

FORM 62-103F1
REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

common shares (each, a “**Common Share**”)

Debut Diamonds Inc. (the “**Issuer**”)
141 Adelaide Street West, Suite 420
Toronto, Ontario M5H 3L5

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Private transactions

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

KWG Resources Inc. (the “**Acquiror**”)
141 Adelaide Street West, Suite 420
Toronto, Ontario M5H 3L5

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

Effective as of September 25, 2018, the Acquiror disposed of 122,448,500 Common Shares in the capital of the Issuer to four purchasers in private transactions for aggregate consideration of \$500,000 or approximately \$0.004 per Common Share (the “**Transaction**”).

2.3 State the names of any joint actors.

Not applicable

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror’s securityholding percentage in the class of securities.

Pursuant to the Transaction, the Acquiror disposed of 122,448,500 Common Shares.

Prior to disposing of such Common Shares, the Acquiror owned 122,448,500 Common Shares representing approximately 59.95% of the issued and outstanding Common Shares.

As a result of the above-noted disposition, the Acquiror does not own any Common Shares of Issuer.

- 3.2 State whether the acquiror acquired or disposed of ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.**

The Acquiror disposed of ownership of 122,448,500 Common Shares.

- 3.3 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

- 3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

See Item 3.1 above.

- 3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,**

Following completion of the Transaction, the Acquiror does not own any Common Shares of the Issuer.

- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of**

securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

The Acquiror entered into an agreement with the Issuer, subject to certain conditions, to convert \$65,000 of debt into units (each unit being comprised of one common share and one-half warrant, each whole warrant being exercisable to purchase one common share at \$0.003 (or \$0.05 on a post-consolidation basis) of the Issuer (at \$0.003 per unit on a pre-consolidation basis (\$0.05 per unit on a post-consolidation basis)) as part of a proposed private placement by the Issuer of up to \$600,000 and debt conversion of up to \$90,000 on those same terms and in connection with a proposed consolidation of the Issuer's shares on a 16:1 basis.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

The Acquiror disposed of 122,448,500 Common Shares for aggregate consideration of \$500,000 or approximately \$0.004 per Common Share.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See Item 4.1 above.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer.

The Acquiror completed the Transaction to reduce its holdings of Common Shares of the Issuer and to raise cash for use in other corporate purposes.

Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**

See Item 3.8 above.

- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**

- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**

The Acquiror was appointed sales agent of the Issuer to market the Issuer's interest in various diamond mineral resource properties to arm's length parties, pursuant to which the Acquiror will be paid a 5% commission on any successful sale.

- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**

Douglas Flett resigned as a director and Michael Minas and Greg Wilson were appointed as directors of the Issuer.

- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**

The Issuer intends to declare a dividend to the holders of its common shares of record on November 23, 2018 of the net proceeds from any sale of the Issuer's diamond mineral resource properties (see Item 5(c) above).

The Issuer proposed to consolidate its Common Shares on a 16:1 basis.

- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer.

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

See Item 3.8 and Item 5 above.

Item 7 – Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

I, as the agent filing this report on behalf of the Acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated this 27th day of November, 2018.

Signed: "*Frank Smeenk*"

Frank Smeenk, Chief Executive Officer,
KWG Resources Inc.