



**CSE FORM 2A**

**LISTING STATEMENT**

**DATED AS OF FEBRUARY 16, 2018**

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4. Schedule “C” – Interim Financial Statements of the Issuer for the 6 months ended September 30, 2017 and September 30, 2016 (the “**Interim Financial Statements**”) and MD&A in respect thereof dated November 28, 2017 (the “**Interim MD&A**”)
5. Schedule “D” – Information Circular for AGM held November 17, 2017 (the “**Information Circular**”)
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(Schedules “A” to “E” are referred to herein as the “**Referenced Documents**”)

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**SCHEDULE "A"**

**Annual Information Form of the Issuer dated June 29, 2017**

See attached.

**SCHEDULE "B"**

**Annual Financial Statements of the Issuer  
for the years ended March 31, 2017, March 31, 2016 and March 31, 2015 and  
MD&A in respect thereof**

See attached.

**SCHEDULE "C"**

**Interim Financial Statements of the Issuer for the 6 months  
ended September 30, 2017 and September 30, 2016 and MD&A in respect thereof**

See attached.

**SCHEDULE "D"**

**Information Circular of the Issuer for the AGM held November 17, 2017**

See attached.



## SCHEDULE "E"

### Listing Statement Disclosure – Additional Information

#### **3.3 Trends, Commitments, Events or Uncertainties**

There are no trends, commitments, events or uncertainties known to management which could reasonably be expected to have a material effect on the Issuer's business, the Issuer's financial condition or results of operations. However, there are significant risks associated with the Issuer's business, as described in "Risk Factors" on pages 8 - 13 of the AIF.

#### **4. Narrative Description of the Business (cont'd)**

##### **(1) Business of the Issuer**

###### *(a) Business Objectives*

The principal business carried on and intended to be carried on by the Issuer is the exploration of the Issuer's Atlanta Project in Lincoln County, Nevada.

###### *(b) Significant Events or Milestones*

<b><u>Milestone</u></b>	<b><u>Target Date</u></b>	<b><u>Estimated Cost</u></b>
Exploration Program for the Atlanta Project	Spring 2018	\$308,000

###### *(c) Total Funds Available*

On November 10, 2017, the Issuer closed the first tranche of a non-brokered private placement (the "**Private Placement**") and issued 16,330,000 units of the Issuer (the "**Units**"), each Unit consisting of one common share of the Issuer (a "**Share**") and one-half of one Share purchase warrant (each whole warrant, a "**Warrant**"), at a price of \$0.05 per Unit to raise aggregate gross proceeds of \$816,500. Each Warrant entitles the holder thereof to purchase one additional Share at an exercise price of \$0.10 per Share for a period of two years from the date of issuance of the Warrant.

On November 16, 2017, the Issuer closed a second tranche of the Private Placement to raise additional gross proceeds of \$484,000 from the issuance of 9,680,000 Units, bringing the total raised in two tranches to \$1,300,500.

As a result of the closing of the Private Placement, the Issuer's working capital as of January 31, 2018 was approximately \$682,200.

(d) *Purpose of Funds*

<u>Use of Proceeds</u>	<u>Funds to be Expended</u>
Costs of completing listing on the CSE	\$15,000
Exploration Program for the Atlanta Project (for 2018)	\$308,000
Regulatory and related fees	\$10,500
Office and Administrative Expenses	\$74,900
Unallocated Working Capital	\$273,800
<b>TOTAL</b>	<b>\$682,200</b>

Below is the “Three Year History” section of the AIF, which has been updated to retroactively reflect the consolidation of the common shares of the Company on a four pre-consolidated common shares to one post-consolidated common share basis effective September 20, 2017.

### **Three Year History**

#### ***Year Ended March 31, 2015***

On December 19 2014 the Company announced the completion of a non-brokered private placement of 1,375,000 units (the “**December 2014 Units**”) to raise gross proceeds of \$550,000. Each December 2014 Unit consists of one common share and one non-transferable common share purchase warrant, with each warrant exercisable for a period of two years at a price of \$0.60 per share.

On February 11, 2015 the Company announced the completion of a non-brokered private placement of a total of 425,000 units (the “**February 2015 Units**”) to raise gross proceeds of \$170,000. Each February 2015 Unit consisted of one common share and one non-transferable common share purchase warrant, with each warrant exercisable for a period of two years at a price of \$0.60 per share.

