

1 **Lewis Roca Rothgerber Christie LLP**

2 One South Church Avenue, Suite 2000
Tucson, AZ 85701-1611

3 **Robert M. Charles, Jr.** (State Bar No. 07359)
Direct Dial: 520.629.4427
Direct Fax: 520.622.3088
Email: RCharles@lewisroca.com

4 **Ken Coleman** (*pro hac vice pending*)
2628 Broadway
New York, NY 10025
Tel. (646) 662-0138
Email: ken@kencoleman.us

6 *Attorneys for KSV Restructuring Inc., as Monitor and Foreign Representative*

7
8 **UNITED STATES BANKRUPTCY COURT**
DISTRICT OF ARIZONA

9 In re:

Chapter 15

10 Elevation Gold Mining Corporation,¹

Case No. 2:24-bk-06359

11 Debtor in a Foreign Proceeding.

Declaration Of Ken Coleman

12
13 The undersigned declares under penalty of perjury pursuant to 28 U.S.C. § 1746:

14 I am an attorney licensed to practice law in the State of New York. I make this declaration
15 based upon my personal knowledge and my files maintained in the course of the representation
16 described below.

17 I have been retained as counsel by KSV Restructuring Inc. as the court-appointed monitor
18 (the “**Monitor**”) and authorized foreign representative of Elevation Gold Mining Corporation
19 (“**Elevation**”) and its direct and indirect subsidiaries (collectively, the “**Group**”), which is
20 composed of Eclipse Gold Mining Corporation (“**Eclipse**”), Alcmene Mining Inc. (“**Alcmene**”),
21 Golden Vertex Corp. (“**GVC**”), Golden Vertex (Idaho) Corp. (“**GVI**”), and Hercules Gold USA
22 LLC (“**Hercules**”).

23 The Group obtained protection from their creditors in proceedings (the “**Canadian**
24 **Proceeding**”) No. SE245121 commenced under Canada’s *Companies’ Creditors Arrangement*

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27 ¹ The last four digits of the United States Tax Identification Number, or similar foreign identification number, as applicable, for
Elevation Gold Mining Corporation is 9791.

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Act, R.S.C. 1985, c. C-36 (as amended, the “**CCAA**”), pending before the Supreme Court of British Columbia (the “**Canadian Court**”).

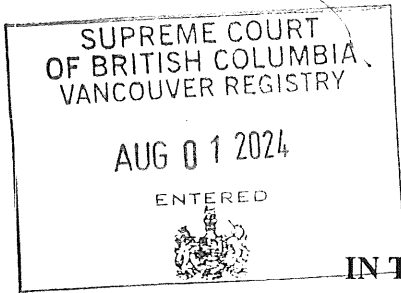
I attach to this declaration as **Exhibit A** a copy of the Initial Order of the Canadian Court made by Madam Justice Fitzpatrick dated August 1, 2024.

I attach to this declaration as **Exhibit B** a copy of the *First Affidavit of Tim Swendseid* filed in support of the commencement of the Canadian Proceeding sworn on July 29, 2024.

I attach to this declaration as **Exhibit C** a copy of the *Pre-Filing Report of the Proposed Monitor* dated July 31, 2024.

I make the foregoing declaration under penalty of perjury under the laws of the United States of America. Executed at New York, NY on August 1, 2024.

/s/ Ken Coleman
Ken Coleman
Counsel to KSV Restructuring Inc. in its capacity as court-appointed Monitor and Foreign Representative



No. S – 245121
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C.
1985, c. C-36**

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*, S.B.C. 2002, c. 57

AND

**IN THE MATTER OF ELEVATION GOLD MINING CORPORATION, ECLIPSE
GOLD MINING CORPORATION, ALCMENE MINING INC., GOLDEN VERTEX
CORP., GOLDEN VERTEX (IDAHO) CORP., and HERCULES GOLD USA, LLC**

PETITIONERS

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE)
) August 1, 2024
MADAM JUSTICE FITZPATRICK)

THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on this day (the “**Order Date**”); AND ON HEARING William Roberts and Alexis Teasdale of Lawson Lundell LLP, counsel for the Petitioners, and those other counsel listed on Schedule “A” hereto; AND UPON READING the material filed, including the First Affidavit of Tim Swendseid sworn on July 29, 2024, the pre-filing report dated July 30, 2024 of KSV Restructuring Inc. (“**KSV**”) in its capacity as the proposed monitor of the Petitioners, and the consent of KSV to act as monitor of the Petitioners; AND UPON BEING ADVISED that the primary secured creditor and others who are likely to be affected by the charges created herein were given notice; AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36 as amended (the “**CCAA**”), the British Columbia Supreme Court Civil Rules and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS AND DECLARES THAT:

JURISDICTION

1. The Petitioners are companies to which the CCAA applies.

SUBSEQUENT HEARING DATE

2. The hearing of the Petitioners' application for an extension of the Stay Period (as defined in paragraph 16 of this Order) and for any ancillary relief shall be held at the Courthouse at 800 Smithe Street, Vancouver, British Columbia at 10:00 a.m. on Monday, the 12th day of August, 2024 or such other date as this Court may order.

PLAN OF ARRANGEMENT

3. The Petitioners shall have the authority to file and may, subject to further order of this Court, file with this Court a plan of compromise or arrangement (hereinafter referred to as the "**Plan**").

POSSESSION OF PROPERTY AND OPERATIONS

4. Subject to this Order and any further Order of this Court, the Petitioners shall remain in possession and control of their current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate including all proceeds thereof (the "**Property**"), and continue to carry on their respective businesses (in aggregate, the "**Business**") in the ordinary course and in a manner consistent with the preservation of the Business and the Property. The Petitioners shall be authorized and empowered to continue to retain and employ the employees, consultants, agents, experts, accountants, counsel and such other persons (collectively, "**Assistants**") currently retained or employed by them, with liberty to retain such further Assistants as they deem reasonably necessary or desirable in the ordinary course of business or for carrying out the terms of this Order.
5. The Petitioners shall be entitled to continue to utilize the central cash management system currently in place as described in the First Affidavit of Tim Swendseid sworn July 29, 2024 (the "**Swendseid Affidavit**") or replace it with another substantially similar central cash management system (the "**Cash Management System**") and that any present or future bank providing the Cash Management System shall not be under any obligation whatsoever to inquire into the propriety, validity or legality of any transfer, payment, collection or other action taken under the Cash Management System, or as to the use or application by the Petitioners of funds transferred, paid, collected or otherwise dealt with in the Cash Management System, shall be entitled to provide the Cash Management System without any liability in respect thereof to any Person (as hereinafter defined) other than the Petitioners, pursuant to the terms of the documentation applicable to the Cash Management System, and shall be, in its capacity as provider of the Cash Management System, an unaffected creditor under the Plan with regard to any claims or expenses it may suffer or incur in connection with the provision of the Cash Management System.
6. The Petitioners shall be entitled, but not required, to pay the following expenses which may have been incurred prior to the Order Date:
 - (a) all outstanding wages, salaries, employee and pension benefits (including long and short term disability payments), vacation pay and expenses (but excluding

severance pay) payable before or after the Order Date, in each case incurred in the ordinary course of business and consistent with the relevant compensation policies and arrangements existing at the time incurred (collectively “Wages”);

- (b) the fees and disbursements of any Assistants retained or employed by the Petitioners which are related to the Petitioners’ restructuring, at their standard rates and charges, including payment of the fees and disbursements of legal counsel retained by the Petitioners, whenever and wherever incurred, in respect of:
 - (i) these proceedings or any other similar proceedings in other jurisdictions in which the Petitioners or any subsidiaries or affiliated companies of the Petitioners are domiciled;
 - (ii) any litigation in which the Petitioners are named as a party or is otherwise involved, whether commenced before or after the Order Date; and
 - (iii) any related corporate matters; and
- (c) with the consent of the Monitor, amounts owing for goods and services actually provided to the Petitioners prior to the Order Date by third party suppliers, if, in the opinion of the Monitor:
 - (i) the supplier or service provider is essential to the Business and ongoing operations of the Petitioners and the payment is required to ensure ongoing supply;
 - (ii) making such payment will preserve, protect or enhance the value of the Property or the Business or is required to address regulatory concerns; and
 - (iii) the particular supplier or service provider seeking payment for goods and services provided prior to the Order Date is required to continue to provide goods or services to the Petitioners after the Order Date, including pursuant to this Order.

7. Except as otherwise provided herein, the Petitioners shall be entitled to pay all expenses reasonably incurred by the Petitioners in carrying on the Business in the ordinary course following the Order Date, and in carrying out the provisions of this Order, which expenses shall include, without limitation:

- (a) all expenses and capital expenditures reasonably incurred and which are necessary for the preservation of the Property or the Business including, without limitation, payments on account of insurance (including directors’ and officers’ insurance), maintenance and security services;
- (b) all obligations incurred by the Petitioners after the Order Date, including without limitation, with respect to goods and services actually supplied to the Petitioners following the Order Date (including those under purchase orders outstanding at

the Order Date but excluding any interest on the Petitioners' obligations incurred prior to the Order Date); and

- (c) fees and disbursements of the kind referred to in paragraph 6(b) – Assistants' fees, which may be incurred after the Order Date.
8. The Petitioners are authorized to remit, in accordance with legal requirements, or pay:
- (a) any statutory deemed trust amounts in favour of the Crown in right of Canada or of any Province thereof or any other taxation authority which are required to be deducted from Wages, including, without limitation, amounts in respect of (i) employment insurance, (ii) Canada Pension Plan, (iii) Quebec Pension Plan, and (iv) income taxes or any such claims which are to be paid pursuant to Section 6(3) of the CCAA;
 - (b) all goods and services or other applicable sales taxes (collectively, “Sales Taxes”) required to be remitted by the Petitioners in connection with the sale of goods and services by the Petitioners, but only where such Sales Taxes accrue or are collected after the Order Date, or where such Sales Taxes accrued or were collected prior to the Order Date but not required to be remitted until on or after the Order Date; and
 - (c) any amount payable to the Crown in right of Canada or of any Province thereof or any political subdivision thereof or any other taxation authority in respect of municipal property taxes, municipal business taxes or other taxes, assessments or levies of any nature or kind which are entitled at law to be paid in priority to claims of secured creditors.
9. Until such time as a real property lease is disclaimed in accordance with the CCAA, the Petitioners shall pay all amounts constituting rent or payable as rent under real property leases (including, for greater certainty, common area maintenance charges, utilities and realty taxes and any other amounts payable as rent to the landlord under the lease) based on the terms of existing lease arrangements or as otherwise may be negotiated between the Petitioners and the landlord from time to time (“Rent”), for the period commencing from and including the Order Date, twice-monthly in equal payments on the first and fifteenth day of the month in advance (but not in arrears). On the date of the first of such payments, any Rent relating to the period commencing from and including Order Date shall also be paid.
10. Except as specifically permitted herein, the Petitioners are hereby directed, until further Order of this Court:
- (a) to make no payments of principal, interest thereon or otherwise on account of amounts owing by the Petitioners to any of its creditors as of the Order Date except as authorized by this Order;
 - (b) to make no payments in respect of any financing leases which create security interests;

- (c) to grant no security interests, trusts, mortgages, liens, charges or encumbrances upon or in respect of any of its Property, nor become a guarantor or surety, nor otherwise become liable in any manner with respect to any other person or entity except as authorized by this Order;
 - (d) to not grant credit except in the ordinary course of the Business and only to its customers for goods and services actually supplied to those customers, provided such customers agree that there is no right of set-off in respect of amounts owing for such goods and services against any debt owing by the Petitioners to such customers as of the Order Date; and
 - (e) to not incur liabilities except in the ordinary course of Business.
11. The Petitioners are, with the consent of the Monitor, authorized to continue on and after the date of this Order, to: (a) enter into transactions, including, without limitation, intercompany funding transactions amongst the Petitioners, (b) buy and sell goods and services, including, without limitation, head office and shared services; and (c) allocate to, collect from and pay costs, expenses and other amounts of each other (collectively, the “**Intercompany Transactions**”) in the ordinary course of business. All ordinary course Intercompany Transactions shall continue on terms consistent with existing arrangements or past practice, subject to such changes thereto, or to such governing principles, policies or procedures that the Monitor approves, or subject to further Order of this Court. Any Petitioner making an advance approved by the Monitor from and after the date of this Order with respect to intercompany funding to another Petitioner (collectively, the “**Intercompany Advances**”) shall be entitled to the benefit of and is hereby granted a charge and security as against the applicable property of such Petitioner receiving such Intercompany Advance (the “**Intercompany Advance Charge**”), which shall have the priority set out in paragraphs 35 and 37 of this Order.

RESTRUCTURING

12. Subject to such requirements as are imposed by the CCAA, the Petitioners shall have the right to:
- (a) permanently or temporarily cease, downsize or shut down all or any part of their Business or operations and commence marketing efforts in respect of any of their redundant or non-material assets and to dispose of redundant or non-material assets not exceeding \$250,000 in any one transaction or \$750,000 in the aggregate.
 - (b) terminate the employment of such of their employees or temporarily lay off such of their employees as they deem appropriate;
 - (c) pursue all avenues of refinancing for their Business or Property, in whole or part; and
 - (d) all of the foregoing to permit the Petitioners to proceed with an orderly restructuring of the Business (the “**Restructuring**”).

13. The Petitioners shall provide each of the relevant landlords with notice of the Petitioners' intention to remove any fixtures from any leased premises at least seven (7) days prior to the date of the intended removal. The relevant landlord shall be entitled to have a representative present in the leased premises to observe such removal and, if the landlord disputes the Petitioners' entitlement to remove any such fixture under the provisions of the lease, such fixture shall remain on the premises and shall be dealt with as agreed between any applicable secured creditors who claim a security interest in the fixtures, such landlord and the Petitioners, or by further Order of this Court upon application by the Petitioners, the landlord or the applicable secured creditors on at least two (2) clear days' notice to the other parties. If the Petitioners disclaim the lease governing such leased premises in accordance with Section 32 of the CCAA, they shall not be required to pay Rent under such lease pending resolution of any dispute concerning such fixtures (other than Rent payable for the notice period provided for in Section 32(5) of the CCAA), and the disclaimer of the lease shall be without prejudice to the Petitioners' claim to the fixtures in dispute.
14. If a notice of disclaimer is delivered pursuant to Section 32 of the CCAA, then: (a) during the period prior to the effective time of the disclaimer, the landlord may show the affected leased premises to prospective tenants during normal business hours on giving the Petitioners and the Monitor 24 hours' prior written notice; and (b) at the effective time of the disclaimer, the landlord shall be entitled to take possession of any such leased premises without waiver of or prejudice to any claims the landlord may have against the Petitioners, or any other rights the landlord might have, in respect of such lease or leased premises and the landlord shall be entitled to notify the Petitioners of the basis on which it is taking possession and gain possession of and re-lease such leased premises to any third party or parties on such terms as the landlord considers advisable, provided that nothing herein shall relieve the landlord of its obligation to mitigate any damages claimed in connection therewith.
15. Pursuant to Section 7(3)(c) of the *Personal Information Protection and Electronics Documents Act*, S.C. 2000, c. 5 and Section 18(1)(o) of the *Personal Information Protection Act*, S.B.C. 2003, c. 63, and any regulations promulgated under authority of either Act, and all applicable privacy laws and regulations in other jurisdictions, including the United States of America, as applicable (the "**Relevant Enactment**"), the Petitioners, in the course of these proceedings, are permitted to, and hereby shall, disclose personal information of identifiable individuals in their possession or control to stakeholders, their advisors, prospective investors, financiers, buyers or strategic partners (collectively, "**Third Parties**"), but only to the extent desirable or required to negotiate and complete the Restructuring or to prepare and implement the Plan or transactions for that purpose; provided that the Third Parties to whom such personal information is disclosed enter into confidentiality agreements with the Petitioners binding them in the same manner and to the same extent with respect to the collection, use and disclosure of that information as if they were an organization as defined under the Relevant Enactment, and limiting the use of such information to the extent desirable or required to negotiate or complete the Restructuring or to prepare and implement the Plan or transactions for that purpose, and attorning to the jurisdiction of this Court for the purposes of that agreement. Upon the completion of the use of personal information for the limited purposes set out

herein, the Third Parties shall return the personal information to the Petitioners or destroy it. If the Third Parties acquire personal information as part of the Restructuring or the preparation and implementation of the Plan or transactions in furtherance thereof, such Third Parties may, subject to this paragraph and any Relevant Enactment, continue to use the personal information in a manner which is in all respects identical to the prior use thereof by the Petitioners. Notwithstanding the foregoing or any other term of this Order, this provision shall be of no force and effect in any foreign jurisdiction unless and until a court in such foreign jurisdiction orders that such provision is to be given force and effect in such jurisdiction.

STAY OF PROCEEDINGS, RIGHTS AND REMEDIES

16. Until and including August 12, 2024, or such later date as this Court may order (the “**Stay Period**”), no action, suit or proceeding in any court or tribunal (each, a “**Proceeding**”) against or in respect of the Petitioners or the Monitor, or affecting the Business or the Property, shall be commenced or continued except with the written consent of the Petitioners and the Monitor or with leave of this Court, and any and all Proceedings currently under way against or in respect of the Petitioners or affecting the Business or the Property are hereby stayed and suspended pending further Order of this Court.
17. During the Stay Period, all rights and remedies of any individual, firm, corporation, governmental body or agency, or any other entities (all of the foregoing, collectively being “**Persons**” and each being a “**Person**”) against or in respect of the Petitioners or the Monitor, or affecting the Business or the Property, are hereby stayed and suspended except with the written consent of the Petitioners and the Monitor or leave of this Court.
18. Nothing in this Order, including paragraphs 16 and 17, shall: (i) empower the Petitioners to carry on any business which the Petitioners are not lawfully entitled to carry on; (ii) affect such investigations, actions, suits or proceedings by a regulatory body as are permitted by Section 11.1 of the CCAA; (iii) prevent the filing of any registration to preserve or perfect a mortgage, charge or security interest (subject to the provisions of Section 39 of the CCAA relating to the priority of statutory Crown securities); or (iv) prevent the registration or filing of a lien or claim for lien or the commencement of a Proceeding to protect lien or other rights that might otherwise be barred or extinguished by the effluxion of time, provided that no further step shall be taken in respect of such lien, claim for lien or Proceeding except for service of the initiating documentation on the Petitioners.

NO INTERFERENCE WITH RIGHTS

19. During the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by the Petitioners, except with the written consent of the Petitioners and the Monitor or leave of this Court.

CONTINUATION OF SERVICES

20. During the Stay Period, all Persons having oral or written agreements with the Petitioners or mandates under an enactment for the supply of goods and/or services, including without limitation all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation, services, utility or other services to the Business or the Petitioners, are hereby restrained until further Order of this Court from discontinuing, altering, interfering with, or terminating the supply of such goods or services as may be required by the Petitioners, and that the Petitioners shall be entitled to the continued use of their current premises, telephone numbers, facsimile numbers, internet addresses and domain names, provided in each case that the normal prices or charges for all such goods or services received after the Order Date are paid by the Petitioners in accordance with normal payment practices of the Petitioners or such other practices as may be agreed upon by the supplier or service provider and the Petitioners and the Monitor, or as may be ordered by this Court.

NON-DEROGATION OF RIGHTS

21. Notwithstanding any provision in this Order, no Person shall be prohibited from requiring immediate payment for goods, services, use of leased or licensed property or other valuable consideration provided on or after the Order Date, nor shall any Person be under any obligation to advance or re-advance any monies or otherwise extend any credit to the Petitioners on or after the Order Date. Nothing in this Order shall derogate from the rights conferred and obligations imposed by the CCAA.

PROCEEDINGS AGAINST DIRECTORS AND OFFICERS

22. During the Stay Period, and except as permitted by subsection 11.03(2) of the CCAA, no Proceeding may be commenced or continued against the former, current or future directors or officers of the Petitioners with respect to any claim against the directors or officers that arose before the date hereof and that relates to any obligations of the Petitioners whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations, until a compromise or arrangement in respect of the Petitioners, if one is filed, is sanctioned by this Court or is refused by the creditors of the Petitioners or this Court. Nothing in this Order, including in this paragraph, shall prevent the commencement of a Proceeding to preserve any claim against a director or officer of the Petitioners that might otherwise be barred or extinguished by the effluxion of time, provided that no further step shall be taken in respect of such Proceeding except for service of the initiating documentation on the applicable director or officer.

DIRECTORS' AND OFFICERS' INDEMNIFICATION AND CHARGE

23. The Petitioners shall indemnify its directors and officers against obligations and liabilities that they may incur as directors or officers of the Petitioners after the commencement of the within proceedings, except to the extent that, with respect to any director or officer,

the obligation or liability was incurred as a result of the director's or officer's gross negligence or wilful misconduct.

24. The directors and officers of the Petitioners shall be entitled to the benefit of and are hereby granted a charge (the "**Directors' Charge**") on the Property, which charge shall not exceed an aggregate amount of \$520,000, as security for the indemnity provided in paragraph 23 of this Order. The Directors' Charge shall have the priority set out in paragraphs 35 and 37 herein.
25. Notwithstanding any language in any applicable insurance policy to the contrary, (a) no insurer shall be entitled to be subrogated to or claim the benefit of the Directors' Charge, and (b) the Petitioners' directors and officers shall only be entitled to the benefit of the Directors' Charge to the extent that they do not have coverage under any directors' and officers' insurance policy, or to the extent that such coverage is insufficient to pay amounts indemnified in accordance with paragraph 23 of this Order.

APPOINTMENT OF MONITOR

26. KSV Restructuring Inc. is hereby appointed pursuant to the CCAA as the Monitor, an officer of this Court, to monitor the business and financial affairs of the Petitioners with the powers and obligations set out in the CCAA or set forth herein, and that the Petitioners and its shareholders, officers, directors, and Assistants shall advise the Monitor of all material steps taken by the Petitioners pursuant to this Order, and shall cooperate fully with the Monitor in the exercise of its powers and discharge of its obligations and provide the Monitor with the assistance that is necessary to enable the Monitor to adequately carry out the Monitor's functions.
27. The Monitor, in addition to its prescribed rights and obligations under the CCAA, is hereby directed and empowered to:
 - (a) monitor the Petitioners' receipts and disbursements;
 - (b) report to this Court at such times and intervals as the Monitor may deem appropriate with respect to matters relating to the Property, the Business, and such other matters as may be relevant to the proceedings herein;
 - (c) assist the Petitioners in their preparation of the Petitioners' cash flow statements;
 - (d) advise the Petitioners in their development of the Plan and any amendments to the Plan;
 - (e) assist the Petitioners, to the extent required by the Petitioners, with the holding and administering of creditors' or shareholders' meetings for voting on the Plan;
 - (f) have full and complete access to the Property, including the premises, books, records, data, including data in electronic form, and other financial documents of the Petitioners, to the extent that is necessary to adequately assess the Petitioners' business and financial affairs or to perform its duties arising under this Order;

- (g) be at liberty to engage independent legal counsel or such other persons as the Monitor deems necessary or advisable respecting the exercise of its powers and performance of its obligations under this Order; and
 - (h) perform such other duties as are required by this Order or by this Court from time to time.
28. The Monitor shall not take possession of the Property and shall take no part whatsoever in the management or supervision of the management of the Business and shall not, by fulfilling its obligations hereunder, or by inadvertence in relation to the due exercise of powers or performance of duties under this Order, be deemed to have taken or maintained possession or control of the Business or Property, or any part thereof, and nothing in this Order shall be construed as resulting in the Monitor being an employer or a successor employer, within the meaning of any statute, regulation or rule of law or equity, for any purpose whatsoever.
29. Nothing herein contained shall require or allow the Monitor to occupy or to take control, care, charge, possession or management (separately and/or collectively, "**Possession**") of any of the Property that might be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other law respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other contamination including, without limitation, the *Canadian Environmental Protection Act*, the *Fisheries Act*, the *British Columbia Environmental Management Act*, the *British Columbia Fish Protection Act* and regulations thereunder, and all equivalent environmental laws and regulations in other jurisdictions, including the United States of America, as applicable (the "**Environmental Legislation**"), provided however that nothing herein shall exempt the Monitor from any duty to report or make disclosure imposed by applicable Environmental Legislation. For greater certainty, the Monitor shall not, as a result of this Order or anything done in pursuance of the Monitor's duties and powers under this Order, be deemed to be in Possession of any of the Property within the meaning of any Environmental Legislation, unless it is actually in possession. Notwithstanding the foregoing or any other term of this Order, this provision shall be of no force and effect in any foreign jurisdiction unless and until a court in such foreign jurisdiction orders that such provision is to be given force and effect in such jurisdiction.
30. The Monitor shall provide any creditor of the Petitioners with information provided by the Petitioners in response to reasonable requests for information made in writing by such creditor addressed to the Monitor. The Monitor shall not have any responsibility or liability with respect to the information disseminated by it pursuant to this paragraph. In the case of information that the Monitor has been advised by the Petitioners is confidential, the Monitor shall not provide such information to creditors unless otherwise directed by this Court or on such terms as the Monitor and the Petitioners may agree.
31. In addition to the rights and protections afforded the Monitor under the CCAA or as an officer of this Court, the Monitor shall incur no liability or obligation as a result of its

appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the rights and protections afforded the Monitor by the CCAA or any applicable legislation.

ADMINISTRATION CHARGE

32. The Monitor, counsel to the Monitor, if any, and counsel to the Petitioners shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, by the Petitioners as part of the cost of these proceedings. The Petitioners are hereby authorized and directed to pay the accounts of the Monitor, counsel to the Monitor and counsel to the Petitioners on a periodic basis, and in addition, the Petitioners are hereby authorized to pay the Monitor, counsel to the Monitor, and counsel to the Petitioners, retainers to be held by them as security for payment of their respective fees and disbursements outstanding from time to time.
33. The Monitor and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Monitor and its legal counsel are hereby referred to a judge of the British Columbia Supreme Court who may determine the manner in which such accounts are to be passed, including by hearing the matter on a summary basis or referring the matter to a Registrar of this Court.
34. The Monitor, counsel to the Monitor, if any, and counsel to the Petitioners shall be entitled to the benefit of and are hereby granted a charge (the “**Administration Charge**”) on the Property, which charge shall not exceed an aggregate amount of \$300,000, as security for their respective fees and disbursements incurred at the standard rates and charges of the Monitor and such counsel, both before and after the making of this Order which are related to the Petitioners’ restructuring. The Administration Charge shall have the priority set out in paragraphs 35 and 37 hereof.

VALIDITY AND PRIORITY OF CHARGES CREATED BY THIS ORDER

35. The priorities of the Administration Charge, the Directors’ Charge, and the Intercompany Advance Charge, as among them, shall be as follows:
- (a) First – Administration Charge (to the maximum amount of \$300,000);
 - (b) Second – Directors’ Charge (to the maximum amount of \$520,000); and
 - (c) Third – Intercompany Advance Charge.
36. Any security documentation evidencing, or the filing, registration or perfection of, the Administration Charge, the Directors’ Charge and the Intercompany Advance Charge (together, the “**Charges**”) shall not be required, and that the Charges shall be effective as against the Property and shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered or perfected subsequent to the Charges coming into existence, notwithstanding any failure to file, register or perfect any such Charges.

37. Each of the Charges shall constitute a mortgage, security interest, assignment by way of security and charge on the Property and such Charges shall rank in priority to all other security interests, trusts, liens, mortgages, charges and encumbrances and claims of secured creditors, statutory or otherwise (collectively, “**Encumbrances**”), in favour of any Person, save and except those claims contemplated by section 11.8(8) of the CCAA.
38. Except as otherwise expressly provided herein, or as may be approved by this Court, the Petitioners shall not grant or suffer to exist any Encumbrances over any Property that rank in priority to, or *pari passu* with the Charges, unless the Petitioners obtain the prior written consent of the Monitor and the beneficiaries of the applicable Charges.
39. The Charges shall not be rendered invalid or unenforceable, and the rights and remedies of the chargees entitled to the benefit of the Charges (collectively, the “**Chargees**”) shall not otherwise be limited or impaired in any way by (a) the pendency of these proceedings and the declarations of insolvency made herein; (b) any application(s) for bankruptcy order(s) issued pursuant to the *Bankruptcy and Insolvency Act*, R.S.C., 1985, c. B-3 (the “**BIA**”), or any bankruptcy order made pursuant to such applications; (c) the filing of any assignments for the general benefit of creditors made pursuant to the BIA; (d) the provisions of any federal or provincial statutes; or (e) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any existing loan documents, lease, mortgage, security agreement, debenture, sublease, offer to lease or other agreement (collectively, an “**Agreement**”) which binds the Petitioners; and notwithstanding any provision to the contrary in any Agreement:
- (a) the creation of the Charges shall not create or be deemed to constitute a breach by the Petitioners of any Agreement to which they are a party;
 - (b) none of the Chargees shall have any liability to any Person whatsoever as a result of any breach of any Agreement caused by or resulting from the creation of the Charges; and
 - (c) the payments made by the Petitioners pursuant to this Order, and the granting of the Charges, do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions under any applicable law.
40. THIS COURT ORDERS that any Charge created by this Order over leases of real property in Canada shall only be a Charge in the Petitioners’ interest in such real property leases.

ALLOCATION

41. Any interested Person may apply to this Court on notice to any other party likely to be affected for an order to allocate the Administration Charge and the Directors’ Charge amongst the various assets comprising the Property.

RELIEF FROM FILING AND REPORTING OBLIGATIONS

42. Elevation Gold is hereby authorized to cease making any filings (including financial statements), disclosures, core or non-core documents, restatements, amendments to existing filings, press releases or any other actions (collectively, the “**Securities Filings**”) that may be required by any federal, provincial or other law respecting securities or capital markets in Canada, or by the rules and regulations of a stock exchange, including, without limitation, the *Securities Act* (British Columbia), R.S.B.C. 1996, c. 418 and all applicable securities laws, rules, regulations, policies and other instruments promulgated by the securities regulators or other securities regulatory authorities in each of the provinces of Canada, and the rules, regulations and policies of the TSX Venture Exchange (collectively, the “**Securities Provisions**”), provided that nothing in this paragraph shall prohibit any securities regulator or stock exchange from taking any action or exercising any discretion that it may have of a nature described in section 11.1(2) of the CCAA as a consequence of Elevation Gold failing to make any Securities Filings required by the Securities Provisions.
43. None of the directors, officers, employees, and other representatives of Elevation Gold or any of the Petitioners nor the Monitor shall have any personal liability for any failure by Elevation Gold to make any Securities Filings required by the Securities Provisions.

SERVICE AND NOTICE

44. The Monitor shall (i) without delay, publish in *The Globe and Mail*, *The Mohave Valley Daily*, *The Las Vegas Review Journal*, and *The Arizona Business Gazette*, a notice containing the information prescribed under the CCAA, (ii) within five days after Order Date, (A) make this Order publicly available in the manner prescribed under the CCAA, (B) send, in the prescribed manner, a notice to every known creditor who has a claim against the Petitioners of more than \$1000, and (C) prepare a list showing the names and addresses of those creditors and the estimated amounts of those claims, and make it publicly available in the prescribed manner, all in accordance with Section 23(1)(a) of the CCAA and the regulations made thereunder.
45. The Petitioners and the Monitor are at liberty to serve this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or electronic transmission to the Petitioners’ creditors or other interested parties at their respective addresses as last shown on the records of the Petitioners and that any such service or notice by courier, personal delivery or electronic transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.
46. Any Person that wishes to be served with any application and other materials in these proceedings must deliver to the Monitor by way of ordinary mail, courier, personal delivery or electronic transmission a request to be added to a service list (the “**Service List**”) to be maintained by the Monitor. The Monitor shall post and maintain an up to date form of the Service List on its website at the following URL:

www.ksvadvisory.com/experience/case/elevation-gold-mining-corporation-inc

47. Any party to these proceedings may serve any court materials in these proceedings by emailing a PDF or other electronic copy of such materials to counsels' email addresses as recorded on the Service List from time to time, and the Monitor shall post a copy of all prescribed materials on the Website.
48. Notwithstanding paragraphs 46 and 45 of this Order, service of the Petition, the Notice of Hearing of Petition, any affidavits filed in support of the Petition and this Order shall be made on the Federal and British Columbia Crowns in accordance with the *Crown Liability and Proceedings Act*, R.S.C. 1985, c. C-50, and regulations thereto, in respect of the Federal Crown, and the *Crown Proceeding Act*, R.S.B.C. 1996, c. 89, in respect of the British Columbia Crown.

GENERAL

49. The Petitioners or the Monitor may from time to time apply to this Court for directions in the discharge of its powers and duties hereunder.
50. Nothing in this Order shall prevent the Monitor from acting as an interim receiver, a receiver, a receiver and manager, or a trustee in bankruptcy of the Petitioners, the Business or the Property.
51. THIS COURT REQUESTS the aid and recognition of other Canadian and foreign courts, tribunal, regulatory or administrative bodies, including any court or administrative tribunal of any federal or State Court or administrative body in the United States of America (each a "**Foreign Court**"), to act in aid of and to be complementary to this Court in carrying out the terms of this Order where required. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Petitioners and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Petitioners and the Monitor and their respective agents in carrying out the terms of this Order.
52. Each of the Petitioners and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order and the Monitor is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada, including acting as a foreign representative of the Petitioners to apply to the United States Bankruptcy Court for relief pursuant to Chapter 15 of the *United States Bankruptcy Code*, 11 U.S.C. §§ 101-1330, as amended ("**Chapter 15**").
53. THIS COURT DECLARES that, without prejudice to the determination to be made by any Foreign Court as to the Petitioners' centre of main interest, this Court has jurisdiction over the Petitioners on the basis that the Petitioners' centre of main interest is Vancouver, British Columbia, Canada.

- 54. The Petitioners may (subject to the provisions of the CCAA and the BIA) at any time file a voluntary assignment in bankruptcy or a proposal pursuant to the commercial reorganization provisions of the BIA if and when the Petitioners determines that such a filing is appropriate.
- 55. The Petitioners are hereby at liberty to apply for such further interim or interlocutory relief as it deems advisable within the time limited for Persons to file and serve Responses to the Petition.
- 56. Leave is hereby granted to hear any application in these proceedings on two (2) clear days' notice after delivery to all parties on the Service List of such Notice of Application and all affidavits in support, subject to the Court in its discretion further abridging or extending the time for service.
- 57. Any interested party (including the Petitioners and the Monitor) may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to all parties on the Service List and to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.
- 58. Endorsement of this Order by counsel appearing on this application is hereby dispensed with.
- 59. This Order and all of its provisions are effective as of 12:01 a.m. local Vancouver time on the Order Date.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:


William Clark 

FOR _____
 Signature of Alexis Teasdale
 Party Lawyer for the Petitioners

 Signature of
 Party Lawyer for <name of party(ies)>



BY THE COURT



 REGISTRAR

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Schedule "A"

List of Counsel

Name of Counsel	Party Representing
Kibben Jackson	KSV Restructuring Inc.
David Bish	Triple Flag Precious Metals Corp., Maverix Metals Inc.



This is the 1st Affidavit of Tim Swendseid in this case and was made on July 29, 2024

NO. 8-249181
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND

IN THE MATTER OF THE BUSINESS CORPORATIONS ACT,
S.B.C. 2002, C. 57, AS AMENDED

AND

IN THE MATTER OF ELEVATION GOLD MINING CORPORATION, ECLIPSE GOLD MINING CORPORATION, ALCMENE MINING INC., GOLDEN VERTEX CORP., GOLDEN VERTEX (IDAHO) CORP., and HERCULES GOLD USA, LLC

AFFIDAVIT

I, Tim Swendseid, of 15889 W. 62nd Pl., in the City of Arvada, in the State of Colorado, United States of America, SWEAR THAT:

1. I am the Chief Executive Officer and Director of the Petitioner, Elevation Gold Mining Corporation (“**Elevation Gold**”), and as such have personal knowledge of the facts and matters hereinafter deposed to, save and except where the same are stated to be made upon information and belief, in which case the source of information is disclosed and I verily believe the same to be true.
2. I am also the sole director and an officer of each of the Petitioners, Eclipse Gold Mining Corporation, Alcmene Mining Inc., Golden Vertex Corp., and Golden Vertex (Idaho) Corp., and I am the authorized person for Alcmene Mining Inc., in its capacity as managing partner of Hercules Gold USA, LLC. By virtue of my positions with these Petitioners, I have personal knowledge of the facts and matters deposed to herein with respect to these entities.

I. INTRODUCTION / OVERVIEW

3. This affidavit is made in support of an application by the Petitioners (as defined below) for an initial order (the “**Initial Order**”) under the *Companies' Creditors Arrangement Act*, R.S.C 1985, c. C-36, as amended (the “**CCAA**”), substantially in the form of the draft Initial Order attached as **Schedule “B”** to the petition to be filed concurrently with this Affidavit, providing the following relief, amongst other things:

- (a) Abridging the time for service of the Petition and the supporting affidavit and dispensing with further service thereof other than in accordance with the Initial Order;
- (b) Declaring that the Petitioners are entities to which the CCAA applies;
- (c) Staying all proceedings and remedies taken or that might be taken in respect of the Petitioners, the Petitioners' respective officers and directors acting in such capacity, and any and all of the present and after acquired assets, properties and undertakings of the Petitioners (the "**Property**"), except as set forth in the Initial Order or as otherwise permitted by law, for 10 days (as may be extended by the Court thereafter, the "**Stay of Proceedings**");
- (d) Authorizing the Petitioners to carry on business in a manner consistent with the preservation of their property and business;
- (e) Appointing KSV Restructuring Inc. ("**KSV**") as the monitor of the Petitioners (the "**Proposed Monitor**" and, if appointed, the "**Monitor**");
- (f) Authorizing the Petitioners to continue to utilize the cash management system currently in place;
- (g) Granting the following priority charges over all of the Property, such charges to rank ahead of all existing security interests of any person in the following relative priorities:
 - (i) First – an "**Administration Charge**" in favour of legal counsel to the Petitioners, the Monitor, and legal counsel to the Monitor in the initial amount of CAD \$300,000 to secure payment of their fees and disbursements incurred in connection with these CCAA proceedings, including services rendered to the Petitioners both before and after the commencement of the CCAA proceedings, up to and including the date of the Comeback Hearing (defined below), subject to the Petitioners' right to seek an increase of the Administration Charge at the Comeback Hearing;
 - (ii) Second – a "**Directors' Charge**" to the maximum amount of CAD \$520,000, being the amount of the aggregate payroll obligations of the Petitioners for one pay period, in favour of the directors and officers of the Petitioners (the "**Directors and Officers**"), as security for the Petitioners' obligation to indemnify the Directors and Officers for obligations and liabilities which they may incur in such capacities after the commencement of these proceedings, subject to the Petitioners exhausting any insurance coverage in respect of such obligations and liabilities; and
 - (iii) Third – an "**Intercompany Advance Charge**" as security for intercompany funding approved by the Monitor and made by any Petitioner to another Petitioner or Petitioners;

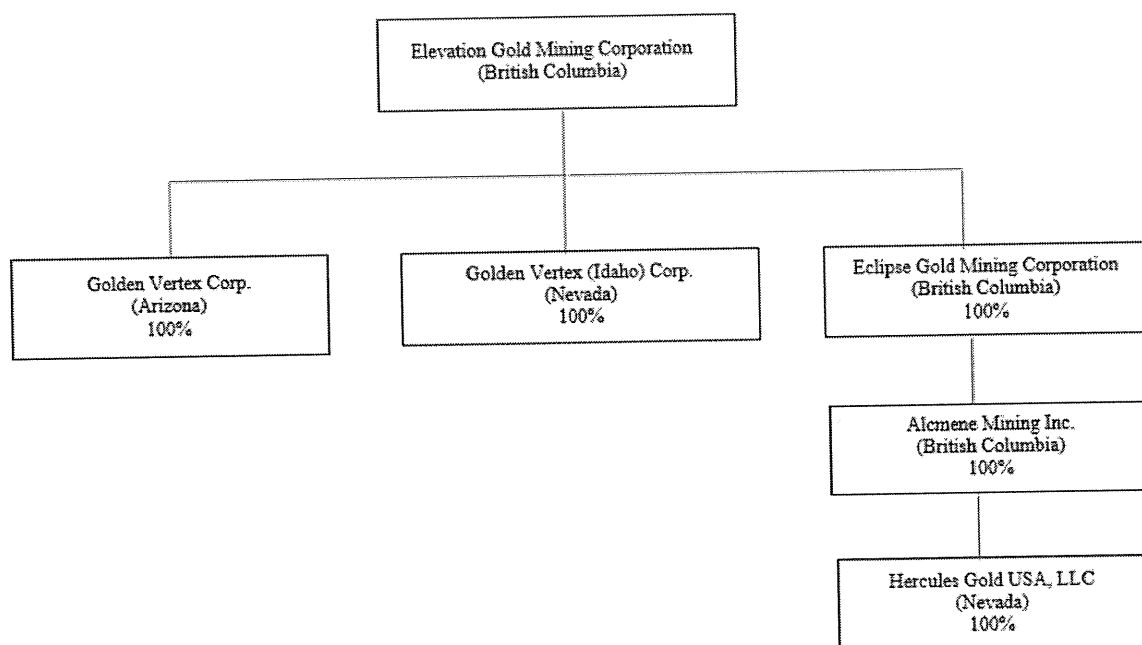
- (h) Scheduling a comeback hearing (the “**Comeback Hearing**”) for no later than August 11, 2024, at a time to be set by this Honourable Court;
- (i) Authorizing and empowering the Monitor to apply to any court in a jurisdiction outside Canada, for recognition of these proceedings and enforcement of the Initial Order and further orders of this Honourable Court in any such jurisdiction, and authorizing and empowering the Monitor to act as the Petitioners’ foreign representative to apply to the United States Bankruptcy Court for relief pursuant to Chapter 15 (“**Chapter 15**”) of the *United States Bankruptcy Code*, 11 U.S.C. §§ 101-1330, as amended (the “**US Code**”);
- (j) Declaring that for the purposes of this Court’s jurisdiction over the Petitioners, the Petitioners’ centre of main interest is Vancouver, British Columbia, Canada; and
- (k) Granting such further and other relief as counsel may request and this Honourable Court may deem just.

II. CORPORATE SUMMARY AND MANAGEMENT

A. Corporate Structure

4. Elevation Gold is a publicly listed gold and silver producer, incorporated pursuant to the laws of British Columbia, with a corporate head office at Suite 1920-1188 West Georgia Street, Vancouver, B.C. Elevation Gold is engaged in the operation, acquisition, exploration and development of mineral properties in the United States through its wholly owned operating subsidiaries, one of which (Golden Vertex, as defined below) is engaged in gold and silver production at a mine located in Arizona, and one (Hercules Gold, as defined below) that holds title to an exploration property located in Nevada.
5. Elevation Gold is a reporting issuer in all Canadian provinces, except for Quebec. Its shares are listed on the TSX Venture Exchange (“**TSXV**”) in Canada under the symbol “**ELVT**”, and on the Over-The-Counter market (“**OTCQB**”) in the United States under the ticker symbol “**EVGDF**”. Elevation Gold posts detailed financial and other information on its business operations on the System for Electronic Document Analysis and Retrieval (“**SEDAR+**”) at www.sedarplus.ca, the Canadian equivalent of the Electronic Data Gathering, Analysis, and Retrieval System in the United States.
6. A copy of Elevation Gold’s most recent Annual Information Form, dated November 12, 2021, as filed on SEDAR+, is attached as **Exhibit “A”**.
7. Elevation Gold has three direct wholly owned subsidiaries:
 - (a) Golden Vertex Corp. (“**Golden Vertex**”), a company incorporated pursuant to the laws of the state of Arizona in the United States of America;
 - (b) Golden Vertex (Idaho) Corp. (“**Golden Idaho**”), a company incorporated pursuant to the laws of the state of Nevada in the United States of America; and

- (c) Eclipse Gold Mining Corporation (“**Eclipse Gold**”), a company incorporated pursuant to the laws of British Columbia.
8. Elevation Gold acquired all of the issued and outstanding shares of Eclipse Gold on or around February 12, 2021. Eclipse Gold holds all of the issued and outstanding shares of Alcmene Mining Inc. (“**Alcmene Mining**”), a company incorporated pursuant to the laws of British Columbia.
9. Alcmene Mining in turn holds all of the issued and outstanding shares of Hercules Gold USA, LLC (“**Hercules Gold**”, together with Golden Vertex, Golden Idaho, Eclipse Gold and Alcmene Mining, the “**Subsidiaries**”), an LLC incorporated pursuant to the laws of the state of Nevada in the United States of America.
10. The corporate structure for Elevation Gold and the Subsidiaries (collectively, the “**Petitioners**”) is as depicted below:



B. Employees and Management

11. As of the date of this Affidavit, Elevation Gold’s senior management consisted of:
- (a) Tim Swendseid as Chief Executive Officer;
 - (b) William Dean as Chief Financial Officer;
 - (c) James Fowler, as General Manager, Moss Mine; and
 - (d) Justine De Boom, Vice President of Human Resources.

12. As of the date of this Affidavit, Elevation Gold has five directors on its Board:
- (a) Douglas Hurst;
 - (b) Tim Swendseid;
 - (c) David Peat;
 - (d) Douglas Ward; and
 - (e) Alan Edwards.
13. The officers and directors of each of the Petitioners other than Elevation Gold are as follows:

Petitioner	Officers	Directors
Eclipse Gold Mining Corporation	Tim Swendseid – President William Dean – Chief Financial Officer	Tim Swendseid, Sole Director
Alcmene Mining Inc.	Tim Swendseid – President William Dean – Chief Financial Officer	Tim Swendseid, Sole Director
Hercules Gold USA, LLC	Alcmene Mining Inc. – Managing Partner <i>(Tim Swendseid is the Authorized Person for the Managing Member)</i>	
Golden Vertex Corp.	Tim Swendseid – Chief Executive Officer, President and Chairman of the Board William Dean – Secretary and Treasurer	Tim Swendseid
Golden Vertex (Idaho) Corp.	Tim Swendseid – President William Dean – Secretary and Treasurer	Tim Swendseid

14. As of June 4, 2024, the Petitioners collectively had 98 employees and 105 contractors, as follows:

Company	Employees	Contractors
Elevation Gold	6	N/A
Golden Vertex	92	104
Eclipse Gold	N/A	1

C. Public Company Issues

15. As of July 24, 2024, the closing price of Elevation Gold's common shares (the "Shares") on the TSXV was \$0.08.
16. I am advised by Morgan Hay of Maxis Law, which acts as British Columbia securities counsel to Elevation Gold, that due to the CCAA filing, it is likely that the TSXV will declare that Elevation Gold no longer meets the requirements for ongoing listing under TSXV policies. Elevation Gold will likely be transferred to a separate board of the TMX Group of stock exchanges known as the NEX.
17. Mr. Hay further informs me that whether Elevation Gold will be able to seek re-activation from the NEX or be de-listed from the TMX Group of exchanges will depend on the nature of the transaction arising from the CCAA process. For example, Elevation Gold may be able to reactivate its listing on the TSXV if it can successfully restructure its business through these CCAA Proceedings.

III. OPERATIONS SUMMARY

A. Operation of Moss Mine (Arizona)

18. Elevation Gold's principal operation is the production of gold and silver from the Moss Gold Mine (the "Moss Mine") owned by Golden Vertex, through a leach pad or "heap leach" mining system.¹ The Moss Mine is located within a larger tract of 160 square kilometres of exploration land in the Oatman District, in Mohave County, Arizona, also owned by Golden Vertex.
19. Elevation Gold first optioned the Moss Mine property from Patriot Gold Corp. ("Patriot Gold")² pursuant to an option agreement dated March 7, 2011 (the "2011 Patriot Gold Agreement") which granted Golden Vertex a right to acquire up to a 70% interest in the Moss Mine.
20. Subsequently, Golden Vertex and Patriot Gold entered into a Purchase and Sale of Mining Claims dated May 27, 2016, pursuant to which Golden Vertex purchased Patriot Gold's remaining 30% interest in the Moss Mine. As of the date of this Affidavit, Golden Vertex owns 100% of the Moss Mine.

¹ The leach pads are large engineered structures, lined with an impermeable layer of plastic and placed over a prepared surface. Ore is placed on the lined pad and treated with chemicals to dissolve a metal of interest while protecting the environment. The leach solution is dripped onto the top of the pad, where it dissolves metals in the ore, seeps down to the liner, and then flows horizontally to a collection point. The leach solution is collected and directed to double-lined storage ponds. The solution in the ponds is then pumped to the process building where chemical techniques are used to recover the metals.

² Patriot Gold is a publicly listed company incorporated pursuant to the laws of the State of Nevada with offices in Vancouver, British Columbia. The shares of Patriot Gold are listed on the Canadian Securities Exchange and the Over-The-Counter market in the United States. Patriot Gold has a wholly owned Canadian subsidiary, Patriot Gold Canada Corp., incorporated under the laws of British Columbia on May 23, 2017.

21. Elevation Gold took steps between 2014-2017 to bring the Moss Mine into operation, including the construction of a pilot-plant test facility, and the completion of feasibility and economic assessment studies. The Moss Mine began operating as an open pit mine in September 2018.
22. Elevation Gold tripled its land holdings in the Oatman District in the first half of 2021. An ongoing exploration drilling program is targeting further expansion of the mineral resources at Moss Mine.
23. Since the beginning of 2021, the overall grade of ore produced at the Moss Mine has been decreasing as the mine entered a phase of lower grade ore processing. Elevation Gold anticipates that higher-grade ore will be available as and when the development of the Moss Mine progresses.
24. The two principal operational aspects of the Moss Mine are the open pit mine (comprised of several pits) coupled with the crushing plant and the conveyor distribution system (ore is mined from the various mineral claims comprising the mine, crushed and delivered to the leach pad), and the leach pads coupled with the process plant (ore placed on leach pads is irrigated with reagents to extract the metals of interest from the raw ore into solutions). In the process plant, metals in solution are extracted and formed into a saleable product. The leach pad and process plant are collectively known as the “beneficiation facilities”, and the processes that take place there, as “beneficiation processes”.
25. To enable the Petitioners to remain cash flow positive throughout these proceedings without requiring interim financing, Elevation Gold’s management has determined that an interim cessation of active mining from the open pits at the Moss Mine should take place, and that the operation of the beneficiation facilities must continue, to provide continued production of gold and silver from the ore held in the leach pads at the Moss Mine, thus generating the funds projected to be necessary for the Petitioners’ continued operation.

B. The Silver Creek Property

26. In May 2014, La Cuesta International (“**La Cuesta**”) and Elevation Gold entered into a Mineral Lease and Option Agreement dated May 7, 2014, with a 35-year term (the “**La Cuesta Option**”) related to a property adjacent to the Moss Mine in Mohave County Arizona (the “**Silver Creek Property**”). Elevation Gold assigned its rights, interests, and obligations under the La Cuesta Option to Golden Vertex effective May 7, 2014.
27. In consideration for the La Cuesta Option, Elevation Gold paid La Cuesta USD \$5,000, issued 16,667 common shares in its favour, and committed to certain exploration expenditure requirements, which have been fulfilled. To maintain its option on the Silver Creek Property, Golden Vertex (as assignee) must pay USD \$25,000 every 6 months.
28. As part of the mineral and lease operation agreement for the Silver Creek Property, Elevation Gold agreed to a production royalty, the details of which are described below. Elevation Gold is not currently mining from the Silver Creek Property, however, so no royalty payments are payable to La Cuesta.

29. As of the date of this Affidavit, the Silver Creek Property is in good standing and all payments are current.

C. The Hercules Property

30. The “**Hercules Property**” consists of approximately 100 square kilometers of land that sits in Lyon County, Nevada, about 40 kilometers to the southeast of Reno, Nevada. The Hercules Property forms part of the historic Como Mining District in the northern end of the Pine Nut Mountains.
31. On August 9, 2019, Hercules Gold entered into an agreement with Great Basin Resources, Inc. (“**Great Basin**”) and Iconic Minerals Ltd. (“**Iconic Minerals**”), a company incorporated pursuant to the laws of British Columbia, for an option to obtain a 100% interest in the project on the Hercules Property (the “**Hercules Project**”), comprising certain unpatented mining claims.
32. After the acquisition of Eclipse Gold by Elevation Gold, Great Basin, Iconic Minerals, Elevation Gold and Eclipse Gold entered into an agreement dated February 12, 2021, which amended the terms of the August 9, 2019 option agreement among Hercules Gold, Great Basin and Iconic Minerals (as amended, the “**Iconic Option Agreement**”).
33. Pursuant to the terms of the Iconic Option Agreement, Elevation Gold issued 181,666 common shares in each of February 2021, February 2022 and February 2023 to Iconic Minerals to keep the Hercules Project in good standing.
34. Under the Iconic Option Agreement, Elevation Gold was required to, and did, incur expenditures of \$2,300,000 over the first 3 years of the term of the agreement. Elevation Gold has taken a number of steps in its exploration of the Hercules Property including:
- (a) Geological mapping;
 - (b) Satellite hyperspectral alteration mapping;
 - (c) Surface rock chip geochemical sampling;
 - (d) Phytogeochemical vegetation sampling;
 - (e) Ground and airborne geophysical surveys;
 - (f) Compiling historic geological, geochemical, and drilling data into a cohesive and comprehensive property geological database; and
 - (g) Completion of 40 reverse circulation drill holes.
35. Elevation Gold has complied with all the terms of the Iconic Option Agreement and the Hercules Project. As of the date of this Affidavit, the Hercules Project is in good standing.

IV. FINANCIAL POSITION OF THE PETITIONERS

36. Most of the financial information below is stated in US dollars because Elevation Gold's reporting currency is US dollars. Revenue is based on gold and silver sales, and gold and silver markets quote prices in USD/ounce by world-wide convention.

A. Most recent financial statements

37. A copy of Elevation Gold's most recent Annual Management Discussion and Analysis for the year ended December 31, 2023 is attached as **Exhibit "B"**.
38. A copy of Elevation Gold's consolidated annual financial statements for the year ended December 31, 2023 and its interim financial statements for the three months ending March 31, 2024, are attached as **Exhibits "C" and "D"**, respectively. Consolidated financial statements as at June 30, 2024, which show the balance sheet and profit and loss by each individual entity, are attached hereto and collectively marked as **Exhibit "E"**.
39. The Consolidated Statements of Loss and Comprehensive Loss of Elevation Gold in the aforementioned public filings show the following (figures rounded to the nearest thousand USD):

	Three Months Ended	Year Ended
	March 31, 2024	December 31, 2023
Revenue	\$12,943,000.00	\$66,356,000.00
Cost of sales		
Production costs	(9,675,000)	(50,429,000)
Depletion and depreciation	(2,797,000)	(13,568,000)
Royalties	(712,000)	(3,419,000)
Total cost of sales	(13,184,000)	(67,416,000)
Income (loss) from mine operations	(241,000)	(1,060,000)
Corporate administrative expenses	(694,000)	(3,064,000)
Operating loss	(935,000)	(4,124,000)
Finance costs	(1,757,000)	(8,449,000)
Gain on modification of debt	67,000	549,000
Gain (loss) on revaluation of derivative liabilities	(1,645,000)	793,000
Impairment of plan and equipment and mineral properties		(11,163,000)
Loss on disposal of assets		(48,000)
Foreign exchange gain (loss)	93,000	(102,000)
Loss and comprehensive loss for the period	\$(4,177,000)	\$(22,544,000)

40. As reflected above, the consolidated loss for Elevation Gold in fiscal year 2023 totalled approximately USD\$22.5 million. This loss has continued into 2024, totalling approximately USD\$4.2 million for the quarter ending March 31, 2024.

41. Elevation Gold's Condensed Interim Consolidated Statements of Financial Position in the aforementioned filings show the following (with figures rounded to the nearest thousand USD):

As at:	March 31 2024	December 31 2023
ASSETS		
Current assets		
Cash and cash equivalents	\$325,000	\$1,471,000
Trade and other receivables	11,000	139,000
Inventory	33,485,000	32,448,000
Prepaid expenses and deposits	503,000	310,000
Total current assets	34,324,000	34,368,000
Non-current assets		
Restricted cash	3,488,000	3,481,000
Plant and equipment	28,249,000	30,606,000
Mineral properties	41,181,000	38,309,000
Total assets	\$107,242,000	\$106,764,000
LIABILITIES		
Current liabilities		
Trade and other payables	\$9,209,000	\$10,030,000
Current portion of debt	18,030,000	13,512,000
Deferred revenue	-	2,821,000
Current portion of leases	274,000	335,000
Current portion of silver stream	1,700,000	1,766,000
Current portion of derivatives	3,140,000	3,861,000
Total current liabilities	32,353,000	32,325,000
Non-current liabilities		
Debt	19,731,000	16,825,000
Leases	33,000	56,000
Silver stream	8,118,000	8,740,000
Provision for reclamation	9,552,000	9,688,000
Derivatives	7,933,000	5,575,000
Total liabilities	77,720,000	73,209,000
SHAREHOLDERS' EQUITY		
Share capital	113,448,000	113,341,000
Equity reserves	25,993,000	25,956,000
Deficit	(109,919,000)	(105,742,000)
Total shareholders' equity	29,522,000	33,555,000
Total liabilities and shareholders' equity	\$107,242,000	\$106,764,000

42. As of March 31, 2024, Elevation Gold had an accumulated deficit of approximately USD\$110 million, representing recurring losses since incorporation, which has generated potentially valuable tax losses in Elevation Gold.

43. While the above balance sheet shows that on a consolidated basis, Elevation Gold's current assets are greater than its current liabilities, since the end of March 2024, working capital has eroded such that as of April 2024, Elevation Gold had (and continues to have) negative working capital on a consolidated basis. Further, Elevation Gold is in default of its obligations to its primary secured lender, Maverix Metals Inc ("Maverix"), which has continued to fund in its discretion.
44. Further, the Petitioners are unable to pay all of their obligations as they come due. In particular, the Petitioners' current cash flow is not sufficient to both pay ordinary course operating expenses, and to make payments due under various agreements tied to the Petitioners' mineral properties.
45. As a result, the Petitioners are not presently servicing their indebtedness to various parties holding royalty interests, finder's fees and other obligations. Rather, the Petitioners have to date been focusing on keeping their trade payables current so that they could continue to operate in the ordinary course.
46. The payments accrued and owing under the various agreements tied to the Petitioners' mineral properties, in USD, as at March 31, 2024 were as follows:
- (a) Amounts accrued and owing to Patriot Gold – \$1,494,000;
 - (b) Amounts accrued and owing to other contractual royalty interest holders – \$975,000;
 - (c) Amounts accrued and owing to parties entitled to finder's fees – \$224,000; and
 - (d) Amounts accrued and owing to Maverix under Silver Stream Agreement – \$583,000.

B. Assets/Mineral Tenures

47. The Petitioners' principal assets are owned by Elevation Gold and Golden Vertex, and are comprised of cash and restricted cash balances, metal inventory, supplies inventory, and fixed assets. In addition, Golden Vertex holds mining claims associated with each of the Moss Mine Property, and the Silver Creek Property, while Hercules Gold holds mining claims associated with the Hercules Property.
48. The total value of Elevation Gold's current and non-current assets on a consolidated basis as at March 31, 2024 was approximately USD\$107.2 million.

i. Assets

I. Elevation Gold

49. As at March 31, 2024, Elevation Gold had approximately CAD\$99,000 in available cash, and the book value of its fixed assets (comprised of computer equipment, software, furniture, leasehold improvements and lease rights) as of March 31, 2024 was CAD\$67,000

II. Golden Vertex

50. As of March 31, 2024, Golden Vertex had approximately USD\$226,000 in available cash and approximately USD \$3,486,000 in restricted cash, representing collateral provided to the bond underwriter that provided the full amount of a required bond to the United States Department of the Interior, Bureau of Land Management.
51. Golden Vertex owned the following metal inventory as of March 31, 2024 (all values in USD):
- (a) Run of mine stockpile pad inventory of \$235,000;
 - (b) Leach pad inventory of \$30,804,000; and
 - (c) Unrefined gold (dore) inventory of \$1,966,000.
52. Also as at March 31, 2024, Golden Vertex owned supplies inventory, comprised of various chemicals, fuels, parts, and other miscellaneous supplies totalling approximately USD\$480,000.
53. The book value of Golden Vertex's capital assets as of March 31, 2024 was USD\$36,369,000, with these assets being comprised of the following:
- (a) Construction materials and buildings located at the Moss Mine site;
 - (b) The leach pad and other mining assets located at the Moss Mine site;
 - (c) Computers, servers, cameras and other information technology hardware and software located at the Moss Mine site;
 - (d) Capitalized stripping, waste and pit pioneering assets located at the Moss Mine site;
 - (e) Notional future site restoration assets to offset future reclamation liabilities;
 - (f) Furniture and fixtures;
 - (g) Mine equipment and assets associated with development of the mine, such as surveys, acquisition costs, assessments, life of mine planning, and permits; and
 - (h) Vehicles.
54. In addition to the foregoing categories of capital assets, Golden Vertex also owned non-depletable mineral properties and associated assets totalling USD\$6,536,000 and capital work in progress valued at approximately USD\$648,000.

III. Hercules Gold

55. As at March 31, 2024, Hercules Gold had approximately USD\$2,000 in restricted cash, owned fixed assets with a value of \$nil and owned non-depletable mineral properties of a value of approximately USD\$25,810,000.

ii. *Mining Claims*

I. Golden Vertex

56. Golden Vertex owns, controls and leases the following mineral claims and other mineral tenures or properties at and surrounding the Moss Mine Property:

- (a) ownership of three (3) groups of patented claims owned in fee simple – 15 claims referred to by Golden Vertex as the “Moss Patents”, 10 claims referred to as the “McCullough Patents”, and 7 claims referred to as the “Ivanhoe Patents”;
- (b) exploration permits in three (3) sections of state land, approximately 640 acres each in size, issued by the Arizona State Land Department, which allow Golden Vertex to apply for mining leases under state regulations;
- (c) ownership of 1735 unpatented mining claims located on federal lands, approximately 20 acres each in size, subject to paramount title of the United States; and
- (d) leasehold option of 180 unpatented mining claims, to which La Cuesta owns the rights subject to paramount title of the United States, and one related state mineral exploration permit.

57. As a result of its interests in and to the patented and unpatented claims and state mineral exploration permits described in the foregoing paragraph, Golden Vertex controls about 160 square kilometers of land in Arizona.

58. With respect to the Hercules Property, as of June 2024, Hercules Gold owns, controls rights in, or has a lease of or option to acquire, 1328 mining claims, as follows:

- (a) Four (4) patented claims owned by Hercules Gold;
- (b) 1208 unpatented claims for which the rights are controlled by Hercules Gold; and
- (c) 115 unpatented claims which Hercules Gold leases, or over which Hercules Gold holds an option.

C. **Liabilities**

i. **Debt and Security**

I. **Indebtedness to Maverix**

59. Maverix is the Petitioners' primary secured creditor. Maverix is a company incorporated pursuant to the Federal Laws of Canada, and is a wholly owned subsidiary of Triple Flag Precious Metals Corp. ("**Triple Flag**"), a Canadian corporation, incorporated in the Province of Ontario. Triple Flag has confirmed that it does not object to the Petitioners' application under the CCAA and the recognition of the CCAA proceedings under Chapter 15 of the US Code.
60. The total indebtedness owing to Maverix as at March 31, 2024 was USD\$32,342,560, pursuant to four different agreements or debt instruments — a streaming agreement, a loan agreement providing for a revolving credit facility, a short-term promissory note, and a grid promissory note, all as described below.

Debt Instrument / Agreement	Balance (USD) as at 03/31/2024
Silver Stream Agreement	\$583,000
Loan Agreement (Credit Facility)	\$18,170,000
Short-Term Note	\$10,059,000
Grid Note	\$3,531,000
Total:	\$32,343,000

a. *Silver Stream Agreement*

61. In December 2018, Elevation Gold, Golden Vertex and Maverix entered into a Silver Purchase and Sale Agreement dated effective October 1, 2018 in respect of silver produced from the Moss Mine. The Silver Purchase and Sale Agreement was amended or reaffirmed several times, most recently by way of a Reaffirmation and Third Amendment to the Silver Stream Agreement dated effective January 29, 2024 (as reaffirmed and amended, the "**Silver Stream Agreement**"). A true copy of the Reaffirmation and Third Amendment to the Silver Stream Agreement is attached hereto and marked as **Exhibit "F"**.
62. Under the Silver Stream Agreement, Golden Vertex agreed to sell Maverix 100% of the Payable Silver (as defined therein) produced from the Moss Mine on or after October 1, 2018, at a price per ounce equal to 20% of the applicable silver spot price at that time. Pursuant to the Silver Stream Agreement, Maverix paid Golden Vertex approximately USD\$20,000,000 on or about the closing date of December 12, 2018.
63. The Silver Stream Agreement requires Golden Vertex to deliver specified amounts of silver to Maverix, based on the amount of gold extracted from the Moss Mine. Because the Moss Mine produces more gold than silver, Golden Vertex must often go to the market to purchase silver in order to fulfil its delivery obligations to Maverix, thus creating an additional financial burden on Golden Vertex.

b. Maverix Loan Agreement

64. Elevation Gold and Maverix entered into a loan agreement dated August 15, 2022, which provides for a revolving credit facility of USD\$6,000,000 (the “**Credit Facility**”). The loan agreement was amended in January 2023, and amended and restated in May 2023, December 2023, and March 2024 (as amended and restated, the “**Maverix Loan Agreement**”). The Credit Facility matures on April 1, 2025.
65. The total balance of the Credit Facility as at March 31, 2024 was approximately USD\$17,818,000.

c. Short Term Note

66. Golden Vertex entered into a short-term promissory note with Maverix on or about September 25, 2023, in the amount of USD\$1,500,000. Between September 27, 2023 and June 28, 2024, Golden Vertex executed and delivered thirteen amended and restated promissory notes, each of which increased the principal amount and amended the maturity date of the short-term note (as amended, the “**Short Term Note**”).
67. Pursuant to the thirteenth Amended and Restated Promissory Note dated June 28, 2024, the maturity date of the Promissory Note was extended to July 31, 2024. A copy of the thirteenth Amended and Restated Promissory Note is attached hereto and marked as **Exhibit “G”**.
68. The total balance of the Short Term Note as at March 31, 2024 was approximately USD\$10,059,000.

e. Grid Note

69. On or about February 26, 2024, Golden Vertex issued a demand promissory note to Maverix (the “**Grid Note**”), a true copy of which is attached hereto as **Exhibit “H”**. The Grid Note is non-interest bearing until demand. Any amounts past due under the Grid Note then bear interest at 12% per annum, compounded monthly and payable on demand from the date of non-payment to the date of payment in full.
70. The total balance of the Grid Note as at March 31, 2024 was approximately USD\$3,531,000.

II. Security for Indebtedness to Maverix

71. Golden Vertex’s obligations under the Silver Stream Agreement, the Credit Facility, and the Short-Term Note are secured by security interests in all of Golden Vertex’s present and future acquired property and assets, pursuant to the following security documents, all dated effective January 29, 2024:
- (a) Reaffirmation and Amendment to Pledge and Security Agreement between Golden Vertex and Maverix; and

- (b) Amendment to Deed of Trust, Assignment of Production, Leases and Rents, Security Agreement, Financing Statement, granted by Golden Vertex in favour of Chicago Title Insurance Company as trustee, for the benefit of Maverix

72. In addition, Elevation Gold provided a secured guarantee of Golden Vertex's obligations under the Silver Stream Agreement, the Credit Facility, and the Short-Term Note pursuant to a Reaffirmation and Amendment of Guarantee and Security, also dated effective January 29, 2024. Pursuant to the Reaffirmation and Amendment of Guarantee and Security, Maverix holds a security interest in all present and future securities and other equity interests held by Elevation Gold in any of the Subsidiaries that have any right, title or interest in the Moss Mine or the silver produced therefrom.
73. The Grid Note is secured separately by a Security Agreement and a Pledge and Security Agreement and a Deed of Trust, Assignment of Production, Leases and Rents, Security Agreement, Fixture Filing and Financing Statement granted by Golden Vertex, as well as a guarantee provided by Elevation Gold, secured by a security interest in, among other property, all of Elevation Gold's present and after-acquired property, assets and undertaking, and all proceeds thereof.

III. Convertible Debentures

74. In June 2020, Elevation Gold issued a series of subordinated unsecured convertible debentures (the "**Convertible Debentures**") with principal totalling approximately CAD\$6,710,000, which are held in Canada, Switzerland and Bahamas. The principal amount of the debentures is convertible into common shares of Elevation Gold at the price of CAD\$2.40 per share.
75. The Convertible Debentures bear interest at 5% per annum, with interest payable semi-annually, and maturing on June 30, 2025. Elevation Gold may settle interest owing under the Convertible Debentures by issuing common shares, subject to regulatory approval. On January 17, 2024, Elevation Gold issued 1,671,750 common shares with a fair value of approximately CAD\$107,000 in satisfaction of the interest due on December 31, 2023.
76. The total balance of the convertible debentures as at March 31, 2024 was CAD\$6,710,000, but for International Financial Reporting Standards was reported in Elevation Gold's consolidated balance sheet as USD\$4,248,000.

IV. Term Loan Financing

77. In February 2020, Golden Vertex obtained term loan financing from Mohave Electric Cooperative ("**Mohave Electric**") of approximately USD\$2,869,000 at rates currently approximating 6.3% per annum over a fifteen-year amortization period. This loan was provided for the purpose of constructing an electrical power line to the Moss Mine, is secured by the power line and transformers, and the total balance owing as at March 31, 2024 was approximately USD\$2,105,000.

V. Master Finance Lease Agreement

78. To fund equipment purchases, Golden Vertex entered into a Master Finance Lease Agreement with Caterpillar Financial Services Corporation (“**Caterpillar**”) dated August 10, 2017, as amended in December 2017, September 2018, June 2019, January 2020, September 2020, March 2021 and April 2021 (the “**MFLA**”).
79. Under the MFLA, Golden Vertex may fund equipment purchases up to a maximum amount of USD\$9 million, and has an option to purchase the equipment at the end of the lease term for nominal consideration. The amount owing under the MFLA is now less than \$1 million, and the minimum lease payments and present value of lease obligations under the MFLA as at March 31, 2024 is approximately USD\$131,000.
80. Golden Vertex’s obligations under the MFLA are secured by a security interest in the financed equipment and its proceeds, contracts and bank accounts related to the financed equipment, and by a guarantee from Elevation Gold.

ii. *Payment Obligations Associated with Mineral Properties*

81. As previously noted, the Petitioners own or have options to interests in three mineral properties, the Moss Mine, the Silver Creek Property and the Hercules Property. Each property is subject to various agreements that establish specified payment obligations, as follows.

I. The Moss Mine

82. Golden Vertex’s 100% ownership interest in the Moss Mine Project is subject to the following burdens:³
- (a) a letter-agreement-based net smelter return (“**NSR**”) royalty in favour of Nomad Royalty Company Limited, a company incorporated in British Columbia (“**Nomad**”), ranging between 0.5% and 3% NSR, depending on specified claim attributes;
 - (b) a 3.0% NSR payable on gold and silver production from a patented claim known as the Greenwood Claim;
 - (c) a finder’s fee payable to Hartmut W. Baitis, Robert B. Hawkins and Larry L. Lackey, comprised of a sliding fee scale based on gold and silver production; and
 - (d) a payment due to Patriot Gold, equal to 3.0% NSR on all gold and silver production from certain patented and unpatented claims under the Patriot Option Agreement.

³ The Petitioners reserve all rights to assert their position regarding the nature of the burdens (e.g., in rem versus in personam) and scope of payment obligations under each of the respective agreement terms and conditions.

II. The Silver Creek Property

83. Pursuant to the La Cuesta Option, Golden Vertex agreed to pay La Cuesta two royalties over the 35-year term of the option: a 1.5% NSR royalty on any gold or silver production on claims leased to Golden Vertex, and a 0.5% NSR on certain third-party claims.

III. The Hercules Property

84. Under the Iconic Option Agreement, Elevation Gold has an option to obtain a 100% interest in 116 unpatented mining claims within the Hercules Project. Elevation Gold and Hercules Gold both have ongoing monetary obligations under the Iconic Option Agreement. After the satisfaction of these obligations, all mineral titles and permits under the agreement will be transferred to Hercules Gold.
85. The Hercules Property is also subject to NSR royalties over certain claims ranging between 1.25% and 3%.

iii. Reclamation Obligations

86. As of March 31, 2024, the total undiscounted amount of Golden Vertex's current estimated reclamation obligation was approximately USD\$11.757 million. The amount of Golden Vertex's reclamation obligations as at end of mine life is estimated at just over USD\$15 million. The Petitioners have funded approximately USD\$3 million of this amount to a bonding company through a combination of cash and letter of credit.

iv. Security Registrations

I. Canada

87. The BC PPR search results for Elevation Gold show:
- (a) A security interest registered on February 22, 2012 in favour of the Royal Bank of Canada ("RBC"), secured against moneys or amounts on deposit or owed to Elevation Gold by RBC, which secures amounts due under a corporate credit card in the name of Elevation Gold, having a maximum limit of CAD\$15,000;
 - (b) On January 22, 2018, Maverix registered a security interest in all of Elevation Gold's present and after acquired right, title and interest in the capital stock of Golden Vertex; and
 - (c) On February 26, 2024, Maverix registered a security interest in all of Elevation Gold's present and after acquired personal property.

Attached as **Exhibit "I"** is a copy of the PPR search results for Elevation Gold.

88. The PPR search results for Golden Vertex show that on December 11, 2018, Maverix registered a security interest in all of Golden Vertex's present and after acquired personal property. Attached as **Exhibit "J"** is a copy of the PPR search results for Golden Vertex.

89. There are no registrations in the PPR for Golden Idaho, Eclipse Gold, Alcmene Mining, or Hercules Gold.

II. United States

90. Uniform Commercial Code (“UCC”) search results for Elevation Gold, Eclipse Gold, Alcmene Mining, Golden Idaho and Hercules Gold show no registrations against those companies.
91. UCC search results for Golden Vertex show that:
- (a) On September 20, 2017, Caterpillar registered a security interest (which it subsequently amended on September 28, 2017, December 7, 2017, December 27, 2017, and September 15, 2022) in the properties and rights of Golden Vertex in certain equipment financed pursuant to the MFLA, and related attachments, accessories, substitutions, replacements, contracts and proceeds;
 - (b) Similarly, on December 14, 2020 (as amended on February 16, 2021), December 28, 2020, and March 9, 2021, Caterpillar registered further security interests in the properties and rights of Golden Vertex in certain equipment financed pursuant to the MFLA and related attachments, accessories, substitutions, replacements, contracts and proceeds;
 - (c) On August 19, 2021, Asahi Refining USC, Inc. (“Asahi”, which owns a refinery in Salt Lake City, Utah, to which Golden Vertex sells its dore) registered a security interest in Golden Vertex’s Materials and Recoverable Metals (as defined in a Refining Agreement Dated July 25, 2018, as amended June 1, 2020), including substitutions, replacements and proceeds from those Materials and Recoverable Metals – as of the date of this Affidavit, the amount owing to Asahi was approximately USD\$36,000;
 - (d) On February 14, 2024, Maverix registered a security interest against Golden Vertex; and
 - (e) On February 26, 2024, Maverix registered a security interest in all of Golden Vertex’s present and after acquired assets, including certain lands and collateral from those lands.
92. Attached as Exhibit “K” is a copy of the UCC search results for Golden Vertex.

D. **Capital Structure**

93. As at May 13, 2024, Elevation Gold had 112,214,845 issued and outstanding common shares. The authorized share capital consists of an unlimited number of common shares without par value.
94. The total number of outstanding common shares, stock options and warrants as of December 31, 2023, March 31, 2024, and May 13, 2024, is as follows:

As of:	May 13, 2024	March 31, 2024	December 31, 2023
Common shares	112,214,845	112,214,845	110,604,095
Stock options	5,108,327	5,108,327	5,412,493
Deferred Share Units	600,000	1,000,000	1,000,000
Warrants	49,345,987	49,345,987	51,827,524

95. During the three months ended March 31, 2024, Elevation Gold issued 1,610,750 common shares with a fair value of approximately CAD\$107,000 in consideration for interest payable on the Convertible Debentures.
96. During the year ended December 31, 2023, Elevation Gold issued Iconic Minerals, Ltd. 181,667 common shares with a fair value of approximately CAD\$28,000 to fulfil a payment obligation under an option agreement on the Hercules Property. In addition, during the same period, Elevation Gold issued 31,147 common shares with a fair value of approximately CAD\$3,000 from the vesting of deferred share units, which Elevation Gold offered to its directors as compensation to vest on their resignation or retirement from the board.
97. At Elevation Gold's Annual and Special Meeting on August 18, 2022, the shareholders of Elevation Gold elected to adopt a new equity incentive plan, which allows for the issuance of incentive stock options, deferred share units, performance share units, restricted share units, stock appreciation rights, and share purchase rights to "Participants" thereunder, which includes directors, officers, employees, and others.
98. As at March 31, 2024, the following stock options were outstanding and exercisable:

Exercise price (CAD\$)	Number of options outstanding	Expiry date	Number of options exercisable	Remaining contractual life (years)
1.50	33,332	February 10, 2025	33,332	0.87
2.10	62,500	July 8, 2025	62,500	1.27
1.92	312,495	June 29, 2026	312,495	2.25
0.86	500,000	December 13, 2026	333,332	2.70
0.30	2,000,000	May 30, 2027	1,399,991	3.16
0.18	400,000	November 15, 2027	266,666	3.63
0.18	500,000	January 3, 2028	-	3.76
0.20	600,000	March 20, 2028	200,000	3.97
0.18	300,000	June 22, 2028	-	4.23
0.18	300,000	July 20, 2028	-	4.31
0.09	100,000	October 5, 2028	-	4.52
	5,108,327		2,608,316	3.37

E. Cash Management

99. As of the date of this affidavit, the Petitioners maintain the following bank accounts:

Petitioner	Location	Institution	Currency	Account Type
Elevation Gold	Canada	CIBC	CAD	Investment
Elevation Gold	Canada	CIBC	USD	Investment
Elevation Gold	Canada	CIBC	CAD	Demand
Elevation Gold	Canada	CIBC	USD	Demand

Petitioner	Location	Institution	Currency	Account Type
Golden Vertex	Canada	CIBC	CAD	Demand
Golden Vertex	Canada	CIBC	USD	Demand
Golden Vertex	USA	Chase	USD	LC Restricted
Golden Vertex	USA	Chase	USD	Demand
Eclipse Gold	Canada	CIBC	CAD	Demand
Eclipse Gold	Canada	CIBC	USD	Demand

100. The Petitioners' cash is managed centrally, by Elevation Gold, but it is segregated by entity, with each entity having its own bank accounts. All but two bank accounts for the Petitioners are at CIBC in Canada.
101. All equity raises for the Petitioners have been completed in Canada, pursuant to Canadian securities laws, in Canadian dollars, with funds received being placed in one of Elevation Gold's Canadian CIBC accounts.
102. Funds received by the Petitioners from debt financing are typically placed in the CIBC account of whichever Petitioner is the borrower under the particular debt instrument being drawn from. From there, for all Petitioners other than Golden Vertex, funds flow from the CIBC account of the original recipient to the CIBC account of the Petitioner that needs the funds. Funds for Golden Vertex are deposited into its Chase (U.S.) bank account.
103. Of the Petitioners, the only revenue generation occurs within Golden Vertex. Historically, revenue generated from Golden Vertex sales went into Golden Vertex's Canadian CIBC account. However, starting in 2023, most revenues from Golden Vertex sales are paid into an account with Chase bank in the United States, with the exception of certain immaterial amounts generated by slag sales, which are paid into Golden Vertex's CIBC account in Canada. Golden Vertex revenues paid into the Chase account are used to cover Golden Vertex's payables, after which all excess cash is paid into a CIBC account in Canada. From there, cash is transferred to the Petitioners, as needed, into their respective Canadian bank accounts. Decisions with respect to this process are made by Elevation Gold's management team, and the entire process is managed by Elevation Gold's Canadian staff.
104. While Golden Vertex revenues currently fund Elevation Gold's costs, historically Elevation Gold funded its costs principally through equity raises, as described above.
105. Subject to due authorization by the Court, during the CCAA proceedings, the Petitioners intend to continue to use the cash management system described above, with the Monitor's oversight, and will continue to maintain the bank accounts and arrangements already in place during the CCAA proceedings. The Petitioners also intend to seek authorization from the Court to continue to enter into ordinary course intercompany funding transactions amongst themselves, in the manner described above. This approach will minimize any disruption to business operations as the Petitioners seek to restructure. The cash management system includes the necessary accounting controls to enable the

Petitioners, the Monitor, and this Court to trace funds through the system and ensure that all transactions are adequately documented and readily ascertainable.

V. NEED FOR CREDITOR PROTECTION

A. Causes of Current Financial Issues and Need for CCAA Protection

106. The Petitioners are presently suffering liquidity challenges due to a combination of factors: the Petitioners have experienced ongoing losses for several years; have had to make significant investments in capital; and recently, have faced both an unexpected loss of production capacity and enforcement steps being taken by one of its creditors.
107. A series of unforeseen operational issues at the Moss Mine resulted in lower than expected production in the second half of Q4 2023 and the first half of Q1 2024. These issues, in conjunction with the heavy royalty and streaming burdens on the Moss Mine, resulted in the Petitioners being unable to meet both their operational costs and royalty and streaming obligations as they came due.
108. The primary operational issue was a shaft failure in one of the crushing units in early November 2023, which caused damage to a specialized part. The part required custom repair work to be completed in another state, which was delayed both by the custom nature of the repairs and by the USA Thanksgiving holiday. The loss of the crushing unit reduced the mine's production by approximately two-thirds, and this reduced production continued for approximately one month. In addition to the issues with the crushing unit, the Moss Mine experienced other minor operational issues around the same time.
109. These operational issues resulted in lower than expected production in the second half of Q4 2023 and the first half of Q1 2024. Even before the unanticipated drop in production, Golden Vertex's margins on its production were thin, making the business especially sensitive to disruptions in production and fluctuations in gold prices. Accordingly, the reduced production in Q4 2023 and Q1 2024 forced the Petitioners to temporarily suspend their royalty and finder fee payments and silver stream delivery obligations to preserve sufficient liquidity for the continued operation of the Moss Mine.
110. In addition to the production issues outlined above, enforcement actions recently taken by Patriot Gold with respect to its royalty claims have created pressure on the Petitioners to seek protection from their creditors.
111. On April 9, 2024, Patriot Gold commenced a claim against Golden Vertex in the Superior Court for the State of Arizona in and for the County of Maricopa (the "**Arizona Court**"), and on May 29, 2024, filed an application (the "**Receivership Application**") for the appointment of a Receiver over certain property associated with the Moss Mine. Attached as **Exhibit "L"** is a copy of the Receivership Application without Exhibits or schedules.
112. On June 7, 2024, Golden Vertex filed a Response to the Receivership Application. A true copy of the Response, without Exhibits, is attached hereto and marked as **Exhibit "M"**. Among other things, Golden Vertex's Response explains that Patriot Gold's royalty does

not constitute an interest in land, but rather, merely creates a contractual right to payment that at best gives rise to an unsecured claim.

113. On June 13, 2024, the Arizona Court scheduled the hearing of the Receivership Application for August 15, 2024, with various procedural steps scheduled to take place in the interim period. A true copy of the Order Setting Evidentiary Hearing on Receivership Application and Related Schedule filed on June 18, 2024 is attached hereto and marked as **Exhibit "N"**.
114. The CCAA process is therefore necessary to give the Petitioners the breathing room they need to continue with their plan of undertaking an interim cessation of active mining activities, while supporting continued beneficiation, without the distraction and interference caused by creditors taking enforcement actions. It is imperative that sufficient financial and management resources are available to the Petitioners to monitor and maintain the leach pad system and processing plant to ensure the safe and environmentally sound operation of the beneficiation processes.
115. Finally, a CCAA process is necessary to facilitate and allow the Petitioners to complete any sale transaction generated by the Pre-Filing SISP (defined below) or continuation thereof. I am informed by the Petitioners' financial advisor, INFOR Financial Group Inc. ("**INFOR**") that certain parties who expressed interest in the Petitioners' assets and business in the Pre-Filing SISP indicated that they were not prepared to enter into a transaction for investment in or purchase of the Petitioners' assets and business other than in the context of a formal restructuring process, such as under the CCAA.

B. Previous Attempts Made to Restructure Obligations

116. Since approximately July 2022, the Petitioners have been considering all available options to preserve liquidity for their ongoing operation. This included efforts to obtain new debt and equity funding, identifying potential investors or purchasers, debt restructuring and proposals to reduce existing royalty and metals streaming contract burdens.
117. In terms of a debt restructuring, the Petitioners have been in ongoing discussions with Maverix and with holders of payment obligations tied to production from the Moss Mine, to negotiate a restructuring of the Petitioners' obligations to those parties. The goal of these discussions is to reduce the heavy burden of payments under the various royalty, option, and streaming agreements to which the Petitioners are party. Unfortunately, these discussions have not resulted in a workable restructuring of the Petitioners' obligations to the parties approached.
118. Together with their efforts to restructure their existing debt, the Petitioners have made significant efforts to raise equity and/or attract a strategic investor to take a significant equity position with Elevation Gold. However, over the past two years, the equity markets for junior mining companies have been largely stagnant, and Elevation Gold's share price has deteriorated. As such, the Petitioners' efforts to raise equity financing over that time have been unsuccessful.

119. Petitioners have attempted to secure debt financing. As previously noted, the Petitioners have recently received funds from Maverix by way of the Maverix Loan Agreement, the Short Term Note and the Grid Note.

C. The Pre-Filing SISP

120. In addition to their efforts to restructure their debt and seek further debt and equity investment, the Petitioners have made a concerted effort to seek a buyer for, or an investor in, all or part of their assets and/or business for the past two years, as follows.
121. On June 19, 2022, Elevation Gold engaged Stifel Nicolaus Canada Inc. (“**Stifel GMP**”) as its financial advisor to provide financial and strategic advice in connection with a potential business transaction involving Elevation Gold. Unfortunately, the marketing process commenced by Stifel GMP did not yield any results, and the Stifel GMP engagement expired by its own terms on June 19, 2023.
122. On or about August 9, 2023, Elevation Gold executed an Engagement Letter (the “**INFOR Engagement**”) with INFOR, a Toronto-based investment bank, pursuant to which INFOR was appointed as the primary financial advisor to Elevation Gold to assist the company in undertaking a sale and investment solicitation process (the “**Pre-Filing SISP**”), which would include any transaction or series of transactions including, but not limited to, a merger, sale, joint venture, reorganization, restructuring, recapitalization (each, a “**Transaction**”), or a strategic investment into Elevation Gold by a third party (a “**Strategic Investment**”).
123. In conducting the Pre-Filing SISP, INFOR identified 45 potential purchasers and investors, including publicly traded mining companies, privately held mining companies, and various private equity firms and investment funds. INFOR generated this list of potential counterparties by completing a screening of the market and looking for groups who might be interested in an operation of a size equivalent to that of the Petitioners’, and who had the financial and technical ability to take on such an operation. INFOR’s deep industry knowledge and relationships were integral to developing the list of interested parties.
124. INFOR subsequently narrowed the list of interested parties from 45 to 36 by considering various criteria relating to the structure, size and nature of each interested party in relation to the assets being offered for sale. INFOR then reached out to these 36 potential purchasers, providing them with a teaser and a confidentiality agreement.
125. In total, 14 of the potential purchasers entered into confidentiality agreements. As of the date of this Affidavit, certain of these parties remain interested in the opportunity. The primary intention of these proceedings is to continue to engage with those parties, but also to re-engage with parties already contacted and with additional prospective purchasers, as the commencement of these proceedings may cause parties to engage or re-engage in the process.
126. Elevation Gold’s professional advisors (including INFOR and KSV) have advised me that the commencement of these CCAA proceedings may cause additional interested parties to consider the opportunity offered through the Pre-Filing SISP. As noted, several

prospective purchasers or investors who participated in the Pre-Filing SISP have advised INFOR that they are not prepared to complete a transaction for the assets or business of the Petitioners except in the context of a formal restructuring process.

127. Given the advanced state of the Pre-Filing SISP and the possibility of an offer to complete a transaction or strategic investment in one or more of the Petitioners, the Petitioners believe that the most efficient way of moving forward and maximizing value for the benefit of all of its stakeholders is to continue the Pre-Filing SISP. To that end, Elevation Gold entered into a Financial Advisory Agreement with INFOR on June 4, 2024, which supersedes and replaces the INFOR Engagement.
128. At the Comeback Hearing, the Petitioners intend to seek Court approval to continue the Pre-Filing SISP in the context of these CCAA proceedings. The Petitioners may decide to restructure their debt or equity in the context of these proceedings depending on the outcome of the proposed continued sales process.

VI. RESTRUCTURING MATTERS

A. Cash Flow Projections

129. The Petitioners have prepared a Cash Flow Forecast for the period July 27 to October 18, 2024, with the assistance of the Financial Advisor and KSV, as proposed monitor. The Cash Flow Forecast is attached to KSV's Prefiling Report as Appendix "B".
130. The Cash Flow Forecast indicates that, based on the assumptions underlying the forecast, including the planned interim cessation of mining and continued operation of beneficiation processes, the Petitioners will have a positive cash balance throughout the first 13 weeks of these CCAA proceedings.

