# Form **8937**(December 2011) Department of the Treasury Internal Revenue Service

# Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Part I Reporting	lssuer							
1 Issuer's name		2 Issuer's employer identification number (EIN)						
Fiore Gold Ltd.		81-3192259						
3 Name of contact for add	ditional information	5 Email address of contact						
Investor Relations			(416) 639-1426	info@fioregold.com				
6 Number and street (or F	P.O. box if mail is not	7 City, town, or post office, state, and Zip code of contact						
8310 S. Valley Highway, Su 8 Date of action	uite 180	Englewood, Colorado 80112						
• Date of action								
September 25, 2017		Commo	n Shares; Warrants; Speci	al Warrants				
10 CUSIP number	11 Serial number(		12 Ticker symbol	13 Account number(s)				
				그는 집을 하면 하는 사람은 사람이 없는 것이다.				
31810L			TSXV: F	N/A				
				ee back of form for additional questions.				
		pplicable, the	date of the action or the da	ate against which shareholders' ownership is measured for				
the action ► See Sch	nedule 1.							
				rity in the hands of a U.S. taxpayer as an adjustment per				
share or as a percentage of old basis ► See Schedule 2.								
16 Describe the calculation	on of the change in b	asis and the c	lata that supports the calcul	ation, such as the market values of securities and the				
valuation dates ► In th	e event the Expatri	ation Transa	ction or the Fiore Acquisit	ion is taxable, for purposes				
				on September 25, 2017 is estimated at				
U.S.0.75, which is the average of the high and low trading prices for Fiore Gold on October 2, 2017 (the first day of trading of Fiore Gold								
on the TSXV following the	Arrangement) conv	erted to U.S.	dollars at the exchange ra	te published by the Bank of Canada on October 2, 2017.				
Former GRP shareholders	former GPP warran	tholders for	mer GRP special warranth	nolders, and former Fiore shareholders				
Former GRP shareholders, former GRP warrantholders, former GRP special warrantholders, and former Fiore shareholders should consult with their own tax advisors to determine whether they are required to recognize any gain and what								
measure of fair market value is appropriate, including the fair market value of Fiore Gold warrants and Fiore Gold special warrants.								
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Form 893	37 (Rev	v. 12-2011)			Page 2
Part I		Organizational Action (continued)			
17 Lis	st the	applicable Internal Revenue Code section(s) and subsection(s) upon which the tax to	reatment is based	I▶ See Schedule 3	3.
					Ministración de la companya de la co
West, and the Control of the Control					
-					
18 Ca	an anv	resulting loss be recognized? ► If the Continuance and the Amalgamation are	rested se s eina	le integrated transac	tion that
		a reorganization within the meaning of Code Section 368(a), then in general, each			
-		cial warrantholder, as applicable, should not recognize any loss pursuant to the			
Commence of the Commence of th	-	Fiore Acquisition qualifies as a reorganization within the meaning of Code Sec	tion 368(a), then	in general, each forr	ner Fiore
shareho	older 1	would not recognize any loss pursuant to such acquisition.			
Provide	d the	Special Warrant Exchange qualifies as a single integrated transaction that qua	lifies as a recapi	talization within the	meaning of
Code Se	ection	n 368(a), then in general, each former GRP special warrantholder would not rec	ognize any loss i	oursuant to the Spec	ial Warrant
Exchan	ge.				
		any other information necessary to implement the adjustment, such as the reportab	-		gnized
	-	ported by former GRP shareholders, former Fiore shareholders, former GRP wa			
	Management of the Parket	special warrantholders for the taxable year which includes September 25, 2017 or special warrantholder, as applicable, would report the transaction on his o	NAME AND ADDRESS OF TAXABLE PARTY.	Approximation and the second s	or the 2017
calenda			Tier reactar me	mic tax rotain mea i	or the zerr
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	111-		tiles and statement	a and to the back of our	Impulades and
		or penalties of perjury, I declare that I have examined this return, including accompanying scheous, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all infor			
Sign		A-1- 11			
Here	Signa	ature > 12 /C Sphan ps	Date ► 10/2	3/2017	
			01:-1	E::-1 Off:	
	Print	your name Fritz K. Schaudies	1100-	Financial Office	Γ
Paid		Print/Type preparer's name  Rreparer's signature	Date 1023 2017	Check if self-employed p	001560500
Prepa		John Hollinrake  Firm's name ▶ Dorsey & Whitney LLP	1	1	01568530 I-0223337
Use C	niy	Firm's address Columbia Center, 701 Fifth Avenue, Suite 6100, Seattle, Wash	ington 98104		) 903-8812
Send Fo	rm 89	937 (including accompanying statements) to: Department of the Treasury, Internal Re		gden, UT 84201-0054	

## Schedule 1

On September 25, 2017, pursuant to an Arrangement Agreement and Plan of Arrangement (together, the "Plan"), GRP Minerals Corp., a Nevada corporation ("GRP") continued from the State of Nevada to the Province of British Columbia, Canada pursuant to Section 302 of the British Columbia Business Corporations Act and Sections 92A.105 and 92A.195 of the Nevada Revised Statutes (the "Continuance"). As a result of the Continuance, GRP remained classified as a U.S. person for U.S. federal income tax purposes pursuant to Section 7874 of the U.S. Internal Revenue Code of 1986, as amended (the "Code"). GRP then immediately amalgamated with 1125250 B.C. ULC, a British Columbia unlimited liability company and a wholly-owned subsidiary of GRP (the "Amalgamation", and together with the Continuance, the "Expatriation Transaction"). The name of the company resulting from the Amalgamation was changed to "Fiore Gold Ltd." ("Fiore Gold").

