

DEEPROCK MINERALS INC.
DIRECTORS' RESOLUTION

The undersigned, being all of the directors of **DEEPROCK MINERALS INC.** (the "Corporation"), hereby consent to and adopt in writing the following resolutions as of January 1, 2019.

RESIGNATION OF DIRECTOR AND APPOINTMENT OF OFFICERS

WHEREAS the Corporation has received the resignation as President from Darrell Woronchak;

AND WHEREAS the Corporation has received the resignation as a director and Chief Financial Officer from Geoff Balderson;

AND WHEREAS the directors of the Corporation have determined it to be in the best interests of the Corporation to appoint Matthew Reams as President and Paul Marjerrison as Chief Financial Officer of the Corporation, to fill the vacancies created by the resignations referred to above;

AND WHEREAS the Corporation has received a consent to act as an officer of the Corporation from each of Matthew Reams and Paul Marjerrison;

AND WHEREAS the directors of the Corporation have determined it to be in the best interests of the Corporation to leave the vacancy on its Board of Directors created by the resignation of Geoff Balderson, until a suitable replacement has been found;

AND WHEREAS the undersigned directors of the Corporation constitute a quorum;

NOW THEREFORE BE IT RESOLVED THAT subject to the approval of the Canadian Securities Exchange, Matthew Reams be and is hereby appointed to the office of President of the Corporation and Paul Marjerrison be and is hereby appointed to the office of Chief Financial Officer of the Corporation, each to hold office during the pleasure of the Board of Directors of the Corporation.

GENERAL

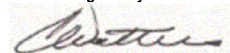
The directors and officers of the Corporation, or any one of them, be and are hereby authorized, empowered and directed to do all acts and things and to take such steps and to execute and deliver, for and on behalf of the Corporation, such documents, instruments, certificates and agreements and to do all such acts and things as such officer or director may consider necessary, desirable or useful in connection with or for the purpose of giving effect to the foregoing resolutions.

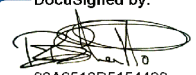
COUNTERPARTS

These resolutions may be signed in counterpart and such counterparts together shall constitute a single instrument. Delivery of an executed counterpart of these resolutions by electronic means, including by facsimile transmission or by electronic delivery in portable document format (".pdf"), shall be equally effective as delivery of a manually executed counterpart hereof. Notwithstanding the date of execution of these resolutions by the undersigned, these resolutions shall be deemed to be executed as of the date set forth above.

DocuSigned by:

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MATTHEW REAMS

DocuSigned by:

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CRAIG WATTERS

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RICHARD SHATTO