

National Instrument 62-103

Form 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

Update to the early warning report dated December 13, 2016.

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 (the “**Common Shares**”) in the capital of:

Starrex International Ltd. (“**Starrex**” or the “**Issuer**”)
199 Bay Street, Suite 2200
Toronto, Ontario M5L 1G4

- 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.**

Not applicable. The transaction that triggered the requirement to file this report was a private transaction.

Item 2 - Identity of the Acquiror

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

Talent Oil and Gas Ltd. (the “**Acquiror**” or “**Talent**”)
20 Lawrence Crescent
Toronto, Ontario M4N 1N1

- 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 or about March 26, 2018, the Acquiror entered into an agreement to sell 2,277,341 Common Shares of Starrex at a price of US\$0.52 (CDN\$0.68) per Common Share to Phillip Clayton and Tyrell L. Gerith (the “**Buyers**”). The transaction is scheduled to close by April 30, 2018. As a result, on the closing of the transaction, the Acquiror will have sold all of its interest in Starrex to the Buyers.

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

Ms. Elizabeth Moore, sole beneficial shareholder of Talent and Ms. Charlotte Moore Hepburn, daughter of Ms. Moore.

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.

- 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 along with Ms. Moore and Ms. Hepburn (collectively, the “**Sellers**”) entered into a Share Purchase Agreement on March 26, 2018 with the Buyers scheduled to close on April 30, 2018. The Sellers will jointly dispose of 2,421,804 Common Shares, representing 16.72% of the issued and outstanding capital of the Issuer at US\$0.52 (CDN\$0.68) per Common Share (the “**Disposition**”) which triggered the requirement to file this report as a result of the Disposition.

- 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.**

The Sellers jointly hold an aggregate of 2,421,804 Common Shares, representing 16.72% of the issued and outstanding capital of the Issuer before the Disposition and 0% of the issued and outstanding capital of the Issuer after the Disposition.

- 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 Sellers currently own 2,421,804 Common Shares of Starrex, representing 16.72% of the issued and outstanding Common Shares of Starrex. On the completion of the Disposition the Sellers will own 0 Common Shares of Starrex.

- (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.

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.**

The Sellers are parties to an agreement to sell their 2,421,804 Common Shares of Starrex which Disposition is scheduled to be completed on April 30, 2018.

Item 4 Consideration Paid

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

US\$0.52 equivalent to \$0.68 per Common Share and \$1,646,826.72 in aggregate.

- 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 Acquiror and each joint actor will receive \$0.68 per common share in cash on the closing of the Transaction.

- 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 Acquiror and the joint actors have held the Common Shares for investment purposes and have sought to dispose of their position.

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.

See Item 2.2 above.

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

Certificate

We, the Acquirors, 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: March 27, 2018.

TALENT OIL AND GAS LTD.

Per: /s/ Charlotte Moore Hepburn
Name: Charlotte Moore Hepburn
Title: President