B. The Monitor

131. It is proposed that KSV will act as the monitor in the CCAA proceedings if the proposed Initial Order is issued. At no time in the past two years has KSV or any of its partners or managers been the auditor, accountant, or an employee of any of the Petitioners.
132. I believe that it is in all of the stakeholders' best interests if this Court appoints KSV as the court-appointed monitor of the Petitioners. KSV has assisted the Petitioners in preparing for this application, including, without limitation reviewing the Cash Flow Projections. As a result of KSV's involvement with the Petitioners in advance of and in preparation for this filing, KSV has gained significant insight into the Petitioners' business and will be in a position to perform its duties as monitor effectively and without delay. Furthermore, KSV has prior experience in the mining sector, including the recent CCAA proceedings of Pure Gold Mining Inc., commenced in the British Columbia Supreme Court on October 31, 2022.
133. Subject to court approval, KSV is prepared to act as monitor of the Petitioners in these CCAA proceedings on the terms set out in Petitioners' proposed Initial Order. Attached as **Exhibit "O"** is a copy of the signed consent from KSV to act as Petitioners' monitor.

134. In light of the foregoing, I believe that KSV is qualified and competent to act as the Petitioners' monitor in these proceedings.

C. Court-Ordered Charges

i. The Administration Charge

135. As noted above, KSV has consented to act as Monitor in these proceedings to provide supervision, monitoring and to generally assist the Petitioners with their restructuring efforts, including the potential preparation of a CCAA plan to be put to their creditors.
136. The Monitor, counsel for the Monitor, and the Petitioners' counsel will be essential to the Petitioners' restructuring efforts. They are prepared to provide or continue to provide professional services to the Applicants if they are protected by the Administration Charge.
137. The Petitioners believe that an initial Administration Charge in the amount of CAD\$300,000 is fair and reasonable and will provide the level of appropriate protection for the payment of the Petitioners' essential professional services for the initial period up to the Comeback Hearing. The Petitioners may be seeking an increase to the Administration Charge at the Comeback Hearing, in light of the size, complexity, and illiquidity of the Petitioners' business as described in this affidavit. Elevation Gold's professional advisors each received small retainers in respect of their pre-filing activities, but those amounts have been exhausted or substantially exhausted.
138. The Administration Charge is proposed to have first priority over all other charges and the quantum of the proposed charge was determined in consultation with the Monitor. The Petitioners require the expertise, knowledge and continuing participation of the intended beneficiaries of the Administration Charge in these proceedings, and I believe that these professionals are unlikely to continue providing these essential services to the Petitioners if the Administration Charge is not granted.

ii. The Directors' Charge

139. The Directors and Officers will be actively involved in overseeing and directing the Petitioners' operations during the CCAA proceedings and the efforts to resolve their current financial crisis. The continued participation of the Directors and Officers is essential to continuing operations and preserving the Petitioners' value while the Petitioners carry out their restructuring efforts. Accordingly, the Petitioners are seeking to stay all proceedings against the Directors and Officers.
140. The Directors and Officers have expressed concern regarding the potential for personal liability, and have expressed a desire for certainty with respect to such personal liability if they continue in their current capacities in the context of a CCAA proceeding.
141. The Petitioners maintain insurance policies in respect of the potential liabilities of the Directors and Officers, but these policies contain several exclusions and limitations to the coverage provided, such that there is a potential for insufficient coverage. The

Petitioners' director and officer insurance is current and includes coverage of up to USD\$5 million.

142. Accordingly, the proposed Initial Order provides for the Directors' Charge to secure the Petitioners' indemnity of the Directors and Officers. The indemnity is intended to protect the Directors and Officers from certain liabilities they may incur during the CCAA proceedings in their capacity as such, except to the extent that any liability was incurred as a result of any of the Directors' or Officers' gross negligence or wilful misconduct. The Petitioners are proposing a Directors' Charge in the maximum amount of CAD\$520,000, which is the equivalent of one payroll run for all of the Petitioners' employees. The Petitioners believe the Directors' Charge is fair and reasonable in the circumstances.
143. In the event of a claim being made against any of the Directors and Officers, the Petitioners' intention is to look first to the existing directors and officers' insurance policy for coverage, and the Directors' Charge will only be called upon to the extent necessary.
144. The Petitioners believe that the request of the Directors and Officers to receive adequate protection in the form of the Directors' Charge is fair and reasonable and advances the integral need of the Petitioners to have fully functional, experienced and qualified directors and officers.
145. The Directors and Officers have specialized expertise and relationships with the Petitioners' stakeholders. In addition, the Directors and Officers have gained significant knowledge of the Petitioners' assets, business, and operations that cannot be easily replicated or replaced. A successful restructuring of the Petitioners will only be possible with the continued participation of the Directors and Officers, and I believe this participation is unlikely if the Directors' Charge is not granted.
146. The Directors' Charge is proposed to have priority over all other charges with the exception of the Administration Charge. The quantum of the proposed charge was determined in consultation with the Monitor.

iii. The Intercompany Advance Charge

147. As described above, funds from debt financing advanced to the Petitioners are transferred between and amongst the Petitioners on an as-needed basis. Further, revenue generated by Golden Vertex is advanced from Golden Vertex to other Petitioners on an as-needed basis.
148. The Petitioners are seeking an order granting a charge and security in favour of any lending Petitioner against the property of the corresponding borrowing Petitioner, to ensure that intercompany advances are properly accounted for amongst the Petitioners.

D. Critical Suppliers

149. The Petitioners are seeking permission from the Court to pay for amounts owing for essential goods and services provided to the prior to the date of the Initial Order, subject

to the Monitor reviewing and consenting to each payment in accordance with certain criteria. The Petitioners are reliant on certain key suppliers to sustain operations and meet their regulatory obligations, and there is a risk that those suppliers may not agree to continue to supply if their pre-filing arrears are not paid. Many of these suppliers are unique and/or reliant on the Petitioners' business and could not be replaced if they chose not to continue providing goods and services to the Petitioners.

E. Relief from Filing and Reporting Obligations

150. The proposed form of Initial Order includes provisions authorizing Elevation Gold to decide whether to incur further expenses in relation to securities filings required pursuant to applicable securities legislation and policy documents, and relieving Elevation Gold, the Monitor and their respective directors, officers, employees and other representatives from any personal liability resulting from a failure to make any Securities Filings.
151. Making the Securities Filings in the context of the Petitioners' insolvency, particularly in light of the financial and time cost of preparing the Securities Filings, would be an unnecessary expense, and create a distraction for the Petitioners' management at a time when their focus on restructuring should be paramount. The Petitioners' stakeholders will have the benefit of public disclosure made in these CCAA proceedings.

F. Canada is the Petitioners' Centre of Main Interest

152. The Petitioners together comprise a fully integrated corporate group, with Elevation Gold (a Canadian entity, with its head office in Vancouver, B.C.) providing management oversight of the group's business and operations, and performing the core business functions of the group.
153. Corporate decision-making and strategy for all of the Petitioners is undertaken by Elevation Gold's executive leadership team. Elevation Gold allocates approximately 75% of its senior officers' compensation to itself, with the balance allocated to Golden Vertex. This allocation reflects the senior officers' overall executive management responsibility for all aspects of the Petitioners' business and operations. Importantly, Elevation Gold's executive leadership team oversees the operation of the Moss Mine.
154. Consistent with the fact that the Petitioners operate as an integrated group controlled and managed by Elevation Gold, Elevation Gold hosts and maintains a single website where all of the Petitioners' mining assets and projects are outlined as assets and projects of Elevation Gold, rather than being identified as connected with any individual Petitioner. Screenshots of an internet search for Golden Vertex and select pages from Elevation Gold's website, namely the home page, the "Corporate" page and the "Projects" page, are attached hereto and collectively marked as **Exhibit "P"**.
155. There is shared management amongst the Petitioners. In particular, I am the sole director of each of Golden Vertex, Golden Idaho, Eclipse Gold, Alcmene Mining and Hercules Gold, and one of the directors of Elevation Gold, and William Dean is the Chief Financial Officer of Elevation Gold, Eclipse Gold, and Alcmene Mining, and the Secretary and Treasurer of each of Golden Vertex and Golden Idaho. All of the Petitioners, including Elevation Gold's U.S. subsidiaries (Golden Vertex, Golden Idaho

and Hercules Gold) are charged a management fee by Elevation Gold. Further, although Golden Vertex pays my and Mr. Dean's salary, as noted, the majority of our compensation is charged and allocated to Elevation Gold.

156. Many of the Petitioners' core business functions are performed by Elevation Gold's Canadian employees and contractors, as follows:
- (a) the corporate controller, Ian Fisher, is in charge of financial reporting, preparing and distributing the financial statements, managing the external auditor, overseeing all accounting operations, and preparing tax and statutory filings for all of the Petitioners;
 - (b) the corporate secretary, Shayla Forster, is responsible for reviewing and filing press releases, issuing public company disclosures, responding to investor inquiries, and organizing and taking minutes of Board meetings — the corporate secretary performs these functions for all of the Petitioners;
 - (c) the assistant accountant, is responsible for dealing with all external payments from the Canadian and US operating accounts, reconciling all bank accounts, and booking all journal entries for sales for all of the Petitioners; and
 - (d) the database manager, Melissa Ramsden, is in charge of maintaining the database for the exploration of mines and managing core storage for all of the Petitioners.
157. In addition, the contractors who provide social media posts and information technology solutions to the Petitioners are Canadian.
158. Treasury management and accounting functions are carried out and/or overseen by Elevation Gold's Canadian employees, and the Petitioners' banking arrangements are managed out of Elevation Gold's Vancouver office. Payments for Golden Idaho and Hercules Gold are drawn on CIBC accounts located in Canada, and payments are prepared out of the Vancouver office. While most payments for Golden Vertex are drawn on a US bank account, all Golden Vertex payments are prepared and initiated from Elevation Gold. Elevation Gold is responsible for administering the Petitioners' global cash management system.
159. Similarly, the Vancouver office handles virtually all vendor relations and invoices for Elevation Gold, Golden Idaho and Hercules, and while Golden Vertex handles most of its own vendor relations and invoices out of its office in Arizona, all vendor accounts are set up, and payments made, by Elevation Gold's Canadian accounting staff.
160. The seat of the Petitioners' treasury management is Canada, and the individual in charge of treasury management is a Canadian employee of Elevation Gold. The US and Canadian tax returns for all of the Petitioners are prepared from Canada, and the Vancouver office is shown as the Petitioners' addresses on all such tax returns.
161. Although Golden Idaho and Hercules Gold have registered offices at US law firms, both of these entities use Elevation Gold's Vancouver address as their address for all business correspondence, including in their US and Canadian tax returns, among other things.

Golden Vertex is required to have a registered office in Arizona, but all correspondence pertaining to the business and affairs of Golden Vertex at the corporate level is directed to, and handled by, Elevation Gold.

162. Several of the Petitioners' significant secured and unsecured creditors are Canadian entities or Canadian exchange listed entities, namely Maverix and its parent, Triple Flag, Patriot Gold, and Nomad, and a number of the Petitioners' significant contracts and policies are governed by British Columbia law or the laws of Canada, including, without limitation, the following:
- (a) the Petitioners' general liability insurance policy;
 - (b) the Petitioners' directors' and officers' insurance policy;
 - (c) the Silver Stream Agreement and associated guarantees and security agreements;
 - (d) the Maverix Loan Agreement;
 - (e) the Short Term Note;
 - (f) the Grid Note and associated guarantees and security agreements; and
 - (g) the Convertible Debentures.
163. Several further factors demonstrate that the Petitioners' centre of main interest is Vancouver, British Columbia:
- (a) the Chairman of the Board of Elevation Gold is a Canadian national who resides in British Columbia;
 - (b) all of the chief executive officers of Elevation Gold who preceded me in the position were Canadian residents, and prior to the COVID-19 pandemic, all worked out of the Vancouver corporate head office;
 - (c) the Annual General Meeting for Elevation Gold is held in Vancouver, British Columbia;
 - (d) the Petitioners' books and records are maintained in Elevation Gold's Vancouver office;
 - (e) the Petitioners' securities lawyer, Morgan Hay of Maxis Law, practices in Vancouver, BC and is a member of the Law Society of British Columbia;
 - (f) the Petitioners' external auditors are PricewaterhouseCoopers LLP of Canada, tax filings for all of the Petitioners are prepared and filed out of Canada, and all of the Petitioners' tax returns are addressed with the Vancouver office address;
 - (g) the Petitioners' principal bank is CIBC in Canada;

(h) the Convertible Debentures, which were issued by Elevation, are held in Canada, Switzerland, and Bermuda, and are governed by Canadian law, represent the Petitioners' second largest debt obligation; and

(i) INFOR, the Petitioners' financial advisor, is a Canadian firm.

164. Finally, and importantly, the contemplated sales process includes the opportunity to acquire the shares of Golden Vertex, which are an asset of Elevation Gold. I believe that Elevation Gold's tax losses and TSX-V listing are potentially valuable assets that may be attractive to prospective purchasers in the contemplated SISP. Further, a restructuring of the Petitioners' business may include a recapitalization of Elevation or a reorganization of its share structure. As Elevation Gold is subject to Canadian securities laws, a share sale, recapitalization or reorganization should be dealt with by a Canadian court.

VII. CONCLUSION

165. I swear this Affidavit in support of an initial application pursuant to the CCAA, and for any other proper purpose in connection with these restructuring proceedings.

SWORN BEFORE ME at the City of Vancouver,)
this ____ day of July 29, 2024.)



A Commissioner for Oaths / Notary Public in and)
for the Province of British Columbia)

William Clark



TIM SWENDSEID

Articled Student
1600 - 925 WEST GEORGIA ST.
VANCOUVER, B.C. V6C 3L2
(604) 685-3456

NO. VLC-S-S-[●]
VANCOUVER REGISTRY

**IN THE SUPREME COURT OF BRITISH
COLUMBIA**

IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED

AND

IN THE MATTER OF THE BUSINESS
CORPORATIONS ACT, S.B.C. 2002,
C. 57, AS AMENDED

AND

IN THE MATTER OF ELEVATION GOLD MINING
CORPORATION, ECLIPSE GOLD MINING
CORPORATION, ALCMENE MINING INC., GOLDEN
VERTEX CORP., GOLDEN VERTEX (IDAHO) CORP.,
and HERCULES GOLD USA, LLC

**1st AFFIDAVIT OF
TIM SWENDSEID**



Barristers & Solicitors
1600 Cathedral Place
925 West Georgia Street
Vancouver, British Columbia
V6C 3L2

Phone: (604) 631-9163 / (403) 218-7564
Attention: William L. Roberts / Alexis Teasdale / Angad Bedi

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THIS IS **EXHIBIT "A"** REFERRED TO IN
THE AFFIDAVIT OF TIM SWENDSEID
SWORN BEFORE ME THIS 29th DAY
OF JULY, 2024



A Commissioner for taking Affidavits for
British Columbia

ELEVATION GOLD MINING CORPORATION

ANNUAL INFORMATION FORM

FOR THE TRANSITION YEAR (SIX MONTHS) ENDED DECEMBER 31, 2020

Dated as at: November 12, 2021

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INTRODUCTION

In this Annual Information Form (“AIF”), the “Company” refers to Elevation Gold Mining Corporation and its subsidiaries (unless the context otherwise requires). The Company refers you to the public disclosure documents of the Company, which may be found on the System for Electronic Document Analysis and Retrieval (“SEDAR”) at www.sedar.com, for more complete information than may be contained in this AIF. Unless stated otherwise, the Common Share (as defined herein) numbers stated in this AIF give effect to the Consolidation (as defined herein) of the Common Shares on a six (6) for one (1) basis effective September 24, 2021, notwithstanding that such amounts may relate to a period preceding the Consolidation. The Common Shares began trading on a post-Consolidation basis on the TSX Venture Exchange on September 24, 2021 under the trading symbol “ELVT”.

DATE OF INFORMATION

Unless otherwise indicated, all information contained in this AIF of the Company is stated as at November 12, 2021.

FINANCIAL INFORMATION

The Company’s Canadian operations are carried out in Canadian dollars and its United States business activities are carried out through its subsidiaries and are conducted in United States dollars. The Company’s financial accounts are maintained in U.S. dollars. All dollar amounts herein are expressed in Canadian dollars unless otherwise indicated. “US\$” is used to indicate United States dollar values.

The high, low, average and closing exchange rates for Canadian dollars in terms of the United States dollars for each of the three years in the period ended December 31, and year to date, as quoted by the Bank of Canada, were as follows:

Exchange Rate Canadian dollars to United States dollars	YTD 2021 ⁽²⁾	2020	2019	2018
Closing	US\$0.7959	US\$0.7854	US\$0.7699	US\$0.7330
Average ⁽¹⁾	US\$0.8000	US\$0.7461	US\$0.7537	US\$0.7721
Low for period	US\$0.7778	US\$0.6898	US\$0.7353	US\$0.7330
High for period	US\$0.8306	US\$0.7863	US\$0.7699	US\$0.8138

(1) Calculated as an average of the daily rates for each period.

(2) January 1, 2021 to November 12, 2021.

The closing rate of exchange on November 12, 2021 as reported by the Bank of Canada for the conversion of Canadian dollars into United States dollars was \$1.00 equals US\$0.7959.

METRIC EQUIVALENTS

For ease of reference, the following factors for converting Imperial measurements into metric equivalents are provided:

To convert from Imperial	To metric	Multiply by
Acres	Hectares	0.404686
Feet	Meters	0.3048
Miles	Kilometers	1.609344
Tons	Tonnes	0.907185

QUALIFIED PERSON

The scientific and technical information contained in this AIF (other than the disclosure that is based on the Moss Mine Report and the Hercules Report) was prepared by or under the supervision of Dr. Warwick Board, P. Geo., who is a Qualified Person for the purposes of NI 43-101. Dr. Warwick Board is the Vice President of Exploration of the Company.

FORWARD-LOOKING STATEMENTS

Certain of the statements made and information contained herein may contain forward-looking information within the meaning of applicable Canadian and United States securities laws. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning future exploration, development and production plans at the Company's mineral properties, including development of the Moss Mine Project and the Hercules Project; permitting requirements and timelines; future financing plans; estimated relating to Moss Mine Project economics, including estimates of capital costs and estimates of operating costs; net present value and economic returns; life of mine plan; proposed production timelines; timing and possible outcome of Mineral Resource and Mineral Reserve outcomes; and future exploration and operating plans; design parameters. Forward-looking statements or information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as "plans", "expects", "potential", "is expected", "anticipated", "is targeted", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements or information are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements or information, including, without limitation, risks and uncertainties relating to: general business and economic conditions; risks related to the effects of COVID-19; changes in commodity prices; the supply and demand for, deliveries of, and the level and volatility of prices of gold and silver; changes in project parameters as development plans continue to be refined; the timing of the receipt and/or renewal of permits and other regulatory and governmental approvals for exploration or mining operations; costs of exploration or production, including labour and equipment costs; production and productivity levels; risks and uncertainties related to the ability to obtain or maintain necessary licenses, permits or surface rights; changes in credit market conditions and conditions in financial markets generally; the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; the availability of qualified employees and contractors; the impact of value of the U.S. and Canadian dollar, foreign exchange rates on costs and financial results; changes in engineering and construction timetables and capital costs; market competition; the accuracy of Mineral Reserve and Mineral Resource estimates (including, with respect to size, grade and recoverability) and the geological, operational and price assumptions on which these are based; development or mining results not being consistent with the Company's expectations; changes in taxation rates; actual ore mined and/or metal recoveries varying from Mineral Resource and Mineral Reserve estimates, estimates of grade, tonnage, dilution, mine plans and metallurgical and other characteristics; risks associated with the estimation of Mineral Resources and Mineral Reserves and the geology, grade and continuity of mineral deposits, including, but not limited to, models relating thereto; changes in environmental regulation; environmental compliance issues; other risks of the mining industry; and those factors discussed in the section entitled "*Risk Factors*" in this AIF. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or information. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company's annual filings that are available at www.sedar.com.

The Company provides no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation

to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

NOTE TO UNITED STATES READERS REGARDING DIFFERENCES IN UNITED STATES AND CANADIAN REPORTING PRACTICES

Information in this AIF concerning the properties and operations of the Company has been prepared in accordance with Canadian standards under applicable Canadian securities laws, which differ in material respects from the requirements of securities laws of the United States applicable to U.S. companies subject to the reporting and disclosure requirements of the United States Securities and Exchange Commission (the “SEC”). The terms “mineral resource”, “measured mineral resource”, “indicated mineral resource” and “inferred mineral resource” are Canadian mineral resource and reserve reporting terms as defined in accordance with NI 43-101 under guidelines set out in the Definition Standards for Mineral Resources and Mineral Reserves adopted by CIM on May 10, 2014 (the “CIM Standards”). The definitions of “proven mineral reserves” and “probable mineral reserves” under CIM Standards differ in certain respects from standards under the SEC’s Industry Guide 7. While the terms “mineral resource”, “measured mineral resource”, “indicated mineral resource” and “inferred mineral resource” are recognized and required by Canadian securities regulations, they are not recognized under Industry Guide 7. Under Industry Guide 7 standards, mineralization may not be classified as a “reserve” unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. Under Canadian rules, inferred mineral resources can only be used in economic studies as provided under CIM Standards. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases. Investors are cautioned not to assume that all or any part of an inferred mineral resource is economically or legally mineable. An “inferred mineral resource” is that part of a mineral resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade or quality continuity. An inferred mineral resource has a lower level of confidence than that applying to an indicated mineral resource and must not be converted to a mineral reserve. It is reasonably expected that the majority of inferred mineral resources could be upgraded to indicated mineral resources with continued exploration. Disclosure of contained ounces is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report resources as in place tonnage and grade without reference to unit measures.

The SEC has adopted amendments to its disclosure rules to modernize the mineral property disclosure requirements for issuers whose securities are registered with the SEC. These amendments became effective February 25, 2019 (the “SEC Modernization Rules”) and, in general, as at January 1, 2021, the SEC Modernization Rules replaced the historical property disclosure requirements for mining registrants that are included in SEC Industry Guide 7. The Company is not required to provide disclosure on its mineral properties under the SEC Modernization Rules. Under the SEC Modernization Rules, the definitions of “proven mineral reserves” and “probable mineral reserves” have been amended to be substantially similar to the corresponding CIM Standards and the SEC has added definitions to recognize “measured mineral resources”, “indicated mineral resources” and “inferred mineral resources” which are also substantially similar to the corresponding CIM Standards; however there are differences in the definitions and standards under the SEC Modernization Rules and the CIM Standards and therefore there is no assurance that the Company’s mineral reserve and mineral resource estimates under CIM Standards would be the same if the Company reported under the SEC Modernization Rules.

As such, certain information contained in this AIF concerning descriptions of mineralization and resources under Canadian standards may not be comparable to similar information made public by U.S. companies subject to reporting and disclosure requirements of the SEC.

GLOSSARY OF DEFINED TERMS

In this AIF, unless there is something in the subject matter inconsistent therewith, the following terms will have the respective meanings set out below, words importing the singular number will include the plural and vice versa and words importing any gender will include all genders.

“AIF”	means this annual information form.
“Arrangement Agreement”	means the arrangement agreement dated December 4, 2020 among Eclipse, the Company and Maverix, as amended on December 23, 2020, pursuant to which the Company completed the Eclipse Acquisition.
“Audit Committee”	means the audit committee of the Company.
“BCBCA”	means the <i>Business Corporations Act</i> (British Columbia).
“BLM”	means Bureau of Land Management.
“Board”	means the Company’s board of Directors.
“CIM”	means the Canadian Institute of Mining, Metallurgy and Petroleum Council.
“Common Shares”	means the common shares of the Company.
“Company”	means the Company and its subsidiaries, unless the context otherwise requires.
“Comstock Exploration”	means Comstock Exploration and Development LLC.
“COVID-19”	means coronavirus disease 2019, an infectious disease caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2).
“Eclipse”	means Eclipse Gold Mining Corporation, a corporation incorporated under the laws of the Province of British Columbia and a wholly-owned subsidiary of the Company.
“Eclipse Acquisition”	means the acquisition of Eclipse by the Company on February 12, 2021 pursuant to the Arrangement Agreement.
“Eclipse Shares”	means the common shares in the capital of Eclipse.
“Feasibility Study”	means a comprehensive technical and economic study of the selected development option for a mineral project that includes appropriately detailed assessments of applicable Modifying Factors together with any other relevant operational factors and detailed financial analysis that are necessary to demonstrate, at the time of reporting, that extraction is reasonably justified (economically mineable). The results of the study may reasonably serve as the basis for a final decision by a proponent or financial institution to proceed with, or finance, the development of the project. The confidence level of the study will be higher than that of a Pre-Feasibility Study.
“Golden Vertex”	means Golden Vertex Mining Corp., a wholly-owned subsidiary of the Company incorporated under the laws of the State of Arizona.
“Golden Vertex Idaho”	means Golden Vertex Idaho Corp., a wholly-owned subsidiary of the Company incorporated under the laws of the State of Idaho.
“Great Basin”	means Great Basin Resources Inc.
“Greenstone”	means Greenstone Resources II L.P.

“Hercules Gold”	means Hercules Gold USA LLC., a wholly-owned subsidiary of the Company incorporated under the laws of the State of Nevada.
“Hercules Project”	means the Hercules exploration property, located in Lyon County, Nevada.
“Hercules Report”	means the “ <i>Amended Technical Report for the Hercules Gold – Silver Project, Lyon County, Nevada, USA</i> ” prepared by the Hercules Report Authors, with an effective date of September 1, 2019 and a report date of January 20, 2020.
“Hercules Report Authors”	means Michael M. Gustin, C.P.G. and Michael S. Lindholm, C.P.G. of MDA, being the authors of the Hercules Report.
“Iconic”	means Iconic Minerals Ltd.
“Iconic Option Agreement”	means the option agreement dated August 9, 2019 among Eclipse, Hercules Gold, Great Basin and Iconic, as amended on February 12, 2021 pursuant to which the Company became a party to the agreement.
“IMC”	means Independent Mining Consultants, Inc.
“Maverix”	means Maverix Metals Inc.
“MDA”	means Mine Development Associates.
“Mineral Reserves”	<p>Mineral Reserve: The economically mineable part of a Measured and/or Indicated Mineral Resource. It includes diluting materials and allowances for losses, which may occur when the material is mined or extracted and is defined by studies at Pre-Feasibility or Feasibility level as appropriate that include application of Modifying Factors. Such studies demonstrate that, at the time of reporting, extraction could reasonably be justified. The reference point at which Mineral Reserves are defined, usually the point where the ore is delivered to the processing plant, must be stated. It is important that, in all situations where the reference point is different, such as for a saleable product, a clarifying statement is included to ensure that the reader is fully informed as to what is being reported. The public disclosure of a Mineral Reserve must be demonstrated by a Pre-Feasibility Study or Feasibility Study.</p> <p>Proven Mineral Reserve: The economically mineable part of a Measured Mineral Resource. A Proven Mineral Reserve implies a high degree of confidence in the Modifying Factors.</p> <p>Probable Mineral Reserve: The economically mineable part of an Indicated, and in some circumstances, a Measured Mineral Resource. The confidence in the Modifying Factors applying to a Probable Mineral Reserve is lower than that applying to a Proven Mineral Reserve.</p>
“Mineral Resources”	<p>Mineral Resource: A concentration or occurrence of solid material of economic interest in or on the Earth’s crust in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade or quality, continuity and other geological characteristics of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling.</p> <p>Measured Mineral Resource: That part of a Mineral Resource for which quantity, grade or quality, densities, shape, and physical characteristics are estimated with confidence sufficient to allow the application of Modifying Factors to support detailed mine planning and</p>

final evaluation of the economic viability of the deposit. Geological evidence is derived from detailed and reliable exploration, sampling and testing and is sufficient to confirm geological and grade or quality continuity between points of observation. A Measured Mineral Resource has a higher level of confidence than that applying to either an Indicated Mineral Resource or an Inferred Mineral Resource. It may be converted to a Proven Mineral Reserve or to a Probable Mineral Reserve.

Indicated Mineral Resource: That part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics are estimated with sufficient confidence to allow the application of Modifying Factors in sufficient detail to support mine planning and evaluation of the economic viability of the deposit. Geological evidence is derived from adequately detailed and reliable exploration, sampling and testing and is sufficient to assume geological and grade or quality continuity between points of observation. An Indicated Mineral Resource has a lower level of confidence than that applying to a Measured Mineral Resource and may only be converted to a Probable Mineral Reserve.

Inferred Mineral Resource: That part of a Mineral Resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade or quality continuity. An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.

“Modifying Factors”

means the considerations used to convert Mineral Resources to Mineral Reserves, which include, but are not restricted to, mining, processing, metallurgical, infrastructure, economic, marketing, legal, environmental, social and governmental factors.

“Moss Mine Project”

means the 100% owned Moss Mine Project located in Mohave County, Arizona.

“Moss Mine Report”

means the “*Technical Report on the Mineral Resource, Mineral Reserve, and Mine Plan for the Moss Mine*” prepared for the Company by the Moss Mine Report Authors with an effective date of July 1, 2021.

“Moss Mine Report Authors”

means Jacob R. Richey, PE of IMC; Robert G. Cuffney, CPG; Adam House, QP-MMSA, Director of Processing, Forte Dynamics, Inc.; and John Young, RM-SME, Principal, Great Basin Environmental Services, LLC, being the authors of the Moss Mine Report.

“NI 51-102”

National Instrument 51-102 – *Continuous Disclosure Obligations*.

“NSR”

means net smelter royalty.

“NI 43-101”

means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.

“NI 52-110”

means National Instrument 52-110 – *Audit Committees*.

“Options”

means the stock options issued pursuant to the Option Plan to purchase Common Shares.

“Option Plan”	means the stock option plan of the Company dated for reference November 7, 2011.
“Patriot Gold”	means Patriot Gold Corp.
“Patriot Gold Agreement”	means the agreement with Patriot Gold signed on March 7, 2011, whereby the Company was granted the right to earn a 70% interest in the Moss Mine Project under certain terms, and the subsequent agreement dated May 26, 2016, where the Company completed an agreement with Patriot Gold, whereby the Company purchased Patriot Gold’s remaining 30% interest in the Moss Gold/Silver Mine.
“Pre-Feasibility Study”	means a comprehensive study of a range of options for the technical and economic viability of a mineral project that has advanced to a stage where a preferred mining method, in the case of underground mining, or the pit configuration, in the case of an open pit, is established and an effective method of mineral processing is determined. It includes a financial analysis based on reasonable assumptions on the Modifying Factors and the evaluation of any other relevant factors which are sufficient for a Qualified Person, acting reasonably, to determine if all or part of the Mineral Resource may be converted to a Mineral Reserve at the time of reporting. A Pre-Feasibility Study is at a lower confidence level than a Feasibility Study.
“PwC”	means PricewaterhouseCoopers LLP, the Company’s auditor.
“Qualified Person”	as defined in NI 43-101 to mean an individual who: <ul style="list-style-type: none"> (a) is an engineer or geoscientist with a university degree, or equivalent accreditation, in an area of geoscience, or engineering, relating to mineral exploration or mining; (b) has at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these, that is relevant to his or her professional degree or area of practice; (c) has experience relevant to the subject matter of the mineral project and the technical report; (d) is in good standing with a professional association; and (e) in the case of a professional association in a foreign jurisdiction, has a membership designation that: (f) requires attainment of a position of responsibility in their profession that requires the exercise of independent judgment; and (g) requires: <ul style="list-style-type: none"> A. a favourable confidential peer evaluation of the individual’s character, professional judgement, experience, and ethical fitness; or B. a recommendation for membership by at least two peers, and demonstrated prominence or expertise in the field of mineral exploration or mining.
“RSUs”	means the restricted share units issued pursuant to the Share Unit Plan, which may be settled in cash, Common Shares or a combination thereof.
“SEDAR”	means System for Electronic Document Analysis and Retrieval.

“SEC”	means the United States Securities and Exchange Commission.
“Share Unit Plan”	means the share unit plan of the Company dated September 26, 2019 pursuant to which the Company may issue RSUs and deferred share units.
“Streaming Agreement”	means the silver purchase and sale agreement dated December 5, 2018 among the Company, Maverix and Golden Vertex.
“TSXV”	means the TSX Venture Exchange.
“United States” or “U.S.”	means the United States of America, its territories and possessions, any State of the United States and the District of Columbia.
“Warrants”	means Common Share purchase warrants issued by the Company to acquire Common Shares, including the Listed Warrants.
“Warrant Indenture”	means the warrant indenture dated as of February 12, 2021 between the Company and Computershare Trust Company of Canada, as warrant agent, providing for the issue of up to 22,559,500 Listed Warrants expiring on January 14, 2023.

GLOSSARY OF TECHNICAL TERMS

AA	atomic absorption spectrometry
ac	acres
Ag	silver
Au	gold
cm	centimeters
core	diamond core-drilling method
°	degrees
°C	degrees centigrade
DDH	diamond drill hole
E	east
°F	degrees Fahrenheit
ft	foot or feet
G&A	general and administrative
g/t	grams per tonne
gpm	grams per minute
GPS	Global Positioning System
ha	hectares
in.	inch or inches
kg	kilograms
km	kilometers
l or L	liter
lbs	pounds
LOM	life of mine
µm	micron
m	meters
Ma	million years old
mi	mile or miles
mm	millimeters
N	north
NSR	net smelter return
oz	ounce
ppm	parts per million
ppb	parts per billion
QA/QC	quality assurance and quality control
RC	reverse-circulation drilling method
ROM	run of mine
S	south
t	metric tonne or tonnes
ton	Imperial short ton
W	west

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company was incorporated under the *Business Corporations Act* (British Columbia) on June 7, 2007 under the name “Northern Vertex Capital Inc.”. On February 16, 2012, the Company changed its name from “Northern Vertex Capital Inc.” to “Northern Vertex Mining Corp.”. On September 24, 2021, the Company changed its name from “Northern Vertex Mining Corp.” to “Elevation Gold Mining Corporation” (the “**Name Change**”) and consolidated all of its issued and outstanding Common Shares on a six (6) for one (1) basis (the “**Consolidation**”).

The head office of the Company is located at Suite 1920 – 1188 West Georgia Street, Vancouver, British Columbia V6E 4A2. The registered office of the Company is located at Suite 910 – 800 West Pender Street, Vancouver, British Columbia V6C 2V6.

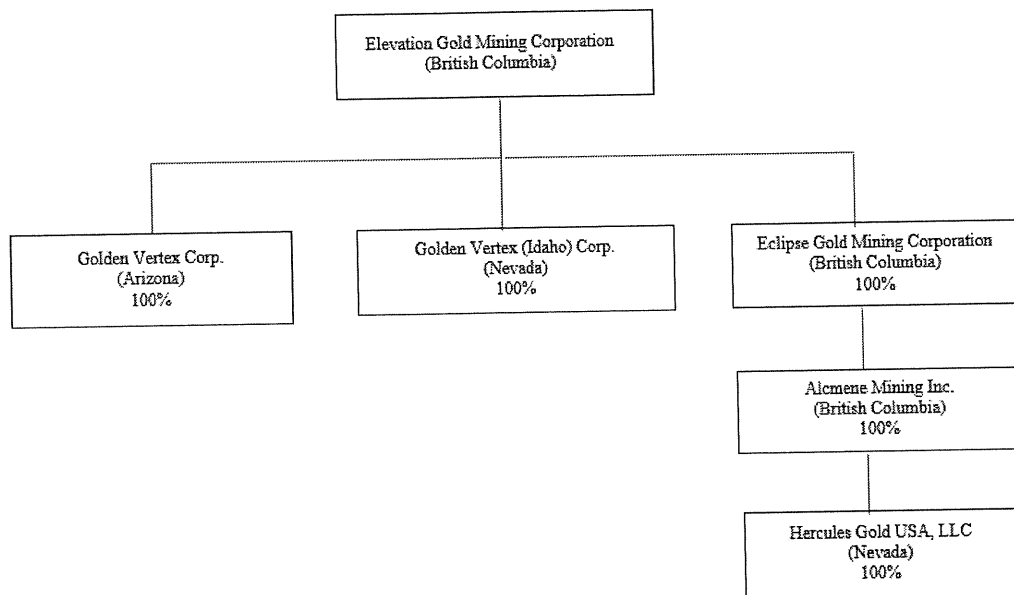
The Company is a reporting issuer in British Columbia, Alberta and Ontario and the Common Shares are listed on the TSXV under the trading symbol “ELVT” and on the OTCQX Best Market under the trading symbol “NHVCF”.

The Company amended its articles of incorporation (the “**Articles**”) effective June 9, 2021 in order to bring the Articles in line with the current provisions of the BCBCA and good corporate governance policies. The Company’s Articles were amended to, among other things:

1. permit certain alterations to the authorized share structure of the Company, including any required changes to the Company’s Articles and Notice of Articles, to be approved by resolution of the Directors or by ordinary resolution, rather than by special resolution of the shareholders of the Company;
2. fix the quorum necessary for the transaction of the business of Directors to a majority of the Directors of the Company (the former Articles allowed the Directors to set the quorum for a Directors’ meeting); and
3. permit the Company to send a notice, statement, report or other records to a person by making such record available for public electronic access in accordance with the procedures referred to as “notice-and-access” under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and NI 51-102, as applicable, of the Canadian Securities Administrators, or in accordance with any similar electronic delivery or access method permitted by applicable securities legislation.

Inter-corporate Relationships

The following diagram sets forth all of the subsidiaries of the Company, their jurisdictions of incorporation and the percentage of voting securities beneficially owned or controlled by the Company.



GENERAL DESCRIPTION OF THE BUSINESS

Three Year History

The following is a discussion of the general development of the Company's business over the financial years ended June 30, 2020 and 2019, the last transition financial year (six months) ended December 31, 2020 and the period subsequent to the financial year ended December 31, 2020. The discussion includes the major events or conditions that have influenced that development through the aforementioned periods.

Subsequent to Financial Year Ended December 31, 2020

OTCQX Best Market

On October 29, 2021, the Company announced that the Common Shares commenced trading on the OTCQX Best Market under the trading symbol "NHVCF".

Updated Mineral Reserve, Mineral Resource and Technical Report for the Moss Mine Project

On October 21, 2021, the Company announced an updated Mineral Reserve estimate, Mineral Resource estimate and Moss Mine Report for the Moss Mine Project. See "*Mineral Properties – Moss Mine Project*".

Name Change and Consolidation

On September 24, 2021, the Company effected the Name Change and the Consolidation on a six (6) for one (1) basis. The Common Shares commenced trading on a post-Consolidation basis on the TSXV under the current trading symbol "ELVT" and the Listed Warrants (as defined below) commenced trading under the current trading symbol "ELVT.WT". Following the Consolidation, the number of Listed Warrants was not altered; however, the exercise terms were adjusted such that, effective September 24, 2021, six (6) Listed Warrants are exercisable to acquire one Common Share (on a post-Consolidation basis) following the payment of an adjusted exercise price of \$4.80. See

“*Financing in Connection with the Eclipse Acquisition*” and “*Market for Securities – Trading Price and Volume – Listed Warrants*” for further details regarding the Listed Warrants.

Changes to the Board

Raymond Threlkeld was elected to the Board at the Company’s annual and special meeting of shareholders held on May 21, 2021. Kenneth Berry and James McDonald did not stand for re-election to the Board and ceased to be Directors of the Company as at May 21, 2021.

Change of Management

On February 26, 2021, the Company announced the appointment of Michael G. Allen as President effective February 25, 2021 following the resignation of Kenneth Berry as the Company’s President and Chief Executive Officer effective February 25, 2021.

Change in Financial Year End

On February 25, 2021, the Company changed the ending date of its financial year end from June 30th to December 31st, effective for the transition year end December 31, 2020.

Eclipse Acquisition

On February 12, 2021, the Company completed the Eclipse Acquisition pursuant to the terms of the Arrangement Agreement. As a result of the Eclipse Acquisition, all of the issued and outstanding Eclipse Shares were acquired by the Company and each holder of Eclipse Shares received 1.09 Common Shares (on a pre-Consolidation basis) in exchange for each Eclipse Share held (the “**Share Exchange Ratio**”). All outstanding stock options, restricted share units and warrants of Eclipse were exchanged for equivalent securities of the Company in such numbers and at such exercise prices as adjusted in accordance with the Exchange Ratio. See “*Market for Securities – Prior Sales*” for further information regarding the exchange of securities of Eclipse for securities of the Company. The Eclipse Shares were delisted from the TSXV on February 17, 2021, and Eclipse ceased to be a reporting issuer in the provinces of British Columbia, Alberta and Ontario on March 23, 2021.

In connection with the Eclipse Acquisition, Ivan Fairhall and Joseph Bardswich resigned as Directors of the Company, and the Company announced the following appointments to the Board and senior management team of the Company: Douglas Hurst as Chairman, Marcel De Groot as Director, Michael Allen as Executive Vice President of Corporate Development and Warwick Board as Vice President of Exploration.

Financing in Connection with Eclipse Acquisition

On January 14, 2021, Eclipse announced that it completed a brokered private placement (the “**Eclipse Subscription Receipt Offering**”) of an aggregate of 45,119,000 subscription receipts (the “**Eclipse Subscription Receipts**”) at a purchase price of \$0.50 per Eclipse Subscription Receipts for aggregate gross proceeds of \$22,559,500. Pursuant to the Arrangement Agreement, each Eclipse Subscription Receipt automatically converted into 1/1.09 of a unit of Eclipse (each whole unit, an “**Eclipse Unit**”). Each Eclipse Unit consisted of an Eclipse Share and one-half of an Eclipse common share purchase warrant (each whole warrant, an “**Eclipse Warrant**”). Each Eclipse Warrant and Eclipse Share were converted into 1.09 of a Warrant and into 1.09 of a Common Share (on a pre-Consolidation basis), respectively, pursuant to the Arrangement Agreement. The Warrants were issued pursuant to the terms of the Warrant Indenture and subsequently commenced trading on the TSXV on March 9, 2021 (the “**Listed Warrants**”). The Listed Warrants expire on January 14, 2023. See “*Name Change and Consolidation*”, “*Description of Capital Structure – Convertible Securities*” and “*Market for Securities – Trading Price and Volume – Listed Warrants*” for further details regarding the Listed Warrants.

Warrant Exercise by Maverix in Connection with the Eclipse Acquisition

On December 10, 2020 Maverix exercised Warrants to acquire 19,511,041 Common Shares (the “**Elevation Warrant Shares**”) at \$0.40 per Elevation Warrant Share (3,251,840 Common Shares at a price of \$2.40 on a post-Consolidation basis) for gross proceeds to the Company of \$7,804,416. Maverix sold the Elevation Warrant Shares to Eclipse for \$0.50 per Elevation Warrant Shares (\$3.00 on a post-Consolidation basis) for a total purchase price of \$9,755,520 pursuant to the Arrangement Agreement. The Elevation Warrant Shares were subsequently returned to the Company for cancellation.

Financial Year Ended December 31, 2020

Repayment of the Greenstone Debenture

On December 1, 2020, the Company repaid in full the principal amount of US\$8,500,000 of the Greenstone Debenture (as defined below), together with all accrued and unpaid interest payable thereunder. The Company and Greenstone entered into an agreement pursuant to which agreed not to exercise, and to waive in full, the Conversion Right (as defined below) in consideration for a cash payment of US\$2,000,000 from the Company to Greenstone.

Purchase and Sale Agreements

On November 24, 2020, Eclipse closed the acquisition from CP Holdings Corporation of a 100% interest in 83 unpatented lode mining claims situated internal and adjacent to the Hercules Project, which claims are subject to an NSR granted to CP Holdings Corporation that varies between 1.25% and 2.5% on the mining claims and is subject to certain buy-down rights. See “*Mineral Properties – Hercules Project – Project Description, Location and Access*”.

On October 21, 2020, Hercules Gold entered into an agreement with Nevada Select Royalty, Inc. to purchase a single unpatented mining claim located within the Hercules Project boundary and granted in connection therewith granted the seller a 2% NSR over the claim which is subject to certain buy-down rights. See “*Mineral Properties – Hercules Project – Project Description, Location and Access*”.

On October 16, 2020, Hercules Gold finalized the acquisition from Comstock Mining Inc. of a 100% interest in eight unpatented lode mining claims located adjacent to the Hercules Project and granted the seller a 2% NSR over the claims which is subject to certain buy-down rights. See “*Mineral Properties – Hercules Project – Project Description, Location and Access*”.

Change of Auditor

Effective October 30, 2020, the Company accepted the resignation of Meyers Norris Penny LLP (“**MNP**”), Chartered Professional Accountants, as the auditor of the Company and appointed PwC as the new auditor of the Company.

Extension of Convertible Debentures

On August 5, 2020, the Company announced the completion of the redemption of its subordinated unsecured convertible debentures that were expected to mature on May 31, 2021 (the “**2016 Debentures**”), and the issuance of new subordinated unsecured convertible debentures that are expected to mature on June 30, 2025 for a gross total of approximately \$6,710,000 (the “**Debentures**”). See “*Description of Capital Structure – Convertible Securities*” for further details.

Bought Deal Financing

On July 7, 2020, Eclipse announced that it closed a bought deal prospectus offering of 15,985,000 Eclipse Shares at a price of \$0.75 per Eclipse Share for aggregate proceeds of \$11,988,750.

Financial Year Ended June 30, 2020

Approval of an Expanded Mine Plan

On March 19, 2020, the Company announced the federal permitting approval for the Phase III expansion at the Moss Mine Project. The permit approval allowed the Company to expand its operations from its patented claims onto its surrounding unpatented claims on federal BLM managed public lands.

Comstock Exploration Agreement

On February 25, 2020, Hercules Gold entered into an agreement with Comstock Exploration to acquire two patented and five unpatented mineral claims and granted the seller a 2% NSR in respect of the claims with certain buy-down rights. See “*Mineral Properties – Hercules Project – Project Description, Location and Access*”.

New Officer of Eclipse Appointed

On February 18, 2020, Eclipse announced the appointment of Warwick Board as Vice President of Exploration of Eclipse.

New Chief Financial Officer Appointed

On February 11, 2020, the Company announced the appointment of David Splett as Chief Financial Officer and Corporate Secretary of the Company effective March 1, 2020 following the resignation of Christopher Park as Chief Financial Officer and Corporate Secretary of the Company effective February 28, 2020.

Filing of Final Prospectus and Trading on the TSXV

On February 6, 2020, Eclipse filed a final prospectus with the British Columbia Securities Commission qualifying the distribution of the Eclipse Shares issuable for no additional consideration upon deemed exercise of 15,500,232 subscription receipts of Eclipse issued on November 19, 2019 at a purchase price of \$0.35 per subscription receipt for aggregate gross proceeds of \$5,425,081. On February 18, 2020, Eclipse announced the commencement of trading of the Eclipse Shares on the TSXV under the trading symbol “EGLD”.

Acquisition of Additional Claims

On January 6, 2020, Eclipse entered into an agreement with Joseph Sawyer Sr. to acquire four additional claims contiguous to the Hercules Project and in connection therewith granted the seller a 2% NSR with certain buy-down rights in respect of the claims. See “*Mineral Properties – Hercules Project – Project Description, Location and Access*”.

Change of Directors

Ivan Fairhall was elected to the Board at the Company’s annual and special meeting of shareholders held on December 31, 2019. Mark Sawyer did not stand for re-election to the Board and ceased to be a Director as at December 31, 2019.

Consolidation of Greenstone Convertible Debentures

On October 11, 2019, the Company announced that it completed the consolidation and extension of the outstanding convertible debt owed to Greenstone (pursuant to a US\$3,000,000 convertible debenture dated January 16, 2018, a US\$3,000,000 convertible debenture dated March 7, 2018 and a US\$2,500,000 convertible debenture dated November 5, 2018) by the issuance to Greenstone of a new unsecured subordinated convertible debenture in the principal amount of US\$8,500,000 with a maturity date of December 1, 2020 (the “**Greenstone Debenture**”). Pursuant to the Greenstone Debenture, all or part of the principal amount was eligible to be converted into Common Shares at a price of \$0.30 per Common Share (\$1.80 on a post-Consolidation basis), at the sole election of Greenstone, until December

1, 2020 (the “**Conversion Right**”). See “*Three Year History – Repayment of the Greenstone Debenture*” for details regarding the repayment in full by the Company of the Greenstone Debenture and Greenstone’s agreement to not exercise, and to waive in full, the Conversion Right.

Iconic Option Agreement in respect of the Hercules Project

On August 9, 2019, Eclipse and Hercules Gold entered into the Iconic Option Agreement with Great Basin and Iconic. As a result of the Eclipse Acquisition, the Company, Great Basin, Iconic and Eclipse entered into an amending agreement dated February 12, 2021 in respect of the Iconic Option Agreement pursuant to which the Company became a party to the Iconic Option Agreement. In lieu of Eclipse issuing the remaining 3,000,000 Eclipse Shares to Iconic pursuant to the Iconic Option Agreement, the Company agreed to issue to Iconic an equivalent value of Common Shares, based on the Share Exchange Ratio, being an aggregate of 3,270,000 Common Shares in three equal distributions (545,000 Common Shares on a post-Consolidation basis). See “*Mineral Properties – Hercules Project – Project Description, Location and Access*”.

Financial Year ended June 30, 2019

Board Appointment

On January 24, 2019, the Company announced the appointment of Geoff Burns to the Board.

Re-Financing Consisting of the Streaming Agreement and a Private Placement Financing

On December 12, 2018, the Company announced that it completed a US\$28,000,000 refinancing consisting of a US\$20,000,000 upfront payment from Maverix (the “**Upfront Payment**”) pursuant to the Streaming Agreement and a concurrent private placement for gross proceeds of US\$8,000,000. An aggregate of 44,596,666 units were issued in connection with the private placement at a purchase price of \$0.24 per unit (7,432,777 units at a purchase price of \$1.44 per unit on a post-Consolidation basis), of which Greenstone acquired 25,085,625 units (4,180,937 units on a post-Consolidation basis) and Maverix acquired 19,511,041 units (3,251,840 units on a post-Consolidation basis). Each unit consisted of one Common Share and one transferable Warrant. Each Warrant entitled the holder thereof to acquire one Common Share at an exercise price of \$0.40 (\$2.40 on a post-Consolidation basis) until December 12, 2020. Maverix exercised its Warrants on December 10, 2020 to acquire the Eclipse Warrant Shares. See “*General Development of the Business – Three Year History – Warrant Exercise by Maverix in Connection with the Eclipse Acquisition*”.

A portion of the Upfront Payment and the proceeds of the concurrent private placement were used to repay outstanding indebtedness in the amount of US\$18,492,331.51 owing pursuant to a senior secured credit facility with Sprott Private Resource Lending (Collector), LP and certain indebtedness owing to Greenstone.

As consideration for the Upfront Payment, pursuant to the Streaming Agreement, Golden Vertex agreed to sell to Maverix 100% (subject to a future step down as set out below) of the payable silver production from the Moss Mine Project on or after October 1, 2018, at an ongoing payment price per ounce equal to 20% of the then-applicable silver spot price. After the purchase by Maverix of an aggregate of 3,500,000 ounces of silver, the amount of payable silver purchasable by Maverix under the Streaming Agreement would be reduced to 50% of production for the remaining life of mine. The Company and Golden Vertex’s obligations under the Streaming Agreement were secured against the outstanding securities of Golden Vertex and all of its assets.

Working Capital Facility

On November 5, 2018, the Company announced that it signed an unsecured working capital facility with Greenstone for up to US\$10,000,000. The terms of the Greenstone facility included an initial advance of US\$2,500,000, which the Company had drawn, and up to four further advances that could be made at the election of the Company by the earlier of May 5, 2019 and the date upon which the Company would receive the Upfront Payment. The Greenstone facility had a maturity date of October 3, 2019, at which time the principal amount was required to be repaid in full, subject to Greenstone having not elected to convert the principal amount outstanding. The interest rate of the

Greenstone facility was 12% per annum, payable quarterly in arrears in cash, and the conversion price of the initial advance was \$0.30 (\$1.80 on a post-Consolidation basis). See “*Three Year History – Consolidation of Greenstone Convertible Debentures*” and “*Three Year History – Repayment of the Greenstone Debenture*”.

Achievement of Commercial Production at the Moss Mine Project

On September 18, 2018, the Company declared commercial production at the Moss Mine Project.

DESCRIPTION OF THE BUSINESS

General

Summary

The Company is a Canadian mineral resource company actively engaged in the exploration, development and production of precious metals in the Walker Lane trend within the western United States. The Company’s primary operation is the Moss Mine Project located in Mohave County, Arizona which transitioned to commercial production on September 1, 2018, as well as the Hercules Project, an exploration property located in Lyon County, Nevada. See “*Mineral Properties – Moss Mine Project*” and “*Mineral Properties – Hercules Project*”.

The Company is a producer of gold and silver. The Company operates an open pit mine at the Moss Mine Project and extracts precious metals with a heap leach and Merrill Crowe circuit to produce gold and silver doré. For the six months ended December 31, 2020, a total of 24,207 ounces of gold and 215,062 ounces of silver were produced from the Moss Mine Project. For the financial year ended June 30, 2020, a total of 33,500 ounces of gold and 273,333 ounces of silver were produced from the Moss Mine Project.

During the six months ended December 31, 2020, the Company sold a total of 24,584 gold ounces at an average price of US\$1,892 per ounce, and 259,246 silver ounces at US\$24.94 per ounce for total revenue of US\$52,739,000. During the year ended June 30, 2020, the Company sold 33,222 ounces of gold at an average realized gold price of US\$1,563 per ounce for revenue of US\$51,920,000. During the year ended June 30, 2020, the Company sold 312,465 ounces of silver at an average realized silver price of US\$16.96 per ounce for revenue of US\$5,315,000.

Pursuant to the terms of the Streaming Agreement, in consideration for the Upfront Payment, the Company delivers 100% of payable silver produced from the Moss Mine Project to Maverix (to be reduced to 50% after 3,500,000 ounces have been delivered). As at December 31, 2020, 630,246 ounces of silver have been credited against the Streaming Agreement. The principal buyers of gold doré produced from the Moss Mine Project, once refined, are international bullion banks, traders and refiners themselves. However, there is a worldwide market for gold and silver into which the Company could sell and, as a result, the Company is not dependent on a particular purchaser with regard to the sale of gold, silver or other metals which it produces.

The COVID-19 pandemic has significantly impacted the global economy, disrupted global supply chains and created significant volatility in the financial markets. While the impact of the COVID-19 pandemic on the Company’s operational performance to-date has been minimized, future impacts depend on duration and severity and related restrictions. The Company has not incurred any disruptions in sales of gold; however, it has incurred additional costs in purchasing extra maintenance and operating supplies, as well as advancing preventative maintenance programs to ensure business continuity over an extended period. See “*Forward-Looking Statements*” and “*Risk Factors*”.

Specialized Skills and Knowledge

All aspects of the Company’s business require specialized skills and knowledge. Such skills and knowledge include the areas of geology, drilling, logistical planning, geophysics, metallurgy and mineral processing, implementation of exploration programs and accounting.

Management is composed of individuals who have extensive expertise in the mineral industry, including mine operation, mineral exploration, mineral processing and finance and are complemented by a strong board of Directors. See “*Directors and Executive Officers*”.

Competitive Conditions

The mining business is a competitive business. The Company competes with numerous companies and individuals that have resources significantly in excess of the resources of the Company in the search for: (i) attractive mineral properties; (ii) qualified service providers and labour; and (iii) equipment and suppliers. The ability of the Company to acquire and retain mineral properties in the future will depend on its ability to continue operations at the Moss Mine Project, to develop the Hercules Project and to obtain additional financing to fund further activities. The Company also competes with other mining companies for investment capital with which to fund such projects. There is no assurance that the price of metals recovered from any mineral deposit will be such that they can be mined at a profit.

Components

The raw materials and support services that the Company requires to carry on its business are available through normal supply or business contracting channels in North America. Increased demands by other mineral exploration, development and operating companies can make it more difficult to procure certain supplies and services.

Cycles

The mining business, and particularly precious metals production, is subject to metal price cycles. The marketability of minerals and mineral concentrates is also affected by worldwide economic cycles. Declining prices can, for example, impact operations by requiring a re-assessment of the feasibility of a particular project, and they can also impact the Company’s ability to raise capital. See “*Risk Factors*”.

Environmental Protection

The current and future operations of the Company, including exploration, acquisition and development activities, are subject to extensive laws and regulations governing environmental protection, employee health and safety, exploration, development, tenure, production, taxes, labour standards, occupational health, waste disposal, protection and remediation of environment, reclamation, mine safety, toxic substances and other matters. The Company’s operations are located in the United States and are subject to national and local laws and regulations. Compliance with such laws and regulations can increase the costs of, and potentially delay planning, designing, drilling and developing the Company’s properties. Currently, the Company has posted surety bonds (through an insurance underwriter) with the respective agencies of the jurisdictions in which it operates, as financial assurance for its future asset reclamation obligations for the Moss Mine Project in Arizona and the Hercules Project in Nevada. These financial assurances given are based on the cost estimates outlined in the most recent mine closure plans accepted by the appropriate agencies in the jurisdictions in which the Company operates. Details and quantification of the Company’s reclamation and remediation provisions as at December 31, 2020 are set out in the consolidated audited annual financial statements for the year ended December 31, 2020.

Employees

The Company has approximately 85 employees, including senior management. The Company has not experienced, and does not expect to experience, difficulty in attracting and retaining qualified personnel. However, no assurance can be given that a sufficient number of qualified employees can be retained by the Company when necessary. The mining industry is highly competitive in attracting and retaining technical expertise to develop and operate mineral properties. See “*Risk Factors – Key Personnel*”.

Foreign Operations

The Moss Mine Project is located in Arizona, and the Hercules Project is located in Nevada. The Company is dependent on its foreign operations through its three subsidiaries in the United States through which all United States operations are carried out.

Reorganizations

The Company completed the Eclipse Acquisition on February 12, 2021 pursuant to the Arrangement Agreement. See “*General Development of the Business – Three Year History – Eclipse Acquisition*”.

Social or Environmental Policies

The Company is committed to social and environmental responsibility in all of its exploration, development and mining activities. The focus of the Company community relations and environmental management efforts is to ensure smooth and uninterrupted operations at the Moss Mine Project and the Hercules Project by creating an overall positive impact on its neighbouring communities, complying with the country’s laws and regulations, adopting generally accepted international standards and best practices for environmental management, and protecting the health and safety of employees and local communities.

The Company has, and will continue to engage, experts in the United States on an as needed basis who specialize in social, environmental and economic development and whose responsibility is to ensure that the Company’s activities and investments in these areas are consistent with the needs and developmental priorities of local communities, as well as the legal requirements of national governments and regulatory agencies.

The Company, through Golden Vertex, has continued its active involvement in local community initiatives. It is the goal of the Company to be an integral and contributing member of the local Bullhead City area and to help enhance the social and economic capacity of the local communities. The Company’s main initiative is the educational enhancement programme and the creation of an Earth Sciences Centre at the local high school. This has been accentuated by the creation of a “pathway to a mining engineer” program with the University of Arizona. The Company also maintains continuous dialogue with the Bullhead City Council, the Mohave County Board of Supervisors, the Arizona Governor’s office, and with the office of the Arizona Congressman.

The Company is committed to reclamation of both historic mine disturbances and contemporary disturbances to ensure the elimination of physical hazards, the prevention of contamination to surrounding lands or to groundwater, remediation of topographic surfaces to achieve an aesthetically pleasing topography, and revegetation with native species.

Risk Factors

An investment in the Common Shares is highly speculative and subject to a number of risks. Additional risks that the Company is unaware of or that are currently believed to be immaterial may become important factors that affect the Company’s business. If any of the following risks occur, or if others occur, the Company’s business, operating results and financial condition could be adversely affected. Current and prospective securityholders of the Company should carefully consider these risk factors.

The Company’s principal business activity is the exploration, development and production of precious metals, and the Company is exposed to a number of operational, financial, regulatory and other risks and uncertainties that are typical in the natural resource industry and common to other companies of like size and stage of development. These risks may not be the only risks faced by the Company. Additional risks and uncertainties not presently known by the Company or which are presently considered immaterial could adversely impact the Company’s business, results of operation and financial performance in future years.

COVID-19

The global outbreak of COVID-19 has had a significant impact on the global economy, including that of the United States, where the Company operates, through restrictions put in place by the various levels of governments regarding travel, business operations and isolation orders to reduce the rate of spread of new infections. As the outbreak of COVID-19 risks are unknown at this time and may not be adequately responded to locally, nationally or internationally due to lack of preparedness to detect and respond to significant pandemic threats, there are potentially significant economic and social impacts caused by this infectious disease risk, including the inability of the Company's operating and exploration activities to continue as intended. The Company will monitor its ability to access refining operations run by third parties, who could be subject to any of their own operational restrictions. COVID-19 is expected to have a material impact on the market and could also impact the ability of the Company to obtain financial resources in the future. COVID-19 can cause disruptions to the Company's business and operational plans including: shortages of employees, unavailability of contractors and subcontractors, interruption of supplies from third parties upon which the Company relies, restrictions that governments impose to address the COVID-19 outbreak, and restrictions that the Company and its contractors and subcontractors impose to ensure the safety of employees and others. The Company will engage in discussions with local government and stakeholders to adjust to the dynamic conditions. At this time, it is not possible to reliably estimate the financial impact of the length or severity of COVID-19.

Volatility of Commodity Prices

The Company's profitability will be significantly affected by changes in the market prices of gold, silver and other minerals and metals. Precious metals prices are subject to volatile price movements, which can be material and occur over short periods of time and which are affected by numerous factors, all of which are beyond the Company's control. Such factors include, but are not limited to, interest and exchange rates, inflation or deflation, fluctuations in the value of the US dollar and foreign currencies, global and regional supply and demand, speculative trading, the costs of and levels of precious metals production and political and economic conditions. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems, the strength of and confidence in the US dollar (the currency in which the prices of precious metals are generally quoted) and political developments. The effect of these factors on the prices of precious metals, and therefore the economic viability of any of the Company's exploration or development projects, cannot be accurately determined. The prices of commodities have historically fluctuated widely, and future price declines could cause the development of and any commercial production from the Company's properties to be impracticable or uneconomical. As such, the Company may determine that it is not economically feasible to commence or continue commercial production at some or all of its properties, which could have a material adverse impact on the Company's financial performance and results of operations. In such a circumstance, the Company may also curtail or suspend some or all of its exploration, development or production activities.

Economic Conditions

Unfavourable economic conditions may negatively impact the Company's financial viability. Unfavourable economic conditions could also increase the Company's financing costs, decrease net income or increase net loss, limit access to capital markets and negatively impact the availability of credit facilities to the Company.

Financing Risks

There can be no assurance that cost overruns at the Moss Mine Project or at the Hercules Project will not occur and, if they do, that additional funding will be available for further production at the Company's properties. Although the Company has been successful in the past in obtaining financing through the sale of equity securities and the issuance of debt, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Unfavourable terms could result in material share dilution and/or cash flow reduction, while failure to obtain such additional financing could result in delay or indefinite postponement of the Company's operations.

Current global financial conditions for mining companies have been affected by the impacts of the COVID-19 pandemic. This may impact the ability of the Company to obtain equity or debt financing in the future on terms favourable to the Company, or at all. Additionally, other factors may cause decreases in asset values that are deemed

to be other than temporary, which may result in impairment losses. The Company's operations could be adversely impacted by decreased levels of commodity prices, and the trading price of the Common Shares may be adversely affected.

Estimates of Mineral Resources and Mineral Reserves

Although the mineral resource and mineral reserve estimates included in this AIF have been carefully prepared, reviewed and verified by independent mining experts, these amounts are estimates only and no assurance can be given that any particular level of recovery of gold or other minerals from resources will in fact be realized. Additionally, no assurance can be given that the anticipated tonnages and grades are achieved or that the indicated level of recovery is realized. Estimates of mineral resources and mineral reserves can also be affected by factors, including but not limited to, environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of ore ultimately mined may differ dramatically from that indicated by results of drilling, sampling and other similar examinations. Short term factors relating to mineral resources or reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of such operations. Material changes in mineral resources or reserves, grades, stripping ratios or recovery rates may affect the economic viability of projects. The quantity of mineral resources and mineral reserves may also vary depending on mineral prices. There can be no assurance that gold recoveries or other mineral recoveries in pilot plant tests can be duplicated during production. Mineral resources are reported as general indicators of mine life. The existence of mineral resources in respect of a project should not be interpreted as an assurance of mine life or of the profitability of current or future operations.

Exploration and Development

Exploration for and development of gold properties involves significant financial risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish mineral reserves by drilling, constructing mining and processing facilities at a site, developing metallurgical processes and extracting gold from ore. The Company cannot ensure that its exploration and development programs will result in profitable commercial mining operations.

The economic feasibility of a mine is based upon many factors, including the accuracy of mineral resource and mineral reserve estimates; metallurgical recoveries; capital and operating costs; government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting and environmental management and protection; and gold prices, which are highly volatile. Development projects are also subject to the successful completion of feasibility studies, issuance of necessary governmental permits and availability of adequate financing.

Permits

There is no assurance that delays will not occur in the renewal or amendment of permits held by the Company, and there is no assurance the Company will be able to obtain additional permits or amendments for permits for any possible future changes to operations, further development or production at its projects on its portfolio of properties, including, for example, additional permits or amendments associated with new legislation. There is also no assurance that there will not be delays in obtaining the environmental approval or permits necessary to develop any future projects. To the extent such approvals or consents are required and are delayed or not obtained, the Company may be curtailed or prohibited from continuing its operations or proceeding with any further development or production. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies, or more stringent implementation thereof, could have a material adverse effect on the Company and cause increases in exploration expenses, capital expenditures or require abandonment or delays in development and production at mining properties.

Share Price Volatility

The trading prices of the Common Shares have been and continue to be subject to material fluctuations and may increase or decrease in response to a number of events and factors. The world securities markets, including those in Canada, experience a high level of price and volume volatility, and the market price of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur.

Mining Accidents or Other Adverse Conditions

The Company's gold or silver production may fall below estimated levels as a result of mining accidents such as pit wall failures, fires or flooding, or as a result of other operational problems such as a failure within the crushing or conveying circuit, or failure within the plants, or the failure of, or inadequate capacity of, the Company's heap leach facilities. In addition, production may be reduced if, among other things, during the course of mining or processing, unfavourable weather conditions, ground conditions, high geomechanical stress areas or seismic activity are encountered, ore grades are lower than expected, the physical or metallurgical characteristics of the ore are less amenable than expected to mining or treatment, dilution increases, electrical power is interrupted or heap leach processing results in containment discharge. The occurrence of one or more of these events could adversely affect the Company's finances.

Environmental Regulations

The operations of the Company are and will continue to be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines or penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means stricter standards and enforcement and fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their Directors, officers and employees. The costs of compliance with changes in governmental regulations may reduce the profitability of operations or cause such operations to become infeasible to continue.

Climate Change

Governments are moving to introduce climate change legislation and treaties at the international, national, state/provincial and local levels. Regulations relating to emission levels (such as carbon taxes) and energy efficiency are becoming more stringent. In addition, the physical risks of climate change may also have an adverse effect on the Company's business. These physical risks include changes in rainfall rates, rising sea levels, reduced water availability, higher temperatures, increased snowpack and extreme weather events. Such events could materially disrupt the Company's business if they affect the Company's properties, impact local infrastructure or threaten the health and safety of the Company's employees and contractors, which could result in material economic harm to the Company. Stakeholders are seeking enhanced disclosure on the material risks, opportunities, financial impacts and governance processes related to climate change. Adverse publicity or climate-related litigation could have an adverse effect on the Company's reputation or financial condition.

Government Regulation

The Company's mineral exploration, development or production activities are and will continue to be subject to various laws governing prospecting, mining, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use and other matters. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration, development or production. The Company's operations are and will continue to be subject to government approvals, licences and permits. The granting and enforcement of the terms of such approvals, licences

and permits are, as a practical matter, subject to the discretion of the applicable governments or governmental officials. No assurance can be given that the Company will be successful in maintaining any or all of its various approvals, licences and permits in full force and effect without modification or revocation. To the extent such approvals, licenses or permits are required and not obtained, the Company may be curtailed or prohibited from continuing or proceeding with exploration or development of mineral properties. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws and regulations governing operations or more stringent implementation thereof could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or development costs or reductions in levels of production at producing properties, if any, or require abandonment or delays in development of new mining properties.

Lack of Available Resources

Mining exploration requires ready access to mining equipment, such as drills, and crews to operate that equipment. There can be no assurance that such resources will be available to the Company on a timely basis or at a reasonable cost. Failure to obtain these resources when needed may result in delays in the Company's exploration programs.

Management

The success of the Company is largely dependent on the performance of the Board and the Company's senior management. The loss of the services of these persons will have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its Board and management or other qualified personnel required to operate its business. Failure to do so could have material adverse effect on the Company and its prospects.

Key Personnel

The Company depends on a relatively small number of key employees, the loss of any of whom could have an adverse effect on its operations. Recruiting and retaining qualified personnel will be critical to the Company's success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited, and competition for such persons is intense. As the Company's business activity grows, it will require additional key financial, administrative, mining, marketing and public relations personnel as well as additional staff on the operations side. Although the Company believes that it can continue to attract and retain qualified personnel, there can be no assurance of such success.

Competition and Agreements with Other Parties

The mining business is competitive in all of its phases. The Company competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources than the Company possesses, in the search for and acquisition of attractive mineral properties. The ability of the Company to acquire and retain properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable properties or prospects for mineral exploration. There is no assurance that the Company will continue to be able to compete successfully with its competitors in acquiring and retaining such properties or prospects. The Company will also compete with mining companies for investment capital with which to fund such projects and for the recruitment and retention of qualified employees.

The Company may, in the future, be unable to meet its share of costs incurred under such agreements to which it is party, and it may have its interest in the properties subject to such agreements reduced as a result. Also, if other parties

to such agreements do not meet their share of such costs, the Company may not be able to finance the expenditures required to complete recommended programs.

Litigation Risks

All industries, including the mining industry, are subject to legal claims, with or without merit. The Company may become involved in legal disputes in the future. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, there can be no assurance that the solution of any particular legal proceeding will not have a material adverse effect on the Company's financial position or results of operations.

Conflicts of Interest

The Directors and officers of the Company may serve as Directors or officers of other public resource companies or have significant shareholdings in other public resource companies. Situations may arise in connection with potential acquisitions and investments where the other interests of these Directors and officers may conflict with the interests of the Company. From time to time, several companies may participate in the acquisition, exploration or development of natural resource properties, thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the Directors, after all material interests in any relevant companies are disclosed in accordance with applicable laws, will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

No Assurance of Titles

Although the Company has taken precautions to ensure that legal title to its property interests is properly recorded in the name of the Company or its subsidiaries where possible, there can be no assurance that such title will ultimately be maintained. The possibility exists that title to one or more of its properties, particularly title to undeveloped properties, might be defective because of errors or omissions in the chain of title, including defects in conveyances and defects in locating or maintaining such claims, or concessions. The ownership and validity of mining claims and concessions are often uncertain and may be contested. There is no assurance that the interests of the Company in any of its properties may not be challenged or impugned.

Debt and Liquidity

The Company's ability to make scheduled payments on any future debt will depend on its financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond its control. There is no guarantee that additional funding will be available for development of projects or to refinance other liabilities. There may be delays in obtaining, or there may be inability, to obtain consent of lenders, execute inter-creditor agreements or obtain required regulatory and exchange approvals. Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due, including, among others, debt repayments, interest payments and contractual commitments. If the Company's cash flows and capital resources are insufficient to fund any debt service obligations, the Company could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance the Company's indebtedness. The Company may not be able to affect any such alternative measures on commercially reasonable terms or at all and, even if successful, those alternatives may not allow the Company to meet any scheduled debt obligations.

Dilution and Future Sales of Securities of the Company

The exercise of any securities issued by the Company in the future that are convertible into or exchangeable for or carry the right or obligation to acquire equity securities of the Company and the issuance by the Company of additional equity securities in the future could result in dilution in the equity interests of the shareholders of the Company.

Life of Mine Plan

There can be no assurance that the estimates in the Company's life of mine plan set out in the Moss Mine Report will be consistent with future economic factors or actual results and performance. A decline in any future net cash flow may also require the Company to record an impairment charge against the carrying value of its net assets.

Insurance

Mining operations, including, exploration, development and production operations on mineral properties involve numerous risks, including, but not limited to, the risks described herein. It is not always possible to obtain insurance against all such risks, and the Company may decide not to insure against certain risks because of high premiums or other reasons. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. Although the Company maintains insurance to protect against certain risks in such amounts as it considers reasonable, its insurance will not cover all potential risks associated with its operations, and insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Should such liabilities arise, they could reduce or eliminate any further profitability and result in increasing costs and a decline in the value of the securities of the Company.

Corruption and Bribery Risk

The Company's operations are governed by, and involve interactions with, many levels of government in both Canada and the United States. Like most companies, the Company is required to comply with anti-corruption and anti-bribery laws, including the Corruption of Foreign Public Officials Act (Canada) and the Foreign Corrupt Practices Act (United States), as well as similar laws in the countries in which the Company may conduct its business. In recent years, there has been a general increase in both the frequency of enforcement and severity of penalties under such laws, resulting in greater scrutiny and punishment to companies convicted of violating anti-bribery laws. Furthermore, the Company may be found liable for violations by not only its employees, but also by its third-party agents. If the Company finds itself subject to an enforcement action or is found to be in violation of such laws, this may result in significant penalties, fines and/or sanctions imposed on the Company, resulting in a material adverse effect on the Company's results of its operations.

Taxation Considerations

The Company is also subject to regulation by the relevant tax authorities. Risk exists with respect to tax audits and potential changes in and interpretation of tax regulations by the responsible tax authorities. Possible areas of tax audit and interpretation may include the Company's judgments in respect of qualifying exploration expenses and common share financings.

Dependence on Information Technology Systems

The Company relies heavily on its information technology systems including its networks, equipment, hardware, software, telecommunications, other information technology (collectively, "IT systems") and the IT systems of third-party service providers, to operate its business as a whole. The Company's operations depend on the timely maintenance, upgrade and replacement of its IT systems, as well as pre-emptive efforts to mitigate cybersecurity risks and other IT system disruptions. IT systems are subject to an increasing threat of continually evolving cybersecurity risks from sources including computer viruses, cyber-attacks, natural disasters, power loss, defects in design, security breaches and other manipulation or improper use of the Company's systems and networks, resulting in, among other things, unauthorized access, disruption, damage or failure of the Company's IT systems (collectively, "IT

Disruptions”). Although to date the Company has not experienced any material losses relating to such IT Disruptions, there can be no assurance that it will not incur such losses in the future. The occurrence of one or more IT Disruptions could have effects, including: damage to the Company's equipment, including mining equipment; production downtimes; operational delays; destruction or corruption of data; increases in capital expenditures; loss of production or accidental discharge; expensive remediation efforts; distraction of management; damage to the Company's reputation; or events of noncompliance which could lead to regulatory fines or penalties or ransom payments. Any of the foregoing could have a material adverse effect on the Company's results of operations and financial performance.

Accounting Policies and Internal Controls

The Company prepares its financial reports in accordance with International Financial Reporting Standards. In preparation of financial reports, management may need to rely upon assumptions, make estimates or use their best judgment in determining the financial condition of the Company. Significant accounting policies are described in more detail in the Company's audited financial statements. In order to have a reasonable level of assurance that financial transactions are properly authorized, assets are safeguarded against unauthorized or improper use and transactions are properly recorded and reported, the Company has implemented and continues to analyze its internal control systems for financial reporting. Although the Company believes its financial reporting and financial statements are prepared with reasonable safeguards to ensure reliability, the Company cannot provide absolute assurance.

Moss Mine Project

The Company holds a 100% interest in the Moss Mine Project, which hosts the Moss and Ruth Veins, in addition to multiple other gold-bearing veins. Even though the Company has established mining operations, various factors, including costs, actual mineralization, consistency and reliability of ore grades, processing rates and commodity prices, affect cash flow and profitability, and there can be no assurance that current or future estimates of these factors will reflect actual results and performance. The cost and availability of suitable machinery, supplies, mining and mill equipment and skilled labour, the existence of competent operational management and prudent financial administration, as well as the availability and reliability of appropriately skilled and experienced consultants can also affect successful project operations.

Nature of Mining

The activities of the Company may be subject to prolonged disruptions due to weather hazards depending on the location of operations in which the Company has interests, including floods, earthquakes, tornadoes and other environmental occurrences. Hazards, such as unusual or unexpected geological operating conditions, formations, pressures, ground or slope failures, fires, flooding or other conditions may be encountered in the drilling and removal of material. Risks also include political and social instability that could result in damage to or destruction of mineral properties or producing facilities, personal injury or death, environmental damage, delays in mining caused by industrial accidents or labour disputes or changes in regulatory environment, monetary losses and possible legal liability.

Additionally, whether a mineral deposit is commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as its size and grade, proximity to infrastructure, financing costs and governmental regulations, including regulations relating to prices and which production may be sold, taxes, royalties, infrastructure, land use, importing and exporting and environmental protection. The effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Streaming Agreement

The obligations of the Company and Golden Vertex under the Streaming Agreement are secured against the assets of Golden Vertex. Any failure to meet any of the payment obligations under the Streaming Agreement, or otherwise adhere to the covenants therein or fulfill the other obligations thereunder, may, subject to the notice and cure provisions of the Streaming Agreement and mediation among the parties, trigger an event of default and an enforcement of

Maverix's rights under the Streaming Agreement, leading to possible foreclosure or bankruptcy proceedings against Golden Vertex, which could result in the loss of all value of the Company's securities.

Limited Operating History and Going Concern

While the Company has commenced production, the Company has a limited history of earnings and there can be no assurance of the profitability of future operations of the Company. There can be no assurance that the underlying assumed levels of expenses will prove to be accurate. There can be no assurance that significant additional losses will not occur in the near future. The Company's operating expenses and capital expenditures may increase in subsequent years as the costs increase for the consultants, personnel and equipment associated with advancing exploration, development and production. The amount and timing of expenditures will depend on the progress of ongoing exploration, development and production, the results of consultants' analysis and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners, the Company's acquisition of additional properties and other factors, many of which are beyond the Company's control.

Replacement of Depleted Reserves

As mining operations have been established at the Moss Mine Project, the Company's mineral reserves must be replaced to maintain production levels over the long term. Mineral reserves can be replaced by expanding known ore bodies, locating new deposits or making acquisitions. Exploration is highly speculative in nature. Exploration projects involve many risks and are frequently unsuccessful. Once a site with mineralization is discovered, it may take several years from the initial phases of drilling until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable reserves and to construct mining and processing facilities. As a result, there is no assurance that current or future exploration programs will be successful. Depletion of mineral reserves may not be offset by discoveries or acquisitions and divestitures of assets could lead to a lower reserve base. Mineral reserves estimated in accordance with NI 43-101 may also decrease due to economic factors, such as the use of a lower metal price assumption.

Iconic Option Agreement

The Company's right to exercise its option over the claims subject to the Iconic Option Agreement will be dependent upon its compliance with the terms of the agreement. See "*Mineral Properties – Hercules Project – Project Description, Location and Access*". There can be no assurance that the Company will be able to comply with the provisions of the Iconic Option Agreement. If the Company is unable to fulfil the requirements of the Iconic Option Agreement, it is likely that it would be considered in default of such agreement and the agreement could be terminated resulting in the loss of all rights to the claims under the Iconic Option Agreement and the loss of all option payments made and expenditures incurred pursuant to the option to the date of termination of the Iconic Option Agreement. Additional funding will be required to fund the work expenditure commitments on the Hercules Project. There is no assurance that such funds will be available. Failure to obtain adequate financing on a timely basis could result in the loss of the Company's right to exercise the option pursuant to the terms of the Iconic Option Agreement.

Currency Fluctuation

The Company raises funds in both Canadian and US dollars and generally operates in United States dollars, which makes it subject to currency fluctuations. Such fluctuations may materially affect the Company's financial position and results.

MINERAL PROPERTIES

Moss Mine Project

The technical information below relating to the Moss Mine Project is derived from the Moss Mine Report. The following summary does not purport to be a complete summary of the Moss Mine Project and is subject to all the assumptions, qualifications and procedures set out in the Moss Mine Report and is qualified in its entirety with reference to the full text of the Moss Mine Report. Readers should read this summary and update in conjunction with

the Moss Mine Report, a copy of which is on SEDAR under Elevation Gold Mining Corporation. A copy is also provided on the Company's website under Projects, Moss Gold Mine, NW, Arizona, U.S.A.

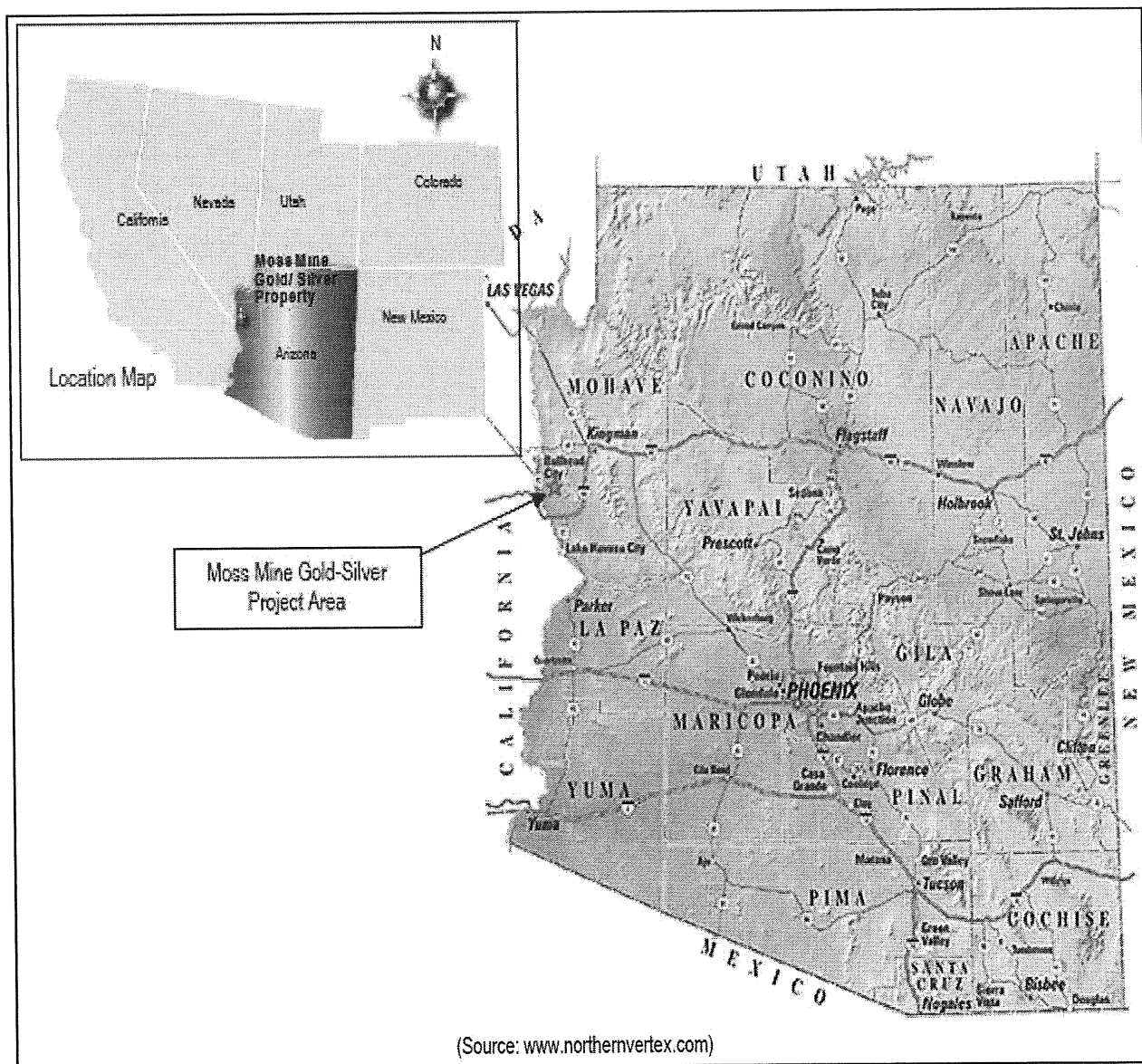
Property Description, Location and Access

Location and Access

The general location of the Moss Mine Project is shown in Figure 1. The Moss Mine Project is located at latitude 35°5'49" North and longitude 114°26'43" West, which is about 10 miles east from Bullhead City, Arizona, along Silver Creek Road. Bullhead City, Arizona is about 90 miles southeast from Las Vegas, Nevada. Access to the Moss Mine Project is provided by various state and county roads, including State Highway 68 from Bullhead City and Kingman; Silver Creek Road (County Route 10) from Bullhead City; Boundary Cone Road (County Route 153) from Fort Mohave; and Route 66 from Golden Shores, Oatman and Kingman.

Throughout the Moss Mine Project, there are numerous ATV trails used by recreationists and hunters which also provide access for exploration purposes. Access from Silver Creek Road to the actual Moss Mine Project operations is via the Moss Mine Access Road, (BLM Route 7717). The BLM has granted right of way permits and leases expiring on December 31, 2047, allowing Golden Vertex to reconstruct the road onto adjacent BLM land to meet the American Association of State Highway and Transportation Officials Tier IV standards and to construct and operate the 24.9/14.4 kilovolts power line to the Moss Mine Project.

Figure 1 General Location Map of the Moss Mine Project



Mineral Tenure and Ownership

The Moss Mine Project is 100% owned by Golden Vertex, subject to the royalties set out below. The initial ownership in the Moss Mine Project was acquired by Golden Vertex through an option agreement with Patriot Gold to acquire a 70% interest in 2011 and a subsequent purchase agreement with Patriot Gold in 2016 to acquire a full 100% interest in the Moss Mine Project, subject to a royalty agreement.

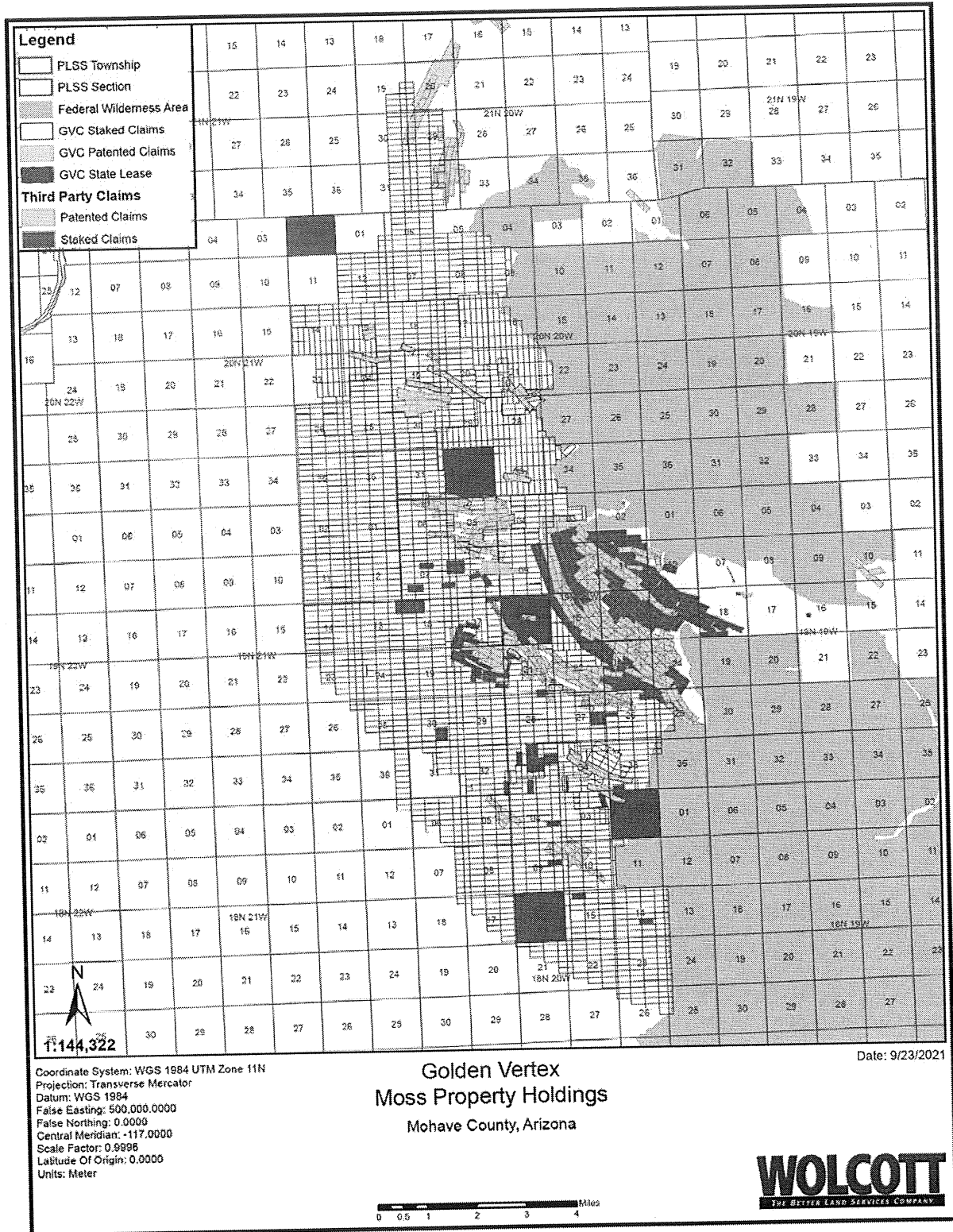
The Moss Mine Project area comprises approximately 41,760 ac and consists of:

- 254.1 ac in 15 contiguous patented claims (Moss) owned by Golden Vertex;
- 117.4 ac in 7 contiguous patented claims (Ivanhoe) owned by Golden Vertex as fee simple property;

- 109.4 ac in 10 contiguous patented claims (McCullough) owned by Golden Vertex as fee simple property;
- approximately 40,212 ac in 2,087 unpatented lode claims; and
- two Arizona State exploration leases: 08-119642 covering an area of 529.7 ac and 8-119834, covering an area of 537.8 ac.