On April 8, 2015 announced a resumption of field activities at the Atlanta Project in Lincoln County, Nevada. Since the end of the 2014 field season, the Company had completed forest mulching to build a series of drill roads and pads at the Western Knolls target area. Additional geologic mapping and synthesis was also carried out, and general improvements completed to the camp infrastructure. Continued discussions had also been carried out with BLM regarding the renewal of the power line right-of-way and modifications to the existing Plan of Operation. Geologic, geochemical and geophysical surveys across the district identified two untested areas with positive results. It was determined that the Atlanta Fault Zone extended two (2) miles north of the pit area where prior drilling outlined the NI 43-101 compliant resource estimate by Gustavson Associates. This two-mile long zone extends north under thin gravel cover where geophysical surveys (gravity and ground magnetics) have identified drill targets with similar characteristics to the mineralized zone which hosts the resource.

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### **Year Ended March 31, 2016**

On May 6, 2015, the Company announced the appointment of Christopher Crupi, CPA, CA as President, CEO and a Director, effective immediately, succeeding Robert Dinning, CPA, CA, who continued as Chairman. Mr. Crupi was previously the CEO and co-founder of Paramount Gold and Silver Corp which was recently acquired by Coeur Mining Inc. of Chicago in a stock transaction valued in excess of \$200 million. The Company also announced the concurrent resignation of Alex Khutorsky as a Director of the Company.

In June 2015, the Company announced results from samples taken from the Silver Park area of the Atlanta Project as part of a reconnaissance sampling program.

On July 10, 2015, the Company announced the completion of a non-brokered private placement of 840,125 units (the "**Summer 2015 Units**") to raise gross proceeds of \$672,100. Each Summer 2015 Unit consisted of one common share purchase warrant, with each warrant exercisable for a period of two years at a price of \$1.00 per share. Net proceeds of the financing were used for exploration activities. In August 2015, the Company closed a second tranche of the private placement, issuing 590,000 Summer 2015 Units to raise gross proceeds of an additional \$472,000.

On August 27, 2015, Lance Morginn was appointed as a Director of the Company. On July 27, 2016, Mr. Morginn resigned as a Director of the Company.

During the fall of 2015, a total of six holes were drilled in the pit area of the Atlanta Project in order to in-fill holes in the resource identified during the 2012 drilling program. The total amount drilled in the pit area was 2,188.46m.

The following table sets out new significant intercepts from this drill program:

<b>Drill Hole</b>	<b>Target</b>	<b>Total Depth (m)</b>	<b>From (m)</b>	<b>To (m)</b>	<b>Length (m)</b>	<b>Au g/t</b>	<b>Ag g/t</b>
DHRI-15-LRC01	Atlanta Shear Zone	324.61	211.84	294.13	82.29	2.03	11.0
Including			227.08	248.41	21.34	3.33	10.7
Including			278.89	294.13	15.24	2.84	14.4
DHRI-15-LRC02	Atlanta Shear Zone/Porphyry	396.24				NSV	NSV
DHRI-15-LRC03	Atlanta Shear Zone	338.33	289.56	332.23	42.67	1.46	6.5
DHRI-15-LRC04	Atlanta Porphyry	355.09	266.70	321.56	54.86	1.11	NSV
DHRI-15-LRC05	Atlanta Shear Zone	445.01	327.66	336.80	9.14	2.01	14.3

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Drill Hole	Target	Total Depth (m)	From (m)	To (m)	Length (m)	Au g/t	Ag g/t
DHRI-15-LRC06	Atlanta Shear Zone	329.18				NSV	NSV

Abbreviations: Au= gold; Ag = silver; g/t = grams per tonne, m = metre

In addition, two reconnaissance holes were drilled in the Western Knolls late in 2015. The combined depth of these holes was 548.64m. The following table sets out the results from the two Western Knolls reconnaissance holes drilled during this drill program:

Drill Hole	Target	Total Depth (m)	Comments
DHRI-15-WK01	Western Knolls Recon	243.84	Drill hole remained in heavily altered volcanic tuffs throughout its length. Both calcification and propylitic alteration were noted. Sub-economic gold and silver mineralization was encountered over broad widths. Most of the gold mineralization is with pyrite and
DHRI-15-WK02	Western Knolls Recon	304.80	Drill hole remained in heavily altered volcanic tuffs throughout its length. Both calcification and propylitic alteration were noted. Sub-economic gold and silver

Abbreviations: Au= gold; Ag = silver; g/t = grams per tonne, m = metre

Samples: A total of 1,103 samples including blanks, standards and duplicates were submitted to ALS Minerals for analysis. All of the samples were analysed for gold and silver using standard fire assay techniques. In addition, all 423 samples from the two Western knolls drill holes were further analysed using multi-element ICP analysis.

