

ESCROW AMENDING AGREEMENT (#2)

THIS AGREEMENT is made as of the 4th day of May, 2023

AMONG:

RUMBLE RESOURCES INC., a body corporate duly incorporated under the laws of the Province of British Columbia and having a registered office at 741 Harbourfront Drive, Salmon Arm, British Columbia, V1E 3L4;

(the “**Issuer**”)

AND:

ODYSSEY TRUST COMPANY, a trust company licensed to carry on business in the provinces of Alberta and British Columbia with an office located at United Kingdom Building, 350 - 409 Granville Street, Vancouver BC V6C 1T2;

(the “**Escrow Agent**”)

AND:

EACH OF THE UNDERSIGNED SECURITYHOLDERS OF THE ISSUER

(a “**Securityholder**” or “**you**”)

(collectively, the “**Parties**”)

WHEREAS:

- A. The Parties entered into an Escrow Agreement dated March 23, 2022, as amended April 4, 2023 (the “**Escrow Agreement**”), under National Policy 46-201 Escrow for Initial Public Offerings in connection with the proposed distribution, by the Issuer, an emerging issuer, of common shares by prospectus;
- B. The Canadian Securities Exchange (the “**CSE**”) has advised the Issuer that the CSE’s new policy regarding escrow securities requires that all releases of securities from escrow be based on the initial release date and not the listing date; and
- C. The Parties wish to revised the Escrow Agreement in order to comply with the new CSE policy;

THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereby confirm the following amendments to the Escrow Agreement:

1. Section 2.1.1 of the Escrow Agreement be deleted in its entirety and replaced with the following:

2.1.1 Usual case

The escrow securities will be released as follows:

Subject to CSE approval, on the date no earlier than 10 days following public announcement of the results of the first phase exploration program as described in the listing statement that the Issuer files with the CSE in connection with its CSE listing application (the initial release date)	1/10 of your escrow securities
6 months after the date the initial release	1/6 of your remaining escrow securities
12 months after the initial release	1/5 of your remaining escrow securities
18 months after the initial release	1/4 of your remaining escrow securities
24 months after the initial release	1/3 of your remaining escrow securities
30 months after the initial release	1/2 of your remaining escrow securities
36 months after the initial release	your remaining escrow securities

2. All other terms and conditions of the Agreement, except as amended or modified hereby, remain in full force and effect.

The Parties have executed and delivered this Agreement as of the date set out above.

ODYSSEY TRUST COMPANY

(signed) *Jessica De La Torre*

Authorized signatory

RUMBLE RESOURCES INC.

(signed) *Erwin Wong*

Authorized signatory

Signed, sealed and delivered by)
Brian Goss in the presence of:)
)
_____)
Signature of Witness)
)
_____)
Name of Witness)

(signed) *Brian Goss*

Brian Goss

Signed, sealed and delivered by)
Erwin Wong in the presence of:)
)
_____)
Signature of Witness)
)
_____)
Name of Witness)

(signed) *Erwin Wong*

Erwin Wong

Signed, sealed and delivered by)
Benjamin Asuncion in the presence of:)
)
_____)
Signature of Witness)
)
_____)
Name of Witness)

(signed) *Benjamin Asuncion*

Benjamin Asuncion

Signed, sealed and delivered by)
Christopher Paterson in the presence of:)
)
_____)
Signature of Witness)
)
_____)
Name of Witness)

(signed) *Christopher Paterson*

Christopher Paterson