

**FORM 62-103F1**

**REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS**

**Item 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.**

Common Shares of Fidelity Minerals Corp. (the “**Common Shares**”)

Fidelity Minerals Corp. (“**Reporting Issuer**”)  
1201 – 1166 Alberni Street  
Vancouver, BC, V6E 3Z3

Fidelity Minerals Corp. is a reporting issuer, in the reporting jurisdictions of British Columbia, Alberta, Manitoba, Ontario and Nova Scotia. The Common Shares of the Reporting Issuer are listed on the Toronto Venture Stock Exchange (“**TSX-V**”) and trade under the trading symbol “**FMN**”.

**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.**

The Acquiror (defined below) acquired securities pursuant to a private placement transaction.

**Item 2 Identity of the Company**

**2.1 State the name and address of the Acquiror**

Lions Bay Capital Inc.  
(the “**Acquiror**”)  
585 Burwood Road  
Rear Ground Floor  
Hawthorn, Victoria, Australia  
3122

The Acquiror is incorporated under the laws of British Columbia and the Company’s primary objective is to increase shareholder value through the identification of, and investment in, securities of primarily publicly listed and/or private corporations offering capital appreciation potential. Investments will be acquired and held for short-term gains or long-term capital appreciation, dependent upon the specific investment.

**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.**

On June 3, 2020 the Acquiror acquired 4,000,000 Units at a price of \$0.025 per Unit. Each Unit is comprised of one common share and one share purchase warrant. Each warrant entitles the holder to acquire one additional Common Share at a price of \$0.05 per share until December 17, 2020. This acquisition increased the Acquiror’s shareholdings of Common Shares in the Reporting Issuer by 3.05% of the issued and outstanding Common Shares.

**2.3 State the names of any joint actors.**

Not applicable.

**Item 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.**

On June 3, 2020 the Acquiror acquired 4,000,000 Common Shares in aggregate which increased the Acquiror's security holdings by 3.05% of the issued and outstanding common securities of the Reporting Issuer, and resulted in the Acquiror being required to file this early warning report.

**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 the securities.

**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.**

Prior to the Acquisition, the Acquiror owned an aggregate of 8,974,230 common shares of the Issuer, representing approximately 28.26% of the issued and outstanding common shares of the Issuer on an undiluted basis. As a result of the Acquisition, the Acquiror owns a total of 12,974,230 common shares of the Issuer, representing approximately 31.31% of the issued and outstanding common shares of the Issuer. The Acquiror also owns warrants exercisable to acquire up to 6,246,000 common shares of the Issuer. If the Acquiror was to exercise all of its warrants, it would then own 19,220,230 common shares of the Issuer representing approximately 46.38% of the issued and outstanding shares of the Issuer on a partially diluted basis, assuming that no further common shares of the Issuer have been issued.

**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,**

As a result of the Acquisition, the Acquiror owns a total of 12,974,230 common shares of the Issuer, representing approximately 31.31% of the issued and outstanding Common Shares of the Reporting Issuer. The Acquiror also owns warrants exercisable to acquire up to 6,246,000 Common Shares of the Reporting Issuer. If the Acquiror was to exercise all of its warrants, it would then own 19,220,230 common shares of the Issuer representing approximately 46.38% of the issued and outstanding Common Shares of the Reporting Issuer on a partially diluted basis, assuming that no further Common Shares of the Reporting Issuer have been issued.

- (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.

#### **Item 4 Consideration Paid**

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

The Acquiror paid aggregate consideration of \$100,000 for the Units issued in the private placement at a price of \$0.025 per Unit.

- 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.*

Not applicable.

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

Not applicable.

**Item 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;*

The Acquiror holds securities of the Reporting Issuer and undertook the transaction for investment purposes. The Acquiror intends to monitor the business and affairs of the Reporting Issue, including its financial performance, and depending upon these factors, market conditions and other factors, additional securities of the Reporting Issuer may be acquired as consideration or deemed appropriate. Alternatively, some or all of the securities described herein may be disposed of in compliance with applicable securities requirements.

*(b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;*

Not applicable.

*(d) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;*

Not applicable.

*(e) 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;*

Not applicable.

*(e) a material change in the present capitalization or dividend policy of the reporting issuer;*

Not applicable.

*(f) a material change in the reporting issuer's business or corporate structure;*

Not applicable.

*(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;*

Not applicable.

- (h) *a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;*

Not applicable.

- (i) *the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;*

Not applicable.

- (i) *a solicitation of proxies from securityholders;*

Not applicable.

- (j) *an action similar to any of those enumerated above.*

Not applicable.

**Item 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.

**Item 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.

**Item 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.

**Item 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.*

I, as the 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** June 4, 2020.

*/Signed/* Anthony Balic

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**LIONS BAY CAPITAL INC.**  
**585 Burwood Road**  
**Rear Ground Floor**  
**Hawthorn, Victoria, Australia**  
**3122**