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CORPORATE AND SECURITIES LAWYERS

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Our File No. 17009-001

August 3, 2018

**VIA COURIER**

Canadian Securities Exchange  
9<sup>th</sup> Floor, 220 Bay Street  
Toronto, Ontario  
M5J 2W4

**Attention: Listings Department**

**Re: First Division Ventures Inc. (the "Company")  
Application for Listing**

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We are counsel on behalf of the Company and write in connection with the Company's application for conditional acceptance for listing of its common shares on the Canadian Securities Exchange (the "**Exchange**"). The Company has filed a preliminary long form prospectus dated August 2, 2018 (the "**Prospectus**") with the British Columbia, Alberta and Ontario Securities Commissions (the "**Commissions**"). The Prospectus qualifies a minimum of 1,250,000 Common Shares of the Company (the "**Shares**") at a price of \$0.20 per Share, for minimum gross proceeds of \$250,000 (the "**Minimum Offering**"), and a maximum of 2,000,000 Common Shares, for maximum gross proceeds of \$400,000 (the "**Maximum Offering**").

A copy of our correspondence with the Commissions is attached. The Company's current outstanding share capital is 14,420,000 Shares and 12,200,000 Shares are reserved for issuance upon the exercise of warrants and 3,000,000 common shares are reserved for issuance pursuant to the Option Agreement, as such term is defined below.

We also enclose for your consideration the following documents pursuant to Section 3.1(a) of Exchange Policy 2:

1. A completed and signed Form 1B – Listing Application together with the following supporting documents:
  - (a) Certified copy of the Company's constating documents.
  - (b) Letter from Computershare Investor Services Inc. stating that it has been duly appointed by the Company and is in a position to make transfers and make prompt delivery of share certificates.
  - (c) Unqualified Letter of Confirmation dated July 20, 2018 from CDS & Co. confirming the CUSIP number assigned to the shares.

- (d) Filed copy of the Company's 2018 annual report. There are no other annual reports as the Company was incorporated on March 2, 2017.
  - (e) Copy of the Technical Report on the FLV Claim Block Property, Esmeralda County, Nevada USA dated June 9, 2018.
  - (f) Copy of Amended and Restated Property Option Agreement dated May 2, 2018 between the Company and Bearing Lithium Corp. (the "**Option Agreement**").
  - (g) Copy of the Receipt for the Prospectus.
  - (h) Details of the Company's banking information for set up of monthly maintenance fees.
  - (i) Initial listing fees in the amount of \$3,675 (\$3,000 plus GST of \$175).
2. Copy of the Prospectus, as filed with the Commissions.
  3. An originally signed Form 3 (Personal Information Form) for each of John Walther, Michael Mulberry, Jordon Carroll and Joel Leonard.
  4. We confirm that the Company's insiders are in the process of creating a SEDI profile.
  5. Draft copy of the escrow agreement.

We trust that you will find the enclosed to be in order. Please do not hesitate to contact us if you have any questions or concerns with respect to this submission. We look forward to receiving the Exchange's conditional approval for the listing of the Company's Shares.

Yours truly,

**W.L. MACDONALD LAW CORPORATION**

Per: *(signed) Renata Kubicek*  
Renata Kubicek,  
Paralegal

/rk  
Enclosures