

## FORM 9

### **NOTICE OF ISSUANCE OF LISTED SECURITIES**

Name of Listed Issuer:

Symbol(s):

Skarb Exploration Corp. (the "Issuer").	SKRB
---	------

Date: **February 20, 2019**

Is this an updating or amending Notice: **No**

If yes provide date(s) of prior Notices: **N/A**

Issued and Outstanding Securities of Issuer Prior to Issuance: **17,351,500 common shares**

#### **Pricing**

Date of news release announcing proposed issuance: **The issuance was noted in the Issuer's final prospectus dated January 25, 2019**

Closing Market Price on Day Preceding the news release: **N/A**

#### **Closing**

Number of securities to be issued: **300,000 common shares**

Issued and outstanding securities following issuance: **17,651,500 common shares**

#### **Part 1. Private Placement**

**N/A**

#### **Part 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 appreciate the significance of the transaction without reference to any other material:

**The common shares were issued in connection with the option agreement entered into by the Issuer and Doctors Investment Group Ltd. on March 14, 2018, which provides the Issuer with an option to acquire a 100% right, title and interest in and to the RDR Gold Project located in the Province of Quebec, consisting of 16 mineral claims, and all mining leases and other mining interests derived from any such claims, including any mineral leases or other interests into which such mineral claims may have been converted.**

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 common shares were issued in connection with the option agreement entered into by the Issuer and Doctors Investment Group Ltd. on March 14, 2018. Doctors Investment Group Ltd. is an arm's length party to the Issuer.**

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:

- **\$50,000 in cash (plus an additional \$25,000 in cash as the listing date was later than September 1, 2018);**
- **1,550,000 common shares; and**
- **\$1,000,000 in exploration expenditures.**

(b) Cash:

- **\$25,000 in cash within five (5) business days of the execution of the option agreement;**
- **\$25,000 in cash on the date that is twenty-eight (28) months after the listing date; and**
- **\$25,000 in cash as the listing date occurred later than September 1, 2018.**

(c) Securities (including options, warrants etc.) and dollar value:

- **300,000 common shares within five (5) business days of the listing date;**
- **500,000 common shares on the date that is fourteen (14) months after the listing date; and**
- **750,000 common shares on the date that is twenty-eight (28) months after the listing date.**

(d) Other: **N/A**

(e) Expiry date of options, warrants, etc. if any: **N/A**

(f) Exercise price of options, warrants, etc. if any: **N/A**

(g) Work commitments:

- **\$250,000 in qualified exploration expenditures on the property on the date that is fourteen (14) months after the listing date; and**
- **\$750,000 in qualified exploration expenditures on the property on the date that is twenty-eight (28) months after the listing date.**

3. 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 between the parties.**

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

**Management of the Issuer is not aware of any appraisal or valuation of the RDR Gold Project.**

5. 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	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer <sup>(1)</sup>
Doctors Investment Group Ltd.	300,000 common shares	N/A	N/A	45-106 section 2.13	0	Arm's length party

(1) Indicate if Related Person

6. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

**The Issuer obtained contractual representations from Doctors Investment Group Ltd. with respect to its ownership and title to the assets being acquired.**

7. 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.): **N/A**
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): **N/A**
  - (b) Cash **N/A.**
  - (c) Securities **N/A**
  - (d) Other **N/A**
  - (e) Expiry date of any options, warrants etc. **N/A**
  - (f) Exercise price of any options, warrants etc. **N/A**
8. 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. **N/A**
9. 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. **N/A**

## 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 Issuer has obtained the express written consent of each applicable individual to:
  - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
  - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
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 CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated February 20, 2019.

Craig Parry  
Name of Director or Senior  
Officer

"Craig Parry"  
Signature

Chief Executive Officer and  
Director  
Official Capacity