

**FORM 1A**

**APPLICATION LETTER**

**LIONS BAY MINING CORP.**

**August 10, 2018.**

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

Dear Sirs/Mesdames:

**Re: Qualification for Listing of Lions Bay Mining Corp. (the "Issuer")**

The Issuer hereby applies to have its common shares qualified for listing, on the Canadian Securities Exchange (the "CSE"). Effective July 19, 2018, the Issuer became a reporting issuer in the Provinces of British Columbia and Alberta as the result of a statutory plan of arrangement (the "**Arrangement**") involving the Issuer and Bearing Lithium Corp. (TSX-V: BRZ) ("**Bearing**"). Pursuant to the Arrangement, the Issuer now has an interest in the Fish Lake Property located in Nevada, which was previously owned by Bearing. As the Fish Lake Property was previously held by Bearing, we understand, based on previous conversations with Mark Faulkner, that the CSE will not require the Issuer to file a prospectus in Ontario.

Following the Arrangement, there are currently 5,510,000 common shares outstanding. 2,754,882 common shares are held by the existing shareholders of Bearing and 2,755,118 shares are owned by Bearing directly. The Issuer has 650,693 common shares reserved for issuance subject to the exercise of 9,246 share purchase warrants and 641,447 stock options currently outstanding. Prior to completion of the CSE listing, the Issuer intends to complete a private placement of up to 5,000,000 units (the "**Units**") at a price of \$0.10 per Unit for gross proceeds of up to \$500,000. Each Unit will consist of one common share and one common share purchase warrant (a "**Warrant**"). Each Warrant will entitle the holder to purchase one additional common share of the Issuer at a price of \$0.10 for 24 months following closing of the private placement.

Please find enclosed, in duplicate each of the following:

- Form 1B Listing Application;
- Form 2A Listing Statement;
- Form 4 Listing Agreement;
- Personal Information Forms and Criminal Record Verifications for each of Jeremy Poirier, Julia Stone and Ben Asuncion;
- certified copies of the Issuer's constating documents;
- a letter from Computershare Investor Services Inc. confirming that it has been appointed as transfer agent to the Issuer; and
- a cheque representing the application fee of \$13,500, inclusive of GST/HST.

Yours very truly,

**LIONS BAY MINING CORP.**

*“Jeremy Poirier”*

Jeremy Poirier