

**No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This amendment, together with the prospectus dated May 6, 2020, constitutes a public offering of the securities only in those jurisdictions where they may be lawfully offered for sale and, in such jurisdictions, only by persons authorized to sell such securities.**

**AMENDMENT NO. 1 DATED JULY 6, 2020  
TO THE FINAL PROSPECTUS DATED MAY 6, 2020**

**INITIAL PUBLIC OFFERING**

**OAKLEY VENTURES INC.**

<b>Type of Securities</b>	<b>Number of Securities</b>	<b>Price per Security</b>
Common Shares	3,500,000	\$0.10

The final prospectus of Oakley Ventures Inc. (the “**Company**”) dated May 6, 2020 (the “**Final Prospectus**”) is hereby amended in the manner set forth herein and is to be read subject to such amendments. Unless otherwise defined herein, all terms defined in the Final Prospectus have the same meanings in this amendment.

The Final Prospectus is amended by adding the following sentence on pages 4 and 7 in the “*Prospectus Summary*” and “*Description of Business – History*” sections, respectively, immediately after the sentence referring to the June 30, 2020 expiry date for exercising the Initial Option:

On June 29, 2020, the deadline was further extended by the mutual agreement of the Company and Cariboo Rose to October 1, 2020.

The Final Prospectus is further amended by adding the words “as updated on July 3, 2020” immediately following the February 24, 2020 date in the first sentence of the section entitled “*The Property*” on page 9, in reference to the Technical Report.

In addition, the Final Prospectus is amended by deleting the “Accessibility” paragraph on page 12 in the section entitled “*The Property*”, and replacing it with the following paragraph:

Access to the Property is from the east via the Gang Ranch Bridge and then the Empire Valley Ranch, Blackdome Mine roads and East Churn FRS that bisects the claims. Access from the west side needs to be coordinated with the Ministry of the Environment who gates the road during the spring and fall migrations of Big Horn Sheep (exemptions are available but need to be requested in advance of these closures). Recent logging within the Property boundary has greatly increased access.

## CERTIFICATE OF THE COMPANY

Dated: July 6, 2020

The Final Prospectus, as amended by this amendment (together, the "**Prospectus**"), constitutes full, true and plain disclosure of all material facts relating to the securities offered by the Prospectus as required by the securities legislation of British Columbia and Alberta.

*"Glenn Collick"*

*"George Drazenovic"*

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GLENN COLLICK  
Chief Executive Officer, Director

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GEORGE DRAZENOVIC  
Chief Financial Officer, Director

ON BEHALF OF THE BOARD OF DIRECTORS

*"Robert Paul Way"*

*"Saman Eskandari"*

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ROBERT PAUL WAY  
Director

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SAMAN ESKANDARI  
Director

## CERTIFICATE OF THE PROMOTER

Dated: July 6, 2020

The Final Prospectus, as amended by this amendment (together, the "**Prospectus**"), constitutes full, true and plain disclosure of all material facts relating to the securities offered by the Prospectus as required by the securities legislation of British Columbia and Alberta.

*"Glenn Collick"*

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GLENN COLLICK  
Chief Executive Officer, Director

## CERTIFICATE OF THE AGENT

Dated: July 6, 2020

To the best of our knowledge, information and belief, the Final Prospectus, as amended by this amendment (together, the "**Prospectus**"), constitutes full, true and plain disclosure of all material facts relating to the securities offered by the Prospectus as required by the securities legislation of British Columbia and Alberta.

### **MACKIE RESEARCH CAPITAL CORPORATION**

Per:

*"Jovan Stupar"*

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JOVAN STUPAR  
Managing Director