



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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20 Queen Street West
Toronto ON M5H 3S8

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20, rue queen ouest
Toronto ON M5H 3S8

IN THE MATTER OF

**THE SECURITIES ACT,
RSO 1990, c S.5 (the Act)**

AND

IN THE MATTER OF

GOOD MINING EXPLORATION INC.

ORDER

(Section 144 of the Act)

WHEREAS:

1. the securities of Good Mining Exploration Inc. (the **Filer**) are subject to a cease trade order dated June 22, 2015, issued by the Ontario Securities Commission (the **Commission**) pursuant to paragraph 2 of subsection 127(1) of the Act (the **Cease Trade Order**) directing that all trading in securities of the Filer cease until further order by the Commission;
2. the Cease Trade Order was made on the basis that the Filer was in default of certain filing requirements under Ontario securities law as described in the Cease Trade Order;
3. the Filer has applied to the Commission pursuant to section 144 of the Act for a revocation of the Cease Trade Order (the **Application**);
4. the Filer has represented to the Commission as follows:
 - a. the Filer was incorporated on October 5, 2012, under the *Business Corporations Act* (Ontario). The Filer's registered office is located at 4655 Line 10 North, Coldwater, Ontario, L0K 1E0;
 - b. the Filer is a mining company and an issuer in Ontario but is not a reporting issuer or the equivalent in any Canadian jurisdiction or an issuer whose securities trade on a recognized exchange;
 - c. the authorized capital of the Filer is comprised of an unlimited number of common shares and an unlimited number of Class A, Class B and Class C

preference shares of which 88,822,386 common shares, 750,000 Class A preference shares, 4,000,000 Class B preference shares and 200,000 Class C preference shares are issued and outstanding as of the date hereof. The Filer has no other securities (including debt securities) issued and outstanding;

- d. the Cease Trade Order was issued as a result of the Filer's failure to file a technical report prepared by an independent qualified person, as such term is defined in National Instrument 43-101 *Standards of Disclosure for Mineral Projects* (**NI 43-101**), with respect to certain mineral resource estimates that the Filer made available to the public by posting them on its website beginning on November 5, 2014, and other mineral estimates made available on November 18, December 8 and December 22, 2014, and May 5 and 12, 2015 (collectively the **Press Releases**), as required by subsection 4.2(5)(a)(iii) and sections 5.1 and 5.3 of NI 43-101 (the **Default**). The Filer is not subject to any other cease trade orders;
 - e. subsequent to the Press Releases being made, the Filer discovered that the results disclosed in the Press Releases were invalid. As a result, the Filer does not have reliable assay results that would be required in order to prepare and file a technical report and thereby remedy the Default;
 - f. the Filer has removed the Press Releases from its website and has issued corrective disclosure by way of a press release posted on its website on July 6, 2016 and mailed to each of its shareholders;
 - g. the Filer, on issuance of this order, will post a press release on its website with respect to the revocation of the Cease Trade Order and will mail such press release to each of its shareholders; and
5. the Filer has filed in this proceeding a draft disclosure document, which is attached to this order as Schedule "A", and intends, given the particular circumstances that led to the imposition of the Cease Trade Order, to provide disclosure substantially in that form, together with any necessary updates (the **Disclosure Document**) to prospective purchasers of the Filer's securities;

AND UPON reviewing the Application and Disclosure Document, and being advised by Staff of the Commission that it consents to this order;

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS ORDERED pursuant to subsection 144(1) of the Act that the Cease Trade Order is revoked, on the condition that, pursuant to subsection 144(2) of the Act, the Filer shall, for a period of one year from the date of this order, provide the Disclosure Document to prospective purchasers of the Filer's securities in any distribution of the Filer's securities that is exempt from the prospectus requirement contained in section 53 of the Act.

DATED this 11th day of January, 2017

“Timothy Moseley”

Timothy Moseley

Schedule “A”

DRAFT - PRESS RELEASE

Revised 2017-01-08

[Note to Draft: For Distribution to Existing Shareholders, for Publication on GMEI’s website and to be provided in respect of any new distribution of GMEI’s securities.]

Good Mining Exploration Inc. Announces Revocation of OSC Cease Trade Order and Future Plans

Coldwater, ON – Good Mining Exploration Inc. (“GMEI” or the “Company”) announces that the cease trade order (the “CTO”) issued by the Ontario Securities Commission (the “OSC”) on June 22, 2015 was revoked effective **, 2017.

Revocation of OSC Cease Trade Order

The OSC issued the CTO because the Company failed to file a technical report prepared by an independent qualified person, within 45 days of disclosure of information, as such term is defined in National Instrument 43-101 Standards of Disclosure for Mineral Projects (“NI 43-101”), with respect to certain mineral resource estimates that the Company made available to the public by posting them on its website beginning on November 5, 2014 and other mineral estimates made available on November 18, December 8 and 22, 2014 and May 5 and 12, 2015, as required by subsection 4.2(5)(a)(iii) and sections 5.1 and 5.3 of NI 43-101;

The Company was unable to file a technical report within the mandated timeline because it became aware that the assay results previously certified by the independent lab that processed the samples from its exploration program, which constituted all of the data required in the technical report under NI 43-101, were revoked by the laboratory due to lab error prior to the technical report being completed. The Company has filed a legal claim in the Ontario Superior Court of Justice against the laboratory for negligence and breach of contract.

The Company posted a News Release in its website on July 5, 2016 retracting the previous mineral estimates and advising that the above noted previously reported results had been issued based on certified results that were subsequently revoked by the testing laboratory due to their errors.

An independent geologist J-P Paiement of SGS Canada Inc., who is a “qualified person” as defined in NI 43-101, confirmed that there was no economic basis for reprocessing the cores from the CanRee area of the GMEI Bow-Mac Property.

Future Plans

After the revocation of the assays by ELRFS, GMEI began to focus on potential gold prospects in the Golden Target area of its property that were observed in the three drill holes obtained in 2014 under a permit approved by Ministry of Northern Development and Mines (“MNDM”) and First Nations. Under that permit GMEI drilled 3 exploratory drill holes within the Golden Target area of the Bow-Mac project property.

In 2015 the Company hired Joel Scodnick, P. Geo, who is a “qualified person” as defined in NI 43-101, and who has significant experience working in the region, as its geologist. Mr. Scodnick was laid off in 2016, pending the revocation of the CTO and the Company being able to raise capital going forward.

Under a further permit approved by MNDM and First Nations in 2015, in the summer or 2015, Mr. Scodnick supervised the drilling of three additional holes in the Golden Target area focusing on gold exploration. In addition, Mr. Scodnick together in consultation with Shaun Parent, J-P Paiement, Jerry Grant (all professional geologists) worked toward gold exploration in the Golden Target area conducting further field grid mapping, chip sampling, VLF survey, prospecting and geologic research. Based on the foregoing work new gold exploration targets in the Golden Target area of the GMEI Bow-Mac Property have been identified.

Based on the above noted work, in December 2015 Mr. Scodnick on behalf of GMEI, with the backing of the local First Nations groups, submitted a further Exploration Permit Application with the MNDM. The permit was approved by the MNDM in January 2016.

Mr. Scodnick, together with SGS Canada, have confirmed that the exploration program based toward gold is designed to investigate some magnetic anomalies, and the anomalous sampling, and to determine if GMEI holds a “property of merit”. The additional permitted exploration program will be conditional upon raising exploration funds on a private placement basis.

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