Logging: Each of the drill holes were logged twice by Meadow Bay personnel at the Atlanta facility. A preliminary log was prepared at the completion of drilling and more detailed logging was conducted after assay results were received.

Geophysical modeling: A geophysical synthesis conducted in 2014 for the Western Knolls was further processed in early 2015. This synthesis was used for first-round targeting of the reconnaissance drilling. A report was received from ES&T involving the results of an orientation survey conducted over the Atlanta District using their proprietary geophysical technique. The report identified precious metal targets in areas not historically active that deserve follow-up investigation.

Geology: Mapping in Western Knolls produced more detailed base map of the Knolls and differentiated the tuffs that form the bedrock. A clay alteration study using X-Ray diffraction in the Knolls further characterized the tuffs. Sampling was conducted in the Sliver Park area and identified high-grade mineralization missed by previous miners. Sampling was also conducted adjacent to historical workings in the Gold Creek area.

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Reclamation /Infrastructure – Reclamation was conducted on all of the drill holes in the pit area prior to the end of 2015. A new 50-year lease was entered into with BLM for the utility corridor that hosts both the power and water lines. A back-up generator system was installed at the camp and a heavy-duty water truck was purchased.

On March 7, 2016, the Company announced the completion of a non-brokered private placement of 1,270,000 units (the “**March 2016 Units**”) to raise gross proceeds of \$254,000. Each March 2016 Unit consisted of one common share purchase warrant, with each warrant exercisable for a period of five years at a price of \$0.24 per share. Net proceeds of the financing were used general working capital.

### ***Year Ended March 31, 2017***

During the year ending March 31, 2017, the Company completed the following share transactions:

- i) On April 29, 2016, the Company completed the first tranche of a non-brokered private placement by issuing 1,019,167 units at \$0.24 each for gross proceeds of \$244,600. Each unit comprised one share and one share warrant, entitling the holder to purchase one additional share for a period of 5 years from the date of closing at a price of \$0.28 per share. The Company paid finders’ fees of \$4,158 cash and issued 17,235 broker’s warrants, with each finder’s warrant entitling the holder to purchase one common share of the Company under the same conditions as the warrants issued with the unit. The warrants were valued at \$6,770 using a Black Scholes option pricing model, as the value of the services performed was not readily verifiable. The assumptions used for in the model were as follows: risk free interest rate - 0.75%, expected life - 5 years, dividend nil and annualized volatility - 102.34%.
- ii) On July 27, 2016, the Company completed the second tranche of a non-brokered private placement by issuing 1,487,462 units at \$0.24 each for gross proceeds of \$356,991. Each unit comprised one share and one share warrant, entitling the holder to purchase one additional share for a period of 5 years from the date of closing at a price of \$0.28 per share. The Company paid finders’ fees of \$10,149 cash and issued 42,289 broker’s warrants, with each finder’s warrant entitling the holder to purchase one common share of the Company under the same conditions as the warrants issued with the unit. The warrants were valued at \$13,046 using a Black Scholes option pricing model, as the value of the services performed was not readily verifiable. The assumptions used for in the model were as follows: risk free interest rate - 0.65%, expected life - 5 years, dividend nil and annualized volatility - 104.02%.
- iii) On December 16, 2016, the Company completed a non-brokered private placement by issuing 1,113,100 units at \$0.20 each for gross proceeds of \$205,655. Each unit comprised one share and one share warrant, entitling the holder to purchase one additional share for a period of 5 years from the date of closing at a price of \$0.24 per share. The Company paid finders’ fees of \$14,396, incurred legal costs of \$16,380 and issued 71,979 broker’s warrants, with each finder’s warrant entitling the holder to purchase one common share of the

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Company under the same conditions as the warrants issued with the unit. The warrants were valued at \$8,216 using a Black Scholes option pricing model, as the value of the services performed was not readily verifiable. The assumptions used in the model were as follows: risk free interest rate - 1.21%, expected life - 5 years, dividend nil and annualized volatility - 104.49%.

