

AMENDING AGREEMENT

THIS AMENDMENT AGREEMENT dated effective September 6, 2019 is made

BETWEEN

MONGOOSE MINING LTD., 215 Edward Street, Victoria, British
Columbia V9A 3E4

(the “**Company**”);

AND

CANACCORD GENUITY CORP., Suite 2400, 520 – 3rd Avenue
S.W. Calgary, Alberta T2P 0R3

(the “**Agent**”).

WHEREAS:

- A. The Company and the Agent entered into an agency agreement dated June 11, 2019 (the “**Agency Agreement**”); and
- B. The parties wish to amend the Agency Agreement on and subject to the terms and conditions of this Amending Agreement.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

- 1. The first paragraph on page one of the Agency Agreement be deleted in its entirety and replaced with the following:

“We understand that Mongoose Mining Ltd. (the “**Company**”) wishes to appoint Canaccord Genuity Corp. (the “**Agent**”) to act as sole and exclusive agent on a commercially reasonable efforts basis for an offering by the Company of a minimum of 3,000,000 Common Shares (as defined herein) and a maximum of 5,000,000 Common Shares (the “**Offered Shares**”) at a price of \$0.10 per Offered Share (the “**Offering Price**”), representing aggregate gross proceeds of a minimum of \$300,000 and a maximum of \$500,000. The Offered Shares proposed to be issued and sold (the “**Offering**”) will be distributed to the public by way of an amended and restated long form prospectus filed with the appropriate securities regulatory authorities in each of British Columbia, Alberta, Saskatchewan, Yukon and other Canadian jurisdictions as may be determined by prior written agreement of the Company and the Agent (the “**Qualifying Jurisdictions**”) and by way of private placement in such offshore jurisdictions as may be determined by prior written agreement of the Company and the Agent (the “**Offshore Jurisdictions**”) and, together with the Canadian Jurisdictions, the “**Offering Jurisdictions**”).”

2. The definition of “Financial Statements” in the Agency Agreement be deleted in its entirety and replaced with the following:

“**Financial Statements**” means, collectively, the audited financial statements of the Company for the period from incorporation on January 16, 2019 and ended June 30, 2019, together with the notes thereto, and which are appended to the Final Prospectus;

3. The definition of “MD&A” in the Agency Agreement be deleted in its entirety and replaced with the following:

“**MD&A**” means the management’s discussion and analysis of the financial condition and results of operations of the Company for the period ended June 30, 2019;

4. References to the date “March 31, 2019” in each of Sections 8(kk) and 8(mmm) of the Agency Agreement are hereby deleted in their entirety and replaced with references to “June 30, 2019”.
5. Relying on each of the representations and warranties set out in the Agency Agreement and subject to the terms and conditions thereof, the Company and the Agent agree that, effective on the date hereof, the Agency Agreement shall be amended subject to the terms and conditions of this Amending Agreement, without in any way affecting the rights or obligations of any party which may have accrued as of the date hereof pursuant to the provisions of the Agency Agreement prior to their amendment hereunder.
6. This Amending Agreement enures to the benefit of and is binding on the parties to this Amendment Agreement and their successors and permitted assigns.
7. This Amending Agreement may be executed in several counterparts and may be represented by facsimile or other electronic format, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and notwithstanding their date of execution, shall be deemed to bear the date as of the date hereof

This Amending Agreement was executed and delivered as of the date given above.

CANACCORD GENUITY CORP.

(signed) “Authorized Signatory”
Authorized Signatory

MONGOOSE MINING LTD.

(signed) “Authorized Signatory”
Authorized Signatory