on a post-conversion beneficial ownership basis.

Immediately after the transaction that triggered the requirement to file this report, the acquiror owns and/or exercises control or direction over an aggregate 1,550,000 common shares in the capital of the Issuer representing approximately 8.59% of the Issuer's issued and outstanding common shares and owns and/or exercises control or direction over warrants entitling the purchase of an aggregate 700,000 common shares in the capital of the Issuer; or assuming exercise of the warrants a total of 2,250,000 common shares of the Issuer or approximately 12.01% on a post-conversion beneficial ownership basis.

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,

The acquiror owns and/or exercises control over the securities referred to in 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,

Not applicable - the acquiror owns and/or exercises control over the securities referred to in Item 3.4 above.

and

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership,

Not applicable - the acquiror owns and/or exercises control over the securities referred to in Item 3.4 above.

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.

INSTRUCTIONS:

(i) "Related financial instrument" has the meaning ascribed to that term in NI 55-104. Item 3.6 encompasses disclosure of agreements, arrangements or understandings where the economic interest related to a security beneficially owned or controlled has been altered.

(ii) For the purposes of Items 3.6, 3.7 and 3.8, a material term of an agreement, arrangement or understanding does not include the identity of the counterparty or proprietary or commercially sensitive information.

(iii) For the purposes of Item 3.8, any agreements, arrangements or understandings that have been disclosed under other items in this Form do not have to be disclosed under this item.

Item 4 – Consideration Paid

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

The aggregate 500,000 Units acquired under a private placement offering by the Issuer that are the subject of this report were acquired at a per Unit price of \$0.10, for total cash consideration of \$50,000.

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.

The aggregate 500,000 Units acquired under a private placement offering by the Issuer that are the subject of this report were issued from the Issuer's treasury. See Item 4.1 above for the nature and value of the consideration in this regard.

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.

In effecting the transaction giving rise to the obligation to file this report, the Units were acquired by the acquiror for investment purposes.

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;

The acquiror will evaluate his investment in the Issuer and will increase or decrease his investment by future acquisitions or dispositions of securities of the Issuer at the discretion of the acquiror, as circumstances warrant. As of the date of this report and except as otherwise disclosed in this report, the acquiror has no immediate future intention to acquire additional securities of the Issuer, but may dispose some of the securities of the Issuer that he owns or over which he exercises control or direction.

The acquiror may, in the future and at his discretion, exercise warrants that he owns and/or exercises control or direction over and, thus, acquire additional common shares in the capital of the 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.

As of the date of this report, the acquiror is not aware of any plans nor has any future intentions which would relate to or result in any of items (b) through (k) of Item 5 above.

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.

INSTRUCTIONS:

(i) Agreements, arrangements or understandings that are described under Item 3 do not have to be disclosed under this item.

(ii) For the purposes of Item 6, the description of any agreements, arrangements, commitments or understandings does not include naming the persons with whom those agreements, arrangements, commitments or understandings have been entered into, or proprietary or commercially sensitive information.

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

The acquiror must certify that the information is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his authorized representative.

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

Certificate

The certificate must state the following:

I, as the acquiror, certify, or I, as the agent filing the report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

October 31, 2022.

/s/ "David Lyall"

David Lyall