As at March 31, 2017, there were 23,552,478 issued common shares (March 31, 2016 - 20,017,574).

## **6.10 Transactions with Related Parties**

On November 10, 2017, Robert Dinning, CEO and a director, subscribed for 700,000 Units of the Private Placement.

## **7. Market for Securities**

The common shares of the Issuer trade on Tier 2 of the TSX Venture Exchange (TSXV: MAY), the OTCQB Market (OTCQB:MAYGF) and the Frankfurt Stock Exchange 20MN, WKN A1C3DN).

## **8. Consolidated Capitalization**

Since March 31, 2017, the date of the Issuer's most recently filed audited annual consolidated financial statements, the following material changes occurred to the Issuer's share capital:

1. effective on September 20, 2017, the Issuer's common shares were consolidated on a 4 pre-consolidated common shares to 1 post-consolidated common share basis;
2. on November 10, 2017, the Issuer issued 16,330,000 Units and on November 16, 2017, the Issuer issued a further 9,680,000 Units (see "Narrative Description of the Business (cont'd) - (c) Total Funds Available" above);
3. on January 19, 2018, the Issuer completed a shares-for-debt transaction with certain creditors pursuant to which the Issuer issued an aggregate of 475,000 common shares at a deemed price of \$0.20 per share to settle an aggregate of \$95,000 of unpaid consulting fees for consulting services provided by the creditors;
4. on February 1, 2018, the issuer issued 18,750 common shares pursuant to the exercise of warrants.

## **9. Options to Purchase Securities**

As of the date hereof, the following 3,987,500 options to purchase common shares of the Issuer are outstanding as follows:

<b>Optionee Group</b>	<b>Number and Type of Securities Under Option</b>	<b>Exercise Price</b>	<b>Expiry Date(s)</b>	<b>Market Value Per Option on Date of Grant</b>	<b>Market Value Per Option as of the date hereof</b>

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Optionee Group	Number and Type of Securities Under Option	Exercise Price	Expiry Date(s)	Market Value Per Option on Date of Grant	Market Value Per Option as of the date hereof
All executive officers and past executive officers of the Issuer as a group (total of 2 executive officers)	1,337,500 common shares	(1)	(1)	(1)	\$0.25
All directors and past directors of the Issuer who are not also executive officers as a group (total of 3 directors)	1,143,750 common shares	(2)	(2)	(2)	\$0.25
All other employees and past employees of the Issuer as a group	Nil	N/A	N/A	N/A	N/A
All consultants of the Issuer as a group	1,506,250 common shares	(3)	(3)	(3)	\$0.25
Any other person or company, including the underwriter, naming each person or company	Nil	N/A	N/A	N/A	N/A

Notes:

- (1) The exercise prices, expiry dates and market value per option on date of grant of these 1,337,500 options are as follows:

Number of Options	Exercise Price	Expiry Date	Market Value on Date of Grant
762,500	\$0.20	December 7, 2020	\$0.21
212,500	\$0.34	July 27, 2021	\$0.32
250,000	\$0.76	March 11, 2020	\$0.76
37,500	\$0.80	October 21, 2018	\$0.86
12,500	\$0.80	August 17, 2020	\$0.80
62,500	\$0.80	May 29, 2018	\$1.12

- (2) The exercise prices, expiry dates and market value per option on date of grant of these 1,143,750 options are as follows:

Number of Options	Exercise Price	Expiry Date	Market Value on Date of Grant
787,500	\$0.20	December 7, 2020	\$0.21
187,500	\$0.34	July 27, 2021	\$0.32
31,250	\$0.76	March 11, 2020	\$0.76
12,500	\$0.80	August 17, 2020	\$0.80
125,000	\$1.00	July 15, 2019	\$0.68

- (3) The exercise prices, expiry dates and market value per option on date of grant of these 1,506,250 options are as follows:

