

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.*

Hemlo Explorers Inc. (the "**Corporation**")  
141 Adelaide Street West  
Suite 301  
Toronto, Ontario M5H 3L5

This report relates to units (each, a "**Unit**") and flow-through units (each, an "**FT Unit**") of the Corporation. Each Unit consists of one non flow-through common share and half of one common share purchase warrant (each whole warrant, a "**Warrant**") and each FT Unit consists of one flow-through common share and half of one Warrant. The common share component of each FT Unit was issued as a "flow-through share" (as defined in subsection 66(15) of the *Income Tax Act* (Canada)). Each Warrant is exercisable to acquire one common share of the Corporation (a "**Warrant Share**") at an exercise price of \$0.40 per Warrant Share until May 25, 2023, but subject to accelerated expiry terms following the four month and a day hold period if the Corporation's common shares trade at or above \$0.80 per share for 20 consecutive days in which case the Corporation will have the right to accelerate the exercise period to a date ending at least 30 days from the date that notice of such acceleration is provided to the holders of the Warrants.

*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. Issued from treasury in connection with the Offering (as defined below).

**Item 2 - Identity of the Acquiror:**

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

Northfield Capital Corporation (the "**Acquiror**")  
141 Adelaide Street West  
Suite 301  
Toronto, Ontario M5H 3L5

The transaction described in Item 1 above took place on November 25, 2021, and included the Acquiror's joint actor, Mr. Robert Cudney.

*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 November 25, 2021, in connection with the closing of the first tranche of the previously announced private placement offering of Units and FT Units (the "**Offering**"), the Acquiror and its joint actor, Mr. Robert Cudney, acquired ownership and control of 2,300,000 common shares and 1,150,000 Warrants.

*2.3 State the names of any joint actors.*

Mr. Robert Cudney.

**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.*

Northfield Capital Corporation ("**Northfield**"), together with its joint actor, Mr. Robert Cudney, acquired ownership and control of 2,300,000 common shares and 1,150,000 warrants. The warrants provide Northfield with a right to acquire 1,150,000 additional common shares.

*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 acquired ownership.

*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.*

Prior to the completion of the first tranche of the Offering, Northfield, together with its joint actor, Mr. Robert Cudney, owned and controlled an aggregate of 5,892,120 common shares of the Corporation (of which 5,886,821 common shares are owned by Northfield directly and 5,299 common shares are owned by its joint actor) and convertible securities entitling Northfield and its joint actor to acquire an additional 443,953 common shares of the Corporation (of which 318,953 convertible securities are owned by Northfield directly and 125,000 convertible securities are owned by its joint actor) representing approximately 21.72% of the issued and outstanding common shares of the Corporation as of November 24, 2021 (or approximately 22.98% calculated on a partially diluted basis, assuming the exercise of the 443,953 convertible securities only).

Upon completion of the first tranche of the Offering, Northfield, together with its joint actor, Mr. Robert Cudney, own and control an aggregate of 8,192,120 common shares of the Corporation (of which 8,086,821 common shares are owned by Northfield directly and 105,299 common shares are owned by its joint actor) and convertible securities entitling Northfield and its joint actor to acquire an additional 1,593,953 common shares of the Corporation (of which 1,418,953 convertible securities are owned by Northfield directly and 175,000 convertible securities are owned by its joint actor) representing approximately 24.4% of the issued and outstanding common shares of the Corporation as of November 25, 2021 (or approximately 27.82% calculated on a partially diluted basis, assuming the exercise of the 1,593,953 convertible securities only).

*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 3.1 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. 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 aggregate consideration payable for the units was \$521,000, calculated as an aggregate of 2,200,000 Units at a price of \$0.225 per Unit and 100,000 FT Units at a price of \$0.26 per FT Unit.

*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.*

Not applicable.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

The Units and FT Units were issued in connection with the closing of the first tranche of the Offering. See 1.2 above.

**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 were acquired in a private placement transaction which did not take place through the facilities of any market for the Corporation's securities. This transaction was effected for investment purposes and Northfield and its joint actor could increase or decrease their investments in the Corporation at any time, or continue to maintain their current investment position, depending on market conditions or any other relevant factor. The common shares were acquired for aggregate consideration of \$521,000, pursuant to the exemption contained in Section 2.3 of National Instrument 45-106 on the basis that each of Northfield and Mr. Cudney is an "accredited investor" as defined herein.

**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.*

The units were acquired in a private placement pursuant to a subscription agreement which does not contain any provisions regarding the transfer, guarantee or voting of such securities.

**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.*

Section 2.3 of National Instrument 45-106 on the basis that the Acquirer and Mr. Cudney are each an "accredited investor" as defined therein.

**Item 9 – Certification**

**Certificate**

I, as the acquiror, certify, or I, as the agent filing the report on behalf of an 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 25, 2021

(signed) "Michael Leskovec"

Signature

Michael Leskovec, Chief Financial Officer

Name/Title