Figure 2 provides a map of Golden Vertex's land position.

Figure 2 Land Position of Golden Vertex



Applications for three additional Arizona State Land Department exploration permits were made and accepted on August 25, 2021. The applications are in the process of being formalized into exploration leases and are also shown in Figure 2. In 2021, Golden Vertex initiated an extensive claim staking project that nearly tripled the Golden Vertex land position in the Oatman Mining District. An additional 1,549 claims were staked and filed with the BLM, bringing the total mineral rights area up to approximately 41,760 acres.

Royalties

The combination of all previous landowner agreements within the Moss Mine Project equates to a net smelter return value of between 4% and 8.5% for properties within a radius of approximately two miles of the Moss Mine Project. The royalties applicable to the claims containing the Mineral Resource range from 4% to 7.5% of net smelter return value. The Streaming Agreement applies to silver produced from the Moss Mine Project.

MinQuest, Inc.

MinQuest Inc. assembled the patented Moss Mine claims and staked an additional 63 unpatented lode claims. This land package was transferred to Patriot Gold in 2011 for payments and a royalty. In March 2018, Golden Vertex was notified by MinQuest Inc. that this royalty was transferred to Great Basin Royalty LLC. In mid-September 2020, Golden Vertex was notified that Great Basin Royalty LLC had transferred the royalty to Valkyrie Royalty Inc. On September 28, 2020, Nomad Royalty Company announced that it had purchased all the outstanding shares of Valkyrie Royalty Inc. and would receive:

- a 3% NSR in respect of any and all production from the 63 unpatented lode claims and on public lands within one mile of the outer perimeter of the then present (2010) claim boundary;
- a 1% NSR on any and all production from the seven patented lode claims to which no other royalties apply; and
- an over-riding 0.5% NSR on any and all production from those patented lode claims with other royalty interests (limited to the California Moss Lot 37 [Greenwood] lode claim, under the terms of the Greenwood Agreement (as defined herein)).

Greenwood Agreement

The California Moss Lot 37 (Greenwood) claim is subject to a purchase agreement dated March 2004 (the “**Greenwood Agreement**”) among Patriot Gold and various other parties. The purchase price of US\$150,000 was paid by Patriot Gold, in addition to which a 3% NSR is payable to the original owners, on gold and silver produced from the claim. In addition, and as defined above, a 0.5% NSR is payable to MinQuest Inc. (now to Nomad Royalty Company) in respect of the California Moss Lot 37 (Greenwood) claim and all other patented claims in which the original vendors have a royalty interest.

BHL Finder’s Agreement

Pursuant to a finder’s agreement (the “**BHL Agreement**”) between the Company and BHL LLC, the Company paid a finder’s fee to BHL LLC in respect of certain data, information and consulting services provided to the Company by BHL LLC concerning the business opportunity and the mineral prospect known as the Moss Mine Project. An initial payment of US\$15,000.00 (equal to 3% of the initial payment under the Patriot Gold Agreement) was made to BHL LLC. Subsequent payments equal to 3% of all exploration and drilling work expenditures incurred by the Company until the start of commercial production, as defined in the Patriot Gold Agreement have been made as quarterly installments, as required by the BHL Agreement, and as further agreed to by both parties. On commercial production from the Moss Mine Project, as described in the Patriot Gold Agreement, the Company initiated royalty payments to BHL LLC. The boundaries of the lands subject to BHL LLC royalty are the same as the Minquest Inc.’s

boundaries. Payments are made on or before 30 days after the end of each calendar quarter, an amount for each troy ounce of gold and silver produced, according to the following schedule:

- for a quarterly average gold price of less than US\$700 per troy ounce, US\$5.00 per troy ounce of gold produced;
- for a quarterly average gold price equal or greater than US\$700 per troy ounce but less than US\$1,000 per troy ounce, US\$10.00 per troy ounce of gold produced;
- for a quarterly average gold price of greater than US\$1,000 per troy ounce, US\$15.00 per troy ounce of gold produced;
- for a quarterly average silver price of less than US\$15.00 per troy ounce, US\$0.10 per troy ounce of silver produced;
- for a quarterly average silver price equal or greater than US\$15.00 per troy ounce but less than US\$25.00 per troy ounce, US\$0.20 per troy ounce of silver produced; and
- for a quarterly average silver price of greater than US\$25.00 per troy ounce, US\$0.35 per troy ounce of silver produced.

The total amount of the payable fee is capped at US\$21 million.

La Cuesta International, Inc.

The Company will pay La Cuesta International, Inc. ("LCI") a 1.5% NSR on any gold or silver production from the area covered by the Silver Creek claims, plus an additional 0.5% NSR on any third-party claims within the area of influence, which includes the Arizona State exploration lease (08-119642) and the patented claims within the boundaries of the Silver Creek claims. Quarterly advance royalty payments have been made to LCI and are deductible from future royalty payments.

Patriot Gold Corp.

In accordance with the terms of the agreement with Patriot Gold entered into by the Company in 2016, the Company will pay a 3.0% NSR on all gold and silver production from the patented and unpatented claims covered by the agreement with Patriot Gold entered into by the Company in 2011.

The Streaming Agreement

In consideration for the Upfront Payment, the Company and Golden Vertex entered into the Streaming Agreement in 2018 with Maverix, pursuant to which Golden Vertex agreed to sell to Maverix 100% (subject to a future step down) of the payable silver production from the Moss Mine Project on or after October 1, 2018, at an ongoing payment price per ounce equal to 20% of the then-applicable silver spot price. Payable silver, in respect of each delivery of concentrate to an offtaker, is the number of silver ounces equal to the greater of: (1) the silver ounces in such delivery, multiplied by 98%; and (2) the gold ounces in such delivery, multiplied by 98%, multiplied by 8.5 for deliveries until December 31, 2027, and multiplied by 6 for deliveries thereafter. After the purchase by Maverix of an aggregate of 3,500,000 ounces of silver, the amount of payable silver purchasable by Maverix under such agreement will be reduced to 50% of production for the remaining life of mine.

Surface Rights

The Moss Mine Project is currently an active mine that is fully permitted and maintains surface rights necessary to operate. Although the mine began production using diesel-powered generators, the mine recently installed line power from Mohave Electric Co-operative (the local power utility) that became operational as of mid-September 2020.

History

Discovery and Early Mining (1863 to 1935)

The Moss Mine Project was discovered in 1863 by John Moss (1839-1880). At the time, it was reported to be the first major gold discovery in Mohave County. The larger San Francisco Mining District of Mohave County was established in 1864 (Malach, 1977). John Moss's name appeared on the first recorded mining claim called the Moss Lode, under the ownership of the San Francisco Gold and Silver Company. The available records show that Mr. Moss sold the Moss Lode to Dahrean Black and that it was later sold to the Gold Giant Mining and Milling Company of Los Angeles. The area around the glory hole was explored by numerous holes and tunnels, but no other substantial quantities of gold are reported to have been found. Ransome (USGS Bulletin 743 – Preliminary Report 1923) stated that US\$240,000 worth of gold (approximately 12,000 ounces) was recovered by Mr. Moss. Following its abandonment in 1866, there was little mining activity in the district until the discovery of the regionally famous Gold Road Vein in 1901. In 1906, the Tip Top and Ben Harrison mineralized shoots were discovered. In 1915 and 1916 the Big Jim, Aztec and United Eastern mineralized bodies were discovered on the Tom Reed Vein. In 1933, an increase in the gold price from US\$20 to US\$35 per ounce resulted in a brief flurry of activity, but all the local mines were closed by 1942.

Historical underground mine plans of the Moss Mine in the Company's database are dated May 10, 1915 by Gold Road Mines Co. of Gold Road, Arizona, and September 25, 1920 by the Moss Mines Co. of Gold Road, Arizona. These show the Allen Shaft and levels at 60 ft, 75 ft, 125 ft and 220 ft. The plans show that the Moss Mine was operating between 1915 and 1920.

The available records show that the Ruth Mine was accessed by a 60° degree incline shaft to drifts on the 100-ft, 200-ft and 300-ft levels. Activity appears to have continued through to mid-1935, by which time approximately 600 ft. of drifting is reported to have been completed.

Previous Exploration and Development (1982 to 2009)

Table 1 summarizes the work carried out on the Moss Mine Project by previous owners and operators, up to and including Patriot Gold's last exploration program in 2009. The comments contained in the following sub-sections apply.

Table 1 Summary of Exploration and Development Work Carried Out by Previous Owners and Operators on the Moss Mine Project (the 15 patented lode claims) to 2009

Company	Date	Work Completed	Comments
Moss Mine	1860 to 1920	Surface holes and underground mining	12,000 oz of gold reported to have been extracted
Ruth Mine	1900 to 1935	Underground mining	Approx. 24,400 t of mineralized material extracted
BF Minerals	1982	54 rotary air trac holes, four RC holes for a total of approximately 6,190 ft	Only assayed Moss Vein material.
Harrison Minerals	1987 to 1988 (exact dates unknown)	Rehabilitated Allen Shaft and deepened it to 300 ft	Constructed headframe in 1987, reportedly left broken mineralized material in stopes, 3,000 to 5,000 short tons trucked to Tyrol mill.
Billiton Minerals	1990	21 RC holes for a total of 6,925 ft	Preliminary analysis of gold and silver deportment, preliminary metallurgical tests.
Magma Copper Company	1991	21 RC holes for a total of 9,890 ft	Developed local geological maps. Metallurgical testwork carried out by McClelland Laboratories.
Reynolds Metals Explorations, Inc.	1991	11 holes for 4,865 ft, plus two RC holes 500 ft	Collar coordinates not available.
Golconda Resources	1993	19 RC holes for a total of 3,058 ft	
Addwest Minerals International Ltd.	1996 to 1997	30 RC holes for a total of 8,217 ft plus six diamond holes for a total of 1,667 ft	Developed a new geological model.
Patriot Gold	2004 to 2009	43 RC holes for a total of 11,807 ft plus 12 diamond holes for a total of 6,846 ft	Consolidated land position, carried out geological studies and surveys. Contracted Metcon Research to carry out metallurgical testwork.

Historic Production

Production details for the historical Moss Mine are limited. A total of some 12,000 oz of gold is estimated to have been produced prior to 1920, and in 1988 a total of between 3,000 and 5,000 tons were extracted and hauled to Tyro Mill in Mohave County.

The available records for Ruth mine suggest that prior to 1907, 'several hundred tons' of mineralized material had been extracted, for processing at Hardyville. During the Oatman boom the mine was extended and, according to Ross Barkley, mine superintendent in the 1930s, approximately 25,000 tons were mined on the 100 level. Mining ceased when a geological fault was encountered.

When the mine changed hands in 1935 shipments totaling 500 short tons at US\$9.45/ton were made in February, along with 900 tons at US\$13.00/ton in March and 1,200 tons at US\$14.00/ton in April. For the gold price prevailing at the time (US\$35/oz), the production records outlined suggest gold grades of between approximately 0.262 oz/ton and 0.408 oz/ton for the extracted material, hence selective high-grading along what were known as pay shoots (i.e. high-grade zones of mineralized material).

Operating Phases of the Moss Mine Project under the Company

Phase I Project Description

The Phase I pilot heap operations were carried out in 2013 and 2014 to test the metallurgical parameters for commercial operations. The Phase I facilities included an open pit, heap leach pad, barren and pregnant solution ponds, a carbon recovery plant, and ancillary facilities such as an onsite laboratory, onsite diesel power, a medical/safety office and a general office trailer.

During Phase I, some 193,000 tons of material was mined from the Phase I open pit using conventional drill and blast mining methods. Roughly 124,000 tons was crushed to minus ¼ inch (6 mm), agglomerated with cement, and placed on the heap leach pad with a radial stacker. The material was placed in one 33 ft lift.

The mining, crushing, agglomeration and stacking was carried out by a contractor using mobile equipment. The operation was overseen and managed by Golden Vertex personnel.

The heap leach stage of the operation was carried out from August 2013 to September 2014. During this period, a weak cyanide solution was applied to the top of the heap using drip irrigation. Solutions were recovered to a pregnant solution pond and then circulated through conventional carbon columns. The loaded pregnant carbon was then shipped offsite to a stripping facility to recover the precious metals. The stripped carbon was then returned to the Moss project site for re-use.

Approximately 4,150 ounces of gold were recovered during the pilot heap operations representing 82% recovery to doré bar.

Phase II Project Description

Phase II involved mining and processing material wholly contained within the patented claim boundaries, which could be accessed without trespass onto adjacent public lands administered by the BLM. The necessary permits and capital were obtained and Phase II commenced construction in late 2017 with eventual operation during 2018 that consisted of mining, crushing, agglomeration and stacking of ore onto a conventional heap leach pad. Commercial production was declared as of September 2018. Gold and silver recovery were achieved by a Merrill Crowe process to produce doré bars at the project site. The operation was designed for a five-year mine life based on a throughput of 5,000 tons per day.

Phase III and Current Project Description

Phase III extended operations onto the adjacent federal lands administered by the BLM. This third phase allowed the Company to take full advantage of the estimated Measured and Indicated Mineral Resources. The third phase necessitated an expanded waste rock facility to accommodate the additional waste rock as well as an expanded heap leach pad to treat the additional mineralized material.

BLM issued a Decision Record and Finding of No Significant Impact (FONSI) regarding Golden Vertex's Mine Plan of Operation on March 18, 2020 based on analysis provided in the Phase III Moss Mine Expansion and Exploration Project Environmental Assessment.

Since the start of Phase II, the Moss Mine Project has produced about 7,918,000 tons of ore and recovered 101,400 oz of gold and 753,700 oz of silver as of June 30, 2021.

Historic Mineral Resources and Mineral Reserves

Mineral Resources and Mineral Reserves have been stated previously for the Moss Mine Project. The most recent previous resource estimate was developed by David Thomas of Mine Technical Services and is provided in Table 2. The most recent previous reserve estimate was developed by Scott Britton of SAB Mining Consultants Ltd and is provided in Table 3.

Table 2 Historical Mineral Resource Estimate - Effective Date: December 31, 2019, not current. Gold Cutoff Grade: 0.006 ounce per ton. (This estimate is in imperial units)

Resource Class	Tons (1,000)	Au oz/t	Ag oz/t	Au oz	Ag oz
Measured	2,270	0.0232	0.2533	53,000	575,000
Indicated	18,290	0.0168	0.2126	307,000	3,888,000
Measured + Indicated	20,560	0.0175	0.2171	360,000	4,463,000
Inferred	11,960	0.0108	0.1149	129,000	1,375,000

- 1) The Qualified Person for the estimate is David Thomas, P. Geo.
- 2) The Mineral Resource estimate is constrained within an optimized LG (as defined below) shell with a maximum pit slope angle of 65°.
- 3) Optimization parameters consist of metal prices of US\$1,400/oz for gold and US\$18/oz for silver; metallurgical recoveries of 82% for gold and 65% for silver; total process and G&A costs of US\$7.73/t of ore mined.
- 4) Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
- 5) Numbers in the table have been rounded to reflect the accuracy of the estimate and may not sum due to rounding.

Table 3 Historical Mineral Reserve Estimate - Effective Date: May 2015, not current. (This estimate is in metric units)

Material	Category	ROM kT	Au g/t	Ag g/t	Cont. Au oz.	Cont. Ag oz.	AuEq g/t	Contained AuEq oz.
Primary Ore	Proven	4,208	0.948	9.99	128,260	1,351,550	1.064	143,950
	Probable	3,304	0.754	9.22	80,090	979,400	0.861	91,460
	Combined	7,512	0.863	9.65	208,350	2,330,950	0.975	235,410
Low Grade Ore	Proven	251	0.215	2.98	1,740	24,050	0.25	2,020
	Probable	210	0.216	3.55	1,460	23,970	0.257	1,740
	Combined	461	0.216	3.24	3,200	48,020	0.254	3,760
Stockpile	Proven	62	0.777	8.84	1,550	17,620	0.88	1,750
Total	Combined	8,035	0.825	9.28	213,100	2,396,590	0.933	240,920

- 1) The Mineral Reserve estimate is constrained within a pit-constrained LG pit with maximum slope angles of 65°. Metal prices of US\$1,250/oz and US\$18.50/oz were used for gold and silver respectively. Metallurgical recoveries of 82% for gold and 65% for silver were applied.
- 2) A variable gold cut-off was estimated based on a mining cost of US\$2.75/t mined, and a total process and G&A operating cost of US\$6.48/t of ore mined. Primary ore is based on a cut-off of 0.25 g/t Au, and low grade ore is based on a cut-off of 0.2 g/t Au.
- 3) The gold equivalent ("AuEq") formulae, applied for purposes of estimating AuEq grades and ounces, are as follows:
 - Factor A (gold) = $1 / 31.10346 \times \text{metallurgical recovery (82\%)} \times \text{smelter recovery (99\%)} \times \text{refinery recovery (99\%)} \times \text{unit Au price (US\$1,250 / oz)}$
 - Factor B (silver) = $1 / 31.10346 \times \text{metallurgical recovery (65\%)} \times \text{smelter recovery (98\%)} \times \text{refinery recovery (99\%)} \times \text{unit Ag price (US\$18.50 / oz)}$
 - AuEq grade = Au grade + (Ag grade x [Factor B / Factor A])
 - AuEq ounces = (AuEq grade x material tonnes)/31.10346
- 4) All figures have been rounded to reflect accuracy and to comply with securities regulatory requirements. Summations within the tables may not agree due to rounding.
- 5) The Mineral Reserves were defined in accordance with CIM Definition Standards dated May 10, 2014.
- 6) The Measured and Indicated Resources are inclusive of those Mineral Resources modified to produce the Mineral Reserves.
- 7) Tonnages listed (ROM) are in millions of tonnes ("MT").

Geological Setting and Mineralization

Regional Setting

In a regional structural context, the Oatman district lies in the transition zone between the stable Colorado Plateau on the north and disrupted terrane of the highly extended basin and range on the south. Although the area is broken into north-south trending ranges and valleys typical of the basin and range, extension is minor.

The Oatman mining district lies within a large tertiary volcanic field, developed on a basement of Precambrian granitic and metasedimentary rocks. A batholithic body of trachytic magma invaded the volcanic field to the northwest of Oatman, culminating in massive pyroclastic eruptions of the Peach Springs tuff, resulting in collapse of the roof of the batholith and formation of the huge Silver Creek caldera at around 18.8 Ma. The Peach Springs tuff fills the caldera; its outflow ash-flow sheet extends for more than 100 miles from the caldera, covering more than 15,440 square miles across northwest Arizona and California. The main Oatman district lies just outside of the caldera rim, where mineralization is hosted in pre-caldera intermediate composition lava flows; whereas Moss lies inside the caldera and is hosted in intra-caldera tuffs and intrusions.

Calderas are often excellent loci of epithermal precious metals deposits due to the combination of deep-seated structures (concentric and radial fractures), permeable volcanic and volcanoclastic host rocks, intrusive activity, and abundant water for development of hydrothermal fluids. Examples include Round Mountain in Nevada, Silverton in Colorado, Goldfield in Nevada, and Creede in Colorado. The main Oatman mining district, lying immediately to the east-southeast of the Moss Mine Project, produced more than two million ounces of gold from northwest to west-northwest-trending epithermal quartz-calcite veins. Several mines contained bonanza grade ores shoots averaging more than 1 oz/t gold.

Host Rocks

The dominant host rock of the Moss deposit is the Moss porphyry, a polyphase monzonite to quartz monzonite porphyry, which intrudes the Peach Springs tuff. Typical Moss porphyry contains coarse grained (4 mm to 10 mm) plagioclase and biotite phenocrysts with lesser hornblende in a very fine-grained groundmass of quartz and feldspar. The Moss stock contains several phases, including equigranular quartz monzonite to monzodiorite, and more felsic phases. Within the Moss Mine Project area, the porphyry has undergone weak early propylitic and potassic alteration, characterized by potassic feldspar partially replacing plagioclase feldspar. Sparsely porphyritic feldspar porphyry and rhyolite porphyry to aplite dikes with quartz eyes crosscut the porphyry and the volcanic wall rocks and constitute minor host rocks. Late (post-mineral) micro-gabbro to basalt dikes cut all units along north-trending faults.

The easternmost portion of the project area and the western portions of the claims, west of the West Pit, are underlain by the Peach Springs tuff, (formerly the Alcyone Formation), consisting of volcanic tuffs, flows, and minor volcanoclastic sediments filling the caldera. In the project area, the Peach Springs tuff is a thick, highly variable unit composed dominantly of several welded trachytic ash-flow tuff sheets separated by coarse volcanoclastic sediments, debris flows, and volcanic breccias. Lithic-rich welded tuff is common. Locally, large foundered blocks of Precambrian granite, representing landslide deposits from the caldera walls, occur within the tuff. Welded tuffs within the Peach Springs tuff are competent units capable of hosting both persistent veins and stockworks.

The Times granite, a fine-to medium grained leucogranite, forms an irregular intrusion centered to the south of Silver Creek. Age relations between the Moss porphyry and the Times granite are uncertain; the two intrusions appear to intermingle in several places. The granite is a host rock at the West Oatman prospect.

Mineralization

Gold-silver mineralization in the West Oatman district occurs as high-level low-sulfidation epithermal veins and stockworks. The mineralization is very similar to that of the main Oatman mining district. The Moss Vein may

represent the western extension of the Gold Road vein on the north end of the Oatman district. Three main veins and their associated stockworks host the bulk of mineralization defined as at July 1, 2021 at the Moss Mine Project: 1) the Moss Vein and its extensions to the west and east of the resource area; 2) the Ruth Vein to the immediate south of the Moss Vein, and 3) the West Oatman Vein, lying about one mile to the south of the Moss Vein.

Moss Vein System

The Moss Vein system extends for 3.90 miles in a roughly east-west direction across the Moss/Silver Creek claim block. The vein has been divided into three sections for exploration and mining purposes:

1. the Main Moss Vein/resource area (Moss Open Pit, West Pit), comprising 1.2 miles of the Moss Vein on the patented mining claims;
2. the Eastern Extension, extending for 1.5 miles eastward from the east end of the open pit to the east end of the Silver Creek claims where the vein intersects the North-North-West-trending Mossback Vein; and
3. the Western Extension of the Moss Vein, extending for 1.20 miles from the west end of the West Pit to the Far West prospect., including the Cliffs of Mordor/Mordor Vein and the Mid-West target.

In the central part of resource area, within the Moss Open Pit, the Moss Vein strikes east-southeast (approximately 96° azimuth) and dips steeply (approximately 70°) to the south. The Ruth Vein and other small veins in the hanging wall of the Moss Vein are antithetic veins dipping to the north.

Geological mapping combined with review of the Moss Mine Project drill hole logs and assay database indicate the potential for exploitation of other mineralized veins and stockwork zones between the Moss and Ruth Veins.

West Extension of Moss Vein

The Moss Vein can be followed for 1.20 miles west of the West Pit, and is expressed on surface as quartz+/-calcite veining, stockwork veining, or silicification along trend of the vein.

Four mineralized areas within the West Extension are discussed separately: West Pit, Mordor, Mid-West Extension and Far West.

West Pit

The West Pit mineralization is part of the main Moss Vein/resource area.

Strong gold-silver mineralization follows the Moss Vein to the west across the Canyon fault, a major north-northwest linear. The structure of the Moss Vein crosses the Canyon fault apparently without change in orientation, and although it appears as if there is little displacement across the fault, potential movement along the fault is being tested with additional drilling. Movement along the Canyon fault may pre-date the Moss Vein; drill testing will confirm whether post-mineral movement is minor.

The West Pit, an expansion of the original Moss open pit for about 1,200 feet to the west, and the associated Gold Bridge and Gold Tower targets lie immediately west of the Canyon fault. The nature of the Moss Vein changes across the fault. Massive quartz-calcite veining typical of the Moss Vein is only locally developed. Replacement silicification cut by quartz-calcite veining is more common. Widespread strong silicification marks the footwall of the structure. Several thin north-dipping antithetic quartz veins, silicified zones, and zones of stockwork veining occur in the hanging wall of the Moss structure. The West Extension has been interpreted as being a zone of horse-tailing of the Moss Vein.

The stockwork associated with the West Pit/Gold Bridge/Gold Tower is wider and more extensive than that on the hanging wall of the main Moss Vein – up to 400 feet wide. Accordingly, gold-silver grade is lower than in the Moss Vein and associated stockworks in the Moss Open Pit.

Cliffs of Mordor/Mordor Vein

The rugged cliff terrain west of the topographic crest of the West Pit is informally named the Cliffs of Mordor. Stockwork and vein mineralization continues west of the pit, but has until recently been difficult to access and drill due to the rugged topography. Pioneering in the West Pit has created the opportunity for drilling from various flat benches within the pit as it develops. The host rock changes from the Moss porphyry to welded tuffs of the Peach Springs tuff west of the West Pit boundary. The tuffs are competent host rocks capable of propagating both veins and stockwork mineralization, as manifest in the presence of numerous veins in outcrop to the west of the current mine. A well-defined quartz-calcite vein, the Mordor vein, crops out along the base of the cliffs, just west of the leach pads. The vein strikes 260° and dips 50° to the north in outcrop and can be followed for about 400 feet along strike. Continuous-chip samples collected across the 5-foot-width of the vein ranged from 0.079 oz/ton to 0.286 oz/ton Au.

Mid-West Extension

To the west of the Cliffs of Mordor, about 1,800-2,300 feet west of the West Pit, the Moss Vein crops out as a rib of replacement silicification with minor white quartz veining for about 1,000 feet of strike length. Several prospect pits and one short adit are remnants of historic exploration of the vein.

Fairly low gold values have been obtained from rock-chip samples of the vein structure. Only five of 48 samples assaying greater than 0.02 oz/ton Au, with a maximum of 0.0575 oz/ton Au. Despite the weak expression of the Moss vein and the relatively low surface gold values. Drilling by Reynolds Metals in 1991 defined a broad area of thick low-grade gold, including a section of 370 feet assaying 0.0127 opt Au in hole WO 91-07. This drillhole intersected hanging wall stockwork veining above the Moss Vein but does not appear to have been drilled deep enough to intersect the Moss Vein. The Mid-West Extension is considered a primary target for future resource expansion.

Far West

The Far West extension of the Moss Vein comprises the westernmost exposures of the vein system. Following a gap of about 1,500 feet lacking surface expression of the Moss Vein, the structure reappears as a broad zone of stockwork veining with quartz-calcite+/-fluorite veins extending for about 2,000 feet along the steep south flank of a large hill (the Black Fin). Additional subvertical veining is present on the back side of this hill. Several small prospect pits and a long adit have been driven into the vein/stockwork. Lac Minerals drilled seven reverse-circulation holes in 1989, which intersected multiple thin zones of gold mineralization. It is possible that the Black Fin area is similar to the Cliffs of Mordor area, with extensive stockwork veining and silicification in the hanging wall to the Moss Vein; the silicification resulting in the development of significant topographic highs.

The Far West prospect is considered a good exploration target for long-term resource expansion. However, rugged topography and distance from current operations render it a somewhat lower priority target at this stage.

Morphology of Moss Vein

The Moss Vein strikes S84E and dips an average of 70° to the south. The pre-mining expression of the vein was a series of low west-northwest-trending hogbacks, with the vein footwall defining the north side of the ridges.

The Moss Vein is a fissure-filling vein, best described as a “breccia vein”. The vein is a primary hydrothermal breccia, as opposed to a brecciated vein produced by post-mineral faulting, although some post-vein brecciation does occur. The Moss Vein occupies a major fault zone that was periodically opened during episodic boiling events, which deposited quartz together with and/or alternating with calcite. Explosive breccias and boiling textures are common.

Some of the pulses also deposited gold and silver. The main vein varies with decreasing quartz-calcite matrix from nearly solid white vuggy quartz and/or calcite (usually quartz-calcite mixtures) with occasional colloform banding, through quartz-calcite vein with abundant floating clasts of wall rock (breccia vein), to brecciated wall rock veined and cemented by quartz-calcite stockworks. In places, the Moss Vein consists only of stockwork veining.

The hanging wall of the vein contains scattered thin quartz-calcite veins and breccia veins over a zone measuring several tens of feet up to 100 feet wide, creating thick zones of low-grade mineralization. Quartz-calcite veining in the hanging wall may occur either as thin planar veins (often quartz veins with calcite cores), irregular veins with sinuous borders, or highly irregular breccia infillings. Significant gold mineralization can occur in stockwork zones with only a few percent of visible quartz-calcite veinlets.

The vein and hanging wall stockwork zone pinch and swell both along strike and down dip, probably reflecting dilatant zones developed along subtle bends in the vein structure.

The footwall contact is normally a fairly sharp well-defined contact between vein and porphyry wall rock with few or no veinlets. The contact varies in nature from a sharp contact between intact fissure-filling vein and wall rock to a fault contact with brecciated vein juxtaposed against footwall Moss porphyry host rock. Locally, quartz-calcite stringers carrying low-grade precious metal values extend for 10 to 15 feet into the footwall wall rock. Mineralized footwall zones may be associated with dilational flexure zones. In contrast, the position of the upper contact of the hanging wall stockwork is a less well-defined contact, picked predominantly on the basis of gold assays as vein density in the hanging wall gradually decreases.

Locally, the Moss Vein has been subjected to later movement within and across the fault along which the vein developed. This movement has created locally brecciated portions of the vein, both at the footwall contact and internal to the vein. Late post-mineral calcite often cements these tectonic breccias. The Moss Vein displays a variety of styles, ranging from massive quartz-calcite veining with bladed calcite and small vugs, colloform banded quartz and quartz-calcite veining, breccia veining with wall rock clasts floating in quartz-calcite matrix, to stockworks veining cementing brecciated wallrock.

Ruth Vein

The Ruth Vein is an epithermal quartz-calcite vein, similar and subparallel to the Moss Vein, lying about 650 feet to the south of Moss in the central area and dipping about 60 degrees north toward the Moss vein. The Ruth Vein was a former producer and is credited with about 25,000 tons of ore mined between 1900 and 1935.

The vein crops out as a four to six-foot-wide solid quartz+/-calcite vein, extending from the shaft at the old mill site near the present mine office to two shafts lying about 600 feet to the east. The shafts serviced workings developed in a high-grade (approximately 0.35 oz/ton Au, 2.0 oz/ton Ag) ore shoot that raked about 45 degrees to the east. East of the shafts, there is no surface expression of the Ruth vein for about 500 feet along strike. On the east side of the wide north-trending felsic dike, the Ruth structure reappears and can be followed for another 350 feet to the east as a series of scattered ENE-aligned small prospect pits exposing 2-inch to 10-inch-thick north-dipping quartz veins (approximately 254/67; right-hand rule strike and dip).

West of the mill site, across the Canyon fault, the Ruth Vein can be followed for about 800 feet to the west-southwest as weak veining or stockworks exposed in a few prospect pits and roadcuts. The Ruth Vein has about 2,250 feet of exposed strike length.

The main productive area of the Ruth Vein strikes nearly east-west and dips north at 50-70 degrees (267/50-70). The east and west extensions have more northeasterly trends with an orientation of approximately 255/65. The change in orientation causes the Ruth Vein to diverge from the Moss Vein west of the Canyon fault and to converge towards the Moss Vein east of the eastern shafts.

There is no surface expression of the Ruth Vein beyond the last prospect pit 850 feet east of the eastern shafts. However, in the Eastern Extension area, off the patented claims, a similar north-dipping quartz/-calcite +/-fluorite vein, which is subparallel to the Moss Vein, crops out about 600 feet south of the Moss vein. Informally named the Generator vein, this vein may represent the eastern extension of the Ruth vein.

Although no petrographic studies have been conducted on Ruth Vein material, macroscopic study of outcrops, drill core, and drill chips suggest similarity to the Moss Vein. The Ruth Vein varies from a single four-to-six-foot-wide vein, through zones of one-to-six-inch-wide quartz+/-calcite veins intermixed with wall rock to stockworks of thin quartz+/-calcite veinlets. Overall, the Ruth Vein is smaller and less well developed than the Moss Vein. The Ruth Vein also exhibits less vugginess with finer vugs than are typical of the Moss Vein. No bladed calcite or colloform veining has been noted in drill core from the Ruth Vein, but only a small amount of core has been inspected as at July 1, 2021. Silver:gold ratios are similar to the Moss Vein, suggesting similar ore mineralogy.

Locally along the vein, mineralized stockwork zones with white quartz-calcite veinlets comprising 10% to 30% of the rock occur both above and below the main Ruth Vein.

Gold-Silver Mineralization

Vein Mineralogy

The mineralogy of the Moss Vein system as currently explored is simple and the ore is nearly void of all deleterious elements. Key elements of the ore are:

- Gangue consists of quartz and calcite with minor fluorite locally occurring as late-stage veins and vug fillings.
- Gold mineralization is predominantly in the form of very fine-grained native gold and silver-rich native gold grading to electrum (an alloy of gold and silver with Ag:Au greater than 1:5).
- Silver occurs as electrum and within the silver-rich gold. Minor native silver has also been identified. In addition, minor amounts of very fine grained, grey to black sulfides (dominantly acanthite) are present as disseminations and occasionally in very thin grey bands in unoxidized or weakly oxidized parts of the veins. The silver minerals bring the overall Ag:Au ratio of the deposit to approximately 8:1.
- Base metals (copper, lead, zinc) are very low, especially in the upper parts of the system, but show a slight increase with depth, consistent with low-sulfidation epithermal veins.
- No arsenic or antimony minerals occur.
- Mercury is negligible.

Mode of Gold/Silver Occurrence

Petrographic study by Hudson (2011) identified native gold and electrum and tentatively identified acanthite (Ag₂S). Larson (2013, 2015) positively identified acanthite as well as minor native silver and found that gold and electrum occur in the following modes, in order of abundance:

- Grains interstitial to quartz grains or in small vugs in quartz (most common)
- Grains on or within goethite, after oxidized pyrite (common)
- Grains encapsulated in pyrite (rare)

- Grains encapsulated in quartz or calcite (rare)

Larson (2015) reports, "Overall, quartz is the host for all of the metallics.... with this generalization that quartz is the dominant host, the most common site(s) for precipitation of gold or acanthite are in open spaces such as vugs and intergranular between quartz grains." Such occurrence lends to good leach recoveries following secondary crushing, since the rock tends to break along quartz grain boundaries, rather than across them.

The Moss Vein contains a very small amount of sulfide minerals, principally pyrite (less than 1% by volume). Although pyrite is only a very small component of the rock, pyrite was found to co-precipitate with quartz and electrum, and Larson (2015) writes, "Pyrite is present in small amounts in most of the samples, goethite formed by the oxidation of pyrite and usually retaining the shape of the original pyrite is in half of the sections. Of these, pyrite or goethite actually host (encapsulate) some of the electrum in five of the samples." Nearly all the pyrite has been oxidized to goethite within the current limits of mining.

The mode of occurrence of gold within the Moss Vein appears to be variable. Hudson (2011) determined that all the gold grains identified in the three core samples he studied were encapsulated in calcite. In contrast, Larson (2013, 2015), who studied a broader group of 18 sections of core spanning 3,500 ft of strike length and 860 ft of vertical extent of the Moss Vein, found only one occurrence of gold encapsulated in calcite, although several electrum grains were located adjacent to calcite grains. Baum & Lherbier (1990) estimated that 64% of electrum grains in sample 444-1-2 were associated with hydrous iron oxides (goethite), 26% were associated with quartz-calcite gangue, and 10% of gold grains were encapsulated in pyrite grains.

Gold Grain Size

Gold/electrum is dominantly very fine grained, but some exceptions occur. Larson (2013) found that most gold/electrum grains were very small with a range of 3 microns to 70 microns in diameter. Measurements made by the author of 48 grains of electrum from Larson's (2015) photomicrographs indicate a range in maximum grain dimension from 2 to 98 microns, with an average of 23 microns. Hudson found only very fine grains of gold/electrum with all grains measuring less than 10 microns in one polished section and all grains measuring less than 20 microns in another.

Baum & Lherbier (1990) studied two composite chip samples from Billiton's reverse-circulation drill holes. They found a large variation in grain size between the two composites, with one sample containing mostly very fine-grained particles (81% less than 20 microns) and only 2% of grains measuring greater than 100 microns. The second sample had significantly more coarse grains with 46% of grains being greater than 20 microns and 18% measuring greater than 100 microns to a maximum of 300 microns.

Paragenetic Sequence

Petrographic work by Larson (2013, 2015) shed additional light on the alteration and mineralogical/paragenetic associations of gold-silver mineralization at Moss. Important observations include:

- Widespread early propylitic (chlorite, epidote, calcite) and potassic (K-feldspar replacing plagioclase, magnetite veinlets and disseminations) affected the Moss porphyry and its wall rocks throughout the project area
- Ore stage alteration is limited to several phases of quartz and calcite precipitation in open spaces
- Small amounts of pyrite were deposited with quartz, both before and during ore-stage gold-silver mineralization

- Acanthite postdates most pyrite, occurring as rims on pyrite or infilling fractures in pyrite
- Very minor base metals mineralization (chalcopyrite, galena, sphalerite) narrowly predates precious metals deposition (evidenced by acanthite rimming and replacing sphalerite)
- Acanthite is more resistant to oxidation than pyrite (which is earlier and often fractured), often surviving as unaltered acanthite within goethite after oxidized pyrite
- Late calcite occurs as post-mineral breccia infillings

Deposit Type

The Moss deposit is a steeply dipping (average 70°) quartz-calcite vein and stockwork system, which extends over a strike length of approximately one mile in the resource area (Moss Open Pit and West Pit), but can be traced for 3.9 miles in total length.

The Moss Vein system is considered a high level, low-sulfidation (adularia-sericite) epithermal gold-silver deposit in the classification of Heald et al (1987) and White and Hedenquist (1995). Low sulfidation epithermal deposits form from hydrothermal waters in the relatively near-surface environment, typically within 1.5 km of the earth's surface (Taylor, 2007). They are commonly found associated with magmatism and volcanism, but are somewhat distal (vertically or laterally) from the actual center of magmatism, in environments where meteoric waters have mixed with and diluted magmatic waters.

Epithermal deposits comprise one of three sub-types: high sulfidation; intermediate sulfidation; and low sulfidation. Each sub-type is identified by characteristic alteration and ore-stage mineral assemblages, occurrences, textures and suites of associated geochemical elements. The designation of high sulfidation versus low sulfidation is based on the sulfidation state of the ore-stage sulfide suite, not the abundance of sulfides in the ore. However, precious metals mineralization at Moss is characterized by a low sulfidation suite of minerals and a very low sulfide content (less than 1%) as well.

The quartz-calcite vein textures at Moss (massive, breccia, vuggy, colloform), are typical of low sulfidation epithermal veins. Gold occurs as very fine native gold and electrum, and silver typically occurs as electrum and very fine grained acanthite, similar to other low-sulfidation precious metals deposits.

The very low (usually trace) levels of base metals in the Moss ores are also consistent with high-level low-sulfidation gold deposits. Alteration related to main-stage precious metals mineralization is confined to silicification and minor sericitization of wall rock adjacent to the veins.

The Moss mineralization differs from typical low-sulfidation precious metals deposits in its lack of adularia (possibly present, but not yet positively identified) and lack of deleterious elements such as arsenic, antimony, and mercury.

The high level of emplacement of the Moss mineralization is evidenced by the very fine grain size of ore-stage minerals (gold, silver, electrum, acanthite) and the highly vuggy nature of much of the vein. No paleosurface or near surface features, such as silica sinters, chalcedony or a steam-heated acid leach cap, are preserved in the Moss project area. This indicates that the top of the hydrothermal system has been eroded, thereby exposing the gold depositional zone. Larson (2015) notes that much of the quartz in the Moss Vein was likely deposited as chalcedony or opal, which later converted to fine-grained quartz. This would place the upper part of the Moss Vein system only slightly below the surficial hot-spring zone.

Bladed calcite, which is common in the Moss deposit, is indicative of the boiling zone of the hydrothermal fluid, where calcite and quartz co-precipitate, after which calcite is partially replaced by quartz. The boiling zone is the main locus of gold deposition, since boiling destabilizes gold-bearing hydrothermal solutions, causing precipitation of gold.

The boiling zone within the Moss Vein, as defined by the occurrence of bladed calcite and quartz replacing bladed calcite, extends over a vertical extent of more than 500 ft (150 m) and likely continues much deeper (Cuffney, 2015).

Bladed calcite replaced by quartz is common on the east side of the Canyon fault (central pit), extending from surface to a depth of 500 feet below surface. On the west side of the Canyon fault (West Pit/West Extension) bladed calcite is less common and is first seen in core at a depth of 600 feet (Cuffney, 2015). This relationship suggests that the Canyon fault may be a reverse fault with the west side down-dropped. More search for boiling textures in outcrop and drill samples will be needed to test this theory. Larson (2015) also noted that some quartz in the Moss vein in the central pit area showed textures indicative of replacement of chalcedony by higher temperature quartz. This also argues for a high-level setting on the east side of the fault.

In many epithermal deposits, precious metals grades above the boiling zone can be low, but bonanza grades often occur at the boiling zone. Although the overall grade of the Moss deposit is low, several pods of high-grade mineralization have been found in modern exploration and during mining of the Phase I bulk sample. A small shoot of very high-grade gold was reportedly mined in the early days of the mine, yielding nearly 10,000 ounces of gold valued at US\$200,000 at US\$20.67/oz, from a small (10 ft diameter x 10 ft deep) shaft (Malach, 1977). In addition to the Moss Vein, a number of high-level veins throughout the Moss property present good opportunity for discovery of bonanza-grade ore shoots beneath outcrops that yield only low gold and silver values.

The spectacular bonanza ore shoots of the Tom Reed, United Eastern, and Ben Harrison mines at Oatman were blind ore bodies, whose surface expression was narrow argillic (illitic) alteration halos along structures. The argillic alteration blooms were barren, but rapidly changed to high-grade (greater than 0.25 ounce per tonne of gold) ore. An exception is the Tip Top orebody, which lies about 100 feet below a surface outcrop of silicified latite laced with quartz and calcite veins, very similar to portions of the Moss Vein. The ore shoots at Oatman were characterized by abrupt tops and bottoms corresponding to the boiling zone, extending over a vertical interval of about 1,200 feet, from about 2,600 feet down to 1,400 feet elevation. The Gold Road vein, north of the main district, cropped out on surface and has a vertical extent of at least 2,000 feet (3,300 feet down to approximately 1,200 feet elevation) with current exploration testing the bottom of mineralization. The Moss vein mineralization, although overall much lower grade than the Oatman ore shoots, fits the elevation range of the Oatman mineralization and boiling zone well, extending from about 2,300 feet down to at least 900 feet elevation.

The Silver Creek claims contain both a low-sulfidation epithermal precious metals vein system and a high-sulfidation mineralization system. The latter is characterized by widespread strong argillic to advanced argillic alteration and silica caps. High-sulfidation systems are developed in close proximity to magmatic centers, often porphyry copper-gold systems; and are characterized by magmatic hydrothermal waters. Ore morphology varies from veins to breccias and breccia pipes. Very high-grade bonanza gold deposits can form within the boiling zone. Important examples include Goldfield in Nevada, El Indio in Chile and Yanacocha in Peru.

Exploration

The Company (2011 through 2015)

2011 Exploration Program

The main focus of the Company's 2011 exploration program was an infill and confirmation drilling program as described under "*Drilling – The Company's Drilling Programs (2011 through 2021)*". In addition, a surface rock-chip sampling program was carried out to test for extensions to the Moss Vein.

2012 Exploration Program

In 2012, the Company's exploration effort on the Moss Mine Project was again focused on drilling the western Moss Vein extension, west of the Canyon fault, and on infill drilling in the main Moss vein area as described under "*Drilling – The Company's Drilling Programs (2011 through 2021)*". The Company also carried out a channel sampling program at five-foot intervals across the backs/inverts/crowns of the accessible drifts and crosscuts of the historical underground workings in the vicinity of the Allen Shaft.

2013/2014/2015 Exploration Program

The Company contracted an airborne magnetic survey conducted by Precision GeoSurveys, Inc. of Vancouver, B.C. To follow-up the magnetic survey results, the Company initiated a geological mapping and sampling program on both the Moss claims and the Silver Creek claim block in September 2014 to 'identify and prioritize areas for future drilling where new resources may be discovered'.

Mapping and rock-chip sampling focused on identification of epithermal veins and stockwork zones. Several vein exposures on the Moss Mine Project are auriferous at surface with others showing alteration and trace elements that indicate their surface expression is above the boiling zone where gold might be found lower in the system. Samples were collected by professional prospectors under the direction of the Qualified Person. The key target areas defined by the 2015 exploration program consisted of:

1. The West Oatman Vein System - This vein system is defined by a fault striking N70W mapped for a distance of three miles. The system is similar to the Moss vein system with both well-developed veins and quartz-calcite breccias and stockwork zones. Rock-chip samples from a systematic program of 143 samples (both grab and 1-meter chips) averaged 0.018 oz/ton Au with several samples assaying between 0.115 and 0.239 oz/ton Au.
2. The Silver Creek Spring Vein System - This vein system trends N80W for 0.75 miles and contains several historic shafts and surface diggings exposing quartz-calcite-fluorite veining. Surface vein exposures are up to 16 ft wide.
3. The Old Timer Vein System - This historic vein system has a strike length of 3,300 ft, trending S80E. It is a series of en-echelon quartz-calcite +/- fluorite veins that appear to splay off the NNW-trending Canyon Fault similar to the setting of the Moss deposit. Forty-three of 95 rock-chip samples from the system were highly mineralized, containing 0.032 opt Au to 0.592 opt Au.
4. The Grapevine and Florence Hill System - A series of silica-capped hills underlain by strongly clay altered volcanic rocks were mapped on the Silver Creek claims. The silica caps are replacements of host volcanic rocks. Quartz veins are rare, but some narrow veins have highly anomalous gold values in the 0.015 to 0.030 oz/ton Au range with two very high samples (0.342 oz/ton and 0.531 oz/ton Au) collected at West Grapevine. Preliminary mapping shows that NNE to NNW-trending silicified ribs cut the strongly clay altered volcanic rocks. Anomalous gold, molybdenum and fluorine were detected in the silica ribs in previous work.

Preliminary indications are that surface alteration and mineralization are at a high level in the epithermal depositional system. The boiling or gold zone could be at some depth below the surface rock exposures.

The Company (2016 to Present)

2016 Mapping and Sampling

Follow-up geological mapping and rock-chip sampling was conducted at the Grapevine West, Florence Hill, and Old Timer prospects in June-July 2016. The Arrastre and Far West areas were also evaluated. Further follow-up was conducted in October 2016. The results from the 2015 and 2016 exploration program were used to develop drilling targets for the 2017 Exploration Program.

2017 Mapping and Sampling

Additional mapping and rock-chip sampling was conducted in 2017 in conjunction with the Phase IV drilling program. New high-grade zones were defined at Old Timer West, Rattan Extension, and the Mordor (West Extension) veins. All these areas are outside of the resource area.

2020 Mapping and Sampling

The area west of the leach pads and south of the western extension of the Moss vein – the 3A/3B leach pad area – was mapped and sampled by Robert G. Cuffney, CPG, prior to condemnation for the leach pad expansion. Several small quartz-calcite veins, some with good boiling textures (bladed calcite) and fluorite filling vugs, were mapped and sampled. A condemnation drilling program was designed to test structural and geochemical targets generated from the fieldwork. Scattered weak gold mineralization in surface outcrops and thin intercepts in the shallow drill holes confirmed vein-type mineralization in the area, but the potential to develop a resource was deemed insufficient to prevent use of the area for leach pads.

2021 Sampling

Rock chip sampling targeted apparent structure-hosted veins to the north of the Moss vein system, along the northwestern extension of the Mossback area, as well as follow-up sampling on hyperspectral buddingtonite and kaolinite anomalies in the West Grapevine and Florence Hill areas. A total of 86 samples were collected as part of this program. The sampling confirmed the presence of a mercury and arsenic anomaly over the West Grapevine and Florence Hill areas and indicated the presence of gold mineralization in previously untested veins along the Mossback and northern structures (up to 0.028 oz/ton gold). Additional exploration is being planned for these areas.

2021 Multi-spectral Survey

The Company contracted PhotoSat Information Ltd. of Vancouver, B.C., to conduct a hyperspectral satellite imaging survey of the Moss/Silver Creek claims using the WorldView-3 satellite. In mineral exploration, hyperspectral imaging is used to identify structure and areas of potential mineralization, based on alteration introducing clay, iron oxide, and silica minerals.

The hyperspectral survey at the Moss Mine Project identified numerous areas of alteration that are worthy of follow-up exploration. Of particular note is the Florence Hill area on the Silver Creek claims. At Florence Hill, the survey shows a large cap of silicification lying on high-temperature clay alteration, a scenario typical of intrusion-related high-sulfidation gold-silver systems such as Goldfield in Nevada and Yanacocha in Peru. High mercury assays argue for a high level of exposure above a potentially large, high-grade gold-silver deposit.

Land Expansion

During the first half of 2021, the Company expanded the land holdings at the Moss Mine Project from 19 square miles to 68.4 square miles through claim staking and land acquisition. The expanded land position covers numerous old mine workings, prospects, veins, extensions of mineralized structures, and gold/silver occurrences within the Oatman District and its extensions. Systematic exploration of the expanded land position is planned following data compilation and review of hyperspectral data.

Drilling

Previous Owner's Drilling Programs (1982 to 2009)

Table 4 summarizes the details of the 221 holes completed by previous owners of the Moss Mine Project. The list identifies only those holes for which the collar coordinates are known and have been verified. The LH98-1 to LH98-15 holes completed by Addwest in 1998 were drilled as up-holes in the historical underground workings. In each case the holes were drilled to explore the Moss Vein, based on knowledge of its attitude and extent from field mapping and related geological fieldwork.

Table 4 Holes Drilled by Previous Owners with Known Collar Positions

Company	Year	Type	No. of Holes	Total Footage (ft)	Average Depth (ft)	Drill Hole Series	
						From	To
BF Minerals	1982	Air Trac	54	4,720	87	M-1-30	M-25-60
		RC	3	1,170	390	M-27-68	M-29-60
Billiton Minerals	1990	RC	21	6,925	330	MM-1	MM-21
Magma Copper	1991	RC	21	9,890	470	MC-1	MC-21
Golconda Resources	1993	RC	14	2,698	193	MR-1	MR-14
		RC	3	470	157	BX-4	BX-6
Addwest Minerals	1996	RC	30	8,217	273	M96-1	M96-30
	1996	Core HX	6	1,667	278	MC96-1	MC96-6
	1998	Long holes	14	402	29	LH98-1	LH98-15
Patriot Gold	2004 to 2005	RC	43	11,807	275	AR-01	AR-44
	2007, 2009	Diamond	12	6,846	570	AR-45C	AR-56C
Totals			221	54,812			

The Company's Drilling Programs (2011 through 2021)

Since entering into the joint venture agreement with Patriot Gold in February 2011, the Company carried out eight drilling programs in the Moss Mine Project area. The 2021 drilling program was underway at July 1, 2021.

2011-2019 Drilling

The Phase I 2011 drilling program was supervised by MinQuest Inc. Golden Vertex's personnel supervised the Phase II 2011 program and all subsequent drilling programs. Table 5 summarizes the type and number of holes drilled during the first three years of drilling (2011-2013).

Drilling in 2017 tested exploration targets outside of the primary project area (West Extension, West Oatman, Old Timer). These drilling results are not relevant to the current Moss Mine Project's operating plans. The 2018 program consisted of thirty-one 94-ft-deep percussion holes drilled into the hanging wall of the Mordor Vein in the West Extension area. Twenty-four of the holes encountered strong vein and stockwork gold-silver mineralization. The drilling results were used to guide deeper reverse-circulation drilling in 2020. Table 6 summarizes the 2018 drilling program.

Table 5 Holes Drilled by Previous Owners for Known Collar Positions

Program Phase	Type	No. of Holes	Total	Drill Hole Series	
			Footage	From	To
			(ft)		
2011 Phase I	RC	54	20,595	AR-57R	AR-68R
				AR-78R	AR-99R
				AR-101R	AR-119R
				MW-1R	-
	Diamond	10	2,606	AR-70C	AR-77C
				AR-100C	-
2011 Phase II	RC	19	7,792	AR120R	AR-138R
2012	Diamond	23	8,925	AR-139R	AR-161C
	Diamond	51	17,789	AR-162C	AR-212C
2013	Percussion	323	28,225	0+00A	21+50G
				Adit-E-75-1	Adit-W-125-9
				Dike-1	Dike-29B
				Rattan-CP1	Rattan-CP3
				Rattan-S1	Rattan-S2-3
				Ruth-1-3	Ruth-1-19
				Ruth-2-1	Ruth-2-19
				RuthShaft-1	RuthShaft-3
				RuthDump-3	RuthDump-11
				MW2012-1	MW2012-3
				WW-1	WW-2
Subtotals	RC	73	28,387		
	Diamond	84	29,320		
	Percussion	323	28,225		
Grand Total		480	85,932		

Table 6 Summary of Percussion Drill Holes Completed by the Company in 2018 Drilling Program

Program Phase	Target	No. of Holes	Total	Drill Hole Series	
			Footage	From	To
			(ft)		
2018	Mordor vein	31	2,896	M0 00B	M0 50C
				M1 00B	M1 50D
				M2 00A	M2 50D
				M3 00A	M3 50D
				M4 00B	M4 50D

2019 Drilling

The 2019 drilling program, an infill drilling program in the West Pit area, commenced on September 3, 2019 and concluded on November 13, 2019. Longyear Drilling Company completed 29 reverse-circulation drill holes totaling 14,140 feet using a track-mounted MPD-1500 drill rig. Table 7 summarizes the 2019 drilling program. Twenty-five of the 29 drill holes encountered significant stockwork gold-silver mineralization, with most holes having multiple intercepts. In addition to confirming continuity of mineralization and upgrading resource categories, the program was successful in proving mineralization beneath the planned pit bottom.

Table 7 Summary of Drill Holes Completed by the Company in the 2019 Drilling Program

Program Phase	Target	No. of Holes	Total	Drill Hole Series	
			Footage	From	To
			(ft)		
2019	Moss West Vein	29	14,140	AR-216R	AR-244R

2020-2021 Drilling

The 2020-2021 drilling program was initiated on May 11, 2020 and was ongoing as at July 1, 2021. Table 8 summarizes the 2020-2021 drilling, based on drill holes for which assays were received by May 24, 2021. Drilling focused on the Ruth Vein, deep mineralization at the projected Ruth/Moss Vein intersection, the Gold Bridge and Gold Tower targets (adjacent to and extensions of the West Pit mineralization), and the East Extension of the Moss Vein.

Thirty-two exploration holes were drilled as extensions of mine mineralization: 21 holes in the East Extension area, immediately east of the Moss pit, and 11 RC holes to extend mineralization past the West Pit mineralization. Further west, 12 RC holes were drilled along the western extension of the Moss Vein structure (including Mordor and Mid-West targets). The West Oatman target, a vein/breccia structure one mile south of the Moss mine, was tested with one RC drill hole.

Table 8 Summary of Drill Holes Completed by the Company in 2020-2021 Drilling Program (only holes with full assay results included)

Program Phase	Target	No. of Holes	Total	Drill Hole Series ¹	
			Footage (ft)	From	To
2020-2021	Gold Bridge	16	6,900		
RC Drilling	Gold Tower	13	7,300		
	Ruth Vein RC	75	36,275		
	Deep Ruth-Moss	12	11,665		
	Intersection RC				
	East Extension	21	11,270		
	West Pit	11	8,095		
	West Extension	11	6,470		
	West Oatman	1	400		
2020-2021	Ruth/	11	10,901		
Diamond core	Ruth- Moss intersection				
Total	All	171	99,276	AR-245R	AR-451R¹

1) The drill hole numbering series is slightly out of sequence as this is an on-going drilling program using multiple drills; only holes for which assays have been received are included; some holes were not drilled.

In addition to the reverse-circulation and diamond core exploration drill holes, nine PQ core holes (8,015 feet) were drilled for metallurgical studies, and shallow (94-foot-deep) percussion holes were drilled for condemnation purposes in the 3A/3B leach pad expansion area.

West Pit — Gold Bridge/Gold Tower

A total of 40 reverse-circulation holes were drilled in the West Pit area. Drilling of 16 holes at Gold Bridge infilled a gap in drill density between the current open pit and the planned West Pit, measuring 850 ft east-west by 200 ft north-south. Results are similar to the 2019 West Pit infill drilling, with most holes intersecting multiple zones of stockwork mineralization throughout the length of the holes. The Gold Tower drilling extends mineralization at Gold Bridge to the south and southwest.

Ruth Vein

Reverse circulation drilling in 2020 intersected high-grade gold in the historically mined ore shoot adjacent to the eastern inclined shaft on the Ruth Vein. Hole AR20-286R drilled 50 feet grading 0.265 oz/ton Au, 6.17 oz/ton Ag, including five feet grading 2.021 oz/ton Au and 20.88 oz/ton Ag. The hole intersected a near-surface pillar of ore next to the shaft. Several holes drilled as offsets either intersected elevated grade in the Ruth Vein or encountered open stopes.

Drilling along the projection of the Ruth Vein discovered a second high-grade zone about 500 feet to the east of the shafts, where hole AR20-313R intersected 20 feet grading 0.285 oz/ton Au, 1.06 oz/ton Ag, including five feet grading 0.735 oz/ton Au and 2.49 oz/ton Ag. Drilling has established mineralization along about 1,700 feet of the known 2,250-foot strike length of the Ruth Vein.

In outcrop, the Ruth Vein is a fairly narrow 4-6-foot-wide quartz+/-calcite vein with little indication of associated stockwork veining. The historical workings at the eastern shafts pursued a 4-foot-thick vein that averaged 0.35 oz/ton Au. Any lower-grade material surrounding the vein would have been ignored due to economics at the time. In drill holes, the Ruth Vein ranges from a narrow (five ft) vein with no adjacent mineralization to a vein with thick zones of adjacent stockwork mineralization. Stockwork vein zones also occur both above and below the Ruth Vein. Most holes intersected multiple mineralized zones. The average true thickness of individual gold intercepts (based on 133

intercepts in 58 drill holes) is 15.2 feet, but the cumulative thickness of gold zones in the holes averages 35 feet per hole. The average (unweighted) grade of the intercepts is 0.0245 oz/ton Au, 0.265 oz/ton Ag for silver to gold ratio of 9.07. Both the grade and Ag:Au ratio are very similar to the Moss Vein. Precious metals grade is generally related to density of white quartz-calcite veining, but some zones of moderate to high-grade mineralization have very little macroscopic veining, a common feature of the Moss Vein stockwork.

Higher grades occur both within the core of the Ruth Vein and locally as thin intervals within stockwork zones in both the footwall and hanging wall. Rare pockets of high-grade gold have been drilled, but drilling density is insufficient to define coherent ore shoots. Grades in excess of 0.10 opt Au are rarely encountered, and only five 5-foot intervals exceeding 0.25 oz/ton gold have been drilled. Two very high-grade samples: 0.735 oz/ton Au in hole AR20-313R and 2.021 oz/ton Au in AR20-286 are statistical outliers.

Deep Moss/Ruth-Moss Intersection

Defining mineralization beneath the limit of previous drilling and expanding the resource to depth below the planned open pit bottom were goals of the 2020-2021 drilling programs.

Twenty-one angled drill holes: 11 reverse-circulation, and 10 core, were drilled from south to north to test the deep Moss Vein and the intersection of the Ruth and Moss Veins. One deep reverse-circulation hole (AR20-315R) was drilled at -85° to the south to test the Moss-Ruth intersection. Drill lengths ranged from 660 feet to 1,355 feet, reaching vertical depths of up to 1,170 feet below the surface. Significant precious-metals mineralization was encountered to depths of up to 950 feet beneath the surface (AR20-315R).

Due to the oblique orientation of drill holes to the Moss Vein, several drill holes have exaggerated mineralized intervals. Drilling up to July 1, 2021 shows no indication of bonanza grades at the vein intersection, but sections of moderate grade mineralization in the Moss Vein have been drilled to depths in excess of 900 feet.

The 2020-2021 drilling has defined typical Moss mineralization to at least 600 feet below the pit bottom. The lowest mineralization in hole AR20-315R was at an elevation of about 1,150 feet, 630 feet below the bottom of the central Moss open pit. The intercept near the bottom of WW-17 (1230-1250 feet) remains the deepest mineralization drilled to July 1, 2021 bottoming in 20 feet grading 0.010 oz/ton Au at an elevation of 867 feet, 900 feet below the bottom of the central pit. The mineralized vein was moderately oxidized within a zone of unoxidized wall rock.

Drilling in Areas Outside of the Resource Area

East Extension

Drilling in the East Extension area focused on following the Moss Vein and its hanging wall stockworks eastward from the open pit/patented claim boundary. Twenty-one reverse-circulation holes were drilled over a strike length of 700 feet.

Five shallow (150-350 ft long) drill holes angled into the projection of the Moss Vein immediately east of the open pit did not encounter significant mineralization. However, two holes just east of the shallow drilling intersected thick moderate-grade gold-silver. AR21-425R intersected 75 feet grading 0.0309 oz/ton Au, 0.58 oz/ton Ag and AR21-425R intersected 75 feet grading 0.058 oz/ton Au, 0.069 oz/ton Ag. The apparent gap in mineralization may be due to insufficient drilling or the shallow depth of drill holes, or it could be due to a fault offset of the vein to the north, steepening or overturning of the vein, or a barren compressional zone between mineralized extensional zones along the vein. Infill drilling is needed to evaluate the area.

West Extension

The West Extension follows the Moss Vein structure west of the West Pit to the eastern limit of the Moss claim block. Mineralized areas include the Cliffs of Mordor, the Mordor Vein, Mid-West Extension, and Far West Extension.

Two RC holes, AR20-251R and AR 20-252R, were drilled along the base of the Mordor Cliffs. AR20-252R, about 1,500 feet west of the West Pit, was located too far to the south and did not reach the Moss stockwork zone. AR20-251R, about 1,300 feet west of the West Pit, intersected two mineralized zones:

1. 20 ft grading 0.027 oz/ton Au, 0.011 oz/ton Ag between 40 ft to 60 ft downhole; and
2. 80 ft grading 0.010 oz/ton Au, 0.04 oz/ton Ag between 175 to 255 ft downhole.

Mordor Vein

The Mordor vein, lying along the base of the cliffs about 800 feet west of the West Pit, was tested by shallow (94-ft-deep) percussion holes in 2018. One vertical reverse-circulation hole was drilled in 2020 to test mineralization at depth. Hole AR20-254R drilled two thick sections of mineralization:

1. 40 ft grading 0.011 oz/ton Au, 0.10 oz/ton Ag from 105 ft to 145 ft downhole, including 5 ft grading 0.031 oz/ton Au, 0.33 oz/ton Ag from 145 ft to 150 ft downhole; and
2. 80 ft grading 0.012 oz/ton Au, 0.02 oz/ton Ag from 310 ft to 390 ft downhole.

Mid-West Extension

At Midwest Extension, centered about 2,300 feet west of the west end of the West Pit, one reverse circulation hole was drilled to test for bulk tonnage gold mineralization and to verify results from Reynolds Metals' drilling in 1991. Drill Hole AR21-253R, a 400-foot vertical reverse circulation hole, drilled in the northwest part of the target area, intersected four zones of mineralization between the surface and 390 feet depth. Results of AR21-253R confirm the existence of thick sections of low-grade gold at Mid-West Extension, verify results from Reynold's Metals' 1991 drilling, and suggest good potential for a bulk-tonnage gold deposit at shallow depth.

West Oatman

One reverse-circulation hole was drilled at the West Oatman target, a vein/breccia system lying about one mile south of the Moss mine on the south side of Silver Creek Wash. Drill hole AR21-259R was a vertical hole drilled as an offset to Reynolds Metals' hole BW 92-10, which encountered 145 feet grading 0.016 oz/ton gold.

AR20-259R intersected 175 feet grading 0.024 oz/ton gold and 0.431 oz/ton silver including 60 feet grading 0.0452 oz/ton gold and 1.03 oz/ton silver, about 50 feet down dip of BW 92-10. The drill results suggest significant thickening and increase in grade with depth in the West Oatman system. A drilling program to follow up the results of hole AR20-259 is planned. The drilling will expand upon previous drilling by Reynolds Metals and 13 core holes drilled by Golden Vertex in 2017.

Sample Preparation, Analysis and Security

Information on sample preparation and QA/QC protocols is only available for drilling completed by the Company and Golden Vertex.

Drilling 2011-2013

Exploration drilling Phases I – III were conducted in the years 2011-2013. Sampling methods in this time period included reverse circulation drilling, diamond core drilling and percussion drilling. Phase I samples were assayed at the ALS Chemex laboratory in Reno, Nevada. Samples from phases II and III were assayed at the Inspectorate laboratory in Sparks, Nevada. Blanks, standards and field duplicates were inserted into the assay stream.

Drilling 2016-2017

Exploration drilling Phase IV was conducted in the years 2016-2017. Samples were assayed at the Inspectorate laboratory conforming to International Standard ISO 9001:2008 in Sparks, Nevada. This drilling campaign consisted of diamond core, reverse circulation, and percussion drilling.

Rock samples were dried, crushed and pulverized to 85% passing through a 200-mesh sieve. The pulps were assayed for gold using a 30-gram aliquot by fire assay with atomic absorption finish. Assays above a threshold limit of 0.292 oz/ton (10 g/t) for gold were rerun using a gravimetric finish. The pulps were also assayed for 35 elements including silver with a 0.25-gram split using four acid digestion Inductively Coupled Plasma Emission Spectrometer analysis.

Drilling 2018

The exploration drilling conducted in 2018 was solely percussion drilling, which did not meet CIM's best practice guidelines. None of the 2018 exploration drilling was used in resource estimation.

Drilling 2019-Present

All drilling completed after 2013 that was used for resource estimation was either reverse circulation or diamond drilling.

Exploration drilling Phase VI was conducted in 2019. A certified standard, a blank and a field duplicate sample were inserted into the assay stream for every 30 samples submitted to Skyline Assayers and Laboratories ("Skyline") of Tucson, Arizona. During this drilling program and earlier, duplicate samples were taken at the rotary splitter for reverse circulation samples and as quarter core for diamond core samples during cutting in the core shed. Exploration drilling Phase VII began in 2020 and is ongoing. A certified standard, a blank and a coarse reject duplicate sample are inserted into the assay stream for every 20 samples submitted to Skyline. During this drilling program, duplicate samples are taken from the coarse rejects at the assay laboratory. Samples from the reverse circulation drill cuttings are collected at five-foot intervals by the drilling crew using a wet rotary splitter. Samples are collected in bags with a sample tag inserted and delivered to a secure on-site location prior to pick-up by Skyline.

Drill core from the diamond core rig is pulled from the core barrel by the drillers and broken into lengths to fit into the core boxes. The depth of the core is labeled by the drillers when it is placed in the core box. The core is later logged and cut by geologists in the core shed. Half core is assayed on five to 10-foot intervals. Half core samples are placed in bags with a sample tag inserted and delivered to a secure on-site location prior to pick-up by Skyline. All assays completed from 2019 and later were performed by Skyline in Tucson, Arizona. Rock samples are dried, crushed and pulverized to 95% passing through a 150-mesh sieve. The pulps are assayed for gold using a 30-gram aliquot by fire assay with an atomic absorption finish. Assays above certain threshold limits for both gold and silver (5 g/t for gold and 100 g/t for silver, 0.146 oz/ton gold and 2.92 oz/ton silver) are rerun using a gravimetric procedure. Rejects and pulps are stored at Golden Vertex's warehouse in Bullhead City, Arizona, for future reference.

Data Verification

IMC utilized QA/QC information collected by Golden Vertex to confirm that the database was applicable for determination of Mineral Reserves and Mineral Resources. The following items were addressed during this analysis.

- Data Entry: Evaluated by checking that Golden Vertex provided an electronic data base against a selected subset of original laboratory assay certificates.
- Precision: Evaluated by analysis of the duplicate assays of samples.
- Cross Contamination: Evaluated by analysis of blanks inserted into the assay stream.
- Accuracy: Evaluated by analysis of standard samples inserted into the assay stream.
- Alternative Sample Collection Types: Evaluated by nearest neighbor analysis of drilling methods and time periods.

The data base was provided to IMC in two components: pre-2020 drilling and post-2020 drilling, which included eight additional holes added to the database in June 2021.

Certificate Check

2020-2021 Drilling

All assay certificates for the 2020 and 2021 drilling data were made available to IMC. Of 22,124 assay intervals checked in the 2020-2021 drilling, 115 database entry errors in the gold assays and 100 entry errors of silver assays were found. The data entry error rate was less than 0.5%. The intervals in error were corrected in the database used by IMC prior to resource estimation.

2019 and Earlier Drilling

Comma delimited files of certificates were provided for Golden Vertex's drilling between 2012 and 2019. In addition, PDF files of assay certificates for the 21 holes drilled by Magma Copper Company in 1991 were provided. All available comma delimited files were checked against the database and the PDF files were spot checked against the database.

There were 16,450 gold assays in the pre-2019 database that were checked against available certificates. Of those, 175 assay intervals within the same assay batch in drill holes 1_00B through 6_00B did not precisely match the certificates (1%). The database assay data were, however, quite similar to the certificate values. Batch reassaying is considered to be the reason behind the differences noted. In light that the certificates and data base were so close for the 175 intervals, no correction was made to the data base.

The certificates prior to 2019 also included 15,313 silver assay intervals that were checked against the database. No issues were found with the silver assay grades.

Duplicates

Since the start of 2020, all duplicate samples have been coarse reject material from the assay laboratory crusher. The staff at Golden Vertex refers to these as "Prep. Duplicates". The Prep. Duplicates' insertion rate has been approximately 4- 5% during that period. From 2020 through July 2021, there have been a total of 950 prep duplicates inserted into the assay stream. IMC has been provided 128 additional duplicates representing drill periods prior to 2020. Those are a mixture of field duplicates and other unknown methods.

IMC completed XY plots with regression and other statistical measures to check the duplicate results. Table 9 presents two hypothesis tests that compare the original samples to the prep duplicates. The T-test confirms that the two populations have sufficiently similar mean values. The Paired-T test addresses how the paired samples vary from

each other. In aggregate the two tests summarize any bias in the mean values as well as the similarity of the variance from both data sets.

Table 9 T-Test and Paired T for 950 duplicates from 2020 through 2021

No.	Original Au (oz/ton)		Duplicates Au (oz/ton)		Test of the Mean			Paired T test		
	Mean	Variance	Mean	Variance	T-stat	d.f.	Result	Paired-t	d.f.	Result
950	0.0039	0.0001	0.0040	0.0001	0.22	949	acceptable	1.86	949	acceptable

*d.f.-Degrees of Freedom

Blanks

Blanks have been inserted in the assay stream by Golden Vertex since they began drilling in 2011. Starting in 2019, there is approximately one blank to every 23 assay intervals. Between 2011 and 2018, there was approximately one blank every 53 assay intervals. There have been 1,403 blanks inserted since 2011. There are five gold blanks reported over 0.001 oz/ton (0.35%) and none reported over 0.002 oz/ton. These values are all substantially less than the mineral resource cutoff. Of the 1,403 silver assays of the blanks inserted over time, there is only one above 0.06 oz/ton silver. The results of the blank analysis indicate that there is no issue regarding cross-contamination between samples.

Standards

Standards have been inserted in the assay stream by Golden Vertex since it began drilling in 2011. In 2019 and later, there is approximately one standard to every 18 assay intervals. Between 2011 and 2018, there was approximately one standard inserted for every 26 assay intervals. IMC has completed a careful statistical analysis of the inserted standards. Although unconventional, an XY plot has been prepared where the assayed results of each standard are reported against the accepted certified value of the standard. This method illustrates that the few problems with standards that are out of tolerance are very likely swaps where a different sample was tested than recorded. This could occur in the recording process or physically inserting the wrong standard into the assay stream. The results of the standard insertions, as checked on standard control charts with relevant certified reference material confidence intervals, generally confirm that the laboratory results are reasonably accurate.

Verification of Alternative Sample Methods and Drilling Programs

Nearest neighbor pairing was used to confirm the similarity of alternative sample methods and drill programs. The QA/QC analysis just discussed was used to confirm that the drilling completed in 2020-2021 was reliable and could be used as a basis to compare against other programs in historic time periods. In this analysis, pairs of assay data located 10 ft and 20 ft apart from each other are selected where one member of the pair is of one test group and the second member of the pair is from the group being compared. Two statistical hypothesis tests are utilized on the paired data. The first is a check that the two sets have similar mean grade (bias check) using a large population method similar to the T-Test (Smith-Satterthwaites' Test). The second is a Paired-T test to confirm that the variability between individual sample pairs is small. Indirectly, this is a test of similar variance.

Diamond to RC

Diamond drilling has been compared to Reverse Circulation drilling to establish that both are reliable and can be commingled in the assembly of the resource model.

Diamond+RC to Percussion+Air Track

The diamond and RC holes were paired with nearby percussion and Air Track drilling. Based on the hypothesis testing, there does not appear to be an issue with including the percussion and Air Track drilling in the dataset used to estimate the resource.

Diamond+RC to Channel+Trench

The diamond and RC holes were paired with nearby channel and trench samples. Based on the hypothesis testing, there does appear to be a high bias in the channel and trench sampling. As a result, the channel and trench data were rejected from use in the resource model. There is a sufficiently high density of drilling in the areas of trench and channel samples such that trench and channel data were not required in the resource estimation.

2020-2021 Drilling Compared to 2011 - 2019 Drilling

Due to the limited number of duplicates available for the 2011-2019 drilling, a nearest neighbor comparison between the 2011-2019 and 2020-2021 drilling data has been completed to add confidence to the utilization of the 2011 to 2019 drilling.

Table 10 Paired Data of 2020-2021 compared to 2011-2019 Drilling

Separation Dist. (ft)	No. Samples	2020/2021 Au (oz/ton)		2011-2019 Au (oz/ton)		Test of the Mean			Paired T test		
		Mean	Variance	Mean	Variance	T-stat	d.f.	Result	Paired-t	d.f.	Result
20	41	0.017	0.001	0.016	0.001	0.05	78	acceptable	0.05	40	acceptable
30	250	0.006	0.000	0.007	0.001	0.42	436	acceptable	0.12	771	acceptable

*d.f.-Degrees of Freedom

Diamond+RC 2011-2021 to Diamond+RC pre-2011

The final nearest neighbor test paired RC/DDH drilling from the time period of 2011-2021 with RC/DDH drilling before 2011. There does not appear to be an issue with combining historical and recent drilling.

Additional Data Rejects

Golden Vertex provided a description of drill holes in the database that are unreliable for resource estimation. IMC chose not to include drill holes labeled "Long Hole" for lack of information available on the drilling type and because they have been mined out already.

Mineral Processing and Metallurgical Testing since November 2017

Recent metallurgical testing has primarily focused on assessing the metallurgical response of monthly composites taken from the crushing plant through column leach tests. The test work has been performed by site personnel and the associated assaying has been performed at the on-site assay facility.

Metallurgical Test Work Results

The samples collected for metallurgical testing on which column leach testing was performed are monthly composites obtained from the crushing plant and are representative of material placed on the heaps for leaching. Recoveries are based on the back calculated head grade and range from 72% to 94% and 21% to 60% for gold and silver, respectively. The average gold recovery is 80% while the average silver recovery is 43%.

The metallurgical recoveries reported are undiscounted. A discount factor is commonly applied to column leach recoveries when estimating the expected production from a full-scale leaching operations to account for inefficiencies incurred. The discount factor typically ranges from 3% to 5%. In this case, the expected ultimate leach pad recovery for gold could be expected to range from 75% to 77% based on the average column leach test recovery, while the silver recovery could be expected to range from 40% to 43%. Given the slow nature of silver recovery, the ultimate recovery could be expected to approach 50% given enough time and solution application; however, the volume of solution required to achieve 50% is significantly higher than that required for gold recovery, which may not be practical.

Production Reconciliation

Current gold and silver recoveries from the leach pad are 70% and 34%, respectively. These figures agree with expectations based on the recoveries observed in the monthly composite column leach tests. Figure 3 shows the cumulative gold placement and production records for the leach pad along with the projected recoverable ounce inventory. The recoverable ounce placement values are based on an assumed 77% recovery. The trends show that production tracks consistently with the recoverable estimate. The recoverable ounce inventory is stable and has decreased over the last year as operational consistency has improved.

Figure 3 Life of Pad Heap Leach Gold Placement and Production Trends

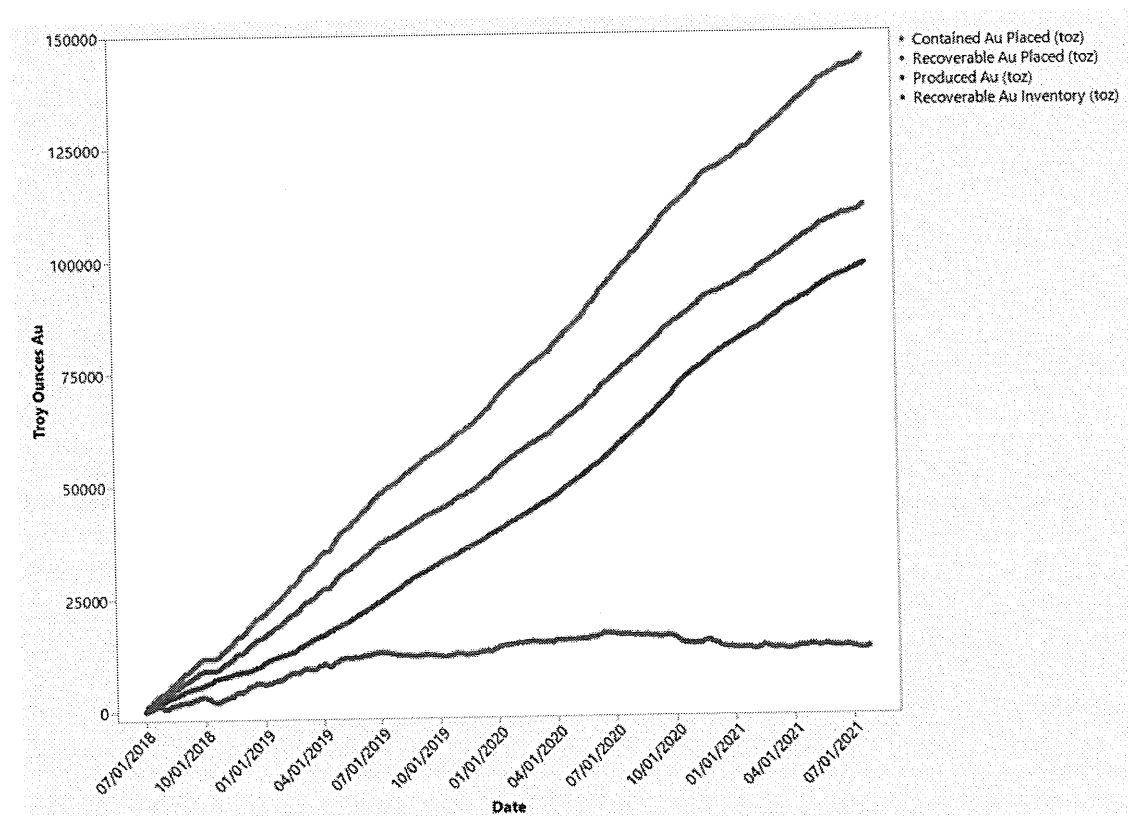
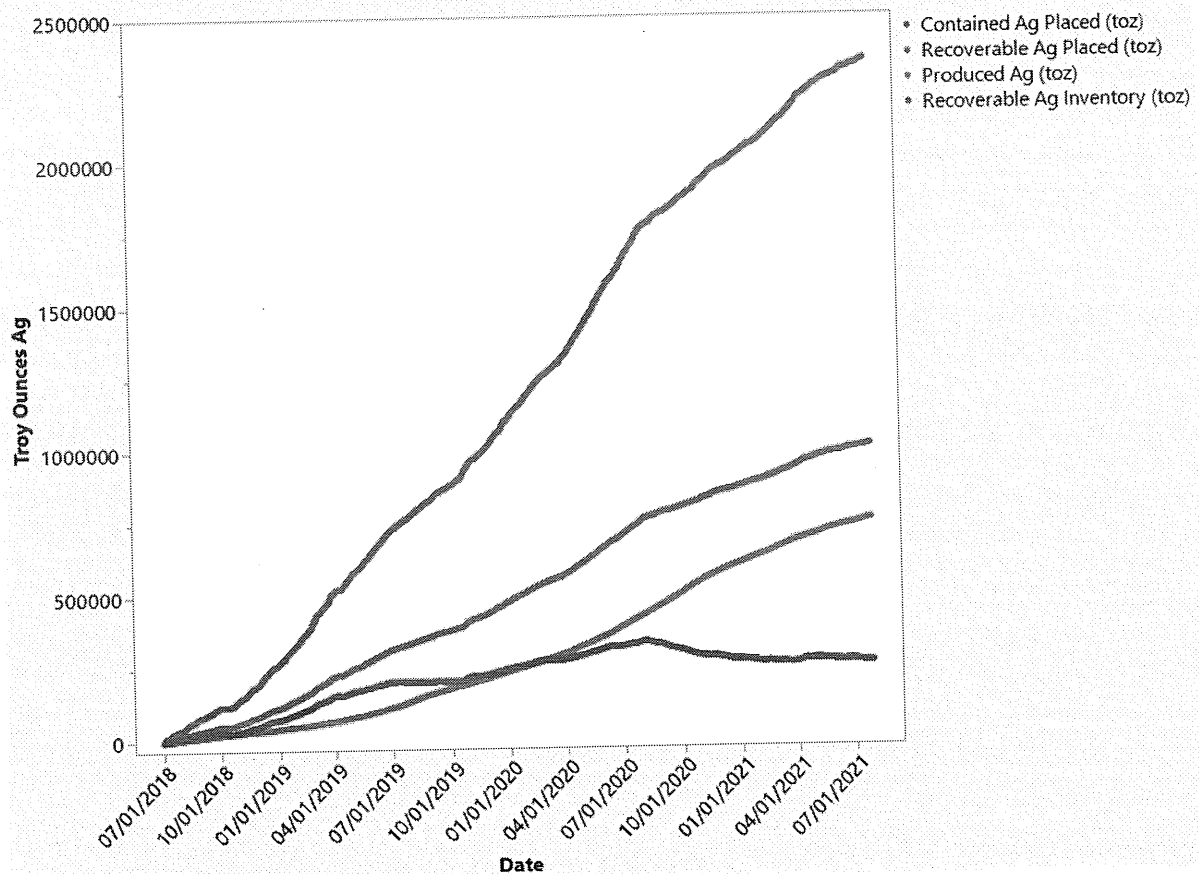


Figure 4 below shows the cumulative silver placement and production records for the leach pad along with the projected recoverable ounce inventory. The recoverable ounce placement values are based on an assumed 43% recovery. The trends show that production tracks consistently with the recoverable estimate. The recoverable ounce inventory is stable and has decreased over the last year as operational consistency has improved.

Figure 4 Life of Pad Heap Leach Silver Placement and Production Trends



The estimated 7% of recoverable gold placed in inventory agrees with trends apparent in the column leach test data. In nearly every case in the extraction profiles for column leach tests, the extraction is increasing well after 100 days of leaching. The average extraction increase over all the columns from 100 days to cessation of leaching is 4.7% and is 5.6% from 90 days. These trends indicate that the current inventory should be recovered as the amount of material placed on the leach pad increases and more material receives multiple leach cycles.

Similar to the gold recovery, silver recovery continues to increase beyond 100 days but at a slower rate. However, this suggests that leaching will continue as the ore is exposed to additional leach cycles.

Mineral Resource Estimate

The Mineral Resource model was developed by IMC during May and June of 2021. The drill hole database and interpretations of geology used in developing the resource model were provided to IMC by Golden Vertex.

The geology solids provided were reviewed by IMC. The final database used in Mineral Resource estimation was a subset of the drill hole database provided by Golden Vertex based on review of the assay data and QA/QC data.

The Moss Mine has been mined continuously since the beginning of 2018. Production data was made available by Golden Vertex for validating the grade model developed for the Moss Mine Report. The most reliable production data was tonnage mined out of the Center Pit between February 2019 and November 2020. Grade estimation methods were chosen that would produce an estimate that reflected historical production.

The Mineral Resource was established using a 3-D block model to estimate the in-situ mineralization. The component of the in-situ material that meets the requirements for reasonable expectation of economic extraction was developed using pit optimization software (Lerchs-Grossman algorithm) and metal prices of US\$1,800/oz. gold and 22.00/oz silver. The estimates of economic inputs and metal recovery were based on actual mining and processing costs that are incurred by the mine site in operations.

Economic benefit was applied to all three confidence classes of Measured, Indicated and Inferred for the determination of Mineral Resources. No restrictions were applied to constrain the computer pit shell from mining site infrastructure. Table 11 summarizes the input parameters for determination of the Mineral Resource.

Table 11 Pit Optimization Parameters for Defining Mineral Resource

Input Parameter	Value	
Gold Payable	100	%
Silver Payable	20	%
Royalty	4.50	%
Marketing Cost	10.00	US\$/oz Au
Gold Recovery	77	%
Silver Recovery	43	%
Mining Cost in situ	2.89	US\$/ton
Incremental Cost Below 1900'	0.02	US\$/ton/bench
Bench Discounting	0.00	%/bench
Mining Cost Fill	1.97	US\$/ton
Process Cost	4.18	US\$/ton ore
G&A Cost	1.77	US\$/ton ore
Slope Angles:		
North Wall	63	degrees
South Wall	45	degrees
Fill Material	37	degrees

The result of applying the above input parameters to the Moss block model is the statement of Mineral Resources in Table 12 that reflects the project status as of July 1, 2021. The formula for the cutoff grade used for the Mineral Resource is provided below:

$$\frac{\text{US\$5.95/ton processed} + \text{General and Administrative Costs}}{(\text{US\$1,800/oz Au Price} - \text{US\$10/oz Selling Cost}) * 77\% \text{ Recovery} * (100\% - 4.5\% \text{ Royalty})} = 0.0045 \text{ oz/ton}$$

Mineral Resources are inclusive of Mineral Reserves. The Mineral Resource could change as additional drilling is completed or as additional process recovery information becomes available. Metal prices and operating costs could materially change the resources in either a positive or negative way.

Table 12 Moss Mine Project Mineral Resources, July 1, 2021

Material Type Classification	Cutoff Grade oz/t	Tonnage Ktons	Head Grade		Contained Metal	
			Au (oz/ton)	Ag (oz/ton)	Au (koz)	Ag (koz)
Measured	0.0045	9,257	0.012	0.15	107.4	1,389.0
Indicated	0.0045	33,576	0.011	0.13	382.8	4,365.0
Measured+Indicated		42,833	0.011	0.13	490.2	5,754.0
Inferred	0.0045	7,233	0.010	0.13	73.8	940.0

Notes:

The Mineral Resource is inclusive of the Mineral Reserve
Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability
The Mineral Resource estimate was prepared by Jacob Richey of IMC
Mineral Resource was prepared in accordance with CIM Definition Standards
Summation errors are due to rounding
Metal Prices used: US\$1,800/oz Au, US\$22.00/oz Ag
Imperial tonnages are reported. ktons are 1,000 short tons of 2,000 lbs
koz are 1,000 troy ounces
oz/ton is troy ounces per short ton
Inputs to pit optimization on Table 11

Mineral Reserve Estimate**Computer Generated Pits**

The final pit design and internal phase designs that contain the Mineral Reserve were guided by the results of the Lerchs-Grossman ("LG") algorithm. The LG algorithm is a tool for phase design guidance. The algorithm applies approximate costs and recoveries along with estimated pit slope angles to establish theoretical economic breakeven pit wall locations.

Economic input applied to the algorithm is necessarily preliminary as it is one of the first steps in the development of the mine plan. The computer-generated pit shell geometries should be considered as approximate as they do not assure access or working room. Multiple LG pit shells were run at a range of metal prices. The base case metal prices were:
Au: US\$1,525/oz. Ag: US\$18.50/oz.

The base case metal prices were factored upward and downward (revenue factors) from 0.72 to 1.08 of the base case. Pit shells were run at reduced revenue factors to identify geometries suitable for initial phases. Measured and Indicated blocks only were allowed to contribute positive economic value. The computer-generated pit shells used to guide phase design were restricted from mining the existing crusher location as well as the north wall of the pit. These restrictions were applied to the LG algorithm because it cannot take into account the practicalities of moving the crusher or mining width requirements of pushing back the north wall. The remainder of the economic inputs are provided in Table 13 below.

Table 13: Input Parameters to LG Algorithm

Input Parameter	Value
Gold Payable	100 %
Silver Payable	20 %
Royalty	4.50 %
Marketing Cost	10.00 US\$/oz Au
Gold Recovery	77 %
Silver Recovery	55 %
Mining Cost Insitu	2.84 US\$/t material mined
Incremental Cost Below 1900'	0.02 US\$/t/bench

Input Parameter	Value
Bench Discounting	0.50 %/bench
Mining Cost for Fill	1.87 US\$/t material mined
Process Cost	4.33 US\$/t ore
G&A Cost	1.77 US\$/t ore

Selection of Ultimate Pit

LG shells of increasing size were evaluated to determine the pit geometry that would produce a robust mine schedule at the base case metal prices of: US\$1,525/oz Au and US\$18.50/oz Ag. This was accomplished by generating a suite of shells at “revenue factors” between 0.72 and 1.08 and comparing the value of the increasing shell tonnages tabulated at the base case metal prices. A pit shell value was assigned to each pit of:

$$\text{Pit Value} = \text{Ore Tons} \times \text{NSR (at US\$1,525Au/US\$18.50Ag in US\$/ton)} - \text{US\$6.10/ton proc} + \text{G\&A} \\ - \text{Total Tons} \times (\text{US\$2.84/ton} + 0.02 \text{ Incremental Mining Cost in US\$/ton/bench})$$

There appears to be marginal benefit of mining a pit larger than the 0.92-0.98 revenue factor pit at the base case metal prices. IMC designed the final pit at the Moss Mine Project to target the 0.98 revenue factor pit.

