

**EARLY WARNING REPORT FILED PURSUANT TO  
NATIONAL INSTRUMENT 62-103 AND 62-104**

**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.*

Common shares of Sandfire Resources America Inc. (“**Sandfire America**”), with a head office located at Suite 1110 - 1111 West Georgia Street, Vancouver, British Columbia, V6E 4M3.

*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.*

This report is filed in respect Sandfire BC Holdings Inc. (an indirect wholly-owned subsidiary of Sandfire Resources NL) (“**Sandfire**”), which acquired ownership of common shares of Sandfire America through the exercise of rights in a rights offering conducted by Sandfire America (the "**Rights Offering**") to its shareholders of record as of the record date of September 27, 2018 (the "**Record Date**"). The Rights Offering closed at 2:00 p.m. (Vancouver time) on October 30, 2018; eligible shareholders subscribed for 100% of the total rights offered.

**Item 2 – Identity of the Acquiror**

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

The acquiror is Sandfire BC Holdings Inc. (an indirect wholly-owned subsidiary of Sandfire Resources NL) c/o Sandfire Resources NL Level 2, 10 Kings Park Road West Perth, WA 6005.

*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.*

Sandfire America issued rights to existing shareholders in Canada and to eligible shareholders in the United States and in certain other jurisdictions as of the Record Date. The Rights Offering was fully subscribed, and Sandfire acquired its pro rata common shares of 245,552,064 and an additional 62,129,312 common shares through the exercise of an additional subscription privilege. Sandfire now beneficially owns 700,564,679 common shares of Sandfire America.

*2.3 State the names of any joint actors.*

Not applicable.

**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.*

Upon completion of the Rights Offering, Sandfire acquired 307,681,376 common shares of Sandfire America. Following the acquisition of these common shares Sandfire’s securityholding percentage in Sandfire America’s common shares has risen to 85.66% from 78.06%.

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.*

Sandfire acquired ownership over the securities that are the subject of this Report.

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.*

Prior to the acquisition of common shares that are the subject of this Report, Sandfire had beneficial ownership and control over 392,883,303 common shares representing 78.06% of the then outstanding common shares of Sandfire America prior to the Rights Offering.

As a result of the acquisition of common shares that are the subject of his Report, Sandfire now beneficially owns and controls 700,564,679 common shares (85.66% of the currently issued and outstanding common shares). Sandfire is also deemed to beneficially own 40,000,000 common shares issuable upon the exercise of common share purchase warrants currently owned by Sandfire. If exercised in full, Sandfire would have actual beneficial ownership and control over 86.33% (740,564,679 common shares) of Sandfire America's then issued and outstanding common shares calculated on a partially diluted basis, and based on the currently outstanding Sandfire America common shares.

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 will have ownership and control over all of the securities that are the subject of this Report.

(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.*

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.*

The aggregate purchase price for the all the securities that are the subject of this Report was C\$18,460,882.56 or C\$0.06 per common share.

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 the response to Item 4.1.

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 acquired common shares will be held for investment purposes. Sandfire may, depending on market and other conditions, increase or decrease its beneficial ownership of Sandfire America's securities, whether in the open market, by privately negotiated agreements or otherwise, subject to a number of factors, including general market conditions and other available investment and business opportunities.

**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**

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.

**Dated** as of the 2<sup>nd</sup> day of November, 2018

**SANDFIRE BC HOLDINGS INC.**

per: "Karl Simich"  
name: Karl Simich