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Number of Options	Exercise Price	Expiry Date	Market Value on Date of Grant
450,000	\$0.20	December 7, 2020	\$0.21
700,000	\$0.08	November 17, 2020	\$0.09
150,000	\$0.34	July 27, 2021	\$0.34
125,000	\$0.44	June 10, 2019	\$0.34
25,000	\$0.76	March 11, 2020	\$0.84
12,500	\$0.80	August 17, 2020	\$0.86
25,000	\$1.00	May 29, 2018	\$1.00
18,750	\$1.00	July 15, 2019	\$0.92

## **10.7 Prior Sales**

In the 12-month period before the date of this Listing Statement, the Issuer has not sold any common shares, or securities that are convertible or exchangeable into any common shares, except as described in the following table:

Type of security	Date of issuance / grant	Number	Issue price / exercise price per security
Common shares	November 10, 2017	16,330,000	\$0.05
Common shares	November 16, 2017	9,680,000	\$0.05
Common shares	January 19, 2018	475,000	\$0.20
Common shares	February 1, 2018	18,750	\$0.28
Warrants	November 10, 2017	9,026,000 <sup>(1)(2)</sup>	\$0.10
Warrants	November 16, 2017	4,840,000 <sup>(1)</sup>	\$0.10

Note:

- (1) Each warrant entitles the holder to purchase one common share for a period of two years at the price of \$0.10. 861,000 of these Warrants were issued as finder's fees.

## **10.8 Stock Exchange Price**

The following table sets forth the reported high and low prices and the aggregate volume of trading of the common shares of the Issuer on the Toronto Stock Exchange (until September 27, 2017) and on the TSX Venture Exchange (since September 28, 2017) and has been adjusted to retroactively reflect the consolidation of the common shares of the Company on a four pre-consolidated common shares to one post-consolidated common share basis effective September 20, 2017:

Period	High (\$)	Low (\$)	Volume
February 1 - 15, 2018 .....	0.31	0.215	539,545
January 2018 .....	0.36	0.21	2,734,146
December 2017 .....	0.23	0.17	1,076,623
November 2017 .....	0.26	0.055	4,675,813
October 2017 .....	0.095	0.06	1,709,562

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<b>Period</b>	<b>High (\$)</b>	<b>Low (\$)</b>	<b>Volume</b>
July – September 2017.....	0.16	0.075	1,433,130
April - June 2017.....	0.24	0.14	1,677,409
January - March 2017.....	0.28	0.18	1,537,189
October - December 2016.....	0.30	0.18	1,617,481
July - September 2016.....	0.40	0.28	1,963,204
April - June 2016.....	0.54	0.26	4,361,729
January - March 2016.....	0.36	0.22	1,614,091

### **13.11 Management**

Robert Dinning, Chairman and Chief Executive Officer (age: 78) is a Chartered Professional Accountant, and lifetime member of the Alberta Institute of Chartered Accountants. Mr. Dinning has operated a consulting practice since 1977. He has an extensive background in corporate finance, primarily in mining and high-tech industries. Mr. Dinning has been an officer and director of public and private companies for over 40 years, including various companies in both the United States and Canada. Mr. Dinning works on a part-time basis for the Issuer, devoting 70% of his time to the Issuer's affairs. Mr. Dinning is an independent contractor of the Issuer and he has not entered into a non-competition or non-disclosure agreement with the Issuer.

Keith Margetson, Chief Financial Officer (age: 69) is a Chartered Professional Accountant with over 40 years of public accounting experience with international, regional and local accounting firms. He is a Member of the British Columbia Institute of Chartered Professional Accountants and earned a Bachelor of Commerce degree from the University of British Columbia. Mr. Margetson works on a part-time basis for the Issuer, devoting 33% of his time to the Issuer's affairs. Mr. Margetson is an independent contractor of the Issuer and he has not entered into a non-competition or non-disclosure agreement with the Issuer.

## 14. Capitalization

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully-diluted)
<u>Public Float</u>				
Total outstanding (A)	50,056,229	74,414,592 <sup>(1)</sup>	100%	100%
Held by Related Persons or employees of the Issuer or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held (B)	1,416,550	4,951,664	2.83%	6.65%
Total Public Float (A-B)	48,639,679	69,462,928	97.17%	93.35%
<u>Freely-Tradeable Float</u>				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	26,485,000	39,489,998	52.91%	53.94%
Total Tradeable Float (A-C)	23,571,229	33,726,094	47.09%	46.06%

Note:

- (1) Includes 3,987,500 incentive stock options and 20,389,613 warrants convertible into an aggregate 20,389,613 common shares.