Updated Cost and Recoveries

The updated costs and recoveries are provided in Table 14. IMC conducted a sensitivity check on the impact of incorporating the new parameters and determined that the existing phase designs based on Table 13 are acceptable for mine planning and reserve definition and no re-design of the final pit or phases was necessary.

Table 14: Final Parameters used in Project Economics

Input Parameter	Value
Gold Payable	100 %
Silver Payable	20 %
Royalty	4.50 %
Marketing Cost	10.00 US\$/oz Au
Gold Recovery	77 %
Silver Recovery	43 %
Mining Cost Insitu	2.89 US\$/ton material mined
Incremental Cost Below 1900'	0.02 US\$/ton/bench
Bench Discounting	0.50 %/bench
Mining Cost Fill	1.97 US\$/ton material mined
Process Cost	4.18 US\$/ton ore
G&A Cost	1.77 US\$/ton ore

Mineral Reserve Estimate

The Mineral Reserve is the sum of the Proven and Probable material that is scheduled to be processed in the mine plan. The cutoff grade for material sent to the crusher is 0.006 oz/t gold grade. This is above the “internal or marginal” cutoff grade to reflect operational practice and provide improved economics.

The Mineral Reserves are summarized in Table 15.

The Mineral Reserve could change as more drilling and engineering is completed. Metal prices or changes in metal recovery or operating costs could materially change the Mineral Reserve in a positive or negative way.

Table 15 Proven and Probable Mineral Reserve, July 1, 2021

Classification	Ore ktons	Gold oz/ton	Silver oz/ton	Cont. Au 000's oz	Cont. Ag 000's oz
Proven	5,083	0.013	0.17	68.1	858.8
Probable	8,965	0.013	0.15	116.4	1,342.0
Proven + Probable	14,048	0.013	0.16	184.5	2,200.8

Notes:

- Metal Prices used for Mineral Reserves: US\$1525/oz Au; US\$18.50/oz Ag.
- The Mineral Reserve is tabulated at a 0.006 oz/ton gold cutoff grade.
- The topography date used for tabulating the Mineral Reserve is July 1, 2021.
- Imperial tonnages are reported. Ktons are 1,000 short tons of 2,000 lbs.
- The Mineral Reserve estimate was prepared by Jacob Richey of IMC
- oz/ton is troy ounces per short ton.
- Numbers may not add exactly due to rounding.
- Mineral Reserve estimate was prepared in accordance with CIM Definition Standards.
- Reserve Estimate does not include inventory ounces on pad before July 1, 2021

Mining Methods

The Moss deposit is currently being mined by conventional open pit hard rock mining methods by contract miner McCoy and Sons Inc. (“**McCoy**”) with drilling and blasting subcontracted to Western Explosive Systems Company. This mine plan is based on a continuation of contract mining.

Mining of the deposit is accomplished with 70-100 ton rigid frame haul trucks and front end loaders. Excavators are used for loading in areas where dilution could be an issue at ore waste boundaries. Mining geometries have been designed with nominal 200 ft operating widths to allow for equipment operating room. Mining occurs at 20-ft bench heights. The pit configuration is triple benched with catch benches every vertical 60 ft.

A quarterly schedule was developed for the mine plan. The schedule starts July 1, 2021. The crusher is planned to operate for 323 days per year with a throughput rate of 11,000 tons per day. This requires an ore production rate of approximately 888 ktons of ore to be sent to the crusher each quarter. Mining is expected to last for four years from Q3 2021 – Q2 2025.

The quarterly mine schedule is provided in Table 16.

Table 16 Moss Quarterly Mine Schedule

Period	Ore ktons	Au oz/ton	Ag oz/ton	Waste ktons	Total ktons	Contained Metal		Recoverable Metal	
						Au koz	Ag koz	Au koz	Ag koz
2021Q3	888	0.014	0.17	1,093	1,980	12.8	154.6	9.8	85.0
2021Q4	888	0.013	0.14	1,112	2,000	11.4	126.1	8.8	69.4
2022Q1	888	0.013	0.12	1,110	1,998	11.6	108.9	8.9	59.9
2022Q2	888	0.014	0.13	1,110	1,998	12.0	115.2	9.3	63.4
2022Q3	888	0.013	0.13	1,114	2,000	11.5	111.3	8.9	61.2
2022Q4	888	0.011	0.11	1,112	2,000	9.9	100.6	7.6	55.4
2023Q1	888	0.011	0.14	1,112	1,999	10.2	125.9	7.8	69.2
2023Q2	888	0.011	0.19	1,261	2,149	10.2	171.6	7.8	94.4
2023Q3	888	0.015	0.19	828	1,715	13.5	170.2	10.4	93.6
2023Q4	888	0.017	0.20	562	1,450	15.3	179.1	11.8	98.5
2024Q1	888	0.017	0.19	561	1,451	15.3	164.3	11.8	90.4
2024Q2	888	0.012	0.11	562	1,450	10.8	93.4	8.3	51.4
2024Q3	888	0.016	0.19	197	1,084	14.0	164.9	10.8	90.7
2024Q4	888	0.010	0.14	215	1,103	8.9	123.2	6.8	67.7
2025Q1	888	0.011	0.18	218	1,106	10.0	156.1	7.7	85.8
2025Q2	728	0.010	0.17	139	866	7.4	125.3	5.7	68.9
Total	14,048	0.013	0.16	12,306	26,349	184.7	2190.8	142.2	1204.9

*Recoveries: 77% for Gold; 55% for Silver

Mine Phase Designs

A total of four phase or pushback designs were developed to achieve the ultimate pit design. Phase designs are practical expansions of the mine excavation that incorporate haul road designs, operating room for equipment and all practical mining requirements.

Design Parameters

Pit slope angles are based on recommendations from a March 2017 report from Golder and Associates Inc. "Pit Slope Design Recommendations Moss Gold-Silver Project". The Golder report recommended that 55° interramp angles (70° bench face angle with 20 ft catch benches every vertical 60 ft) would be achievable. The report also mentions that with excellent pre-split blasting results, the bench face angle can be increased from 70° to 80° resulting in an interramp angle of 63°.

Mining Pit Phase Progression

Pit phase progression occurs in the order of least expensive gold ounces to mine to most expensive. A description of the phase progression in the mine plan is provided below:

1. The first phase in the sequence is a continuation of the east pit that is currently being mined. It is mined down to the 1880' bench.
2. The second phase is the first phase of the "West pit". This phase mines out the higher-grade ore with a lower stripping ratio on the east side of the West pit. This phase mines down to the 2020' elevation.
3. The third phase mines deeper in the east pit with a pushback on the south side of the pit. This phase also allows access back into the central pit where it mines out the access ramp left in the south wall and mines the central pit several benches deeper. This phase mines down to the 1760' elevation.
4. The fourth and final phase pushes the west pit deeper and further west. This phase mines down to the 1900' elevation.

Mine Production Schedule

The mine production schedule that is presented in Table 16 was based on the phase designs and the planned crusher feed rate. Sufficient waste is moved during the mine life to assure continued release of the required 11,000 tons per day process feed material. The cutoff grade of is 0.006 oz/ton.

The crusher location is directly south of the central pit with a surge stockpile located at the crusher pocket. The crusher pocket is not large enough for trucks to direct dump into the crusher; all ore is stockpiled and fed to the crusher with a CAT 988 front-end loader.

Waste Storage

The waste storage area is directly south of the east pit. Some historical waste will need to be rehandled in the mining of phase 3. This mine plan places waste rock further south and higher than the current configuration of the waste dump. The waste dump is constructed in 50 ft lifts at an angle of 2.5:1; this angle is achieved by leaving a 60 ft step-back every 50 ft lift.

Mining Contractor

The mining contractor is responsible for mine supervision, equipment operation, equipment maintenance, and blast hole drilling and sampling. Drilling is accomplished with smaller air track drills that are capable of drilling production holes and pre-split holes. Production drilling uses 5.5" diameter holes on 11x11 ft spacing. Pre-split drilling is accomplished with 4.5" holes on 4 ft spacing. A majority of the loading is accomplished with 13-yard CAT 992 front-end loaders. In locations where dilution is an issue, a 9-yard CAT 1200 excavator is used for loading. Haul trucks are CAT 775F 70-ton and CAT 777F 100-ton trucks.

Recovery Methods

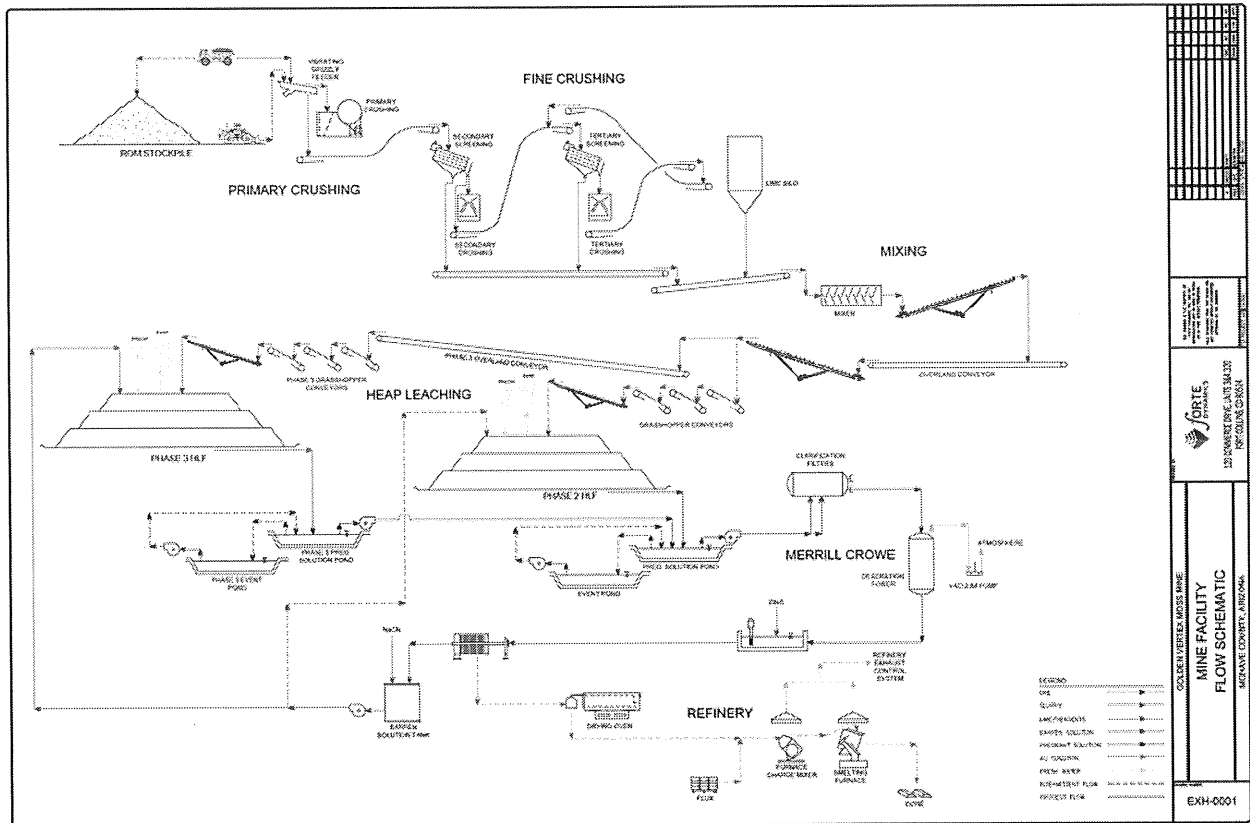
The Moss Mine Project extracts gold and silver from ore via heap leaching. Mined ore is crushed and conveyed to heaps where it is stacked. Following stacking, the leach pads are irrigated with dilute sodium cyanide solution. Gold and silver are dissolved as the sodium cyanide solution passes through the leach pads. The solution (referred to as pregnant solution) exits the leach pads and flows to a pregnant solution pond. From the pregnant solution pond, the solution is passed through a Merrill-Crowe plant where the gold and silver are precipitated out of solution using zinc powder. The precipitate is filtered, dried, and smelted to produce doré bars.

The following discussion presents a summary process flowsheet along with a process description. Also presented is a summary of process statistics from the operation.

Recovery Methods

A simplified process flow diagram for the Moss Mine Project is shown in Figure 5.

Figure 5 Simplified Process Flow Diagram



Mined ore is trucked from the mine to the crushing plant. The ore is dumped directly onto the ROM pad. Ore is then reclaimed by a front-end loader and fed to the primary crusher feed hopper.

The primary crusher reduces the feed material to a P80 of approximately 3 inch (80 mm). The product is conveyed to a 66-ton (60 tonne) surge bin. A belt feeder removes material from the surge bin to a triple deck vibrating screen. Screen oversize passes to a secondary crusher where it is reduced to a P80 approximately of 1.3 inch (33 mm). Screen undersize passes to the final product conveyor. Intermediate screen product combines with the secondary crusher product and is conveyed to a 143-ton (130 tonne) surge bin ahead of the tertiary crushing circuit. Two belt feeders remove ore from the surge bin and independently feed two screens ahead of two tertiary crushers. Undersize from the screens is sent as final product. Screen oversize passes through the tertiary crushers where the size is reduced and conveyed back to the tertiary screens for re-classification. The product from the crushing plant has a target P80 of 3/8 inch (9.5 mm). The operation began, crushing to a P80 of 1/4 inch (6.35 mm); however, increasing the crush size was found to reduce crusher maintenance while having no appreciable impact on recovery. Dust suppression is controlled in the crushing circuit with water sprays and dust collectors.

Crushed ore was agglomerated via drum using cement and water at startup. However, with little clay or ultra-fine material, agglomeration was deemed unnecessary. In 2020, the drum agglomerator was removed and replaced with a paddle wheel mixer. The cement addition was replaced with pebble quicklime that is added to the conveyor belt ahead of the mixer. The ore and lime are conveyed using an overland conveyor followed by a series of grasshopper type conveyors to the leach pad from where it is stacked to a target height of 33 feet (10 meters).

Following stacking, the ore is irrigated with a dilute sodium cyanide solution via drip emitter. The solution passes through the heap leach pad and exits the bottom. As it travels through the heap, the solution dissolves gold and silver.

The solution discharging from the heap is loaded with dissolved gold and silver and is referred to pregnant solution. The pregnant solution flows from the heaps or is pumped to a pregnant solution pond. From the pregnant solution pond, it is pumped to the Merrill-Crowe plant. The pregnant solution passes through clarifier filters to remove any entrained solids from the solution. The oxygen content in the solution is then decreased by passing through a deaeration tower. Zinc dust is added to the discharge solution from the deaeration tower. The dissolved gold and silver plates onto the zinc dust and forms a precipitate. The solution passes through plate and frame filter presses where the precious metal bearing precipitate is removed. The discharge solution from the precipitate filters is referred to as barren solution, which reports to the barren solution tank. Sodium cyanide is added to the barren solution to the target concentration, and then the barren solution is pumped back to the heap leach pad for further leaching.

The precipitate from the filters is removed and collected in pans. The pans are placed in ovens where the precipitate is dried. The dried precipitate is mixed with fluxes and smelted in a furnace to produce doré bars for sale to refiners. The smelting process also produces slag. The slag is crushed and screened to recover any high-grade chips which are returned to the smelting furnace. The remaining slag is stored for transfer or disposal. Fumes from the melting furnace are collected through ductwork and passed through a scrubber before discharging to atmosphere.

Salient Production Statistics

The cumulative metallurgical recovery for gold and silver as at July 1, 2021 is approximately 70% and 34%, respectively. Target metallurgical recoveries are 77% and 43% for gold and silver respectively.

Metallurgical accounting is indicating that, up to July 28, 2021, 102,694 ounces of gold and 768,248 ounces of silver have been produced from the project since startup. Reconciliation of metal sold to the projected metal produced is consistently within 1%, generally with metal poured reporting slightly higher than the forecasted metal produced. Bench scale metallurgical test work on leach material is ongoing. This test work indicates that expected metallurgical recoveries for gold ranged from 72% to 94% and for silver they range from 21% to 60% for test work through October 2020. The average for the gold recoveries was 80%, while the average for silver was 43%. The recoveries from the onsite test work are undiscounted to account for any factors involved in applying bench scale results to that expected under field conditions.

Current gold and silver recoveries from the leach pad are 70% and 34%, respectively. The recoverable ounce placement values are based on an assumed 77% gold recovery and 43% silver recovery. The trends show that production tracks consistently with the recoverable estimate. The recoverable ounce inventory is stable and has decreased over the last year as operational consistency has improved. It is anticipated that inventories will continue to decrease over time with continuing operational consistency.

A relatively small number of gold and silver ounces were discounted from the economic model. While the metal is recoverable, the cost to recover the ounces exceeds the value realized through recovery and doré production. However, the overall gold recoveries are still anticipated to range from 75% to 77% with silver recoveries ranging from 40% to 43%.

Infrastructure, Permitting and Compliance Activities

Project Infrastructure and Logistical Issues

The Moss Mine Project has been in production for more than three years, so that sufficient infrastructure exists to produce gold and silver.

A power transmission line was recently constructed (approximately 11 miles) from Bullhead City to the mine site. The 24.9 kilovolt power line was energized through Mohave Electrical Co-operative on September 9, 2020, allowing the mine to go off diesel power generation. Some of the diesel generators will remain on site for backup.

The total water demand at the mine site is on average about 225 gpm. During peak periods water demand ranges from about 200 gpm up to 300 gpm. The principal source for water supply is from pumped groundwater as well as pit de-watering. Make-up water demand is seasonal due to variations in the temperature, humidity and precipitation during the year. Make up water is trucked to site, when necessary.

All administration and support offices are located at the mine site. A warehouse is located off Silver Creek Road within Bullhead City limits. Access to the fenced mine site is through a gate which is monitored 24-hours a day by site security personnel. Golden Vertex provides company vans to transport personnel to and from the mine site. There are no maintenance workshops or a truck shop for the mining contractor. An area on the existing waste rock facility is provided for the mining contractor to perform equipment maintenance.

Blasthole samples are prepared and analyzed on site. The existing assay laboratory is housed in a shipping container for sample preparation. Two retro-fitted wooden sheds (12 x 32 ft) house the wet assay lab and fire assay laboratory. The laboratory is capable of processing about 160-180 samples per day during two shifts.

Environmental

Key issues identified during BLM environmental analyses included air quality (dust emissions); biological resources including springs and riparian vegetation; bats and wildlife use and management; habitat corridors and fragmentation; special status species habitat and use; vegetation and invasive species; cultural and tribal resources; noise; public access and recreation; socioeconomics; visual resources; groundwater resources; and cumulative impacts. There are no known environmental issues that would constrain the development of the resource.

Permitting

All land use and facility operating permits are in place to operate Phase III of the Moss Mine Project. The following agencies served as Cooperating Agencies with BLM during the Phase III plan review and impact assessment processes: Arizona Department of Environmental Quality, Arizona Game and Fish Department, City of Bullhead City, Mohave County, and Fort Mojave Indian Tribe. The Arizona State Mine Inspector oversees the reclamation plan on private lands.

Required Permits and Status

No new permits are required to develop the resource as all related activities would not exceed BLM-approved facility footprints. Minor modifications such as engineering design changes to approved facilities may be needed for the State of Arizona air and aquifer protection permits if process circuits are changed or optimized for processing the resource. Modification of these permits are routine as typical technical improvements are made.

Capital and Operating Costs

Operating Costs

The expected operating costs (“OPEX”) for the Moss mine plan set out in the Moss Mine Report are estimated to total US\$165.7 million. These costs include the costs of mining, ore and waste, processing, and G&A costs. The average operating costs over the life of mine by category are provided in Table 17.

All costs presented are based on 3rd quarter 2021 US Dollars.

Table 17 Moss Mine Life Operating Cost by Category

OPEX Category	Unit Cost	Units	Total Cost \$US Million
Contract Waste Mining Cost	2.83	US\$/ton Waste	34.83
Contract Ore Mining Cost	3.43	US\$/ton Ore	48.21
Processing Cost	3.69	US\$/ton Ore	51.85
Cost to Recover Inventory Ounces	-	-	5.90
G&A Cost	1.77	US\$/ton Ore	24.86
Total			165.66

*Waste Mining Cost is an average of the cost to mine in-situ and fill material

Capital Costs

The expected capital costs (“CAPEX”) for the remainder of the Moss mine life are estimated to total US\$17.5 million. The only capital costs expected are for the construction of additional leach pad foundation and the cost for site reclamation. The estimated capital costs over time are provided in Table 18 below.

Table 18 Capital Cost Estimate by Year

	Totals	Time Period					
		Jul21-Dec21	Jan22-Dec22	Jan23-Dec23	Jan24-Dec24	Jan25-Mar25	Jan26-Mar26
Capital Costs 000's US\$							
Heap Leach Pad	8,360	1,861	1,176	5,323	0	0	0
Reclamation	6,930	0	0	0	0	3,465	3,465
Contingency Avg. 14%	<u>2,188</u>	<u>0</u>	<u>321</u>	<u>1,452</u>	<u>0</u>	<u>208</u>	<u>208</u>
Total	17,479	1,861	1,497	6,775	0	3,673	3,673

*Contingency is 0% for Heap Leach Pad Costs in 2021 because 2021 costs are based on actual invoices. A contingency of 30% is applied to the remainder of the heap leach pad costs and 6% to the reclamation costs.

Economic Analysis

The Moss Mine Project’s economic analysis is a conventional discounted cash flow model that is based on the mine plan and estimated project costs that are presented in the Moss Mine Technical Report. The analysis calculates annual cash flow projections over the life of mine as it is currently understood and incorporates metal sales costs, royalties and taxes. The analysis is based on 2021 third quarter U.S. dollars.

Since the Moss Mine Project has already been operational for four years, the only metric used to summarize the economic model is the discounted and non-discounted net present value (“NPV”).

The base case metal prices for the financial analysis are US\$1,700/oz for gold and US\$18.50/oz for silver. Table 19 summarizes the economic model results at three sets of metal prices:

- The base case prices (US\$1,700/oz gold and US\$18.50/oz silver),
- October 1, 2021 Spot (US\$1,757/oz gold and, US\$22.10/oz silver), and
- Mineral Reserve metal prices (US\$1,525/oz gold, US\$18.50/oz silver).

Table 19 Financial Model Results (US\$ Millions)

Metal Prices:	US\$1,700/oz Au US\$18.50/oz Ag	US\$1,757/oz Au US\$22.10/oz Ag	US\$1,525/oz Au US\$18.50/oz Ag
After-Tax Undisc. Cash Flow	54.2	60.3	31.6
After-Tax NPV5%	45.3	50.6	25.9
Pre-Tax Undisc. Cash Flow	60.7	68.8	35.7
Pre-Tax NPV5%	50.8	57.8	29.4

The start date for the economic analysis is July 1, 2021. All discounted metrics are discounted to July 1, 2021. The second half of 2021 is treated as a full year when applying discounting for simplicity.

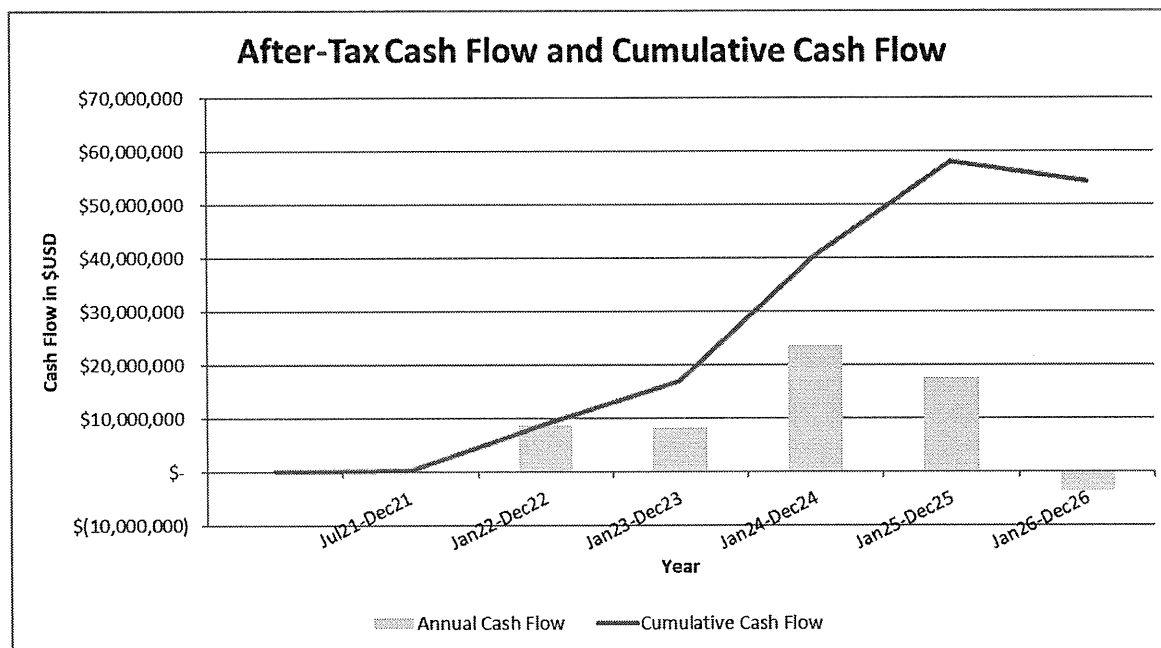
Results

The economic model results at the financial analysis base case metal prices are presented in terms of NPV both on a pre-tax and after-tax basis. The NPV is presented both undiscounted and at a 5%, 10% and 15% discount rate as shown in Table 20. On an after-tax basis, the project has an NPV_{5%} of US\$45.3 million.

Table 20 Financial Model Results, Pre-Tax and Post-Tax
(US\$1,675/oz Au, US \$18.50/oz Ag)

Metric	After-Tax	Pre-Tax
Undiscounted Cash Flow	US\$54.2 Million	US\$60.7 Million
NPV@5%	US\$45.3 Million	US\$50.8 Million
NPV@10%	US\$38.2 Million	US\$43.0 Million
NPV@15%	US\$32.6 Million	US\$36.7 Million

The undiscounted cash flows generated by the project financial model are provided graphically in Figure 6.

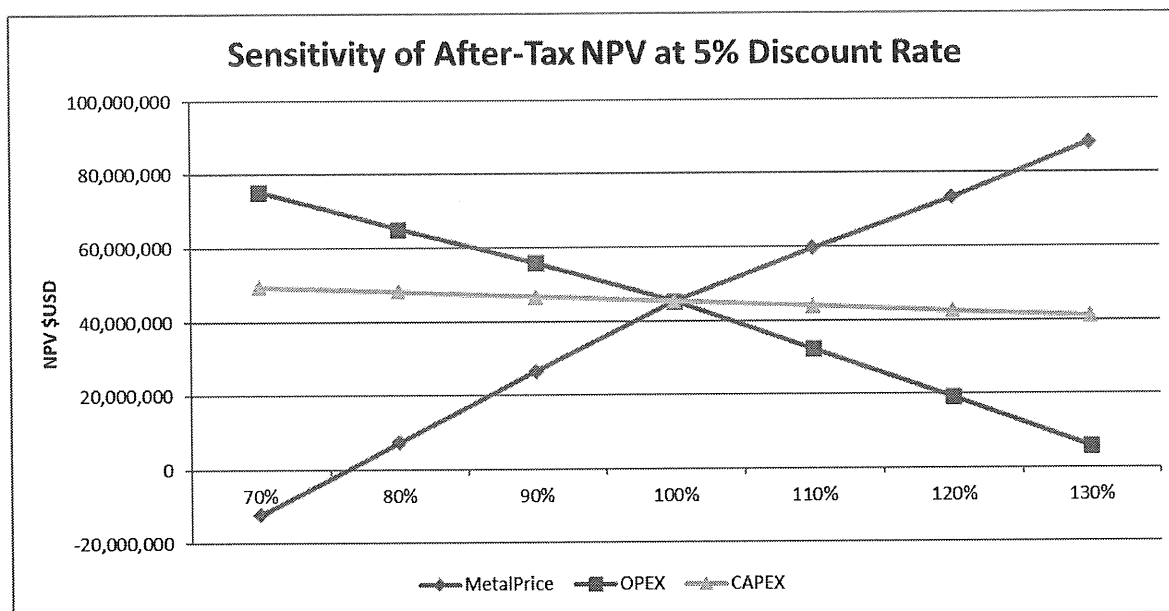
Figure 6 Undiscounted After-Tax Cash Flow

Sensitivity

The economic sensitivity of the project was evaluated with respect to OPEX, CAPEX, and metal prices between -30% and +30% of the base case values. Change in metal prices could also be indicative of changes in metal recovery and/or processed head grades.

Economic results appear to be most sensitive to metal prices and least sensitive to changes in capital cost. A spider graph depicting the results on project NPV by varying the OPEX, CAPEX and metal price inputs (one category at a time) is provided in Figure 7.

Figure 7 Sensitivity of After-Tax NPV



Exploration, Development and Production

For a description of the Company's current and contemplated exploration, development and production activities, please refer to *Exploration – The Company (2016 to Present)*, *“Drilling – 2020 – 2021 Drilling”*, *“History – Operating Phases of the Moss Mine Project under the Company – Phase III and Current Project Description”* and *“Mining Methods”*.

Hercules Project

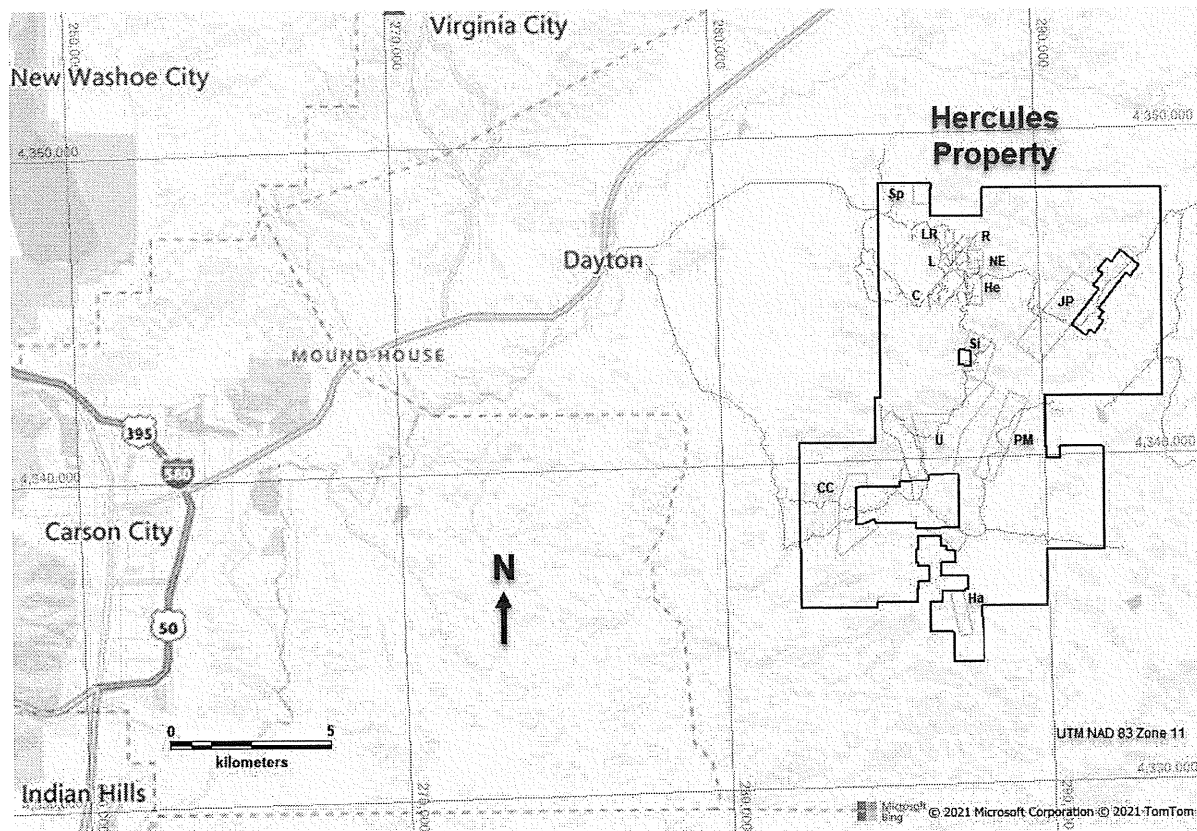
The technical information below relating to the most recent technical report for the Hercules Project, the Hercules Report, is derived from and has been updated, where necessary, from the Hercules Report. The following summary does not purport to be a complete summary of the Hercules Project and is subject to all the assumptions, qualifications and procedures set out in the Hercules Report and is qualified in its entirety with reference to the full text of the Hercules Report, except where such information has been updated as set out herein. Readers should read this summary and update in conjunction with the Hercules Report, a copy of which is on SEDAR under Eclipse Gold Mining Corporation. A copy is also provided on the Company's website under Projects, Hercules Project.

Project Description, Location and Access

The Hercules Project, part of the Como mining district, is located approximately 40 kilometers southeast of the city of Reno, in Lyon County, Western Nevada (Figure 1). A total of 1,323 unpatented and four patented lode mining

claims comprise the Hercules Project. In total, the property covers approximately 10,000 hectares (24,710 acres), which are owned or controlled by the Company. The principal access to the Hercules Project is from U.S. Highway 50 and the town of Dayton, Nevada located about 67 kilometers by road southeast of Reno, Nevada and 27 kilometers by road northeast of Carson City, Nevada. The Hercules Project can generally be accessed year-round.

Figure 1 Location Map of the Hercules Project (Target Areas: He=Hercules, C=Cliffs, L=Loaves, NE=Northeast, R=Rattlesnakes, LR=Lucky Rusty, Sp=Sprite, JP=Jurassic Park, Si=Sirens, U=Urza, PM=Pony Meadows, CC=Como-Comets, Ha=Hades)



On August 9, 2019, Eclipse and Hercules Gold entered into the Iconic Option Agreement with Great Basin and Iconic, as amended on February 12, 2021, pursuant to which the Company became a party to the agreement, for an option to obtain a 100% interest in 116 unpatented mining claims situated in Lyon County, Nevada forming part of the Hercules Project.

The Iconic Option Agreement has a maximum term of 12 years from February 28, 2020 (the “**Listing Date**”), being the tenth day following the date that the Eclipse Shares commenced trading on the TSXV. In consideration for the option, Hercules Gold and the Company together are required to:

- pay US\$50,000 to Great Basin and \$325,000 to Iconic upon inception of the Iconic Option Agreement (paid);
- pay US\$50,000 to Great Basin on each anniversary of the Listing Date (for an aggregate of US\$600,000 (US\$50,000 paid to date); and
- issue to Iconic common shares as follows: 1,000,000 Eclipse Shares on the Listing Date (issued) and 181,666 Common Shares (1,090,000 Common Shares on a pre-Consolidation basis) on each of the first (issued), second and third anniversaries of the Listing Date.

Hercules Gold is also required to pay all mining claim maintenance fees with respect to the claims subject to the Iconic Option Agreement and incur exploration expenditures as follows:

- \$100,000 for the preparation of an NI 43-101 report with respect to the Hercules Project;
- US\$550,000 by the first anniversary of the Listing Date (complete);
- An additional US\$750,000 by the second anniversary of the Listing Date; and
- An additional US\$1,000,000 by the third anniversary of the Listing Date.

All mineral titles and permits are held by Great Basin and will be transferred to Hercules Gold upon satisfaction of the obligations in the Iconic Option Agreement. The claims under the Iconic Option Agreement are subject to a 3% NSR, payable to Great Basin. Hercules Gold may repurchase 50% of the NSR for US\$2,000,000 at any point prior to 90 days post commercial production, and Hercules Gold has the right of first refusal over the royalty should Great Basin seek to sell the royalty to any third party.

After the effective date of the Hercules Report and up to the date of this AIF, the Company has acquired an aggregate of 1,106 additional claims contiguous to the Hercules Project by staking. Such additional claims cover approximately 83 square kilometers in northwestern Nevada.

On January 6, 2020, Hercules Gold entered into an agreement with Joseph Sawyer, Sr. to acquire four additional claims that are contiguous to the Hercules Project in consideration for US\$64,000, of which US\$40,000 was paid on January 6, 2020, and US\$24,000 was paid within a year of entering into the agreement. In addition, Hercules Gold granted Joseph Sawyer, Sr. a 2% NSR royalty over the claims subject to the agreement. Hercules Gold can repurchase 75% of the NSR for US\$250,000 cash or equity of the Company. Hercules Gold will have right of first refusal on the purchase of the remaining 25% of the NSR.

On February 25, 2020, Hercules Gold entered into an agreement with Comstock Exploration to acquire two patented claims and five unpatented claims for a sum of US\$100,000 (paid) and subject to a 2% NSR royalty. These claims cover approximately 0.50 square kilometers. Hercules Gold can repurchase each 1% of the NSR for US\$75,000 per claim and has the right of first refusal in the event of a sale of the NSR.

On July 28, 2020, Hercules Gold entered into an agreement with Donna Santos to acquire two patented mineral claims for a sum of US\$23,750 (paid) and subject to a 2% NSR. Hercules Gold can reduce the royalty from 2% to 0.5% by paying US\$100,000 at any time after the first 12 months following commercial production.

On October 16, 2020, Hercules Gold finalized the acquisition of a 100% interest in eight unpatented lode mining claims located adjacent to the Hercules Project. The claims were acquired from Comstock Mining Inc. for consideration of 100,000 Eclipse Shares and a 2% NSR over the claims subject to the agreement. Hercules Gold can repurchase each 1% of the NSR for US\$75,000 per claim and has the right of first refusal in the event of a sale of the NSR.

On October 21, 2020, Hercules Gold entered into an agreement with Nevada Select Royalty, Inc. to purchase a single unpatented mining claim located within the Hercules Project boundary for US\$20,000 (paid) and by granting the seller a 2% NSR over the claim. Hercules Gold can repurchase 50% of the NSR for US\$500,000 and has the right of first refusal for any sale of the NSR.

On November 24, 2020, Eclipse closed the acquisition of a 100% interest in 83 unpatented lode mining claims situated internal and adjacent to the Hercules Project as well as a historical dataset of 88 drillholes, 628 rock samples, 1,578 soil samples and other geological data from CP Holdings Corporation. The purchase price was US\$100,000, 500,000 Eclipse Shares (issued on November 24, 2020), and the granting of an NSR to CP Holdings Corporation that varies between 1.25% and 2.5% on the mining claims. Hercules Gold has reserved the right to buy 50% of the NSR at any time by making a US\$1,000,000 payment in cash and has a right of first refusal on the remainder.

Annual land holding costs, including lease payments and work commitments, in respect of the Hercules Project for 2021 are listed in Table 1.

Table 1 Summary of Estimated Land Holding in 2021 Costs for the Hercules Project

Item	Estimated Cost (USD)
BLM Federal Mining Claim Maintenance Fees (1,323 unpatented mining claims; 2021-2022 assessment year)	\$218,295
Lyon County Recording Fees (1,323 unpatented mining claims; 2021-2022 assessment year)	\$15,910
Cash Payment to Great Basin pursuant to Iconic Option Agreement	\$50,000
2021 Work Commitment as required pursuant to the terms of the Iconic Option Agreement	\$750,000
Total	\$1,034,205

Hercules Gold has the right to use the surface of the unpatented mining claims for exploration related purposes to September 1, 2022, and which it may maintain on a yearly basis beyond that by timely payment of claim maintenance fees and other filing requirements, and subject to applicable state and federal environmental regulations.

History

The information summarized under this heading has been extracted and modified to a significant extent from Noland (2011) and McGibbon (2012), as well as other sources cited.

Historical Mining

The Hercules Project is part of the Como mining district, which was worked as early as the late 1850s. About \$500,000 in gold and silver was produced from the Como mining district since its discovery (Couch and Carpenter, 1943), although none of this production is attributed to the Hercules area. In the late 1880s, the Hercules Mining Company explored the property with approximately 610 meters of underground workings and reportedly mined and shipped some ore. Several decades later, an additional 457 meters of underground development took place, possibly in the mid-1920s to late-1930s. No production records are available for any of the historical mining at Hercules, although some authors (e.g., McGibbon, 2012) have estimated that as much as 5,000 ounces of gold and 20,000 ounces of silver were extracted. This estimate is based on, "...the lack of large volumes of dump material and the size of the underground workings...", and the average grade applied is based on, "...the required value for shipping ore during this period and recently reported underground sampling results...". While the Hercules Report Authors did not attempt to verify this estimated production, the magnitude of observed underground workings and associated dump material, as well as gold and silver grades from rock-chip sampling, were considered consistent with the small amount of production estimated by McGibbon. Based on the site visits of the Hercules Report Authors, historical production of this magnitude was considered reasonable. A placer mining operation was attempted in the northeastern part of the property in the late 1970s to early 1980s (McGibbon, 2012).

Historical Exploration

Modern-era exploration at Hercules began in the early 1980s. Asamera Minerals Inc. (“**Asamera**”) explored for Comstock-vein style gold-silver mineralization on the southern parts of the original 116 claims subject to the Iconic Option Agreement (the “**original Hercules property**”). Asamera conducted substantial underground and surface channel sampling across the veins in the Hercules and West Cliffs areas and drilled nine diamond core drillholes. Although high-grade vein structures were not found, significant intervals of low-grade were identified. At about the same time, in 1984, St. Joe Gold Corporation (“**St. Joe**”) leased the northern portion of the original Hercules property with the intent to explore for disseminated and vein-hosted gold mineralization. St. Joe conducted a broad campaign that consisted of geological mapping, geochemical sampling, bulk sampling from trenches and outcrops, preliminary metallurgical test work, and reverse circulation (“**RC**”) drilling.

In 1986, Horizon Gold Corporation (“**Horizon**”) acquired both the north and south portions of the original Hercules property. Geological mapping, trenching, surface and underground sampling, RC drilling, and induced potential-resistivity and magnetic geophysical surveys were performed.

In 1992, Pioneer Mining Corporation (“**Pioneer**”) merged the north and south portions of the original Hercules property into single ownership. Pioneer compiled the results of the historical exploration programs conducted to date at that time and produced the first resource estimates for the property. Pioneer leased the property to Phelps Dodge Corporation (“**Phelps Dodge**”) in 1993, who conducted geologic mapping, rock and soil sampling, and a two-phase drill program from 1993 to 1997.

MinQuest, Inc. (“**MinQuest**”) staked claims in the Hercules area beginning in 1999 and leased the property to Miranda Diamond Corporation (“**Miranda**”) in 2003. Miranda then leased the claims to Lincoln Gold Corporation (“**Lincoln**”) in 2004, who performed mapping and drilled three drillholes. Lincoln and Miranda eventually returned the property to MinQuest, who then leased the property to American Goldfields, Inc., (“**AGFL**”) in 2005. AGFL conducted three drilling campaigns at Hercules through 2007. Willow Creek Enterprises (“**Willow Creek**”) entered into an option agreement with MinQuest in 2010 and subsequently drilled 20 RC drillholes. Willow Creek entered into a joint venture agreement with Iconic in 2011 and subsequently a revised lease agreement with MinQuest in 2012. Iconic drilled eight diamond core and 12 RC drillholes in 2012 and conducted metallurgical test work on Hercules mineralized material.

Historical Drilling by Operator

Asamera Minerals Inc. – Early 1980s

Asamera drilled nine diamond core drillholes totaling 1,210 meters in the area of the historical adit at the Hercules target. These angled drillholes were widely spaced along the strike of the vein zone(s) intersected by the underground workings, and the drillholes were drilled from both the northwest and southeast. The core was selectively sampled only where quartz veins were present. Only 31 samples were collected and assayed, and the sample intervals ranged from 1.2 to 36.3 meters in length. The total length sampled and assayed represented only slightly more than 20% of the total length drilled. Although high-grade veins were not found, the sampled intervals returned grades ranging from 0.45 to 1.92 g Au/t with silver values up to 37.8 g Ag/t.

St. Joe Gold Corporation – 1984-1985

St. Joe drilled ten RC drillholes for a total of 794 meters in 1985. Of the 475 drill samples collected and analyzed, all but 12 had interval lengths of 1.52 meters (five feet), and nine of the remaining samples were taken at 3.05-meter (10-foot) lengths. Four of the St. Joe drillholes were scattered in the northern portion of the Loaves target, and the other six were drilled along two veins at the Northeast target. The best results included 21.3 meters at 0.63 g Au/t and 4.4 g Ag/t in drillhole HY8508 (Loaves target), 47.2 meters at 0.44 g Au/t and 3.8 g Ag/t in drillhole HY8508 (Northeast target), and 22.9 meters at 0.32 g Au/t and 3.1 g Ag/t in drillhole HY8510 (Northeast target); the highest-grade sample in these intervals was 1.30 g Au/t.

Horizon Gold Corporation – 1987-1989

Based on the project database, Horizon drilled 130 RC drillholes for a total of 5,538 meters in 1987 and 1989. All the drillholes were relatively shallow, with the deepest penetrating to a vertical depth of 93 meters, and only samples from intervals with favourable alteration and/or veining were analyzed. Three of the four main target areas, excluding West Cliffs, were drilled, with six drillholes also drilled to the east, west, and northwest of the Loaves target. All the 101 drillholes drilled in 1987 were vertical, and the remaining 29 drillholes drilled in 1989 were angled at -45°. Over 40 of the 68 drillholes drilled in the Northeast target were concentrated in a tight grid in the north half of the area, with the remainder of the drillholes drilled in the southern half. Horizon's drilling at the Northeast target, combined with drillholes drilled by St. Joe and AGFL, defined continuous gold mineralization over a north-south strike length of approximately 350 meters that appears to be open in both directions along strike. As examples of successful drillholes in this area, HY8774, which lies within the tight grid of drillholes in the northern portion of this mineralized zone, intersected 42.7 meters grading 0.61 g Au/t, and HY8727, drilled in the southern portion of the mineralized zone, returned 30.5 meters grading 0.46 g Au/t; Horizon did not assay for silver in these drillholes.

Horizon also drilled 48 drillholes at the Loaves target, which were closely spaced and drilled to test veins in the northern portion of the target. HY8786, one of several drillholes that returned significant shallow intercepts, intersected 0.69 g Au/t over 35.1 meters. Another ten widely spaced drillholes were drilled in 1989 to test the south half of the Loaves target. Eight angle drillholes were also drilled into the Hercules target in 1989. The 1989 drillholes were generally not systematically sampled, and many of the sample intervals exceeded four meters in length. The drill-sample lengths averaged about 1.52 meters in 1987. However, all samples from the 29 drillholes drilled in 1989 were a minimum of 3.05 meters in length and most exceeded four meters; two sample intervals were in excess of 30 meters, with the longest being 82 meters.

Phelps Dodge Corporation – 1993-1997

Phelps Dodge conducted a two-phase RC drill program from 1995 through 1996. The drilling targeted alteration in the West Cliffs area, which had seen little exploration and no drilling at the time. Seventeen drillholes were completed for a total of 2,685 meters to vertical depths up to 211 meters below surface. All but one of the drillholes were angled. Sixteen of the drillholes were drilled along the northeast-trend of the West Cliffs target area, and one drillhole was drilled at the Northeast target. All drillholes were sampled at 1.52-meter intervals and assayed for gold, although McGibbon (2012) noted that the drilling done by Phelps Dodge was selectively assayed, which may be represented by long intervals with values of '0'.

All the drillholes encountered one or more mineralized intervals of variable downhole lengths. The longest significant intercept was 30.5 meters at 0.86 g Au/t and 3.8 g Ag/t in drillhole HY9502. Drillhole HY9509 returned 3.1 meters at 6.77 g Au/t and 11.3 g Ag/t, the highest-grade interval in the Phelps Dodge drillholes.

Lincoln Gold Corporation – 2004

In 2004, Lincoln drilled three RC drillholes at the Hercules target for a total of 853 meters. The drilling contractor was Drift Exploration Drilling, Inc. ("**Drift Exploration**") (McGibbon, 2012), and drill logs indicate that an MPD-1000 RC rig was used.

Samples visually determined to be strongly altered or containing quartz veins were selected for assaying: less than half of the total drilled length of the drillholes was sampled at 1.52-meter intervals and assayed. The first drillhole intersected 0.88 g Au/t and 9.5 g Ag/t over 3.1 meters at the top of the drillhole, the second drillhole returned 0.59 g Au/t and 4.4 g Ag/t over 27.4 meters near the top of the drillhole, and 9.1 meters at 0.53 g Au/t and 8.8 g Ag/t was intersected in the third drillhole, also near the top of the drillhole. The drilling reportedly improved the stratigraphic and structural understanding of the target (Noland, 2011).

American Goldfields, Inc. – 2005-2007

AGFL conducted three drilling campaigns at Hercules between 2005 and 2007, during which a total of 42 angled RC drillholes were completed for a total of 4,490 meters. With exception of a single 0.91-meter interval, all drillholes were systematically sampled at 1.52-meter intervals.

Eleven of the drillholes were drilled into the West Cliffs target from the west, 17 were drilled in the Loaves target area, and another 12 were drilled at the Northeast target. The drilling by AGFL at West Cliffs remains the westernmost and northernmost drilling to date at this target. The drillholes generally intersected short low-grade intervals or had no significant results. However, two of the westernmost drillholes, drilled at different angles from the same pad, returned more significant results, including 12.2 meters grading 0.44 g Au/t and 11.2 g Ag/t in drillhole H0606 and 10.7 meters at 0.59 g Au/t and 13.2 g Ag/t in drillhole H0701. This attests to the potential for missing mineralized host-structures due to a combination of mineralization variability and possibly suboptimal drilling orientations relative to the local host structure(s).

Seven of the drillholes drilled at Loaves returned 4.6- to 15.2-meter intervals with 0.28 to 0.89 g Au/t and silver values of 4.5 to 15.2 g/t; all the drillholes lie in the northeastern portion of the target area. The drillholes drilled at the Northeast target contributed to the southern portion of the north-south mineralized zone drilled by Horizon.

Two drillholes were drilled in the relatively flat terrain that lacks outcrops and lies between the Loaves and West Cliffs targets. While only anomalous gold values up to 0.064 g Au/t were obtained from the top 18 meters of drillhole H0705, which could be at least in part due to intersecting mineralized colluvial material, the bottom 70 meters of H0722 averages 0.08 g Au/t, including a 7.6-meter interval that grades 0.17 g Au/t and 7.7 g Ag/t. While low grade, the H0722 results provided indications that the intervening ground between Loaves and West Cliffs could be mineralized.

The first phase of drilling was conducted by Drift Exploration in 2005 (McGibbon, 2012), the second in 2006 by Harris Drilling out of San Diego, California, and the third in 2007 by O'Keefe Drilling of Butte, Montana. Drift Exploration used an MPD-1000 rig that utilized bits 4¾ inches (12.1 centimeters) in diameter. Canterra rigs were used for the drillholes drilled in 2006 and 2007 and used bits 5½ inches (14 centimeters) in diameter.

Willow Creek Enterprises – 2011

O'Keefe Drilling was the contractor for drilling in 2011 by Willow Creek. A total of 1,881 meters were drilled in 20 RC drillholes. A prospector rig was used, and the drillhole size was 4¾-inch (12.1-centimeter) diameter. The drillholes were located to provide confirmation of mineralized grade between widely spaced historical drillholes in the West Cliffs, Hercules, Loaves, and Northeast target areas, (McGibbon, 2012). All the drillholes were drilled at angles, and the longest drillhole was drilled to a downhole depth of 143.3 meters. Six of the 20 drillholes experienced difficult drilling conditions and failed to reach their target depths (McGibbon, 2012). Water was injected by the drillers from the collar to the total depth of each drillhole. All drillholes were sampled systematically at 1.52-meter intervals.

The Willow Creek drillholes used prior results to optimize drillhole placement. Nine drillholes were drilled in the West Cliffs, one of which was abandoned at a downhole depth of 4.6 meters. All the remaining West Cliffs drillholes intersected mineralization. Eight, one and two drillholes were drilled at the Hercules, Loaves and Northeast targets, respectively. The two drillholes at the Northeast target were drilled in the southern portion of the mineralized zone. A partial list of the significant intercepts drilled by Willow Creek are given in Table 2.

Table 2 Partial List of Significant Drillhole Intervals by Target Area, Drilled by Willow Creek

Willow Creek Enterprises - Significant Intercepts in 2011 Drilling				
Target	Drillhole	Downhole Interval Depth (Interval Length) (m)	Interval Gold Grade (g Au/t)	Interval Silver Grade (g Ag/t)
West Cliffs	HR1111	71.6-93.0 (21.3)	0.89	9.5
West Cliffs	HR1211	70.1-76.2 (6.1)	1.46	13.4
West Cliffs	HR1811	59.4-91.4 (32.0)	0.34	8.4
Hercules	HR0111	0.0-16.8 (16.8)	1.24	32.8
	including	9.1-12.2 (3.0)	3.33	112.8
Hercules	HR0211	0.0-9.1 (9.1)	0.95	7.3
	including	3.0-4.6 (1.5)	3.20	13.8
Hercules	HR0311	39.6-42.7 (3.0)	5.23	5.2
Hercules	HR0611	19.8- 80.8 (61.0)	0.51	7.3
Loaves	HR1911	62.5-83.8 (21.3)	0.46	low
Northeast	HR0811	36.6-61.0 (24.4)	~0.5	~3
	including	42.7-44.2 (1.52)	3.34	10.4
Northeast	HR0911	32.0-44.2 (12.2)	~0.5	~3

Iconic Minerals Ltd. – 2012

Iconic drilled eight diamond core and 12 RC drillholes for a total of 2,021 meters in 2011. KB Drilling Company based in Moundhouse, Nevada drilled the core drillholes and recovered HQ-size core, which is 65 millimeters in diameter. Historic drill logs indicate that Hagby KB-2 rigs were used. Harris Exploration Drilling & Associated, Inc., located in San Diego, California, was contracted to drill the RC drillholes. The RC drillholes were drilled dry until conditions required injection of water (McGibbon, 2012).

Some of the highest gold and silver values intersected to date were obtained as part of the 2012 drilling program. The core drillholes were drilled to confirm the extent and grade of historical gold and silver intercepts, and to provide material for metallurgical test work.

Six RC and two core drillholes were drilled in the West Cliffs area; one of the RC drillholes was abandoned at 15.2 meters, and no samples were assayed from this drillhole. All but one of the assayed drillholes intersected one or more zones with lengths of 6.1 to 19.8 meters that returned values from 0.31 to 7.78 g Au/t and 2.5 to 7.9 g Ag/t. The results included the highest gold assay from drillholes drilled to date at the project, 59.40 g Au/t, in H1204 in a 1.52-meter RC sample that also assayed 42.9 g Ag/t. A partial list of the significant intercepts drilled by Iconic are given in Table 3.

Three core and three RC drillholes were drilled in the Loaves target, with all but one of the drillholes drilled in the southern portion of the area. The remaining drillhole, a core drillhole, was drilled in the north end. All drillholes encountered one or more 4.5- to 30.5-meter intervals averaging 0.25 to 0.47 g Au/t and 2.0 to 8.0 g Ag/t. Two core and three RC drillholes were drilled targeted at the Hercules target. These returned intersections of 7.6 to 55.5 meters in length with grades from 0.30 to 2.70 g Au/t and 2.2 to 27.8 g Ag/t. One core drillhole was drilled on the west side of the Northeast area.

All RC cuttings were sampled and assayed at 1.52-meter intervals. Core sample-interval lengths varied from 0.3 to 4.3 meters, likely in consideration of geology.

Table 3 Partial List of Significant Drillhole Intervals by Target Area, Drilled by Iconic

Iconic Minerals Ltd - Significant Intercepts in 2012 Drilling				
Target	Drillhole	Downhole Interval Depth (Interval Length) (m)	Interval Gold Grade (g Au/t)	Interval Silver Grade (g Ag/t)
Hercules	H1209	0.0-51.8 (51.8)	0.63	4.7
	including	35.1-39.6 (4.6)	2.45	14.4
Hercules	H1202C	21.9-78.9 (59.4)	0.55	6.1
West Cliffs	H1202	115.8-140.2 (19.8)	0.53	7.9
West Cliffs	H1204C	23.8-29.0 (9.1)	1.34	8.6
West Cliffs	H1204	86.9-88.4 (1.52)	59.40	42.9
Northeast	H1205C	52.7-59.9 (7.5)	0.45	3.8

Other Historic Drilling

The Company is continually sourcing, reviewing, validating (where possible) and compiling historic drilling data for the current Hercules property. Additional historic drilling has been obtained for the Sirens, Pony Meadows, Como Ridge and Como-Comets exploration targets and is currently in the review and validation process.

Geological Setting, Mineralization and Deposit Types

The information in this section has been derived from multiple sources, as cited.

Regional Geologic Setting

The Hercules Project is located at the north end of the Pine Nut Mountains near the west margin of the Basin and Range physiographic province. The Basin and Range province is characterized by north to northeast-trending fault-block mountains separated by generally flat valleys that developed in response to tectonic extension in the Miocene Epoch (Stewart, 1980).

The Pine Nut Mountains are also situated in the northern portion of the northwest-trending Walker Lane structural belt, which is a generally northwest-trending zone of right-lateral strike-slip faults and less extensive, conjugate left-lateral strike-slip faults. The zone extends for approximately 700 kilometers in a northwesterly direction, with a width of 100 to 300 kilometers (Stewart, 1992). The strike-slip faulting that characterizes the Walker Lane is associated with the San Andreas transform fault system accommodating movement between the Pacific and North American tectonic plates. Miocene volcanism was developed in a magmatic arc geologic setting, more specifically in intra-arc or back-arc extensional and strike-slip zones (Stewart, 1992). Many epithermal precious metals deposits and districts are associated with the Walker Lane belt, including the Comstock Lode, Talapooosa, Olinghouse, Rawhide, Tonopah, Bodie, Aurora/Borealis, Bullfrog, Paradise Peak, Goldfield, and Moss.

Pine Nut Mountains and District Geology

North-striking normal faults bound the east and west sides of the Pine Nut Mountains and form horst crests and graben valleys in the interior of the range. The oldest rocks in the Pine Nut Mountains are Jurassic to Triassic volcanic rocks, shallow intrusions, and marine sediments, generally metamorphosed to greenschist grade. (Bingler, 1977; Kieckbusch, 1988; Stewart, 1996). These rocks are intruded by Jurassic to Cretaceous granodiorite and quartz monzonite (Castor, 1972; John et al., 1994). The pre-Tertiary metasediments and metavolcanic rocks are present primarily in the central

and southern portions of the mountain range, south of the Hercules Project, and generally dip steeply to the north. Tertiary-age andesitic rocks, consisting of flow breccias, lava flows, agglomerates, and interbedded volcanoclastic rocks, as well as dacite, volcanic breccia, lithic tuff, and tuffaceous sedimentary rocks are present in the northern portion of the range (Vikre and McKee, 1994; Stewart et al., 1994). Basaltic and rhyolitic rocks occur locally. Sandstone, mudstone, shale, marl, diatomite, limestone, and tufa deposited in lacustrine and fluvial environments, also of Tertiary age, are abundant as well. Tertiary-age (and possibly younger) basalt flows and diatomaceous sediments overlie the andesitic rocks and lacustrine/fluvial sediments.

The Hercules Project is situated on the northern end of the Pine Nut Mountains, approximately 6.5 kilometers north-northeast of the central part of the Como mining district. The surface geology in the district is predominately Tertiary volcanic and volcanic-sedimentary rocks, reflecting the development of an andesite-dacite volcanic center and related structurally-and lithologically-controlled hydrothermal alteration and mineralization associated with the complex right-lateral stepover Carson Domain in the Walker Lane belt. The surface rocks consist of a series of porphyritic andesite flows overlain by glassy, dacitic volcanic flows, flow breccias, and lahars (Vikre and McKee, 1994). Intrusive rocks are associated with both andesites and dacites. The older andesitic rocks may be hydrothermally altered, whereas the younger dacites are unaltered. Vikre and McKee (1994) reported ages of 7.5 to 6.0 Ma for pre-mineralization andesites, and 4.6 to 2.8 Ma for post-mineralization volcanic rocks in the Como mining district.

Precious metals bearing quartz veins deposited in extensional structural zones are present in the Como district. Three predominant vein orientations are (1) N60°E ±15°, dipping steeply southeast to vertical; (2) north-south ±25°, dipping steeply west or east (depending on location) to vertical; and (3) N55°W, dipping moderately northeast (Vikre and McKee, 1994). There are a few post-mineral faults, and many of the mineralized vein structures show evidence of post-mineral movement.

Hercules Project Area Geology

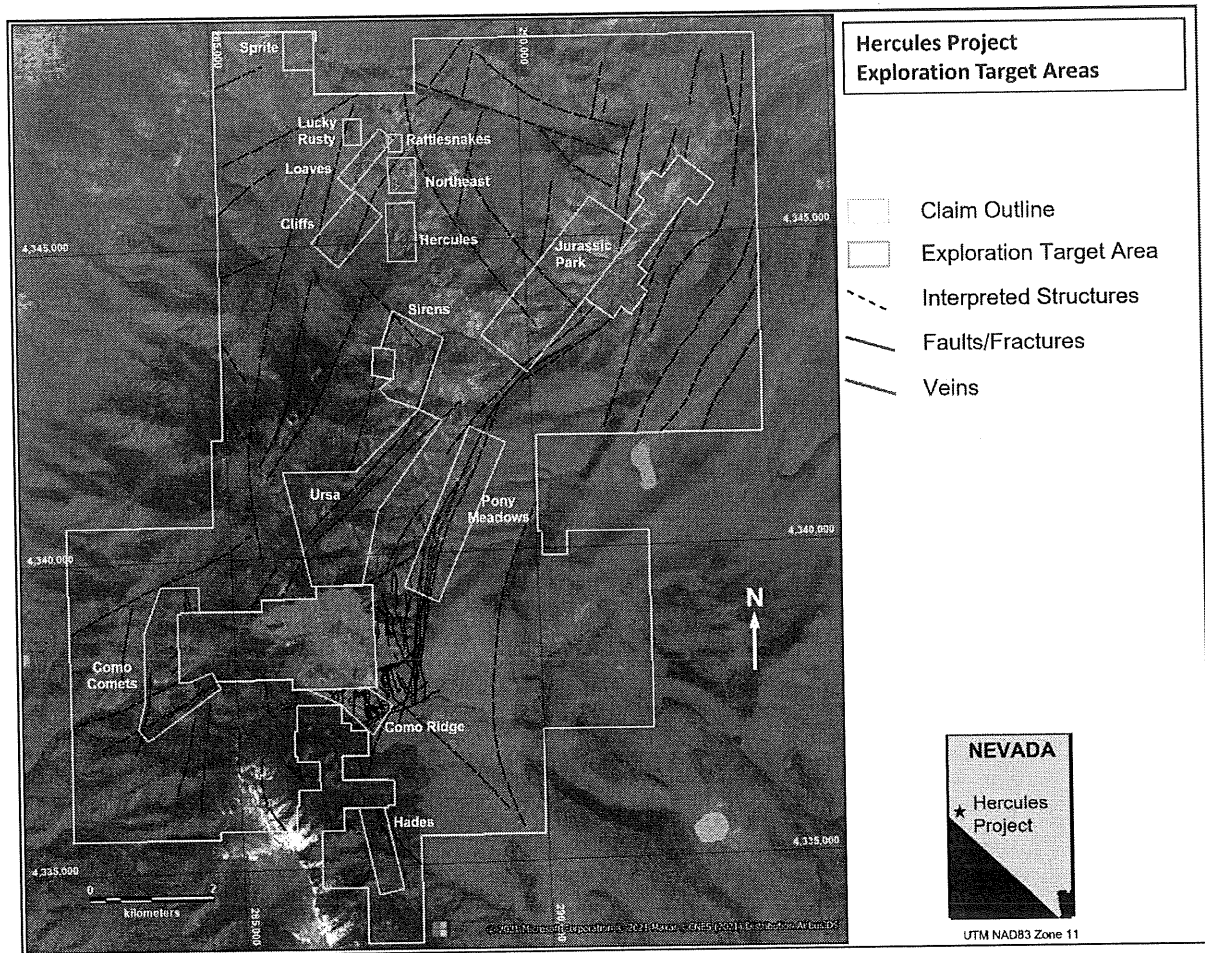
Miocene-age intermediate-composition volcanic flows, agglomerates, volcanoclastic sediments, and pyroclastic rocks are the primary lithologies that are present on the Hercules Project. Volcanic center collapse on listric curvilinear faults associated with continued Walker Lane belt right-lateral transtension has exposed older Miocene-age intermediate-composition volcanic and volcanoclastic rocks in the central and southern parts of the property (e.g., Say and Zuza, 2020). There are also intrusive dikes of intermediate composition. Thin-bedded mudstones that vary in thickness from less than 30 centimeters to over 60 meters are interbedded with the volcanic rocks (McGibbon, 2012). Younger, Miocene to Pliocene-age basalt and rhyodacite flows that post-date gold and silver mineralization occur locally on the property. A paleosurface, marked by a tan to light brown bentonitic clay zone containing cobbles of altered siliceous material, appears to be developed at the top of the older rocks that host mineralization and underlies the younger, unaltered volcanic units. This paleosurface ranges from about five to 18 meters in thickness (Noland, 2011). Oxidation extends to depths of 60 meters or more, particularly down host structures, but it can be shallower at 5 to 30 meters beneath post-mineral cover (Noland, 2011).

Mineralization

The Hercules Project is located about 6.5 kilometers north-northeast of the central part of the Como mining district and contains low-sulfidation epithermal-style precious-metal mineralization that is typical of the district and Walker Lane belt. There are numerous subparallel mineralized structures within the Hercules Project, including veins and vein breccias with associated alteration haloes. These structures are generally northeast-trending in the northern parts of the property, northerly-trending in the central parts of the property, and northwesterly-trending in the southern parts of the property. The change in strike appears to trace the surface expression of a series of curvilinear concave east listric faults about the center of a collapsed volcanic center. The structures range from sub-vertical to steeply east or west dipping near surface, depending on the area. The structures appear to roll to more moderate to-the-east dips at variable depths from surface, highlighting their listric nature (e.g., Say and Zuza, 2020). A secondary, later set of northwest-striking faults offset the northeast-trending mineralized zones on parts of the property. Alteration can be associated with intersections between crossing structures, so these are likely syn- to post-mineral in timing. A subvertical to steeply southeast-dipping east-northeast trending set of structures in the southwestern parts of the property appears to be a syn-mineral radial structure to the volcanic center. Precious metal mineralization in the historic Como mining district and the Como-Comets area appears to be associated with such structures.

A total of 14 mineralized exploration target areas have been identified to date on the Hercules Project, including from north to south, the Sprite, Lucky Rusty, Rattlesnakes, Loaves, Northeast, Cliffs, Hercules, Jurassic Park, Sirens, Ursa, Pony Meadows, Como-Comets, Como Ridge, and Hades exploration target areas (see Figure 1 and Figure 2). Note that the exploration target historically termed 'West Cliffs' is now incorporated into the 'Cliffs' target, which consists of two subparallel northeast-trending vein sets (one east and one west).

Figure 2 Hercules Project exploration target areas



Multiple subparallel steeply- to moderately east-dipping and northeast-trending mineralized structures, including epithermal-style veins, vein breccia, and associated broad haloes of silicification and argillic alteration crop out on surface in the Lucky Rusty, Rattlesnakes, Loaves, Northeast, Cliffs, Hercules, Sirens, and Pony Meadows exploration target areas. The Sprite exploration target consists entirely of subcrop of intense argillic alteration. Limited structurally controlled epithermal veins are present in surface outcrop in the currently underexplored Ursa (northwest and northeast trending structures) and Jurassic Park (northeast trending) target areas. East-northeast trending epithermal veins and vein breccia within a halo of silicification and argillic alteration characterize the Como-Comets area, which includes the historic Palmyra and Como-Comets veins. Ledges of vuggy silica, diaspore, alunite, and kaolinite in association with intense argillic alteration are present in the Como Ridge area in which west-northwest and north-south structures intersect. The Hades exploration target in the southernmost part of the property consists of epithermal veining and associated argillic alteration along a northwest trending part of a property-scale curvilinear concave to the east listric fault.

Gold and silver mineralization is hosted in the veins and surrounding silicified and altered host rocks. The northern exploration targets have been relatively more explored than the central and southern targets. Surface expressions for four of the northern exploration target areas, namely Cliffs, Hercules, Loaves, and Sirens, each extend for at least one kilometer along a northeasterly strike and range between 100 to 400 meters in width. The exposed veining and/or alteration footprints of the Northeast (~750 meters long in a northeast-southwest direction by ~100-150 meters northwest-southeast), Lucky Rusty (~500 meters north-south up to 100 meters east-west), Rattlesnakes (approximately 300 meters along a northeast strike by ~50-70 meters northwest-southeast), and Sprite (to be determined by additional exploration) targets are somewhat smaller. The overall footprint encompassing the northern seven target areas is about 3.8 kilometers in a north-south direction and up to 2.1 kilometers in an east-west direction. The Sirens target is located approximately 1.2 km to the south of the Hercules target. Limited historic drilling in 2008, coupled with recent surface sample results, indicates the presence of epithermal precious metal mineralization in this area. Drill testing of this area will be conducted once the appropriate permits, which are anticipated in the first half of 2022, are in hand. Reasonably extensive structure-hosted vein, vein breccia, and associated alteration halo zones have been identified in the Ursa and Pony Meadows exploration targets. Although these two target areas are relatively underexplored at this stage, potential strike lengths range between 500 meters to 2.5 kilometers in a north-south direction and up to 2 kilometers northeast at Ursa, and up to potentially as much as 3.5 kilometers northeast at Pony Meadows. Follow-up exploration in these two target areas is needed to confirm mineralization dimensions and continuity. Parts of the Pony Meadows target area, particularly along the Pony Meadows fault, have historically been worked (the 'Pony Meadows Mine') attesting to the mineralization potential of the host structure, although no production records have been sourced to date.

Mineralization extends from surface to depths of at least 60-75 meters below surface in the Rattlesnakes and Northeast exploration targets, at least 100 meters below surface in the Loaves target, at least 180 meters below surface in the Hercules target, and at least 264 meters below surface in the Cliffs target. Limited drilling on the Lucky Rusty target indicates mineralization down to a depth of at least 43 meters below surface. Historic drilling on the Sirens exploration target intersected epithermal-style mineralization down to depths of at least 280 meters below surface (drillhole NC-1). The Sprite, Jurassic Park, Ursa, Pony Meadows, Como-Comets, Como Ridge, and Hades targets have either not been drilled or not sufficiently drill tested to indicate mineralization depths below surface in these target areas.

The Loaves, Lucky Rusty, Northeast, and Rattlesnakes vein and alteration zones are possibly the northern extensions of the Cliffs and Hercules target areas. Loaves on the west side, marked by semi-continuous zones of alteration and veining at the surface, has been interpreted to be the northern extension of West Cliffs structural and mineralized zones. Similarly, the less-exposed Northeast area could be an extension of the Hercules vein zone. However, the northernmost of these target areas are offset to the west relative to those further south, which manifests as an en echelon geometry in plan view. Although no post-mineral fault is recognized between the north and south sets of veins in this part of the property, an east to northeast-trending, offsetting fault is a possibility and has been suggested in prior technical reports (Noland, 2011; McGibbon, 2012). It is also possible, however, with the recently discovered curvilinear nature of the epithermal system host structures that the Northeast and Rattlesnakes target areas represent the northeastern continuation of the Cliffs target area, with the Loaves and Hercules target areas on their own, separate, yet parallel curvilinear structural trends. Such an interpretation does not invoke the need for an east to northeast-trending post-mineral fault. Importantly, much of the ground between the Lucky Rusty, Loaves, Rattlesnakes, Northeast, Loaves, Cliffs, and Hercules target areas is covered by alluvial-colluvial and/or landslide deposits. Phytogeochemical plant sampling (see below) in the outcrop gaps (i.e., buried under cover) between these target areas indicates that the epithermal mineralization system is continuous between the various target areas in this part of the property. Establishing which targets link with which will require resolution by systematic drilling.

Where vein zones crop out on surface, they form prominent ribs and ledges containing quartz veins and vein breccias within strongly silicified country rock. The vein zones are complex, with cross-cutting faults, fractures, and associated quartz veins and breccias that indicate multiple episodes of faulting and hydrothermal activity. The primary vein and vein-cemented breccia zone widths were observed by the Hercules Report Authors to be up to about 1.5 meters, with pinching and swelling in some veins and relatively constant widths in others. Quartz stockwork and strongly silicified rock occur adjacent to the primary fissure veins, and together with the fissure veins form the full widths of the altered zones discussed above. Both the veins and surrounding silicified rocks host gold and silver mineralization.

The two best explored target areas with the best exposed veins on the property include the Cliffs and Hercules exploration target areas. The Cliffs exploration target is comprised of two sub-parallel silicified topographic ribs and

associated veins. The western rib has been drilled and trenched, to various extents, over a northeasterly strike length of about 500 meters. The available drillhole and channel sample data are suggestive of high-angle mineralization underlying the topographic high, with shallowly dipping zones extending outwards to the west, which would also likely include additional high-angle vein zones. However, additional work conducted on the property by Eclipse in 2020 suggests that the orientations of the veins and alteration zones on surface are not representative of their orientations at depth, as the structures appear to “roll” to the east, being controlled by the curvilinear and shallowing dip to the east of the interpreted host listric structures. The eastern rib has been relatively less explored than the western rib. Limited drilling, channel sampling, and surface sampling indicate the presence of high-grade precious metal mineralization in this rib, and that this mineralization may continue along trend to the northeast into areas where there is no drilling or sampling.

Two topographic ridges formed by silicification and associated veins, called the east and west ribs in a similar manner to Cliffs, characterize the Hercules target. An additional northeast-trending vein structure with a more subdued topographical expression is noted on the easternmost side of the east rib. All three ribs are associated with significant argillic alteration and silicification, surrounded more distally by propylitic alteration. While the historical drilling orientations and layout were too chaotic to allow for confident interpretation of the orientations and extents of mineralized zones, recent surface sampling and drilling conducted by Eclipse indicate an overall northeast trend to steeply west-northwest rolling over to moderately to the east-southeast dipping host structures and the presence of a potential high-grade core centered on the east rib in the vicinity of the historic Hercules mine. Overall precious metals grades appear to be higher in Hercules than in the other exploration target areas at this stage (see Table 4 under the heading “*Exploration*” below).

The Northeast target area is idiosyncratic in that it is one of the most poorly exposed and least understood exploration target areas on the property yet has been tested by the most extensive and only systematic drilling conducted on the Hercules Project to date. The predominantly shallow, vertical drillholes were drilled on a roughly 15 to 18-meter spaced grid. A relatively continuous zone of low-grade mineralization was delineated along a north-south strike length of at least 350 meters by this drilling. Significant zones of material grading between 0.5 g Au/t and 2.0 g Au/t were intersected in this tightly drilled area. Silver was rarely assayed for in samples from this area.

The gold- and silver-bearing vein material exhibits classic epithermal characteristics, such as sucrosic, colloform and crustiform banded, cockade, and quartz-after-bladed-calcite textures. These textures are commonly interpreted to indicate relatively high-temperature fluids that can be associated with boiling and precious-metal deposition. Microcrystalline quartz, such as chalcedony, is nearly ubiquitous and locally abundant. Lesser quantities of opaline silica and calcite are present which may suggest deposition from lower-temperature hydrothermal fluids associated with the waning phases of an epithermal system, or deposition distal to the center of the mineralizing system. The different textures and cross-cutting relations demonstrate episodic hydrothermal events have occurred. Preliminary fluid inclusion studies indicate the presence of vapour and liquid-vapour primary and pseudo-secondary fluid inclusions, indicating the presence of fluids that were boiling at the time of entrapment.

Rock and drill samples show the vein mineralization contains gold and silver, as well as indicator trace elements such as arsenic, antimony, selenium, and mercury that are typically associated with precious-metal-bearing epithermal systems. Sulfide minerals occur within veins and silicified zones in small quantities, and commonly include pyrite and marcasite (Pioneer Mining Corporation, 1992). Arsenopyrite and silver sulfosalts occur less frequently, and adularia and electrum have also been reported.

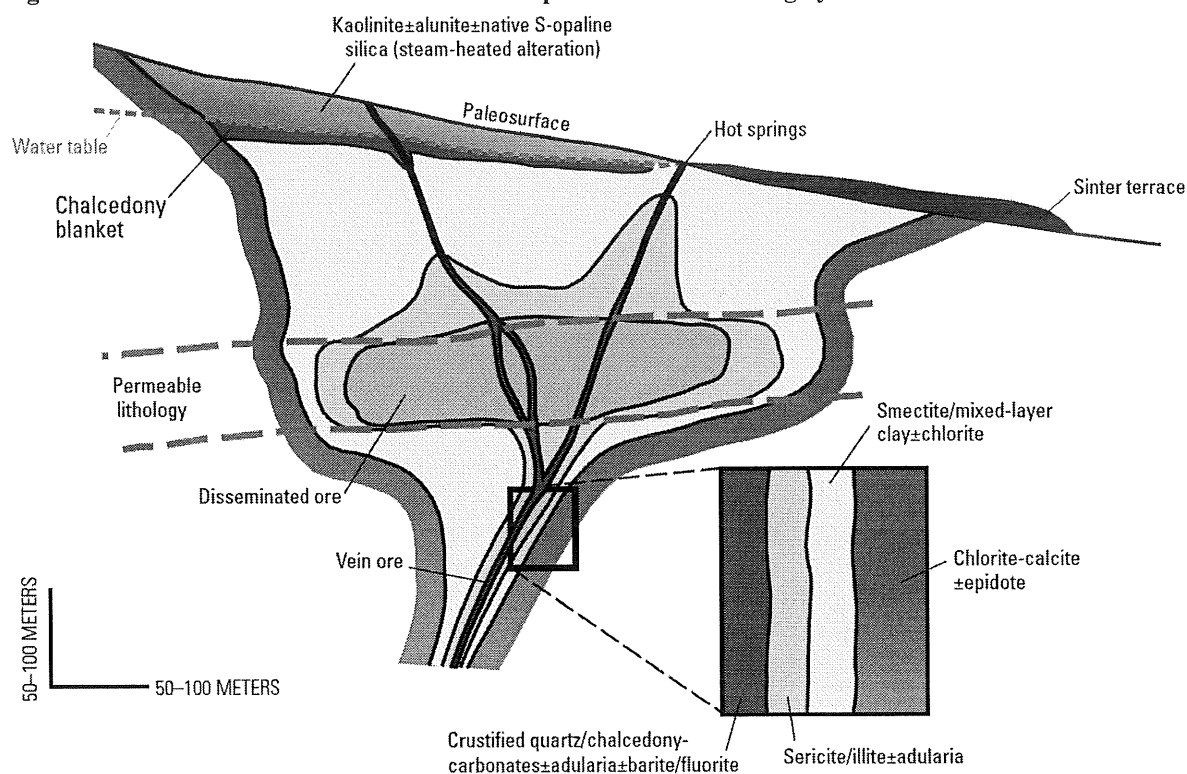
Alteration of host volcanic and sedimentary rocks generally grades outward from silicification to sericitization and argillization, centered on the mineralized structures. McGibbon (2012) stated that, “...*weak to strong clay alteration, as well as bleaching and introduction of fine sulfide minerals throughout the andesitic wall rocks...can extend up to 100 feet (30 m.) in massive andesite and much further in permeable rocks.*” Propylitic alteration can be widespread, occurs distal to the veins, and is characterized by variable quantities of chlorite, calcite, clay, and pyrite.

Additional mineralized target areas may be added as follow-up exploration work progresses on the initial 45 airborne geophysical survey targets identified. Additional interpretation of the recently obtained airborne geophysical data may, too, result in further mineralized target area delineation on the Hercules Project.

Deposit Type

Based upon the styles of alteration, the nature of the veins, the alteration and vein mineralogy, and the geologic setting, the gold-silver vein mineralization mined historically in the Como mining district and explored for in the Hercules Project area is best categorized as being of the low-sulfidation type of volcanic-hosted epithermal precious-metal deposits. This conclusion is based on vein quartz textures, the presence of calcite and adularia, the structural and volcanic setting, the associated indicator elements, the zoned silica, argillic, and propylitic alteration, and the small quantities of sulfide minerals. Figure 3 is a conceptual cross-section depicting a low-sulfidation epithermal system. The subparallel mineralized target areas at Cliffs/Loaves/Lucky Rusty and Hercules/Northeast, could be developed along the two anastomosing "vein ore" structures that converge at depth, as represented in the schematic. A sinter identified in the north-central portion of the Hercules Project may be represented by the surficial sinter terrace shown in Figure 3. The Sprite target, for which there is limited information, could be located between the sinter terrace and the hot springs part of the figure, but more work is required to confirm this. Similar features may also be developed at the Sirens, Ursa, Pony Meadows, Hades, Jurassic Park, and Como-Comets targets, given the vein textures, geochemistry, and alteration developed in these target areas.

Figure 3 Schematic Model of a Low-Sulfidation Epithermal Mineralizing System



Low-sulfidation-type epithermal deposits hosted in volcanic rocks are also found in the local region, including Talapoosa and the famous Comstock and associated gold-silver lodes at Virginia City, Gold Hill, and Silver City, although some parts of the Comstock Lode are now considered to be intermediate-sulfidation type of silver-gold epithermal vein deposit (John, 2001; Sillitoe and Hedenquist, 2003).

Volcanic-hosted, high-sulfidation-type epithermal deposits have also been recognized in the Como mining district, and in the surrounding region, including the Comstock lode and Ramsey. The isolated ledges characterized by quartz-kaolinite-alunite-pyrite assemblages located adjacent to the central Como mining district likely represents high-sulfidation alteration. An unusual occurrence of diasporite in silicified andesite and vein material in the southern part of the Como district may have been deposited by leaching acidic fluids that were deficient in sulfur (Vikre and McKee, 1994). In the Virginia Range, quartz-alunite ledges and widespread acidic alteration is abundant, and occurred as

major, alternating hydrothermal pulses with low-sulfidation alteration and precious metals deposition at Virginia City, Gold Hill and Silver City (Vikre et al., 1988). The Como Ridge target is possibly a high sulfidation target, based on the presence of vuggy silica ledges, diaspore, alunite, kaolinite, and intense argillic alteration (e.g., Sillitoe and Hedenquist, 2003). Encouragingly, recently acquired historic soil sampling data indicates the presence of a coincident pyrite and gold in soil anomaly in the vicinity of the Como Ridge target. Additional exploration work is required to test this hypothesis.

Exploration

Geological Mapping

A detailed 1:60,000 scale geological map of the entire Hercules Project area was published by Say and Zuza (2020). This map is being used as a base map for additional detailed geological mapping on the entire property. Detailed geological maps have been generated to cover the northern nine exploration target areas (see Figure 2), as well as for the Pony Meadows, Como-Comets, and Ursa exploration target areas. One of the compilers of the Say and Zuza (2020) geological map (M. Say) is currently employed as a field exploration geologist with the Company. The geological mapping is being used, in conjunction with lithological and structural information from historic and recent drilling to iteratively refine the Company's stratigraphic column and three-dimensional geological model for the Hercules Project.

Hyperspectral Alteration Mapping

Hyperspectral alteration mineral data were collected for the entire Hercules Project using the WorldView-3 satellite. Data collation and processing was conducted by PhotoSat Information Ltd. in November 2019. Results of the survey indicated the widespread presence of argillic and propylitic alteration, iron oxide gossans, and calcite. Variably localized to rare opal/chalcedony, kaolinite, jarosite, and ammonium illite were also identified. The hyperspectral data are used in conjunction with geological mapping, surface sampling, geophysical surveys, and drilling data for exploration target generation and prioritization for follow-up work.

Surface Geochemical Sampling

Surface rock chip geochemical sampling conducted by the Company to date indicates the presence of significant precious metals mineralization in all the exploration target areas (Table 4). A total of 905 rock-chip samples had been collected and analyzed to date from across the entire Hercules Project, with 697 of these having been collected from the fourteen exploration target areas (see Table 4). The highest-grade rock chip sample collected on the property thus far was from the eastern side of the Hercules target area (sample 565923), which returned 72.40 g Au/t and 2,690 g Ag/t. Rock chip geochemical sampling is ongoing on the Hercules Project, accompanying ongoing geological mapping. Historic soil sampling conducted in and around the Como Ridge exploration target is characterized by the presence of anomalous gold, arsenic, selenium, and tellurium in association with a pyrite anomaly, indicating the prospectivity of this part of the property for potential high sulfidation mineralization.

Reconnaissance mapping and sampling was initiated in August 2019 and is ongoing. All samples collected were registered using a GPS and entered into a database with detailed descriptions of lithology, alteration, and structural commentary. Aluminum tags were used to mark the sampled location in the field. Most of the samples were collected to be representative of both vein and altered wall rock, with some specifically tested vein or wall rock material. Sample types include rock chips, float, soil, and tailings from historic mine dumps. Analyses of gold, silver and trace elements were conducted by ALS Global Geochemistry Analytical Laboratory in Reno using the AU-AA23 (30 g fire assay), Au-AA13 (cyanide-soluble gold), ME-ICP61, Hg-MS42, and Se-MS46 methods.

Table 4 Surface rock chip sampling results, Hercules exploration target areas

Target Area	Property Location	No. Samples	Gold		Silver	
			Range (g/t)	Average (g/t)	Range (g/t)	Average (g/t)
Hercules	North	220	<0.005-72.40	2.21	<0.5-2,690	41.9
Hades	South	4	<0.005-4.74	1.50	<0.5-70.0	18.2
Rattlesnakes	North	8	0.007-3.58	1.40	<0.5-28.6	12.2
Sirens	North central	41	<0.005-17.00	1.30	<0.5-81.3	12.9
Como-Comets	Southwest	61	<0.005-7.65	1.03	<0.5-168.0	18.1
Lucky Rusty	North	18	<0.005-9.22	0.97	<0.5-792.0	53.7
Cliffs	North	99	0.009-18.00	0.84	0.6-317.0	17.4
Northeast	North	34	<0.005-3.49	0.74	<0.5-39.2	6.5
Loaves	North	57	0.018-10.75	0.62	<0.5-113.0	6.4
Sprite	North	4	0.01-0.69	0.29	0.5-12.7	6.2
Pony Meadows	Central	78	<0.005-6.22	0.22	<0.5-60.1	4.3
Jurassic Park	North	9	<0.005-0.76	0.17	<0.5-5.6	1.3
Como Ridge	South	21	0.012-1.66	0.16	<0.5-2.7	0.7
Ursa	Central	43	<0.005-0.71	0.06	<0.5-14.6	1.3

Phytogeochemical Sampling

Phytogeochemical sampling uses vegetation as the sample medium for exploration where regular rock chip, soil, and stream samples cannot be taken due to lack of outcrop, subcrop, or in areas covered by transported overburden. Vegetation can scavenge and absorb elements in the subsurface and move them to twigs, bark, foliage, flowers, and seeds.

A total of 422 samples of sagebrush were collected along nine biogeochemical lines across the Sprite, Lucky Rusty, Rattlesnakes, Loaves, and Northeast target areas, as well as to the west of these target areas. Gold assays range between below detection and 14.9 ppb with silver assay values ranging between below detection and 4,290 ppb. Values above 1 ppb for gold and silver are considered significant in phytogeochemical sampling. This part of the Hercules property is characterized by areas of outcrop separated by swaths of transported landslide deposits that form apparent yet artificial gaps between the target areas. Samples were collected following the guidance of Shea Clark Smith/MEG Inc. Sample preparation was conducted by MEG Inc. with sample analyses conducted at the ALS Global Geochemistry Analytical Laboratory in Reno (ME-MS23 method). QA/QC standards and replicate samples were included in each batch at a rate of approximately one in 20 samples.

Results indicate the presence of anomalous gold and silver metal concentrations in the sagebrush over and between existing targets, particularly along interpreted structural trends in the gap between the Loaves, Cliffs, Northeast, and Hercules target areas, as well as in the gap between the Lucky Rusty and Loaves target areas. These trends indicate that epithermal-style mineralization in outcrop in the main target areas is potentially continuous beneath the landslide deposits in this part of the property, and that the various target areas are linked. Similar trends are noted in other indicator elements (not shown), including arsenic, antimony, selenium, barium, and mercury.

Geophysical Surveys

Ground Induced Polarization Survey

A ground Induced Polarization (IP) geophysical survey was conducted over parts of the Cliffs, Hercules, Loaves, Northeast, Rattlesnakes, and Lucky Rusty targets in June 2020 by Zonge International Inc. of Reno, Nevada, with data processing by J. L. Wright Geophysics of Spring Creek, Nevada. The survey was designed to test for the presence of sulfide concentrations and silicification using the chargeability and resistivity geophysical properties, respectively. The survey was conducted using a dipole-dipole electrode array, with stations every 100 meter on nine lines spaced 200 meters apart. The lines were oriented along an azimuth of 115 degrees and the survey covered an area of approximately 2.8 square kilometers.

