

**SECOND AMENDMENT TO AMENDED AND RESTATED OPTION AND JOINT VENTURE  
AGREEMENT**

The undersigned hereby agree to amend the amended and restated option and joint venture agreement between them dated October 26, 2018, as further amended on June 13, 2019 (together, the "**Option Agreement**"), as follows:

1. The definition of the term "Option Period" in Section 1.1 of the Option Agreement is hereby amended by deleting the "June 30, 2020" date therein and replacing it with "October 1, 2020".

All other provisions of the Option Agreement remain unchanged, and except as amended hereby the Option Agreement remains in full force and effect.

This amendment shall be governed by and construed in accordance with the laws of the Province of British Columbia.

This amendment may be executed and delivered by facsimile or other electronic means and in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one and the same agreement.

This amendment is effective as of June 29, 2020.

**CARIBOO ROSE RESOURCES LTD.**

**OAKLEY VENTURES INC.**

By: "J. William Morton"  
Name: J. William Morton  
Title: President & CEO

By: "Glenn Collick"  
Name: Glenn Collick  
Title: CEO