

EARLY WARNING REPORT**FORM 62-103F1*****REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS*****1 Security and Reporting Issuer****1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

Securities: Common Shares (the “**Common Shares**”)

Issuer: LIVE Energy Minerals Corp. (the “**Company**”),
810-789 W. Pender St. Vancouver, BC V6C 1H2

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

On September 27, 2023, the Acquiror (below defined) acquired 200,000 Common Shares of the Company (the “**Acquired Shares**”) pursuant to a Debt Settlement Agreement (below defined) entered into with the Company, and so acquired in a single transaction and on an indirect basis through Divitiae, for forgiveness of \$140,000 in debt owed from an Option Agreement (below defined) (the “**EWR Reporting Event**”).

The Acquired Shares represent approximately 1.09% of the post-issuance common shares of the Company.

The Common Shares were newly issued securities of the Company from treasury as part of a debt settlement agreement further described in section 2.2.

2 Identity of the Acquiror**2.1 State the name and address of the acquiror.**

Divitiae Resources Ltd. (a corporate entity wholly-owned by Adrian Smith)
 (“**Divitiae**” or the “**Acquiror**”)
1304 Steeple Drive,
Coquitlam, BC V3E 1K2

Divitiae is a company existing under the laws of British Columbia. Divitiae’s principal business is a mineral exploration company. Adrian Smith is the principal owner of Divitiae and the CEO and a Director of the Company.

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

The Acquiror is the recorded and beneficial owner of a 100% interest in and to certain mining claims situated in the Quesnel Terrane in north central British Columbia, known as the Skygold Property (the “**Property**”). On September 10, 2021, the Company and Divitiae entered into an option agreement relating to the Property (“**Option Agreement**”) pursuant to which the Acquiror is entitled to earn an undivided 100% right, title and interest in and to the Property. As part of the consideration for the Option, the Company is to pay the Acquiror \$178,000 in installments over a period of four years (“**Cash Payments**”) and issue 2,000,000 Common Shares in installments over a period of four years (“**Payment Shares**”).

When the Company became a Reporting Issuer on December 14, 2021, the Acquiror held 2,176,001 common shares of the Company representing 16.09% of the then issued Common Share capital.

Under the terms of the Option Agreement, the Acquiror received 200,000 Payment Shares from the Company on February 28, 2022 at a deemed price of \$0.10 per Payment Share (deemed value: \$20,000). The Acquiror's shareholdings in the Company changed from 2,176,001 Common Shares representing 16.09% of the then issued share capital of the Company to 2,376,001 Common Shares representing 17.57% of the then issued Common Shares of the Company.

On September 20, 2022, under the terms of the Option Agreement, the Acquiror received a further 400,000 Payment Shares at a deemed price of \$0.325 per Payment Share (deemed value: \$130,000). The Acquiror's shareholdings in the Company changed from 2,176,001 Common Shares representing 16.09% of the then issued share capital of the Company to 2,776,001 representing 16.31% of the then issued Common Shares of the Company.

Under the terms of the Option Agreement, the Company was required to make Cash Payments of \$40,000 due on or before June 30, 2023, and \$100,000 due on or before September 10, 2023 for an aggregate cash consideration of \$140,000 (the "**Debt**").

On September 19, 2023, the Acquiror and the Company entered into a Debt Settlement Agreement whereby it was agreed to settle the Debt by the issuance to the Acquiror of 200,000 Common Shares ("**Settlement Shares**"), at a deemed price of \$0.70 per Settlement Share.

Immediately after receiving the Settlement Shares, the Acquiror's shareholdings changed from 2,776,001 representing 16.31% of the then issued share capital to 2,976,001 Common Shares representing 16.33% of the then issued Shares of the Company. This issuance of the Settlement Shares has triggered the requirement to file this report.

2.3 State the names of any joint actors.

Adrian Smith, the CEO and a Director of the Company, is the owner of Divitiae. All Common Shares referred to herein are owned by Divitiae with the exception of 1,000 Common Shares which are owned by Adrian Smith and have been included in all calculations herein.

3 Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.

The Acquiror acquired 200,000 Common Shares of the Company. Prior to the issuance of the Settlement Shares, the Acquiror owned 2,776,001 Common Shares of the Company representing 16.31% of the then issued and outstanding Common Shares of the Company. After the issuance of the Settlement Shares, the Acquiror now holds 2,976,001 Common Shares of the Company representing 16.33% of the issued and outstanding Common Shares of the Company.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

The Acquiror acquired ownership of 200,000 Common Shares of the Company.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

- 3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

Please see section 3.1 above.

- 3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,**

Please see section 3.1 above.

- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable

- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

4 Consideration Paid

4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

The Settlement Shares were issued at a deemed value of \$0.70 per share for total consideration of \$140,000 in settlement of debt.

4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

Please see section 2.2 above.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Please see section 2.2 and Item 3.1 above.

5 Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

Under the terms of the Option Agreement, the Acquiror will receive an additional 1,300,000 Payment Shares on or before October 10, 2023.

The Acquiror may acquire or dispose of securities of the Company in the future through, among other means, the purchase or sale of Common Shares on the open market, or in private transactions or otherwise, on such terms and at such times as the Acquiror may deem advisable.

6 Agreements, Arrangements, Commitments or Understandings with Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not Applicable

7 Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

8 Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

9 Certification

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

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

Certificate

The certificate must state the following:

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED as of the 5th day of October, 2023.

DIVITIAE RESOURCE LTD.

By: "Adrian Smith"
Name: Adrian Smith
Title: President