A review of the data collected showed a good correlation between zones of silicification in outcrop and drilling and resistive features in the geophysical data. Gold mineralization on the Hercules Project is commonly associated with intensely silicified zones, therefore resistivity is considered a good proxy for delineating targets of potential gold mineralization associated with silicification. Interpretation of the data by J. L. Wright Geophysics indicated the presence of two parallel and continuous NNE-trending, apparently steeply west-dipping structures named the Hercules Structural Zone. This Zone passes through and to the west of the main Hercules Target and may represent the upperparts of a potential feeder structure. Drilling of this structure suggests that it rolls from steeply west-dipping to moderately east-dipping with depth. Oriented diamond core drilling of this structure in drillholes inclined to the west and northwest is required to confirm the nature and orientation of this potentially significant structure.

A large resistive feature at the southern end of the survey indicated a potential connection at depth between the Cliffs and Hercules Targets. This feature, which appears to be increasing in thickness to the south, was successfully tested by drilling (drillhole H20019; see below under the heading "*Drilling*"). Results from this drillhole indicated the presence of epithermal-style veining, silicification, and mineralization between the two exploration target areas. Oriented diamond core drilling will be required to confirm the nature and orientation of the host structures between the two exploration target areas.

Airborne Geophysical Survey

A combined magnetic, electromagnetic (Versatile Time Domain Electromagnetic; VTEMTM), and gamma-ray spectrometry (radiometric potassium, thorium, and uranium) airborne geophysical survey was completed over the Hercules Project between July and September 2020 by Geotech Ltd. (Geotech) out of Aurora, ON. The objective of the combined airborne geophysical survey was to delineate structures, lithologies, and alteration using the resistivity (from the VTEMTM survey), magnetic, and radiometric geophysical parameters. A total of 2,260 line-kilometers of geophysical data were collected along 50-meter spaced west-east oriented traverse lines and 500-meter spaced north-south tie lines across the property. Data processing and first-pass interpretation was provided by Geotech and J L Wright Geophysics, of Spring Creek, NV. Results from each geophysical dataset were used to check and augment individual dataset interpretations.

Mapped mineralized epithermal veins and associated alteration correlate well with elevated radiometric potassium signatures. First-pass interpretation of the geophysical data using this relationship resulted in the identification of 29 new separate radiometric potassium targets. Additionally, most of the known epithermal veins are associated with resistivity highs surrounded by concentric rings of lower resistivity. This high-low resistivity pattern is interpreted to reflect silica alteration in the center surrounded by broader areas of clay mineral alteration. An initial total of 16 new separate resistivity anomaly targets have been identified based on this relationship. Additional potentially anomalous resistivity target areas, with associated structures, lithological contacts, and anomalous radiometric potassium signatures have been identified in the southern parts of the Hercules Project based on a similar resistivity signature to that beneath the main target areas in the main northwest-southeast trending radiometric potassium band. Parallel concentric north-south to northeast-southwest trending structures with subdued to no resistivity and/or radiometric potassium responses and along which basaltic andesite lava has been interpreted, remain of interest but are considered secondary targets.

The results of the airborne geophysical survey highlight the presence of an extensive, volcanic center-related hydrothermal system on the Hercules Project. The geophysical survey data support the Company's geological model

of a collapsed caldera in which curvilinear concentric structures are considered to have controlled epithermal mineralization. An open-ended approximately six kilometers wide zone of elevated radiometric potassium trends approximately thirteen kilometers northwest-southeast across the northern parts of the property. The zone is associated with areas of anomalous resistivity and a generally subdued magnetic response, features suggestive of an extensive hydrothermal system. The zone contains the Hercules mine as well as the mapped veins and alteration of the Hercules, Cliffs, Loaves, Northeast, Rattlesnakes, Lucky Rusty, Sprite, Sirens, and part of the Jurassic Park, Pony Meadows and Ursa exploration target areas. Within the zone, mapped veins and alteration in the various exploration target areas follow north-northeast trending structures that appear to be concentric about the volcanic center to the east. The zone is interpreted as having been created by deep-seated volcanic center-related radial structures controlling potassic, silica, and clay mineral alteration. Intersection of the deep feeder zone with concentric structures is interpreted as being an important control on mineralization on the Hercules property. Additional radiometric, electromagnetic, and aeromagnetic anomalies identified on the southern parts of the property have led to definition and/or refinement of the Como-Comets, Como Ridge, and Hades exploration target areas.

Additional depth slice geophysical processing has been conducted on selected targets (e.g., Hercules, Cliffs, Lucky Rusty, Loaves, Sirens, and Como-Comets) to aid in drill targeting. Depth slice processing is conducted by J. L. Wright Geophysics.

Drilling

A total of 10,591 meters were drilled in 40 drillholes by Eclipse in two phases in 2020. The first phase of drilling focused on confirming the presence of oxidized precious metal mineralization in the Hercules, Cliffs, Loaves, Northeast, and Rattlesnakes targets, and consisted of 3,271 meters of drilling in 12 reverse circulation drillholes. The second phase of drilling comprised a total of 7,320 meters in 28 RC drillholes targeting an improved understanding of the structural controls on mineralization at the Hercules and Cliffs targets.

Drilling was conducted by Boart-Longyear (Phase I and II), Envirotech (Phase II), and New Frontier (Phase II) using Foremost Explorer MPD 1500 track rigs with a nominal 900 cfm (25.5m³/min) compressor and 4.5" (114.3 mm) rods. Bit diameter varied between 5" (127 mm) and 5.875" (149.225 mm). New Frontier used a 5" diameter hammer bit for the entire time they were on the project. Envirotech used a 5.875" (149.225 mm) hammer bit until water forced them to use a 5.5" (138.7 mm) tricone. Boart-Longyear used a 5.75" (146.05 mm) hammer on the entire Phase I project, except where water forced them to use a 5.5" (138.7 mm) tricone. For Phase II, Boart-Longyear used a 5.875" (149.225 mm) hammer bit and a 5.5" (138.7 mm) tricone. Groundwater was encountered and caused some drilling issues in less than 10% of the drilling conducted in the two phases.

Five of the drillholes drilled as part of the Phase I drilling were drilled at Hercules, three at Loaves, two at Cliffs, and one at each of the Northeast and Rattlesnakes exploration targets. This phase of drilling confirmed the presence of gold and silver mineralization in all the exploration targets tested, with significant precious metal mineralization being intersected in eleven of the drillholes. True mineralization interval thicknesses were estimated at 60-80% of the reported drill intersection, requiring confirmation through oriented core drilling. Results from the Phase I 2020 drilling program on the Hercules Project are presented in Table 5. Highlights included:

- 89.92 meters grading 0.65 g Au/t and 12.51 g Ag/t, including 30.48 meters grading 1.10 g Au/t and 26.17 g Ag/t in drillhole H20010 at Hercules,
- 59.44 meters grading 0.59 g Au/t and 6.74 g Ag/t, including 6.10 meters grading 0.84 g Au/t and 16.48 g Ag/t in drillhole H20012 at Hercules, and
- 74.68 meters grading 0.54 g Au/t and 4.78 g Ag/t, including 12.19 meters grading 1.04 g Au/t and 10.48 g Ag/t in drillhole H20009 at Cliffs.

Phase II drilling included 4,420 meters in 19 RC drillholes at the Hercules target and 2,460 meters in eight RC drillholes on the Cliffs target, with a single RC drillhole testing a high resistivity geophysical anomaly between the two targets (440 meters in hole H20019). Drilling was initially oriented to the southeast (drillholes H20013-H20018), based on mapped structural orientations and previous drillhole intersections, but was reoriented to the northeast as

results were received and the structural interpretation was refined. True mineralization interval thicknesses were estimated to be between 35-50% for drillholes inclined to the southeast, between 50-90% for drillholes inclined at 60 degrees to the northwest, and between 70-99% for drillholes inclined at -45 degrees to the northwest. Results from Phase II drilling indicated the presence of a high-grade, near surface core of mineralization at the Hercules target. The Phase II drilling on the Cliffs target intersected gold mineralization further to the east than previous drilling. Results from this tranche of drilling also suggested additional discoveries may be made in the largely untested overburden-covered area between the Cliffs and Hercules exploration targets. Results from the Phase II 2020 drilling program on the Hercules Project are presented in Table 6. Highlights included:

- 30.48 meters grading 1.63 g Au/t and 18.27 g Ag/t, including 3.05 meters grading 5.55 g Au/t and 47.90 g Ag/t in drillhole H20031 at Hercules,
- 18.29 meters grading 1.80 g Au/t and 16.94 g Ag/t, including 4.57 meters grading 5.83 g Au/t and 40.87 g Ag/t in drillhole H20037 at Hercules, and
- 39.62 meters grading 1.12 g Au/t and 5.38 g Ag/t, including 6.10 meters grading 5.04 g Au/t and 14.93 g Ag/t in drillhole H20040 at Cliffs.

Table 5 Phase I 2020 Drilling Results, Eclipse Gold Mining Corporation

Target	Drillhole	Dip/Azimuth (Degrees)	From (m)	To (m)	Length (m)	Au (g/t)	Ag (g/t)
Hercules	H20001	-45/120	7.62	9.14	1.52	0.45	2.20
	and		51.82	53.34	1.52	0.43	3.80
	and		71.63	74.68	3.05	0.43	2.60
	and		129.54	146.30	16.76	0.24	1.73
	and		156.97	161.54	4.57	0.21	1.03
Northeast	H20002	-45/120	1.52	47.24	45.72	0.33	1.87
	incl.		32.00	36.58	4.57	0.90	3.27
Loaves	H20003	-45/120	57.91	64.01	6.10	0.40	7.30
	and		71.63	85.34	13.72	0.40	6.01
	and		91.44	92.96	1.52	0.31	2.00
Cliffs	H20004	-45/115	60.96	73.15	12.19	0.35	4.05
	incl.		60.96	65.53	4.57	0.62	3.13
	and		106.68	121.92	15.24	0.39	1.50
	incl.		117.35	118.87	1.52	2.27	1.60
	and		137.16	155.45	18.29	0.21	6.00

Target	Drillhole	Dip/Azimuth (Degrees)	From (m)	To (m)	Length (m)	Au (g/t)	Ag (g/t)	
	and		160.02	161.54	1.52	2.99	7.90	
	and		166.12	167.64	1.52	0.38	0.25	
	and		181.36	185.93	4.57	0.36	2.97	
	and		192.04	193.54	1.52	1.45	0.9	
Hercules	H20005	-45/300	27.43	35.05	7.62	0.19	4.62	
	and		54.86	59.44	4.57	0.35	1.80	
	and		71.63	76.20	4.57	0.56	2.63	
	and		82.30	94.49	12.19	0.37	2.49	
Rattlesnakes	H20006	-55/120	15.24	38.10	22.86	0.32	1.93	
Loaves	H20007	-45/120	No significant samples					
Loaves	H20008	-45/120	1.52	15.24	13.72	0.19	1.49	
	and		30.48	94.49	64.01	0.22	2.79	
	incl.		82.30	86.67	4.37	0.00	0.00	
Cliffs	H20009	-45/120	0.00	74.68	74.68	0.54	4.78	
	incl.		4.57	16.76	12.19	1.04	10.48	
	and		54.86	71.63	16.76	1.24	9.83	
Hercules	H20010	-45/120	27.43	117.35	89.92	0.65	12.51	
	incl.		51.82	82.30	30.48	1.10	27.37	
Hercules	H20011	-45/300	19.81	21.34	1.52	0.32	1.80	
	and		57.91	77.72	19.81	0.16	1.41	
	and		106.68	126.49	19.81	0.31	5.88	
	incl.		112.78	118.87	6.10	0.62	16.33	
Hercules	H20012	-45/120	19.81	79.25	59.44	0.59	6.74	
	incl.		19.81	25.91	6.10	0.84	16.48	

Table 6 Phase II 2020 Drilling Results, Eclipse Gold Mining Corporation

Target	Drillhole	Dip/Azimuth (Degrees)	From (m)	To (m)	Length (m)	Au (g/t)	Ag (g/t)
Hercules	H20013	-70/120	38.10	41.15	3.05	0.21	0.8
	and		68.58	70.10	1.52	0.20	1.0
Hercules	H20014	-70/120	No Significant Intersections				
Hercules	H20015	-70/121	0.00	3.05	3.05	0.46	6.5
	and		13.72	15.24	1.52	0.16	0.3
	and		21.34	42.67	21.34	0.19	1.8
	incl.		21.34	27.43	6.10	0.32	1.9
	incl.		32.00	33.53	1.52	0.31	2.2
Hercules	H20016	-70/121	73.15	74.68	1.52	0.19	0.6
	and		79.25	82.30	3.05	0.30	0.8
	and		97.54	99.06	1.52	0.16	0.3
Hercules	H20017	-60/121	86.87	121.92	35.05	0.27	7.2
	incl.		91.44	97.54	6.10	0.42	6.1
	incl.		103.63	106.68	3.05	0.33	1.7
	incl.		114.30	120.40	6.10	0.57	24.2
Hercules	H20018	-60/120	70.10	73.15	3.05	0.36	1.0
Hercules	H20021	-45/300	19.81	36.58	16.76	0.43	8.2
	incl.		19.81	27.43	7.62	0.34	3.4
	incl.		32.00	36.58	4.57	0.93	24.0
	and		103.63	106.68	3.05	0.33	2.8
	and		120.40	146.30	25.91	0.32	5.6
	incl.		124.97	138.68	13.72	0.46	8.9
Hercules	H20023	-45/300	4.57	12.19	7.62	0.34	3.2
	incl.		7.62	10.67	3.05	0.54	5.2

Target	Drillhole	Dip/Azimuth (Degrees)	From (m)	To (m)	Length (m)	Au (g/t)	Ag (g/t)
	and		44.20	45.72	1.52	0.29	1.7
	and		47.24	48.77	1.52	0.25	3.9
	and		53.34	56.39	3.05	0.37	3.1
	and		64.01	67.06	3.05	0.40	8.9
	and		73.15	79.25	6.10	0.25	2.4
	and		86.87	88.39	1.52	0.23	1.5
	and		97.54	126.49	28.96	0.32	3.1
	incl.		97.54	112.78	15.24	0.37	2.6
	incl.		109.73	112.78	3.05	0.63	3.4
	incl.		120.40	126.49	6.10	0.46	6.8
Hercules	H20024	-45/300	51.82	71.63	19.81	0.35	5.0
	incl.		51.82	65.53	13.72	0.40	6.4
Hercules	H20026	-45/300	0.00	15.24	15.24	0.28	3.3
	incl.		0.00	6.10	6.10	0.35	4.0
	incl.		10.67	13.72	3.05	0.30	3.4
	and		39.62	41.15	1.52	0.34	0.9
	and		62.48	65.53	3.05	0.34	1.7
	and		79.25	80.77	1.52	0.34	0.8
	and		91.44	94.49	3.05	0.28	4.0
	and		97.54	102.11	4.57	0.36	3.5
	and		114.30	143.26	28.96	0.63	8.2
	incl.		114.30	126.49	12.19	0.66	14.0

Table 6 Phase II 2020 Drilling Results, Eclipse Gold Mining Corporation (Continued)

Target	Drillhole	Dip/Azimuth (Degrees)	From (m)	To (m)	Length (m)	Au (g/t)	Ag (g/t)
Hercules	H20026	-45/300	118.87	123.44	4.57	1.17	27.3
	which incl.						
	incl.		131.06	141.73	10.67	0.86	4.7
	which incl.		131.06	132.59	1.52	3.50	6.4
	and		150.88	152.40	1.52	0.34	2.4
	and		158.50	166.12	7.62	0.37	1.0
	incl.		161.54	163.07	1.52	0.71	1.1
	and		170.69	173.74	3.05	0.22	0.8
	and		198.12	199.64	1.52	0.35	1.2
	and		210.31	213.36	3.05	0.23	2.2
Hercules	H20027	-45/300	0.00	4.57	4.57	0.25	1.2
	and		7.62	10.67	3.05	0.23	2.8
	and		15.24	18.29	3.05	0.19	1.3
	and		19.81	32.00	12.19	0.51	6.4
	incl.		19.81	24.38	4.57	0.61	13.3
	incl.		27.43	32.00	4.57	0.59	2.9
	and		36.58	44.20	7.62	0.33	4.4
	and		59.44	79.25	19.81	0.21	1.1
	and		91.44	96.01	4.57	0.31	1.3
			4.57	7.62	3.05	0.35	2.3
Hercules	H20029	-45/300	18.29	19.81	1.52	0.25	2.5
	and		39.62	70.10	30.48	0.44	4.3
	incl.		39.62	42.67	3.05	0.48	7.8
	incl.		48.77	60.96	12.19	0.72	6.5

Target	Drillhole	Dip/Azimuth (Degrees)	From (m)	To (m)	Length (m)	Au (g/t)	Ag (g/t)
	which incl.		56.39	59.44	3.05	1.49	14.1
	and		74.68	88.39	13.72	0.23	1.3
	and		91.44	99.06	7.62	0.38	3.9
	incl.		94.49	99.06	4.57	0.48	5.3
	and		103.63	111.25	7.62	0.31	2.0
Hercules	H20031	-45/300	0.00	30.48	30.48	1.63	18.3
	incl.		3.05	24.38	21.34	2.20	24.5
	which incl.		3.05	12.19	9.14	3.60	31.3
	which incl.		6.10	9.14	3.05	5.55	47.9
	incl.		13.72	18.29	4.57	1.87	26.4
	incl.		21.34	22.86	1.52	1.19	40.9
	and		42.67	45.72	3.05	0.37	1.8
	and		47.24	50.29	3.05	0.24	2.0
	and		62.48	76.20	13.72	0.35	3.5
	incl.		64.01	70.10	6.10	0.49	5.4
	Hercules		H20033	-45/300	No Significant Intersections		
Hercules	H20035	-45/300	0.00	4.57	4.57	0.40	2.4
	and		35.05	36.58	1.52	0.23	1.1
	and		41.15	48.77	7.62	0.34	1.9
	and		70.10	73.15	3.05	0.25	1.3
Hercules	H20036	-45/300	30.48	38.10	7.62	0.80	10.5
	and		45.72	48.77	3.05	3.19	2.5
	incl.		45.72	47.24	1.52	6.01	3.4

Table 6 Phase II 2020 Drilling Results, Eclipse Gold Mining Corporation (Continued)

Target	Drillhole	Dip/Azimuth (Degrees)	From (m)	To (m)	Length (m)	Au (g/t)	Ag (g/t)
Hercules	H20036	-45/300	50.29	51.82	1.52	0.37	3.4
	and		56.39	57.91	1.52	0.68	5.8
	and		64.01	70.10	6.10	0.28	1.4
	and		83.82	85.34	1.52	0.22	1.6
	and		86.87	102.11	15.24	0.30	2.7
	and		105.16	106.68	1.52	0.24	2.3
	and		121.92	135.64	13.72	0.41	3.3
	and		143.26	147.83	4.57	0.47	4.8
	and		152.40	166.12	13.72	0.46	4.2
	incl.		158.50	166.12	7.62	0.68	6.5
	which incl.		160.02	161.54	1.52	1.05	10.6
	and		170.69	172.21	1.52	0.27	3.3
Hercules	H20037	-45/300	4.57	6.10	1.52	0.35	5.7
	and		9.14	10.67	1.52	0.22	4.0
	and		18.29	36.58	18.29	1.80	16.9
	incl.		18.29	24.38	6.10	0.62	15.9
	incl.		28.96	33.53	4.57	5.83	40.9
	which incl.		28.96	30.48	1.52	2.77	14.2
	which incl.		30.48	32.00	1.52	13.05	98.0
	which incl.		32.00	33.53	1.52	1.67	10.4
	and		56.39	57.91	1.52	0.20	0.9
	and		60.96	74.68	13.72	0.79	8.7
	incl.		65.53	71.63	6.10	1.44	16.3
	which incl.		65.53	67.06	1.52	2.48	32.6

Target	Drillhole	Dip/Azimuth (Degrees)	From (m)	To (m)	Length (m)	Au (g/t)	Ag (g/t)
	which incl.		67.06	68.58	1.52	1.27	12.9
	which incl.		68.58	70.10	1.52	1.15	13.8
Hercules	H20038	-45/300	3.05	7.62	4.57	0.25	3.1
	and		13.72	32.00	18.29	1.12	8.5
	incl.		18.29	21.34	3.05	4.81	30.5
	which incl.		18.29	19.81	1.52	4.47	27.1
	which incl.		19.81	21.34	1.52	5.15	33.9
	and		47.24	48.77	1.52	0.45	4.7
	and		53.34	60.96	7.62	1.12	30.1
	incl.		56.39	57.91	1.52	3.89	121.0
	and		65.53	96.01	30.48	0.59	6.6
	incl.		73.15	79.25	6.10	1.85	23.1
	which incl.		73.15	74.68	1.52	1.69	8.0
	which incl.		74.68	76.20	1.52	3.45	14.9
	which incl.		76.20	77.72	1.52	1.33	43.7
	incl.		91.44	94.49	3.05	0.59	2.1
Hercules	H20039	-45/300	15.24	19.81	4.57	0.20	1.7
Cliffs	H20020	-60/300	4.57	59.44	54.86	0.25	2.3
	Or		4.57	47.24	42.67	0.28	2.6
	incl.		4.57	10.67	6.10	0.58	3.7
	incl.		21.34	27.43	6.10	0.20	4.4
	incl.		30.48	38.10	7.62	0.40	3.9
	alternate incl.		30.48	47.24	16.76	0.35	2.9

Table 6 Phase II 2020 Drilling Results, Eclipse Gold Mining Corporation (Continued)

Target	Drillhole	Dip/Azimuth (Degrees)	From (m)	To (m)	Length (m)	Au (g/t)	Ag (g/t)
Cliffs	H20022	-45/300	1.52	134.11	132.59	0.16	2.1
	incl.		1.52	24.38	22.86	0.24	6.0
	incl.		12.19	22.86	10.67	0.28	11.5
	incl.		12.19	15.24	3.05	0.44	30.0
	incl.		33.53	41.15	7.62	0.19	2.1
	incl.		50.29	54.86	4.57	0.30	3.3
	incl.		79.25	82.30	3.05	0.25	1.6
	incl.		92.96	99.06	6.10	0.26	1.6
	incl.		111.25	117.35	6.10	0.21	2.9
	incl.		129.54	134.11	4.57	0.23	2.3
	and		217.93	219.46	1.52	0.23	1.0
	Cliffs		H20025	-45/300	3.05	24.38	21.34
incl.		7.62	10.67		3.05	0.69	47.8
incl.		18.29	22.86		4.57	0.38	2.4
and		39.62	42.67		3.05	0.22	1.4
and		54.86	59.44		4.57	0.19	1.2
and		62.48	65.53		3.05	0.22	1.2
and		71.63	74.68		3.05	0.17	1.4
and		82.30	83.82		1.52	0.31	1.0
and		88.39	99.06		10.67	0.26	3.0
incl.		94.49	96.01		1.52	0.41	2.6
and		208.79	210.31		1.52	0.37	2.5
and		300.23	301.75		1.52	0.27	13.1
Cliffs		H20028	-45/295		0.00	6.10	6.10

Target	Drillhole	Dip/Azimuth (Degrees)	From (m)	To (m)	Length (m)	Au (g/t)	Ag (g/t)
	and		15.24	25.91	10.67	0.22	3.7
	and		28.96	45.72	16.76	0.25	2.6
	incl.		32.00	35.05	3.05	0.40	3.3
	incl.		41.15	44.20	3.05	0.38	3.0
	and		48.77	54.86	6.10	0.16	3.6
	and		96.01	97.54	1.52	0.53	14.2
	and		210.31	219.46	9.14	0.21	3.2
	and		225.55	231.65	6.10	0.21	2.7
	and		269.75	281.94	12.19	0.87	3.5
	incl.		274.32	275.84	1.52	1.54	4.0
	incl.		278.89	280.42	1.52	3.17	1.8
	Cliffs		H20030	-60/295	0.00	3.05	3.05
and		7.62	12.19		4.57	0.38	3.3
and		15.24	22.86		7.62	0.42	5.9
incl.		19.81	21.34		1.52	1.05	19.8
and		24.38	32.00		7.62	0.25	2.5
and		48.77	68.58		19.81	0.23	1.7
and		85.34	100.58		15.24	0.41	6.6
incl.		86.87	99.06		12.19	0.46	7.4
and		106.68	112.78		6.10	0.42	3.4
and		210.31	211.84		1.52	0.51	1.6
Cliffs		H20032	-60/300		6.10	22.86	16.76
	incl.	6.10		7.62	1.52	0.41	2.2

Table 6 Phase II 2020 Drilling Results, Eclipse Gold Mining Corporation (Continued)

Target	Drillhole	Dip/Azimuth (Degrees)	From (m)	To (m)	Length (m)	Au (g/t)	Ag (g/t)
Cliffs	H20032	-60/300	9.14	18.29	9.14	0.35	2.3
	incl.						
	which incl.		12.19	18.29	6.10	0.41	2.7
	incl.		19.81	22.86	3.05	0.23	1.9
	and		27.43	30.48	3.05	0.23	1.3
	and		50.29	57.91	7.62	0.20	1.5
	and		82.30	88.39	6.10	0.21	2.1
	and		91.44	92.96	1.52	0.32	2.1
	and		128.02	132.59	4.57	0.22	2.2
	and		146.30	147.83	1.52	0.43	4.6
	and		175.26	176.78	1.52	0.82	0.5
	and		257.56	259.08	1.52	0.42	1.3
Cliffs	H20034	-60/300	3.05	18.29	15.24	0.37	3.5
	incl.		3.05	13.72	10.67	0.42	3.5
	and		30.48	32.00	1.52	0.23	1.9
	and		118.87	120.40	1.52	0.32	1.5
	and		195.07	196.60	1.52	0.30	0.7
	and		228.60	231.65	3.05	0.20	1.1
	and		239.27	240.79	1.52	0.21	0.8
	and		256.03	260.60	4.57	0.19	1.0
	and		271.27	272.80	1.52	0.78	3.4
	and		281.94	283.46	1.52	0.46	0.7
	and		288.04	291.08	3.05	0.21	1.4
	and		292.61	297.18	4.57	0.35	2.2

Target	Drillhole	Dip/Azimuth (Degrees)	From (m)	To (m)	Length (m)	Au (g/t)	Ag (g/t)
Cliffs	H20040	-45/300	6.10	13.72	7.62	0.33	2.9
	and		25.91	27.43	1.52	0.23	1.8
	and		118.87	120.40	1.52	0.28	1.0
	and		172.21	173.74	1.52	0.65	7.8
	and		184.40	224.03	39.62	1.12	5.4
	incl.		184.40	202.69	18.29	1.99	8.7
	which incl.		185.93	192.02	6.10	5.04	14.9
	which incl.		187.45	188.98	1.52	1.09	26.3
	which incl.		188.98	190.50	1.52	17.70	21.5
	incl.		195.07	198.12	3.05	0.82	10.2
	incl.		214.88	224.03	9.14	0.57	2.6
Gap between Hercules and Cliffs	H20019	-45/300	70.10	88.39	18.29	0.33	8.5
	incl.		79.25	83.82	4.57	0.84	27.9
	and		108.20	109.73	1.52	0.20	0.7
	and		166.12	167.64	1.52	0.17	8.9
	and		184.40	199.64	15.24	0.31	3.5
	incl.		185.93	187.45	1.52	0.84	12.9
	incl.		196.60	199.64	3.05	0.74	2.1

Sample Preparation, Analysis and Security

Historical Drilling

Gold was assayed for most intervals in drillholes, except for the campaigns conducted by Asamera, Phelps Dodge, and Lincoln, where selective sampling of mineralized intervals took place. Silver was assayed for all intervals assayed for gold in the drilling done by Asamera, St. Joe, Lincoln, AGFL, Willow Creek, and Iconic. Silver data are inconsistent or incomplete relative to gold data in the other programs. Many details of the sample preparation, analysis, and security of the various historic operators of the Hercules Project are not documented. Sample preparation and analyses for samples generated by AGFL and Iconic were performed at the ALS analytical laboratory in Reno, a well-known and certified laboratory.

Despite the various levels of knowledge of the sample handling and security, sample preparation, and analytical procedures employed by the historical operators of the Hercules Project, the Hercules Report Authors had no reason to believe that these procedures were undertaken using methods that did not meet industry standards. Of the 251 historical drillholes drilled, about 7% were core and the remainder RC. Sample sizes throughout nearly all drilling campaigns were about 1.52 meters in length, with a few notable exceptions. During Asamera's drill program, sample sizes averaged about eight meters in length, the longest of which was 36 meters. In Phelps Dodge's 1989 program, all samples assayed exceeded three meters in length. Two were greater than 30 meters, with the longest being 82 meters. Sample lengths in excess of approximately three meters may not be optimal for grade characterization in typical epithermal precious-metals systems such as Hercules, where higher grades occur in relatively thin veins compared to lower grades of the enclosing wall rock.

It is not known if any or all the historical drillhole collars were surveyed. Except for six drillholes drilled by Iconic in 2012, downhole deviation survey data are not available. All drillholes drilled by Asamera and some of those drilled by Horizon were selectively sampled based on alteration and the perceived potential for the interval to be mineralized. There is a minimal amount of supporting documentation for all surveys of collar coordinates (if any were ever completed), downhole deviation surveys, and all the assay data, although there is some support from indirect sources for gold and silver assays. The Company continues to source, compile, and validate the historical drilling data relative to original logging sheets and assay data certificates.

2020 RC Drilling

Drillhole collars were located by GPS, drill pads built, and the drill rig was lined up ahead of drilling by a qualified geologist. Collars were surveyed by a professional land surveyor after the drillhole was drilled. Downhole surveying was conducted by a qualified International Directional Surveys technician using a north-seeking gyro downhole survey tool. Measurements were taken every 15 meters down the drillhole and drillhole traces were imported and validated in the Leapfrog Geo software.

RC drillhole logging and sampling was carried out by qualified geologists. RC samples, collected every 1.52 m, were transported in sealed bags by truck to the ALS Global Geochemistry Analytical Laboratory in Reno, Nevada, for sample preparation. Final assaying was done in the ALS Global Geochemistry Analytical Laboratory in North Vancouver, BC for analysis. ALS Global Geochemistry Analytical Laboratories met all the requirements and were accredited to ISO/IEC 17025:2017 at the time of analysis. Gold was determined by fire-assay fusion of a 30 g sub-sample with atomic absorption spectroscopy (AAS; Method Au-AA23). Overlimit samples of Au were assayed by gravimetric means (Au-GRA21). Cyanide-soluble gold was determined on 30 g sub-samples by cyanide leach with an AAS finish (Method Au-AA13). Multi-element data, including Hg and Se, were collected by Inductively Coupled Plasma Atomic Emission Spectroscopy and Inductively Coupled Plasma Mass Spectrometry (Methods ME-ICP61, Hg-MS42, Se-MS46). Analytical laboratory QA/QC data were available for each batch analyzed on ALS Global's Webtrieve service.

Quality Assurance/Quality Control Results

There is little QA/QC data currently available from historical drilling and trenching/channel sampling programs undertaken at the Hercules Project. According to McGibbon (2012), QA/QC samples were inserted and analyzed as part of ALS's internal QA/QC during analyses of the Iconic samples, and certified reference materials ("standards") were inserted into the drill-sample stream by Iconic. Sixteen gold and silver analyses of standards and one blank are attached to the Lincoln drilling logs. The expected gold assay values of the standards are provided as well, but the standards' certificates are not available, which precludes an evaluation of the results. Based on the number of different expected gold assay values, six different standards were used. McGibbon (2012) documented the results of 96 duplicate assays of samples from the Horizon, Willow Creek, and Iconic drilling programs. No certificates were given to indicate the laboratory that performed the duplicate analyses, and the type of sample materials (pulps, rejects, etc.) are not specified. Historic drilling data is currently being used as a guide for additional exploration on the Hercules Project. Additional QA/QC and comparisons-to-recent-quality-drilling analyses will be needed to use the historic drilling data for resource modelling purposes.

The 2020 RC drilling conducted on the Hercules Project included the use of field control QA/QC samples inserted into the sample stream to provide a check on accuracy, precision, and cross contamination. Field control standards

were inserted at a rate of one in 20 samples, with four standards being used. Field control blanks (barren granite chips) were inserted at a rate of one in 20 samples with an offset of ten samples from the field control standards. Field control duplicates were inserted at a rate of one in 40 samples. Analyses of the QA/QC results from both phases of the 2020 RC drilling on the Hercules Project indicated that the assay data were sufficiently accurate and precise, with no evidence of significant cross-contamination, to be used for geological and resource modelling.

Data Verification

Verification of Historic Data

Historic drilling data compilation and verification was conducted by MDA and reported in the Hercules Report to create a drillhole database comprising 251 historical drillholes and 138 trenches/channel sample lines. Additional historic data verification has been conducted after the Hercules Report following receipt of original documentation that was not available at the time of the Hercules Report. This section primarily summarizes the work conducted by MDA in the Hercules Report.

Drillhole Data Verification

The Hercules Report Authors were not aware of documentation from primary sources that could be used to verify the inputs into the MDA-generated project database, such as copies of laboratory assay certificates or drillhole collar coordinates from a registered surveyor. Available documentation was limited to digital copies of some drill logs and information provided in historical technical reports, such as check-assay data as summarized in McGibbon (2012). As such the historic drillhole data is considered a guideline for additional exploration and drilling on the property. Additional comparative analyses and verification will need to be conducted prior to incorporating parts or all the historic drilling data into any future resource estimates generated on the property.

Drillhole Assays

A significant number of the silver assay values (and some gold assays) were flagged as '0' in drillholes ascribed to drilling conducted by St. Joe, Horizon, Phelps Dodge, Lincoln, Willow Creek, and Iconic. It remains unknown whether these indicate assays below laboratory detection limits or intervals with no assays.

Gold assay values provided in the appendix of McGibbon's (2012) report were compared to the values in the drillhole database compiled by MDA. Of the 94 sample intervals examined, 27 gold values in the MDA-generated database differed from those in the appendix of McGibbon (2012). All 23 of the assays in the repeat table from drillholes drilled by Horizon (HY8743, HY8744, HY87106, HY87107, and HY871081) differed from those in the primary assay column in the database. However, the assays from the repeat table were recorded in a rerun column in the database, although these were in oz Au/T rather than g Au/t.

Digital copies of 72 drill logs for drillholes drilled by Lincoln (3 of 3 drillholes drilled), AGFL (42 of 42), Willow Creek (19 of 20), and Iconic (8 of 20) were available to MDA. Of these, 65 of the logs included gold and silver assay values. MDA compared these recorded assays, which represent 26% of the drillholes in the project database. A total of 752 assays, representing about 7% of the assayed intervals for drillholes in the project database, were compared to the values in the database. Nine discrepancies, or 1.2% of the assays compared, in the gold values in the database were identified. Seven of the discrepancies were from a single continuous series where the assay data was shifted one sample interval relative to the other data set. Without further documentation, it remains impossible to determine if the project database or the drill logs are in error. MDA also noted that in the AGFL logs, gold values of '0', presumed to be below detection assays, were recorded, whereas values of '0.001' ppm Au were entered for those samples in the database.

Silver data from the Iconic and Willow Creek drillholes were also audited using the scanned logs. The last (second) decimal place was not visible on the Lincoln and AGFL logs, and therefore it could not be fully compared. Of the 391 silver values checked, no differences were found.

Drillhole Collar Surveys

It is not known if any or all the drillhole locations were surveyed.

The collar coordinates and drillhole orientation data (sources unknown) provided on 72 drill logs were compared to the MDA-generated database. All the Willow Creek collar data on 19 drill logs were found to match the database. For other operators, nine azimuths and two dips on the logs were found to be different from those in the database, by 5° to 180°, and 6° to 25°, respectively. Nearly all the eastings, northings, and elevations for the Lincoln, AGFL, and Iconic collar coordinates in the database differed from those documented in the drill logs. The discrepancies noted were commonly systematic by groups of drillholes, and ranged from a few meters (*e.g.*, AGFL eastings and northings) to 10s or a few hundred meters (*e.g.* AGFL elevations, all Iconic coordinates), to several kilometers (*e.g.* all Lincoln coordinates). The discrepancies were considered as possibly being due to data entry errors, conversions between feet and meters, and/or the use of different coordinate systems (*i.e.*, NAD 27 and NAD 83 projections, or local grids).

Downhole and Trench Surveys

No downhole survey data was sourced for the historic drilling except for two Iconic RC drillholes and four Iconic diamond core drillholes. No downhole deviation data were available for 108 of the drillholes, with downhole azimuth and dip deviations apparently assigned manually (the deviations were constant for each 50-foot (15.2-meter) downhole interval for these suspect drillholes) for the remainder of the drillholes. MDA had no information on the methods, procedures, or equipment used by Iconic for the few drillholes that appeared to have actual downhole surveys. The MDA-generated project database also included survey data with location traces for trench/channel-sample lines, although no information was available detailing the methods and procedures used to survey locations and orientations along trench lines, nor the location of actual sample intervals within the trenches/channels. Additional review of drillhole orientations in the historic drillhole database is ongoing as original historic datasheets/drill logs are sourced. Additionally, drillholes with suspect orientations have been ground-truthed in the field and orientations adjusted accordingly (including holes whose azimuth and inclination relative to the collar position would have resulted in the drill string daylighting in a ravine at depth below collar). All raw and appropriately modified data changes are recorded in the database and noted accordingly.

Drillhole Geology Data

There was no geology data in the MDA-created project database. Graphical representations of lithologies, text descriptions, and some geologic codes and geotechnical data were available for 72 drillholes in pdf-format drill logs.

Site-Visit Inspections

Mr. Gustin (one of the two independent MDA authors of the Hercules Report) visited the Hercules, Loaves, and West Cliffs targets and examined numerous altered and mineralized exposures in these areas on July 19, 2019. He also collected two select rock-chip samples adjacent to historical mine workings at the Hercules target. On September 9, 2019, Mr. Lindholm (the other independent MDA author of the Hercules Report) visited the Loaves, Northeast, Hercules and West Cliffs targets, inspected host lithologies and numerous altered and mineralized areas throughout the project, collected additional rock-chip samples, and took GPS measurements of historical drill and trench sites.

Independent Verification of Mineralization

Ten samples were collected from the Hercules Project for verification purposes by the Hercules Report Authors. The Hercules Report Authors did not attempt to collect samples that would be representative of mineralization at any given area, rather veins, vein breccias, and silicified materials that were judged to be most likely to contain precious metals were sampled. Verification samples were analyzed for gold and silver at ALS Global in Reno. Assay results ranged from 0.16-6.22 g Au/t and 0.90-77.4 g Ag/t. The Hercules Report Authors concluded that the presence of precious-metal mineralization in the Loaves, Northeast, Hercules and West Cliff target areas had been confirmed.

Independent Verification of Drillhole Collar Locations

Mr. Lindholm attempted to verify historical drillhole collar and trench locations. However, nearly all historical trenches, drill pads and access roads have been either reclaimed or exposed to weather for long periods of time, making positive identification of drill pads and exact collar locations difficult. Of the eleven locations of possible drill sites that were examined closely on the property, only four had concrete plugs that appear to identify a collar location. Other sites were identified by the presence of drill cuttings, sumps, and/or shallow ditches excavated to control water flow from the drillhole.

Of the four sites with concrete plugs, the GPS locations of three (H3, H4, and WC3) corresponded well with those in the project database. The fourth concrete plug (L1) did not compare well with any drillhole in the database, and it could have been marking the location of a trench (HTL3). The GPS coordinates of three other sites (H4, WC1, and WC2) matched well with drillhole collars in the database. Aluminum tags indicating trenches HTL4 (L1) and HTL5 (L2) were attached to loose rocks placed at the two sites at Loaves. There was a discrepancy noted between the database and the aluminum tag marking HTL4, as the nearest trench in the database was HTL3, suggesting that the trench identifications were switched either in the field or the database.

Verification of 2020 Hercules Drilling and Sampling Data

The 2020 Hercules drilling and sampling data verification included drillhole location, deviation, and assay data quality:

- Drillhole collars were surveyed by an independent Professional Land Surveyor (Kevin D. Haskew, PLS 10111).
- Drillhole downhole deviation was surveyed and validated by a qualified IDS technician who was on site during the drilling of each drillhole during both phases of the 2020 Hercules RC drilling program.
- RC sampling was reviewed and checked by Eclipse geologists. Sample preparation and assaying was conducted by an independent analytical laboratory (ALS Global), for all drillhole and surface samples.
- Assay sample data were directly imported into the Hercules drillhole database from files provided directly from the analytical laboratory. Detailed QA/QC analyses were conducted using field control standards, blanks, and duplicates. Analytical laboratory QA/QC data were also checked to ensure data quality.
- The Company hired a dedicated Database Manager in June 2021 to manage the Company's data. All Hercules data has been imported into the DataShed software directly from files provided by the analytical laboratory. Previous drilling databases have been compared to this newly created database and minimal minor (usually typographic or mislabelled field control standard/blank samples) discrepancies were noted. These have been rectified.
- Surface geochemical sample locations have been revisited through GPS navigation and all samples sought were found in the reported locations. Field sample locations are relatively easy to verify using live GPS-linked GIS software on portable field tablets.
- Downhole geology data was reviewed relative to the latest surface geology maps to ensure consistency. Additional relogging of RC chips in conjunction with available historic diamond drillhole core and iteratively refined surface geological mapping due to ongoing exploration on the property has resulted in the generation of a robust volcanic stratigraphy for the Hercules Project.

Mineral Processing and Metallurgical Testing

The metallurgical testing undertaken at Hercules described herein is summarized entirely from previous technical reports. Available testwork was done by St. Joe, Horizon, and Iconic. Kappes, Cassidy & Associates ("KCA") tested nine samples from the Northeast target area for St. Joe in 1985. Bottle-roll tests returned gold extractions from

66% to 96%, averaging of 88%. Silver extractions ranged from 30% to 99% and averaged 70%. Horizon commissioned cyanide shake-leach tests on 79 samples from nine holes, also from the Northeast target. The test results yielded average extractions of 82% for gold and greater than 60% for silver.

In 2012, bottle-roll tests were run by KCA for Iconic on 11 coarse-reject samples from nine RC drillholes drilled by Willow Creek in all four target areas of Loaves, Northeast, Hercules and West Cliffs. Gold extractions ranged from 66% to 87% in oxidized materials and were 11% and 25% for the two sulfide-bearing samples. Silver extractions ranged from 22% to 49%, with sulfide material generally yielding lower extractions than oxidized materials. The depths of oxidation throughout the project deposit are not defined.

Mineral Resource and Mineral Reserves Estimates

There are no current mineral resource or reserve estimates for the Hercules Project as at the date of this AIF.

Exploration, Development and Production Plans

The Company has received Notice of Intent permits to conduct drilling on the Sirens and Como-Comets target areas and expects to receive its Exploration Area Plan-of-Operations (“PoO”) permit in the first half of 2022. The larger PoO permit allows for more flexibility in drillhole location in and around the main Hercules target areas than the previous point-based Plan-of-Operations. This will allow step out drilling to the east of the currently defined target areas to effectively target the interpreted east-dipping host structures to the epithermal mineralization.

Iterative exploration target area refinement is ongoing with continued exploration on the property. Exploration target prioritization has been conducted ahead of an anticipated Q4/2021 drilling program. Preliminary drilling plans include oriented diamond core drilling at the Hercules and Cliffs exploration targets to test the structural model ahead of resource definition drilling and RC drilling of the Como-Comets and Sirens exploration targets, as well as testing the phytochemical anomalies in the areas between the Cliffs, Hercules, Loaves, Northeast, and Lucky Rusty. This drilling is dependent upon receipt of the Exploration Area Plan of Operations

Rock chip sampling is ongoing in conjunction with geological mapping on the property, including follow-up sampling at existing exploration target areas and sampling in previously untested areas identified during mapping. Additional phytochemical sample lines are in progress over the Pony Meadows, Ursa, and Como-Comets target areas. Further lines are being investigated over geophysical anomalies in areas with no rock outcrop. Additional historic geochemical sampling information, including underground chip and channel sampling from historic mines in the southern parts of the property, has been sourced and is under review prior to being used to guide further exploration in these areas.

Other exploration work that is currently being conducted on the property includes alteration mineral mapping for deposit vectoring, geochronology to constrain the age of mineralization, and fluid inclusion analyses to establish system depth. Results from these studies had not yet been received at the time of this AIF.

DIVIDENDS AND DISTRIBUTION

There is no restriction in the Company’s constituting documents that prevent the Company from paying dividends on the Common Shares. However, the Company has not paid any dividends on the Common Shares during the three most recently completed financial years and during the current financial year, and it is not contemplated that the Company will pay any dividends on the Common Shares in the immediate or foreseeable future. Any payment of dividends in the future is at the discretion of the Board.

DESCRIPTION OF CAPITAL STRUCTURE

Common Shares

As of the date of the AIF, there are 60,863,627 Common Shares issued and outstanding. The Company effected the Consolidation on a six (6) for one (1) basis on September 24, 2021. The Consolidation resulted in a reduction of the issued and outstanding Common Shares from 365,181,720 to 60,863,627. The authorized share capital of the

Company consists of an unlimited number of Common Shares without par value. All of the Common Shares are ranked equally as to voting rights, participation in a distribution of the assets of the Company on a liquidation, dissolution or winding-up of the Company and the entitlement to dividends. The holders of Common Shares are entitled to receive notice of all meetings of shareholders and to attend and vote the Common Shares at the meetings. Each Common Share carries with it the right to one vote. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

Convertible Securities

As at the date of this AIF, the Company has a total of 68,455,139 Warrants issued and outstanding as set out in the table below. As a result of the Consolidation, every six (6) Warrants are exercisable to acquire one (1) Common Share, subject to adjustment in certain circumstances.

Date of Issuance	Date of Expiry	Number of Warrants ⁽¹⁾⁽²⁾	Exercise Price per Common Share ⁽¹⁾
June 9, 2017	June 9, 2022	13,960,000	\$6.24
July 19, 2017	July 19, 2022	11,924,615	\$6.24
July 13, 2017	July 13, 2022	2,676,250	\$6.24
September 14, 2017	September 14, 2022	239,000	\$6.24
February 20, 2019	February 20, 2023	11,112,500	\$2.40
February 27, 2019	February 27, 2023	3,340,774	\$2.40
February 12, 2021	January 14, 2023	22,559,500 ⁽³⁾	\$4.80
February 12, 2021	January 14, 2023	2,642,500 ⁽⁴⁾	\$3.00

(1) Figures are reported on a post-Consolidation basis.

(2) As a result of the Consolidation, every six (6) Warrants are exercisable to acquire one (1) Common Shares at the adjusted exercise prices reflected in the above table.

(3) Reflects the Listed Warrants. See "*General Development of the Business – Three Year History – Financing in Connection with the Eclipse Acquisition*" and "*Market for Securities – Prior Sales – Warrants*".

(4) Issued pursuant to the Arrangement Agreement in exchange for compensation warrants of Eclipse issued by Eclipse pursuant to the Eclipse Subscription Receipt Offering. See "*General Development of the Business – Three Year History – Financing in Connection with the Eclipse Acquisition*" and "*Market for Securities – Prior Sales – Warrants*".

As at the date of this AIF, an aggregate principal amount of \$6,710,000 of Debentures are issued and outstanding, which mature on June 30, 2025. The Debentures are convertible into 2,795,833 Common Shares at a conversion price of \$2.40 per Common Share (16,775,000 Common Shares at a conversion price of \$0.40 per Common Share on a pre-Consolidation basis).

A summary of certain terms of the Debentures is as follows:

- (a) the Debentures bear interest at 5% per annum, payable on June 30th and December 31st of each year while outstanding, which interest, subject to regulatory approval, may at the option of the Company be settled in the issuance of Common Shares;
- (b) the Company may redeem the Debentures in cash on or after July 31, 2022, in whole or in part from time to time, upon required prior notice at a redemption price equal to their principal amount plus accrued and unpaid interest, if any, provided that the trading price of the Common Shares for the 20 consecutive trading days ending five trading days prior to the date of the redemption notice must be less than the conversion price;

- (c) the Company has the option to repay the principal amount of the Debentures in Common Shares, subject to regulatory approval, provided certain circumstances are met including, but not limited to, that no default has occurred and is continuing at such time, and the trading price of the Common Shares for the 20 consecutive trading days ending five trading days prior to the date of the redemption notice or maturity date (as the case may be) is at least 150% of the conversion price;
- (d) the Debentures are convertible at the option of the holder at a conversion price of \$2.40 per Common Share (\$0.40 on a pre-Consolidation basis) before maturity or redemption; and
- (e) upon a change of control, defined as the acquisition of voting control or direction of at least 66 2/3% of the aggregate voting rights attached to the Common Shares, holders of Debentures will have the right to require the Company to repurchase their Debentures, in whole or in part, at a price equal to 101% of the principal amount of the Debentures plus accrued and unpaid interest thereon.

As at the date of this AIF, an aggregate of 3,339,691 Common Shares (20,038,314 on a pre-Consolidation basis) may be issued upon exercise of outstanding Options pursuant to the Option Plan, and an aggregate of 48,443 RSUs (290,667 on a pre-Consolidation basis) are outstanding under the Share Unit Plan which are to be settled in Common Shares and which vest on February 18, 2023.

MARKET FOR SECURITIES

Trading Price and Volume

Common Shares

The Common Shares are primarily traded on the TSXV (trading symbol: "ELVT"). The following table identifies the Company's trading history on the TSXV for each month during the six months ended December 31, 2020 and for the subsequent months ended after the financial year end and prior to the date of this AIF. On September 24, 2021, the Company effected the Consolidation on a six (6) for one (1) basis. The trading prices and volumes for periods prior to September 24, 2021 in the table below appear on a pre-Consolidation basis.

Month	Low (\$)	High (\$)	Total Monthly Volume
June 2020	\$0.24	\$0.315	2,201,255
July 2020	\$0.31	\$0.475	8,120,250
August 2020	\$0.42	\$0.60	4,853,985
September 2020	\$0.53	\$0.68	6,960,869
October 2020	\$0.52	\$0.72	3,511,926
November 2020	\$0.53	\$0.68	3,445,817
December 2020	\$0.50	\$0.66	5,111,839
January 2021	\$0.455	\$0.55	3,314,402
February 2021	\$0.37	\$0.50	6,307,012
March 2021	\$0.335	\$0.41	8,076,685
April 2021	\$0.355	\$0.44	6,544,057
May 2021	\$0.37	\$0.41	7,258,448
June 2021	\$0.31	\$0.405	6,053,803
July 2021	\$0.275	\$0.33	5,689,923

Month	Low (\$)	High (\$)	Total Monthly Volume
August 2021	\$0.27	\$0.34	5,807,482
September 1 to 23, 2021	\$0.255	\$0.305	6,464,323
September 24 to 30, 2021	\$1.30	\$1.60	216,633
October 2021	\$1.18	\$1.43	1,387,633
November 1, 2021 to November 12, 2021	\$1.00	\$1.31	1,345,098

Listed Warrants

The Listed Warrants (trading symbol: "ELVT.WT") commenced trading on the TSXV on March 9, 2021. The following table identifies the trading history of the Listed Warrants for each month (or partial month) from March 9, 2021 to the date of this AIF.

Month	Low (\$)	High (\$)	Total Monthly Volume
March 9, 2021 to March 31, 2021	\$0.06	\$0.10	1,521,000
April 2021	\$0.075	\$0.10	567,700
May 2021	\$0.065	\$0.08	127,000
June 2021	\$0.05	\$0.08	905,000
July 2021	\$0.045	\$0.08	477,000
August 2021	\$0.04	\$0.07	305,000
September 1 to 23, 2021	\$0.035	\$0.07	156,000
September 24 to 30, 2021	--	--	--
October 2021	\$0.02	\$0.05	10,500
November 1, 2021 to November 12, 2021	\$0.04	\$0.04	66,800

Prior Sales

During the six months ended December 31, 2020 and subsequent to the date of this AIF, the Company issued the following securities convertible into Common Shares:

Options

Date of Issuance	Date of Expiry	Number of Securities Issued ⁽¹⁾⁽²⁾	Issued/Exercise Price Per Security ⁽¹⁾
July 8, 2020	July 8, 2025	525,000 Options	\$0.35
February 12, 2021	February 18, 2023	3,413,062 Options ⁽³⁾	\$0.33
February 12, 2021	February 18, 2023	54,500 Options ⁽⁴⁾	\$0.48

⁽⁵⁾ Figures are reported on a pre-Consolidation basis.

⁽⁶⁾ Each Option entitles the holder to purchase a Common Share at the exercise price and during the term set out in the table.

⁽⁷⁾ The Options were issued in exchange for an aggregate of 3,131,250 stock options of Eclipse outstanding immediately prior to the effective time of the Eclipse Acquisition. See “*General Development of the Business – Three Year History – Eclipse Acquisition*” above for more information.

⁽⁸⁾ The Options were issued in exchange for 50,000 stock options of Eclipse outstanding immediately prior to the effective time of the Eclipse Acquisition. See “*General Development of the Business – Three Year History – Eclipse Acquisition*” above for further details.

Convertible Debentures

Date of Issuance	Date of Expiry	Number of Securities Issued	Issued/Exercise Price Per Security ⁽¹⁾
Jul 31, 2020 and Aug 24, 2020	June 30, 2025	\$6,710,000 of Debentures ⁽²⁾	\$0.40

⁽¹⁾ Figure is reported on a pre-Consolidation basis.

⁽²⁾ The Debentures were issued in replacement of the 2016 Debentures that were redeemed by the Company on July 31, 2020. See “*Description of Capital Structure – Convertible Securities*” above for further details.

RSUs

Date of Issuance	Date of Expiry	Number of Securities Issued ⁽¹⁾	Issued/Exercise Price Per Security
February 12, 2021	December 31, 2024	436,000 RSUs ⁽²⁾	N/A

⁽¹⁾ Figure is reported on a pre-Consolidation basis.

⁽²⁾ The RSUs were issued in replacement an aggregate of 400,000 restricted share units of Eclipse which were cancelled pursuant to the Arrangement Agreement. See “*General Development of the Business – Three Year History – Eclipse Acquisition*” above for further details.

Warrants

Date of Issuance	Date of Expiry	Number of Securities Issued ⁽¹⁾	Issued/Exercise Price Per Security ⁽¹⁾
February 12, 2021	July 7, 2021	989,141 ⁽²⁾	\$0.69
February 12, 2021	January 14, 2023	22,559,500 ⁽³⁾	\$0.80
February 12, 2021	January 14, 2023	2,642,500 ⁽⁴⁾	\$0.50

⁽¹⁾ Figures are reported on a pre-Consolidation basis.

- (2) On the effective date of the Eclipse Acquisition, 907,470 common share purchase warrants of Eclipse were adjusted in accordance with their terms such that each such common share purchase warrant became exercisable to acquire a Common Share as set out in the table above. See “*General Development of the Business – Three Year History – Eclipse Acquisition*” above for further details.
- (3) Reflects the Listed Warrants. See “*General Development of the Business – Three Year History – Financing in Connection with the Eclipse Acquisition*” and “*Description of Capital Structure – Convertible Securities*” above for further details.
- (4) Issued pursuant to the Arrangement Agreement in exchange for compensation warrants of Eclipse issued by Eclipse pursuant to the Eclipse Subscription Receipt Offering. See “*General Development of the Business – Three Year History – Financing in Connection with the Eclipse Acquisition*” and “*Description of Capital Structure – Convertible Securities*” above for further details.

DIRECTORS AND EXECUTIVE OFFICERS

The Directors and executive officers of the Company are listed below. The number of Common Shares that are beneficially owned, directly or indirectly, or over which control or direction is exercised, by all Directors and executive officers as a group as of the date of this AIF is 1,912,254 Common Shares representing 3.14% of the issued Common Shares. Additionally, Michael Haworth is the general partner of Greenstone, which is the beneficial owner of 12,809,142 Common Shares representing 21.05% of the issued Common Shares as at the date of this AIF. Each Director and officer will hold office until his successor is elected or appointed, as applicable, unless his office is earlier vacated in accordance with the Articles or with the provisions of the BCBCA.

Name, Province or State, Country of Residence, Position(s) with the Company	Principal Occupation for Last Five Years	Period as a Director of the Company
Douglas J. Hurst ⁽³⁾⁽⁴⁾ British Columbia, Canada <i>Chairman and Director</i>	Chairman of the Company since February 12, 2021. Vice President of Corporate Development of Newmarket Gold Inc. from 2013 to 2016. Director of Greatbanks Resources Limited from 2003 to 2017. Chairman of Northern Empire Resources Corporation from 2015 to 2018. Director of Eclipse from August 12, 2019 until February 12, 2021. Currently Director of Newcore Gold Ltd. and Calibre Mining Corp.	Since February 12, 2021
Raymond Threlkeld ⁽³⁾⁽⁴⁾ Florida, United States <i>Director</i>	Independent mining consultant since 2013. Currently Director of Calibre Mining Corp., a gold mining and exploration company, since 2018. Director of New Gold Inc. from 2009 to 2018. Interim Chief Operating Officer of New Gold Inc. from December 2016 to September 2017. President and Chief Executive Officer of New Gold Inc. from May 2018 to September 2018. Chair of the board of Directors of Newmarket Gold Inc. from 2015 to 2017.	Since May 21, 2021
David Farrell ⁽¹⁾⁽²⁾ British Columbia, Canada <i>Director</i>	President of Davisa Consulting Corp. (private consulting).	Since December 13, 2011
Michael Haworth ⁽²⁾⁽³⁾ London, United Kingdom <i>Director</i>	Managing Partner with Greenstone Capital LLP, a private equity firm, since August 2013.	Since June 9, 2017
Geoff Burns ⁽¹⁾⁽⁴⁾ British Columbia, Canada <i>Director</i>	Chairman of Maverix Metals Inc., a precious metals and streaming company, since June 2016. President and Chief Executive Officer of Pan American Silver Corp. from May 2004 to December 31, 2015.	Since January 22, 2019

Name, Province or State, Country of Residence, Position(s) with the Company	Principal Occupation for Last Five Years	Period as a Director of the Company
Marcel de Groot ⁽¹⁾⁽²⁾ British Columbia, Canada <i>Director</i>	Founding partner and President of Pathway Capital Ltd., a Vancouver based private venture capital company, since 2004. Currently Director of Level 14 Ventures Ltd., Galiano Gold Inc. and Drummond Ventures Corp.	Since February 12, 2021
Michael Allen British Columbia, Canada <i>President</i>	President of the Company since February 25, 2021, and Executive Vice-President Corporate Development of the Company from February 12, 2021 to February 25, 2021. President and Chief Executive Officer of Eclipse from May 3, 2019 until February 12, 2021. President and Chief Executive Officer of Northern Empire Resources Corp. between June 2016 and October 2018. Professional Geologist.	N/A
David Splett British Columbia, Canada <i>Chief Financial Officer and Corporate Secretary</i>	Chief Financial Officer of the Company since February 28, 2020. Chief Financial Officer (Latin America) for Goldcorp Inc. from 2016 to 2019. Vice President of Finance at Mosaic Corporation from 2013 to 2016.	N/A
Warwick Board British Columbia, Canada <i>Vice-President Exploration</i>	Vice President, Exploration of the Company since February 12, 2021. Vice President, Exploration of Eclipse from February 2020 to February 12, 2021. Vice President, Geology of Pretium Resources Inc. from January 2018 to January 2020. Chief Geologist of Pretium Resources Inc. from July 2012 to January 2018.	N/A

Notes:

- (1) Member of Governance and Nominating Committee.
- (2) Member of Audit Committee.
- (3) Member of Technical, Health, Environment, Safety and Steering Committee.
- (4) Member of the Compensation Committee.

The Directors have served in their respective capacities since their election and/or appointment and will serve until the next annual meeting of the shareholders of the Company or until a successor is duly elected, unless the office is vacated in accordance with the Articles. Upon resignation, a successor may be appointed by the board of Directors.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

No Director or executive officer of the Company is, as at the date of this AIF, or has been within 10 years before the date of this AIF, a Director, chief executive officer or chief financial officer of any company (including the Company), that:

- (a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued while the Director or executive officer was acting in the capacity as Director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued after the Director or executive officer ceased to be a Director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as Director, chief executive officer or chief financial officer.

No Director or executive officer of the Company or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (a) is, as at the date of this AIF, or has been within 10 years before the date of this AIF, a Director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the Director, executive officer or shareholder.

No Director or executive officer of the Company or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in making an investment decision.

CONFLICTS OF INTEREST

Certain of the Company's, or a subsidiary of the Company's, Directors and officers may serve as Directors or officers, or may be associated with, other reporting companies, or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the Directors and officers of the Company, or a subsidiary of the Company, may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of the BCBCA dealing with conflicts of interest. These provisions state that where a Director has such a conflict, that Director must, at a meeting of the Company's Directors, disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the BCBCA. In accordance with the BCBCA, the Directors and officers of the Company are required to act honestly, in good faith and in the best interest of the Company.

PROMOTERS

To the knowledge of the Company, no person or company has been within the two most recently completed financial years and to the date of this AIF, a person or company who would be considered a promoter of the Company.

AUDIT COMMITTEE

Audit Committee

Pursuant to section 224 of the BCBCA, the Company is required to have an audit committee composed of not less than three Directors of the Company, a majority of whom are not officers or employees of the Company or any of its affiliates.

Under NI 52-110, the Company, as a venture issuer, is also required to provide disclosure with respect to their audit committee, including the text of the audit committee's charter, composition of the audit committee and the fees paid to the external auditor. Accordingly, we provide the following disclosure with respect to our audit committee:

Audit Committee Charter

The Company has a written charter which sets out the duties and responsibilities of the Audit Committee.

The text of the Audit Committee's charter is attached as Schedule "A" to this AIF.

Composition of the Audit Committee

At the present time, the Audit Committee is composed of Messrs. David Farrell (Chair), Marcel de Groot and Michael Haworth. Mr. Haworth is a non-independent member of the Audit Committee, and Messrs. Farrell and de Groot are independent members of the Audit Committee, as defined in NI 52-110. A member of an audit committee is independent if the member has no direct or indirect material relationship with the company which could, in the view of the board of Directors, reasonably interfere with the exercise of a member's independent judgment. Each member of the Audit Committee is financially literate. An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the company's financial statements.

Relevant Education and Experience

Each member of the Audit Committee has the education and experience that is relevant to the performance of his responsibilities.

David Farrell, Director

Mr. Farrell is President of Davisa Consulting Corp., a private consulting firm working with junior to mid-tier global mining companies. He was formerly the Managing Director of Mergers & Acquisitions at Endeavour Financial, where he successfully closed over US\$25 billion worth of mergers and acquisition transactions for junior and mid-tier natural resource companies. Before his 12 years at Endeavour Financial, Mr. Farrell was a lawyer at Stikeman Elliott LLP, working in Vancouver, Budapest and London. Mr. Farrell graduated from the University of British Columbia with a B.Comm. (Honours, Finance) and an LL.B and was called to the bar in both British Columbia and England. Mr. Farrell earned his ICD.D designation from the University of Toronto Rotman School of Business and Institute of Corporate Directors. He is a Director of Fortuna Silver Mines Inc., Luminex Resources Corp. and Hillcrest Energy Technologies Ltd. Mr. Farrell's background has given him the required experience to understand and assess the general application of the accounting principles used by the Company and to understand internal controls and procedures for financial reporting.

Marcel de Groot, Director

Mr. de Groot is a Chartered Accountant and a founder and President of Pathway Capital Ltd., a Vancouver based private venture capital corporation. Pathway Capital Ltd, formed in 2004, invests in and provides strategic support to early stage private and public companies. He is currently a Director of Level 14 Ventures Ltd., Galiano Gold Inc. and Drummond Ventures Corp.

Michael Haworth, Director

Mr. Haworth is a Senior Partner at Greenstone, a private equity fund he co-founded in 2013 that specializes in the mining and metals sector. Together with colleague and fellow Director Mark Sawyer, Mr. Haworth oversees all aspects of the management of Greenstone. Specifically, Mr. Haworth serves as a Director of Greenstone Management Ltd., Greenstone's General Partner, and is a member and co-chairman of the Investment Committee.

Each member of the Audit Committee has:

- an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and

reserves;

- experience analyzing and evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements; and
- an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year ended December 31, 2020 has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemptions in section 2.4 (De Minimis Non-audit Services), section 3.2 (Initial Public Offerings), section 3.4 (Events Outside Control of Member), section 3.5 (Death, Disability or Resignation of Audit Committee Member) or Part 8 (Exemptions) of NI 52-110.

Reliance on the Exemption in Subsection 3.3(2) or Section 3.6

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in subsection 3.3(2) (Controlled Companies) or section 3.6 (Temporary Exemption for Limited and Exceptional Circumstances) of NI 52-110.

Reliance on Section 3.8

At no time since the commencement of the Company's most recently completed financial year has the Company relied on section 3.8 (Acquisition of Financial Literacy) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services, other than as set out in the Audit Committee Charter.

External Auditor Service Fees (By Category)

MNP, conducted the annual audit of the Company's financial statements and provided audit-related, tax and other services and reports to the Audit Committee prior to its resignation on October 30, 2020. PwC has provided such services following its appointment as auditor of the Company on October 30, 2020. The aggregate fees billed by the Company's external auditors during the fiscal years ended December 30, 2020 and June 30, 2020 were as follows:

Fiscal year Ending	Audit Fees ⁽¹⁾	Audit-Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees
December 31, 2020	\$130,000	\$11,000	\$0	\$26,771
June 30, 2020	\$130,000	\$44,250	\$8,000	\$0

Notes:

- (1) "Audit Fees" includes fees for the performance of the annual audit and for accounting consultations on matters reflected in the financial statements.
- (2) "Audit-Related Fees" includes fees for assurance and related services that are related to the performance of the review of the financial statements and are not reported under ⁽¹⁾.
- (3) "Tax Fees" includes fees for tax compliance and tax advice.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings outstanding, threatened or pending, as of the date of this AIF, by or against the Company or to which the Company is a party or to which its properties are subject, nor to the Company's knowledge are any such legal proceedings contemplated which could become material to a purchaser of Common Shares.

The Company is not currently aware of any: (a) penalties or sanctions imposed against the Company by a court relating to provincial and territorial securities legislation or by a securities regulatory authority during the last financial year ended December 31, 2020 and subsequent to the date of this AIF; (b) other penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor making an investment decision; or (c) settlement agreements the Company entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority during the last financial year ended December 31, 2020 and subsequent to the date of this AIF.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as described elsewhere in this AIF, none of the Directors or executive officers of the Company, any shareholder directly or indirectly beneficially owning or exercising control or direction over, more than 10% of the outstanding Common Shares, nor any associate or affiliate of any of the foregoing persons, has had any material interest, direct or indirect, in any transaction during the three most recently completed financial years or during the current financial year or in any proposed transaction that, in either case, has materially affected or would materially affect the Company.

TRANSFER AGENT AND REGISTRARS

The Company's registrar and transfer agent for the Common Shares is Computershare Investor Services Inc. of 510 Burrard Street, 3rd Floor, Vancouver, British Columbia V6C 3B9.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the material contracts entered into by the Company that are still in effect:

1. the Streaming Agreement. See "*Description of Business – Gold and Silver Production and Sales*"; and
2. the Iconic Option Agreement. See "*General Development of the Business – Option in Respect of the Hercules Project*".

INTERESTS OF EXPERTS

The following prepared or certified a report, valuation, statement or opinion described or included in a filing, or referred to in a filing, made under NI 51-102 by the Company during, or relating to, the period ended December 31, 2020 and subsequent to the date of this AIF:

1. The Company's auditor, PwC, issued an independent auditor's report in connection with the consolidated annual financial statements for the six months ended December 31, 2020. PwC is independent of the Company in accordance with the code of professional conduct of the Chartered Professional Accountants of British Columbia.
2. Eclipse's former auditor, Davidson & Company LLP, Chartered Professional Accountants, issued an independent auditor's report in connection with the consolidated financial statements of Eclipse for the year ended October 31, 2020 and the period from incorporation on May 3, 2019 to October 31, 2019. Davidson & Company LLP, Chartered Professional Accountants is independent of Eclipse in accordance with the code of professional conduct of the Chartered Professional Accountants of British Columbia.

3. Stifel Nicolaus Canada Inc. (“Stifel”) prepared the fairness opinion dated December 4, 2020 (the “**Fairness Opinion**”), which was prepared for the board of Directors of Eclipse in connection with the Arrangement Agreement and forms part of the Management Information Circular of Eclipse dated December 30, 2020. To the knowledge of the Company and Eclipse, Stifel (or any of the designated professionals thereof) did not hold securities representing more than 1% of all issued and outstanding Eclipse Shares as at the date of the Fairness Opinion.
4. Information of a scientific and technical nature regarding the Hercules Project including in this AIF is excerpted or derived from the Hercules Report. To the knowledge of the Company and Eclipse, neither Michael M. Gustin, C.P.G. nor Michael S. Lindholm, C.P.G., held securities representing more than 1% of all issued and outstanding Eclipse Shares as at the date of the Hercules Report.
5. Information of a scientific and technical nature regarding the Moss Mine Project including in this AIF is excerpted or derived from the Moss Mine Report. To the knowledge of the Company, none of Jacob R. Richey, PE, Robert G. Cuffney, CPG, Adam House, QP-MMSA and John Young, RM-SME held securities representing more than 1% of all issued and outstanding Common Shares as at the date of the Moss Mine Report.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com. Additional information, including Directors’ and officers’ remuneration and indebtedness, principal holders of the Company’s securities and securities authorized for issuance under equity compensation plans, where applicable, is contained in the Company’s Information Circular for the most recent annual meeting of shareholders that involved the election of Directors. Additional financial information is provided in the Company’s consolidated financial statements and Management’s Discussion & Analysis for the Company’s most recently-completed financial year, all of which are filed on SEDAR.

SCHEDULE "A"

ELEVATION GOLD MINING CORPORATION (the "Company")

AUDIT COMMITTEE CHARTER

Mandate

The primary mandate of the audit committee (the "Committee") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting, and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.
- Review and appraise the performance of the Company's external auditors.
- Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition

- The Committee shall be comprised of at least three Directors as determined by the Board of Directors, the majority of whom shall not be management or control parties as prescribed by the rules of the TSX Venture Exchange.
- All members of the committee must be financially literate. "Financially Literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.
- The members of the Committee shall be elected by the Board of Directors on an annual basis. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

- The Audit Committee will meet at least four times a year. Special meetings may be called by the chair of the Audit Committee as required.
- Quorum for a meeting of the Audit Committee will be a majority of the members in attendance.
- Members may attend meetings of the Audit Committee by teleconference, videoconference, or by similar communication equipment by means of which all persons participating in the meeting can communicate with each other.
- The Audit Committee Chair will set the agenda for each meeting, after consulting with management and the external auditor. Agenda materials such as draft financial statements must be circulated to Audit Committee members for members to have a reasonable time to review the materials prior to the meeting.
- The Company's auditors will be advised of the names of the members of the Audit Committee and will receive notice of and be invited to attend meetings of the Audit Committee and to be heard at those meetings on matters related to the Auditor's duties.

- Minutes of the Audit Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee. Minutes of each meeting must be distributed to members of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer and the external auditor.

DUTIES AND RESPONSIBILITIES

To fulfill its responsibilities and duties, the Committee shall:

A. External Auditors

- Ensure the external auditors report directly to the Committee.
- Review annually the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.
- Obtain written confirmation from the external auditor that they are objective and independent within the meaning of the Rules of Professional Conduct/Code of Ethics adopted by the provincial institute or order of Chartered Accountants to which it belongs.
- Set the compensation to be paid to the external auditors and recommend such payment to the Board of Directors.
- Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- Review with management and the external auditors, prior to the annual audit, the terms of the external auditors' engagement letter.
- At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- Review with the management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- Review and pre-approve all audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

B. Financial Statements and Financial Information

- Review and discuss with management and the external auditor the annual audited financial statements of the Company and recommend their approval by the Board of Directors.
- Review and discuss with management the quarterly financial statements of the Company, and recommend their approval by the Board of Directors.
- Review and if appropriate, recommend to the Board of Directors for approval the financial content of the annual report.
- Review the Company's management discussion and analysis, earnings guidance press releases, annual and interim earnings press releases, and audit committee reports before the Company publicly discloses this information.

C. Financial Reporting Processes

- In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles applied in its financial reporting.
- Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- Review significant judgments and estimates made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments and estimates.
- Review the process for the certification of financial statements by the Chief Executive Officer and Chief Financial Officer.
- Review any significant disagreement among management and the external auditors regarding financial reporting.
- Review and consider any significant reports and recommendations issued by the external auditor, together with management's response, and the extent to which recommendations made by the external auditors have been implemented.

D. Other

- Review the Company's insurance, including Directors and Officers coverage, and provide recommendations to the Board or Directors.
- Establish procedures for:
 - The receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters;
 - The confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
 - Confidential reporting pursuant to the Whistle Blower Policy.

Authority

The Committee may:

- Engage independent outside counsel and other advisors as it determines necessary to carry out its duties;
- Set and pay the compensation for any advisors employed by the Committee; and
- Communicate directly with the internal and external auditors.

The Committee shall have unrestricted access to the Company's personnel and documents and will be provided with the resources necessary to carry out its responsibilities.

Renewed as of: February 20, 2019

THIS IS **EXHIBIT "B"** REFERRED TO IN
THE AFFIDAVIT OF TIM SWENDSEID
SWORN BEFORE ME THIS 29th DAY
OF JULY, 2024



A Commissioner for taking Affidavits for
British Columbia



MANAGEMENT DISCUSSION & ANALYSIS

Year Ended December 31, 2023 and 2022

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MANAGEMENT DISCUSSION & ANALYSIS

This Management Discussion and Analysis (“MD&A”) of Elevation Gold Mining Corporation (the “Company” or “Elevation”), has been prepared by management and approved by the Board of Directors as of April 17, 2024 and contains information that management believes is relevant to an assessment and understanding of the Company’s financial position and the results of its operations and cash flows for the year ended December 31, 2023 and 2022. This MD&A should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2023 and 2022, which have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

Additional information, including this MD&A, the audited consolidated financial statements for the year ended December 31, 2023 and 2022, press releases, and other corporate filings are available on the SEDAR+ website, www.sedarplus.ca, and the Company’s website, www.elevationgold.com.

This MD&A contains certain non-IFRS measures. The Company believes these measures, in addition to information prepared in accordance with IFRS, provide investors with useful information to assist in their evaluation of the Company’s performance and ability to generate cash flow from its operations. While these measures are intended to provide additional information, they should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS, as they do not have any standardized meaning prescribed under IFRS, and therefore may not be comparable to other issuers. References in this MD&A to total cash costs, all-in sustaining costs (“AISC”), average realized gold price, and per ounce equivalents are all considered non-IFRS measures and for further details on these metrics, refer to the section *Non-IFRS Measures*.

This MD&A contains forward-looking statements and should be read in conjunction with the risk factors outlined in the *Risk Factors* and *Forward-Looking Statements* sections. This MD&A provides management’s analysis of historical financial and operating results and provides estimates of the Company’s future financial and operating performance based on information currently available. Actual results will vary from estimates and variances may be significant. Readers should be aware that historical results are not necessarily indicative of future performance.

All dollar amounts in this MD&A are expressed in U.S. dollars (“\$”) unless otherwise noted. References to “CAD \$” are to the Canadian dollar.

COMPANY OVERVIEW

Elevation is a publicly listed gold and silver producer, engaged in the operation, acquisition, exploration and development of mineral properties located in the United States. The Company is incorporated under the laws of British Columbia, Canada and maintains its corporate head office at Suite 1920 – 1188 West Georgia Street, Vancouver, British Columbia, Canada. Elevation’s common shares are listed on the TSX Venture Exchange (“TSXV”) in Canada under the ticker symbol ELVT and on the OTCQB in the United States under the ticker symbol EVGDF.

The Company’s principal operation is the 100% owned Moss Mine in Mohave County, Arizona. Elevation also holds the title to the Hercules exploration property, located in Lyon County, Nevada, which is a prospective gold exploration project and an option on the Silver Creek Property, located adjacent to the Moss Mine from La Cuesta International, Inc. The Company’s management and technical team are proven professionals with extensive experience in all the aspects of mineral exploration, mine development, operations and capital markets. Key strategic priorities for the Company are to increase production, reduce costs and increase efficiency, grow the Moss Mine and Hercules resources and to consider other projects leading to the long-term growth of the Company and shareholder value creation.

CONSOLIDATED RESULTS SUMMARY

The following are financial and operational highlights for the year ending December 31, 2023. Additional information and comparisons to prior periods is provided throughout this MD&A.

- Elevation produced 31,047 ounces of gold and 202,060 ounces of silver during 2023 from 2,798,293 ore tonnes processed with average grades of 0.47 g/t gold and 6.80 g/t silver.
- The Company generated total revenue of \$66.4 million on 31,063 ounces of gold and 281,467 ounces of silver sold. The average realized price of gold per ounce sold ⁽¹⁾ was \$1,927.
- Income from mine operations before depreciation and depletion of \$12.5 million.
- Total Cash Costs per ounce of gold sold ⁽¹⁾ of \$1,424 and all-in sustaining costs ("AISC") per ounce of gold sold ⁽¹⁾ of \$2,126 for Q4 2023. Total Cash Costs per ounce of gold sold ⁽¹⁾ of \$1,524 and all-in sustaining costs ("AISC") per ounce of gold sold ⁽¹⁾ of \$2,130 for the year ended December 31, 2023. For further details refer to the *Non-IFRS Measures* section in this MD&A.

⁽¹⁾ This is a non-IFRS measure, for further information refer to the *Non-IFRS Measures* section in this MD&A.

OUTLOOK

The Company will continue mining in the West Pit and Mordor areas during Q1 2024 and begin development of the Reynolds Pit area. All of Q1 mined ore will be placed on the new 3A Phase 2 Leach Pad and will benefit from brief percolation times associated with first and second lift ore placement. The 3A-Ph2 Leach pad, which was completed in Q4 2023, will provide sufficient leach pad capacity for ore planned to be mined through 2025. The Company completed additional reverse circulation drilling in the Reynolds Pit area during Q3 and Q4 2023. Results were announced on February 27, 2024.

Comments regarding Q4 performance are discussed further in the review of mining and processing operations section in this MD&A.

EXTERNAL PERFORMANCE DRIVER AND TRENDS

The price of gold is a significant factor in determining the Company's profitability, financial performance, and cash flow from operations. The price of gold is subject to volatile price fluctuations and can be affected by numerous economic conditions including supply and demand, interest rates, and global and political issues, such as the Ukraine-Russia and Israeli-Palestinian conflicts. Management considers the gold price outlook for 2023 and longer-term to be favourable. As of December 31, 2023, the price of gold closed at \$2,062 per ounce. The average spot gold price for 2023 was \$1,943 (the average for 2022 was \$1,801). Despite continued volatility, the overall price of gold continues to trade at historically high values; however, longer term periods of lower gold prices would result in reduced profitability, financial performance, and cash flow from operations for the Company.

REVIEW OF MINING AND PROCESSING OPERATIONS

The Company operates an open pit mine and extracts precious metals with a heap leach and Merrill Crowe circuit to produce gold and silver doré. The table below presents operational highlights for the periods presented.

		Q4 2023	Q4 2022	YTD 2023	YTD 2022
Mining					
Ore mined	t	620,039	723,418	2,747,220	2,963,038
Waste mined	t	1,127,903	954,845	5,310,084	5,486,747
Total mined	t	1,747,942	1,678,263	8,057,304	8,449,785
Strip ratio	waste/ore	1.82	1.32	1.93	1.85
Crushing					
Tonnes stacked	t	604,147	738,478	2,798,293	2,976,281
Tonnes stacked per day (average)	tpd	6,567	8,027	7,667	8,154
Contained gold ounces stacked	oz	10,421	12,540	42,206	43,401
Contained silver ounces stacked	oz	152,133	93,266	611,669	331,875
Gold grade	g/t	0.54	0.53	0.47	0.45
Silver grade	g/t	7.83	3.93	6.80	3.47
Processing					
Merrill Crowe recovery – gold	%	97	99	98	98
Gold ounces produced	oz	7,989	9,183	31,047	31,094
Silver ounces produced	oz	60,706	52,329	202,060	160,480
Sales					
Gold ounces sold ⁽¹⁾	oz	7,754	9,060	31,063	31,666
Silver ounces sold ⁽¹⁾	oz	66,123	67,624	281,467	257,659

⁽¹⁾ Includes gold ounces purchased and sold to the final customer in accordance with the revolving credit facility agreement.

⁽²⁾ Includes silver ounces purchased and sold to the final customer in accordance with the silver streaming agreement.

Mining

During Q4 2023, a total of 620,039 tonnes (Q4 2022: 723,418) of ore was mined at a strip ratio of 1.82 (Q4 2022: 1.32). Average grade mined was 0.55 grams per tonne (“g/t”) gold in Q4 2023 (Q4 2022: 0.53 g/t). The Company moved a total of 1,747,942 tonnes for Q4 2023 (Q3 2022: 1,678,263).

Mining operations in Q4 of 2023 were conducted in the East Pit, West Pit, and the Mordor area. The Mordor area has continued to show higher-grade ore and more favorable fragmentation when compared to the West Pit. Mining activity in the West Pit has begun to slow down, with a focus on prioritizing mining of the Mordor Pit. Ore deliveries from the East Pit were similar to Q3 2023, contributing to the higher-grade ore material delivered to the crusher. Total ore tonnage deliveries in Q4 2023 and YTD 2023 were lower than 2022 due to the reduced crusher throughput. Looking ahead to Q1 of 2024, mining will take place in the Mordor area, West Pit, and the newly established Reynolds Pit. The East Pit is expected to contribute a limited amount of ore tonnage through the first half of 2024.

Crushing and Stacking

During Q4 2023, the average crushing rate was 6,567 tonnes per day (Q4 2022: 8,027), resulting in a total of 604,147 crushed tonnes (Q4 2022: 738,478) at an average gold grade of 0.54 g/t (Q4 2022: 0.53 g/t) and an average silver grade of 7.83 g/t (Q4 2022: 3.93 g/t).

Tonnes crushed for Q4 2023 were below expectations due to a mechanical failure of a major component in one of two tertiary crushers. Repair of the crusher limited the capacity of the plant to 50% for the majority of November and part

of December. Additionally, operating procedures were modified as a means of mitigating dust, which resulted in less continuous crusher operations. The throughput returned to normal levels during Q1 2024. For the year, crushed tonnes were 6% below the crushed tonnes in 2022, and most of the shortfall was a result of the Q4 issues.

Processing

During Q4 2023, a total of 7,989 gold ounces and 60,706 silver ounces were produced (Q4 2022: 9,183 gold ounces and 52,329 silver ounces).

The Merrill Crowe recovery process closed the year at 98% efficiency with less downtime than budgeted. Stacking began on the newly completed Pad 3A Phase 2 expansion in mid-November, and gold production reflected stacked ounces provided by the crusher.

FINANCIAL RESULTS

The net loss for the three months and year ended December 31, 2023 and 2022 is comprised of the following items:

<i>(in thousands of dollars)</i>	Q4 2023		Q4 2022		YTD 2023		YTD 2022	
Revenue	\$	16,337	\$	17,108	\$	66,356	\$	62,008
Production costs		(11,637)		(13,467)		(50,429)		(56,396)
Royalties		(881)		(952)		(3,419)		(3,196)
Mine operating income before depreciation and depletion		3,819		2,689		12,508		2,416
Depreciation and depletion		(3,234)		(4,463)		(13,568)		(10,310)
Income (loss) from mine operations		585		(1,774)		(1,060)		(7,894)
Corporate administrative expenses		(776)		(712)		(3,064)		(3,429)
Finance costs		(2,068)		(1,585)		(8,449)		(6,646)
Gain on modification of debt		549		-		549		-
Gain (loss) on revaluation of derivative liabilities		(637)		(5,167)		793		8,097
Impairment of mineral properties		(11,163)		-		(11,163)		(33,850)
Other		(94)		(52)		(150)		114
Loss for the period	\$	(13,604)	\$	(9,290)	\$	(22,544)	\$	(43,608)

Average realized gold per ounce sold for Q4 2023 was \$1,916, compared to \$1,732 for Q4 2022. During Q4 2023, the Company sold a total of 7,754 gold ounces and 66,123 silver ounces for total revenue of \$16.3 million. For Q4 2022, the Company sold 9,060 ounces of gold and 67,624 ounces of silver for total revenue of \$17.1 million.

Average realized gold per ounce sold for 2023 was \$1,927, compared to \$1,786 for 2022. During 2023, the Company sold a total of 31,063 gold ounces and 281,467 silver ounces for total revenue of \$66.4 million (an increase of 7% from 2022). For 2022, the Company sold 31,666 ounces of gold and 257,659 ounces of silver for total revenue of \$62.0 million.

Production costs are comprised of mining, processing, maintenance, site administration and site share-based compensation, net of inventory changes and include write-downs of inventories due to net realizable value impairments. The table below provides a breakdown of major components of the Company's production costs:

	Q4 2023	Q4 2022	YTD 2023	YTD 2022
Contractors and outside services	\$ 6,903	\$ 7,249	\$ 27,542	\$ 28,273
Employee compensation and benefits expense	2,355	2,318	9,436	8,915
Materials and consumables	3,201	2,996	11,692	11,612
Other expenses	1,213	1,837	5,393	5,829
Share-based compensation	6	53	63	215
	13,678	14,453	54,126	54,844
Changes in inventories	(2,041)	(986)	(3,697)	1,552
	\$ 11,637	\$ 13,467	\$ 50,429	\$ 56,396

- Contractors and outside services decreased by \$0.3 million for Q4 2023 compared to Q4 2022, which was largely driven by the capitalisation of \$1.0 million in stripping costs. Quarterly expenditures, prior to the adjustment for stripping costs, increased compared to Q4 2022 largely due to a 4% increase in total tonnes mined. For YTD 2023, charges were down \$0.7 million compared to YTD 2022, which was largely driven by the capitalisation of \$5.1 million in stripping costs. No such capitalisation occurred in 2022. YTD expenditures, prior to the adjustment for stripping costs, increased compared to YTD 2022 due to several factors, including longer haul distances, narrow mining conditions and the move into a new mining area. The transition to the Mordor area in Q3 led to longer waste hauls and less productive mining due to pioneering work (initial development of a mining area, including haul road development). Mining in the East Pit involved mining out the old access ramp to the Center Pit, which was narrow and resulted in lower-than-planned productivity. To improve fragmentation, increased drill and blast costs were incurred. The fragmentation issues in Q2 2023 also led to the creation of an ore oversize stockpile, which required the use of a rental excavator and rock hammer to further fragment the oversized material.
- Employee compensation and benefits increased by \$0.5 million for YTD 2023 compared to YTD 2022. This increase was largely driven by an increase in the average headcount, including key management positions, as well as incremental improvements in employee compensation.
- Materials and consumables and share-based compensation for Q4 and YTD 2023 are consistent with Q4 and YTD 2022.
- Other expenses decreased by \$0.6 million and \$0.4 million for Q4 and YTD 2023 compared to the respective comparative periods, which was driven by \$0.5 million in freight and mobilization costs related to the change in mining contractor, which occurred in Q4 2022.
- The Company had an inventory recovery of \$2.0 million in Q4 2023 (\$1.0 million in Q3 2022), and an inventory recovery of \$3.7 million for YTD 2023 (\$1.6 million charge for YTD 2022). Charges (and recoveries) related to inventory will fluctuate from period to period and reflect events such as increases or drawdowns of physical inventory balances, increases or reductions of inventory costs, and net realizable value adjustments. During the year ended December 31, 2022, the Company recorded a net realizable value write-down of inventory of \$1.6 million. All impairments and reversals of impairments are included in changes in inventories and form part of production costs.

Depletable mineral properties and most assets included in plant and equipment are depleted on a units of production basis over the life of the mine. Depletion and depreciation rates for all periods are consistent with units of contained gold ounces stacked on the heap leach and increased depreciation and depletion expenses reflect the Company's current life of mine plan.

The increase in royalty expenses for YTD 2023 compared to YTD 2022 is directly correlated to increases in total revenue.

Reductions in corporate administrative expenses in 2023 compared to 2022 are the result of reductions in share-based compensation and corporate office expenditures.

The increase in finance costs during YTD 2023 compared to YTD 2022 was driven by an increase in debt, including the \$17.7 million revolving credit facility, which bears interest at 10% per annum.

The gain on modification of debt was the result of a modification to the Company's revolving credit facility, which included an extension of the maturity date and a reduction in interest rate from 12% to 10% per annum.

Gain (loss) on revaluation of derivative liabilities includes the changes to the silver stream embedded derivative, the warrant derivatives, the convertible debenture derivatives and revolving credit facility derivative. The silver stream embedded derivative is valued using a Monte Carlo simulation valuation model that uses key inputs including silver forward curve prices, long-term silver production volatility, anticipated silver production, and other metrics. The warrant, convertible debenture and revolving credit facility derivatives are calculated using a Black-Scholes option model and use key inputs such as share price, gold price and volatility. Changes to the valuation of derivatives can be material from period to period. The loss on revaluation for Q4 2023 included a \$0.5 million loss on the silver stream derivative due to an increase in the silver price and a change in the life of mine plan for Moss. The loss on revaluation for Q4 2022 included a \$5.5 million loss on the silver stream derivative, which was driven by increasing silver prices, offset by a \$0.3 million gain on the warrant derivative due to a decrease in the Company's share price. The gain on revaluation for YTD 2023 included a \$1.1 million gain on the silver stream derivative due to a decrease in the silver price, offset by a \$0.4 million loss on the revolving credit facility derivative due to increasing gold prices. The gain on revaluation for YTD 2022 was largely the result of a decrease in the Company's share price impacting the warrant derivative.

