

**FORM 62-103F1**  
**REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS**

**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 (each, a “**Common Share**”)  
Common Share purchase warrants (each, a “**Warrant**”)

Rockex Mining Corporation (the “**Issuer**”)  
580 New Vickers Street  
Thunder Bay, Ontario P7E 6P1

**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.

**Item 2 – Identity of the Acquiror**

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

Pierre Gagné (“**Gagné**”)  
580 New Vickers Street  
Thunder Bay, Ontario P7E 6P1

**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.**

Effective as of June 15, 2017, Gagné acquired ownership of or control over an aggregate of 4,300,000 units (the “**Units**”) in the capital of the Issuer at a price of \$0.025 per Unit through a private placement offered by the Issuer (the “**Private Placement**”). Each Unit was comprised of one Common Share and one Warrant, with each Warrant entitling the holder to purchase one Common Share at a price of \$0.05 within 60 months after closing.

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

988491 Ontario Ltd.

**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.**

Pursuant to the Private Placement, Gagné acquired ownership of or control over 4,300,000 Units, each Unit being comprised of one (1) Common Share and one (1) Warrant.

Prior to acquiring such Units, Gagné owned or controlled 53,506,691 Common Shares representing approximately 48.78% of the issued and outstanding Common Shares, 17,413,227 warrants that, if exercised would have represented approximately 15.87% of the issued and outstanding Common Shares and 300,000 stock options that, if exercised, would have represented approximately 0.27% of the issued and outstanding Common Shares.

As a result of the above-noted acquisition, Gagné now owns or controls 57,806,691 Common Shares representing approximately 49.46% of the issued and outstanding Common Shares and 21,713,227 warrants that, if exercised, would represent approximately 18.58% of the issued and outstanding Common Shares (calculated on a partially diluted basis). In addition, Gagné holds 300,000 stock options that, if exercised, would represent approximately 0.26% of the issued and outstanding Common Shares.

**3.2 State whether the acquiror acquired or disposed of ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.**

Gagné acquired ownership of or control over 4,300,000 Common Shares and 4,300,000 Warrants.

**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.**

See Item 3.1 above.

**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,**

Following closing of the Private Placement, Gagné, together with the joint actor, now owns and controls 57,806,691 Common Shares representing approximately 49.46% of the issued and outstanding Common Shares and 21,713,227 warrants that, if exercised, would represent approximately 18.58% of the issued and outstanding Common Shares (calculated on a partially diluted basis). In addition, Gagné holds 300,000 stock options that, if exercised, would represent approximately 0.26% of the issued and outstanding Common Shares.

**(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.**

Gagné does not own but through 988491 Ontario Ltd. controls 2,362,547 Common Shares representing approximately 2.02% of the issued and outstanding Common Shares and 2,212,723 warrants that, if exercised, would represent approximately 1.89% of the issued and outstanding Common Shares (calculated on a partially diluted basis).

- 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.

#### **Item 4 – Consideration Paid**

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

The consideration paid per Unit was \$0.025, an aggregate amount of \$107,500 being paid by Gagné and 988491 Ontario Ltd. for the acquisition of 4,300,000 Units from the Issuer through the Private Placement which closed on June 15, 2017.

- 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 Item 4.1 above.

**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.**

Gagné has no present intention of acquiring additional securities of the Issuer (other than with respect to the possible exercise of some or all of the Warrants). Depending upon his evaluation of the business, prospects and financial condition of the Issuer, the market for the

Issuer's securities, general economic and tax conditions and other factors, Gagné may acquire more or sell some or all of his securities of the Issuer.

**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.**

The transaction was a private placement of securities from treasury pursuant to the prospectus exemption provided in section 73.3 of the *Securities Act* (Ontario) which corresponds to the provisions of National Instrument 45-106, section 2.3 – *Accredited Investor*.

**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.

**Dated** this 16<sup>th</sup> day of June, 2017.

Signed: "*Pierre Gagné*"

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Pierre Gagné