

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES
(or securities convertible or exchangeable into listed securities¹)

Please complete the following:

Name of Listed Issuer: Delrey Metals Corp. (the "Issuer").

Trading Symbol: DLRY.

Date: May 17, 2019.

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: 33,726,605.

Date of News Release Announcing Private Placement: Not Applicable.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.18 at the closing of the market on May 16, 2019, the day prior to the date of this Form 9.

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: _____.
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. _____.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: _____.
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. _____.
5. Description of securities to be issued:
 - (a) Class _____.
 - (b) Number _____.
 - (c) Price per security: _____.
 - (d) Voting rights _____.
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number: _____.
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options): _____.
 - (c) Exercise price: _____.
 - (d) Expiry date: _____.
7. Provide the following information if debt securities are to be issued: Not Applicable.
 - (a) Aggregate principal amount: _____.
 - (b) Maturity date _____.
 - (c) Interest rate _____.
 - (d) Conversion terms _____.
 - (e) Default provisions _____.

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8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.): _____.

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

_____.

(b) Cash _____.

(c) Securities _____.

(d) Other _____.

(e) Expiry date of any options, warrants etc. _____.

(f) Exercise price of any options, warrants etc. _____.

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship

_____.

10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).

_____.

11. State whether the private placement will result in a change of control.

_____.

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders.

_____.

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102.

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to

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appreciate the significance of the transaction without reference to any other material: The Issuer seeks to acquire an undivided 80% right, title and interest (the “Option”) in and to certain mineral licenses which comprise the Four Corners Project (the “Property”) located in western Newfoundland, Newfoundland and Labrador, 25km east of the town of Stephenville. The Property consists of 306 mineral claims covering 5,157 hectares and hosts vanadium mineralization enriched titaniferous magnetite (iron) mineralization which shows encouraging historical evidence for significant and consistent vanadium accumulations across the Property.

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: The Issuer and Triple Nine Resources Ltd. (“Triple Nine”) have entered into a Property Option Agreement dated May 17 2019 (the “Agreement”). Triple Nine is arm’s-length to the Issuer. Upon exercise of the Option, the parties intend to enter into a joint venture agreement and a royalty agreement, whereby the parties will form a joint venture (the “Joint Venture”) on the basis of the Issuer as to 80% and Triple Nine as to 20% and Triple Nine will retain a 3% net smelter royalty (the “3% NSR”) and the Issuer will have the right to purchase 0.5% of the 3% NSR for a payment of \$1,000,000 within 10 days of delivery of a feasibility study on the Property and the further right to repurchase an addition 0.5% of the 3% NSR (1% in the aggregate) within 30 days of commencement of commercial production for an additional payment of \$2,000,000 (\$3,000,000 in the aggregate). If at any time during the duration of the Joint Venture a party has its interest diluted to 10% or less (the “Dilution Event”), that party will be deemed to have surrendered, assigned and conveyed its interest to the other party and, in such circumstances, the interest of the diluted party will automatically convert into a 0.5% net smelter returns royalty.

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: \$7,490,000.

 - (b) Cash: In order to exercise the Option, the Issuer is required to pay Triple Nine aggregate cash payments totalling \$450,000 as follows:
 - (i) a non-refundable \$25,000 cash deposit upon entry into a non-binding term sheet dated March 18, 2019 (paid),

 - (ii) \$25,000 on or before the date of the Agreement (the “Effective Date”),

 - (iii) \$50,000 on or before the first anniversary of the Effective Date,

 - (iv) \$50,000 on or before the second anniversary of the Effective Date,

 - (v) \$50,000 on or before the third anniversary of the Effective Date, and

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- (vi) \$250,000 on or before the earlier of: (A) the date that is on the fourth anniversary of the Effective Date; or (B) the 30th day after completion of an exploration program as approved by a technical committee;
- (c) Securities (including options, warrants etc.) and dollar value: In order to exercise the Option, the Issuer is also required to issue an aggregate of 12,000,000 common shares (each, a "Share") at a deemed price of \$0.17 per Share for total dollar value of \$2,040,000 as follows:
- (i) 1,200,000 Shares on the Effective Date,
- (ii) 2,600,000 Shares on or before the first anniversary of the Effective Date,
- (iii) 3,600,000 Shares on or before the second anniversary of the Effective Date,
- (iv) 2,600,000 Shares on or before the third anniversary of the Effective Date, and
- (v) 2,000,000 Shares on or before the fourth anniversary of the Effective Date;
- (d) Other: Nil.
- (e) Expiry date of options, warrants, etc. if any: Not Applicable.
- (f) Exercise price of options, warrants, etc. if any: Not Applicable.
- (g) Work commitments: In order to exercise the Option, the Issuer is also required to incur an aggregate of \$5,000,000 in exploration expenditures on the Property as follows:
- (i) \$1,000,000 on or before the first anniversary of the Effective Date,
- (ii) \$2,000,000 on or before the second anniversary of the Effective Date,
- (iii) \$1,000,000 on or before the third anniversary of the Effective Date, and
- (iv) \$1,000,000 on or before the fourth anniversary of the Effective Date and delivery of a feasibility study on the Property by the Issuer at the cost of the Issuer on or before 12 months from receipt of exploration results from the fourth year exploration program.
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). Arm's-length negotiation.
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: None.

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6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
Triple Nine Resources Ltd. (Christopher G. Dawe, Derek Wong, George Gale, Lisa Hodge, Victor A. French, Crystal C. Mugford)	12,000,000 Shares ⁽²⁾	Deemed \$0.17	N/A	Section 2.13 of NI 45-106	0 Shares	arm's-length

(1) Indicate if Related Person

- (2) The Shares are to be issued as follows: (i) 1,200,000 Shares on the Effective Date, (ii) 2,600,000 Shares on or before the first anniversary of the Effective Date, (iii) 3,600,000 Shares on or before the second anniversary of the Effective Date, (iv) 2,600,000 Shares on or before the third anniversary of the Effective Date, and (v) 2,000,000 Shares on or before the fourth anniversary of the Effective Date;

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: The Issuer reviewed the Newfoundland and Labrador Department of Natural Resources mineral rights database to confirm all mineral right claims and registrations.

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): Not Applicable.

(b) Cash _____.

(c) Securities _____.

(d) Other _____.

(e) Expiry date of any options, warrants etc. _____.

(f) Exercise price of any options, warrants etc. _____.

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9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. Not Applicable.
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. Not Applicable.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated May 22, 2019.

Morgan Good
Name of Director or Senior Officer

/s/ Morgan Good
Signature

President, CEO and Director
Official Capacity