At December 31, 2023, the Company recognized a non-cash impairment of mineral properties of \$11.2 million (2022: \$33.9 million), of which \$8.8 million (2022: \$nil) was recorded in plant and equipment, \$1.7 million (2022: \$21.5 million) was recorded in depletable mineral properties and \$0.7 million (2022: \$12.3 million) in non-depletable mineral properties. Management completed an assessment of impairment indicators for the Moss Mine cash generating unit ("CGU"), due to continued losses from mining operations as well as the Company's market capitalization remaining below the carrying value of net assets. Accordingly, the Company estimated the recoverable amounts of the CGU and compared them to the carrying value of the CGU. The recoverable amount of the CGU was based on a fair value less cost of disposal method using discounted cash flow models. Upon completion of the Company's impairment assessment, it was determined that the Moss Mine CGU was impaired by \$11.2 million, which resulted in a charge of the same amount to the Company's statement of income and loss and is included in the YTD 2023 period.

The projected cash flows used in impairment testing are significantly affected by changes in assumptions. Key assumptions included by management in the discounted cash-flow model included a gold price of \$2,108 per ounce, gold and silver recoveries of 77% and 43%, respectively, as indicated in life of mine plans, and a real after-tax discount rate of 6%. Management's estimates of the recoveries are prepared by or under the supervision of and verified by Qualified Persons as defined in National Instrument 43-101 of the Canadian Securities Administrators (management's experts). The Company performed a sensitivity analysis on these key assumptions. Based on the impairment testing performed at June 30, 2022, the sensitivity to changes in these key assumptions is as follows:

- a 10% decrease in the short and long term gold price would result in an additional impairment of \$19.6 million,
- a 10% decrease in gold recoveries would result in an additional impairment of \$19.0 million, and
- a 1% increase in the real after-tax discount rate to 7% would result in an additional impairment of \$0.7 million.

SELECTED ANNUAL INFORMATION

The following selected annual financial information is derived from the audited Financial Statements of the Company for the three most recently completed financial years:

	Year Ended December 31, 2023	Year Ended December 31, 2022	Year Ended December 31, 2021
Revenue	\$ 66,356	\$ 62,008	\$ 58,845
Net income (loss)	(22,544)	(43,608)	3,575
Basic income (loss) per share	(0.20)	(0.44)	0.06
Diluted income (loss) per share	(0.20)	(0.44)	0.02
Total assets	106,764	113,931	140,983
Total non-current financial liabilities	45,110	32,893	33,336

The increases in revenue in 2022 and 2023 were driven by increases in gold grade from 0.43 g/t in 2021, to 0.45 g/t in 2022 and 0.47 g/t in 2023, resulting in additional production and gold ounces sold, as well as increasing gold price.

The increase in non-current financial liabilities in 2023 was due to the drawdown of \$11.5 million on the revolving credit facility.

The net loss and the decrease in total assets in 2023 and 2022 were the result of the Company recognizing a non-cash impairment of mineral properties of \$11.2 million and \$33.9 million respectively.

EXPLORATION

Reverse Circulation and Greenfields Exploration Programs

In May 2023, the Company provided an update on its reverse circulation drilling program in the Reynolds Pit area and the ROM Pad Ramp area. Highlights included:

- AR23-663R in the Reynolds Pit area intersected 47.2 meters grading 0.38 g/t Au, 1.69 g/t Ag, and 60.9 meters grading 0.33 g/t Au, 1.96 g/t Ag, respectively.
- AR23-663R extends the newly identified mineralization zone in the Reynolds Pit area that appears to be a north dipping structure. It was collared 87 meters southeast of and on a line 63 meters east of AR23-662R, which intersected 225.6 meters of mineralization grading 0.56 g/t Au and 2.77 g/t Ag, which in-turn was collared 80.5 meters northeast of AR22-656R which intersected 110.6 meters of mineralization grading 0.50g/t Au, 1.93 g/t Ag.
- Results were received for AR23-661R, also in the Reynolds Pit area, which intersected 44.2 meters grading 0.35 g/t Au, 1.58 g/t Ag and 7.62 m grading 0.35 g/t Au, 1.29 g/t Ag and 7.62m grading 0.85 g/t Au and 9.04 g/t Ag.

AR23-661R was drilled to the north-northeast into the Moss vein and associated structures, and AR23-663R was drilled to the south-southeast across the north-dipping structures. Both holes intersected gold and silver mineralization. AR23-663 expands the zone of known mineralization in the southern Reynolds Pit area to the east by about 62.5 meters.

In the ROM Pad Ramp area, two holes were drilled between the Center Pit and the crusher on the haul truck road that connects the West Pit with the East Pit. These holes were drilled to test for hanging wall mineralization between the crusher and the Center Pit. Both holes collared on the same drill pad, and both holes intersected gold and silver mineralization, highlighted by 65.53 meters with average grade of 0.33 g/t au and 3.43 g/t Ag, including 33.53 meters with average grade 0.44 g/t Au, 4.68 g/t Ag (AR23-664R).

In April 2023, the Company provided an update on drilling completed in the Reynolds Pit area, including AR23-662R, which intersected 225.6 meters of nearly continuous gold mineralization with an average grade of 0.56 g/t gold, with several higher-grade internal zones highlighted by 12.2 meters grading at 1.30 g/t gold. Highlights included:

- AR23-662R, collared 80.5 meters northeast of AR22-656R, on a line 37.5 meters east of AR22-656R.
- AR22-656R intersected 108.2 meters grading 0.36 g/t Au and 2.94 g/t Ag.
- AR23-662R intersected 225.6 meters with an average grade of 0.56 g/t Au and 2.77 g/t Ag.

Assay results for four RC holes drilled on two lines in the Reynolds Pit area were reported. Three of the holes were drilled to the north-northeast into the Moss vein and associated structures. All three intersected gold and silver mineralization. The fourth hole (AR23-662R) was drilled to the south-southwest into the newly identified north-dipping structures. AR23-662R intersected 225.6 meters of nearly continuous gold and silver mineralization with an average grade of 0.56 g/t Au and 2.77 g/t Ag.

AR23-662R was drilled on an azimuth of 188 degrees with a dip of -39 degrees and a total depth of 274.3 meters. It was drilled to test a series of surface quartz vein and stockworks surface outcrops displaying a northerly dip, conjugate to and beginning approximately 120 meters south of the Moss vein system. Variable amounts of free quartz with very low pyrite content were identified and logged in the RC chips during drilling, signifying the presence of a structure hosting a low-sulfide, epithermal stockworks and vein system. Assay results have verified that AR23-662R intersected a significant gold and silver bearing system.

AR23-662R is one of three RC holes across three lines drilled over an apparent strike length of approximately 104.2 meters to test the north dipping structures. AR22-656R, which also intersected significant gold and silver mineralization, was drilled on a line approximately 37.5 meters west of AR23-662R. Results for RC hole AR22-656R highlighted by 108.2 meters grading at 0.36 g/t Au and 2.94 g/t Ag. The third hole drilled to test the north dipping structures is AR23-663R. It was drilled on a line approximately 62.5 meters east of AR23-662R. RC chips logged from AR23-663R also display variable amounts of free quartz with very little pyrite. Only approximately 1/3 of the potential strike length of the potential north dipping structures have been tested, and the untested strike length extends to both the east and west of the tested strike length.

In March 2023, the Company provided an update from its recent reverse circulation (“RC”) resource definition and expansion drilling program at Moss Mine and an update on its recent greenfields exploration core drilling program.

- Twenty-two RC holes totaling 4,906 m have been completed into three different near-mine targets (Mordor, Reynolds Pit, and ROM Pad Ramp).
- Assay results for fourteen RC holes have been received, all of which intersected significant zones of gold mineralization.
- Significant zones of gold mineralization have been intersected in the Reynolds Pit area, where previously only historic drilling existed.
- Five diamond core holes totaling 3,141 meters have been drilled on greenfields targets in the Florence Hill, Grapevine and McCullough Patents areas (Hardy Vein) areas.

The three targets of interest for this near-mine program include the area immediately west of the West Pit (Mordor area), the area between the Center Pit and the crusher (ROM Pad Ramp), and the Mid-West Extension (Reynolds Pit).

In the Mordor area, three holes were drilled from a single drilling platform in a north-south fan immediately west of the West Pit. All three holes intersected gold mineralization, both near-surface and at depth. This drilling is intended to extend the West Pit westward as mining progresses down the hillside. Highlights include:

- 7.62m grading 0.69 g/t Au, 0.46 g/t Ag, and 3.05m grading 0.38 g/t Au, 1.50 g/t Ag and 19.81m grading 0.38 g/t Au, 0.89 g/t Ag (AR22-642R)
- 7.62 m grading 0.56 g/t Au, 0.76 g/t Ag, and 6.10m grading 0.88 g/t Au, 3.38 g/t Ag, and 54.86m grading 0.38 g/t Au, 0.75 g/t Ag, including 7.62m grading 0.62 g/t Au, 1.52 g/t Ag, and including 4.57m grading 1.15 g/t Au, 1.07 g/t Ag (AR22-643R)

In the early 1990’s Reynolds Metals drilled several holes in the Reynolds Pit area. The holes were drilled vertically and only reached depths of approximately 122 meters. Most of these holes intersected low-grade gold mineralization associated with hanging-wall stockworks veining. Elevation’s Mine Plan of Operation that was approved in March 2020 includes a permitted mine pit and stockpile in this area. This discovery could extend Elevation’s active mining area more than 500 meters to the west.

At the Reynolds Pit area, Elevation's program consisted of seventeen inclined holes (up to -45 degrees), drilled both to the north and the south, perpendicular to the structures hosting gold mineralization. This drilling has been quite successful with most holes intersecting thick zones of gold mineralization associated with the south dipping Moss vein structure and hanging wall stockworks. A previously untested north dipping vein and stockworks structure approximately 150 meters south of the Moss vein structure was also tested. New drilling results indicate this structure could host vein and stockworks zones up to 80 meters thick (true width) with gold grades as high as 0.92 g/t over 10.67 meters (AR22-656R). Assay results for eleven of the seventeen holes have been received. Highlights include:

- 92.96m grading 0.46 g/t Au, 1.76 g/t Ag, including 16.76m grading 1.32 g/t Au, 3.68 g/t Ag (AR22-648R)
- 100.58m grading 0.50 g/t Au, 1.93 g/t Ag, including 4.57m grading 2.23 g/t Au, 5.73 g/t Ag, and including 6.10m grading 1.09 g/t Au, 2.85 g/t Ag (AR22-654R)
- 108.20m grading 0.36 g/t Au, 2.94 g/t Ag, including 10.67m grading 0.92 g/t Au, 4.01 g/t Ag, and including 6.10m grading 0.82 g/t Au, 9.73 g/t Ag, and including 3.05m grading 0.92 g/t Au, 10.10 g/t Ag (AR22-656R)

At the area between the Center Pit and the crusher (ROM Pad Ramp), two RC holes have been completed. These holes are designed to test the shallow area between the areas and were drilled to depth to the deeper extents of the Ruth and Moss veins in this area.

Update on Greenfields Core Drilling Program

Five diamond core holes have been completed at the Florence Hill and Grapevine exploration areas for approximately 3,141 meters. These holes tested a broad structural zone at Florence Hill and an intensely hydrothermally altered area at Grapevine, as well as several epithermal quartz-calcite vein systems including the Hardy vein and the potential extension of the West Oatman vein/Gold Road vein structure. All drill core has been logged and sampled in detail. Florence Hill and Grapevine drilling will require additional study of trace elements seen in those intercepts to guide future exploration in this area. The Hardy vein intersections show positive but thin and uneconomic gold intersections.

LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN

As of December 31, 2023, the Company had cash and cash equivalents of \$1.5 million (December 31, 2022: \$3.3 million). The decrease in cash of \$1.8 million compared to the year ended December 31, 2022, was primarily due to a cash outflow from operating activities of \$1.6 million, offset by the Company completing an amendment to a revolving credit facility, which allowed the Company to draw down an additional \$11.5 million of funds. Under the terms of the amendment, the total maximum principal amount that may be outstanding at any given time is \$17.7 million, interest will be paid on a quarterly basis and is payable by delivery of physical gold. The total of gold ounces deliverable is calculated by dividing total interest payable by \$1,850 per ounce. Partial repayments of principal, of varying amounts, are required quarterly, beginning in March 2024 until paid off in its entirety in February 2025.

During the year ended December 31, 2023, working capital increased by \$0.6 million to \$6.3 million. The increase in working capital was primarily due to a build-up in inventory of \$5.8 million and the extension of the maturity date of the revolving credit facility to February 2025, which resulted in \$3.7 million less in current debt, offset by the drawdown of a \$6.6 million promissory note. Adjusted working capital, excluding derivatives which are non-cash liabilities, is \$10.1 million.

The Company is in compliance with all externally imposed debt covenants relating to its debt facilities and lease obligations as of December 31, 2023.

Going Concern

The Company is subject to many risks common to other companies in the same business, including under-capitalization and resource limitations. The Company may require additional capital to continue the operations of the Moss Mine or to continue as a going concern. There can be no assurance that such capital will be available or, if available, will be

on reasonable terms. As a result, there are conditions and events, which constitute material uncertainties that may cast significant doubt on the validity of this assumption.

As at December 31, 2023, the Company had working capital of \$6.3 million (2022: \$5.6 million) and in the year ended December 31, 2023, the Company incurred a loss of \$22.5 million (2022: \$43.6 million), which included a non-cash impairment of plant and equipment and mineral properties of \$11.2 million (2022: \$33.9 million). The Company used cash in operating activities of \$1.6 million (2022: \$4.4 million), used cash for investing activities of \$15.6 million (2022: \$13.1 million), and received \$15.3 million in cash from financing activities (2022: \$19.7 million).

The ongoing operations and capital expenditures of the Moss Mine are dependent on the Company's ability to generate sufficient cash flow from production, which is subject to commodity price risk from fluctuations in the market prices for gold and silver. In the year ended December 31, 2023, the Company had a loss from mine operations of \$1.1 million, which was net of \$13.6 million of depreciation. To continue operations at the Moss Mine, the Company will require additional financing. While the Company has been successful at raising funds in the past, there can be no assurance that it will be able to do so in the future.

Cash Flows

Cash used in operating activities during YTD 2023 was \$1.6 million (2022: \$4.4 million). The improvement compared to YTD 2022 is largely due to a higher gold price in 2023 positively impacting revenues and the pre-sale of \$2.9 million of gold production.

Cash provided by financing activities during YTD 2023 was \$15.3 million (2022: \$19.7 million), which consisted of proceeds from the revolving credit facility of \$11.5 million and \$6.5 million from a short term promissory note, offset by debt and lease repayments totalling \$2.7 million.

Cash used in investing activities during YTD 2023 was \$15.6 million (2022: \$13.1 million), which included capital expenditures largely tied to construction and materials to be used for the new heap leach pad and exploration drilling.

Use of Proceeds

2022 Equity Financing

In March 2022, the Company completed a public offering of C\$18.4 million. The funds received have been utilized in capital projects and exploration at the Moss Mine, including the building and completion of the heap leach pad 2C, monitoring and production well construction, and exploratory drilling, as well as for general and administrative purposes.

At the time of the offering, the intended use of the net proceeds were estimated to be as follows (in CAD \$ and converted to U.S. dollars at a rate of CAD \$1.00 to USD \$0.7772, the exchange rate on March 8, 2022, being the date of the offering document):

<i>(in thousands of dollars)</i>	Approximate Amount (CAD \$)	Approximate Amount (USD \$)
Heap Leach Pad Construction	\$ 3,920	\$ 3,047
Monitoring and Water Well Construction	3,120	2,425
Exploration Program	4,870	3,785
Miscellaneous Capital Expenditures	477	371
Engineering Studies for Future Heap Leaching	956	743
General and Administrative Expenses and Working Capital	5,059	3,932
Total	\$ 18,402	\$ 14,303

In March 2022, as a result of the over-allotment option being exercised by the broker agents, the Company received net cash proceeds of \$17.1 million (net of financing broker fees paid in cash and regulatory, legal, and accounting fees incurred related to the financing). A summary of the current expenditures and funds allocated to the above noted projects and their progress follows:

- The purchase of supplies and construction required for a new heap leach pad was completed in August 2022. Total funds allocated to the project to December 31, 2022 was approximately \$3.0 million. This project is now considered complete and milestones reached.
- The monitoring wells were completed in Q2 2022 at a cost of approximately \$0.4 million, while the costs associated with the production wells were approximately \$1.5 million. The production wells were completed and brought online in Q3 2022. The monitoring well project consisted of drilling and completing five points of compliance monitoring wells, which are a requirement of an Aquifer Protection Permit and subject to review and approval of multiple regulatory agencies. Current production wells at the Moss Mine Project were scheduled to be mined out in the proposed 2022 mine expansion. It is anticipated that the new production wells will reduce the amount of water to be delivered from offsite sources and support future operations and exploration work. This project is now considered complete and milestones reached.
- Exploration work at Moss Mine included expenditures of approximately \$3.0 million in RC drilling programs and geophysical surveys over the course of Q2 2022 and Q3 2022 (see details under the *Exploration* section in this MD&A). The exploration program was extended to test high-priority regional targets, including Florence Hill in August 2022. Elevation was able to accomplish its intended milestones with the funds from the equity financing. Exploration work continues and will be based on additional available funds and operating cashflows.
- The Company has also completed \$0.3 million in miscellaneous capital expenditures and \$0.2 million in pad design and technical studies. These projects are considered on-going and funded by on-going operations as required.
- In April 2022, the Company repaid approximately \$2.2 million in interest and principal related to a short-term loan which carried a fixed annual interest rate of 18% per annum. The Company was able to renegotiate the repayment of the remaining loan and reduce the interest rate on repayment to 12% per annum. The Company considered the repayment of this loan advantageous considering the high interest rate component. This short-term loan has now been repaid in full as at December 31, 2022.
- The Company utilized \$7.1 million in general working capital and funding operations since the time of the financing.

There are no remaining balances from the financing yet to be utilized in capital projects or operational activities.

SUBSEQUENT EVENTS

- 304,166 stock options of the Company with an exercise price of C\$1.44 expired.
- 2,481,537 warrants of the Company with an exercise price of C\$0.53 expired.
- The Company closed out the advance facility agreement.
- The terms of the short term promissory note were amended. The maturity date was extended to March 31, 2024 and the principal was increased to \$9,861.
- On February 26, 2024 the Company entered into a secured loan agreement (the "Demand Note"). The Demand Note is secured against all of the Company's property, is repayable on demand, and does not accrue interest. A total of \$3,500 was drawn down by the Company and \$31 in fees were accrued.
- On March 15, 2024, the terms of the revolving credit facility were amended. Under the terms of the amendment the maturity date of the facility was extended to April 1, 2025, interest is capitalized and compounds quarterly and shall be payable on maturity.
- On April 3, 2024 the Company consolidated the outstanding unsecured debts including the revolving credit facility and the short term promissory note under the silver streaming agreement. The terms of the debt remain unchanged with approximately \$10,000 being payable on demand and not subject to interest, and

approximately \$18,200 being payable on April 1, 2025 and subject to an interest rate of 10% per annum, with interest payable on maturity. As a result of the consolidation, the debt is now secured against all of the Company's assets pursuant to the security granted in connection with the silver stream.

- On April 1, 2024 the Company the interest rate on the Multiple Advanced Promissory Note (Note 8b) at 6.3% for a period of one year.
- On April 12, 2024, the Company announced that Patriot Gold Corp. ("Patriot"), which holds a 3% net smelter returns royalty (the "NSR royalty") on the Moss Mine, has filed a complaint (the "Complaint") in the Maricopa County Superior Court for payment of amounts owing pursuant to the NSR royalty. The Company continues to engage with Patriot in an effort to resolve the Complaint without litigation.

SUMMARY OF QUARTERLY RESULTS

<i>(in thousands of dollars, except per share amounts)</i>	Three Months Ended							
	Dec. 31, 2023	Sep. 30, 2023	Jun. 30, 2023	Mar. 31, 2023	Dec. 31, 2022	Sep. 30, 2022	Jun. 30, 2022	Mar. 31, 2022
Revenue	\$ 16,337	\$ 18,152	\$ 14,912	\$ 16,953	\$ 17,108	\$ 16,979	\$ 14,386	\$ 13,535
Cost of sales	(15,752)	(18,084)	(17,290)	(16,288)	(19,062)	(16,684)	(20,711)	(13,624)
Operating income (loss) from mine operations before depreciation and depletion	3,819	3,826	837	4,026	2,689	2,132	(3,923)	1,517
Income (loss) for the period	(13,604)	(2,150)	(3,151)	(3,639)	(9,290)	1,193	(33,804)	(1,707)
Basic Income (loss) per share	\$ (0.12)	\$ (0.02)	\$ (0.03)	\$ (0.03)	\$ (0.08)	\$ 0.01	\$ (0.31)	\$ (0.03)
Gold ounces produced (oz)	7,989	8,380	6,788	7,889	9,183	8,835	6,809	6,268
Gold ounces sold (oz)	7,754	8,391	6,840	8,078	9,060	9,096	6,998	6,512
Average realized gold price per ounce ⁽¹⁾	\$ 1,916	\$ 1,941	\$ 1,946	\$ 1,906	\$ 1,732	\$ 1,713	\$ 1,864	\$ 1,881
Total Cash Costs per ounce sold ⁽¹⁾	\$ 1,424	\$ 1,485	\$ 1,824	\$ 1,407	\$ 1,604	\$ 1,770	\$ 2,425	\$ 1,648

⁽¹⁾ This is a non-IFRS measure, for further information refer to the *Non-IFRS Measures* section in this MD&A.

The financial results are most directly impacted by the level of gold production/gold sales and the gold price for each quarter, which are the main drivers of the volatility noted for revenue and operating income from mine operations before depreciation and depletion in the above quarterly information table. Income (loss) for the period can be volatile from quarter to quarter due to the change in the Company's share price and global silver market pricing which will affect the fair value of the Company's derivative instruments related to warrants, convertible debentures, and the silver stream obligation.

Since the beginning of 2021, overall grade has been decreasing as the mine entered a phase of lower grade ore processing, which has been the contributing factor in the reduced gold production and ounces sold, while gold prices continue to remain strong across all periods when compared to historical values. The Company anticipates seeing higher-grade ore being available as the Moss Mine development continues to progress into the East Pit.

For the three months ended June 30, 2022, cost of sales was negatively impacted by a \$6.0 million write down of heap leach and doré inventory and a non-cash impairment of \$33.9 million on the Moss Mine cash generating unit, both discussed in the *Financial Results* section of this MD&A.

For the three months ended September 30, 2022, revenue increased compared to the three months ended June 30, 2022 due to additional sales of 2,098 gold ounces. Cost of sales was positively impacted by a reversal of a previous write down of heap leach and doré inventory of \$3.0 million.

For the three months ended December 31, 2022, revenue increased compared to the three months ended September 30, 2022 due to an increase in gold price. Cost of sales was positively impacted by a reversal of a previous write down of heap leach and doré inventory of \$1.5 million, offset by a change in depreciation base which resulted in an additional \$2.5 million in depreciation for the quarter.

For the three months ended March 31, 2023, revenue decreased compared to the three months ended December 31, 2022 due to a reduction in grade from 0.53 g/t to 0.43 g/t, resulting in 982 fewer gold ounces sold. Cost of sales was positively impacted by a reversal of a previous write down of heap leach and doré inventory of \$1.6 million and capitalization of stripping costs of \$2.1 million, offset by a change in depreciation base in Q4 2022 which resulted in additional depreciation for that quarter.

For the three months ended June 30, 2023, revenue increased compared to the three months ended March 31, 2023 largely due to increasing gold prices, despite a decrease in gold grade from 0.43 g/t to 0.38 g/t, resulting in 158 fewer gold ounces sold. Cost of sales was negatively impacted by rising costs related to the Company's mining contractor and a \$1.2 million heap leach and dore inventory write-down.

For the three months ended September 30, 2023, revenue increased compared to the three months ended June 30, 2023 largely due to the sale of an additional 1,551 gold ounces reflecting an increase in gold grade from 0.38 g/t to 0.53 g/t. Cost of sales was negatively impacted by rising costs related to the Company's mining contractor.

For the three months ended December 31, 2023, revenue decreased compared to the three months ended September 30, 2023 largely due to the sale of 637 fewer gold ounces reflecting a decrease in ore crushed of 170,441 tonnes. Cost of sales was positively impacted by a \$1.0 million decrease in contract mining costs and a \$0.5 million decrease in depletion and depreciation. Loss for the period increased due to a \$11.2 million non-cash impairment on the Moss Mine cash generating unit which is discussed in the *Financial Results* section of this MD&A.

Total Cash Costs per ounce sold is a measure of the weighted average costs. The Company continues to focus on improving the Company's grade control by focusing on in-fill drilling in order to reduce per ounce costs as production grows. Most recently, the Company has noted a reduction in direct cash costs per ounce added to the heap leach pad. The Company's focus will continue to be on mining higher grade ounces, (when compared to 2023), while continually looking to reduce costs in the mining process, for example, mining in wider areas in Mordor versus narrow areas of East Pit.

CONTRACTUAL OBLIGATIONS

At December 31, 2023, the Company had the following contractual obligations outstanding:

		Within 1		2-3		4-5 years		5+		Total
	\$	year	\$	years	\$	years	\$	years	\$	
Debt ⁽¹⁾	\$	11,255	\$	20,249	\$	415	\$	1,281	\$	33,200
Trade and other payables		10,030		-		-		-		10,030
Lease commitments		311		98		-		-		409
Silver stream		1,766		2,384		-		-		4,150
Provision for reclamation		-		-		11,322		389		11,711
	\$	23,362	\$	22,731	\$	11,737	\$	1,670	\$	59,500

(1)Includes interest due on convertible debenture and debt.

OFF-BALANCE SHEET ARRANGEMENTS

At the date of this MD&A, there were no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the financial performance or financial condition of the Company.

RELATED PARTY TRANSACTIONS

Related party transactions were incurred in the normal course of business and initially measured at their fair value, which is the amount of consideration established and agreed to by the parties. Amounts due to or from related parties are non-interest bearing, unsecured and due on demand.

Key Management and Board of Directors Compensation

Key management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the Company, either directly or indirectly. The Company has identified its members of the Board of Directors and executive officers including its Chief Executive Officer and Chief Financial Officer. The remuneration of the Company's key management personnel is as follows:

	Q4 2023	Q4 2022	YTD 2023	YTD 2022
Salaries and short-term benefits	\$ 165	\$ 144	\$ 813	\$ 898
Directors fees	\$ 18	-	30	-
Share-based payments	\$ 21	\$ 122	\$ 78	\$ 373

Included in salaries and short-term benefits for the year ended December 31, 2023 was \$0.1 million of termination payments made to the former Chief Financial Officer of the Company. Included in salaries and short-term benefits for the year ended December 31, 2022 was \$0.2 million of termination payments made to the former President of the Company.

PROPOSED TRANSACTIONS

As of the date of this MD&A, there were no proposed asset or business acquisitions or dispositions.

ADOPTION OF NEW ACCOUNTING STANDARDS

No new accounting standards have been adopted during the year ended December 31, 2023.

FUTURE ACCOUNTING POLICY CHANGES ISSUED BUT NOT YET IN EFFECT

There were no future accounting policy changes or pronouncements issued but not yet in effect that may have a significant impact to the Company operations as at December 31, 2023.

OUTSTANDING SHARE DATA

The total number of outstanding common shares, stock options, and warrants is as follows:

As of:	April 17, 2024	December 31, 2023	December 31, 2022
Common shares	113,007,018	110,604,095	110,391,281
Stock options	5,108,327	5,412,493	5,856,826
Deferred Share Units	800,000	1,000,000	-
Restricted Share Units	-	-	15,139
Warrants	49,345,987	51,827,524	58,436,736

At the Company's Annual and Special Meeting on August 18, 2022, the shareholders of the Company elected to adopt a new 10% rolling security based compensation plan ("Equity Incentive Plan") to replace the previous Option Plan and Share Unit Plan, which allows for the issuance of incentive stock options, deferred share units, performance share units, restricted share units, stock appreciation rights, and share purchase rights ("Awards"). Pursuant to the Equity Incentive Plan, a maximum of 10% of the issued shares of the Company, from time to time, may be reserved for issuance pursuant to the exercise of all Awards granted thereunder. Terms of any granting of Awards will be determined by the Board, subject to the provisions of the Equity Incentive Plan and the policies of the TSX Venture Exchange. No individual may be granted Awards exceeding 5% of the Company's common shares outstanding in any twelve-month period. Full details of the Equity Incentive Plan is available on the Company's Management Information Circular filed on June 22, 2023 available on www.sedar.com.

FAIR VALUE MEASUREMENTS AND FINANCIAL RISK MANAGEMENT

The carrying values of cash, trade and other receivables, and trade and other payables approximate their fair values due to the short-term nature of these instruments. In evaluating fair value information, considerable judgment is required to interpret the market data used to develop the estimates. The use of different market assumptions and different valuation techniques may have a material effect on the estimated fair value amounts. Accordingly, the estimates of fair value presented herein may not be indicative of the amounts that could be realized in a current market exchange. The carrying value amount of the Company's financial instruments that are measured at amortized cost (including debt, lease obligation, and silver stream obligation) approximates fair value as they are measured using level 2 assumptions and using inputs other than quoted prices that are observable for the asset or liability either directly or indirectly. Similarly, the carrying value of the Company's derivative instruments, which are recognized at fair value through profit or loss approximates the fair value based on the various valuation techniques associated with those instruments.

Financial Risk Management

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to market conditions and the Company's activities. The Company has exposure to credit risk, liquidity risk and market risk because of its use of financial instruments.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has implemented and monitors compliance with risk management policies.

Credit Risk

Credit risk is the risk of financial loss to the Company if a client or counterparty to a financial instrument fails to meet its contractual obligations. The Company has credit risk in respect of its cash, trade and other receivables, and restricted cash. The Company considers the risk of loss relating to cash and restricted cash to be low because these instruments are held only with a Canadian Schedule 1 financial institution, a US-chartered commercial bank, and a US government agency. Trade and other receivables as of December 31, 2023 related primarily to gold and silver dore bars sold but for which the funds were not collected prior to the period end. All amounts in trade and other receivables are expected to be collectible in full due to the nature of the counterparties and previous history of collectability.

Liquidity Risk

Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations as they are due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses or risking harm to the Company's reputation.

The Company manages its liquidity risk through the preparation of budgets and forecasts, which are regularly monitored and updated as management considers necessary and through the Company's capital management activities. A summary of contractual maturities of financial liabilities is included in the section *Contractual Commitments*.

Market Risk

Market risk consists of currency risk, commodity price risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable limits while maximizing returns.

Currency risk

Foreign currency exchange rate risk is the risk that the fair values or future cash flows of the Company's financial instruments will fluctuate because of changes in foreign exchange rates. Some of the Company's operating and corporate administration expenditures are incurred in Canadian dollars and the fluctuation of the CAD \$ in relation to US dollar will have an impact on the Company's profitability and the Company's financial assets and liabilities. The Company has assessed the impact to be low. At December 31, 2023, the Company held cash denominated in US dollars ("USD") of \$1.4 million and less than CAD \$0.1 million (December 31, 2022: USD \$3.3 million and CAD \$0.1 million). With other variables unchanged, a 1% increase on the USD/CAD exchange rate would increase debt by less than \$0.1 million. The Company has not entered into any formal arrangements to hedge currency risk but does maintain cash balances within each currency.

Commodity price risk

The Company is subject to commodity price risk from fluctuations in the market prices for gold and silver. Commodity price risks are affected by many factors that are outside the Company's control including global or regional consumption patterns, the supply of and demand for metals, speculative activities, the availability and costs of metal substitutes, inflation, and political and economic conditions. The value of the silver stream embedded derivative will fluctuate with changes in the price of silver which will affect future earnings. Management closely monitors trends in commodity prices of gold and other precious and base metals as part of its routine activities, as these trends could significantly impact future cash flows.

Interest rate risk

Interest rate risk is the risk that the fair values or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates. Interest rate risk arises from the interest rate impact on cash, which is held at variable market rates, and is exposed to interest rate risk on its outstanding borrowings. With other variables unchanged, a 1% increase on the Company's floating rate debt would increase annual interest expense by less than \$0.1 million. The Company closely monitors its exposure to interest rate risk and has not entered into any derivative contracts to manage this risk.

NON-IFRS PERFORMANCE MEASURES

The Company has included certain non-IFRS measures in this MD&A. The Company believes that these measures, in addition to measures prepared in accordance with IFRS, provide investors an improved ability to evaluate the underlying performance of the Company and to compare it to information reported by other companies. The non-IFRS measures are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. These measures do not have any standardized meaning prescribed under IFRS, and therefore may not be comparable to other issuers.

Total Cash Costs and Total Cash Costs per Ounce of Gold Sold

Total cash costs is a common financial performance measure in the gold mining industry but has no standard meaning. The Company reports total cash costs on a gold ounce sold basis. The Company believes that, in addition to measures prepared in accordance with IFRS, such as revenue, certain investors can use this information to evaluate the Company's performance and ability to generate operating earnings and cash flow from its mining operations. Management uses this metric as an important tool to monitor the Moss mine's operating cost and performance. Total cash costs include cost of sales such as mining, processing, maintenance, site administration, royalties, selling costs and changes in inventories as well as site-based share compensation less non-cash depreciation and depletion and silver revenue divided by gold ounces sold to arrive at total cash costs per ounce of gold sold. Other companies may calculate this measure differently.

Total AISC and AISC per Ounce of Gold Sold

The Company believes that AISC more fully defines the total costs associated with the operation of the Moss mine and producing gold. The Company calculates AISC as the sum of total cash costs (as described above), sustaining capital expenditures, accretion on decommissioning and restoration provision, treatment and refinery charges netted against revenue and corporate administrative expenses, all divided by gold ounces sold to arrive at a per ounce amount. Other companies may calculate this measure differently because of differences in underlying principles and policies applied. Differences may also arise due to a different definition of sustaining versus non-sustaining capital. The following table reconciles these non-IFRS measures to the most directly comparable IFRS measure disclosed in the financial statements.

<i>(in thousands of dollars, except per ounce figures)</i>	Q4 2023	Q4 2022⁽¹⁾	YTD 2023	YTD 2022⁽¹⁾
Gold ounces sold	7,754	9,060	31,063	31,666
Cost of sales	\$ 15,752	\$ 18,882	\$ 67,416	\$ 69,902
Less: Depreciation and depletion	(3,233)	(4,462)	(13,568)	(10,310)
Add: Refining and transportation	94	71	321	293
Less: Silver and other bi-product revenue	(1,571)	(1,491)	(6,824)	(5,739)
Total Cash Costs	11,042	13,000	47,345	54,146
Sustaining capital expenditures	3,293	888	9,162	10,456
Capitalized stripping	971	-	5,115	-
Accretion	400	202	1,468	511
Corporate administration	776	712	3,064	3,429
Total AISC	\$ 16,482	\$ 14,802	\$ 66,154	\$ 68,542
Cash Costs per ounce of gold sold	\$ 1,424	\$ 1,435	\$ 1,524	\$ 1,710
AISC per ounce of gold sold	\$ 2,126	\$ 1,634	\$ 2,130	\$ 2,165

⁽¹⁾ Prior period comparable figures for 2022 included adjustments for heap leach and dore net realisable value write-downs, however, for the purposes of conforming to the current period calculation, the adjustment has been excluded in both periods.

The Company has calculated Total Cash Costs, Total AISC, and relevant per ounce of gold unit rates consistently across each of the periods presented, which include period adjustments for heap leach and doré impairments. These impairments and reversals can create fluctuations where such adjustments occur. The decrease in cash costs per ounce compared to 2022 is driven by heap leach and dore net realizable value write-downs in 2022. The increase in AISC per ounce sold from Q4 2022 to Q4 2023 is driven by an increase in sustaining capital expenditures, including \$2.5 million in construction costs related to new heap leach pads and \$0.3 million in near-mine exploration drilling.

Average Realized Price of Gold

Average realized price is used by management and investors to better understand the gold price throughout a period.

Average realized price is calculated as revenue per the Consolidated Statements of Loss and Comprehensive Loss of the Company for each of the periods presented with adjustments as noted below, less silver revenue divided by gold ounces sold.

<i>(in thousands of dollars, except per ounce figures)</i>	Q4 2023	Q4 2022	YTD 2023	YTD 2022
Gold revenue	\$ 14,860	\$ 15,688	\$ 59,853	\$ 56,562
Gold ounces sold	7,754	9,060	31,063	31,666
Average realized price per ounce sold	\$ 1,916	\$ 1,732	\$ 1,927	\$ 1,786

RISKS AND UNCERTAINTIES

The Company is subject to various business, financial, operational, and other risks, uncertainties, contingencies and other factors which could materially adversely affect the Company's future business, operations, and financial condition and could cause such future business, operations and financial condition to differ materially from the forward-looking statements and information contained in this MD&A.

The nature of the Company's activities and the locations in which it operates mean that the Company's business generally is exposed to significant risk factors, known and unknown, many of which are beyond its control. For a comprehensive discussion of risks faced by the Company, which may cause the actual financial results, performance or achievements of the Company to be materially different from the Company's estimated future results, performance or achievements expressed or implied by forward-looking information or forward-looking statements, please refer to the Company's latest Annual Information Form ("AIF"), filed on www.sedarplus.ca.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

In compliance with the Canadian Securities Administrators' Regulation, the Company has filed certificates signed by the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") that, among other things, report on the design of disclosure controls and procedures and the design of internal controls over financial reporting.

Disclosure controls and procedures have been designed to provide reasonable assurance that all relevant information required to be disclosed by the Company is accumulated and communicated to senior management as appropriate and recorded, processed, summarized, and reported to allow timely decisions with respect to required disclosure, including in its annual filings, interim filings or other reports filed or submitted by it under securities legislation.

Management, including the CEO and CFO, is responsible for establishing and maintaining adequate internal control over financial reporting. Management believes that any system of internal control over financial reporting, no matter how well conceived and operated, has inherent limitations. As a result, even those systems designed to be effective can provide only reasonable, not absolute, assurance that the objectives of the control system are met. There have been no changes in Elevation's internal control over financial reporting during the year ended December 31, 2023, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains statements that constitute "forward-looking statements" within the meaning of National Instrument 51-102, Continuous Disclosure Obligations of the Canadian Securities Administrators. Forward-looking statements often, but not always, are identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect", "targeting" and "intend" and statements that an event or result "may", "will", "should", "could", or "might" occur or be achieved and other similar expressions. Forward-looking statements in this MD&A include but are not limited to statements regarding the Company's future exploration and development plans and expenditures, the satisfaction of rights and performance of obligations under agreements to which the Company is a party, the ability of the Company to hire and retain employees and consultants and estimated administrative and other expenditures. The forward-looking statements that are contained in this MD&A involve a number of risks and uncertainties. As a consequence, actual results might differ materially from results forecast or suggested in these forward-looking statements. Some of these risks and uncertainties are identified under the heading *Risks and Uncertainties* in this MD&A. Additional information regarding these factors and other important factors that could cause results to differ materially may be referred to as part of forward-looking statements. The forward-looking statements are qualified in their entirety by reference to the important factors discussed under the heading *Risks and Uncertainties* and to those that may be discussed as part of forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Factors that could cause the actual results to differ include market prices, exploration success, continued availability of capital and financing, inability to obtain required

regulatory approvals and general market conditions. These statements are based on a number of assumptions, including assumptions regarding general market conditions, the timing and receipt of regulatory approvals, the ability of the Company and other relevant parties to satisfy regulatory requirements, the availability of financing for proposed transactions and programs on reasonable terms and the ability of third-party service providers to deliver services in a timely manner. Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

TECHNICAL INFORMATION

Unless otherwise indicated, all technical data contained in this MD&A that relates to geology, exploration and mineral resources has been reviewed and approved by Ron Kieckbusch, CPG., Consultant to Elevation Gold. Mr. Kieckbusch is a Qualified Person as defined by National Instrument 43-101 and is responsible for the Moss and Hercules Exploration Projects.

Unless otherwise indicated, the technical disclosure contained within this MD&A that relates to the Company's operating mine has been reviewed and approved by Tim J. Swendseid, P.E., MBA, CFA, Chief Executive Officer of the Company and a Qualified Person for the purpose of National Instrument 43-101.

THIS IS EXHIBIT "C" REFERRED TO IN
THE AFFIDAVIT OF TIM SWENDSEID
SWORN BEFORE ME THIS 29th DAY
OF JULY, 2024



A Commissioner for taking Affidavits for
British Columbia



***CONSOLIDATED FINANCIAL
STATEMENTS***

For the Year Ended December 31, 2023 and 2022



Independent auditor's report

To the Shareholders of Elevation Gold Mining Corporation

Our opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Elevation Gold Mining Corporation and its subsidiaries (together, the Company) as at December 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS).

What we have audited

The Company's consolidated financial statements comprise:

- the consolidated statements of financial position as at December 31, 2023 and 2022;
- the consolidated statements of loss and comprehensive loss for the years then ended;
- the consolidated statements of changes in equity for the years then ended;
- the consolidated statements of cash flows for the years then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Material uncertainty related to going concern

We draw attention to note 1 to the consolidated financial statements, which describes events or conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

PricewaterhouseCoopers LLP
PwC Place, 250 Howe Street, Suite 1400, Vancouver, British Columbia, Canada V6C 3S7
T.: +1 604 806 7000, F.: +1 604 806 7806, Fax to mail: ca_vancouver_main_fax@pwc.com

"PwC" refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.



Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
<p>Impairment assessment of mineral properties for the Moss Mine cash generating unit (CGU)</p> <p><i>Refer to note 3 – Material accounting policies, note 4 – Significant accounting estimates and judgments and note 6 – Mineral properties, plant and equipment to the consolidated financial statements.</i></p> <p>As at December 31, 2023, the total net book value of the Company’s mineral properties amounted to \$40.7 million, of which a significant portion relates to the Moss Mine CGU.</p> <p>At each reporting date, management reviews the carrying amounts of mineral properties for any indication of impairment. If there are indicators of impairment, the recoverable amount of the asset is estimated in order to determine the extent of any impairment. Where the asset does not generate cash flows that are independent from other assets, the recoverable amount of the CGU to which the asset belongs is determined. The recoverable amount of an asset or CGU is determined as the higher of its fair value less costs of disposal and its value in use. An impairment loss exists if the carrying amount of an asset or CGU exceeds the recoverable amount.</p> <p>During the year, management identified an impairment indicator and, accordingly, management estimated the recoverable amount of the Moss Mine CGU and compared it to the carrying value of the CGU.</p>	<p>Our approach to addressing the matter included the following procedures, among others:</p> <ul style="list-style-type: none"> • Tested how management determined the recoverable amount of the Moss Mine CGU, which included the following: <ul style="list-style-type: none"> – Tested the appropriateness of the method used by management. – Tested the mathematical accuracy and underlying data used in the discounted cash flow model. – Evaluated the reasonableness of the gold and silver prices by (i) comparing gold prices with external market and industry data; and (ii) assessing whether this assumption was consistent with evidence obtained in other areas of the audit. – The work of management’s experts was used in performing the procedures to evaluate the reasonableness of the gold and silver recoveries. As a basis for using this work, the competence, capabilities and objectivity of management’s experts were evaluated, the work performed was understood and the appropriateness of the work as audit evidence was evaluated. The procedures performed also included evaluation of the methods and assumptions used by management’s experts, tests of the data used by management’s experts and an evaluation of their findings.



Key audit matter	How our audit addressed the key audit matter
<p>The recoverable amount of the Moss Mine CGU was based on the fair value less costs of disposal method using a discounted cash flow model. Key assumptions included in the discounted cash flow model included gold prices, gold and silver recoveries and the real after-tax discount rate.</p>	<ul style="list-style-type: none"> – Professionals with specialized skill and knowledge in the field of valuation assisted in assessing the reasonableness of the real after-tax discount rate used in the discounted cash flow model.

Management's estimates of the recoveries are prepared by or under the supervision of and verified by Qualified Persons as defined in National Instrument 43-101 of the Canadian Securities Administrators (management's experts).

During the year ended December 31, 2023, management recorded an impairment loss amounting to \$11.2 million on its mineral properties and plant and equipment, related to the Moss Mine CGU.

We considered this a key audit matter due to the significant audit effort and subjectivity in performing procedures to test the key assumptions used by management in determining the recoverable amount of the Moss Mine CGU, which involved significant judgment by management. The audit effort involved the use of professionals with specialized skill and knowledge in the field of valuation.

Other information

Management is responsible for the other information. The other information comprises the Management Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Dean Larocque.

/s/PricewaterhouseCoopers LLP

Chartered Professional Accountants

Vancouver, British Columbia
April 17, 2024

Consolidated Statements of Financial Position

(All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)

As at:	Notes	December 31, 2023	December 31, 2022
ASSETS			
Current assets			
Cash and cash equivalents		\$ 1,471	\$ 3,321
Trade and other receivables		139	292
Inventory	5	32,448	26,614
Prepaid expenses and deposits		310	683
Total current assets		34,368	30,910
Non-current assets			
Restricted cash		3,481	1,727
Plant and equipment	6	30,606	44,646
Mineral properties	6	38,309	36,648
Total assets		\$ 106,764	\$ 113,931
LIABILITIES			
Current liabilities			
Trade and other payables	7	\$ 10,030	\$ 10,280
Current portion of debt	8	9,286	6,380
Deferred revenue	9	2,821	2,000
Current portion of leases	10	335	352
Current portion of silver stream	11	1,766	1,918
Current portion of derivatives	13	3,861	4,332
Total current liabilities		28,099	25,262
Non-current liabilities			
Debt	8	21,051	5,830
Leases	10	56	369
Silver stream	11	8,740	10,878
Provision for reclamation	12	9,688	9,844
Derivatives	13	5,575	5,972
Total liabilities		73,209	58,155
SHAREHOLDERS' EQUITY			
Share capital	14	113,341	113,310
Equity reserves		25,956	25,664
Deficit		(105,742)	(83,198)
Total shareholders' equity		33,555	55,776
Total liabilities and shareholders' equity		\$ 106,764	\$ 113,931

Nature of operations and going concern – Note 1
Commitments – Note 25
Subsequent events – Note 27

APPROVED AND AUTHORIZED ON BEHALF OF THE BOARD (NOTE 2):

Signed “David Peat”, DIRECTOR

Signed “Douglas Hurst”, DIRECTOR

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Loss and Comprehensive Loss

(All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)

	Notes	Year Ended	
		December 31, 2023	December 31, 2022
Revenue	16	\$ 66,356	\$ 62,008
Cost of sales			
Production costs	17	(50,429)	(56,396)
Depletion and depreciation	6	(13,568)	(10,310)
Royalties		(3,419)	(3,196)
Total cost of sales		(67,416)	(69,902)
Loss from mine operations		(1,060)	(7,894)
Corporate administrative expenses	18	(3,064)	(3,429)
Operating loss		(4,124)	(11,323)
Finance costs	19	(8,449)	(6,646)
Gain on modification of debt	8	549	-
Gain on revaluation of derivative liabilities	20	793	8,097
Impairment of plant and equipment and mineral properties	6	(11,163)	(33,850)
Loss on disposal of assets		(48)	-
Foreign exchange gain (loss)		(102)	114
Loss and comprehensive loss for the year		\$ (22,544)	\$ (43,608)
Loss per share			
Basic	15	\$ (0.20)	\$ (0.44)
Diluted	15	\$ (0.20)	\$ (0.44)
Weighted average number of shares outstanding			
Basic	15	110,554,049	99,139,280
Diluted	15	110,554,049	99,139,280

The accompanying notes are an integral part of these consolidated financial statements.

ELEVATION GOLD MINING CORPORATION

Consolidated Statements of Changes in Equity

(All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)

	Notes	Number of Shares	Share Capital	Equity Reserves			Total Equity Reserves	Deficit	Total Equity
				Share Option Reserve	Warrant Reserve	Other Comprehensive Income (Loss)			
Balance, December 31, 2021		60,863,627	\$ 101,124	\$ 8,286	\$ 21,928	\$ (5,743)	\$ 24,471	\$ (39,590)	\$ 86,005
Shares issued for:									
Private placements	14	43,585,310	12,085	-	320	-	320	-	12,405
Debt repayment	8	5,760,677	1,568	-	85	-	85	-	1,653
Mineral property acquisition		181,667	90	-	-	-	-	-	90
Share issuance costs		-	(1,557)	-	-	-	-	-	(1,557)
Share-based compensation	14	-	-	788	-	-	788	-	788
Net loss for the year		-	-	-	-	-	-	(43,608)	(43,608)
Balance, December 31, 2022		110,391,281	\$ 113,310	\$ 9,074	\$ 22,333	\$ (5,743)	\$ 25,664	\$ (83,198)	\$ 55,776
Balance, December 31, 2022		110,391,281	\$ 113,310	\$ 9,074	\$ 22,333	\$ (5,743)	\$ 25,664	\$ (83,198)	\$ 55,776
Shares issued for:									
Mineral property acquisition		181,667	28	-	-	-	-	-	28
Exercise of stock options and share units	14	31,147	3	-	-	-	-	-	3
Share-based compensation	14	-	-	292	-	-	292	-	292
Net loss for the year		-	-	-	-	-	-	(22,544)	(22,544)
Balance, December 31, 2023		110,604,095	\$ 113,341	\$ 9,366	\$ 22,333	\$ (5,743)	\$ 25,956	\$ (105,742)	\$ 33,555

The accompanying notes are an integral part of these consolidated financial statements.

ELEVATION GOLD MINING CORPORATION

Consolidated Statements of Cash Flows

(All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)

	Notes	Year Ended	
		December 31, 2023	December 31, 2022
Cash flows from operating activities			
Loss for the year		\$ (22,544)	\$ (43,608)
Items not affecting cash:			
Share-based compensation	14	295	796
Depletion and depreciation	6, 18	13,671	10,418
Fair value change on derivative liabilities	20	(793)	(8,097)
Interest expense, including accretion		5,451	3,887
Drawdown of silver stream obligation		(4,463)	(4,396)
Impairment of plant and equipment and mineral properties		11,163	33,850
Disposal of mineral properties		48	-
Gain on modification of debt		(549)	-
Unrealized foreign exchange loss (gain)		107	(392)
Changes in non-cash working capital:			
Trade and other receivables		153	(234)
Inventory	5	(3,697)	1,552
Deferred revenue		821	2,000
Prepaid expenses and deposits		366	(398)
Trade and other payables		(1,611)	211
Cash used in operating activities		(1,582)	(4,411)
Cash flows from financing activities			
Proceeds from issuance of share capital, net	14	-	17,090
Proceeds from revolving credit facility		11,500	6,000
Proceeds from debt		6,475	-
Repayment of debt		(191)	(2,420)
Repayment of lease obligation		(352)	(444)
Interest paid		(2,118)	(518)
Cash provided by financing activities		15,314	19,708
Cash flows from investing activities			
Mineral property expenditures		(7,226)	(5,515)
Plant and equipment expenditures		(6,600)	(7,585)
Restricted cash		(1,754)	44
Cash used in investing activities		(15,580)	(13,056)
Effect of foreign exchange on cash and cash equivalents		(2)	12
Change in cash and cash equivalents during the year		(1,850)	2,253
Cash and cash equivalents, beginning of the year		3,321	1,068
Cash and cash equivalents, end of the year		\$ 1,471	\$ 3,321

Supplemental disclosure of non-cash activities – Note 22

The accompanying notes are an integral part of these consolidated financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Nature of Operations

Elevation Gold Mining Corporation (the "Company") is incorporated under the laws of the province of British Columbia, Canada and its principal business activity is the production, exploration, and development of precious metals. The address of the Company's registered office is Suite 1920 – 1188 West Georgia Street, Vancouver, British Columbia, Canada. The Company's common shares are listed on the Toronto Stock Venture Exchange ("TSXV") in Canada under the ticker symbol ELVT and on the OTCQX in the United States under the ticker symbol EVGDF.

The Company's principal operation is the production of gold and silver from its 100% owned Moss Mine in the Mohave County of Arizona. Through the Company's acquisition of Eclipse Gold Mining Corporation ("Eclipse"), Elevation also holds the title to the Hercules exploration property, located in Lyon County, Nevada.

Going concern

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business for at least twelve months from December 31, 2023. There are conditions and events, which constitute material uncertainties that may cast significant doubt on the validity of this assumption.

As at December 31, 2023, the Company had working capital (current assets less current liabilities) of \$6,269 (2022: \$5,648) and in the year ended December 31, 2023, the Company incurred a loss of \$22,544 (2022: \$43,608), which included an impairment of plant and equipment and mineral properties of \$11,163 (2022: \$33,850) (Note 6). In the year ended December 31, 2023, the Company used cash in operations of \$1,582 (2022: \$4,411), used cash for investing activities of \$15,580 (2022: \$13,056), and added \$15,314 in cash from financing activities (2022: \$19,708).

The ongoing operations and capital expenditures of the Moss Mine are dependent on the Company's ability to generate sufficient cash flow from production, which is subject to commodity price risk from fluctuations in the market prices for gold and silver. In the year ended December 31, 2023, the Company incurred a loss from mine operations of \$1,060 (2022: \$7,894), which was net of \$13,568 of depreciation (2022: \$10,310). To continue operations at the Moss Mine, the Company will require additional financing and profitable operations. While the Company has been successful at raising funds in the past, there can be no assurance that it will be able to do so in the future.

These consolidated financial statements do not reflect any adjustments to the carrying values of assets and liabilities, the reported revenues and expenses, and the balance sheet classifications used which may be required should the Company be unable to continue as a going concern. Such adjustments may be material.

ELEVATION GOLD MINING CORPORATION

Notes to the Consolidated Financial Statements

For the Years Ended December 31, 2023 and 2022

*(All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)***2. BASIS OF PRESENTATION****Basis of Presentation and Statement of Compliance**

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board. The accounting policies and basis of presentation applied in the preparation of these consolidated financial statements are presented in Note 3 and have been applied consistently to all years presented, unless otherwise noted.

These consolidated financial statements were approved by the Board of Directors of the Company on April 17, 2024.

Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company. Control is achieved when the Company is exposed to variable returns and has the ability to affect those returns through power to direct the relevant activities. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. Subsidiaries will be de-consolidated from the date that control ceases. The Company's subsidiaries names, country of incorporation, percentage ownership, and principal activities are presented below.

Name	Country of Incorporation	Percentage Owned	Principal Activity
Golden Vertex Corp.	United States of America	100%	Precious Metal Production
Golden Vertex (Idaho) Corp.	United States of America	100%	Holding Company
Eclipse Gold Mining Corp.	Canada	100%	Holding Company
Alcmene Mining Inc.	Canada	100%	Holding Company
Hercules Gold USA, LLC	United States of America	100%	Mineral Exploration

All transactions and balances between the Company and its subsidiaries are eliminated on consolidation. Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the period are recognized from the effective date of acquisition, or up to the effective date of disposal, as applicable.

3. MATERIAL ACCOUNTING POLICIES**Cash and Cash Equivalents**

Cash and cash equivalents include cash on hand, deposits held with banks, and other short-term highly liquid investments with original maturities of three months or less. Cash and cash equivalents are classified as financial assets and subsequently measured at amortized cost.

Inventory

Inventories include work in progress (ore stockpiles and heap leach ore) as well as finished goods (doré bars including gold and silver) and consumables and supplies. Ore stockpiles, heap leach ore or finished goods inventory are valued at the lower of weighted average production cost and net realizable value based on estimated metal content.

3. MATERIAL ACCOUNTING POLICIES - *continued*

Inventory - continued

The Company allocates direct and indirect production costs to gold and silver on a weighted average production cost basis. Production costs include the cost of raw materials, direct labour, mine-site overhead expenses and applicable depreciation and depletion of mineral properties, plant and equipment. Net realizable value is calculated as the estimated price at the time of sale based on prevailing and long-term metal prices less estimated future production costs to convert inventories into saleable form and estimated costs to sell.

Work in process inventory, including ore stockpiles, represents ore on the surface that has been extracted from the mine and is available for further processing. Heap leach ore inventory represents estimated gold and silver ounces contained in ore that has been placed on the heap leach pad for cyanide irrigation. When ore is placed on the heap leach pad, an estimate of recoverable ounces is made based on tonnage, grade and estimated recoveries of the ore that was placed on the heap leach pad. The estimated recoverable ounces on the heap leach pad are used to determine inventory cost. The estimated recoverable ounces carried on the heap leach pad are adjusted based on actual recoveries being experienced. Actual and estimated recoveries are measured to the extent possible, using various indicators including but not limited to, leach curve recoveries, column tests and current trends in the level of ounces carried on the pad.

Doré inventory represents gold and silver ounces located at the mine, in transit to customers, at the refinery and bullion after it has been refined. Materials and supplies inventories are valued at the lower of weighted average cost and net realizable value. Replacement costs of materials and spare parts are generally used as the best estimate of net realizable value.

Plant and Equipment

Plant and equipment are recorded at cost less accumulated depreciation and accumulated impairment losses. The cost of an asset includes the purchase price or construction cost, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use, an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, and borrowing costs related to the acquisition or construction of the qualifying assets.

Depreciation of plant and equipment commences when the asset is in the condition and location necessary for it to operate in the manner intended by management. Plant and equipment assets are depreciated or depleted using either the straight-line or units-of-production method over the shorter of the estimated useful life of the asset or the expected life of mine. Where an item of plant and equipment comprises of major components with different useful lives, the components are accounted for as separate items of plant and equipment. A majority of mine and site infrastructure assets are depleted using a unit-of-production method over the life of the mine. Depletion is determined each period using gold ounces mined over the estimated contained proven and probable reserves and measured and indicated resources of the mine. Depreciation and depletion is recognized in the consolidated statement of loss) and comprehensive loss upon commercial production having been achieved.

Other ancillary assets are depreciated using the straight-line method to allocate cost over their estimated useful lives, as follows:

ELEVATION GOLD MINING CORPORATION

Notes to the Consolidated Financial Statements

For the Years Ended December 31, 2023 and 2022

*(All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)***3. MATERIAL ACCOUNTING POLICIES - continued****Plant and Equipment - continued**

Description	Estimated useful life
Ancillary machinery and equipment	2-5 years
Light vehicles	3-5 years
Office furniture, leaseholds and computer equipment	3-5 years

Asset useful life and residual values are reviewed on an annual basis and adjusted, if required, on a prospective basis.

Exploration and Evaluation Assets

Exploration and evaluation assets represent properties on which the Company is conducting exploration to determine whether significant mineralization exists or for which the Company has identified a mineral resource of such quantity and grade or quality that it has reasonable prospects for economic extraction. All costs incurred prior to obtaining the legal right to undertake exploration and evaluation activities on an area of interest are expensed as incurred. Once the legal right to explore has been obtained, exploration expenditures are capitalized in respect of each identifiable area of interest. If no mineable ore body is discovered, such costs are expensed in the period in which it is determined the property has no future economic value. Exploration and evaluation activities include the following:

- acquiring the rights to explore;
- researching and analyzing historical exploration data;
- gathering exploration data through topographical, geochemical and geophysical studies;
- exploratory drilling, trenching and sampling;
- determining and examining the volume and grade of the resource; and
- compiling pre-feasibility and feasibility studies.

Exploration and evaluation assets are carried at historical cost, less any impairment, if applicable.

Exploration and evaluation assets are transferred to development or producing mining interests when technical feasibility and commercial viability of the mineral resource have been demonstrated. Factors taken into consideration include:

- the extent to which mineral reserves or mineral resources have been identified through a feasibility study or similar level document;
- life of mine plan and economic modeling support the economic extraction of such reserves and resources;
- no legal encumbrances exist which would cast significant doubt on the commercial viability of the mineral reserves; and
- operating and environmental permits exist or are reasonably assured as obtainable.

Exploration and evaluation expenditures do not qualify as development or producing mining interests until the above criteria are met.

3. MATERIAL ACCOUNTING POLICIES - *continued*

Mining Interests

Exploration, development and field support costs directly related to mining interests are deferred until the property to which they directly relate is placed into production, sold, abandoned or subject to a condition of impairment. The deferred costs are amortized using the units of production ("UOP") method, based on recoverable ounces from the estimated proven and probable reserves and a portion of measured and indicated resources that are reasonably expected to be converted to proven and probable reserves.

Stripping Costs

Capitalization of stripping costs requires the Company to make judgments and estimates in determining the amounts to be capitalized. In open pit mining it may be required to incur costs to remove overburden and other mine waste materials in order to access the ore body ("stripping costs"). During the development of a mine, stripping costs are capitalized and included in the carrying amount of the related mining property and depleted over the productive life of the mine using the unit-of-production method. During the production phase of a mine, stripping costs incurred to provide access to gold and silver which will be produced in future periods that would not have otherwise been accessible are capitalized and included in the carrying amount of the related mineral property. Stripping costs incurred and capitalized during the production phase are depleted using the unit-of-production method over the estimated contained proven and probable reserves and measured and indicated resources that directly benefit from the specific stripping activity. Costs incurred for regular waste removal that do not give rise to future economic benefits are considered as costs of sales and included in production costs.

Impairment of Non-Financial Assets

At each reporting date, management reviews the carrying amounts of assets included in mineral properties, plant and equipment and exploration and evaluation assets to determine whether there is any indication of impairment. Management applies significant judgment in assessing whether indicators of impairment exist that would necessitate impairment testing. Internal and external factors are evaluated by management in determining whether there are any indicators of impairment, including:

- i) a significant decline in the market value of the Company's share price;
- ii) changes in the quantity and grade of the recoverable reserves or resources;
- iii) changes in commodity prices, capital and operating costs; and
- iv) changes in interest rates

If there are indicators of impairment, the recoverable amount of the asset is estimated in order to determine the extent of any impairment. Where the asset does not generate cash flows that are independent from other assets, the recoverable amount of the cash generating unit to which the asset belongs is determined. The recoverable amount of an asset or cash generating unit is determined as the higher of its fair value less costs of disposal and its value in use. An impairment loss exists if the asset's carrying amount exceeds the recoverable amount, and is recorded as an expense immediately.

3. MATERIAL ACCOUNTING POLICIES - *continued*

Impairment of Non-Financial Assets - *continued*

Value in use is determined as the present value of the future cash flows expected to be derived from continuing use of an asset or cash generating unit in its present form. These estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash generating unit for which estimates of future cash flows have not been adjusted. Estimated future cash flows are calculated using estimated future prices, mineral reserves and resources and operating and capital costs. All inputs used are those that an independent market participant would consider appropriate.

Fair value is the price that would be received from selling an asset in an orderly transaction between market participants at the measurement date. Costs of disposal are incremental costs directly attributable to the disposal of an asset.

Assets that have been impaired in prior periods are tested for possible reversal of impairment whenever events or changes in circumstances indicate that the impairment has reversed. If the impairment has reversed, the carrying amount of the asset is increased to its recoverable amount, but not beyond the carrying amount that would have been determined had no impairment loss been recognized for the asset in the prior periods. A reversal of an impairment loss is recognized in the consolidated statement of income (loss) and comprehensive income (loss) immediately.

Leases

Leases are recognized as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Each lease payment is allocated between the liability and finance expense. The finance expense is charged to the statements of operations over the lease period. The right-of-use asset is depreciated over the shorter of the asset's useful life or the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that are based on an index or a rate;
- amounts expected to be payable by the lessee under residual value guarantees;
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the Company's incremental borrowing rate.

3. MATERIAL ACCOUNTING POLICIES - *continued*

Leases - continued

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognized on a straight-line basis as an expense in the statement of loss. Short-term leases are leases with a lease term of 12 months or less.

Certain leases contain variable payment terms. Variable lease payments are recognized in the statement of loss in the period in which the condition that triggers those payments occurs.

Silver Stream Obligation

The Company has a silver stream obligation which has been accounted for in accordance with IFRS 9. Management has determined that based on the terms of the agreement there is a financial liability component and an embedded derivative component. The financial liability is measured at amortized cost. The Company values the liability at the present value of its expected future cash outflows at each reporting period. The embedded derivative is valued at fair value with changes in fair value at each reporting period being reflected in the consolidated statements of loss and comprehensive loss.

Derivative Liabilities

Derivatives are initially recognized at their fair value on the date the derivative contract is entered into and transaction costs are expensed. The Company's derivatives are subsequently re-measured at their fair value at each reporting date with changes in fair value recognized in the consolidated statements of loss and comprehensive loss.

As the exercise price of the Company's share purchase warrants is fixed in Canadian dollars and the functional currency of the Company is the United States dollars, these warrants are considered a derivative as a variable amount of cash in the Company's functional currency will be received on exercise. Accordingly, these share purchase warrants are classified and accounted for as a derivative liability. The fair value of the warrants is determined using the Black Scholes option pricing model at the period end date.

Derivatives embedded in other financial instruments or other host contracts are treated as separate derivatives when their risks and characteristics are not closely related to their host contracts.

3. MATERIAL ACCOUNTING POLICIES - *continued*

Provision for Reclamation and Remediation

The Company's activities are subject to laws and regulations relating to the protection of the environment in jurisdictions in which exploration, development and mining activities take place. To comply with such laws and regulations, the Company may be required to make expenditures for reclamation and remediation. In certain cases, the Company could also have a constructive obligation to make such expenditures, where a legal obligation did not otherwise exist. The Company recognizes a provision for reclamation and remediation when: the Company has a present legal or constructive obligation as a result of past events, such as an environmental disturbance; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. Provisions are measured at the net present value of the expenditures expected to be required to settle the obligation using a risk-free rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

Reclamation and remediation provisions include estimates for the costs of restoration activities required under applicable environmental regulations, such as dismantling and demolition of infrastructure, site and land rehabilitation, and security and monitoring. The extent of reclamation and remediation work required is primarily dependent on the prescribed requirements of the applicable environmental authority in the jurisdiction in which the Company's activities take place. Upon initial recognition of the liability, the net present value of the obligation is capitalized as part of the cost of mining interests. Restoration activities will occur primarily upon closure of a mine, but can occur from time to time throughout the life of the mine. As restoration projects are undertaken, their costs are charged against the provision as the costs are incurred.

Reclamation and remediation provisions are reviewed at least quarterly and take into account the effects of inflation and changes in estimates, with any resulting adjustments to the net present value of the provision correspondingly capitalized to mining interests.

Share Capital

Common shares are classified as equity. The Company records proceeds from share issuances net of share issuance costs. Share capital issued for non-monetary consideration is recorded at the fair market value of the shares on the date the shares are issued. Proceeds related to the issuance of units are allocated between common shares and warrants on a relative fair value basis where warrants are classified as equity instruments. For warrants classified as derivative liabilities, the fair value of the warrants is determined with the residual amount allocated to common shares.

Share-Based Payments

The Company measures equity settled share-based payments based on their fair value at grant date and recognizes compensation expenses in profit or loss over the vesting period. Fair value for cash settled share-based payments, including Restricted Share Units ("RSUs") and Performance Share Units ("PSUs"), is determined using the Company's share price at the grant date and the corresponding liability is marked to market at each subsequent reporting date.

3. MATERIAL ACCOUNTING POLICIES - *continued*

Shared-Based Payments - *continued*

Expected forfeitures are estimated at the date of grant and subsequently adjusted if further information indicates actual forfeitures may vary from the original estimate. The impact of the revision of the original estimate is recognized in profit or loss such that the cumulative expenses reflect the revised estimate.

Revenue Recognition

Revenue is generated from the sale of gold and silver. The Company produces doré which contains gold and silver. Doré is further processed by a third party refiner to produce refined metals for sale.

Revenue is recognized when control of the refined gold and silver is transferred to the customer. Control is achieved when an irrevocable commitment to sell gold and silver to customers at a specified price occurs upon the Company's third party refiner notifying the customers that they have received irrevocable instructions to deliver refined gold and silver to the customers' bullion account. After this point the customers have full control over the product and there is no unfulfilled obligation that could affect the acceptance of the product.

Current and Deferred Income Taxes

Income tax expense comprises current and deferred tax. Income tax expense if applicable, is recognized in the consolidated statements of loss and comprehensive loss.

Current tax expense is based on the results for the year as adjusted for items that are not taxable or not deductible. Current tax is calculated using tax rates and laws that were enacted or substantively enacted at the end of the reporting period, adjusted for amendments if any, to tax payable from previous years. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Provisions are established, where appropriate, on the basis of amounts expected to be paid to tax authorities.

Deferred tax is recorded using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not recognized for the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable loss, or on differences relating to investments in subsidiaries to the extent that it is probable they will not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statements of financial position date. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Foreign Currency Translation

Items included in the financial statements of each of the subsidiaries of the Company are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). These consolidated financial statements are presented in United States dollars which are also the functional currency of the parent company and its subsidiaries.

3. MATERIAL ACCOUNTING POLICIES - *continued*

Foreign Currency Translation - *continued*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuations where items are remeasured. Foreign exchange gains or losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statements of loss and comprehensive loss.

Earnings (Loss) Per Share

Basic earnings (loss) per share is calculated by dividing the profit or loss attributable to the common shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted earnings (loss) per share is calculated based on the weighted average number of common shares outstanding during the year, plus the effects of dilutive common share equivalents. This calculation requires that the dilutive effect of outstanding options and warrants issued be calculated using the treasury stock method. The treasury stock method assumes that all common share equivalents have been exercised at the beginning of the year (or at the time of issuance, if later), and that the funds obtained thereby were used to purchase common shares of the Company at the average trading price of common shares during the year. The calculation of diluted loss per share excludes the effects of various conversions and exercises of options and warrants that would be anti-dilutive.

Financial Instruments

Financial assets are classified into three measurement categories on initial recognition: (i) measured as amortized cost; (ii) measured at fair value through other comprehensive income ("FVOCI"); and (iii) measured at fair value through profit or loss ("FVTPL"). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Derivatives embedded in contracts where the host is a financial asset in the scope of the standard are never separated and instead, the financial instrument as a whole is assessed for classification.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest

All financial assets not classified as measured at amortized cost as described above are measured at FVTPL.

Fair value changes on liabilities are presented as follows: (i) the amount that is attributable to changes in the credit risk of the liabilities is presented in other comprehensive income ("OCI") and (ii) the remaining amount of change in the fair value is presented in the consolidated statement of income (loss) and comprehensive income (loss). All other financial liabilities are measured at amortized cost unless the fair value option is applied.

IFRS 9 has an expected credit loss ("ECL") model for calculating impairment of financial assets. An entity is required to recognize ECL when financial instruments are initially recognized and to update the amount of ECL recognized at each reporting date to reflect changes in the credit risk of the financial instruments. IFRS 9 requires additional disclosure requirements about expected credit losses and credit risk.

4. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

Significant estimates and judgments used in the preparation of the consolidated financial statements include, but are not limited to:

- those relating to the assessment of the Company's ability to continue as a going concern;
- inventory valuation which includes contained and recoverable ounces and allocation of costs;
- the expected costs of reclamation and remediation;
- the fair value of derivative liabilities;
- the fair value of the silver stream obligation and associated embedded derivative.
- the economic recoverability of exploration expenditures incurred and the probability of future economic benefits from the expenditures;
- asset carrying values and impairment charges;
- useful life of property, plant and equipment;
- the calculation of share-based compensation, which includes the assumptions used in the Black-Scholes option pricing model such as volatility, estimated forfeiture rates and expected time until exercise; and
- recognition of deferred tax assets.

The key sources of estimation uncertainty that have a significant risk of causing material adjustments to the amounts recognized in the consolidated financial statements are as follows:

Inventories

The allocation of costs to inventories and the determination of net realizable value involves the use of estimates. There is significant judgment used in estimating future costs, future production levels, contained gold and silver ounces, gold and silver recovery levels and market prices. Actual results may differ significantly from estimates used in the determination of the carrying value of inventories. The Company allocates direct and indirect production costs to gold and silver on a systematic and rational basis. With respect to ore stockpiles, heap leach ore and doré inventory, production costs are allocated based on ounces recoverable within each category of inventory. Inventory is stated at the lower of weighted average cost or net realizable value with cost being determined using a weighted average cost method. The ending inventory value of ounces associated with the leach pad is equal to opening recoverable ounces plus recoverable ounces placed, less ounces produced, with ounce adjustments related to current estimates of contained ounces and recovery levels being experienced.

Provision for Reclamation and Remediation

The amounts recorded for reclamation and remediation provisions are based on a number of factors, including technical reports prepared by third-party specialists for anticipated remediation activities and costs, the expected timing of cash flows, anticipated inflation rates and pre-tax risk-free interest rates on which the estimated cash flows have been discounted. Actual results could differ from these estimates. The estimates require considerable judgment about the nature, cost and timing of the work to be completed and may change with future changes to costs, environmental laws and regulations and remediation practices.

4. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS - *continued*

Derivative Liabilities

The Company issues share purchase warrants in connection with certain equity financings. The fair value of share purchase warrants is estimated by using the Black-Scholes valuation model on the date of warrant issuance at each subsequent period end, based on certain assumptions. Those assumptions are described in Note 14 and include, among others, expected volatility, expected life and number expected to vest.

Silver Stream Obligation and Embedded Derivative

The silver stream obligation has been accounted for as a financial liability. The financial liability is measured at amortized cost. The fair value of the silver stream obligation embedded derivative is estimated by using the Monte Carlo simulation valuation models based on certain assumptions. Those assumptions are described in Note 13 and include, among others, the silver forward curve price, long-term silver price volatility, the risk-free interest rate, and the Company's credit spread.

Convertible Debentures

Convertible debentures are financial instruments accounted for in two separate components, a debt instrument and equity instrument or a derivative liability. The identification of the respective components is based on interpretations of the substance of the contractual arrangement and thus requires judgment from management. The separation of the components affects the initial recognition of the convertible debenture at issuance and the subsequent recognition of interest on the debt component. The determination of the fair value of the debt component is based on a number of assumptions, including contractual future cash flows, discount rates and the presence of any derivative financial instruments.

Mining Interests

The Company makes certain estimates and assumptions regarding the recoverability of the carrying values of mining interests. The amounts shown for mining interests do not necessarily represent present or future values.

The recoverability of asset carrying values is dependent upon economically recoverable reserves and resources, the ability of the Company to obtain the necessary financing and permits to complete development and profitable production or proceeds from the disposition. The Company estimates its reserves and resources based on information compiled and reviewed by qualified persons as defined in accordance with NI 43-101 requirements. Depletion of mining interests is calculated using a unit-of-production method over the life of the mine, which is dependent upon economically recoverable reserves and resources.

ELEVATION GOLD MINING CORPORATION

Notes to the Consolidated Financial Statements

For the Year Ended December 31, 2023 and 2022

*(All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)*4. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS - *continued*

Useful Life of Plant and Equipment

The useful life of plant and equipment is based on management estimates at the time of acquisition with information obtained from vendors and engineer guidance, where required. Management estimates may change due to technological developments, market conditions, expectation for replacement of assets and other factors. The Company depreciates assets on either a straight-line or units-of-production basis over the shorter of the estimated useful life of the asset or the expected life of mine. The units-of-production basis calculates depreciation by dividing gold-equivalent ounces mined during the period over the estimated remaining economically recoverable reserves and resources. The Company estimates its reserves and resources based on information compiled and reviewed by qualified persons as defined in accordance with NI 43-101 requirements. Estimates of residual values, useful lives and depreciation methods are reviewed periodically by management. Any changes that arise from periodic reviews are accounted for and adjusted prospectively.

Share-Based Payments

The Company has an incentive stock option plan for employees, consultants, directors and officers. Services received and the corresponding increase in equity, are measured by reference to the fair value of the equity instruments at the date of grant, excluding the impact of any non-market vesting conditions. The fair value of share options is estimated by using the Black-Scholes valuation model on the date of stock option grant based on certain assumptions. Those assumptions are described in Note 14 and include, among others, expected volatility, expected life and number expected to vest.

Deferred Taxes

The Company recognizes the deferred tax benefit related to deferred tax assets to the extent recovery is probable. Assessing the recoverability of deferred tax assets requires management to make a significant judgment of future taxable profit. Management is required to assess whether it is probable that the Company will benefit from its deferred tax assets. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods from deferred tax assets.

5. INVENTORY

As at:	December 31, 2023	December 31, 2022
Heap leach ore	\$ 30,141	\$ 24,095
Dore	1,137	767
Stockpiled ore	747	1,336
Consumables and supplies	423	416
	\$ 32,448	\$ 26,614

During the year ended December 31, 2023, \$69,058 of inventory expense passed through cost of sales (2022: \$64,825).

During the year ended December 31, 2022, the Company recorded a net realizable write-down of heap leach ore and dore inventory of \$1,939, of \$1,584 was included in production costs and \$355 was included in depletion and depreciation.

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6. MINERAL PROPERTIES, PLANT AND EQUIPMENT

The following table provides a continuity schedule for the Company's mineral properties and plant and equipment for the years ended December 31, 2023 and 2022.

	Depletable mineral properties	Non- depletable mineral properties	Plant and equipment	Total
Cost				
Balance at December 31, 2021	\$ 37,167	\$ 37,619	\$ 71,411	\$ 146,197
Additions	-	5,605	7,379	12,984
Impairment	(21,530)	(12,320)	-	(33,850)
Future site restoration provision adjustment	2,969	-	-	2,969
Disposals	-	-	(41)	(41)
Balance at December 31, 2022	\$ 18,606	\$ 30,904	\$ 78,749	\$ 128,259
Additions	5,116	2,139	7,985	15,240
Impairment	(1,653)	(696)	(8,814)	(11,163)
Future site restoration provision adjustment	(559)	-	-	(559)
Transfer from non-depletable mineral properties	210	(210)	-	-
Disposals	-	(48)	(218)	(266)
Balance at December 31, 2023	\$ 21,720	\$ 32,089	\$ 77,702	\$ 131,511
Accumulated Depreciation				
Balance at December 31, 2021	\$ 11,513	\$ -	\$ 24,035	\$ 35,548
Depletion and depreciation	1,349	-	10,083	11,432
Disposals	-	-	(15)	(15)
Balance at December 31, 2022	\$ 12,862	\$ -	\$ 34,103	\$ 46,965
Depletion and depreciation	2,638	-	13,161	15,799
Disposals	-	-	(168)	(168)
Balance at December 31, 2023	\$ 15,500	\$ -	\$ 47,096	\$ 62,596
Net book value at December 31, 2022	\$ 5,744	\$ 30,904	\$ 44,646	\$ 81,294
Net book value at December 31, 2023	\$ 6,220	\$ 32,089	\$ 30,606	\$ 68,915

Depletable mineral properties consist of the Moss Mine. Non-depletable mineral properties consist of exploration and evaluation on the Moss Property, the Silver Creek Property and the Hercules Property, which are considered separate from the Moss Mine.

Moss Mine Property – Mohave County, Arizona

The Company owns 100% of the Moss Mine and has royalty agreements with various parties whereby the Company is required to pay net smelter returns ("NSR") royalties totalling approximately 6% to various royalty holders - ranging from 1% to 3% on certain patented and unpatented claims related to the Moss Mine and a royalty of up to \$15 per troy ounce of gold and up to \$0.35 per troy ounce of silver produced on the project.

Impairment assessment

During the year ended December 31, 2023, the Company recognized a non-cash impairment of plant and equipment and mineral properties of \$11,163, of which \$8,814 was recorded in plant and equipment, \$1,653 was recorded in depletable mineral properties and \$696 in non-depletable mineral properties.

6. MINERAL PROPERTIES, PLANT AND EQUIPMENT – *continued*

Indicators of impairment

During the year ended December 31, 2023, management of the Company completed an assessment of impairment indicators for the Moss Mine cash generating unit (“CGU”), due to continued losses from mining operations as well as the Company’s market capitalization remaining below the carrying value of net assets. Accordingly, the Company estimated the recoverable amounts of the CGU and compared them to the carrying value of the CGU. The recoverable amount of the CGU was based on fair value less cost of disposal method using discounted cash flow models. Upon completion of the Company’s impairment assessment, it was determined that the Moss Mine CGU was impaired by a total of \$11,163, which resulted in a charge of the same amount to the Company’s statement of loss.

Key assumptions used for the impairment test completed December 31, 2023 and sensitivity analysis

The projected cash flows used in impairment testing are significantly affected by changes in assumptions. Key assumptions included by management in the discounted cash-flow model included a gold price of \$2,108, gold and silver recoveries of 77% and 43%, respectively, as indicated in life of mine plans, and real after-tax discount rate of 6%. Management’s estimates of the recoveries are prepared by or under the supervision of and verified by Qualified Persons as defined in National Instrument 43-101 of the Canadian Securities Administrators (management’s experts). The Company performed a sensitivity analysis on these key assumptions. Based on the impairment testing performed, the sensitivity to changes in these key assumptions is as follows:

- a 10% decrease in the short and long-term gold price would result in an additional impairment of \$19.6 million,
- a 10% decrease in gold and silver recoveries would result in an additional impairment of \$19.0 million, and
- a 1% increase in the real after-tax discount rate to 7% would result in an additional impairment of \$0.7 million.

During the year ended December 31, 2022, management of the Company completed an assessment of impairment indicators for the Moss Mine cash generating unit (“CGU”), as the Company’s market capitalization fell below the carrying value of net assets. Accordingly, the Company estimated the recoverable amounts of the CGU and compared them to the carrying value of the CGU. The recoverable amount of the CGU was based on fair value less cost of disposal method using discounted cash flow models. Upon completion of the Company’s impairment assessment, it was determined that the Moss Mine CGU was impaired by a total of \$33,850, which resulted in a charge of the same amount to the Company’s statement of loss.

Key assumptions used for the impairment test completed June 30, 2022

The projected cash flows used in impairment testing are significantly affected by changes in assumptions. Key assumptions included by management in the discounted cash-flow model included a gold price ranging from \$1,750 to \$1,800, gold and silver recoveries of 80% and 43%, respectively, as indicated in life of mine plans, and real after-tax discount rate of 5%. Management’s estimates of the recoveries are prepared by or under the supervision of and verified by Qualified Persons as defined in National Instrument 43-101 of the Canadian Securities Administrators.

ELEVATION GOLD MINING CORPORATION

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*(All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)***6. MINERAL PROPERTIES, PLANT AND EQUIPMENT – continued****Silver Creek Property – Mohave County, Arizona**

In May 2014 (as amended in June 2017 and August 2019), the Company secured an option on the Silver Creek Property, located adjacent to the Moss Mine from La Cuesta International, Inc. (“LCI”). Pursuant to the terms of the 35-year mineral lease and option agreement, the Company paid LCI \$5 and issued 16,667 common shares on execution of agreement while also committing to certain exploration expenditure requirements, which have now been fulfilled. From 2019 onwards, the Company is required to make cash payments of \$25 every six months. As at December 31, 2023, the Silver Creek Property is in good standing and all payments and commitments are current.

The agreement includes a 1.5% NSR on claims owned 100% by LCI and 0.5% NSR on third party claims within the claim block. To acquire the claims, the Company is required to make payments to LCI totalling \$4,000 in any combination of aggregate royalty payments and lump-sum payments at its sole discretion.

All payments other than the work commitments are credited against the royalty, including amounts paid to date. Once \$4,000 has been paid, the NSR rates, on claims not otherwise acquired, reduce by 50%. No royalty payments on the Silver Creek Property claims have been made to date as the Company is not currently mining from the area included in this agreement.

Hercules Property - Lyon County, Nevada

On August 9, 2019, Hercules Gold entered into an agreement with Great Basin Resources, Inc and Iconic Minerals Ltd. for an option to obtain 100% interest in the Hercules Project, comprising certain unpatented mining claims. The option agreement has a maximum term of twelve years from February 18, 2020. Following the acquisition of Eclipse by the Company, the parties entered into an amending agreement dated February 12, 2021. Pursuant to the terms of the agreement, the Company issued 181,666 common shares to Iconic Minerals Ltd. in February 2021 and issued a further 181,666 common shares on the first anniversary and a further 181,666 in common shares on the second anniversary to keep the project in good standing. The Company needs to also make annual payments of \$50 to Great Basin Resources, Inc. up to an aggregate of \$600, which began in February 2021. Additionally, the Company was subject to a work commitment of \$2,300 over the first three years of the agreement, which has been completed. The Company is in compliance with all terms of the agreement and the project is in good standing as at December 31, 2023.

7. TRADE AND OTHER PAYABLES

As at:	December 31, 2023	December 31, 2022
Trade accounts payable	\$ 5,005	\$ 5,465
Accrued liabilities	3,028	3,762
Royalties	1,997	1,053
	\$ 10,030	\$ 10,280

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(All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)

8. DEBT

As at:	Note	December 31, 2023	December 31, 2022
Convertible debentures	(8a)	\$ 4,226	\$ 3,685
Multiple advance promissory notes	(8b)	2,151	2,337
Revolving credit facility	(8c)	17,366	6,188
Promissory note	(8d)	6,594	-
		30,337	12,210
Current portion of debt	25	(9,286)	(6,380)
		\$ 21,051	\$ 5,830

a) Convertible Debentures

In June 2020, the Company issued a series of subordinated unsecured convertible debentures with principal totalling CAD \$6,710, bearing interest at 5% per annum (payable on June 30 and December 31 of each year while outstanding) and maturing on June 30, 2025. Interest may, at the option of the Company, be settled in common shares, subject to regulatory approval.

The principal amount of the debentures is convertible into common shares of the Company at the price of CAD \$2.40 per share. The Company may redeem the convertible debentures in cash on or after July 31, 2022, in whole or in part from time to time, upon required prior notice at a redemption price equal to their principal amount plus accrued and unpaid interest, if any, provided that the trading price of the common shares for the 20 consecutive trading days ending five trading days prior to the date of the redemption notice must be less than the conversion price. Additionally, on or after July 31, 2022, the Company has the option to repay the principal amount of the debentures in common shares, provided certain circumstances are met including but not limited to: no default has occurred and is continuing at such time, and the trading price of the common shares for the 20 consecutive trading days ending five trading days prior to the date of the redemption notice or maturity date (as the case may be) is at least 150% of the conversion price of CAD \$2.40 per share.

The convertible debentures contain an embedded derivative (the "Conversion Component") relating to the conversion option and a conversion price fixed in CAD \$. The Conversion Component's fair value as at December 31, 2023 was estimated to be \$Nil (December 31, 2022 - \$1) using the Black Scholes option-pricing model (Note 13).

	Year Ended December 31, 2023	Year Ended December 31, 2022
Balance, beginning of period	\$ 3,685	\$ 3,541
Interest accretion	443	385
Foreign exchange movement	98	(241)
Balance, end of period	\$ 4,226	\$ 3,685

Subsequent to December 31, 2023, the Company issued 1,671,750 common shares with a fair value of \$107 in payment of interest expense.

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For the Years Ended December 31, 2023 and 2022

(All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)

8. DEBT – continued

b) Multiple advance promissory notes

In February 2020, the Company completed a term loan financing of \$2,869 at rates currently approximating 1.9% per annum over a fifteen-year amortization period, for the purpose of constructing an electrical power line to the Moss Mine.

	Year Ended December 31, 2023		Year Ended December 31, 2022	
Balance, beginning of period	\$	2,337	\$	2,523
Principal payments		(191)		(191)
Financing costs		5		5
Balance, end of period	\$	2,151	\$	2,337

c) Revolving credit facility

In August 2022, the Company entered into a \$6,000 revolving credit facility (the "Credit Facility"). Under the terms of the Credit Facility, interest accrues on any unpaid principal at an interest rate of 12% per annum compounded on a monthly basis, with all accrued interest and principal payable on or before December 31, 2023. The lender was affiliated with an entity with a director in common with Elevation Gold. On June 22, 2023 the director in common resigned from the board of the Company. The Company may, at its option, at any time and from time to time, prepay without penalty or premium the Credit Facility, in whole or in part.

In January 2023, the terms of the revolving credit facility were amended. Under the terms of the amendment, the total maximum principal amount that may be outstanding at any given time is \$12,000, interest will be paid on a quarterly basis and is payable by delivery of physical gold. The total of gold ounces deliverable is calculated by dividing total interest payable by \$1,850 per ounce. The term of the loan was also extended to February 28, 2025.

In May 2023, the terms of the revolving credit facility were further amended. Under the terms of the amendment, the total maximum principal amount available to the Company was increased to \$17,728, interest accrues on any unpaid principal at a rate of 10% per annum. The terms of the facility were further amended in December 2023. Under the terms of the amendment partial repayments of principal, of varying amounts, are required quarterly, beginning in March 2024 until repaid in its entirety in February 2025.

	Year Ended December 31, 2023		Year Ended December 31, 2022	
Balance, beginning of period	\$	6,188	\$	-
Funds received		11,500		6,000
Gain on debt modification		(549)		-
Interest		227		188
Balance, end of period	\$	17,366	\$	6,188

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(All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)

8. DEBT – continued

d) Short term promissory note

On September 27, 2023, the Company entered into a \$1,725 short term promissory note (the “Note”). The Note was subsequently extended to January 17, 2024 and the principal was increased to \$6,594.

	Year Ended December 31, 2023		Year Ended December 31, 2022	
Balance, beginning of period	\$	-	\$	-
Issued		6,475		-
Fees		119		-
Balance, end of period	\$	6,594	\$	-

9. DEFERRED REVENUE

In January 2022, the Company entered into a prepaid gold facility for consideration of \$6,000, the Company agreed to sell and deliver (from its own production) a specified amount of refined gold, with deliveries of such amounts and an additional \$1,000 of refined gold quarterly beginning March 28, 2022 until expiry of the agreement on June 28, 2023. For the year ended December 31, 2023, the Company delivered the required gold ounces under the terms of the agreement and recognized revenue of \$2,000 (year ended December 31, 2022 - \$4,000) and concurrently recognized finance charges of \$84 from delivery of 45 ounces of gold (year ended December 31, 2022 - \$464 from delivery of 268 ounces of gold).

In June 2023, the Company entered into an advance facility agreement of up to \$3,000 pursuant to which the Company may from time-to-time request one or more prepayments against future gold deliveries from the Moss mine. Interest is charged on the prepayment at the Secured Overnight Financing rate plus 5.5%.

