

**FIORE EXPLORATION LTD.  
FIORE GOLD LTD.**

**Notice of Change in Corporate Structure  
Pursuant to Section 4.9 of National Instrument 51-102**

**ITEM 1 Names of the Parties to the Transaction:**

Fiore Exploration Ltd. (“**Fiore**”)  
GRP Minerals Corp. (“**GRP**”)  
1125250 B.C. ULC (“**GRP Subco**”)  
1127458 B.C. Ltd. (“**Fiore Subco**”)

**ITEM 2 Description of the Transaction**

On September 26, 2017, GRP acquired all of the issued and outstanding common shares of Fiore (the “**Fiore Shares**”) by way of a court approved plan of arrangement (the “**Arrangement**”) pursuant to Section 192 of the *Canada Business Corporations Act* (British Columbia).

Under the terms of the Arrangement, GRP and GRP Subco amalgamated and became one British Columbia corporation, Fiore Gold Ltd. (the “**Resulting Issuer**”). Each holder of Fiore Shares (a “**Fiore Shareholder**”) received 0.265 common shares of the Resulting Issuer (“**Resulting Issuer Shares**”) for each Fiore Share held on the effective date of the Arrangement. Outstanding options to purchase Fiore Shares were exchanged for options to purchase Resulting Issuer’s Shares.

The Arrangement was approved by the securityholders of each of GRP and Fiore on September 15, 2017 and became effective on September 26, 2017.

**ITEM 3 Effective Date of the Transaction**

September 26, 2017

**ITEM 4 Names of each Party, if any, that ceased to be a Reporting Issuer subsequent to the Transaction and of each Continuing Entity**

Fiore will apply to cease to be a reporting issuer in British Columbia and Alberta.

The Resulting Issuer will be a reporting issuer in British Columbia and Alberta.

**ITEM 5 Date of the Reporting Issuer’s First Financial Year- End**

The Resulting Issuer’s first financial year-end subsequent to the completion of the Arrangement is September 30, 2017.

**ITEM 6      Periods of Interim and Annual Financial Statements required to be filed for the first financial year**

The Resulting Issuer has filed or will file the following interim and annual financial statements for its first financial year after the completion of the Arrangement:

- (a) interim financial statements for the period ended December 31, 2017;
- (b) interim financial statements for the period ended March 31, 2018;
- (c) interim financial statements for the period ended June 30, 2018; and
- (d) annual financial statements for the financial year ended September 30, 2018.

**ITEM 7      Documents Which Describe the Arrangement**

The following additional information relating to the Arrangement has been filed on the SEDAR profile of Fiore:

- 1. news release of Fiore dated July 24, 2017 announcing the signing of the definitive agreement for the Arrangement.
- 2. Arrangement Agreement dated July 24, 2017 between GRP, Fiore, GRP Subco and Fiore Subco;
- 3. the Notice of Meeting and Management Information Circular dated August 15, 2017 for the special meeting of the securityholders of Fiore;
- 4. news release of Fiore dated September 26, 2017, announcing, among other things, the closing of the Arrangement.

Dated as of September 26, 2017.