

Form 45-102F1

**Notice of Intention to Distribute Securities under Section 2.8 of
NI 45-102 Resale of Securities**

Reporting issuer:

1. Name of Reporting issuer: **DeepRock Minerals Inc.**

Selling security holder:

2. Your name: **Yeshivas Limudei Hashem Society**
3. The offices or positions you hold in the reporting issuer: **10% Holder**
4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrancer? **No**
5. Number and class of securities of the reporting issuer you beneficially own:

6,745,000 Common Shares (direct)

Distribution:

6. Number and class of securities you propose to sell: **Up to 6,745,000 common shares held by Yeshivas Limudei Hashem Society**
7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name. **Canadian Securities Exchange.**

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

Certificate:

I certify that:

- (1) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and
(2) the information given in this form is true and complete.

Date: January 28, 2020.

Yeshivas Limudei Hashem Society
Your name (Selling security holder)

(signed) Joseph Posen, Director and President
Your signature (or if a company, the
signature of your authorized signatory)