	Year Ended December 31, 2023		Year Ended December 31, 2022	
Balance, beginning of period	\$	2,000	\$	-
Deferred revenue received		22,120		6,000
Gold delivered and revenue recognized		(21,299)		(4,000)
Balance, end of period	\$	2,821	\$	2,000

10. LEASES

In 2018, the Company executed a definitive Master Lease Agreement (the “MLA”) for up to \$9,000 of equipment purchases. The significant terms and conditions of the MLA include: a maximum of \$9,000 available to fund equipment purchases with 10% to 30% due as advance payments at lease commencement, fixed quarterly payments over a four-year lease period, interest rates ranging from 4.95% to 6.00% per annum and the right to buy the equipment at the end of the lease period for nominal consideration. The MLA is secured with the acquired assets in favour of the lender and a guarantee from the Company. Minimum lease payments and present value of lease obligations are as follows:

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*(All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)*10. LEASES – *continued*

	Year Ended December 31, 2023		Year Ended December 31, 2022	
Balance, beginning of period	\$	721	\$	903
IFRS 16 lease obligation recognition		-		239
Principal payments		(352)		(444)
Financing costs		22		23
Balance, end of period		391		721
Current portion of leases		(335)		(352)
Non-current portion of leases	\$	56	\$	369

11. SILVER STREAM

The Company entered into a \$20,000 silver streaming transaction with an effective date of October 1, 2018. Under the terms of the agreement, the Company was required to deliver 100% of payable silver into the agreement until 3.5 million ounces were delivered, thereafter, 50% of payable ounces were to be delivered under the agreement over the life of the mine on a monthly basis. In May 2023, the terms of the silver stream were amended to eliminate the step-down that would have occurred after the delivery of 3.5 million ounces of silver.

Deliveries are subject to a ratio of silver to actual gold produced whereby, in the event the ratio is not met, the Company is required to purchase and deliver silver ounces required to achieve the ratio. The silver stream is secured with a first charge over assets.

The Company receives 20% of the five-day average spot silver price at the time each ounce of silver is delivered. The Company recognizes silver revenue for silver ounces delivered under the arrangement at the spot price at the time of delivery. The silver advance is reduced by silver ounces delivered at the forward spot price at the inception of the agreement, offset by the financial liability's accretion over the life of the mine.

The silver stream has been accounted for as a financial liability with an embedded derivative which relates to changes in silver price and expected production. The financial liability is measured at amortized cost. The embedded derivative is recorded at fair value each reporting period with changes reflected in the consolidated statements of loss and comprehensive loss. At December 31, 2023, the fair value of the embedded derivative was \$8,790 (2022 - \$9,859) (Note 13).

	Year Ended December 31, 2023		Year Ended December 31, 2022	
Balance, beginning of period	\$	12,796	\$	14,649
Silver deliveries		(5,238)		(4,343)
Settlement loss (gain) (Note 17)		775		(53)
Interest accretion (Note 17)		2,173		2,543
Balance, end of period		10,506		12,796
Current portion of silver stream		(1,766)		(1,918)
Non-current portion of silver stream	\$	8,740	\$	10,878

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12. PROVISION FOR RECLAMATION

The Company's provision for reclamation relates to the environmental restoration and closure costs associated with the Moss Mine. The provision has been recorded at its net present value using a discount rate of 3.84% and a long-term inflation rate of 2.20%, with expenditures anticipated over a five-year period beginning in 2027. The provision is remeasured at each reporting date based on land disturbance. Accretion expense is recognized in the consolidated statements of loss and comprehensive loss. The total undiscounted amount of the Company's estimated obligation, based on land disturbances at the Moss Mine as of December 31, 2023, was \$11,711.

	Year Ended December 31, 2023		Year Ended December 31, 2022	
Balance, beginning of period	\$	9,844	\$	6,714
Change in estimate		(558)		2,969
Accretion		402		161
Balance, end of period	\$	9,688	\$	9,844

13. DERIVATIVES

As at:	Note	December 31, 2023		December 31, 2022	
Warrants	(13a)	\$	369	\$	444
Silver stream embedded derivative	(13b)		8,790		9,859
Convertible debenture	(13c)		-		1
Revolving credit facility	(13d)		277		-
			9,436		10,304
Current portion of derivatives			(3,861)		(4,332)
Non-current portion of derivatives		\$	5,575	\$	5,972

a) Warrants

The Company's functional currency is the US dollar. As the exercise price of the Company's share purchase warrants is fixed in CAD \$ a variable amount of cash in the Company's functional currency will be received on warrant exercise. Accordingly, these share purchase warrants are classified and accounted for as derivatives at fair value through profit or loss. The fair value of warrants issued are valued using their market price on the TSXV, or where a market price is not available, the Black-Scholes option-pricing model. As of December 31, 2023, all warrants are valued using their TSXV market price. The warrants have an exercise price of CAD \$0.70 with remaining lives of 3.2 years (Note 14). The following assumptions were used for the Black-Scholes valuation of warrants:

	Year Ended December 31, 2022
Risk-free interest rate	4.06%
Expected life of warrants	0.1-0.2 years
Dividend rate	Nil
Expected share price volatility	105-106%
Fair value per warrant issued or amended (CAD \$)	\$0.00

The table below is a continuity schedule for the warrant derivative for each of the periods noted.

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13. DERIVATIVES – continued

a) Warrants - continued

	Year Ended December 31, 2023		Year Ended December 31, 2022	
Balance, beginning of period	\$	444	\$	637
Issuance of warrants (Note 12)		-		6,952
Change in fair value		(85)		(6,959)
Foreign exchange movement		10		(186)
Balance, end of period		369		444
Current portion of warrant derivative		(369)		(444)
Non-current portion of warrant derivative	\$	-	\$	-

b) Silver Stream Embedded Derivative

The silver stream embedded derivative is valued using a Monte Carlo simulation valuation model. The key inputs used by the Monte Carlo simulation are the silver forward curve price, long-term silver production volatility, the risk-free interest rate and the Company's credit spread. The valuation of the silver stream embedded derivative also required estimation of the Company's anticipated production schedule of silver ounces delivered over the life of mine.

	Year Ended December 31, 2023		Year Ended December 31, 2022	
Balance, beginning of period	\$	9,859	\$	10,617
Change in fair value		(1,069)		(758)
Balance, end of period		8,790		9,859
Current portion of derivative		(3,255)		(3,887)
Non-current portion of derivative	\$	5,535	\$	5,972

c) Convertible Debenture

The outstanding convertible debenture (Note 8) is deemed to contain an embedded derivative (the "Conversion Component") relating to the conversion option and a conversion price fixed in CAD \$. The Conversion Component's fair value was estimated using the Black Scholes option-pricing model and volatility. Fair value gains and losses at each reporting period are recorded in the consolidated statements of loss and comprehensive loss. The following assumptions were used for the Black-Scholes valuation of the Conversion Component:

	Year Ended December 31, 2023	Year Ended December 31, 2022
Risk-free interest rate	3.88%	3.82%
Expected life	1.5 years	2.5 years
Dividend rate	Nil	Nil
Share price volatility	78%	68%

The table below is a continuity schedule for the derivative associated with the 2020 convertible debenture for each of the periods noted.

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13. DERIVATIVES – continued

c) Convertible Debenture - continued

	Year Ended December 31, 2023		Year Ended December 31, 2022	
Balance, beginning of period	\$	1	\$	381
Change in fair value		(1)		(380)
Balance, end of period	\$	-	\$	1

d) Revolving credit facility

The revolving credit facility (Note 8) is deemed to contain an embedded derivative as interest is payable by delivery of physical gold and the total of gold ounces deliverable is calculated by dividing total interest payable by \$1,850 per ounce. The fair value of the embedded derivative was estimated using the Black Scholes option-pricing model and volatility. Fair value gains and losses at each reporting period are recorded in the consolidated statements of loss and comprehensive loss. The following assumptions were used for the Black-Scholes valuation of the embedded derivative:

	Year Ended December 31, 2023
Risk-free interest rate	3.88%
Expected life	0.3-1.2 years
Dividend rate	Nil
Volatility	12%

The table below is a continuity schedule for the derivative associated with the revolving credit facility for each of the periods noted.

	Year Ended December 31, 2023		Year Ended December 31, 2022	
Balance, beginning of period	\$	-	\$	-
Delivery of gold ounces		(85)		-
Change in fair value		362		-
Balance, end of period	\$	277	\$	-
Current portion of derivative		(237)		-
Non-current portion of derivative		40		-

14. SHARE CAPITAL, SHARE OPTION RESERVE AND WARRANT RESERVE

Authorized and Issued Share Capital

At December 31, 2023 and December 31, 2022, the Company had 110,604,095 and 110,391,281 common shares issued and outstanding, respectively. The authorized share capital consists of an unlimited number of common shares without par value.

14. SHARE CAPITAL, SHARE OPTION RESERVE AND WARRANT RESERVE – *continued*

Issuances of Share Capital

During the year ended December 31, 2023, the Company issued a total of 181,667 common shares (December 31, 2022 – 181,667) with a fair value of \$28 (December 31, 2022 - \$90), in fulfilment of the option agreement on the Hercules Property (Note 6). In addition, during the same period, the Company issued 31,147 common shares (December 31, 2022 – Nil) with a fair value of \$3 (December 31, 2022 - \$Nil) from the vesting of DSUs.

During the year ended December 31, 2022, the Company completed an equity financing, whereby a total of 43,301,000 units of the Company were issued at a price of CAD \$0.53 per unit for total gross proceeds of \$18,294. Each unit consists of one common share in the capital of the Company and one common share purchase warrant (with a total fair value of \$6,156), each warrant entitling the holder to acquire an additional common share of the Company at an exercise price of CAD \$0.70 until March 24, 2027. The Company paid a total of \$1,228 in cash for broker commissions, regulatory fees and legal expenses related to the financing. As consideration for services performed in connection with the equity financing, the broker also received a total of 284,310 units with a fair value of \$120 and 2,313,750 broker warrants with a fair value of \$200. The broker warrants have an exercise price of CAD \$0.53 per share and an expiry date of 2 years from the date of grant. The fair value of the broker warrants were estimated using a Black-Scholes option pricing model assuming a strike price of CAD \$0.53 per share, a volatility rate of 63.6%, a risk-free rate of 2.13%, and an expected life of 2 years.

Concurrent with the closing of the equity financing, the Company issued an aggregate of 5,592,890 additional units ("Debt Settlement Units") in partial settlement of certain short-term loans. The fair value of the Debt Settlement Units totalled \$2,363, of which \$2,164 was applied to principal and \$199 against interest payable on the short term loans. As consideration for services performed in connection with the debt settlement, the broker received a total of 167,787 units with a value of \$71 and 167,787 broker warrants with a fair value of \$14. The broker warrants have an exercise price of CAD \$0.53 per share and an expiry date of 2 years from the date of grant. The fair value of the broker warrants were estimated using a Black-Scholes option pricing model assuming a strike price of CAD \$0.53 per share, a volatility rate of 63.6%, a risk-free rate of 2.13%, and an expected life of 2 years. For the year ended December 31, 2022, the Company recorded a loss on settlement of short term loans of \$85.

Equity Incentive Plan

At the Company's Annual and Special Meeting on August 18, 2022, the shareholders of the Company elected to adopt a new 10% rolling security based compensation plan ("Equity Incentive Plan") to replace the previous Option Plan and Share Unit Plan, which allows for the issuance of incentive stock options, deferred share units, performance share units, restricted share units, stock appreciation rights, and share purchase rights ("Awards"). Pursuant to the Equity Incentive Plan, a maximum of 10% of the issued shares of the Company, from time to time, may be reserved for issuance pursuant to the exercise of all Awards granted thereunder. Terms of any granting of Awards will be determined by the Board, subject to the provisions of the Equity Incentive Plan and the policies of the TSX Venture Exchange. No individual may be granted Awards exceeding 5% of the Company's common shares outstanding in any twelve-month period.

Stock Options

Continuity of the Company's stock options issued and outstanding was as follows, for each period noted:

ELEVATION GOLD MINING CORPORATION

Notes to the Consolidated Financial Statements

For the Year Ended December 31, 2023 and 2022

*(All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)*14. SHARE CAPITAL, SHARE OPTION RESERVE AND WARRANT RESERVE – *continued*Stock Options - *continued*

	Year Ended December 31, 2023		Year Ended December 31, 2022	
	Number of options	Weighted average exercise price (CAD\$)	Number of options	Weighted average exercise price (CAD\$)
Outstanding, beginning of period	5,856,826	\$ 0.72	3,848,028	\$ 1.57
Granted	1,800,000	0.18	4,425,000	0.29
Forfeited	(1,820,832)	0.59	(2,341,204)	1.20
Expired	(423,501)	1.98	(74,998)	4.08
Outstanding, end of period	5,412,493	\$ 0.49	5,856,826	\$ 0.72

As at December 31, 2023, the following stock options were outstanding and exercisable:

Exercise price (CAD\$)	Number of options outstanding	Expiry date	Number of options exercisable	Remaining contractual life (years)
1.44	304,166	February 27, 2024	304,166	0.16
1.50	33,332	February 10, 2025	33,332	1.12
2.10	62,500	July 8, 2025	62,500	1.52
1.92	312,495	June 29, 2026	312,495	2.50
0.86	500,000	December 13, 2026	166,666	2.95
0.30	2,000,000	May 30, 2027	1,399,991	3.41
0.18	400,000	November 15, 2027	133,333	3.88
0.18	500,000	January 3, 2028	-	4.01
0.20	600,000	March 20, 2028	-	4.22
0.18	300,000	June 22, 2028	-	4.48
0.18	300,000	July 20, 2028	-	4.56
0.09	100,000	October 5, 2028	-	4.77
	5,412,493		2,412,483	3.43

At December 31, 2022, the weighted-average remaining contractual life of options outstanding was 3.44 years.

Warrants

Continuity of warrants issued and outstanding were as follows:

	December 31, 2023		December 31, 2022	
	Number of common shares exercisable from warrants	Weighted average exercise price (C\$)	Number of common shares exercisable from warrants	Weighted average exercise price (C\$)
Outstanding, beginning of period	58,436,736	\$ 1.04	11,409,190	\$ 4.80
Issued	-	-	51,827,524	0.69
Expired	(6,609,212)	3.81	(4,799,978)	3.56
Outstanding, end of period	51,827,524	\$ 0.69	58,436,736	\$ 1.04

As of December 31, 2023, the Company had outstanding share purchase warrants as follows:

ELEVATION GOLD MINING CORPORATION

Notes to the Consolidated Financial Statements

For the Years Ended December 31, 2023 and 2022

*(All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)*14. SHARE CAPITAL, SHARE OPTION RESERVE AND WARRANT RESERVE – *continued*Warrants - *continued*

Number of warrants	Exercise price (C\$) per common share	Expiry date
2,481,537	0.53	March 24, 2024
49,345,987	0.70	March 24, 2027
51,827,524	0.69	

The weighted average remaining life of the outstanding warrants as at December 31, 2023 was 3.09 years (December 31, 2022: 3.63 years).

Restricted Share Units ("RSU")

Equity-settled RSUs are recognized over the vesting period from the date of grant. Cash-settled RSUs are marked to market and recognised as a liability. Continuity of the Company's RSUs issued and outstanding is as follows:

	Year Ended December 31, 2023	Year Ended December 31, 2022
Outstanding, beginning of period	15,139	48,443
Exercised for cash	-	(15,138)
Forfeited	(15,139)	(18,166)
Outstanding, end of period	-	15,139

As at December 31, 2023, the Company had no RSUs outstanding and exercisable.

Deferred Share Units ("DSU")

DSUs are recognized over the vesting period from the date of grant. Currently all DSUs vest one year after the date of issuance. Continuity of the Company's DSUs issued and outstanding is as follows:

	Year Ended December 31, 2023	Year Ended December 31, 2022
Outstanding, beginning of period	-	-
Issued	1,200,000	-
Exercised	(31,147)	-
Forfeited	(168,853)	-
Outstanding, end of period	1,000,000	-

Share-Based Compensation Expense

The fair value of share-based compensation is recognized over the vesting period from the date of grant. Share-based payment expenses relating to equity-settled awards recognized in the consolidated statements of loss and comprehensive loss for the year ended December 31, 2023 totalled \$295 (2022: \$796). The fair value of stock options granted was estimated using the Black-Scholes option pricing model with the following assumptions:

ELEVATION GOLD MINING CORPORATION

Notes to the Consolidated Financial Statements

For the Year Ended December 31, 2023 and 2022

*(All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)*14. SHARE CAPITAL, SHARE OPTION RESERVE AND WARRANT RESERVE – *continued*Share-Based Compensation Expense - *continued*

	Year Ended December 31, 2023	Year Ended December 31, 2022
Risk-free interest rate	2.96-4.29%	2.66-3.32%
Expected life of options	5.0 years	5.0 years
Dividend rate	Nil	Nil
Expected forfeiture rate	0%	0%
Expected volatility	70-76%	67-69%

15. LOSS PER SHARE

The calculation of diluted loss per share was based on loss attributable to ordinary shareholders and the weighted average number of shares outstanding after adjustments for the effect of potential dilutive shares. Potentially dilutive shares associated with share options, warrants and convertible debentures out of the money were not included in the diluted earnings per share calculation as their effect was anti-dilutive. The following table summarizes the calculation of basic and diluted loss per share:

	Year Ended December 31,	
	2023	2022
Loss for the year	\$ (22,544)	\$ (43,608)
Basic weighted average number of common shares outstanding	110,554,049	99,139,280
Effective impact of dilutive securities	-	-
Diluted weighted average number of shares outstanding	110,554,049	99,139,280
Loss per share		
Basic	\$ (0.20)	\$ (0.44)
Diluted	\$ (0.20)	\$ (0.44)

16. REVENUE

	Year Ended December 31,	
	2023	2022
Gold sales	\$ 59,853	\$ 56,562
Silver sales	6,621	5,548
Other sales	203	191
	66,677	62,301
Treatment and refining charges	(321)	(293)
	\$ 66,356	\$ 62,008

ELEVATION GOLD MINING CORPORATION

Notes to the Consolidated Financial Statements

For the Years Ended December 31, 2023 and 2022

(All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)

17. PRODUCTION COSTS

	Year Ended December 31,	
	2023	2022
Contractors and outside services	\$ 27,542	\$ 28,273
Employee compensation and benefits expense	9,436	8,915
Materials and consumables	11,692	11,612
Other expenses	5,393	5,829
Share-based compensation	63	215
	<u>54,126</u>	<u>54,844</u>
Changes in inventories	(3,697)	1,552
	<u>\$ 50,429</u>	<u>\$ 56,396</u>

18. CORPORATE ADMINISTRATIVE EXPENSES

	Year Ended December 31,	
	2023	2022
Direct general and administrative	\$ 1,259	\$ 1,222
Employee general and administrative	1,470	1,518
Share-based compensation	232	581
Depreciation	103	108
	<u>\$ 3,064</u>	<u>\$ 3,429</u>

19. FINANCE COSTS

	Year Ended December 31,	
	2023	2022
Interest on debt	\$ (2,403)	\$ (684)
Loss on settlement of short term loans	-	(85)
Accretion on silver stream (Note 11)	(2,173)	(2,543)
Other interest accretion	(875)	(575)
Interest expense, including accretion and issue costs	(5,451)	(3,887)
Settlement (loss) gain on silver stream (Note 11)	(775)	53
Finance costs – silver stream	(1,755)	(2,226)
Finance costs – gold sales	(350)	(122)
Finance costs – gold stream	(132)	(464)
Interest income	14	-
Total finance costs	\$ (8,449)	\$ (6,646)

ELEVATION GOLD MINING CORPORATION

Notes to the Consolidated Financial Statements

For the Year Ended December 31, 2023 and 2022

(All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)

20. GAIN (LOSS) ON REVALUATION OF DERIVATIVE LIABILITIES

	Year Ended December 31,	
	2023	2022
Warrants	\$ 85	\$ 6,959
Silver stream embedded derivative	1,069	758
Convertible debenture	1	380
Revolving credit facility	(362)	-
	\$ 793	\$ 8,097

21. INCOME TAXES

The following reconciles the expected income tax recovery at Canadian statutory income tax rates to the amounts recognized in the consolidated statements of comprehensive loss for the years ended December 31, 2023 and 2022:

	Year Ended December 31,	
	2023	2022
Net income (loss) before taxes	\$ (22,544)	\$ (43,608)
Statutory tax rate	27%	27%
Expected income tax expense (recovery)	(6,087)	(11,774)
Non-deductible items	116	(1,672)
Foreign exchange	-	(16)
Foreign tax rate difference	366	1,003
Change in estimate	838	(1,967)
Change in deferred tax assets not recognized	4,767	14,426
Total income tax recovery	\$ -	\$ -

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their corresponding values for tax purposes. Deferred tax assets (liabilities) as at December 31, 2023 and 2022 are as follows:

	Year Ended December 31,	
	2023	2022
Tax loss carryforwards	\$ 5,409	\$ 9,011
Convertible debentures	(300)	(433)
Property and equipment	(4,967)	(8,456)
Mining interests	(44)	(122)
Debt	(98)	-
Net deferred tax asset (liability)	\$ -	\$ -

The unrecognized deductible temporary differences are as follows:

ELEVATION GOLD MINING CORPORATION

Notes to the Consolidated Financial Statements

For the Years Ended December 31, 2023 and 2022

(All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)

21. INCOME TAXES – continued

	Year Ended December 31,	
	2023	2022
Property and equipment	\$ 6,955	\$ 10,057
Mineral properties	13,064	12,320
Financing costs	2,159	3,557
Provision for reclamation and remediation	403	-
Streaming obligation	10,906	12,880
Derivatives	9,150	9,858
Other	746	1,937
Tax loss carryforwards	83,695	63,957
Unrecognized deductible temporary differences	\$ 127,078	\$ 114,566

As at December 31, 2023, the Company had non-capital tax loss carry-forwards in Canada of \$24,134, which can be applied to reduce future Canadian taxable income and will expire between 2035 and 2043. In addition, the Company had net operating tax loss carry-forwards in the United States of \$82,162, which can be applied to reduce future US taxable income which have an unlimited expiry period.

The Canadian tax loss carry-forwards include \$1,103 of available non-capital losses generated by Eclipse subsequent to a change of control in 2021 and \$4,767 of non-capital losses that arose prior to the change of control and are only available to the extent they are not considered property losses. Business losses arising prior to the change of control may only be used to offset taxable income from the same or similar business. The amount of US tax loss carry-forwards that can be used in a particular year may be limited to the extent the Company or its subsidiaries underwent a change of control.

22. SUPPLEMENTAL CASH FLOW INFORMATION

The net change in non-cash working capital items included in mineral properties, plant and equipment and other non-cash investing and financing activities were as follows:

	Year Ended December 31,	
	2023	2022
Value of shares issued on property option (Note 14)	\$ 28	\$ 90
Value of shares issued for debt or interest	-	2,363
Accounts payable and accrued liabilities	\$ 1,337	\$ (471)

23. RELATED PARTY TRANSACTIONS

Related party transactions were incurred in the normal course of business and initially measured at their fair value which is the amount of consideration established and agreed to by the parties. Amounts due to or from related parties are non-interest bearing, unsecured and due on demand.

ELEVATION GOLD MINING CORPORATION

Notes to the Consolidated Financial Statements

For the Year Ended December 31, 2023 and 2022

*(All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)***23. RELATED PARTY TRANSACTIONS – continued****Key Management and Board of Directors Compensation**

Key management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the Company, either directly or indirectly. The Company has identified its members of the Board of Directors and executive officers including its Chief Executive Officer, Chief Financial Officer, former President and former Chief Financial Officer of the Company. The remuneration of the Company's key management personnel is as follows:

	Year Ended December 31,	
	2023	2022
Salaries and short-term benefits	\$ 813	\$ 898
Directors fees	\$ 30	\$ -
Share-based payments	\$ 78	\$ 373

Included in salaries and short-term benefits for the year ended December 31, 2022 was \$163 of termination payments made to the former President of the Company. Included in salaries and short-term benefits for the year ended December 31, 2023 was \$125 of termination payments made to the former Chief Financial Officer of the Company.

24. FAIR VALUE MEASUREMENTS AND FINANCIAL RISK MANAGEMENT

The carrying values of cash, trade and other receivables, and trade and other payables approximate their fair values due to the short-term nature of these instruments. In evaluating fair value information, considerable judgment is required to interpret the market data used to develop the estimates. The use of different market assumptions and different valuation techniques may have a material effect on the estimated fair value amounts. Accordingly, the estimates of fair value presented herein may not be indicative of the amounts that could be realized in a current market exchange. The carrying value amount of the Company's financial instruments that are measured at amortized cost (including debt, lease obligation, and silver stream obligation) approximates fair value as they are measured using level 2 assumptions and using inputs other than quoted prices that are observable for the asset or liability either directly or indirectly. Similarly, the carrying value of the Company's derivative instruments, which are recognized at fair value through profit or loss approximates the fair value based on the various valuation techniques associated with those instruments.

Financial Risk Management

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to market conditions and the Company's activities. The Company has exposure to credit risk, liquidity risk and market risk as a result of its use of financial instruments.

This note presents information about the Company's exposure to each of the above risks and the Company's objectives, policies and processes for measuring and managing these risks. Further quantitative disclosures are included throughout the consolidated financial statements. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has implemented and monitors compliance with risk management policies.

24. FAIR VALUE MEASUREMENTS AND FINANCIAL RISK MANAGEMENT – *continued*

Credit Risk

Credit risk is the risk of financial loss to the Company if a client or counterparty to a financial instrument fails to meet its contractual obligations. The Company has credit risk in respect of its cash, trade and other receivables, and restricted cash. The Company considers the risk of loss relating to cash and restricted cash to be low because these instruments are held only with a Canadian Schedule I financial institution, a US-chartered commercial bank and a US government agency. Trade and other receivables at December 31, 2023 related primarily to gold and silver dore bars sold but for which the funds were not collected prior to the period end. Amounts in trade and other receivables are expected to be collectible in full due to the nature of the counterparties and previous history of collectability.

Liquidity Risk

Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations as they are due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses or risking harm to the Company's reputation. Refer to Note 1 for the Company's statement on going concern.

The Company manages its liquidity risk through the preparation of budgets and forecasts, which are regularly monitored and updated as management considers necessary and through the Company's capital management activities. A summary of contractual maturities of financial liabilities is included in Note 25.

Market Risk

Market risk consists of currency risk, commodity price risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable limits while maximizing returns. Refer to Note 1 for further discussion of the Company's risks, including going concern.

Currency risk

Foreign currency exchange rate risk is the risk that the fair values or future cash flows of the Company's financial instruments will fluctuate as a result of changes in foreign exchange rates. Some of the Company's operating and corporate administration expenditures are incurred in Canadian dollars and the fluctuation of the CAD \$ in relation to US dollar will have an impact on the Company's profitability and the Company's financial assets and liabilities. The Company has assessed the impact to be low. At December 31, 2023, the Company held cash denominated in US dollars of \$1,421 and CAD \$66 (December 31, 2022: USD \$3,254 and CAD \$90). With other variables unchanged, a 1% increase on the USD/CAD exchange rate would increase debt by \$42. The Company has not entered into any formal arrangements to hedge currency risk but does maintain cash balances within each currency.

ELEVATION GOLD MINING CORPORATION

Notes to the Consolidated Financial Statements

For the Year Ended December 31, 2023 and 2022

*(All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)*24. FAIR VALUE MEASUREMENTS AND FINANCIAL RISK MANAGEMENT – *continued*Commodity price risk

The Company is subject to commodity price risk from fluctuations in the market prices for gold and silver. Commodity price risks are affected by many factors that are outside the Company's control including global or regional consumption patterns, the supply of and demand for metals, speculative activities, the availability and costs of metal substitutes, inflation and political and economic conditions. The value of the silver stream embedded derivative will fluctuate with changes in the price of silver which will affect future earnings. Management closely monitors trends in commodity prices of gold and other precious and base metals as part of its routine activities, as these trends could significantly impact future cash flows.

Interest rate risk

Interest rate risk is the risk that the fair values or future cash flows of the Company's financial instruments will fluctuate as a result of changes in market interest rates. Interest rate risk arises from the interest rate impact on cash, which is held at variable market rates, and is exposed to interest rate risk on its outstanding borrowings. With other variables unchanged, a 1% increase on the Company's floating rate debt would increase annual interest expense by \$23. The Company closely monitors its exposure to interest rate risk and has not entered into any derivative contracts to manage this risk.

25. COMMITMENTS

At December 31, 2023, the Company had the following contractual obligations outstanding:

	Within 1		2–3		4–5 years		5+		Total	
	year		years				years			
Debt ⁽¹⁾	\$	11,255	\$	20,249	\$	415	\$	1,281	\$	33,200
Trade and other payables		10,030		-		-		-		10,030
Lease commitments		311		98		-		-		409
Silver stream		1,766		2,384		-		-		4,150
Provision for reclamation		-		-		11,322		389		11,711
	\$	23,362	\$	22,731	\$	11,737	\$	1,670	\$	59,500

⁽¹⁾ Includes interest due on convertible debenture and debt.

26. SEGMENTED INFORMATION

The Company has one reportable operating segment, being the acquisition, exploration, development and production of precious metals. The consolidated statements of loss and comprehensive loss are composed substantially of activity in the United States of America ("USA") except for corporate administrative expenses, which occur in Canada. Reporting by geographical area follows the same accounting policies as those used to prepare the consolidated financial statements. All material non-current assets are located in the USA.

27. SUBSEQUENT EVENTS

- 304,166 stock options of the Company with an exercise price of C\$1.44 expired.
- 2,481,537 warrants of the Company with an exercise price of C\$0.53 expired.
- The Company closed out the advance facility agreement (Note 9).
- The terms of the short term promissory note (Note 8d) were amended. The maturity date was extended to March 31, 2024 and the principal was increased to \$9,861.
- On February 26, 2024 the Company entered into a secured loan agreement (the "Demand Note"). The Demand Note is secured against all of the Company's property, is repayable on demand, and does not accrue interest. A total of \$3,500 was drawn down by the Company and \$31 in fees were accrued.
- On March 15, 2024, the terms of the revolving credit facility (Note 8c) were amended. Under the terms of the amendment the maturity date of the facility was extended to April 1, 2025, interest is capitalized and compounds quarterly and shall be payable on maturity.
- On April 3, 2024 the Company consolidated the outstanding unsecured debts including the revolving credit facility (Note 8c) and the short term promissory note (Note 8d) as obligations under the silver streaming agreement (Note 11). The terms of the debt remain unchanged with approximately \$10,000 being payable on demand and not subject to interest, and approximately \$18,200 being payable on April 1, 2025 and subject to an interest rate of 10% per annum, with interest payable on maturity. As a result of the consolidation, the debt is now secured against all of the Company's assets pursuant to the security granted in connection with the silver stream.
- On April 1, 2024 the Company the interest rate on the Multiple Advanced Promissory Note (Note 8b) at 6.3% for a period of one year.
- On April 12, 2024, the Company announced that Patriot Gold Corp. ("Patriot"), which holds a 3% net smelter returns royalty (the "NSR royalty") on the Moss Mine, has filed a complaint (the "Complaint") in the Maricopa County Superior Court for payment of amounts owing pursuant to the NSR royalty. The Company continues to engage with Patriot in an effort to resolve the Complaint without litigation.

THIS IS **EXHIBIT "D"** REFERRED TO IN
THE AFFIDAVIT OF TIM SWENDSEID
SWORN BEFORE ME THIS 29th DAY
OF JULY, 2024



A Commissioner for taking Affidavits for
British Columbia



***CONDENSED INTERIM CONSOLIDATED
FINANCIAL STATEMENTS***

For the Three Months Ended March 31, 2024 and 2023

Condensed Interim Consolidated Statements of Financial Position

(Unaudited - All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)

As at:	Notes	March 31, 2024	<i>Restated (Note 2)</i>	
			December 31, 2023	January 1, 2023
ASSETS				
Current assets				
Cash and cash equivalents		\$ 325	\$ 1,471	\$ 3,321
Trade and other receivables		11	139	292
Inventory	3	33,485	32,448	26,614
Prepaid expenses and deposits		503	310	683
Total current assets		34,324	34,368	30,910
Non-current assets				
Restricted cash		3,488	3,481	1,727
Plant and equipment	4	28,249	30,606	44,646
Mineral properties	4	41,181	38,309	36,648
Total assets		\$ 107,242	\$ 106,764	\$ 113,931
LIABILITIES				
Current liabilities				
Trade and other payables	5	\$ 9,209	\$ 10,030	\$ 10,280
Current portion of debt	6	18,030	13,512	10,065
Deferred revenue	7	-	2,821	2,000
Current portion of leases	8	274	335	352
Current portion of silver stream	9	1,700	1,766	1,918
Current portion of derivatives	11	3,140	3,861	4,332
Total current liabilities		32,353	32,325	28,947
Non-current liabilities				
Debt	6	19,731	16,825	2,145
Leases	8	33	56	369
Silver stream	9	8,118	8,740	10,878
Provision for reclamation	10	9,552	9,688	9,844
Derivatives	11	7,933	5,575	5,972
Total liabilities		77,720	73,209	58,155
SHAREHOLDERS' EQUITY				
Share capital	12	113,448	113,341	113,310
Equity reserves		25,993	25,956	25,664
Deficit		(109,919)	(105,742)	(83,198)
Total shareholders' equity		29,522	33,555	55,776
Total liabilities and shareholders' equity		\$ 107,242	\$ 106,764	\$ 113,931

Nature of operations and going concern – Note 1

Commitments – Note 22

Subsequent events – Note 24

APPROVED AND AUTHORIZED ON BEHALF OF THE BOARD (NOTE 2):

Signed “David Peat”, DIRECTOR

Signed “Douglas Hurst”, DIRECTOR

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

(Unaudited - All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)

	Notes	Three Months Ended	
		March 31, 2024	March 31, 2023
Revenue	14	\$ 12,943	\$ 16,953
Cost of sales			
Production costs	15	(9,675)	(12,037)
Depletion and depreciation	4	(2,797)	(3,361)
Royalties		(712)	(890)
Total cost of sales		(13,184)	(16,288)
Income (loss) from mine operations		(241)	665
Corporate administrative expenses	16	(694)	(716)
Operating loss		(935)	(51)
Finance costs	17	(1,757)	(2,025)
Gain on modification of debt	6	67	-
Loss on revaluation of derivative liabilities	18	(1,645)	(1,565)
Foreign exchange gain		93	2
Loss and comprehensive loss for the period		\$ (4,177)	\$ (3,639)
Loss per share			
Basic	13	\$ (0.04)	\$ (0.03)
Diluted	13	\$ (0.04)	\$ (0.03)
Weighted average number of shares outstanding			
Basic	13	111,913,936	110,482,115
Diluted	13	111,913,936	110,482,115

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

ELEVATION GOLD MINING CORPORATION

Condensed Interim Consolidated Statements of Changes in Equity

(Unaudited - All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)

	Notes	Number of Shares	Share Capital	Equity Reserves			Total Equity Reserves	Deficit	Total Equity
				Share Option Reserve	Warrant Reserve	Other Comprehensive Income (Loss)			
Balance, December 31, 2022		110,391,281	\$ 113,310	\$ 9,074	\$ 22,333	\$ (5,743)	\$ 25,664	\$ (83,198)	\$ 55,776
Shares issued for:									
Mineral property acquisition		181,667	28	-	-	-	-	-	28
Share-based compensation	12	-	-	81	-	-	81	-	81
Net loss for the period		-	-	-	-	-	-	(3,639)	(3,639)
Balance, March 31, 2023		110,572,948	\$ 113,338	\$ 9,155	\$ 22,333	\$ (5,743)	\$ 25,745	\$ (86,837)	\$ 52,246
Balance, December 31, 2023		110,604,095	\$ 113,341	\$ 9,366	\$ 22,333	\$ (5,743)	\$ 25,956	\$ (105,742)	\$ 33,555
Shares issued for:									
Convertible debt interest payment	6	1,610,750	107	-	-	-	-	-	107
Share-based compensation	12	-	-	37	-	-	37	-	37
Net loss for the period		-	-	-	-	-	-	(4,177)	(4,177)
Balance, March 31, 2024		112,214,845	\$ 113,448	\$ 9,403	\$ 22,333	\$ (5,743)	\$ 25,993	\$ (109,919)	\$ 29,522

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

ELEVATION GOLD MINING CORPORATION
Condensed Interim Consolidated Statements of Cash Flows

(Unaudited - All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)

	Notes	Three Months Ended	
		March 31, 2024	March 31, 2023
Cash flows from operating activities			
Loss for the period		\$ (4,177)	\$ (3,639)
<u>Items not affecting cash:</u>			
Share-based compensation	12	37	81
Depletion and depreciation	4, 16	2,822	3,387
Fair value change on derivative liabilities	18	1,645	1,565
Interest expense, including accretion		1,735	1,240
Drawdown of silver stream obligation		(1,161)	(1,072)
Gain on modification of debt		(67)	-
Unrealized foreign exchange loss (gain)		(112)	-
<u>Changes in non-cash working capital:</u>			
Trade and other receivables		128	113
Inventory	3	(495)	403
Deferred revenue		(2,821)	(1,000)
Prepaid expenses and deposits		(250)	(273)
Trade and other payables		429	(3,492)
Cash used in operating activities		(2,287)	(2,687)
Cash flows from financing activities			
Proceeds from revolving credit facility		-	6,000
Proceeds from debt		6,600	-
Repayment of debt		(48)	(48)
Repayment of lease obligation		(90)	(89)
Interest paid		(96)	(394)
Cash provided by financing activities		6,366	5,469
Cash flows from investing activities			
Mineral property expenditures		(3,611)	(2,889)
Plant and equipment expenditures		(1,608)	(763)
Restricted cash		(7)	-
Cash used in investing activities		(5,226)	(3,652)
Effect of foreign exchange on cash and cash equivalents		1	-
Change in cash and cash equivalents during the period		(1,146)	(870)
Cash and cash equivalents, beginning of the period		1,471	3,321
Cash and cash equivalents, end of the period		\$ 325	\$ 2,451

Supplemental disclosure of non-cash activities – Note 19

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

ELEVATION GOLD MINING CORPORATION

Notes to the Condensed Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2024 and 2023

*(Unaudited - All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)***1. NATURE OF OPERATIONS AND GOING CONCERN****Nature of Operations**

Elevation Gold Mining Corporation (the "Company") is incorporated under the laws of the province of British Columbia, Canada and its principal business activity is the production, exploration, and development of precious metals. The address of the Company's registered office is Suite 1920 – 1188 West Georgia Street, Vancouver, British Columbia, Canada. The Company's common shares are listed on the Toronto Stock Venture Exchange ("TSXV") in Canada under the ticker symbol ELVT and on the OTCQX in the United States under the ticker symbol EVGDF.

The Company's principal operation is the production of gold and silver from its 100% owned Moss Mine in the Mohave County of Arizona. Through the Company's acquisition of Eclipse Gold Mining Corporation ("Eclipse"), Elevation also holds the title to the Hercules exploration property, located in Lyon County, Nevada.

Going concern

These condensed interim consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business for at least twelve months from March 31, 2024. There are conditions and events which constitute material uncertainties that may cast significant doubt on the validity of this assumption.

As at March 31, 2024, the Company had working capital (current assets less current liabilities) of \$1,971 (2023: \$2,043, restated, see Note 2) and in the three months ended March 31, 2024, the Company incurred a loss of \$4,177 (2023: \$3,639). In the three months ended March 31, 2024, the Company used cash in operations of \$2,287 (2023: \$2,687), used cash for investing activities of \$5,226 (2023: \$3,652), and added \$6,366 in cash from financing activities (2023: \$5,469).

The ongoing operations and capital expenditures of the Moss Mine are dependent on the Company's ability to generate sufficient cash flow from production, which is subject to commodity price risk from fluctuations in the market prices for gold and silver. In the three months ended March 31, 2024, the Company incurred a loss from mine operations of \$241 (2023: income of \$665), which was net of \$2,797 of depreciation (2023: \$3,361). To continue operations at the Moss Mine, the Company will require additional financing and profitable operations. While the Company has been successful at raising funds in the past, there can be no assurance that it will be able to do so in the future.

These condensed interim consolidated financial statements do not reflect any adjustments to the carrying values of assets and liabilities, the reported revenues and expenses, and the balance sheet classifications used which may be required should the Company be unable to continue as a going concern. Such adjustments may be material.

ELEVATION GOLD MINING CORPORATION
Notes to the Condensed Interim Consolidated Financial Statements
For the Three Months Ended March 31, 2024 and 2023

(Unaudited - All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)

2. BASIS OF PRESENTATION

Basis of Presentation and Statement of Compliance

The unaudited condensed interim consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, as applicable to interim financial reports including International Accounting Standard 34, *Interim Financial Reporting*. Therefore, these condensed interim consolidated financial statements do not include all the information and note disclosures required by IFRS for annual financial statements and should be read in conjunction with the audited annual consolidated financial statements for the year ended December 31, 2023, which have been prepared in accordance with IFRS. The accounting policies and basis of presentation applied in the preparation of these unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's audited annual consolidated financial statements for the year ended December 31, 2023, except as noted below.

These unaudited condensed interim consolidated financial statements were approved by the Board of Directors of the Company on May 13, 2024.

Changes in Material Accounting policies

In October 2022, the IASB issued amendments to IAS 1, *Presentation of Financial Statements* titled *Non-current Liabilities with Covenants*. These amendments sought to improve the information that an entity provides when its right to defer settlement of a liability is subject to compliance with covenants within 12 months after the reporting period. These amendments to IAS 1 override and incorporate the previous amendments, *Classification of Liabilities as Current or Non-current*, issued in January 2020, which clarified that liabilities are classified as either current or non-current depending on the rights that exist at the end of the reporting period. Liabilities should be classified as non-current if a company has a substantive right to defer settlement for at least 12 months at the end of the reporting period. The amendments are effective for annual periods beginning on or after January 1, 2024 and are applied retrospectively. The only impact to the Company's financial statements was to the Convertible Debenture (Note 6a), which is now recorded as a Current Liability. The Company applied the change retrospectively and restated the comparative financial information as if the amendments have always been in place.

Basis of Consolidation

The unaudited condensed interim consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company. Control is achieved when the Company is exposed to variable returns and has the ability to affect those returns through power to direct the relevant activities. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. Subsidiaries will be de-consolidated from the date that control ceases. The Company's subsidiaries names, country of incorporation, percentage ownership, and principal activities are presented below.

Name	Country of Incorporation	Percentage Owned	Principal Activity
Golden Vertex Corp.	United States of America	100%	Precious Metal Production
Golden Vertex (Idaho) Corp.	United States of America	100%	Holding Company
Eclipse Gold Mining Corp.	Canada	100%	Holding Company
Alcmene Mining Inc.	Canada	100%	Holding Company
Hercules Gold USA, LLC	United States of America	100%	Mineral Exploration

ELEVATION GOLD MINING CORPORATION
Notes to the Condensed Interim Consolidated Financial Statements
For the Three Months Ended March 31, 2024 and 2023

(Unaudited - All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)

2. BASIS OF PRESENTATION - *continued*

Basis of Consolidation - *continued*

All transactions and balances between the Company and its subsidiaries are eliminated on consolidation. Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the period are recognized from the effective date of acquisition, or up to the effective date of disposal, as applicable.

Significant Accounting Estimates and Judgements

The preparation of financial statements in conformity with IFRS requires management to make accounting policy judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates as the estimation process is inherently uncertain. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered relevant under the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively. The critical accounting policy judgments and estimates applied in the preparation of the Company's unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in Note 3 of the Company's audited annual consolidated financial statements for the year ended December 31, 2023.

3. INVENTORY

As at:	March 31, 2024	December 31, 2023
Heap leach ore	\$ 30,804	\$ 30,141
Dore	1,966	1,137
Stockpiled ore	235	747
Consumables and supplies	480	423
	\$ 33,485	\$ 32,448

During the three months ended March 31, 2024, \$13,418 of inventory expense passed through cost of sales (2023: \$14,464).

ELEVATION GOLD MINING CORPORATION
Notes to the Condensed Interim Consolidated Financial Statements
For the Three Months Ended March 31, 2024 and 2023

(Unaudited - All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)

4. MINERAL PROPERTIES, PLANT AND EQUIPMENT

The following table provides a continuity schedule for the Company's mineral properties and plant and equipment for the three months ended March 31, 2024 and the year ended December 31, 2023:

	Depletable mineral properties	Non- depletable mineral properties	Plant and equipment	Total
Cost				
Balance at December 31, 2022	\$ 18,606	\$ 30,904	\$ 78,749	\$ 128,259
Additions	5,116	2,139	7,985	15,240
Impairment	(1,653)	(696)	(8,814)	(11,163)
Transfer from non-depletable mineral properties	210	(210)	-	-
Future site restoration provision adjustment	(559)	-	-	(559)
Disposals	-	(48)	(218)	(266)
Balance at December 31, 2023	\$ 21,720	\$ 32,089	\$ 77,702	\$ 131,511
Additions	3,356	257	438	4,051
Future site restoration provision adjustment	(227)	-	-	(227)
Balance at March 31, 2024	\$ 24,849	\$ 32,346	\$ 78,140	\$ 135,335
Accumulated Depreciation				
Balance at December 31, 2022	\$ 12,862	\$ -	\$ 34,103	\$ 46,965
Depletion and depreciation	2,638	-	13,161	15,799
Disposals	-	-	(168)	(168)
Balance at December 31, 2023	\$ 15,500	\$ -	\$ 47,096	\$ 62,596
Depletion and depreciation	514	-	2,795	3,309
Balance at March 31, 2024	\$ 16,014	\$ -	\$ 49,891	\$ 65,905
Net book value at December 31, 2023	\$ 6,220	\$ 32,089	\$ 30,606	\$ 68,915
Net book value at March 31, 2024	\$ 8,835	\$ 32,346	\$ 28,249	\$ 69,430

Depletable mineral properties consist of the Moss Mine. Non-depletable mineral properties consist of exploration and evaluation on the Moss Property, the Silver Creek Property and the Hercules Property, which are considered separate from the Moss Mine.

Moss Mine Property – Mohave County, Arizona

The Company owns 100% of the Moss Mine and has royalty agreements with various parties whereby the Company is required to pay net smelter returns (“NSR”) royalties totalling approximately 6% to various royalty holders - ranging from 1% to 3% on certain patented and unpatented claims related to the Moss Mine and a royalty of up to \$15 per troy ounce of gold and up to \$0.35 per troy ounce of silver produced on the project.

Impairment assessment

During the year ended December 31, 2023, the Company recognized a non-cash impairment of plant and equipment and mineral properties of \$11,163, of which \$8,814 was recorded in plant and equipment, \$1,653 was recorded in depletable mineral properties and \$696 in non-depletable mineral properties.

ELEVATION GOLD MINING CORPORATION
Notes to the Condensed Interim Consolidated Financial Statements
For the Three Months Ended March 31, 2024 and 2023

(Unaudited - All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)

4. MINERAL PROPERTIES, PLANT AND EQUIPMENT – *continued*

Indicators of impairment

During the year ended December 31, 2023, management of the Company completed an assessment of impairment indicators for the Moss Mine cash generating unit (“CGU”), due to continued losses from mining operations as well as the Company’s market capitalization remaining below the carrying value of net assets. Accordingly, the Company estimated the recoverable amounts of the CGU and compared them to the carrying value of the CGU. The recoverable amount of the CGU was based on fair value less cost of disposal method using discounted cash flow models. Upon completion of the Company’s impairment assessment, it was determined that the Moss Mine CGU was impaired by a total of \$11,163, which resulted in a charge of the same amount to the Company’s statement of loss.

Key assumptions used for the impairment test completed December 31, 2023 and sensitivity analysis

The projected cash flows used in impairment testing are significantly affected by changes in assumptions. Key assumptions included by management in the discounted cash-flow model included a gold price of \$2,108, gold and silver recoveries of 77% and 43%, respectively, as indicated in life of mine plans, and real after-tax discount rate of 6%. Management’s estimates of the recoveries are prepared by or under the supervision of and verified by Qualified Persons as defined in National Instrument 43-101 of the Canadian Securities Administrators (management’s experts). The Company performed a sensitivity analysis on these key assumptions. Based on the impairment testing performed, the sensitivity to changes in these key assumptions is as follows:

- a 10% decrease in the short and long-term gold price would result in an additional impairment of \$19.6 million,
- a 10% decrease in gold and silver recoveries would result in an additional impairment of \$19.0 million, and
- a 1% increase in the real after-tax discount rate to 7% would result in an additional impairment of \$0.7 million.

The Company completed an assessment at March 31, 2024 and did not identify any impairment indicators.

Silver Creek Property – Mohave County, Arizona

In May 2014 (as amended in June 2017 and August 2019), the Company secured an option on the Silver Creek Property, located adjacent to the Moss Mine from La Cuesta International, Inc. (“LCI”). Pursuant to the terms of the 35-year mineral lease and option agreement, the Company paid LCI \$5 and issued 16,667 common shares on execution of agreement while also committing to certain exploration expenditure requirements, which have now been fulfilled. From 2019 onwards, the Company is required to make cash payments of \$25 every six months. As at December 31, 2023, the Silver Creek Property is in good standing and all payments and commitments are current.

The agreement includes a 1.5% NSR on claims owned 100% by LCI and 0.5% NSR on third party claims within the claim block. To acquire the claims, the Company is required to make payments to LCI totalling \$4,000 in any combination of aggregate royalty payments and lump-sum payments at its sole discretion.

All payments other than the work commitments are credited against the royalty, including amounts paid to date. Once \$4,000 has been paid, the NSR rates, on claims not otherwise acquired, reduce by 50%. No royalty payments on the Silver Creek Property claims have been made to date as the Company is not currently mining from the area included in this agreement.

ELEVATION GOLD MINING CORPORATION

Notes to the Condensed Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2024 and 2023

*(Unaudited - All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)*4. MINERAL PROPERTIES, PLANT AND EQUIPMENT – *continued*

Hercules Property - Lyon County, Nevada

On August 9, 2019, Hercules Gold entered into an agreement with Great Basin Resources, Inc and Iconic Minerals Ltd. for an option to obtain 100% interest in the Hercules Project, comprising certain unpatented mining claims. The option agreement has a maximum term of twelve years from February 18, 2020. Following the acquisition of Eclipse by the Company, the parties entered into an amending agreement dated February 12, 2021. Pursuant to the terms of the agreement, the Company issued 181,666 common shares to Iconic Minerals Ltd. in February 2021 and issued a further 181,666 common shares on the first anniversary and a further 181,666 in common shares on the second anniversary to keep the project in good standing. The Company needs to also make annual payments of \$50 to Great Basin Resources, Inc. up to an aggregate of \$600, which began in February 2021. Additionally, the Company was subject to a work commitment of \$2,300 over the first three years of the agreement, which has been completed. The Company is in compliance with all terms of the agreement and the project is in good standing as at March 31, 2024.

5. TRADE AND OTHER PAYABLES

As at:	March 31, 2024	December 31, 2023
Trade accounts payable	\$ 4,509	\$ 5,005
Accrued liabilities	2,620	3,028
Royalties	2,080	1,997
	\$ 9,209	\$ 10,030

The Company has been in ongoing discussions with Maverix Metals Inc., a wholly owned subsidiary of Triple Flag Precious Metals Corp. ("Maverix"), which holds the silver stream (Note 9) in respect of the Moss Mine and is the Company's principal lender, as well as most royalty holders in respect of the Moss Mine, to try to restructure these obligations to help alleviate the current burden on revenues being generated by the Moss Mine. As a result of lower-than-expected production during the three months ended December 31, 2023 and the three months ended March 31, 2024, the Company has temporarily suspended its royalty/finder fee payments and silver stream delivery obligations to preserve sufficient liquidity for the continued operation of the Moss Mine. Maverix has consented to the delay of certain delivery obligations in respect of the silver stream, however the Company did not receive the consent of certain royalty holders. The Company has engaged with Maverix, its largest creditor, and is working to resolve the outstanding obligations owing to its royalty holders. The Company will update the market with the progress of the discussions as the situation evolves. The Company is examining all available options to ensure sufficient liquidity, including debt consolidation or restructuring, further debt or equity financing, or a sale of the Moss Mine.

ELEVATION GOLD MINING CORPORATION

Notes to the Condensed Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2024 and 2023

(Unaudited - All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)

6. DEBT

As at:	Note	March 31, 2024	Restated (Note 2)	
			December 31, 2023	January 1, 2023
Convertible debentures	(6a)	4,248 \$	4,226 \$	3,685
Multiple advance promissory notes	(6b)	2,105	2,151	2,337
Revolving credit facility	(6c)	17,818	17,366	6,188
Promissory note	(6d)	10,059	6,594	-
Demand promissory note	(6e)	3,531	-	-
		37,761	30,337	12,210
Current portion of debt	22	(18,030)	(13,512)	(10,065)
		19,731 \$	16,825 \$	2,145

a) Convertible Debentures

In June 2020, the Company issued a series of subordinated unsecured convertible debentures with principal totalling CAD \$6,710, bearing interest at 5% per annum (payable on June 30 and December 31 of each year while outstanding) and maturing on June 30, 2025. Interest may, at the option of the Company, be settled in common shares, subject to regulatory approval.

The principal amount of the debentures is convertible into common shares of the Company at the price of CAD \$2.40 per share. The Company may redeem the convertible debentures in cash on or after July 31, 2022, in whole or in part from time to time, upon required prior notice at a redemption price equal to their principal amount plus accrued and unpaid interest, if any, provided that the trading price of the common shares for the 20 consecutive trading days ending five trading days prior to the date of the redemption notice must be less than the conversion price. Additionally, on or after July 31, 2022, the Company has the option to repay the principal amount of the debentures in common shares, provided certain circumstances are met including but not limited to: no default has occurred and is continuing at such time, and the trading price of the common shares for the 20 consecutive trading days ending five trading days prior to the date of the redemption notice or maturity date (as the case may be) is at least 150% of the conversion price of CAD \$2.40 per share.

The convertible debentures contain an embedded derivative (the "Conversion Component") relating to the conversion option and a conversion price fixed in CAD \$. The Conversion Component's fair value as at March 31, 2024 was estimated to be \$Nil (December 31, 2023 - \$Nil) using the Black Scholes option-pricing model (Note 11).

	Three Months Ended March 31, 2024	Year Ended December 31, 2023
Balance, beginning of period	\$ 4,226	\$ 3,685
Interest accretion	123	443
Foreign exchange movement	(101)	98
Balance, end of period	\$ 4,248	\$ 4,226

On January 17, 2024, the Company issued 1,671,750 common shares with a fair value of \$107 in payment of interest expense.

ELEVATION GOLD MINING CORPORATION
Notes to the Condensed Interim Consolidated Financial Statements
For the Three Months Ended March 31, 2024 and 2023
(Unaudited - All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)

6. DEBT – *continued*

b) Multiple advance promissory notes

In February 2020, the Company completed a term loan financing of \$2,869 at rates currently approximating 6.3% per annum over a fifteen-year amortization period, for the purpose of constructing an electrical power line to the Moss Mine.

	Three Months Ended March 31, 2024		Year Ended December 31, 2023	
Balance, beginning of period	\$	2,151	\$	2,337
Principal payments		(48)		(191)
Financing costs		2		5
Balance, end of period	\$	2,105	\$	2,151

c) Revolving credit facility

In August 2022, the Company entered into a \$6,000 revolving credit facility (the "Credit Facility"). Under the terms of the Credit Facility, interest accrues on any unpaid principal at an interest rate of 12% per annum compounded on a monthly basis, with all accrued interest and principal payable on or before December 31, 2023. The lender was affiliated with an entity with a director in common with Elevation Gold. On June 22, 2023 the director in common resigned from the board of the Company. The Company may, at its option, at any time and from time to time, prepay without penalty or premium the Credit Facility, in whole or in part.

In January 2023, the terms of the revolving credit facility were amended. Under the terms of the amendment, the total maximum principal amount that may be outstanding at any given time is \$12,000, interest will be paid on a quarterly basis and is payable by delivery of physical gold. The total of gold ounces deliverable is calculated by dividing total interest payable by \$1,850 per ounce. The term of the loan was also extended to February 28, 2025.

In May 2023, the terms of the revolving credit facility were further amended. Under the terms of the amendment, the total maximum principal amount available to the Company was increased to \$17,728, interest accrues on any unpaid principal at a rate of 10% per annum. The terms of the facility were further amended in March 2024. Under the terms of the amendment repayment is due in full on April 1, 2025, interest is capitalized and compounds quarterly and shall be payable on maturity.

	Three Months Ended March 31, 2024		Year Ended December 31, 2023	
Balance, beginning of period	\$	17,366	\$	6,188
Funds received		-		11,500
Gain on debt modification		(67)		(549)
Interest		519		227
Balance, end of period	\$	17,818	\$	17,366

ELEVATION GOLD MINING CORPORATION
Notes to the Condensed Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2024 and 2023

(Unaudited - All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)

6. DEBT – *continued*

d) Short term promissory note

On September 27, 2023, the Company entered into a \$1,725 short term promissory note (the “Note”). The Note was subsequently extended to May 31, 2024 and the principal was increased to \$10,059.

	Three Months Ended March 31, 2024		Year Ended December 31, 2023	
Balance, beginning of period	\$	6,594	\$	-
Issued		3,100		6,475
Fees		365		119
Balance, end of period	\$	10,059	\$	6,594

e) Demand promissory note

On February 26, 2024, the Company entered into a secured loan agreement (the “Demand Note”). The Demand Note is secured against all of the Company’s property, is repayable on demand, and does not accrue interest.

	Three Months Ended March 31, 2024		Year Ended December 31, 2023	
Balance, beginning of period	\$	-	\$	-
Issued		3,500		-
Fees		31		-
Balance, end of period	\$	3,531	\$	-

7. DEFERRED REVENUE

In January 2022, the Company entered into a prepaid gold facility for consideration of \$6,000, the Company agreed to sell and deliver (from its own production) a specified amount of refined gold, with deliveries of such amounts and an additional \$1,000 of refined gold quarterly beginning March 28, 2022 until expiry of the agreement on June 28, 2023. For the year ended December 31, 2023, the Company delivered the required gold ounces under the terms of the agreement and recognized revenue of \$2,000 and concurrently recognized finance charges of \$84 from delivery of 45 ounces of gold.

In June 2023, the Company entered into an advance facility agreement of up to \$3,000 pursuant to which the Company may from time-to-time request one or more prepayments against future gold deliveries from the Moss mine. Interest is charged on the prepayment at the Secured Overnight Financing rate plus 5.5%.

	Three Months Ended March 31, 2024		Year Ended December 31, 2023	
Balance, beginning of period	\$	2,821	\$	2,000
Deferred revenue received		3,857		22,120
Gold delivered and revenue recognized		(6,678)		(21,299)
Balance, end of period	\$	-	\$	2,821

ELEVATION GOLD MINING CORPORATION
Notes to the Condensed Interim Consolidated Financial Statements
For the Three Months Ended March 31, 2024 and 2023

(Unaudited - All dollar amounts are expressed in thousands of United States Dollars, except per share amounts, unless otherwise noted)

8. LEASES

In 2018, the Company executed a definitive Master Lease Agreement (the "MLA") for up to \$9,000 of equipment purchases. The significant terms and conditions of the MLA include: a maximum of \$9,000 available to fund equipment purchases with 10% to 30% due as advance payments at lease commencement, fixed quarterly payments over a four-year lease period, interest rates ranging from 4.95% to 6.00% per annum and the right to buy the equipment at the end of the lease period for nominal consideration. The MLA is secured with the acquired assets in favour of the lender and a guarantee from the Company. Minimum lease payments and present value of lease obligations are as follows:

	Three Months Ended March 31, 2024	Year Ended December 31, 2023
Balance, beginning of period	\$ 391	\$ 721
Principal payments	(90)	(352)
Financing costs	6	22
Balance, end of period	307	391
Current portion of leases	(274)	(335)
Non-current portion of leases	\$ 33	\$ 56

9. SILVER STREAM

The Company entered into a \$20,000 silver streaming transaction with an effective date of October 1, 2018. Under the terms of the agreement, the Company was required to deliver 100% of payable silver into the agreement until 3.5 million ounces were delivered, thereafter, 50% of payable ounces were to be delivered under the agreement over the life of the mine on a monthly basis. In May 2023, the terms of the silver stream were amended to eliminate the step-down that would have occurred after the delivery of 3.5 million ounces of silver.

Deliveries are subject to a ratio of silver to actual gold produced whereby, in the event the ratio is not met, the Company is required to purchase and deliver silver ounces required to achieve the ratio. The silver stream is secured with a first charge over assets.

The Company receives 20% of the five-day average spot silver price at the time each ounce of silver is delivered. The Company recognizes silver revenue for silver ounces delivered under the arrangement at the spot price at the time of delivery. The silver advance is reduced by silver ounces delivered at the forward spot price at the inception of the agreement, offset by the financial liability's accretion over the life of the mine.

The silver stream has been accounted for as a financial liability with an embedded derivative which relates to changes in silver price and expected production. The financial liability is measured at amortized cost. The embedded derivative is recorded at fair value each reporting period with changes reflected in the consolidated statements of loss and comprehensive loss. At March 31, 2024, the fair value of the embedded derivative was \$10,893 (2023 - \$8,790) (Note 11).

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9. SILVER STREAM – continued

	Three Months Ended March 31, 2024		Year Ended December 31, 2023	
Balance, beginning of period	\$	10,506	\$	12,796
Silver deliveries		(425)		(5,238)
Silver deliveries outstanding		(583)		-
Settlement loss (gain) (Note 17)		(153)		775
Interest accretion (Note 17)		473		2,173
Balance, end of period		9,818		10,506
Current portion of silver stream		(1,700)		(1,766)
Non-current portion of silver stream	\$	8,118	\$	8,740

10. PROVISION FOR RECLAMATION

The Company's provision for reclamation relates to the environmental restoration and closure costs associated with the Moss Mine. The provision has been recorded at its net present value using a discount rate of 4.21% and a long-term inflation rate of 2.26%, with expenditures anticipated over a five-year period beginning in 2027. The provision is remeasured at each reporting date based on land disturbance. Accretion expense is recognized in the consolidated statements of loss and comprehensive loss. The total undiscounted amount of the Company's estimated obligation, based on land disturbances at the Moss Mine as of March 31, 2024, was \$11,757.

	Three Months Ended March 31, 2024		Year Ended December 31, 2023	
Balance, beginning of period	\$	9,688	\$	9,844
Change in estimate		(227)		(558)
Accretion		91		402
Balance, end of period	\$	9,552	\$	9,688

11. DERIVATIVES

As at:	Note	March 31, 2024		December 31, 2023	
Warrants	(11a)	\$	180	\$	369
Silver stream embedded derivative	(11b)		10,893		8,790
Revolving credit facility	(11c)		-		277
			11,073		9,436
Current portion of derivatives			(3,140)		(3,861)
Non-current portion of derivatives		\$	7,933	\$	5,575

a) Warrants

The Company's functional currency is the US dollar. As the exercise price of the Company's share purchase warrants is fixed in CAD \$ a variable amount of cash in the Company's functional currency will be received on warrant exercise. Accordingly, these share purchase warrants are classified and accounted for as derivatives at fair value through profit or loss. The fair value of warrants issued are valued using their market price on the TSXV. The warrants have an exercise price of CAD \$0.70 with remaining lives of 3.0 years (Note 12). The table below is a continuity schedule for the warrant derivative for each of the periods noted.

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11. DERIVATIVES – continued

	Three Months Ended March 31, 2024		Year Ended December 31, 2023	
Balance, beginning of period	\$	369	\$	444
Change in fair value		(181)		(85)
Foreign exchange movement		(8)		10
Balance, end of period		180		369
Current portion of warrant derivative		(180)		(369)
Non-current portion of warrant derivative	\$	-	\$	-

b) Silver Stream Embedded Derivative

The silver stream embedded derivative is valued using a Monte Carlo simulation valuation model. The key inputs used by the Monte Carlo simulation are the silver forward curve price, long-term silver production volatility, the risk-free interest rate and the Company's credit spread. The valuation of the silver stream embedded derivative also required estimation of the Company's anticipated production schedule of silver ounces delivered over the life of mine.

	Three Months Ended March 31, 2024		Year Ended December 31, 2023	
Balance, beginning of period	\$	8,790	\$	9,859
Change in fair value		2,103		(1,069)
Balance, end of period		10,893		8,790
Current portion of derivative		(2,960)		(3,255)
Non-current portion of derivative	\$	7,933	\$	5,535

c) Revolving credit facility

The revolving credit facility (Note 6) was deemed to contain an embedded derivative as interest was payable by delivery of physical gold and the total of gold ounces deliverable is calculated by dividing total interest payable by \$1,850 per ounce. The fair value of the embedded derivative was estimated using the Black Scholes option-pricing model and volatility. Fair value gains and losses at each reporting period are recorded in the consolidated statements of loss and comprehensive loss. On March 15, 2024, the terms of the revolving credit facility were amended. Under the amendment, interest is capitalized and is no longer repayable in gold ounces. As such, the revolving credit facility was deemed to no longer contain an embedded derivative. The following assumptions were used for the Black-Scholes valuation of the embedded derivative:

	Year Ended December 31, 2023
Risk-free interest rate	3.88%
Expected life	0.3-1.2 years
Dividend rate	Nil
Volatility	12%

The table below is a continuity schedule for the derivative associated with the revolving credit facility for each of the periods noted.

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11. DERIVATIVES – continued

	Three Months Ended March 31, 2024	Year Ended December 31, 2023
Balance, beginning of period	\$ 277	\$ -
Delivery of gold ounces	-	(85)
Change in fair value	(277)	362
Balance, end of period	\$ -	\$ 277
Current portion of derivative	-	(237)
Non-current portion of derivative	-	40

12. SHARE CAPITAL, SHARE OPTION RESERVE AND WARRANT RESERVE

Authorized and Issued Share Capital

At March 31, 2024 and December 31, 2023, the Company had 112,214,845 and 110,604,095 common shares issued and outstanding, respectively. The authorized share capital consists of an unlimited number of common shares without par value.

Issuances of Share Capital

During the three months ended March 31, 2024, the Company issued a total of 1,610,750 common shares with a fair value of \$107 in consideration for interest payable on the convertible debenture (Note 6).

During the year ended December 31, 2023, the Company issued a total of 181,667 common shares with a fair value of \$28, in fulfilment of the option agreement on the Hercules Property (Note 4). In addition, during the same period, the Company issued 31,147 common shares with a fair value of \$3 from the vesting of DSUs.

Equity Incentive Plan

At the Company's Annual and Special Meeting on August 18, 2022, the shareholders of the Company elected to adopt a new 10% rolling security based compensation plan ("Equity Incentive Plan") to replace the previous Option Plan and Share Unit Plan, which allows for the issuance of incentive stock options, deferred share units, performance share units, restricted share units, stock appreciation rights, and share purchase rights ("Awards"). Pursuant to the Equity Incentive Plan, a maximum of 10% of the issued shares of the Company, from time to time, may be reserved for issuance pursuant to the exercise of all Awards granted thereunder. Terms of any granting of Awards will be determined by the Board, subject to the provisions of the Equity Incentive Plan and the policies of the TSX Venture Exchange. No individual may be granted Awards exceeding 5% of the Company's common shares outstanding in any twelve-month period.

Stock Options

Continuity of the Company's stock options issued and outstanding was as follows, for each period noted:

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12. SHARE CAPITAL, SHARE OPTION RESERVE AND WARRANT RESERVE – continued

Stock Options - continued

	Three Months Ended March 31, 2024		Year Ended December 31, 2023	
	Number of options	Weighted average exercise price (CAD\$)	Number of options	Weighted average exercise price (CAD\$)
Outstanding, beginning of period	5,412,493	\$ 0.49	5,856,826	\$ 0.72
Granted	-	-	1,800,000	0.18
Forfeited	-	-	(1,820,832)	0.59
Expired	(304,166)	1.44	(423,501)	1.98
Outstanding, end of period	5,108,327	\$ 0.43	5,412,493	\$ 0.49

As at March 31, 2024, the following stock options were outstanding and exercisable:

Exercise price (CAD\$)	Number of options outstanding	Expiry date	Number of options exercisable	Remaining contractual life (years)
1.50	33,332	February 10, 2025	33,332	0.87
2.10	62,500	July 8, 2025	62,500	1.27
1.92	312,495	June 29, 2026	312,495	2.25
0.86	500,000	December 13, 2026	333,332	2.70
0.30	2,000,000	May 30, 2027	1,399,991	3.16
0.18	400,000	November 15, 2027	266,666	3.63
0.18	500,000	January 3, 2028	-	3.76
0.20	600,000	March 20, 2028	200,000	3.97
0.18	300,000	June 22, 2028	-	4.23
0.18	300,000	July 20, 2028	-	4.31
0.09	100,000	October 5, 2028	-	4.52
	5,108,327		2,608,316	3.37

At December 31, 2023, the weighted-average remaining contractual life of options outstanding was 3.43 years.

Warrants

Continuity of warrants issued and outstanding were as follows:

	March 31, 2024		December 31, 2023	
	Number of common shares exercisable from warrants	Weighted average exercise price (C\$)	Number of common shares exercisable from warrants	Weighted average exercise price (C\$)
Outstanding, beginning of period	51,827,524	\$ 0.69	58,436,736	\$ 1.04
Expired	(2,481,537)	0.53	(6,609,212)	3.81
Outstanding, end of period	49,345,987	\$ 0.70	51,827,524	\$ 0.69

As of March 31, 2024, the Company had outstanding share purchase warrants as follows:

Number of warrants	Number of warrants	Exercise price (C\$) per common share	Expiry date
49,345,987	49,345,987	0.70	March 24, 2027
49,345,987	49,345,987	\$ 0.70	

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12. SHARE CAPITAL, SHARE OPTION RESERVE AND WARRANT RESERVE – continued

Warrants - continued

The weighted average remaining life of the outstanding warrants as at March 31, 2024 was 2.98 years (December 31, 2023: 3.09 years).

Restricted Share Units (“RSU”)

Equity-settled RSUs are recognized over the vesting period from the date of grant. Cash-settled RSUs are marked to market and recognised as a liability. Continuity of the Company’s RSUs issued and outstanding is as follows:

	Three Months Ended March 31, 2024	Year Ended December 31, 2023
Outstanding, beginning of period	-	15,139
Forfeited	-	(15,139)
Outstanding, end of period	-	-

As at March 31, 2024, the Company had no RSUs outstanding and exercisable.

Deferred Share Units (“DSU”)

DSUs are recognized over the vesting period from the date of grant. Currently all DSUs vest one year after the date of issuance. Continuity of the Company’s DSUs issued and outstanding is as follows:

	Three Months Ended March 31, 2024	Year Ended December 31, 2023
Outstanding, beginning of period	1,000,000	-
Issued	-	1,200,000
Exercised	-	(31,147)
Forfeited	-	(168,853)
Outstanding, end of period	1,000,000	1,000,000

Share-Based Compensation Expense

The fair value of share-based compensation is recognized over the vesting period from the date of grant. Share-based payment expenses relating to equity-settled awards recognized in the condensed interim consolidated statements of loss and comprehensive loss for the three months ended March 31, 2024 totalled \$37 (2023: \$81). The fair value of stock options granted was estimated using the Black-Scholes option pricing model with the following assumptions:

	Three Months Ended March 31, 2024	Year Ended December 31, 2023
Risk-free interest rate	-	2.96-4.29%
Expected life of options	-	5.0 years
Dividend rate	-	Nil
Expected forfeiture rate	-	0%
Expected volatility	-	70-76%

ELEVATION GOLD MINING CORPORATION

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13. LOSS PER SHARE

The calculation of diluted loss per share was based on loss attributable to ordinary shareholders and the weighted average number of shares outstanding after adjustments for the effect of potential dilutive shares. Potentially dilutive shares associated with share options, warrants and convertible debentures out of the money were not included in the diluted earnings per share calculation as their effect was anti-dilutive. The following table summarizes the calculation of basic and diluted loss per share:

	Three Months Ended March 31,	
	2024	2023
Loss for the period	\$ (4,177)	\$ (3,639)
Basic weighted average number of common shares outstanding	111,913,936	110,482,115
Effective impact of dilutive securities	-	-
Diluted weighted average number of shares outstanding	111,913,936	110,482,115
Loss per share		
Basic	\$ (0.04)	\$ (0.03)
Diluted	\$ (0.04)	\$ (0.03)

14. REVENUE

	Three Months Ended March 31,	
	2024	2023
Gold sales	\$ 11,907	\$ 15,394
Silver sales	1,097	1,628
	13,004	17,022
Treatment and refining charges	(61)	(69)
	\$ 12,943	\$ 16,953

15. PRODUCTION COSTS

	Three Months Ended March 31,	
	2024	2023
Contractors and outside services	\$ 3,949	\$ 5,687
Employee compensation and benefits expense	2,443	2,226
Materials and consumables	2,378	2,517
Other expenses	1,395	1,184
Share-based compensation	5	20
	10,170	11,634
Changes in inventories	(495)	403
	\$ 9,675	\$ 12,037

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16. CORPORATE ADMINISTRATIVE EXPENSES

	Three Months Ended March 31,	
	2024	2023
Direct general and administrative	\$ 326	\$ 182
Employee general and administrative	311	447
Share-based compensation	32	61
Depreciation	25	26
	\$ 694	\$ 716

17. FINANCE COSTS

	Three Months Ended March 31,	
	2024	2023
Interest on debt	\$ (1,040)	\$ (455)
Accretion on silver stream (Note 9)	(473)	(582)
Other interest accretion	(222)	(203)
Interest expense, including accretion and issue costs	(1,735)	(1,240)
Settlement (loss) gain on silver stream (Note 9)	153	(230)
Finance costs – silver stream	(107)	(463)
Finance costs – gold sales	(76)	(36)
Finance costs – gold stream	-	(56)
Interest income	8	-
Total finance costs	\$ (1,757)	\$ (2,025)

18. LOSS ON REVALUATION OF DERIVATIVE LIABILITIES

	Three Months Ended March 31,	
	2024	2023
Warrants	\$ 181	\$ (826)
Silver stream embedded derivative	(2,103)	(356)
Convertible debenture	-	(5)
Revolving credit facility	277	(378)
	\$ (1,645)	\$ (1,565)

19. SUPPLEMENTAL CASH FLOW INFORMATION

The net change in non-cash working capital items included in mineral properties, plant and equipment and other non-cash investing and financing activities were as follows:

	Three Months Ended March 31,	
	2024	2023
Value of shares issued on property option (Note 12)	\$ -	\$ 28
Value of shares issued for debt or interest	107	-
Accounts payable and accrued liabilities	\$ (1,170)	\$ (731)

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20. RELATED PARTY TRANSACTIONS

Related party transactions were incurred in the normal course of business and initially measured at their fair value which is the amount of consideration established and agreed to by the parties. Amounts due to or from related parties are non-interest bearing, unsecured and due on demand.

Key Management and Board of Directors Compensation

Key management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the Company, either directly or indirectly. The Company has identified its members of the Board of Directors and executive officers including its Chief Executive Officer, Chief Financial Officer, former President and former Chief Financial Officer of the Company. The remuneration of the Company's key management personnel is as follows:

	Three Months Ended March 31,	
	2024	2023
Salaries and short-term benefits	\$ 188	\$ 279
Directors fees	\$ 11	\$ -
Share-based payments	\$ 14	\$ 15

Included in salaries and short-term benefits for the three months ended March 31, 2023 was \$125 of termination payments made to the former Chief Financial Officer of the Company.

21. FAIR VALUE MEASUREMENTS AND FINANCIAL RISK MANAGEMENT

The carrying values of cash, trade and other receivables, and trade and other payables approximate their fair values due to the short-term nature of these instruments. In evaluating fair value information, considerable judgment is required to interpret the market data used to develop the estimates. The use of different market assumptions and different valuation techniques may have a material effect on the estimated fair value amounts. Accordingly, the estimates of fair value presented herein may not be indicative of the amounts that could be realized in a current market exchange. The carrying value amount of the Company's financial instruments that are measured at amortized cost (including debt, lease obligation, and silver stream obligation) approximates fair value as they are measured using level 2 assumptions and using inputs other than quoted prices that are observable for the asset or liability either directly or indirectly. Similarly, the carrying value of the Company's derivative instruments, which are recognized at fair value through profit or loss approximates the fair value based on the various valuation techniques associated with those instruments.

Financial Risk Management

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to market conditions and the Company's activities. The Company has exposure to credit risk, liquidity risk and market risk as a result of its use of financial instruments.

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21. FAIR VALUE MEASUREMENTS AND FINANCIAL RISK MANAGEMENT – *continued*

Financial Risk Management - *continued*

This note presents information about the Company's exposure to each of the above risks and the Company's objectives, policies and processes for measuring and managing these risks. Further quantitative disclosures are included throughout the condensed interim consolidated financial statements. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has implemented and monitors compliance with risk management policies.

Credit Risk

Credit risk is the risk of financial loss to the Company if a client or counterparty to a financial instrument fails to meet its contractual obligations. The Company has credit risk in respect of its cash, trade and other receivables, and restricted cash. The Company considers the risk of loss relating to cash and restricted cash to be low because these instruments are held only with a Canadian Schedule I financial institution, a US-chartered commercial bank and a US government agency. Trade and other receivables at March 31, 2024 related primarily to goods and services tax. Amounts in trade and other receivables are expected to be collectible in full due to the nature of the counterparties and previous history of collectability.

Liquidity Risk

Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations as they are due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses or risking harm to the Company's reputation. Refer to Note 1 for the Company's statement on going concern.

The Company manages its liquidity risk through the preparation of budgets and forecasts, which are regularly monitored and updated as management considers necessary and through the Company's capital management activities. A summary of contractual maturities of financial liabilities is included in Note 22.

Market Risk

Market risk consists of currency risk, commodity price risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable limits while maximizing returns. Refer to Note 1 for further discussion of the Company's risks, including going concern.

Currency risk

Foreign currency exchange rate risk is the risk that the fair values or future cash flows of the Company's financial instruments will fluctuate as a result of changes in foreign exchange rates. Some of the Company's operating and corporate administration expenditures are incurred in Canadian dollars and the fluctuation of the CAD \$ in relation to US dollar will have an impact on the Company's profitability and the Company's financial assets and liabilities. The Company has assessed the impact to be low. At March 31, 2024, the Company held cash denominated in US dollars of \$289 and CAD \$47 (December 31, 2023: USD \$1,421 and CAD \$66). With other variables unchanged, a 1% increase on the USD/CAD exchange rate would decrease debt by \$42. The Company has not entered into any formal arrangements to hedge currency risk but does maintain cash balances within each currency.

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21. FAIR VALUE MEASUREMENTS AND FINANCIAL RISK MANAGEMENT – *continued*

Commodity price risk

The Company is subject to commodity price risk from fluctuations in the market prices for gold and silver. Commodity price risks are affected by many factors that are outside the Company's control including global or regional consumption patterns, the supply of and demand for metals, speculative activities, the availability and costs of metal substitutes, inflation and political and economic conditions. The value of the silver stream embedded derivative will fluctuate with changes in the price of silver which will affect future earnings. Management closely monitors trends in commodity prices of gold and other precious and base metals as part of its routine activities, as these trends could significantly impact future cash flows.

Interest rate risk

Interest rate risk is the risk that the fair values or future cash flows of the Company's financial instruments will fluctuate as a result of changes in market interest rates. Interest rate risk arises from the interest rate impact on cash, which is held at variable market rates, and is exposed to interest rate risk on its outstanding borrowings. With other variables unchanged, a 1% increase on the Company's floating rate debt would increase annual interest expense by \$1. The Company closely monitors its exposure to interest rate risk and has not entered into any derivative contracts to manage this risk.

22. COMMITMENTS

At March 31, 2024, the Company had the following contractual obligations outstanding:

	Within 1		2–3		4–5 years		5+		Total
	year		years		years		years		
Debt ⁽¹⁾	\$ 14,066	\$ 25,065	\$ 583	\$ 1,684	\$ 41,398				
Trade and other payables	9,209	-	-	-	9,209				
Lease commitments	310	143	-	-	453				
Silver stream	1,994	2,005	-	-	3,999				
Provision for reclamation	-	-	11,366	391	11,757				
	\$ 25,579	\$ 27,213	\$ 11,949	\$ 2,075	\$ 66,816				

⁽¹⁾ Includes interest due on convertible debenture and debt.

23. SEGMENTED INFORMATION

The Company has one reportable operating segment, being the acquisition, exploration, development and production of precious metals. The consolidated statements of loss and comprehensive loss are composed substantially of activity in the United States of America ("USA") except for corporate administrative expenses, which occur in Canada. Reporting by geographical area follows the same accounting policies as those used to prepare the condensed interim consolidated financial statements. All material non-current assets are located in the USA.

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24. SUBSEQUENT EVENTS

- On April 3, 2024 the Company consolidated the outstanding unsecured debts including the revolving credit facility (Note 6c) and the short term promissory note (Note 6d) as obligations under the silver streaming agreement (Note 9). The terms of the debt remain unchanged with approximately \$10,000 being payable on demand and not subject to interest, and approximately \$18,200 being payable on April 1, 2025 and subject to an interest rate of 10% per annum, with interest payable on maturity. As a result of the consolidation, the debt is now secured against all of the Company's assets pursuant to the security granted in connection with the silver stream.
- On April 1, 2024 the Company fixed the interest rate on the Multiple Advanced Promissory Note (Note 6b) from 1.9% to 6.3% for a period of one year.
- On April 12, 2024, the Company announced that Patriot Gold Corp. ("Patriot"), which holds a 3% net smelter returns royalty (the "NSR royalty") on the Moss Mine, has filed a complaint (the "Complaint") in the Maricopa County Superior Court for payment of amounts owing pursuant to the NSR royalty. The Company continues to engage with Patriot in an effort to resolve the Complaint without litigation.
- The terms of the short term promissory note (Note 6d) were amended. The maturity date was extended to May 31, 2024 and the principal was increased to \$10,059.

THIS IS **EXHIBIT "E"** REFERRED TO IN
THE AFFIDAVIT OF TIM SWENDSEID
SWORN BEFORE ME THIS 29th DAY
OF JULY, 2024



A Commissioner for taking Affidavits for
British Columbia

ELEVATION GOLD MINING CORPORATION
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
For the period ended 2024-06-30
Shown in USD

	ELVT	GVC	GVC	EGLD	ALCM	HERC	Elimination	Consolidated
ASSETS								
Current assets								
Cash and cash equivalents	35,552	856,769	-	1,811	-	-	-	894,132
Trade and other receivables	22,341	159,730	-	116	-	-	-	182,187
Inventory	-	32,553,767	-	-	-	-	-	32,553,767
Prepaid expenses and deposits	455,226	476,805	-	11,637	-	2,625	-	946,292
Intercompany	116,946,317	(123,634,829)	(3,136,011)	9,824,522	(9)	10	(0)	(0)
Total current assets	117,459,436	(89,587,759)	(3,136,011)	9,838,086	(9)	2,635	-	34,576,378
Non-current assets								
Restricted cash and non-current deposits	-	3,487,663	-	-	-	2,800	-	3,490,463
Plant and equipment	41,357	26,249,582	-	-	-	-	(2,429)	26,288,510
Mineral properties	424,897	16,474,205	-	-	-	9,572,798	16,262,629	42,734,529
Investment in subs	42,824,545	-	-	17,078,392	9,934,521	-	(69,837,458)	-
Total assets	160,750,235	(43,376,309)	(3,136,011)	26,916,477	9,934,512	9,578,233	(53,577,258)	107,089,880
LIABILITIES								
Current liabilities								
Trade and other payables	(496,575)	(9,197,835)	-	(2,302)	-	-	-	(9,696,712)
Current portion of long term debt	(22,684,380)	(14,090,566)	-	-	-	-	-	(36,774,946)
Current portion of silver streaming obligation	-	(1,600,872)	-	-	-	-	-	(1,600,872)
Current portion of lease obligation	(44,788)	(173,352)	-	-	-	-	-	(218,140)
Current portion of derivative liabilities	(357,229)	(3,619,607)	-	-	-	-	-	(3,976,836)
	(23,582,971)	(28,682,234)	-	(2,302)	-	-	-	(52,267,506)
Non-current liabilities								
Non-current debt	996	(1,865,971)	-	-	-	-	-	(1,864,974)
Lease obligation	-	(9,364)	-	-	-	-	-	(9,364)
Stream obligation	-	(7,431,340)	-	-	-	-	-	(7,431,340)
Provision for reclamation and remediation	-	(9,539,731)	-	-	-	(16,880)	-	(9,556,611)
Derivative liabilities	(4)	(9,062,510)	-	-	-	-	-	(9,062,515)
Total liabilities	(23,581,980)	(56,591,148)	-	(2,302)	-	(16,880)	-	(80,192,310)
SHAREHOLDERS' EQUITY								
Share capital	(118,840,404)	-	-	(31,159,994)	(9,934,512)	(9,934,521)	56,421,346	(113,448,084)
Subscriptions received in advance	-	-	-	-	-	-	-	-
Stock option reserve	(9,436,790)	-	-	(590,425)	-	-	590,425	(9,436,790)
Warrant reserve	(22,332,957)	-	-	(234,808)	-	-	234,808	(22,332,957)
Accumulated other comprehensive loss	5,742,959	-	-	-	-	-	-	5,742,959
Retained Earnings	5,445,966	95,390,375	3,136,011	5,065,219	-	373,168	(3,669,321)	105,741,417
P&L for the period	2,252,970	4,577,082	-	5,833	-	-	-	6,835,885
Total shareholders' equity	(137,168,256)	99,967,457	3,136,011	(26,914,176)	(9,934,512)	(9,561,353)	53,577,258	(26,897,570)
Total liabilities and shareholders' equity	(160,750,236)	43,376,309	3,136,011	(26,916,477)	(9,934,512)	(9,578,233)	53,577,258	(107,089,880)

Six Months ended June 30, 2024
Shown in USD

	Elevation Gold	Golden Vertex Corp.	GVIC	EGLD	ALCM	HERC	Consolidated JE	Consolidated
Revenue	-	(30,259,679.60)	-	-	-	-	-	(30,259,679.60)
Intercompany sales/purchases	-	-	-	-	-	-	-	-
Cost of sales								
Production costs	8,093.00	21,066,494.33	-	-	-	-	-	21,074,587.33
Op. Depreciation and depletion	72,495.36	6,003,518.66	-	-	-	-	-	6,076,014.02
Royalties	-	868,188.21	-	-	-	-	-	868,188.21
Total Cost of Sales	80,588.36	27,938,201.20	-	-	-	-	-	28,018,789.56
Earnings from mine operations	(80,588.36)	2,321,478.40	-	-	-	-	-	2,240,890.04
Corporate administrative expenses	1,246,207.93	538,850.47	-	5,833.01	-	-	-	1,790,891.41
Operating profit (loss)	(1,326,796.29)	1,782,627.93	-	(5,833.01)	-	-	-	449,998.63
Impairment of mineral property	-	-	-	-	-	-	-	-
Foreign exchange (loss)/gain	139,090.06	19.31	-	-	-	-	-	139,109.37
Other revenue	-	-	-	-	-	-	-	-
Derivative gain/loss	280,065.83	(3,893,235.26)	-	-	-	-	-	(3,613,169.43)
Finance costs	(1,345,330.04)	(2,466,493.93)	-	-	-	-	-	(3,811,823.97)
Net (loss)/income before taxes	(2,252,970.44)	(4,577,081.95)	-	(5,833.01)	-	-	-	(6,835,885.40)
Deferred tax recovery	-	-	-	(5,833.01)	-	-	-	(5,833.01)
Net (loss)/income for the period	(2,252,970.44)	(4,577,081.95)	-	(5,833.01)	-	-	-	(6,835,885.40)

THIS IS EXHIBIT "F" REFERRED TO IN
THE AFFIDAVIT OF TIM SWENDSEID
SWORN BEFORE ME THIS 29th DAY
OF JULY, 2024



A Commissioner for taking Affidavits for
British Columbia

**REAFFIRMATION AND
THIRD AMENDMENT TO
SILVER PURCHASE AND SALE AGREEMENT
(STREAMING AGREEMENT)**

This Reaffirmation and Third Amendment to Silver Purchase and Sale Agreement (this “**Amendment**”), dated as of April 4, 2024, and effective as of January 29, 2024 (the “**Effective Date**”), is entered into by and among Maverix Metals Inc. (“**Maverix**”), as the purchaser, Golden Vertex Corp. (“**Golden Vertex**”), as the operator and wholly-owned subsidiary of the parent company, and Elevation Gold Mining Corporation (formerly named Northern Vertex Mining Corp.) (“**Elevation**”), as the parent company and guarantor.

RECITALS

Original Streaming Agreement

- A. WHEREAS, the parties entered into that certain Silver Purchase and Sale Agreement dated December 5, 2018 (the “**Original Streaming Agreement**,” and as amended, modified or supplemented from time to time, the “**Streaming Agreement**”), pursuant to which Golden Vertex has agreed to sell to Maverix, and Maverix has agreed to purchase from Golden Vertex, Refined Silver in certain circumstances, subject to and in accordance with the terms and conditions of the Streaming Agreement.
- B. WHEREAS, pursuant to the Original Streaming Agreement, Maverix paid Golden Vertex approximately US\$20,000,000 as payment on or about the closing date of December 12, 2018.
- C. WHEREAS, the obligations under the Streaming Agreement are secured obligations of Golden Vertex and Elevation.
- D. WHEREAS, Elevation, as the parent company, guaranteed the obligations of Golden Vertex under the Streaming Agreement.
- E. WHEREAS, pursuant to Section 7.2(a) of the Streaming Agreement, as security of the obligations of Parent Company under the Streaming Agreement, Elevation has granted security interests in, to and over all securities and other equity interests held by Elevation in any direct or indirect subsidiary of Elevation, as of the date of the Original Streaming Agreement and in the future, having any right, title or interest in the Project Assets or the Produced Silver and all pursuant to the Parent Company Security Agreements.
- F. WHEREAS, pursuant to Section 7.2(b) of the Streaming Agreement, as security of the obligations of Operator under the Streaming Agreement, Golden Vertex has granted security interests in, to and overall, after acquired property and assets of Golden Vertex including (i) the Project Assets, and (ii) the Produced Silver, and in each case including all Operator Collateral pursuant to the Operator Security Agreements.
- G. WHEREAS, pursuant to Section 7.2(c) of the Streaming Agreement, Elevation and Golden Vertex have caused each affiliate of Elevation or Golden Vertex to whom any debt, liability

or obligation is owed by Elevation or Golden Vertex to, execute and deliver an Assignment, Subordination and Postponement of Claims in favor of Maverix.

