

**AFFIDAVIT OF EXECUTION
UNDERTAKING OF PROPOSED ASSIGNEE**

I, DAVID WILLIS (name of witness), of the city/town/village of LANGLEY in the province or territory of BRITISH COLUMBIA.

MAKE OATH AND SAY:

1. THAT I know BROOKE CLEMENTS

(individual who signed Undertaking), of the CITY city/town/village of NORTH VANCOUVER in the province/territory of BRITISH COLUMBIA.

2. THAT on or about the 25th day of JUNE, 2015 (month and year), I was personally present and did see the Undertaking annexed as Exhibit "A", executed by BROOKE CLEMENTS (individual who signed Undertaking) by signing the second page of the Undertaking.

3. THAT at the time of execution of the Undertaking, BROOKE CLEMENTS (individual who signed Undertaking) had attained the age of 19 years and, in my opinion, was of sound mind, memory and understanding at the time of execution of the Undertaking.

SWORN BEFORE ME at the city/town/village of Vancouver in the province or territory of British Columbia this 2nd day of July, 2015)

Jennifer L. Wriley

[Signature]
(name of witness)

JENNIFER L. WRILEY
BARRISTER & SOLICITOR
19TH FLR. 885 W. GEORGIA ST.
VANCOUVER, B.C. V6C 3H4



This is Exhibit "A" referred to in the
affidavit of David Willis
sworn before me this 2nd day
of July, 2015.
[Signature]
A Commissioner for taking Affidavits
within British Columbia

UNDERTAKING OF PROPOSED ASSIGNEE
(section 44 of the *Nunavut Waters and Nunavut Surface Rights Tribunal Act*)

WHEREAS

The Nunavut Water Board ("NWB") issued Licence No. 2BE-NAN1318 dated
JANUARY 18, 2013 ("the Licence") to
PEREGRINE DIAMONDS Ltd. (the "Assignor"), for a term of
FIVE (5) years starting on JANUARY 18, 2013 and expiring on
JUNE 30, 2018 subject to the terms and conditions set out in the Licence.

AND WHEREAS (the Proposed "Assignee")

(a) _____ (individual)

OR

(b) PEREGRINE EXPLORATION Ltd.
(a corporate entity incorporated pursuant to the laws of BRITISH COLUMBIA)

requests that the NWB approve the Assignment of the Licence from the Assignor
to the Proposed Assignee pursuant to section 44 of the *Nunavut Waters and
Nunavut Surface Rights Tribunal Act* ("Act").

NOW THEREFORE

Effective on the date that the NWB approves the assignment of the Licence, the
Proposed Assignee undertakes and accepts responsibility for the performance of
all of the terms and conditions of the Licence including the performance of all
liabilities arising pursuant to any Licence term or condition, whether arising before
or after the effective date of the assignment, **AND** undertakes to pay any security
required of the Assignor when the Licence was granted.

IN WITNESS WHEREOF the Proposed Assignee executed this Undertaking on

25 June, 2015. BROOKE CLEMENTS

SIGNED, SEALED AND DELIVERED
in the presence of:


Signature of Witness
DAVID WILLIS

David Willis
Print name of Witness .)

)
) *Brooke Clements*
) (Signature of Individual) *Brooke*

) *Brooke Clements*
) (Print name of Individual) *Brooke*

On behalf of

PERCANNIE EXPLORATION Ltd.
(Corporation Name)

Per: *PRESIDENT & CEO*
Position
(corporate seal)

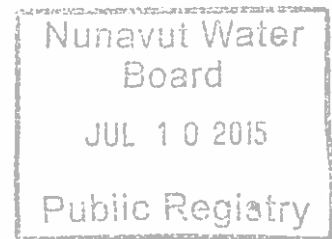


Number: BC1025356

CERTIFICATE OF INCORPORATION

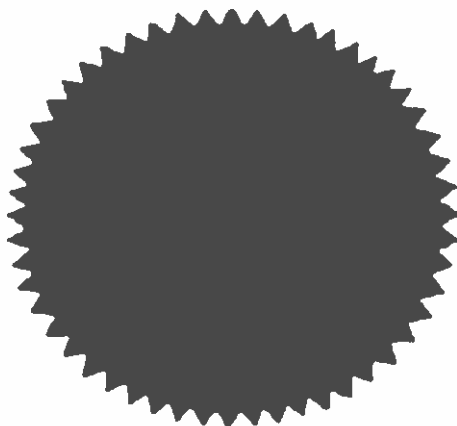
BUSINESS CORPORATIONS ACT

I Hereby Certify that PEREGRINE EXPLORATION LTD. was incorporated under the Business Corporations Act on January 20, 2015 at 03:31 PM Pacific Time.



*Issued under my hand at Victoria, British Columbia
On January 20, 2015*

CAROL PREST
Registrar of Companies
Province of British Columbia
Canada



ELECTRONIC CERTIFICATE