

Form 62-103F1

Required Disclosure under the Early Warning Requirements

State if this report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

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 of Le Mare Gold Corp. (“**LMGC**”).

LMGC's head office is located at:

Suite 310 - 221 West Esplanade, North Vancouver, BC V7M 3J3

- 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.

Purchase of securities under LMGC’s private placement of flow-through units (“**FT Units**”) and non-flow-through units (“**NFT Units**”).

Item 2 – Identity of the Acquiror

- 2.1 State the name and address of the acquiror.

Yari Nieken (“**Nieken**” or the "**Acquiror**") the Chief Executive Officer and a director of LMGC. Its head address is located at:

Suite 310 - 221 West Esplanade, North Vancouver, BC V7M 3J3

- 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.

Pursuant to a private placement of FT Units and NFT Units which closed on December 31, 2018, Nieken acquired an aggregate total of 1,620,874 shares (of which 666,667 were comprised in FT Units and 287,541 were comprised in the NFT units as well as indirect ownership of 666,666 comprised in the NFT Units held by 1113300 B.C. Ltd., a private company of which Nieken is a principal) and 1,620,874 warrants of LMGC (of which which 666,667 were comprised in FT Units and 287,541 were comprised in the NFT units as well as indirect ownership of 666,666 comprised in the NFT Units held by 1113300 B.C. Ltd.).

2.3 State the names of any joint actors.

1113300 B.C. Ltd., of 209 West Keith Road, North Vancouver, BC V7M 1L7, a B.C. incorporated company with a principal business of investment.

Nieken and David Greenway, are the principals of 1113300 B.C. Ltd.

INSTRUCTION

If the acquiror is a corporation, general partnership, limited partnership, syndicate or other group of persons, provide its name, the address of its head office, its jurisdiction of incorporation or organization, and its principal business.

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 this report and the change in the acquiror's securityholding percentage in the class of securities.

As a result of the unit purchases disclosed in item 2.2, Nieken controls or is deemed to control directly and indirectly, 1,620,874 common shares of LMGC (including his deemed indirect control of 666,666 common shares held by 1113300 B.C. Ltd.), representing approximately 9.2% of the total of 17,643,616 issued and outstanding common shares of LMGC.

As a result of the unit purchases disclosed in item 2.2, Nieken controls or is deemed to control directly and indirectly, 1,620,874 warrants of LMGC (including his deemed indirect control of 666,666 warrants held by 1113300 B.C. Ltd.), representing approximately 8.4% of the total of 19,264,490 common shares of LMGC, calculated on a partially diluted basis assuming the exercise of Nieken's Warrants.

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 this report.

Nieken acquired ownership or control of the 1,620,874 common shares of LMGC.

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 acquisition of the common shares referred to in item 2.2 above, Nieken owned no common shares of LMGC. After the acquisition, Nieken directly owns 954,208 common shares, representing 5.4% of the issued and outstanding common shares of LMGC.

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,

Nieken, together with the shares held by 1113300 B.C. Ltd. in LMGC, has ownership and control over 1,620,874 common shares, representing 9.2% of the issued and outstanding common shares of LMGC.

Nieken, together with the warrants held by 1113300 B.C. Ltd. in LMGC, has ownership and control over 1,620,874 warrants, representing 8.4% of the issued and outstanding common shares of LMGC, 19,264,490 calculated on a partially diluted basis, assuming the exercise of such warrants.

(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.

Not applicable.

INSTRUCTIONS

(i) *“Related financial instrument” has the meaning ascribed to that term in NI 55-104. Item 3.6 encompasses disclosure of agreements, arrangements or understandings where the economic interest related to a security beneficially owned or controlled has been altered.*

(ii) *For the purposes of Items 3.6, 3.7 and 3.8, a material term of an agreement, arrangement or understanding does not include the identity of the counterparty or proprietary or commercially sensitive information.*

(iii) *For the purposes of Item 3.8, any agreements, arrangements or understandings that have been disclosed under other items in this Form do not have to be disclosed under this item.*

Item 4 – Consideration Paid

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

Niiken paid cash consideration of \$143,131.15 to acquire the 954,208 FT Units and NFT Units of LMGC.

1113300 B.C. Ltd. paid cash consideration of \$100,000 to acquire the 666,666 NFT Units of LMGC.

- 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.

Niiken paid cash consideration of \$143,131.15 to acquire the 954,208 FT Units and NFT Units of LMGC.

1113300 B.C. Ltd. paid cash consideration of \$100,000 to acquire the 666,666 NFT Units of LMGC.

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

The 954,208 shares were acquired by purchase through a private placement of units.

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.

Nieken acquired the common shares for investment purposes. Nieken may in the future take such actions in respect of its holdings in LMGC as he may deem appropriate in light of the circumstances then existing, including the purchase of additional common shares, warrants or other securities of LMGC through privately negotiated transactions, or the sale of all or a portion of Nieken's holdings through privately negotiated transactions to one or more purchasers, subject in each case to applicable securities laws. Nieken, in his discretion, may take any other available course of action which may involve one or more of the transactions described in paragraphs (a) through (k) above or have the results described in those paragraphs.

Notwithstanding anything in this report to the contrary, Nieken specifically reserves the right to change its intention with respect to any and all matters disclosed or referenced herein.

1113300 B.C. Ltd. acquired the common shares for investment purposes. 1113300 B.C. Ltd may in the future take such actions in respect of its holdings in LMGC as he may deem appropriate in light of the circumstances then existing, including the purchase of additional common shares, warrants or other securities of LMGC through privately negotiated transactions, or the sale of all or a portion of 1113300 B.C. Ltd's holdings through privately negotiated transactions to one or more purchasers, subject in each case to applicable securities laws. 1113300 B.C. Ltd, in its discretion, may take any other available course of action which may involve one or more of the transactions described in paragraphs (a) through (k) above or have the results described in those paragraphs.

Notwithstanding anything in this report to the contrary, 1113300 B.C. Ltd. specifically reserves the right to change its intention with respect to any and all matters disclosed or referenced herein.

Though Nieken is deemed to control the LMGC shares held by 1113300 B.C. Ltd., any decisions with respect to such shares must be made jointly by Nieken and David Greenway, as principals of 1113300 B.C. Ltd.

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.

INSTRUCTIONS

(i) Agreements, arrangements or understandings that are described under Item 3 do not have to be disclosed under this item.

(ii) For the purposes of Item 6, the description of any agreements, arrangements, commitments or understandings does not include naming the persons with whom those agreements, arrangements, commitments or understandings have been entered into, or proprietary or commercially sensitive information.

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.

Not applicable.

Item 9 – Certification

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

The certificate must state the following:

I, as the acquiror, certify, or I, as the agent filing this 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.

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Date: January 17, 2019

Signature:

“Yari Nieken”

Yari Nieken
Chief Executive Officer and Director