Pursuant to the Expatriation Transactions, GRP warrantholders and GRP special warrantholders were treated for U.S. federal income tax purposes as having exchanged their GRP warrants and GRP special warrants, respectively, for Fiore Gold warrants and Fiore Gold special warrants, as applicable.

Fiore Gold then acquired all of the issued and outstanding shares of Fiore Exploration Ltd., a British Columbia corporation ("Fiore"), with each former Fiore shareholder receiving one Fiore Gold common share for each 3.773 Fiore shares surrendered in exchange therefor (the "Fiore Acquisition").

Each outstanding special warrant to acquire GRP common shares was then exchanged for a Fiore Gold replacement special warrant (the "Special Warrant Exchange" and, collectively with the Expatriation Transaction and the Fiore Acquisition, the "Arrangement").

The Arrangement is described in the Notice of Special General Meeting and Management Information Circular of GRP Minerals Corp. dated as of August 15, 2015 (the "Circular"), which is available at www.sedar.com under the profile for Fiore Gold.

#### Schedule 2

Fiore Gold believes that the Expatriation Transaction should qualify as a single tax-deferred reorganization within the meaning of Section 368(a) of the Code. As a result, each former GRP shareholder should generally have a tax basis in the Fiore Gold shares such shareholder was deemed to receive in the Expatriation Transaction equal to such shareholder's aggregate tax basis in the GRP shares such shareholder was deemed to surrender in exchange therefor. Each former GRP warrantholder should generally have a tax basis in the Fiore Gold warrants such warrantholder was deemed to receive in the Expatriation Transaction equal to such warrantholder's aggregate tax basis in the GRP warrants such warrantholder was deemed to surrender in exchange therefor. Each former GRP special warrantholder should generally have a tax basis in the Fiore Gold special warrants such special warrantholder was deemed to receive in the Expatriation Transaction equal to such special warrantholder's aggregate tax basis in the GRP special warrants such special warrantholder was deemed to surrender in exchange therefor.

The Fiore Acquisition is intended to qualify as a tax-deferred reorganization within the meaning of Section 368(a) of the Code. Provided the Fiore Acquisition qualifies as a tax-deferred reorganization within the meaning of Section 368(a) of the Code, each former Fiore shareholder would generally have a tax basis in the Fiore Gold shares such shareholder received in the Fiore Acquisition equal to such shareholder's aggregate tax basis in the Fiore shares such shareholder surrendered in exchange therefor.

Even if the Fiore Acquisition qualifies as a tax-deferred reorganization under Section 368(a), certain special rules would apply if Fiore was a passive foreign investment company, as defined under Section 1297 of the Code (a "PFIC"), for any tax year during which a former Fiore shareholder held Fiore common shares.

The Special Warrant Exchange is intended to qualify as a tax-deferred recapitalization within the meaning of Section 368(a) of the Code. Provided the Special Warrant Exchange qualifies as a tax-deferred recapitalization within the meaning of Section 368(a) of the Code, each special warrantholder should generally have a tax basis in the Fiore Gold special warrants such special warrantholder received in the Special Warrant Exchange equal to such special warrantholder's aggregate tax basis in the Fiore Gold special warrants such special warrantholder was deemed to surrender in exchange therefor.

Former GRP shareholders, former Fiore shareholders, and former GRP special warrantholders should review the Circular and consult with their own tax advisors regarding the U.S. federal income tax consequences of the Arrangement.

### Schedule 3

Fiore Gold Ltd. believes that the Continuance and the Amalgamation should qualify as a single tax-deferred reorganization within the meaning of Section 368(a) of the Code. Consequently, the U.S. federal income tax consequences of the Continuance and the Amalgamation to former GRP shareholders, former GRP warrantholders and former GRP special warrantholders should be determined under Code Sections 354, 358, 1001, 1221 and 7874.

The Fiore Acquisition is intended to qualify as a tax-deferred reorganization within the meaning of Section 368(a) of the Code. Provided that the Fiore Acquisition qualifies as a tax-deferred reorganization within the meaning of Section 368(a) of the Code, the U.S. federal income tax consequences of such acquisition to former Fiore shareholders would be determined under Code Sections 354, 358, 1001 and 1221.

In addition, if Fiore was classified as a PFIC, then Code Sections 1291-1298 would be applicable. Former Fiore shareholders should consult their own tax advisors regarding the potential application of the PFIC rules.

The Special Warrant Exchange is intended to qualify as a single tax-deferred recapitalization within the meaning of Section 368(a) of the Code. Provided the Special Warrant Exchange qualifies as a single-tax deferred recapitalization within the meaning of Section 368(a) of the Code, the U.S. federal income tax

consequences of the Special Warrant Exchange to former GRP special warrantholders would be determined under Code Sections 354, 358, 1001 and 1221.