

**FORM 13-502F1**  
**CLASS 1 AND CLASS 3B REPORTING ISSUERS – PARTICIPATION FEE**

**MANAGEMENT CERTIFICATION**

I, Horng Dih Lee, an officer of the reporting issuer noted below have examined this Form 13-502F1 (the **Form**) being submitted hereunder to the Ontario Securities Commission and certify that to my knowledge, having exercised reasonable diligence, the information provided in the Form is complete and accurate.

(s) "Horng Dih Lee"  
Name:  
Title:

February 1, 2018  
Date:

**Reporting Issuer Name:** ESREY RESOURCES LTD.

**End date of previous financial year:** SEPTEMBER 30, 2017

**Type of Reporting Issuer:** ☒ **Class 1 reporting issuer** ☐ **Class 3B reporting issuer**

**Highest Trading Marketplace:** TSX VENTURE EXCHANGE  
(refer to the definition of "highest trading marketplace" under OSC Rule 13-502 *Fees*)

**Market value of listed or quoted equity securities:**  
(in Canadian Dollars - refer to section 7.1 of OSC Rule 13-502 *Fees*)

**Equity Symbol**

**1<sup>st</sup> Specified Trading Period** (dd/mm/yy)  
(refer to the definition of "specified trading period" under OSC Rule 13-502 *Fees*)

ESR

01/10/16 to 31/12/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$ 0.10 (i)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

39,762,771 (ii)

Market value of class or series

(i) x (ii) \$ 3,976,277 (A)

**2<sup>nd</sup> Specified Trading Period** (dd/mm/yy)  
(refer to the definition of "specified trading period" under OSC Rule 13-502 *Fees*)

01/01/17 to 31/03/17

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$ 0.10 (iii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

39,762,771 (iv)

Market value of class or series

(iii) x (iv) \$ 3,976,277 (B)

**3<sup>rd</sup> Specified Trading Period** (dd/mm/yy)

(refer to the definition of “specified trading period” under OSC Rule 13-502 *Fees*)

01/04/17 to 30/06/17

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$ 0.12 (v)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

39,762,771 (vi)

Market value of class or series

(v) x (vi) \$ 4,771,533 (C)

**4<sup>th</sup> Specified Trading Period** (dd/mm/yy)

(refer to the definition of “specified trading period” under OSC Rule 13-502 *Fees*)

01/07/17 to 30/09/17

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

0.14 (vii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

79,525,540 (viii)

Market value of class or series

(vii) x (viii) \$ 11,133,576 (D)

**5<sup>th</sup> Specified Trading Period** (dd/mm/yy)

(if applicable - refer to the definition of “specified trading period” under OSC Rule 13-502 *Fees*)

\_\_\_\_\_ to \_\_\_\_\_

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$ \_\_\_\_\_ (ix)

Number of securities in the class or series of such

\_\_\_\_\_ (x)

security outstanding at the end of the last trading  
day of the specified trading period

Market value of class or series (ix) x (x) \$ \_\_\_\_\_ (E)

**Average Market Value of Class or Series**

(Calculate the simple average of the market value of the class  
or series of security for each applicable specified trading  
period (i.e. A through E above))

\$ 5,965,166 \_\_\_\_\_ (1)

(Repeat the above calculation for each other class or series of equity securities of the reporting issuer (and a  
subsidiary pursuant to paragraph 2.8(1)(c) of OSC Rule 13-502 *Fees*, if applicable) that was listed or quoted on a  
marketplace at the end of the previous financial year)

**Fair value of outstanding debt securities:**

(See paragraph 2.8(1)(b), and if applicable, paragraph 2.8(1)(c)  
of OSC Rule 13-502 *Fees*)

\$ \_\_\_\_\_ (2)

(Provide details of how value was determined)

**Capitalization for the previous financial year** (1) + (2) \$ 5,964,416 \_\_\_\_\_

**Participation Fee**

(For Class 1 reporting issuers, from Appendix A of  
OSC Rule 13-502 *Fees*, select the participation fee)

\$ 890.00 \_\_\_\_\_

(For Class 3B reporting issuers, from Appendix  
A.1 of OSC Rule 13-502 *Fees*, select the  
participation fee)

**Late Fee, if applicable**

(As determined under section 2.7 of OSC Rule 13-  
502 *Fees*)

\$ \_\_\_\_\_

**Total Fee Payable**

(Participation Fee plus Late Fee)

\$ 890.00 \_\_\_\_\_