

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION

(not involving an issuance or potential issuance of a listed security)¹

Name of Listed Issuer: Deeprock Minerals Inc. (the "Issuer").

Trading Symbol: DEEP

Issued and Outstanding Securities of the Issuer Prior to Transaction: 24,638,580

Date of News Release Fully Disclosing the Transaction: August 7, 2019

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

Purchase, by way of Option, of the Golden Gate Gold Project in Eastern Canada. The Golden Gate Project is in Gloucester County about 11 km NW of Bathurst locally known as the Falls Grid. The project is comprised of three exploration blocks comprising 13 claim units totaling 270 ha. (668.11 acres).

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

(a) Total aggregate consideration in Canadian dollars: \$170,000 .

(b) Cash: \$170,000 .

(c) Other: 200,000 shares .

(d) Work commitments: \$220,000 .

3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the

¹ If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

Board, third party valuation etc).

Arm's Length Negotiation and a QP site visit and recommendation to Board.

4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer:

N/A. Based on industry knowledge of the values of other similar speculative mineral claim packages.

5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

Verification by the Company's Qualified Person who is currently preparing an NI 43-101 on the mineral claims.

6. 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 transaction (including warrants, options, etc.): **N/A**

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (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) Other _____

7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship.

N/A

8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months.

N/A

2. **Development**

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

The Golden Gate Project exemplifies Deeprock's criteria for ideal gold exploration opportunities in eastern Canada. The project is comprised of three exploration blocks comprising 13 claim units totaling 270 ha. (668.11 acres).

Autumn 2002, the project underwent a program of works consisting of the establishment of a grid of cut lines, geologic, soil geochemical surveys, litho-geochemical and geophysical surveys (Mag and VLF). This work was a success, thanks to the discovery of the mineralized erratic blocks (12% Zn, 4.03% Pb, 0.07% Cu, 280 g/T Ag and 1.18 g/T Au) and of gold anomalies in soil (up to 100 ppb Au). A trenching program executed during autumn, 2003 exposed brecciated rocks containing sulphides and containing up to 8 g/T Au, in association with altered mafic volcanic rocks of the Little River Formation.

In 2004, the property was optioned by Acadian Gold Corporation which carried out additional trenching, executed Mag, VLF and P.P. surveys and undertook some drilling for a total length of 635 m (11 holes). The trenches revealed the presence of an altered, silicified, carbonatized (Fe-Carbonate) mafic volcanic lava flows, brecciated and sulphurized. Sulphides (mainly Py and Arsenopyrite) are visible in dissemination or concentration in veins and veinlets in filling of fractures.

In 2004-2005, a second drill program of 8 holes totalling 579.80 m was executed in the same area. The zone bounded by the drilling holes and trenches measures approximately 100 m in length by 30 m in width. The drilling intercepted sedimentary and volcanic rocks. Gold is present in zones rich in Py-Asp. The best intersections obtained are 0.41 g/T In on 52.5 m, 1.52 g/T Au over 13.6 m and 2.54 g/T Au over 0.60 m. An alteration in hematite is strongly associated with the mineralization. Grab Samples of hematized rock taken in the trenches returned up to 27.10 g/T Au.

October 2012, the current owners of the Golden Gate Project undertook a program of line cutting followed by a Mag-VLF survey. The grid is situated in the central part of the claims, west of the erratic blocks of "Bathurst" type

3. 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.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. 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 CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated August 14, 2019 _____.

Patrick D. O'Brien, ICD.D, MloD
Name of Director or Senior Officer

/s/ "Patrick D. O'Brien"
Signature

CEO and Director
Official Capacity