

SECOND AMENDING AGREEMENT

THIS AGREEMENT is made as of the 30th day of June 2018 (the “**Effective Date**”).

BETWEEN:

DEEPROCK MINERALS INC., a company incorporated under the laws of British Columbia, with an address at 131 - 8191 Westminster Highway, Richmond, British Columbia, V6X 1A7.

(the “**Optionee**”)

OF THE FIRST PART

AND:

MEGASTAR DEVELOPMENT CORP., a company incorporated under the laws of British Columbia, with an address at 1450 – 789 West Pender Street, Vancouver, British Columbia, V6C 1H2.

(the “**Optionor**”)

OF THE SECOND PART

WHEREAS:

A. The Optionor and the Optionee are party to an Option Agreement dated April 5, 2017 and the Amending Agreement dated March 15, 2018 (the “**Agreement**”) whereby the Optionor granted an exclusive option to the Optionee to acquire an undivided fifty percent (50%) interest in and to the Ralleau Property, Quebec; and

B. The Optionor and the Optionee wish to amend certain terms and conditions of the Agreements as set out below.

NOW THEREFORE THIS AGREEMENT WITNESSES that in consideration of the premises and of the mutual covenants and provisions contained in this Agreement, the parties agree as follows:

1. Item 1 is hereby amended as follows:

“(e) “**Exchange Listing Date**” means the earlier of: (i) the date the Optionee’s common shares are listed and begin trading on the Exchange or (ii) August 31, 2018;”

2. Item 2.2 is hereby amended as follows:

“(d) it will have its common shares posted and listed for trading on the Exchange on or before August 31, 2018;”

3. Item 3.2(c) is hereby amended as follows:

“(iii) \$25,000 on or before October 31, 2018;”

4. Except as expressly set out herein, all terms and conditions in the Agreement are hereby ratified, confirmed and approved.

5. This Agreement may be executed in one or more counterparts, each of which so signed, whether in original or facsimile form, shall be deemed to be an original and bear the dates as set out above and all of which together will constitute one and the same instrument.

WITNESS WHEREOF the parties hereto have executed this Agreement as of the day and year first above written.

MEGASTAR DEVELOPMENT CORP.



Name: Dusan Berka

Title: President and CEO

DEEPROCK MINERALS INC.



Name: Geoff Balderson

Title: CFO