

## EARLY WARNING REPORT

This report is filed pursuant to  
National Instrument 62-103 – *The Early Warning System and  
Related Take-Over Bid and Insider Reporting Issues*

### 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 the common shares of Quartz Mountain Resources Ltd. (the “**Issuer**”) and also includes information about its options and warrants to purchase common shares.

The Issuer’s head office is located at 14th floor 1040 W. Georgia St., Vancouver, British Columbia, V6E 4H1.

**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 two transactions reported herein did not take place in the market, they took place by way of (i) a private placement agreement for of 2,750,000 common shares and 2,750,000 share purchase warrants made between the Issuer and the below defined Acquirors which completed on October 27, 2022 and (ii) by way of a grant of 3,204,300 stock options (“**Options**”) of the Issuer to two of the Acquirors made on October 31, 2022 as also described below.

### Item 2 – Identity of the Acquirors

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

The Acquirors are a control group consisting of Matthew Dickinson, a director of the Issuer, Robert Dickinson, a director of the Issuer, and United Mineral Services Ltd (“**UMS**”), a company wholly-owned by Robert Dickinson.

The Acquirors all have an address at c/o the Issuer.

**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.**

(A) On October 27, 2022, the Acquirors completed a purchase by private placement of 2,750,000 units (“**Units**”) at a price of \$0.20 per Unit for proceeds of \$550,000. The Units were allocated to Robert Dickinson, 1,250,000 Units, Matthew Dickinson, 750,000 Units and UMS, 750,000 Units. Each Unit consists of one common share (“**Common Share**”) and one warrant (“**Warrant**”) of the Issuer. Each Warrant allows the holder to purchase one flow-through Common Share at a price of \$0.20 for a period five (5) years. The placement was a “related party transaction” within the meaning of Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”). The issuances to the insiders are exempt from the valuation

requirement of MI 61- 101 by virtue of the exemption contained in section 5.5(b) as the Issuer's Common Shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101 in that the fair market value of the consideration of the securities issued to the related parties did not exceed 25% of the Company's market capitalization.

(B) On October 31, 2022, the Issuer granted 3,204,300 Options to two directors (Robert Dickinson as to 2,100,000 Options and Mathew Dickinson as to 1,104,300 Options). All Options were granted pursuant to the Issuer's stock option plan and are subject to the requirements of the TSX Venture Exchange. The Options were granted at an exercise price of \$0.20 and all vest immediately.

**2.3 State the names of any joint actors.**

The joint actors are Robert Dickinson, his company UMS and Matthew Dickinson.

**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.**

The Acquirors were issued a total of 2,750,000 Common Shares and 2,750,000 Warrants and 3,204,300 Options allocated as per above.

**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.**

The Acquirors acquired ownership of the above securities that triggered the requirement to file 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.**

Acquirors' total holdings before the above two transactions:

Name	Common Shares	Options	Warrants	Total Common Share equivalents	% of issued shares (partially diluted)	% of issued shares (fully diluted)
Robert Dickinson	21,818,184	0	0	21,818,184	53.07	51.81
United Mineral Services Ltd.	0	0	0	0	0	0

Matthew Dickinson	5,228,546	995,700	0	6,224,246	12.72	14.78
Total	27,046,730	995,700	0	28,042,430	65.79	66.59

Note: Partially diluted means that Acquiror's percentage of outstanding shares assuming that Acquiror's options and warrants (only) are exercised. Fully diluted means that Acquiror's total holdings as a percentage of issued shares assuming all other convertible securities are exercised and converted into common shares.

Acquirors' total holdings after the above transactions are as follows:

Name	Common Shares	Options	Warrants	Total Common Share equivalents	% of Issued Shares (partially diluted)	% of Issued Shares (fully diluted)
Robert Dickinson	23,068,184	2,100,000	1,250,000	26,418,184	59.41	54.96
United Mineral Services Ltd.	750,000	0	750,000	1,500,000	3.58	3.12
Mathew Dickinson	6,974,246	2,100,000	750,000	9,824,246	22.35	20.44
Total	30,792,430	4,200,000	2,750,000	37,742,430	85.34	78.53

Note: Partially diluted means that Acquiror's percentage of outstanding shares assuming that Acquiror's options and warrants (only) are exercised. Fully diluted means that Acquiror's total holdings as a percentage of issued shares assuming all other convertible securities are exercised and converted into 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,**

See 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, 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 Acquirors paid \$0.20 per Common Share, being a total of \$550,000.00 for the 2,750,000 Units issue in the private placement. No consideration was paid for the Options.

- 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 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.**

The Common Shares and Warrants were acquired by subscription agreements and the Options granted under a plan in the Acquirors' capacity as directors of the Issuer.

## **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 Common Shares and Warrants in the Units were acquired for investment purposes and the Options were granted as an incentive for services as directors.

## **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 except that Matthew Dickinson acts in concert with his father Robert A. Dickinson and UMS under informal, unwritten understandings.

**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 to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATE: November 2, 2022

(signed) “Robert Dickinson”  
Robert Dickinson