

EARLY WARNING REPORT

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

(a) Name and address of the offeror:

49 North Resources Inc. (“FNR”)
602, 224 – 4th Avenue South,
Saskatoon, SK S7K 5M5

(b) The designation and number or principal amount of securities and the offeror's security holding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances:

On February 28, 2014, FNR acquired 590,000 common shares of Greywacke Exploration Ltd. (“Greywacke”) (representing 9.53% of Greywacke’s outstanding common shares).

(c) The designation and number or principal amount of securities and the offeror's securityholder percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the news release:

Upon completion of the acquisition, FNR has ownership of 1,236,000 common shares of Greywacke (representing 19.97% of Greywacke’s outstanding common shares).

(d) The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph (c) over which:

(i) the offeror, either alone or together with joint actors, has ownership and control:

Upon completion of the transaction, Mr. MacNeill, the President, CEO and a director of FNR, will control the 1,236,000 common shares of Greywacke owned by FNR by virtue of his portfolio management agreement with FNR.

(ii) the offeror, either alone or together with joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor:

Not applicable.

- (iii) **The offeror, either alone or together with joint actors, has exclusive or shared control but does not have ownership:**

Not applicable.

- (e) **The name of the market in which the transaction or occurrence that gave rise to the news release took place:**

The securities were issued to FNR on February 28, 2013 in connection with the closing of a private debt for equity conversion transaction.

- (e.1) **The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release:**

FNR and Greywacke entered into a Debt Settlement Agreement providing for the issuance of the 590,000 common shares by Greywacke to FNR at a price of \$0.05 per share for an aggregate purchase price of \$29,500.

- (f) **The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:**

FNR acquired the common shares in the debt for equity conversion transaction for investment purposes. FNR may in the future take such actions in respect of its holdings as it may deem appropriate in light of the circumstances then existing, including acquiring ownership or control over additional common shares or other securities of Greywacke or the disposition of all or a portion of its holdings in open market or in privately negotiated transactions.

- (g) **The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any securities:**

FNR and Greywacke entered into a Debt Settlement Agreement providing for the issuance of the 590,000 common shares by Greywacke to FNR at a price of \$0.05 per share for an aggregate purchase price of \$29,500.

- (h) **The names of any joint actors in connection with the disclosure required by Appendix E to National Instrument 62-103:**

FNR
Tom MacNeill

- (i) **In the case of a transaction or 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, the nature and value of the consideration paid by the offeror:**

See (e.1) above.

- (j) **If applicable, a description of any change in any material fact set out in a previous report under National Instrument 62-103:**

Not applicable.

- (k) **If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance.**

The acquisition of the common shares was carried out in accordance with and in reliance on the "securities for debt" exemption in section 2.14 of National Instrument 45-106 - *Prospectus and Registration Exemptions* which has been adopted by the securities regulatory authorities in all Provinces of Canada and which exempts the transfer and issue of such securities from the registration and prospectus requirements of applicable securities law.

DATED this 28th day of February, 2014.

49 North Resources Inc.

Per: (Signed) "Tom MacNeill"
Name: Tom MacNeill
Title: President