

**REPORT PURSUANT TO NATIONAL INSTRUMENT 62-103**

**EARLY WARNING REPORT**

1. **Name and address of Offeror:**

Lance Tracey of 978 Seymour Boulevard, North Vancouver, BC V7J 2J8

2. **The designation and number or principal amount of securities and the Offeror's securityholding 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:**

Lance Tracey ("Tracey") has acquired through Code Consulting Limited ("Code") by way of an asset purchase and sale transaction (the "Transaction") 9,530,000 common shares of NU2U Resources Corp. (the "Company"). These common shares represent 39.96% of the issued and outstanding shares of the Company.

3. **The designation and number or principal amount of securities and the Offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the news release:**

Immediately following the Transaction detailed above, Tracey held 9,530,000 common shares of the Company representing 39.96% of the issued and outstanding shares of the Company.

4. **The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 3 over which:**

(a) **the Offeror, either alone or together with any joint actors, has ownership and control:**

Tracey, directly and indirectly through Code, has ownership and control over an aggregate of 9,530,000 common shares of the Company representing 39.96% of the issued and outstanding common shares of Company.

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

Not applicable.

(c) **the Offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership:**

Not applicable.

5. **The name of the Market in which the transaction or occurrence that gave rise to the news release took place:**

The transaction did not occur through a Market as the securities were acquired pursuant to an asset purchase and sale transaction.

6. **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:**

The 9,530,000 common shares were issued by way of an asset purchase and sale transaction for the purchase price of \$53,640.41 or \$0.0057 per common share issued.

7. **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:**

Tracey acquired the securities for investment purposes and may acquire further securities of the Company in the future.

8. **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 of the securities:**

The common shares were issued pursuant to an Asset Purchase and Sale Agreement among Thomas Bell and Patrick Lavin (the "Sellers") and Code and the Company whereby Code purchased 9,530,000 common shares of the Company for the purchase price of \$53,640.41 or \$0.0057 per common share.

9. **The names of any joint actors in connection with the disclosure required by this report:**

Code Consulting Limited

10. **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:**

Tracey, through Code, acquired 9,530,000 shares by way of an asset purchase and sale transaction for the purchase price of \$53,640.41 or \$0.0057 per common share issued.

11. **If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 in respect of the reporting issuer's securities:**

Not applicable.

12. **If applicable, a description of the exemption from securities legislation being relied on by the Offeror and the facts supporting reliance:**

Not applicable.

DATED December 1, 2015

*/s/ Lance Tracey*

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LANCE TRACEY