

PROJECT ONE RESOURCES LTD.

(the "Company")

DIRECTORS' CONSENT RESOLUTIONS

The following resolutions were passed by the directors of the Company, having been consented to and adopted in writing by the undersigned, being all of the directors of the Company, as of November 21, 2018.

PRELIMINARY PROSPECTUS

WHEREAS the directors consider it to be in the best interests of the Company to conduct an initial public offering of the Company's common shares (the "Shares") to the public and to seek a listing for such Shares on the Canadian Securities Exchange;

BE IT RESOLVED THAT:

1. The financial statements of the Company prepared for the period from the Company's incorporation to August 31, 2018, together with the (draft) report of the auditors thereof (collectively the "Financial Statements") are hereby approved; **AND FURTHER** any two directors of the Company are hereby authorized to sign the balance sheet contained in the Financial Statements to indicate such approval.
2. The form of Preliminary Prospectus of the Company to be dated November 21, 2018 (the "Preliminary Prospectus"), or as may be updated from time to time, with respect to the initial public offering of 4,000,000 Shares at a price of \$0.10 per Share, subject to a minimum subscription of 4,000,000 Shares (the "Offering"), plus any additional Shares that may be sold pursuant to an over-allotment option, be approved; **AND FURTHER** that the Financial Statements be included in the Preliminary Prospectus;
3. The Chief Executive Officer, Chief Financial Officer, the directors and the promoter of the Company be and are hereby authorized to sign the Preliminary Prospectus.
4. The signing authority given in these resolutions shall extend to and include any amendments to the Preliminary Prospectus.
5. The firm of Tupper Jonsson & Yeadon, Barristers and Solicitors, be and are hereby authorized to submit the Preliminary Prospectus, on behalf of the Company, to the Alberta Securities Commission, the Ontario Securities Commission and the British Columbia Securities Commission and to the Canadian Securities Exchange (the "Regulatory Authorities"), and to make any amendments as may be required by such Regulatory Authorities in their review of the Preliminary Prospectus and ancillary documentation.

HAYWOOD SECURITIES INC.

WHEREAS:

- A. the Company has been presented with an engagement letter dated September 18, 2018 from Haywood Securities Inc. ("Haywood") pursuant to which the Company proposes to appoint Haywood as its agent under the Offering (the "Engagement Letter");

- B. the Engagement Letter contemplates the entering into of a formal agency agreement;
- C. the directors have had an opportunity to review the Engagement Letter;

BE IT RESOLVED THAT the Company enter into and execute the Engagement Letter with Haywood, pursuant to which Haywood will act on the Company's behalf as its agent under the Offering; **AND FURTHER** that any one director of the Company be authorized and directed to execute and deliver the Engagement Letter on behalf of the Company.

STOCK EXCHANGE LISTING

BE IT RESOLVED THAT:

1. The Company apply to the Canadian Securities Exchange (the "Exchange") for a listing of its common shares on the Exchange.
2. The Company complete and submit the following documents to the Exchange as part of its application for listing (collectively the "Listing Documents"):
 - (a) Exchange Form 1A – Equity Securities, requesting qualification for listing on the Exchange;
 - (b) Exchange Form 1B – Listing Application;
 - (c) Exchange Form 2A - Listing Statement;
 - (d) Exchange Form 2B – Listing Summary; and
 - (e) Exchange Form 4 – Listing Agreement.
3. The Listing Documents, in the forms circulated amongst the directors for review, and as may be updated from time to time, be approved for filing with the Exchange.
4. Any one or more directors of the Company be and are hereby authorized to sign the Listing Documents on behalf of the Company.
5. The signing authority given in these resolutions shall extend to and include any amendments to the Listing Documents.
6. The firm of Tupper Jonsson & Yeadon, Barristers and Solicitors, be and are hereby authorized to submit the Listing Documents, on behalf of the Company, to the Exchange and to make any amendments as may be required by the Exchange in their review of the Listing Documents and ancillary documentation.


MISCELLANEOUS

BE IT RESOLVED THAT:

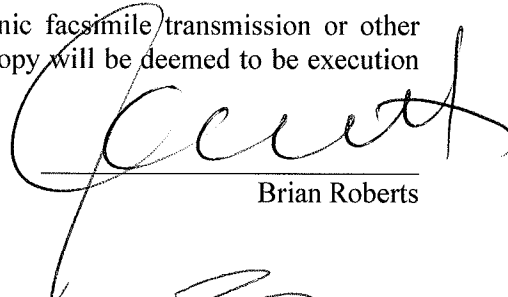
1. Any one director of the Company be and is hereby authorized and directed to do and perform all such acts and things and execute and deliver and to file or to cause to be executed, delivered or filed in the name of and on behalf of the Company all such further documents including amendments to enable the foregoing resolutions, as such director or officer may deem necessary or desirable.

2. This resolution may be signed in as many counterparts as may be necessary, each of which will be deemed to be an original and all of which will together constitute one and the same instrument and be deemed to bear the date set forth above.

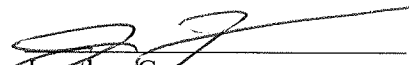
3. Delivery of an executed copy of this resolution by electronic facsimile transmission or other means of electronic communication capable of producing a printed copy will be deemed to be execution and delivery of this resolution on the date set forth above.



Ronald Shenton



Brian Roberts



Jonathan George



Jordan Lipton