

SCHEDULE A
FORM OF ROFR CONSENT

WAIVER OF RIGHT OF FIRST REFUSAL

TO: Wabush Iron Co. Limited, Wabush Resources Inc. and Wabush Lake Railway Company Limited (collectively, the “**Wabush Vendors**”)

AND TO: Tacora Resources Inc. (“**Tacora**”)

RE: Right of First Refusal

Reference is made to that certain subscription agreement (the “**Subscription Agreement**”) dated August 3, 1959 among Northern Land Company Limited (“**Northern Land**”), Iron Ore Company of Canada (“**IOC**”) and Wabush Iron Co. Limited (“**WIL**”). Pursuant to section 7(a) of the Subscription Agreement, IOC has a right of first refusal within 30 days following written notice from WIL of its desire to dispose of all of its common shares and notes of Northern Land to a transferee or transferees to purchase such common shares and notes upon such terms specified in the written notice (collectively, the “**ROFR Rights**”).

Pursuant to an asset purchase agreement dated June 2, 2017 (the “**Purchase Agreement**”) among Tacora, MagGlobal LLC and the Wabush Vendors, the Wabush Vendors have agreed, among other things, to sell to Tacora certain assets associated with the iron ore mine and processing facility commonly known as the Wabush or Scully mine, which assets include the 10,000 common shares in the capital of Northern Land beneficially owned by WIL (the “**Northern Land Shares**”) and all of the Notes (as defined in the Subscription Agreement) beneficially owned by WIL (the “**Northern Land Notes**”), pursuant to a court-approved disposition under the *Companies’ Creditors Arrangement Act* (Canada) (collectively, the “**Transaction**”).

In consideration of the above and for other good and valuable consideration, and solely and exclusively in connection with the Transaction contemplated in the Purchase Agreement, the undersigned, in its capacity as “**Representative of the IOC Group**” (as such term is defined in the Subscription Agreement), hereby irrevocably waives, for and on behalf of the IOC Group, the ROFR Rights and consents to the transfer of the Northern Land Shares and the Northern Land Notes to Tacora pursuant to the Purchase Agreement.

For the avoidance of doubt, this waiver and consent shall be effective only in respect of the Transaction contemplated in the Purchase Agreement, and shall not be deemed to be a waiver of the ROFR Rights in the future or a waiver of the ROFR Rights in connection with any other transaction or purchase and sale in respect of or involving the Northern Land Shares and Northern Land Notes other than the Transaction. In the event that the Purchase Agreement is terminated and/or Transaction is not otherwise completed prior to August 31, 2017, this waiver shall immediately cease to be of any force and effect.

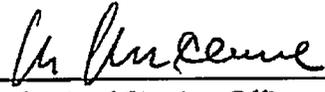
This consent and waiver enures to the benefit of and is binding on the undersigned and each of our respective successors, legal representatives and permitted assigns. Neither this consent and waiver nor any of the rights or obligations under it, including any right to payment, may be assigned or transferred, in whole or in part, without the prior written consent of Tacora.

This agreement may be executed in any number of counterparts, each of which is deemed to be an original, and such counterparts together constitute one and the same instrument. Transmission of an executed signature page by facsimile, email or other electronic means is as effective as a manually executed counterpart of this agreement. This consent and waiver is governed by, and will be interpreted and construed in accordance with, the laws of the Province of Ontario and the federal laws of Canada applicable in Ontario.

[Remainder of page left intentionally blank.]

DATED this 2 day of JUNE, 2017.

IRON ORE COMPANY OF CANADA

By: 
Authorized Signing Officer

ACKNOWLEDGED this _____ day of _____, 2017.

TACORA RESOURCES INC.

By: 
Authorized Signing Officer

WABUSH IRON CO. LIMITED

By: _____
Authorized Signing Officer

WABUSH RESOURCES INC.

By: _____
Authorized Signing Officer

WABUSH LAKE RAILWAY COMPANY
LIMITED

By: _____
Authorized Signing Officer

ACKNOWLEDGED this 2nd day of June, 2017.

TACORA RESOURCES INC.

By: _____
Authorized Signing Officer

WABUSH IRON CO. LIMITED

By: Clifford T. Smith
Authorized Signing Officer

WABUSH RESOURCES INC.

By: Clifford T. Smith
Authorized Signing Officer

**WABUSH LAKE RAILWAY COMPANY
LIMITED**

By: Clifford T. Smith
Authorized Signing Officer