### Public Securityholders (Registered)

Size of Holding	Number of Holders	Total Number of Securities
1 - 99 securities	0	0
100 - 499 securities	0	0
500 - 999 securities	0	0
1,000 - 1,999 securities	1	1,250
2,000 - 2,999 securities	1	2,500
3,000 - 3,999 securities	2	6,438
4,000 - 4,999 securities	0	0
5,000 or more securities	36	49,086,950
<b>Total</b>	<b>40</b>	<b>49,097,138</b>

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### Public Securityholders (Beneficial)

<b>Size of Holding</b>	<b>Number of Holders</b>	<b>Total Number of Securities</b>
1 - 99 securities	27	1,141
100 - 499 securities	28	4,335
500 - 999 securities	123	53,076
1,000 - 1,999 securities	142	167,483
2,000 - 2,999 securities	103	249,828
3,000 - 3,999 securities	45	153,978
4,000 - 4,999 securities	19	83,896
5,000 or more securities	391	20,817,850
<b>Total</b>	<b>878</b>	<b>21,531,587</b>

### Non-Public Securityholders (Registered)

<b>Size of Holding</b>	<b>Number of Holders</b>	<b>Total Number of Securities</b>
1 - 99 securities	0	0
100 - 499 securities	0	0
500 - 999 securities	0	0
1,000 - 1,999 securities	0	0
2,000 - 2,999 securities	0	0
3,000 - 3,999 securities	0	0
4,000 - 4,999 securities	0	0
5,000 or more securities	5	959,091
<b>Total</b>	<b>5</b>	<b>959,091</b>

### **14.2 Securities Convertible or Exchangeable Into Any Class of Listed Securities**

<b>Description of Security (include conversion / exercise terms, including conversion / exercise price)</b>	<b>Number of convertible / exchangeable securities outstanding</b>	<b>Number of listed securities issuable upon conversion / exercise</b>
Warrants to purchase common shares of the Issuer at a price of \$1.00 per share exercisable up to November 22, 2018	291,753 warrants	291,753 common shares
Warrants to purchase common shares of the Issuer at a price of \$1.00 per share exercisable up to February 28, 2018	1,282,088 warrants	1,282,088 common shares
Warrants to purchase common shares of the	9,026,000	9,026,000

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<b>Description of Security (include conversion / exercise terms, including conversion / exercise price)</b>	<b>Number of convertible / exchangeable securities outstanding</b>	<b>Number of listed securities issuable upon conversion / exercise</b>
Issuer at a price of \$0.10 per share exercisable up to November 10, 2019	warrants	common shares
Warrants to purchase common shares of the Issuer at a price of \$0.10 per share exercisable up to November 16, 2019	4,840,000 warrants	4,840,000 common shares
Warrants to purchase common shares of the Issuer at a price of \$0.24 per share exercisable up to March 4, 2021	1,302,025 warrants	1,302,025 common shares
Warrants to purchase common shares of the Issuer at a price of \$0.28 per share exercisable up to April 28, 2021	1,036,492 warrants	1,036,492 common shares
Warrants to purchase common shares of the Issuer at a price of \$0.28 per share exercisable up to July 25, 2021	1,511,001 warrants	1,511,001 common shares
Warrants to purchase common shares of the Issuer at a price of \$0.24 per share exercisable up to December 16, 2021	71,979 warrants	71,979 common shares
Warrants to purchase common shares of the Issuer at a price of \$0.24 per share exercisable up to December 19, 2021	1,028,275 warrants	1,028,275 common shares
<b>TOTAL</b>	<b>20,389,613 warrants</b>	<b>20,389,613 common shares</b>

**14.3 Listed Securities Reserved for Issuance that are not Included in Section 14.2**

None

## CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, Meadow Bay Gold Corporation, hereby applies for the listing of the above mentioned securities on the Exchange. The foregoing contains full, true and plain disclosure of all material information relating to Meadow Bay Gold Corporation. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia, this 16th day of February, 2018.

*"Robert Dinning"*

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ROBERT DINNING  
Chief Executive Officer

*"Keith Margetson"*

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KEITH MARGETSON  
Chief Financial Officer

*"Adrian Robertson"*

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ADRIAN ROBERTSON  
Director

*"Jordan Estra"*

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JORDAN ESTRA  
Director