IN THE MATTER OF
ONTARIO REGULATION 398/21, AS AMENDED
(the Regulation)

MADE UNDER THE
***BUSINESS CORPORATIONS ACT* (ONTARIO) R.S.O. 1990, C. B.16, AS AMENDED**
(the OBCA)

AND

IN THE MATTER OF
METALS CREEK RESOURCES CORP.

CONSENT
(subsection 21(b) of the Regulation)

UPON the application of Metals Creek Resources Corp. (the **Applicant**) to the Ontario Securities Commission (the **Commission**) requesting the consent of the Commission pursuant to subsection 21(b) of the Regulation, for the Applicant to continue into the Province of British Columbia pursuant to section 181 of the OBCA (the **Continuance**);

AND UPON considering the application and the recommendation of the staff of the Commission;

AND UPON the Applicant having represented to the Commission that:

1. The Applicant was incorporated by articles of incorporation dated June 21, 2004, under the OBCA.

2. The Applicant's registered and head offices are located at 329 - 1100 Memorial Avenue, Thunder Bay, Ontario, P7B 4A3, Canada.

3. The Applicant is an offering corporation under the OBCA.

4. The authorized share capital of the Applicant consists of an unlimited number of common shares, of which 186,841,866 common shares were issued and outstanding as of January 30, 2025.

5. The Applicant's common shares are listed and posted for trading on the TSX Venture Exchange (the **TSXV**) under the symbol "MEK".

6. The Applicant intends to apply to the Director under the OBCA pursuant to section 181 of the OBCA (the **Application for Continuance**) for authorization to continue as a corporation under

the *Business Corporations Act* (British Columbia), SBC 2002, c. 57 (the **BCBCA**).

7. Following the Continuance, the Applicant's registered office will be located at 2110 – 650 West Georgia Street, Vancouver, British Columbia, V6B 4N8, Canada and its head office will continue to be located at 329 - 1100 Memorial Avenue, Thunder Bay, Ontario, P7B 4A3, Canada. The Commission will continue to be the Applicant's principal regulator.

8. The principal reason for the Continuance is to improve the Applicant's administration and efficiency, realizing significant cost savings and being advantageous to shareholders, as the Applicant's counsel is located in Vancouver and the Applicant is traded solely on the TSXV.

9. The material rights, duties and obligations of a corporation governed by the BCBCA are substantially similar to those of a corporation governed by the OBCA.

10. The Applicant is a reporting issuer under the *Securities Act* (Ontario), R.S.O. 1990, c. S5, as amended (the **Act**) and the securities legislation of British Columbia and Alberta (the **Legislation**). The Applicant will remain a reporting issuer in the provinces of British Columbia, Alberta and Ontario, following the Continuance.

11. The Applicant is not in default of any provision of the OBCA, the Act, or the Legislation.

12. The Applicant is not subject to any proceeding under the OBCA, the Act, or the Legislation.

13. The Applicant is not in default of any provision of the rules, regulations or policies of the TSXV.

14. The Applicant's head office is located in Ontario and the Commission is the principal regulator of the Applicant.

15. The Applicant's management information circular dated October 2, 2024, which was provided to all shareholders of the Applicant in connection with its annual general and special meeting of shareholders held on November 6, 2024 (the **Meeting**) described the proposed Continuance and was mailed to holders of record of the Applicant's common shares at the close of business on September 30, 2024, and electronically filed on SEDAR+ on October 15, 2024.

16. At the Meeting, the reasons for, and the implications of, the Continuance together with the full particulars of the dissent rights under section 185 of the OBCA were discussed and explained to the shareholders of the Applicant.

17. The Applicant's shareholders authorized the Continuance at the Meeting by a special resolution that was approved by 99.9% of the votes cast. No shareholders exercised dissent rights pursuant to section 185 of the OBCA.

18. Subsection 21(b) of the Regulation requires the Application for Continuance to be accompanied by a consent from the Commission.

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

THE COMMISSION CONSENTS to the continuance of the Applicant under the BCBCA.

DATED at Toronto on this 26th day of February, 2025.

"Leslie Milroy"
Leslie Milroy
Manager, Corporate Finance
Ontario Securities Commission

OSC File#: 2025/0049