H. WHEREAS, pursuant to Section 7.2(f) of the Streaming Agreement, Elevation and Golden Vertex shall cause all such further agreements, instruments and documents to be executed and delivered and all such further acts and things to be done as Maverix may from time to time reasonably require in order to obtain, perfect and maintain perfected charges and security interests in, to and over all of the Collateral.

I. WHEREAS, in connection with the aforementioned security interests granted by Elevation and Golden Vertex in favor of Maverix, the parties executed and delivered (i) that certain Guarantee from Elevation in favor of Maverix dated December 12, 2018; (ii) Securities and Pledge Agreement from Elevation in favor of Maverix dated December 12, 2018; (iii) Pledge and Security Agreement from Golden Vertex in favor of Maverix dated December 12, 2018; (iv) Deed of Trust from Golden Vertex in favor of Maverix dated December 12, 2018. In addition, UCC-1 filing statements were filed granting Maverix a senior secured first-priority lien in the Collateral of Golden Vertex. These security documents constitute the Parent Company Security Agreements and the Operator Security Documents contemplated in the Streaming Agreement.

J. WHEREAS, the parties entered into that certain First Amendment to Silver Purchase and Sale Agreement dated July 30, 2019 and that certain Second Amendment to the Silver Purchase and Sale Agreement dated May 15, 2023, to amend certain terms therein.

Original Loan Agreement

K. WHEREAS, Elevation, as borrower, and Maverix (formerly known as 1198251 B.C. Ltd.), as lender, entered into that certain Loan Agreement dated August 15, 2022 (the “**Original Loan Agreement**,” and as amended, modified or supplemented from time to time, the “**Loan Agreement**”), pursuant to which Maverix advanced funds to Elevation to provide working capital to finance the payment of certain mining contractors of Elevation.

L. WHEREAS, Maverix agreed to provide Elevation up to a maximum principal amount of US\$6,000,000 (the “**Facility Commitment**”). Elevation agreed to pay principal interest and fees in accordance with the terms of the Loan Agreement.

M. WHEREAS, on or about August 15, 2022, Maverix made an initial advance of US\$3,000,000 of the Facility Commitment to Elevation.

N. WHEREAS, Maverix and Elevation entered into that certain First Amendment to Loan Agreement dated January 18, 2023, pursuant to which the parties agreed to amend the terms of the Original Loan Agreement to, among other things, increase the Facility Commitment to US\$12,000,000.

O. WHEREAS, on or about January 18, 2023, Maverix made an advance of US\$4,000,000 of the Facility Commitment to Elevation.

P. WHEREAS, on or about May 15, 2023, Maverix and Elevation entered into that certain Amended and Restated Loan Agreement (the “**First A&R Loan Agreement**”) to, among

other things, to make available a revolving Credit Facility up to a Facility Commitment of \$17,727,815.00.

Q. WHEREAS, on or about May 15, 2023, Maverix made an advance of US\$5,500,000 of the Facility Commitment to Elevation.

R. WHEREAS, on or about December 15, 2023, Maverix and Elevation entered into that certain Amended and Restated Loan Agreement (the "**Second A&R Loan Agreement**") to, among other things, clarify provisions and otherwise amending and restating the agreement between the parties.

S. WHEREAS, on or about March 15, 2024 Maverix and Elevation entered into that certain Third Amended and Restated Loan Agreement (the "**Third A&R Loan Agreement**") dated March 15, 2024, to, among other things, clarify provisions and otherwise amending and restating the agreement between the parties.

T. WHEREAS, the total amount outstanding under the Loan Agreement as of March 31, 2024 is \$18,169,796.

Promissory Note

U. WHEREAS, Golden Vertex executed and delivered that certain Promissory Note dated as of September 25, 2023 (the "**Original Promissory Note**," and as amended, modified or supplemented from time to time, the "**Promissory Note**"), for the benefit of Maverix in the original aggregate principal amount of US\$1,500,000, in consideration for Maverix advancing Golden Vertex US\$1,500,000 pursuant terms of the Streaming Agreement and a fee of US\$15,000.

V. WHEREAS, Golden Vertex executed and delivered that certain First Amended and Restated Promissory Note dated as of September 27, 2023 (the "**First A&R Promissory Note**"), for the benefit of Maverix in the amended aggregate principal amount of US\$1,725,000, in consideration for Maverix advancing Golden Vertex an additional advance of US\$225,000 pursuant to the terms of the Streaming Agreement and a fee of US\$15,000.

W. WHEREAS, Golden Vertex executed and delivered that certain Second Amended and Restated Promissory Note dated as of October 25, 2023 (the "**Second A&R Promissory Note**"), for the benefit of Maverix in the amended aggregate principal amount of US\$3,757,400, in consideration for Maverix advancing Golden Vertex an additional advance of US\$2,000,000 pursuant to the terms of the Streaming Agreement and a fee of US\$15,000.

X. WHEREAS, Golden Vertex executed and delivered that certain Third Amended and Restated Promissory Note dated as of November 21, 2023 (the "**Third A&R Promissory Note**"), for the benefit of Maverix in the amended aggregate principal amount of US\$3,772,400, in consideration for the principal amount and fees owed as of the date thereof pursuant to the terms of the Streaming Agreement and a fee of US\$72,000.

Y. WHEREAS, Golden Vertex executed and delivered that certain Fourth Amended and Restated Promissory Note dated as of December 1, 2023 (the "**Fourth A&R Promissory Note**"), for the benefit of Maverix in the amended aggregate principal amount of US\$6,594,400,

in consideration for Maverix advancing Golden Vertex an additional advance of US\$2,750,000 pursuant to the terms of the Streaming Agreement and a fee of US\$42,700.

Z. WHEREAS, Golden Vertex executed and delivered that certain Fifth Amended and Restated Promissory Note dated as of January 15, 2024 (the “**Fifth A&R Promissory Note**”), for the benefit of Maverix in the amended aggregate principal amount of US\$6,637,100, in consideration for the principal amount and fees owed as of the date thereof, to extend the maturity date for payment pursuant to the terms of the Streaming Agreement and a fee of US\$29,900.

The 2024 Advancements

AA. WHEREAS, on or about January 1, 2024, Golden Vertex requested Maverix to advance an additional amount under the Streaming Agreement for its continued operations. On or about January 29, 2024, Maverix agreed to extend an additional amount of US\$2,750,000 (the “**January 2024 Advancement**”).

BB. WHEREAS, Golden Vertex executed and delivered that certain Sixth Amended and Restated Promissory Note dated as of January 29, 2024 (the “**Sixth A&R Promissory Note**”), for the benefit of Maverix in the amended principal amount of US\$8,668,300, in consideration for Maverix advancing Golden Vertex an additional advance of US\$2,750,000 pursuant to the terms of the Streaming Agreement and a fee of US\$29,900.

CC. WHEREAS, on or about February 1, 2024, Golden Vertex requested Maverix to advance an additional amount for its continued operations. On or about February 9, 2024 and February 16, 2024, Maverix agreed to extend an additional amount of US\$500,000 and US\$600,000 (the “**February 2024 Advancement**,” together with the January 2024 Advancement, the “**2024 Advancements**”) to Golden Vertex in consideration for the parties to execute and deliver: (i) an amended and restated Promissory Note to reflect all amount owed to date, and (ii) this Amendment to reaffirm and reflect that all amounts paid by Maverix to Golden Vertex and Elevation, or guaranteed by such party as applicable, pursuant to the Streaming Agreement, and the Loan Agreement, are intended by all the parties to be secured interests in favor of Maverix pursuant to the terms of the Streaming Agreement and the related Security Documents.

DD. WHEREAS, Golden Vertex executed and delivered that certain Seventh Amended and Restated Promissory Note dated as of February 9, 2024 (the “**Seventh A&R Promissory Note**”), for the benefit of Maverix in the amended aggregate principal amount of US\$9,255,000, in consideration for Maverix advancing Golden Vertex an additional advance of US\$500,000 pursuant to the terms of the Streaming Agreement and a fee of US\$3,400.

EE. WHEREAS, Golden Vertex executed and delivered that certain Eighth Amended and Restated Promissory Note dated as of February 16, 2024 (the “**Eighth A&R Promissory Note**”), for the benefit of Maverix in the amended aggregate principal amount of US\$9,855,000, in consideration for Maverix advancing Golden Vertex an additional advance of US\$600,000 pursuant to the terms of the Streaming Agreement and a fee of US\$2,700.

FF. WHEREAS, Golden Vertex executed and delivered that certain Ninth Amended and Restated Promissory Note dated as of February 29, 2024 (the “**Ninth A&R Promissory Note**”), for the benefit of Maverix in the amended aggregate principal amount of US\$9,861,100.

GG. WHEREAS, Golden Vertex executed and delivered that certain Tenth Amended and Restated Promissory Note dated as of March 27, 2024 (the “**Tenth A&R Promissory Note**”), for the benefit of Maverix in the amended aggregate principal amount of US\$9,959,700, pursuant to the terms of the Streaming Agreement, the Tenth A&R Promissory Note, and a fee of US\$99,600.

HH. WHEREAS, the total amount outstanding under the Promissory Note is \$10,059,300 which is due and payable on April 30, 2024.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing promises and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto agree as follows:

1. Definitions. Capitalized terms not defined herein shall have the meaning ascribed to them in the Streaming Agreement, the Loan Agreement, or the Promissory Note, as applicable.

2. Incorporation of Recitals. The Recitals set forth above are hereby incorporated into and made a part of this Amendment.

3. Reaffirmation. Each Golden Vertex and Elevation each hereby (a) acknowledges and agrees that the Liens and any guarantees granted to Maverix under or in connection with the Streaming Agreement, Loan Agreement and the Promissory Note, are in full force and effect, constitute valid and perfected Liens on the Collateral (subject to Permitted Liens) and are enforceable in accordance with the terms of the Streaming Agreement, Loan Agreement, Promissory Note and such other applicable Transaction Document (as defined below), and will continue to secure or guarantee, as applicable, the Secured Obligations, including the Obligations of Golden Vertex and Elevation under and pursuant to the Streaming Agreement, Loan Agreement, the Promissory Note and each other applicable Transaction Document (as defined below), as amended hereby; (b) reaffirms all of its obligations owing to the Maverix under the Streaming Agreement, the Loan Agreement, the Promissory Note, any guarantee or any other agreement, instrument, or document securing or guaranteeing the obligations thereof (collectively, the “**Transaction Documents**”); and (c) acknowledges and agrees that the Streaming Agreement, the Loan Agreement, the Promissory Note and related documents shall continue to constitute legal, valid and binding secured obligations of each the Golden Vertex and Elevation, enforceable in accordance with their respective terms.

4. Amendment and Security Interest. The parties agree that in consideration for the 2024 Advancements provided by Maverix to Elevation, in accordance with the reaffirmations and amendments to the applicable Transaction Documents on the date hereof, all amounts due and all obligations of the Golden Vertex and Elevation under the Streaming Agreement, the Loan Agreement, Promissory Note, and each other Transaction Document have been and continue to constitute Supplier Obligations secured by the Streaming Agreement as of the date hereof. In furtherance of such secured obligations, Golden Vertex and Elevation reaffirm the first-priority security interest each has granted in favor of Maverix under the Streaming Agreement, the Loan Agreement, and the Promissory Note, and this amount is a secured obligation pursuant to the

Transaction Documents (as amended and modified on the date hereof). To evidence security interests granted herein, the parties agree to amend the Streaming Agreement to include the following Section 7.4:

7.4 Additional Amounts

Each the Parent Company and the Operator, in consideration for any future advancement of funds made to either by the Purchaser pursuant to this Agreement agree (i) that certain Loan Agreement dated August 15, 2022 (as may be amended, modified or supplemented from time-to-time), by and among the Purchaser and the Parent Company, and (ii) that certain Promissory Note dated as of September 25, 2023 (as amended, modified or supplemented from time to time) granted by the Parent Company for the benefit of Purchaser, shall each be deemed a Parent Company Security Agreement. The parties further agree that in consideration for any amounts advanced by the Purchaser to the Parent Company or the Operator from time-to-time pursuant to the Loan Agreement or the Promissory Note shall be secured obligations and subject to the security interest provided pursuant to the terms herein.

5. Deed of Trust Amendment. Elevation and Golden Vertex further agree to execute and grant an amendment (“**Amendment to Deed of Trust**”) to that certain Deed of Trust, Assignment of Production, Leases and Rents, Security Agreement and Financing Statement dated as of December 12, 2018 and recorded December 12, 2018 as Instrument No. 2018061046 securing such amounts against the Moss Mine Project as defined in the Streaming Agreement to (i) reaffirm, confirm, and evidence the secured interest of Maverix in the U.S. assets and collateral of Golden Vertex, as the wholly owned subsidiary of Elevation, and (ii) update and reflect additional after acquired property interests of Elevation since 2018 in accordance with the terms, conditions, and requirements of the Deed of Trust. A form of such Amendment to Deed of Trust is attached hereto as Exhibit A.

6. Reaffirmation of Security Agreement and Guarantee. In furtherance of the security interests reaffirmed herein, the parties agree to execute and deliver (i) that certain Reaffirmation of Security Agreement dated as of the date hereof, a form of which is attached hereto as Exhibit B, and (ii) that certain Reaffirmation of Guarantee dated as of the date hereof, a form of which is attached hereto as Exhibit C.

7. Representations and Warranties. Golden Vertex and Elevation each represents and warrants to the Maverix that each (a) has the full power and authority to execute, deliver and perform its obligations under this Amendment; (b) the execution and delivery of this Amendment have been duly authorized by all necessary action of the stockholders and directors, as applicable; (c) as of the date hereof the representations and warranties made by Elevation in Sections 1, 3, 4, 7, 9, 10, 12, 13, 14, 21 and 29 of Schedule “D” of the Streaming Agreement remain true and correct in all material respects; and (d) as of the date hereof Golden Vortex and Elevation are in compliance, in all material respects, with the covenants made by each of the them in the Streaming Agreement, the Loan Agreement, and the Promissory Note.

8. Further Acts. Each of the parties to this Amendment shall at the request of any other party and at the cost and expense of Golden Vertex, execute and deliver any further

documents and do all acts and things as that party may reasonably require in order to carry out the true intent and meaning of this Amendment, including but not limited to effectuating the security interests contemplated herein, including but limited to Maverix preparing, recording, filing, re-recording, or re-filing any financing statement, perfection statement, continuation statement or other instrument in any public office or for otherwise ensuring the perfection or maintenance of any security interest granted pursuant to the Streaming Agreement as amended herein.

9. Validity, Effectiveness and Binding Nature. Golden Vertex and Elevation shall not, and shall not cause any each their affiliates to, contest in any manner the effectiveness, validity, binding nature or enforceability of this Amendment or any of the security interests created or reaffirmed herein.

10. Counterparts. This Amendment may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which taken together shall constitute but one and the same agreement. Counterpart signature pages to this Amendment transmitted by facsimile transmission, by electronic mail in “portable document format” (“**.pdf**”) form, or by any other electronic means intended to preserve the original graphic and pictorial appearance of a document, will have the same effect as physical delivery of the paper document bearing an original signature.

11. Governing Law. This Amendment shall be governed by and interpreted in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein. The parties agree to submit to the exclusive jurisdiction of the courts of the Province of British Columbia with respect to any proceedings related to this Amendment.

12. Amendment. No provision of this Amendment may be modified, waived or terminated except by an instrument in writing executed by each party hereto.

13. Successors. This Amendment shall enure to the benefit of Maverix and its successors and assigns and shall be binding on Golden Vertex and Elevation and their respective successors and assigns and shall for all purposes be deemed to be a Transaction Document (as defined in the Streaming Agreement).


14. Severability. If any part, term or provision of this Amendment is held to be illegal, in conflict with any law or otherwise invalid, the remaining portion or portions shall be considered severable and not be affected by such determination, and the rights and obligations of the parties shall be construed and enforced as if the Amendment did not contain the particular part, term or provisions held to be illegal or invalid.

15. TSXV Approval. This Agreement, and the obligations of the parties hereto, are subject to the approval of the TSX Venture Exchange (the “TSXV”). Elevation agrees that it shall use commercially reasonable efforts to obtain the TSXV’s approval of this Agreement as soon as practicable following the execution hereof.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed by their respective authorized officers as of the Effective Date.

MAVERIX METALS INC.

By: 
Name: C. Warren Beil
Title: Director

GOLDEN VERTEX CORP.

By: _____
Name:
Title:

ELEVATION GOLD MINING CORPORATION

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed by their respective authorized officers as of the Effective Date.

MAVERIX METALS INC.

By: _____
Name:
Title:

GOLDEN VERTEX CORP.

By: Tim F. Swendseid
Name: Tim Swendseid
Title: Chief Executive Officer

ELEVATION GOLD MINING CORPORATION

By: Tim F. Swendseid
Name: Tim Swendseid
Title: Chief Executive Officer

Exhibit A

Amendment to Deed of Trust

Exhibit A

**REAFFIRMATION AND AMENDMENT TO PLEDGE AND SECURITY
AGREEMENT**

THIS REAFFIRMATION AND AMENDMENT TO PLEDGE AND SECURITY AGREEMENT (this “**Amendment**”), dated as of April __, 2024, and effective as of January 29, 2024 (the “**Effective Date**”), is entered into by and between GOLDEN VERTEX CORP., an Arizona corporation (“**Debtor**”) and MAVERIX METALS INC. (“**Secured Party**”). Capitalized terms used herein and not otherwise defined shall have the meanings given to them in the Security Agreement (as defined below) or the Streaming Agreement (as defined below), as applicable.

RECITALS

WHEREAS, the Debtor, the Secured Party, and Elevation Gold Mining Corporation (formerly known as Northern Vertex Mining Corp.) (“**Elevation**”) entered into that certain Silver Purchase and Sale Agreement dated December 5, 2018 (the “**Original Streaming Agreement**,” and as amended, modified or supplemented from time to time, the “**Streaming Agreement**”), pursuant to which Debtor has agreed to sell to Secured Party, and Secured Party has agreed to purchase from Golden Vertex, Refined Silver in certain circumstances, subject to and in accordance with the terms and conditions of the Streaming Agreement.

WHEREAS, pursuant to Section 7.2(b) of the Streaming Agreement, as security for the obligations of Operator under the Streaming Agreement, Debtor has granted security interests in, to and over all the property and assets of Debtor including (i) the Project Assets, and (ii) the Produced Silver, and in each case including all Operator Collateral pursuant to the Operator Security Agreements.

WHEREAS, in connection with the aforementioned security interests, Debtor has, among things, executed and delivered that certain Pledge and Security Agreement dated as of December 12, 2018, granting a security interest in the Collateral in favor of Secured Party (as amended, modified or supplemented from time to time, the “**Security Agreement**”).

WHEREAS, Secured Party has extended additional advances and the current amount outstanding Twenty-Eight Million, Two Hundred Twenty-Nine Thousand, Ninety-Six U.S. Dollars (\$28,229,096.00) as of the date hereof (collectively referred to as the “**Subsequent Advances**”) to Debtor and/or Elevation as evidenced by, among other things, the following documents:

- a. That certain Loan Agreement dated August 15, 2022, by and between Elevation, as borrower, and Secured Party (formerly known as 1198251 B.C. Ltd.), as lender, as amended, restated, modified or supplemented by that certain (i) First Amendment to Loan Agreement dated January 18, 2023, (ii) Amended and Restated Loan Agreement dated May 15, 2023, (iii) Second Amended and Restated Loan Agreement dated December 15, 2023, and (iv) the Third Amended and Restated Loan Agreement dated March 15, 2024 (collectively, and as further amended, restated, modified or supplemented from time to time, the “**Loan Agreement**”).

EXECUTION VERSION

- b. That certain Promissory Note executed and delivered by Debtor dated as of September 25, 2023 as amended, restated, modified or supplemented by that certain (i) First Amended and Restated Promissory Note dated as of September 27, 2023, (ii) Second Amended and Restated Promissory Note dated as of October 25, 2023, (iii) Third Amended and Restated Promissory Note dated as of November 21, 2023, (iv) Fourth Amended and Restated Promissory Note dated as of December 1, 2023, (v) Fifth Amended and Restated Promissory Note dated as of January 15, 2024, (vi) that certain Sixth Amended and Restated Promissory Note dated as of January 29, 2024, (vii) that certain Seventh Amended and Restated Promissory Note dated as of February 9, 2024, (viii) that certain Eighth Amended and Restated Promissory Note dated as of February 16, 2024, (ix) that certain Ninth Amended and Restated Promissory Note dated as of February 29, 2024, and (x) that certain Tenth Amended and Restated Promissory Note dated as of March 27, 2024 (collectively, and as further amended, restated, modified or supplemented from time to time, the “**Promissory Note**”).

WHEREAS, Debtor, Elevation and Secured Party have entered into that certain Reaffirmation and Third Amendment to the Silver Purchase and Sale Agreement (the “**Third Streaming Agreement Amendment**”) dated as of the date hereof and other loan modification documents as referenced therein, and pursuant to the Third Streaming Agreement Amendment, Debtor and Secured Party have agreed to execute this Amendment to further amend, acknowledge and reaffirm the Secured Obligations secured by the Security Agreement.

NOW, THEREFORE, in consideration of the agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

AGREEMENT

1. **Amendment to Definitions.** Section 1(c) of the Security Agreement is hereby amended to add the following defined terms in appropriate alphabetical order:

“2024 Amendment” means that certain Reaffirmation and Amendment to Pledge and Security Agreement dated as of the date hereof, by and between Debtor and Secured Party.

“Loan Agreement” has the meaning set forth in the 2024 Amendment.

“Promissory Note” has the meaning set forth in the 2024 Amendment.

“Subsequent Advances” has the meaning set forth in the 2024 Amendment.

2. **Amendment to Secured Obligations.** Section 3 of the Security Agreement is hereby amended to (a) delete the word “and” appearing at the end of Section 3(a), (b) delete the “.” At the end of clause 3(b) and replace it with “; and”, and (iii) add a new clause (c) to read as follows:

EXECUTION VERSION

(c) the prompt and complete payment and performance by Debtor and/or Parent Company, as and when due (whether by scheduled performance, acceleration, demand or otherwise), of all obligations from time to time owing by any such party in respect of any of the Loan Agreement, the Promissory Note, or any agreement or document entered into in connection therewith, including, without limitation, (i) the Subsequent Advances, (ii) all future advances, now or hereafter made or extended by Secured Party to Debtor and/or Parent Company pursuant to any of the Loan Agreement, the Promissory Note, or any agreement or document entered into in connection therewith, and (iii) payment of all interest, fees, commissions, charges, expense reimbursements, indemnifications and all other amounts due or to become due under any of the Loan Agreement, the Promissory Note, or any agreement or document entered into in connection therewith (including, without limitation, all interest, fees, commissions, charges, expense reimbursements, indemnifications and other amounts that accrue after the commencement of any Insolvency Proceeding of any NEE Group Entity, whether or not the payment of such interest, fees, commissions, charges, expense reimbursements, indemnifications and other amounts are unenforceable or are not allowable, in whole or in part, due to the existence of such Insolvency Proceeding).

3. **Ratification and Reaffirmation.** Debtor hereby agrees that all of the terms, provisions, covenants, representations, warranties, conditions and stipulations contained in the Security Agreement, as amended by this Amendment, the grant of the security interest in the Collateral as collateral security for all of the Secured Obligations, including as amended by this Amendment, and all of Debtor's obligations under the Security Agreement are hereby ratified, reaffirmed and confirmed by Debtor in all respects, and Debtor admits and confirms the validity and enforceability of the Security Agreement as continuing security for the payment and performance of the Secured Obligations, and agrees and admits that it has no defense to or offset against any such obligation, all of which shall continue to apply with full force and effect to such Debtor.

4. **Representations and Warranties.** Debtor represents, warrants and confirms to the Secured Party that:

(a) all corporate authority necessary for it to execute and deliver this Amendment has been obtained; this Amendment is a valid and legally binding obligation of the Debtor, enforceable against it in accordance with its terms; and all corporate by-laws and resolutions which authorized the execution and delivery of the Security Agreement remain in full force and continue to apply with full force and effect; and

(b) all filings and registrations with respect to the Security Agreement and all security and other interests granted pursuant to the Security Agreement remain in place and continue to be binding and effective as against the Debtor.

5. **Full Force and Effect.** Other than as expressly amended hereby or by the Third Streaming Agreement Amendment, the Security Agreement shall remain in full force and effect.

6. **Governing Law.** This Amendment will be governed by, interpreted and enforced in accordance with the laws of the State of Arizona.

EXECUTION VERSION

7. **Counterparts.** This Amendment may be executed in any number of counterparts, each of which when so executed and delivered shall be an original, but all of which shall constitute one and the same instrument. Delivery of executed counterparts of this Amendment by facsimile or other secure electronic format (.pdf) shall be effective as an original.

8. **Successors and Assigns.** This Amendment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

9. **Headings.** The headings of the sections hereof are provided for convenience only and shall not in any way affect the meaning or construction of any provision of this Amendment.

10. **Severability.** If any provision of this Amendment is held to be illegal, invalid or unenforceable, (a) the legality, validity and enforceability of the remaining provisions of this Amendment shall not be effected or impaired thereby and (b) the parties shall endeavor in good faith negotiations to replace the illegal, invalid or unenforceable provisions with valid provisions the economic effect of which comes as close as possible to that of the illegal, invalid or unenforceable provisions. The invalidity of a provision in a particular jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

[SIGNATURE PAGES FOLLOW]

Each of the parties hereto has caused a counterpart of this Amendment to be duly executed and delivered as of the date first above written, and effective as of the Effective Date.

SECURED PARTY:

MAVERIX METALS INC.

By: _____
Name:
Title:

DEBTOR:

GOLDEN VERTEX CORP.

By: _____
Name:
Title:

Exhibit B

Reaffirmation of Security Agreement

REAFFIRMATION AND AMENDMENT TO PLEDGE AND SECURITY AGREEMENT

THIS REAFFIRMATION AND AMENDMENT TO PLEDGE AND SECURITY AGREEMENT (this “**Amendment**”), dated as of April ___, 2024, and effective as of January 29, 2024 (the “**Effective Date**”), is entered into by and between GOLDEN VERTEX CORP., an Arizona corporation (“**Debtor**”) and MAVERIX METALS INC. (“**Secured Party**”). Capitalized terms used herein and not otherwise defined shall have the meanings given to them in the Security Agreement (as defined below) or the Streaming Agreement (as defined below), as applicable.

RECITALS

WHEREAS, the Debtor, the Secured Party, and Elevation Gold Mining Corporation (formerly known as Northern Vertex Mining Corp.) (“**Elevation**”) entered into that certain Silver Purchase and Sale Agreement dated December 5, 2018 (the “**Original Streaming Agreement**,” and as amended, modified or supplemented from time to time, the “**Streaming Agreement**”), pursuant to which Debtor has agreed to sell to Secured Party, and Secured Party has agreed to purchase from Golden Vertex, Refined Silver in certain circumstances, subject to and in accordance with the terms and conditions of the Streaming Agreement.

WHEREAS, pursuant to Section 7.2(b) of the Streaming Agreement, as security for the obligations of Operator under the Streaming Agreement, Debtor has granted security interests in, to and over all the property and assets of Debtor including (i) the Project Assets, and (ii) the Produced Silver, and in each case including all Operator Collateral pursuant to the Operator Security Agreements.

WHEREAS, in connection with the aforementioned security interests, Debtor has, among things, executed and delivered that certain Pledge and Security Agreement dated as of December 12, 2018, granting a security interest in the Collateral in favor of Secured Party (as amended, modified or supplemented from time to time, the “**Security Agreement**”).

WHEREAS, Secured Party has extended additional advances and the current amount outstanding Twenty-Eight Million, Two Hundred Twenty-Nine Thousand, Ninety-Six U.S. Dollars (\$28,229,096.00) as of the date hereof (collectively referred to as the “**Subsequent Advances**”) to Debtor and/or Elevation as evidenced by, among other things, the following documents:

- a. That certain Loan Agreement dated August 15, 2022, by and between Elevation, as borrower, and Secured Party (formerly known as 1198251 B.C. Ltd.), as lender, as amended, restated, modified or supplemented by that certain (i) First Amendment to Loan Agreement dated January 18, 2023, (ii) Amended and Restated Loan Agreement dated May 15, 2023, (iii) Second Amended and Restated Loan Agreement dated December 15, 2023, and (iv) the Third Amended and Restated Loan Agreement dated March 15, 2024 (collectively, and as further amended, restated, modified or supplemented from time to time, the “**Loan Agreement**”).

EXECUTION VERSION

- b. That certain Promissory Note executed and delivered by Debtor dated as of September 25, 2023 as amended, restated, modified or supplemented by that certain (i) First Amended and Restated Promissory Note dated as of September 27, 2023, (ii) Second Amended and Restated Promissory Note dated as of October 25, 2023, (iii) Third Amended and Restated Promissory Note dated as of November 21, 2023, (iv) Fourth Amended and Restated Promissory Note dated as of December 1, 2023, (v) Fifth Amended and Restated Promissory Note dated as of January 15, 2024, (vi) that certain Sixth Amended and Restated Promissory Note dated as of January 29, 2024, (vii) that certain Seventh Amended and Restated Promissory Note dated as of February 9, 2024, (viii) that certain Eighth Amended and Restated Promissory Note dated as of February 16, 2024, (ix) that certain Ninth Amended and Restated Promissory Note dated as of February 29, 2024, and (x) that certain Tenth Amended and Restated Promissory Note dated as of March 27, 2024 (collectively, and as further amended, restated, modified or supplemented from time to time, the “**Promissory Note**”).

WHEREAS, Debtor, Elevation and Secured Party have entered into that certain Reaffirmation and Third Amendment to the Silver Purchase and Sale Agreement (the “**Third Streaming Agreement Amendment**”) dated as of the date hereof and other loan modification documents as referenced therein, and pursuant to the Third Streaming Agreement Amendment, Debtor and Secured Party have agreed to execute this Amendment to further amend, acknowledge and reaffirm the Secured Obligations secured by the Security Agreement.

NOW, THEREFORE, in consideration of the agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

AGREEMENT

1. **Amendment to Definitions.** Section 1(c) of the Security Agreement is hereby amended to add the following defined terms in appropriate alphabetical order:

“2024 Amendment” means that certain Reaffirmation and Amendment to Pledge and Security Agreement dated as of the date hereof, by and between Debtor and Secured Party.

“Loan Agreement” has the meaning set forth in the 2024 Amendment.

“Promissory Note” has the meaning set forth in the 2024 Amendment.

“Subsequent Advances” has the meaning set forth in the 2024 Amendment.

2. **Amendment to Secured Obligations.** Section 3 of the Security Agreement is hereby amended to (a) delete the word “and” appearing at the end of Section 3(a), (b) delete the “.” At the end of clause 3(b) and replace it with “; and”, and (iii) add a new clause (c) to read as follows:

EXECUTION VERSION

(c) the prompt and complete payment and performance by Debtor and/or Parent Company, as and when due (whether by scheduled performance, acceleration, demand or otherwise), of all obligations from time to time owing by any such party in respect of any of the Loan Agreement, the Promissory Note, or any agreement or document entered into in connection therewith, including, without limitation, (i) the Subsequent Advances, (ii) all future advances, now or hereafter made or extended by Secured Party to Debtor and/or Parent Company pursuant to any of the Loan Agreement, the Promissory Note, or any agreement or document entered into in connection therewith, and (iii) payment of all interest, fees, commissions, charges, expense reimbursements, indemnifications and all other amounts due or to become due under any of the Loan Agreement, the Promissory Note, or any agreement or document entered into in connection therewith (including, without limitation, all interest, fees, commissions, charges, expense reimbursements, indemnifications and other amounts that accrue after the commencement of any Insolvency Proceeding of any NEE Group Entity, whether or not the payment of such interest, fees, commissions, charges, expense reimbursements, indemnifications and other amounts are unenforceable or are not allowable, in whole or in part, due to the existence of such Insolvency Proceeding).

3. **Ratification and Reaffirmation.** Debtor hereby agrees that all of the terms, provisions, covenants, representations, warranties, conditions and stipulations contained in the Security Agreement, as amended by this Amendment, the grant of the security interest in the Collateral as collateral security for all of the Secured Obligations, including as amended by this Amendment, and all of Debtor's obligations under the Security Agreement are hereby ratified, reaffirmed and confirmed by Debtor in all respects, and Debtor admits and confirms the validity and enforceability of the Security Agreement as continuing security for the payment and performance of the Secured Obligations, and agrees and admits that it has no defense to or offset against any such obligation, all of which shall continue to apply with full force and effect to such Debtor.

4. **Representations and Warranties.** Debtor represents, warrants and confirms to the Secured Party that:

(a) all corporate authority necessary for it to execute and deliver this Amendment has been obtained; this Amendment is a valid and legally binding obligation of the Debtor, enforceable against it in accordance with its terms; and all corporate by-laws and resolutions which authorized the execution and delivery of the Security Agreement remain in full force and continue to apply with full force and effect; and

(b) all filings and registrations with respect to the Security Agreement and all security and other interests granted pursuant to the Security Agreement remain in place and continue to be binding and effective as against the Debtor.

5. **Full Force and Effect.** Other than as expressly amended hereby or by the Third Streaming Agreement Amendment, the Security Agreement shall remain in full force and effect.

6. **Governing Law.** This Amendment will be governed by, interpreted and enforced in accordance with the laws of the State of Arizona.

EXECUTION VERSION

7. **Counterparts.** This Amendment may be executed in any number of counterparts, each of which when so executed and delivered shall be an original, but all of which shall constitute one and the same instrument. Delivery of executed counterparts of this Amendment by facsimile or other secure electronic format (.pdf) shall be effective as an original.

8. **Successors and Assigns.** This Amendment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

9. **Headings.** The headings of the sections hereof are provided for convenience only and shall not in any way affect the meaning or construction of any provision of this Amendment.

10. **Severability.** If any provision of this Amendment is held to be illegal, invalid or unenforceable, (a) the legality, validity and enforceability of the remaining provisions of this Amendment shall not be effected or impaired thereby and (b) the parties shall endeavor in good faith negotiations to replace the illegal, invalid or unenforceable provisions with valid provisions the economic effect of which comes as close as possible to that of the illegal, invalid or unenforceable provisions. The invalidity of a provision in a particular jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

[SIGNATURE PAGES FOLLOW]

Each of the parties hereto has caused a counterpart of this Amendment to be duly executed and delivered as of the date first above written, and effective as of the Effective Date.

SECURED PARTY:

MAVERIX METALS INC.

By: _____
Name:
Title:

DEBTOR:

GOLDEN VERTEX CORP.

By: _____
Name:
Title:

Exhibit C

Reaffirmation of Guarantee

REAFFIRMATION OF GUARANTEE AND SECURITY

This Reaffirmation (this “**Reaffirmation**”), dated as of April ___, 2024, and effective as of January 29, 2024 (the “**Effective Date**”), is made by Elevation Gold Mining Corporation (formerly known as Northern Vertex Mining Corp.) (“**Elevation**”), as the parent company of, and guarantor for Golden Vertex Corp. (“**Golden Vertex**”), in favor of Maverix Metals Inc. (“**Maverix**”).

RECITALS

WHEREAS, Elevation made that certain Guarantee dated as of December 12, 2018 (the “**Guarantee**”), to and in favor of Maverix and entered into a security agreement dated as of December 12, 2018 (the “**Security Agreement**”) in favor of Maverix, in each case, in consideration for the terms of that certain Silver Purchase and Sale Agreement dated December 5, 2018 (as amended, modified or supplemented from time to time, the “**Streaming Agreement**”), pursuant to which Golden Vertex has agreed to sell to Maverix, and Maverix has agreed to purchase from Golden Vertex, Refined Silver in certain circumstances, subject to and in accordance with the terms and conditions of the Streaming Agreement, and in exchange for a security interest for all amounts paid pursuant to the Streaming Agreement and related documents.

WHEREAS, Maverix, Golden Vertex, and Elevation have entered into the Reaffirmation and Third Amendment to Silver Purchase and Sale Agreement (Streaming Agreement) (the “**Reaffirmation and Third Amendment to Streaming Agreement**”), as of the date hereof.

WHEREAS, Elevation acknowledges and agrees that it will derive a direct, material benefit from the Reaffirmation and Third Amendment to Streaming Agreement, and that for consideration for the terms therein, Elevation agrees to execute and deliver this Reaffirmation.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing promises and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto agree as follows:

1. Definitions. Capitalized terms not defined herein shall have the meanings ascribed to them in the Reaffirmation and Third Amendment to Streaming Agreement.
2. Incorporation of Recitals. The Recitals set forth above are hereby incorporated into and made a part of this Reaffirmation.
3. Ratification and Reaffirmation. Elevation hereby agrees all the terms, provisions, covenants, representations, warranties, conditions and stipulations contained in the Guarantee and the Security Agreement, and all of such Elevation’s obligations thereunder, are hereby ratified, reaffirmed and confirmed by Elevation in all respects, and Elevation admits and confirms the validity and enforceability of the Guarantee, the Security Agreement and the other Transaction Documents to which it is a party. Elevation agrees and admits that it has no defense to or offset against any such obligation, all of which shall continue to apply with full force and effect to Elevation from and after the Effective Date. In furtherance thereof, Elevation reaffirms its

liabilities, obligations and agreements under the Guarantee and that the Guarantee remains in full force and effect as a continuing guarantee of the Obligations (as defined in the Guarantee), including without limitation, all amounts advanced by Maverix to Golden Vertex and/or Elevation under the Streaming Agreement, the Loan Agreement, the Promissory Note, the Gold Prepay Agreement and any other Transaction Document. Elevation acknowledges and agrees that every right, power and remedy of Maverix under the Guarantee, Streaming Agreement, Loan Agreement, Promissory Note, the Gold Prepay Agreement and any other Transaction Document are in full force and effect, including without limitation, such right, powers and remedies provided for the payment of the indebtedness and the performance of Golden Vertex's and Elevation's obligations thereunder.

4. Representations and Warranties. Elevation represents, warrants and confirms to Maverix that:

(a) the Security Agreement is and continues to be in full force and effect as continuing security for the payment and performance by Elevation of all Obligations (as defined in the Security Agreement) to Maverix arising from time to time including, without limitation, all of its indebtedness, liability and obligations under the Guarantee, and is enforceable against Elevation in accordance with its terms;

(b) all corporate authority necessary for it to execute and deliver this Reaffirmation has been obtained; this Reaffirmation is a valid and legally binding obligation of Elevation, enforceable against it in accordance with its terms; and all corporate by-laws and resolutions which authorized the execution and delivery of the Guarantee and the other Transaction Documents to which it is a party remain in full force and continue to apply with full force and effect; and

(c) all filings and registrations with respect to the Guarantee, the Security Agreement and the other Transaction Documents and all security and other interests granted pursuant to the Transaction Documents to which it is a party remain in place and continue to be binding and effective as against Elevation.

5. Governing Law. This Reaffirmation will be governed by, interpreted and enforced in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

6. Counterparts. This Reaffirmation may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

7. Successors and Assigns. The provisions of this Reaffirmation shall be binding upon Elevation and each Elevation's heirs, successors and assigns and shall inure to the benefit of and shall be enforceable by Maverix, and its successors, transferees and assigns.

[Signature Pages Follow].

IN WITNESS WHEREOF, the parties hereto have caused this Reaffirmation to be duly executed by their respective authorized officers as of the Effective Date.

MAVERIX METALS INC.

By: _____
Name:
Title:

ELEVATION GOLD MINING CORPORATION

By: _____
Name:
Title:

THIS IS **EXHIBIT "G"** REFERRED TO IN
THE AFFIDAVIT OF TIM SWENDSEID
SWORN BEFORE ME THIS 29th DAY
OF JULY, 2024



A Commissioner for taking Affidavits for
British Columbia

AMENDED AND RESTATED PROMISSORY NOTE

WHEREAS Maverix Metals Inc. (“Maverix”), Golden Vertex Corp. (the “Undersigned”) and Elevation Gold Mining Corp. (“Elevation”, formerly named Northern Vertex Mining Corp.) are parties to a Silver Purchase and Sale Agreement (Streaming Agreement) dated effective October 1, 2018 (the “Stream Agreement”) and, as secured by the Streaming Agreement, the following: (i) that certain Reaffirmation and Third Amendment to Streaming Agreement dated April 4, 2024, but effective as of January 29, 2024; (ii) that certain Deed of Trust, Assignment of Production, Leases and Rents, Security Agreement and Financing Statement dated as of December 12, 2018 and recorded December 12, 2018 as Fee No. 2018061046; (iii) Amendment to Deed of Trust, Assignment of Production, Leases and Rents, Security Agreement and Financing Statement dated April 4, 2024, but effective as of January 29, 2024, and recorded April 15, 2024, as Fee No. 2024017923; and (iv) such related documents.

AND WHEREAS Maverix and the Undersigned are parties to an Amended and Restated Promissory Note dated October 25, 2023, which evidences a debt in the principal amount plus applicable fees owing by the Undersigned to Maverix of US\$3,772,400, which amount is due and payable in full on November 21, 2023.

AND WHEREAS the parties further amended and restated the Amended and Restated Promissory Note, successively, to: (i) extend the maturity date of the Amended and Restated Promissory Note to January 17, 2024, and to obligate the Undersigned to incur an incremental fee of US\$72,000, which amount will be added to the principal amount and be due and payable upon the amended maturity date, (ii) advance a further additional amount of US\$2,750,000 to the Undersigned, which amount was added to the principal amount of the note, and to obligate the Undersigned to incur an incremental fee of US\$42,700, which amount was added to the principal amount and be due and payable upon the amended maturity date, (iii) extend the maturity date of the Amended and Restated Promissory Note to January 31, 2024, and to obligate the Undersigned to incur an incremental fee of US\$29,900, which amount was added to the principal amount due and payable upon the amended maturity date, (iv) advance a further additional amount of US\$2,000,000 to the Undersigned, which amount was added to the principal amount of the note, and to obligate the Undersigned to incur an incremental fee of US\$1,300, which amount was added to the principal amount due and payable upon the amended maturity date, (v) extend the maturity date of the Amended and Restated Promissory Note to February 29, 2024, and to obligate the Undersigned to incur an incremental fee of US\$86,700, which amount was added to the principal amount due and payable upon the amended maturity date, (vi) confirm the Amended and Restated Promissory Note is payable on demand, (vii) advance a further additional amount of US\$500,000 to the Undersigned, which amount was added to the principal amount of the note, and to obligate the Undersigned to incur an incremental fee of US\$3,400, which amount was added to the principal amount due and payable upon the amended maturity date, (viii) advance a further additional amount of US\$600,000 to the Undersigned, which amount was added to the principal amount of the note, and to obligate the Undersigned to incur an incremental fee of US\$2,700, which amount was added to the principal amount due and payable upon the amended maturity date, (ix) extend the maturity date of the Amended and Restated Promissory Note to March 31, 2024, and to obligate the Undersigned to incur an incremental fee of US\$98,600, which amount was added to the principal amount due and payable upon the amended maturity date, (x) extend the maturity date of the Amended and Restated Promissory Note to April 30, 2024, and to obligate the Undersigned to incur an incremental fee of US\$99,600, which amount was added to the principal amount due and payable upon the amended maturity date, (xi) extend the maturity date of the Amended and Restated Promissory Note to May 31, 2024, and to obligate the Undersigned to incur an incremental fee of US\$100,600, which amount was added to the principal amount due and payable upon the amended maturity date, and (xii) extend the maturity date of the Amended and Restated Promissory Note to June 30, 2024, and to obligate the Undersigned to incur an incremental fee of US\$101,600, which amount was added to the principal amount due and payable upon the amended maturity date.

AND WHEREAS the parties wish to further amend and restate the Amended and Restated Promissory Note to amend the maturity date of the Amended and Restated Promissory Note to July 31, 2024.

FOR VALUE RECEIVED, the Undersigned and Maverix hereby agree and acknowledge that:

- (1) All capitalized terms used herein but not otherwise defined shall have the meanings given to them in the Stream Agreement.
- (2) The parties agree that **US\$10,261,500** will be the principal amount of this Amended and Restated Promissory Note requiring repayment by the Undersigned in accordance with the terms hereof. The parties further agree that the principal amount of this Amended and Restated Promissory Note, including all instalments, prepayments, fees and interest payable is due on demand by Maverix.
- (3) Maverix will charge the Undersigned an additional fee of **US\$102,600** (the “**Fee**”), which amount will be due and payable in full, in addition to the principal amount of this note on July 31, 2024.
- (4) This Amended and Restated Promissory Note or any part hereof may be paid in advance, in whole or in part, at any time without notice, bonus or penalty, but in any event payment in full of this Amended and Restated Promissory Note, including the payment of the Fee, will be made by no later than July 31, 2024.
- (5) Any payment not made by the Undersigned on or by any applicable date referred to in this Amended and Restated Promissory Note shall incur interest on and after such due date at the rate of SOFR plus ten percent (10%), calculated, compounded, and paid monthly.
- (6) the Undersigned hereby waives presentment for payment, notice of nonpayment, protest, notice of protest and notice of dishonor.
- (7) Maverix is hereby authorized, at any time and from time to time, to the fullest extent permitted by applicable law, upon any default by the Undersigned of its payment obligations hereunder, to set off and apply any and all amounts owing by Maverix to or for the credit or account of the Undersigned against any of the Supplier Obligations or the Undersigned’s obligations under the Stream Agreement, irrespective of whether or not Maverix shall have made any demand under this Agreement. The rights of Maverix under this Section are in addition to any other rights and remedies (including other rights of set off) which Maverix may have hereunder, at law or in equity.
- (8) Default of the Undersigned’s obligations under this Amended and Restated Promissory Note will be considered a Supplier Event of Default under the Stream Agreement. The Undersigned acknowledges and agrees that the Stream Agreement continues in full force and effect and that this Amended and Restated Promissory Note does not serve to amend or otherwise alter the obligations of the Undersigned under the Stream Agreement.
- (9) This Amended and Restated Promissory Note is assignable by Maverix to an affiliate without prior notice to the Undersigned, provided such entity remains an affiliate of Maverix during the term of this Amended and Restated Promissory Note. Any other assignment of this note requires the consent of the other party hereto, such consent not to be unreasonably withheld. Time is of the essence hereof. This Amended and Restated Promissory Notice shall be governed by and construed in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

The parties hereto agree to attorn to the non-exclusive jurisdiction of the courts of British Columbia with respect to any legal proceedings related to this Amended and Restated Promissory Note. Capitalized terms used herein but not otherwise defined will have the meanings given to them in the Stream Agreement.

- (10) This Amended and Restated Promissory Note, dated the date recorded below, will amend, restate, and superseded the Promissory Note issued on May 27, 2024.

[The rest of this page is left intentionally blank.]

[Signature page follows.]

DATED as of this 28 day of June, 2024.

GOLDEN VERTEX CORP.

By: Tim F. Swendseid

Name: Tim Swendseid
Title: Chief Executive Officer

ACKNOWLEDGED, ACCEPTED AND AGREED TO this 28 day of June, 2024.

MAVERIX METALS INC.

By: C. Warren Beil

Name: C. Warren Beil
Title: Director

THIS IS EXHIBIT "H" REFERRED TO IN
THE AFFIDAVIT OF TIM SWENDSEID
SWORN BEFORE ME THIS 29th DAY
OF JULY, 2024



A Commissioner for taking Affidavits for
British Columbia

DEMAND PROMISSORY NOTE

Date: February 26, 2024

WHEREAS Maverix Metals Inc. ("**Maverix**"), Golden Vertex Corp. (the "**Debtor**") and Elevation Gold Mining Corporation ("**Elevation**", formerly named Northern Vertex Mining Corp.) are parties to a Silver Purchase and Sale Agreement (Streaming Agreement) dated effective October 1, 2018 (as amended or otherwise modified from time to time, the "**Stream Agreement**").

FOR VALUE RECEIVED, the Debtor hereby acknowledges itself indebted to Maverix and unconditionally promises to pay ON DEMAND (and as otherwise provided for herein) to or to the order of Maverix the principal amount set forth on the grid attached hereto as Schedule A from time to time (the "**Principal Amount**") (which for certainty, shall include any unpaid Advance Fees (as defined below)) in lawful money of the United States subject to the terms and conditions of this promissory note (this "**Note**").

1. All capitalized terms used herein but not otherwise defined shall have the meanings given to them in the Stream Agreement. Unless the context requires otherwise, references herein or in any other Transaction Document (as defined below): (a) to any agreement, instrument or other document shall be construed as referring to such agreement, instrument or other document as from time to time amended, supplemented or otherwise modified (subject to any restrictions on such amendments, supplements or modifications set forth herein or in any other Transaction Document) and (b) to any person shall be construed to include such person's successors and assigns.

"**Transaction Documents**" means this Note, the security agreement dated as of the date hereof among Elevation and Maverix, the guarantee dated as of the date hereof granted by Elevation in favour of Maverix and the pledge and security agreement dated as of the date hereof between the Debtor and Maverix, the Deed of Trust, Assignment of Production, Leases and Rents, Security Agreement, Fixture Filing and Financing Statement dated as of the date hereof entered into by the Debtor and Maverix, and all other agreements, documents, certificates and instruments executed and delivered to Maverix by the Debtor and/or Elevation in connection therewith.

2. The Principal Amount outstanding under this Note shall be recorded from time to time in the column headed "Principal Amount" on the record (the "**Grid**") attached hereto as Schedule A and forming part of this Note. Maverix shall record on the Grid (i) the amount of each advance (each, an "**Advance**") made by Maverix to Debtor, the date of such Advance (each, an "**Advance Date**"), the applicable Advance Fee (as defined below) as determined by Maverix and agreed to by Elevation, and the resulting increased Principal Amount outstanding hereof, and (ii) the date and amount of each repayment or prepayment of the Principal Amount hereunder and the resulting decreased Principal Amount outstanding hereof. Such recordations, in the absence of manifest error, shall be *prima facie* evidence of such subsequent advances and of such repayments or prepayments, provided that the failure of Maverix to make such recordations shall not affect the obligation of the Debtor to repay the Principal Amount outstanding in accordance with the terms hereof.
3. This Note shall be non-interest bearing.
4. As consideration for the Advances and for Maverix's agreement to perform the services described herein, the Debtor agrees to pay an advance fee (each an "**Advance Fee**") for each Advance in an amount to be determined by Maverix in its sole discretion and communicated to the Debtor prior to the Advance Date for such Advance. As a condition precedent to the advance of each Advance by Maverix, Elevation shall confirm in writing that it agrees to the applicable Advance Fee that has

been determined by Maverix, which fees shall be earned and payable on such Advance Date by adding such Advance Fee to the Principal Amount.

5. The aggregate unpaid Principal Amount (including for certainty, the Advance Fees) shall be due and payable in full on date of delivery of a demand notice from Maverix to the Debtor.
6. This Note or any part hereof may be paid in advance, in whole or in part, at any time without notice, bonus or penalty, but in any event payment in full of the outstanding Principal Amount of this Note (including for certainty, the Advance Fees) will be made on demand from Maverix.
7. The Principal Amount (including for certainty, the Advance Fees) and any other amounts that are past due under this Note shall bear interest at a rate of 12% per annum, compounded monthly and payable on demand, from the date of such non-payment until such amount is paid in full.
8. The Debtor hereby waives presentment for payment, notice of nonpayment, protest, notice of protest and notice of dishonor.
9. Maverix is hereby authorized, at any time and from time to time, to the fullest extent permitted by applicable law, upon any default by the Debtor of its payment obligations hereunder, to set off and apply any and all amounts owing by the Debtor to or for the credit or account of Maverix, including without limitation, against any of the Supplier Obligations or the Debtor's obligations under the Stream Agreement. The rights of Maverix under this Section are in addition to any other rights and remedies (including other rights of set off) which Maverix may have under the Transaction Documents, at law or in equity.
10. Default of the Debtor's obligations under this Note will be considered a Supplier Event of Default under the Stream Agreement. The Debtor acknowledges and agrees that the Stream Agreement continues in full force and effect and that this Note does not serve to amend or otherwise alter the obligations of the Debtor under the Stream Agreement.
11. Upon the commencement by or against the Debtor of any bankruptcy, reorganization, arrangement, adjustment of debt, relief of debtors, dissolution, insolvency or liquidation, or similar proceeding (each, an "**Insolvency Proceeding**") relating to the Debtor or its debts in any jurisdiction, the unpaid Principal Amount of this Promissory Note (including for certainty, the Advance Fees) and all other amounts owing hereunder shall become immediately due and payable without presentment, demand, protest or notice of any kind.
12. For purposes of the *Interest Act* (Canada), whenever in this Promissory Note any interest is calculated on the basis of a period of time other than a year of 365 or 366 days, as applicable, the annual rate of interest to which each rate of interest utilized pursuant to such calculation is equivalent is such rate so utilized multiplied by the actual number of days in the calendar year in which the same is to be ascertained and divided by the number of days used in such calculation. For the purposes of the *Interest Act* (Canada), the principle of deemed reinvestment of interest will not apply to any interest calculation under this Note, and the rates of interest stipulated in this Note are intended to be nominal rates and not effective rates or yields.
13. Notwithstanding any other provisions of this Note, if the amount of any interest, premium, fees or other monies or any rate of interest stipulated for, taken, reserved or extracted under this Note would otherwise contravene the provisions of section 347 of the *Criminal Code* (Canada), section 8 of the *Interest Act* (Canada) or any successor or similar legislation, or would exceed the amounts which Maverix is legally entitled to charge and receive under any law to which such compensation


is subject, then such amount or rate of interest shall be reduced to such maximum amount as would not contravene such provision; and to the extent that any excess has been charged or received, Maverix shall apply such excess against the outstanding Principal Amount and refund any further excess amount that was paid to Maverix in cash (or the equivalent).

14. This Note shall be binding upon the Debtor and its successors and permitted assigns, and the terms and provisions of this Note shall inure to the benefit of Maverix and its successors and permitted assigns, including subsequent holders hereof. This Note is assignable by Maverix to an affiliate without prior notice to the Debtor, provided such entity remains an affiliate of Maverix during the term of this Note. Any other assignment of this note requires the consent of the other party hereto, such consent not to be unreasonably withheld.
15. The failure at any time of Maverix to exercise any of its options or any other rights under this Note will not constitute a waiver thereof, nor will it be a bar to the exercise of any of its options or rights at a later date. All rights and remedies of Maverix will be cumulative and may be pursued singly, successively, or together, at the option of Maverix. The acceptance by Maverix of any partial payment will not constitute a waiver of any default or of any of Maverix's rights under this Note. No waiver of any of its rights hereunder, and no modification or amendment of this Note will be deemed to be made by Maverix unless the same is in writing and duly signed on its behalf; and each such waiver, if any, will apply only with respect to the specific instance involved, and will in no way impair the rights of Maverix or the obligations of the Debtor to Maverix in any other respect at any other time.
16. This Note is subject to the approval of the TSX Venture Exchange (the "TSXV"). In the event that this Note is not approved by the TSXV, the Debtor shall immediately repay to Maverix all outstanding Advances and Advance Fees under this Note, and this Note shall be terminated. Elevation shall use its commercially reasonable efforts to obtain TSXV approval of this Note as soon as practicable following the execution hereof.
17. Time is of the essence hereof.
18. This Note shall be governed by and construed in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein. The parties hereto agree to attorn to the non-exclusive jurisdiction of the courts of British Columbia with respect to any legal proceedings related to this Note.
19. This Note may be executed in counterparts, each of which is deemed an original, but all of which together are deemed to be one and the same agreement. A signed copy of this Note delivered by facsimile, email or other means of electronic transmission is deemed to have the same legal effect as delivery of an original signed copy of this Note. The word "executed" and words of like import shall be deemed to include electronic signatures or the keeping of records in electronic form, each of which shall be of the same legal effect, validity, or enforceability as a manually executed signature or the use of a paper based recordkeeping system, as the case may be, to the extent and as provided for in any law, including Parts 2 and 3 of the *Personal Information Protection and Electronic Documents Act* (Canada) and other similar federal or provincial laws based on the Uniform Electronic Commerce Act of the Uniform Law Conference of Canada or its Uniform Electronic Evidence Act, as the case may be.

-Signature Page Follows-

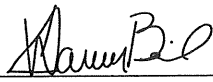
DATED as of the first date written above.

GOLDEN VERTEX CORP.

By: 
Name: Tim Swendseid
Title: Chief Executive Officer

Acknowledged, Accepted and Agreed by:

MAVERIX METALS INC.

By: 
Name: C. Warren Beil
Title: Director

Date: February 26, 2024

Signature Page – Demand Promissory Note

SCHEDULE A

GRID

Date	Amount of Advance	Amount of Advance Fee	Amount of Repayment	Principal Amount (including Advances and Advance Fees)	Notation Made By
26/02/24	US\$1,000,000	US\$11,000	Nil	US\$1,011,000	<i>CWB</i>

THIS IS **EXHIBIT "I"** REFERRED TO IN
THE AFFIDAVIT OF TIM SWENDSEID
SWORN BEFORE ME THIS 29th DAY
OF JULY, 2024



A Commissioner for taking Affidavits for
British Columbia



PERSONAL PROPERTY REGISTRY SEARCH RESULT
BC Registries and Online Services

Business Debtor - "ELEVATION GOLD MINING CORPORATION"
Search Date and Time: June 4, 2024 at 10:09:07 am Pacific time
Account Name: LAWSON LUNDELL
Folio Number: 175734

TABLE OF CONTENTS

3 Matches in 3 Registrations in Report Exact Matches: 3 (*) Total Search Report Pages: 10

Table with 4 columns: Base Registration, Base Registration Date, Debtor Name, Page. Contains 3 rows of search results for ELEVATION GOLD MINING CORPORATION.



PERSONAL PROPERTY REGISTRY SEARCH RESULT
BC Registries and Online Services

Base Registration Number: 599005G

Registration Description: PPSA SECURITY AGREEMENT
Act: PERSONAL PROPERTY SECURITY ACT
Base Registration Date and Time: February 22, 2012 at 7:12:14 am Pacific time
Current Expiry Date and Time: February 22, 2027 at 11:59:59 pm Pacific time
Trust Indenture: No

CURRENT REGISTRATION INFORMATION
(as of June 4, 2024 at 10:09:07 am Pacific time)

Secured Party Information

ROYAL BANK OF CANADA Address
36 YORK MILLS ROAD, 4TH FLOOR
TORONTO ON
M2P 0A4 Canada

Debtor Information

ELEVATION GOLD MINING CORPORATION Address
UNIT 1920, 1188 W GEORGIA ST
VANCOUVER BC
V6E 4A2 Canada

Vehicle Collateral

None



**PERSONAL PROPERTY REGISTRY SEARCH RESULT**

BC Registries and Online Services

General Collateral**Base Registration General Collateral:**

MONEYS OR AMOUNTS THAT MAY FROM TIME TO TIME BE ON DEPOSIT IN THE NAME OF DEBTOR WITH OR OWED TO DEBTOR BY SECURED PARTY, ROYAL BANK MORTGAGE CORPORATION, THE ROYAL TRUST COMPANY OR ROYAL TRUST CORPORATION OF CANADA OR ANY TWO OR MORE OF THEM, AND IN THE DEBTOR'S RIGHTS IN THOSE MONEYS OR THOSE AMOUNTS. ,PROCEEDS: ALL PROCEEDS INCLUDING, WITHOUT LIMITATION, GOODS (INCLUDING INVENTORY AND EQUIPMENT (EQUIPMENT INCLUDES, WITHOUT LIMITATION, MACHINERY, TOOLS, APPARATUS, PLANT, FURNITURE, FIXTURES, AIRCRAFT AND VEHICLES OF WHATSOEVER NATURE AND KIND) BUT EXCLUDING CONSUMER GOODS), MONEY, CHATTEL PAPER, DOCUMENTS OF TITLE, INSTRUMENTS ,AND SECURITIES.

Original Registering Party**ROYAL BANK OF CANADA****Address**

180 WELLINGTON ST W 3RD FLR
TORONTO ON
M5J 1J1 Canada

PERSONAL PROPERTY REGISTRY SEARCH RESULT

BC Registries and Online Services

HISTORY

(Showing most recent first)

RENEWAL

Registration Date and Time: January 28, 2022 at 6:06:48 am Pacific time
Registration Number: 503055N
Registration Life: 5 Years
New Expiration Date and Time: February 22, 2027 at 11:59:59 pm Pacific time

Registering Party Information

D + H LIMITED PARTNERSHIP

Address

2 ROBERT SPECK PARKWAY, 15TH FLOOR
MISSISSAUGA ON
L4Z 1H8 Canada

AMENDMENT

Registration Date and Time: January 5, 2022 at 11:54:40 am Pacific time
Registration Number: 462025N
Description: AMEND ADDRESS TO UNIT 1920, 1188 W GEORGIA

Debtor Information

**ELEVATION GOLD MINING
CORPORATION**

ADDRESS CHANGED

Address

UNIT 1920, 1188 W GEORGIA ST
VANCOUVER BC
V6E 4A2 Canada

Registering Party Information

D + H LIMITED PARTNERSHIP

Address

2 ROBERT SPECK PARKWAY, 15TH F
MISSISSAUGA ON
L4Z 1H8 Canada

PERSONAL PROPERTY REGISTRY SEARCH RESULT

BC Registries and Online Services

AMENDMENT

Registration Date and Time: December 24, 2021 at 12:35:49 pm Pacific time
Registration Number: 448361N
Description: BUSINESS DEBTOR NAME CHANGE

Debtor Information

ELEVATION GOLD MINING CORPORATION
(Formerly NORTHERN VERTEX CAPITAL INC.)
NAME CHANGED

Address
1055 WEST HASTINGS ST, STE 920
VANCOUVER BC
V6E 2E9 Canada

Secured Party Information

ROYAL BANK OF CANADA
ADDRESS CHANGED

Address
36 YORK MILLS ROAD, 4TH FLOOR
TORONTO ON
M2P 0A4 Canada

Registering Party Information

D + H LIMITED PARTNERSHIP

Address
2 ROBERT SPECK PARKWAY, 15TH F
MISSISSAUGA ON
L4Z 1H8 Canada

RENEWAL

Registration Date and Time: January 25, 2017 at 12:05:30 pm Pacific time
Registration Number: 787576J
Registration Life: 5 Years
New Expiration Date and Time: February 22, 2022 at 11:59:59 pm Pacific time

Registering Party Information

D & H LIMITED PARTNERSHIP

Address
4126 NORLAND AVENUE, SUITE 201
BURNABY BC
V5G 3S8 Canada



PERSONAL PROPERTY REGISTRY SEARCH RESULT
BC Registries and Online Services

Base Registration Number: 205108L

Registration Description: PPSA SECURITY AGREEMENT
Act: PERSONAL PROPERTY SECURITY ACT
Base Registration Date and Time: December 11, 2018 at 12:40:10 pm Pacific time
Current Expiry Date and Time: December 11, 2040 at 11:59:59 pm Pacific time
Trust Indenture: No

CURRENT REGISTRATION INFORMATION
(as of June 4, 2024 at 10:09:07 am Pacific time)

Secured Party Information

MAVERIX METALS INC. Address
SUITE 575, 510 BURRARD STREET
VANCOUVER BC
V6C 3A8 Canada

Debtor Information

ELEVATION GOLD MINING CORPORATION Address
STE 1650, 1075 WEST GEORGIA ST
VANCOUVER BC
V6E 3C9 Canada

Vehicle Collateral

None





PERSONAL PROPERTY REGISTRY SEARCH RESULT

BC Registries and Online Services

General Collateral

Base Registration General Collateral:

ALL THE DEBTOR'S PRESENT AND AFTER ACQUIRED RIGHT, TITLE AND INTEREST IN THE CAPITAL STOCK OF GOLDEN VERTEX CORP. (THE \PLEGDED PROPERTY\), INCLUDING WITHOUT LIMITATION, (A) ALL CERTIFICATES AND INSTRUMENTS EVIDENCING OR REPRESENTING PLEDGED PROPERTY; ,(B) ALL INTEREST, DIVIDENDS, INCOME, REVENUE, RETURN OF CAPITAL OR OTHER DISTRIBUTION (WHETHER IN CASH, KIND OR STOCK) RECEIVED OR RECEIVABLE UPON OR IN RESPECT OF ANY PLEDGED PROPERTY AND ALL MONIES OR OTHER PROPERTY PAYABLE OR PAID ON ACCOUNT OF ANY RETURN OR REPAYMENT OF CAPITAL IN RESPECT OF ANY PLEDGED ,PROPERTY OR OTHERWISE DISTRIBUTED IN RESPECT THEREOF OR WHICH WILL IN ANY WAY BE CHARGED TO, OR PAYABLE OR PAID OUT OF, THE CAPITAL OF ANY ISSUER OF PLEDGED PROPERTY ON ACCOUNT OF ANY SUCH PLEDGED PROPERTY; (C) ALL OTHER PROPERTY THAT MAY AT ANY TIME BE RECEIVED OR ,RECEIVABLE BY OR OTHERWISE DISTRIBUTED TO THE DEBTOR IN RESPECT OF, OR IN SUBSTITUTION FOR, OR IN EXCHANGE OR REPLACEMENT FOR, ANY OF THE FOREGOING; (D) ALL RIGHTS AND CLAIMS OF THE DEBTOR IN RESPECT OF ANY OF THE FOREGOING OR EVIDENCED THEREBY; AND ,ALL PROCEEDS OF ANY OF THE FOREGOING, INCLUDING GOODS, INVESTMENT PROPERTY, INSTRUMENTS, DOCUMENTS OF TITLE, CHATTEL PAPER, INTANGIBLES AND MONEY.

Original Registering Party

BLAKE CASSELS & GRAYDON LLP
ATTN: PPSA CLERK

Address

PO BOX 49314 2600 595 BURRARD
VANCOUVER BC
V7X 1L3 Canada



PERSONAL PROPERTY REGISTRY SEARCH RESULT

BC Registries and Online Services

HISTORY

(Showing most recent first)

AMENDMENT - DEBTORS AMENDED

Registration Date and Time: February 14, 2024 at 10:22:26 am Pacific time
Registration Number: 192149Q
Description:

Debtor Information

**ELEVATION GOLD MINING
CORPORATION**

ADDED

Address

STE 1650, 1075 WEST GEORGIA ST
VANCOUVER BC
V6E 3C9 Canada

**NORTHERN VERTEX MINING
CORP**

DELETED

Address

STE 1650, 1075 WEST GEORGIA ST
VANCOUVER BC
V6E 3C9 Canada

Registering Party Information

TORYS LLP

Address

79 WELLINGTON ST W, 30TH FLOOR
PO BOX 270, TD SOUTH TOWER
TORONTO ON
M5K 1N2 Canada

PERSONAL PROPERTY REGISTRY SEARCH RESULT

BC Registries and Online Services

Base Registration Number: 211857Q

Registration Description:	PPSA SECURITY AGREEMENT
Act:	PERSONAL PROPERTY SECURITY ACT
Base Registration Date and Time:	February 26, 2024 at 7:17:21 am Pacific time
Current Expiry Date and Time:	February 26, 2029 at 11:59:59 pm Pacific time Expiry date includes subsequent registered renewal(s)
Trust Indenture:	No

CURRENT REGISTRATION INFORMATION

(as of June 4, 2024 at 10:09:07 am Pacific time)

Secured Party Information

MAVERIX METALS INC.

Address

SUITE 575 510 BURRARD STREET
VANCOUVER BC
V6C 3A8 Canada

Debtor Information

**ELEVATION GOLD MINING
CORPORATION**

Address

STE 1650 1075 WEST GEORGIA ST
VANCOUVER BC
V6E 3C9 Canada

Vehicle Collateral

None

General Collateral

Base Registration General Collateral:

All the Debtor's present and after acquired personal property.



PERSONAL PROPERTY REGISTRY SEARCH RESULT
BC Registries and Online Services

Original Registering Party

TORYS LLP

Address

79 WELLINGTON ST W, 30TH FLOOR
PO BOX 270, TD SOUTH TOWER
TORONTO ON
M5K 1N2 Canada



THIS IS **EXHIBIT "J"** REFERRED TO IN
THE AFFIDAVIT OF TIM SWENDSEID
SWORN BEFORE ME THIS 29th DAY
OF JULY, 2024



A Commissioner for taking Affidavits for
British Columbia



PERSONAL PROPERTY REGISTRY SEARCH RESULT
BC Registries and Online Services

Business Debtor - "GOLDEN VERTEX CORP"
Search Date and Time: June 4, 2024 at 10:11:22 am Pacific time
Account Name: LAWSON LUNDELL
Folio Number: 175734

TABLE OF CONTENTS

1 Match in 1 Registration in Report Exact Matches: 1 (*) Total Search Report Pages: 3

Table with 4 columns: Base Registration, Base Registration Date, Debtor Name, Page. Row 1: 205111L, December 11, 2018, * GOLDEN VERTEX CORP, 2



Base Registration Number: 205111L

Registration Description:	PPSA SECURITY AGREEMENT
Act:	PERSONAL PROPERTY SECURITY ACT
Base Registration Date and Time:	December 11, 2018 at 12:40:32 pm Pacific time
Current Expiry Date and Time:	December 11, 2040 at 11:59:59 pm Pacific time Expiry date includes subsequent registered renewal(s)
Trust Indenture:	No

CURRENT REGISTRATION INFORMATION

(as of June 4, 2024 at 10:11:22 am Pacific time)

Secured Party Information

MAVERIX METALS INC.	Address
	SUITE 575, 510 BURRARD STREET VANCOUVER BC V6C 3A8 Canada

Debtor Information

GOLDEN VERTEX CORP	Address
	STE 1650, 1075 WEST GEORGIA ST VANCOUVER BC V6E 3C9 Canada

Vehicle Collateral

None

General Collateral

Base Registration General Collateral:

ALL PRESENT AND AFTER ACQUIRED PERSONAL PROPERTY.



PERSONAL PROPERTY REGISTRY SEARCH RESULT
BC Registries and Online Services

270

Original Registering Party

BLAKE CASSELS & GRAYDON LLP
ATTN: PPSA CLERK

Address

PO BOX 49314 2600 595 BARRARD
VANCOUVER BC
V7X 1L3 Canada



Business Debtor Search - "GOLDEN VERTEX CORP" | Page 3 of 3

THIS IS **EXHIBIT "K"** REFERRED TO IN
THE AFFIDAVIT OF TIM SWENDSEID
SWORN BEFORE ME THIS 29th DAY
OF JULY, 2024



A Commissioner for taking Affidavits for
British Columbia



Search Results

CHARLENE SARICH
 Fennemore Craig P C
 2394 E. CAMELBACK RD.
 SUITE 600
 Phoenix, AZ 85016

Date: 06/06/2024
 Order #: 99191212
 Customer #: 505218
 Reference 1: 043988.0002
 Reference 2: --

Target Name: Elevation Gold Ming Corporation

Jurisdiction: Recorder of Deeds, Dist. of Columbia

Search Type: UCC Lien
 Results: No Records Found

Searched Through: 06/03/2024
 Searched: 5 Years

MATTHEW W. MCEWEN
 UCC Team 2
 208 S. LaSalle Street
 Suite 814
 Chicago, IL 60604
 (888) 829-5817 EXT:3546
 matt.mcewen@wolterskluwer.com

This report contains information compiled from sources which CT Corporation considers reliable but does not control. The information provided is not a certified record of the applicable jurisdiction unless otherwise indicated. CT Corporation does not (i) warrant or guarantee the accuracy, completion or timeliness of the information provided or (ii) accept any liability for delays, errors or omissions in the information provided. CT Corporation is not an insurer with regard to this information or these services. Under no circumstances shall CT Corporation be liable for any loss of underlying collateral or loss (or decreased priority) of security interest in connection with this information or these services. Any categorization of search results is provided for convenience only and is not to be construed as a legal opinion concerning the status of filings .



Search Results

CHARLENE SARICH
Fennemore Craig P C
2394 E. CAMELBACK RD.
SUITE 600
Phoenix, AZ 85016

Date: 06/06/2024
Order #: 99191212
Customer #: 505218
Reference 1: 043988.0002
Reference 2: --

Target Name: Eclipse Gold Mining Corp.

Jurisdiction: Recorder of Deeds, Dist. of Columbia

Search Type: UCC Lien
Results: No Records Found

Searched Through: 06/03/2024
Searched: 5 Years

MATTHEW W. MCEWEN
UCC Team 2
208 S. LaSalle Street
Suite 814
Chicago, IL 60604
(888) 829-5817 EXT:3546
matt.mcewen@wolterskluwer.com

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**Search Results**

CHARLENE SARICH
Fennemore Craig P C
2394 E. CAMELBACK RD.
SUITE 600
Phoenix, AZ 85016

Date: 06/06/2024
Order #: 99191212
Customer #: 505218
Reference 1: 043988.0002
Reference 2: --

Target Name: Alcmene Mining Inc.

Jurisdiction: Recorder of Deeds, Dist. of Columbia

Search Type: UCC Lien
Results: No Records Found

Searched Through: 06/03/2024
Searched: 5 Years

MATTHEW W. MCEWEN
UCC Team 2
208 S. LaSalle Street
Suite 814
Chicago, IL 60604
(888) 829-5817 EXT:3546
matt.mcewen@wolterskluwer.com

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Search Results

CHARLENE SARICH
Fennemore Craig P C
2394 E. CAMELBACK RD.
SUITE 600
Phoenix, AZ 85016

Date: 06/06/2024
Order #: 99191212
Customer #: 505218
Reference 1: 043988.0002
Reference 2: --

Target Name: Golden Vertex (Idaho) Corp.

Jurisdiction: Secretary of State, Nevada

Search Type: UCC Lien
Results: No Records Found

Searched Through: 05/31/2024
Searched: 5 Years

Search Type: Federal Tax Lien
Results: No Records Found

Searched Through: 05/31/2024
Searched: 10 Years

MATTHEW W. MCEWEN
UCC Team 2
208 S. LaSalle Street
Suite 814
Chicago, IL 60604
(888) 829-5817 EXT:3546
matt.mcewen@wolterskluwer.com

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Search Results

CHARLENE SARICH
 Fennemore Craig P C
 2394 E. CAMELBACK RD.
 SUITE 600
 Phoenix, AZ 85016

Date: 06/06/2024
 Order #: 99191212
 Customer #: 505218
 Reference 1: 043988.0002
 Reference 2: --

Target Name: Hercules Gold USA, LLC

Jurisdiction: Secretary of State, Nevada

Search Type: UCC Lien
 Results: No Records Found

Searched Through: 05/31/2024
 Searched: 5 Years

Search Type: Federal Tax Lien
 Results: No Records Found

Searched Through: 05/31/2024
 Searched: 10 Years

MATTHEW W. MCEWEN
 UCC Team 2
 208 S. LaSalle Street
 Suite 814
 Chicago, IL 60604
 (888) 829-5817 EXT:3546
 matt.mcewen@wolterskluwer.com

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Search Results

CHARLENE SARICH
Fennemore Craig P C
2394 E. CAMELBACK RD.
SUITE 600
Phoenix, AZ 85016

Date: 06/06/2024
Order #: 99217050
Customer #: 505218
Reference 1: 043988.0002
Reference 2: --

Target Name: Golden Vertex Corp.

Jurisdiction: Secretary of State, Arizona

Search Type: Federal Tax Lien
Results: No Records Found

Searched Through: 05/21/2024
Searched: 10 Years

Search Type: State Tax Lien
Results: No Records Found

Searched Through: 05/21/2024
Searched: 10 Years

Search Type: UCC Lien
Results: See Attached Listing of Records Found with 42 Copies Attached

Searched Through: 05/21/2024
Searched: 5 Years

MATTHEW W. MCEWEN
UCC Team 2
208 S. LaSalle Street
Suite 814
Chicago, IL 60604
(888) 829-5817 EXT:3546
matt.mcewen@wolterskluwer.com

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Date: Jun. 06, 2024

CT Lien Solutions
UCC Search Report

The following represents a listing of the documentation you requested through a careful search of effective UCC filings recorded in the Office of the Secretary of State of AZ, Secretary of State, licensed from the State of an independent third party and maintained in a computerized form and available through our offices. Variations of the Name and Address of the search key may appear on this report as a result of the search findings and your individual request for the information.

This report reflects record effective through Apr. 23,2024

Because we cannot independently verify the accuracy of the public information maintained by the responsible government agency or other sources of this data, we make no guaranties, representations, or warranties as to the accuracy or completeness of this report. We cannot and do not accept any liability for errors or omissions.

State of AZ, Secretary of State UCC Debtor Name Search results performed on the following

Search Key :

Name = Golden Vertex

- | | | |
|---|--|--|
| 1 | 201700356779 Original filed on Sep. 20,2017
expires on Sep. 20,2027 | |
| | Orig DB | GOLDEN VERTEX CORP.
2440 ADOBE RD STE 101
BULLHEAD CITY AZ 86442 |
| | SecPty | CATERPILLAR FINANCIAL SERVICES CORPORATION
2120 W END AVE
NASHVILLE TN 37203 |
| | Amend | #201700356779 filed on Sep. 28,2017 |
| | Amend | #201700356779 filed on Dec. 07,2017 |
| | Amend | #201700356779 filed on Dec. 27,2017 |
| | Cont | #201700356779 filed on Sep. 15,2022 |
| 2 | 202000827777 Original filed on Dec. 14,2020
expires on Dec. 14,2025 | |
| | Orig DB | GOLDEN VERTEX CORP.
2440 ADOBE ROAD
BULLHEAD CITY AZ 86442-4485 |
| | SecPty | CATERPILLAR FINANCIAL SERVICES CORPORATION
2120 WEST END AVENUE
NASHVILLE TN 37203 |
| | Amend | #202000827777 filed on Feb. 16,2021 |
| 3 | 202000827796 Original filed on Dec. 14,2020
expires on Dec. 14,2025 | |
| | Orig DB | GOLDEN VERTEX CORP.
2440 ADOBE ROAD
BULLHEAD CITY AZ 86442-4485 |
| | SecPty | CATERPILLAR FINANCIAL SERVICES CORPORATION
2120 WEST END AVENUE |

Date: Jun. 06, 2024

- NASHVILLE TN 37203
- Amend #202000827796 filed on Feb. 16,2021
- 4 202000834639 Original filed on Dec. 28,2020
expires on Dec. 28,2025
- Orig DB GOLDEN VERTEX CORP.
2440 ADOBE ROAD,SUITE 101
BULLHEAD CITY AZ 86442
- SecPty CATERPILLAR FINANCIAL SERVICES CORPORATION
2120 WEST END AVENUE
NASHVILLE TN 37203
- 5 202100108599 Original filed on Mar. 09,2021
expires on Mar. 09,2026
- Orig DB GOLDEN VERTEX CORP.
2440 ADOBE ROAD
BULLHEAD CITY AZ 86442-4485
- SecPty CATERPILLAR FINANCIAL SERVICES CORPORATION
2120 WEST END AVENUE
NASHVILLE TN 37203
- 6 202100438291 Original filed on Aug. 19,2021
expires on Aug. 19,2026
- Orig DB GOLDEN VERTEX CORP.
2440 ADOBE RD STE 101
BULLHEAD CITY AZ 86442
- SecPty ASAHI REFINING USA, INC.
4601 WEST 2100 SOUTH
SALT LAKE CITY UT 84121
- 7 202400092541 Original filed on Feb. 14,2024
expíres on Feb. 14,2029
- Orig DB GOLDEN VERTEX CORP.
1075 WEST GEORGIA STREET,|SUITE 1659 |VANCOUVER BC V6E 3C9 CA
- SecPty MAVERIX METALS INC.
510 BURRARD STREET,|SUITE 575 |VANCOUVER BC V6CC 3A8 CA
- 8 202400106860 Original filed on Feb. 26,2024
expíres on Feb. 26,2029
- Orig DB GOLDEN VERTEX CORP.
1075 WEST GEORGIA STREET,|SUITE 1659|VANCOUVER BC V6E 3C9 CA
- SecPty MAVERIX METALS INC.
510 BURRARD STREET|SUITE 575|VANCOUVEER BC V6C 3A8 CA

[End of Report]

ARIZONA
SECRETARY OF STATE
09/20/17 09:20
FILED

UCC FINANCING STATEMENT
FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
Phone: (800) 331-3282 Fax: (818) 382-4141

B. EMAIL CONTACT AT FILER (optional)
GLS-CTLS_Glendale_Customer_Service@wccerslawer.com

C. SEND ACKNOWLEDGEMENT TO: (Name and Address) 15250 - GLOBAL MOVING

Lien Solutions
P.O. Box 28071
Glendale, CA 91209-9071

60685480
AZAZ

File with: Secretary of State, AZ

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (in or out of state exact full name; do not use, modify, or abbreviate any part of the Debtor's name); if any part of the individual Debtor's name will not fit in line 2b, leave all of line 2 blank; check here and provide the individual Debtor information in item 1C of the Financing Statement Addendum (Form UCC1Ad)

OR

2a. ORGANIZATION'S NAME
Golden Vertex Corp.

2b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDRESS (State, Postal Code, City) SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2440 Adobe Road, Suite 101 Burbank City AZ 95142 USA

2. DEBTOR'S NAME: Provide only one Debtor name (in or out of state exact full name; do not use, modify, or abbreviate any part of the Debtor's name); if any part of the individual Debtor's name will not fit in line 2b, leave all of line 2 blank; check here and provide the individual Debtor information in item 1C of the Financing Statement Addendum (Form UCC1Ad)

OR

2a. ORGANIZATION'S NAME

2b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDRESS (State, Postal Code, City) SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

3. SECURED PARTY'S NAME (or NAME (or NAME) of ASSIGNEE (SECURED PARTY'S Provide only one Secured Party name (MAY BE))

OR

3a. ORGANIZATION'S NAME
Caterpillar Financial Services Corporation

3b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDRESS (State, Postal Code, City) SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2125 West End Avenue Nashville TN 37203 USA

4. COLLATERAL: The financing statement covers the following collateral:
Capitalized terms used herein without definition shall have the meanings ascribed thereto in Article 9 of the Uniform Commercial Code as enacted in the State of Arizona (the "UCC"). This filing covers the following properties and rights of Debtor, wherever located, whether now owned or hereafter existing, created, acquired or arising whether by ownership, leasehold interest or otherwise ("Collateral"): (a) all goods or other property financed by Secured Party or its Affiliates to, or for the benefit of, Debtor or pledged by Debtor as collateral to Secured Party or its Affiliates, including without limitation any "Unit" as such term is defined in that certain Master Finance Lease Agreement, dated August 10th, 2017, between Secured Party and Debtor, and all or more Schedules or other instruments, documents, writings or agreements now or hereafter executed in connection therewith; (b) without limiting the generality of subsection (a), all goods or other property described on any Annex now or hereinafter attached hereto, which such Annexes shall be deemed to be incorporated by reference herein (c) all goods or other property described in subsections (a) and (b) above being hereinafter referred to, irrespective of whether such property constitutes "Equipment" or "Inventory" as such terms are defined pursuant to Article 9 of the UCC or some other type of collateral category thereunder, as the "Specified Units"; (d) all attachments, accessories and optional features of each Specified Unit (whether or not installed thereon) and all substitutions, replacements, additions, and Accessories; (e) the proceeds of all the foregoing, including proceeds in the form of any leases, subleases, chattel paper, instruments, and accounts relating to the sale, lease, sublease, transfer or other disposition of any Specified Units; (f) any supply contract, warranty agreement, extended services agreement and other instruments and documents that relate to the acquisition, installation, maintenance or warranty of any Specified Units, including operating manuals, training manuals, service guides, and maintenance and service records, in whatever form, including digital and electronic form; and (g) fixtures and products of the foregoing. Nothing herein (including, without limitation, the references to Proceeds) authorizes any sale, lease, or other disposition of the foregoing Collateral. In the event serial numbers, identification numbers or similar information has been included in the description of the Collateral, such information has been added by

5. Check if applicable and check only box: Collateral is held in a Trust (also UCC1Ad, item 17 and 18 documents); being administered by a Decedent's Personal Representative

6. Check if applicable and check only box:

7. ALTERNATIVE DESIGNATION (if applicable): Lease/Lender Consignee/Custodian Seller/Buyer Donee/Donor Lessor/Lessee

8. OPTIONAL FILER REFERENCE DATA:
80685480 SEC000000000

2017-01-03 09:57:30

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

5. NAME OF FIRST DEBTOR. Complete and file an original Financing Statement, if the debtor is not a bank. Debtor is a bank or debtor name did not fit, check here

OR

6. ORGANIZATION NAME:
Golden Vertex Corp.

7. INDIVIDUAL DEBTOR:

8. FIRST PERSONAL NAME:

9. ADDITIONAL PERSONAL NAMES:

10. GUESS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

10. DEBTOR'S NAME: Provide (10a or 10b) only. For additional Debtor name or Debtor name that did not fit in line 10a or 2b of the Financing Statement (Form UCC1) use below. Do not add, do not omit, modify, or abbreviate any part of the Debtor's name and enter the leading address in line 10c.

10a. ORGANIZATION NAME:

10b. INDIVIDUAL'S SURNAME:

10c. INDIVIDUAL'S FIRST PERSONAL NAME:

10d. INDIVIDUAL'S ADDITIONAL NAME(S) (MIDDLE NAME):

10e. MAILING ADDRESS:

10f. CITY:

10g. STATE:

10h. POSTAL CODE:

10i. COUNTRY:

11. ADDITIONAL SECURED PARTY'S NAME OR ASSIGNOR SECURED PARTY'S NAME: Provide only (5a or 5b)

12. FIRST PERSONAL NAME:

13. ADDITIONAL PERSONAL NAMES:

14. GUESS:

15. MAILING ADDRESS:

16. CITY:

17. STATE:

18. POSTAL CODE:

19. COUNTRY:

12. ADDITIONAL SPACE FOR ITEM 11 (continued). Secured Party in an effort to avoid confusion but is not intended to, and shall not, limit the description of Collateral.

13. THIS FINANCING STATEMENT IS TO BE FILED FOR RECORD (as required in the REAL ESTATE RECORDS (if addressed))

14. THE FINANCING STATEMENT: covers (debtor to service); covers (unconnected collateral); is filed as a future filing

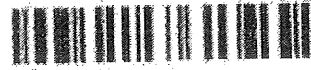
15. Name and address of a RECORD OWNER of real estate described in item 10 (if different from debtor's name and address):

16. Description of real estate:

ARIZONA
SECRETARY OF STATE
09/28/17 15:53
FILED

UCC FINANCING STATEMENT AMENDMENT
FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Phone: (800) 331-3282 Fax: (818) 882-4141	
B. E-MAIL CONTACT AT FILER (optional) CLS-CTLS_Glendale_Customer_Service@wolterskluwer.com	
C. SEND ACKNOWLEDGMENT TO: (Name and Address) 15950 - GLOBAL MINING	
Lien Solutions P.O. Box 28071 Glendale, CA 91209-9071	60790033 AZAZ



THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER:
2017-003-5677-9 9/20/2017 SS AZ

1b. This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Item: attach Amendment Addendum (Form UCC346) and provide Debtor's name in item 13.

2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to the security interest(s) of Secured Party authorizing this Termination Statement.

3. ASSIGNMENT (full or partial): Provide name of Assignee in item 7a or 7b, and address of Assignee in item 7c and name of Assignor in item 9. For partial assignment, complete items 7 and 9 and also indicate affected collateral in item 8.

4. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to the security interest(s) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

5. PARTY INFORMATION CHANGE:

Check one of these two boxes:

This Change affects: Debtor or Secured Party of record

AND Check one of these three boxes:

CHANGE name and/or address: Complete item 6a or 6b; and item 7a or 7b and item 7c.

ADD name: Complete item 7a or 7b, and item 7c.

DELETE name: Give record name to be deleted in item 6a or 6b.

6. CURRENT RECORD INFORMATION: Complete for Party Information Change - provide only one name (6a or 6b).

6a. ORGANIZATION'S NAME			
OR	6b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S) (INITIALS)
SUFFIX			

7. CHANGED OR ADDED INFORMATION: Complete for Assignment of Party Information Change - provide only one name (7a or 7b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

7a. ORGANIZATION'S NAME			
OR	7b. INDIVIDUAL'S SURNAME		
INDIVIDUAL'S FIRST PERSONAL NAME			
INDIVIDUAL'S ADDITIONAL NAME(S) (INITIALS)			
SUFFIX			
7c. MAILING ADDRESS		CITY	STATE
		PORTAL CODE	COUNTRY

8. COLLATERAL CHANGE: Also check one of these four boxes: ADD collateral DELETE collateral RESTATE covered collateral ASSIGN collateral

Indicate collateral:
See Annex to Exhibit A

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT: Provide only one name (9a or 9b) (name of Assignor, if this is an Assignment)

If this is an Amendment authorized by a DEBTOR, check here and provide name of authorizing Debtor

9a. ORGANIZATION'S NAME Caterpillar Financial Services Corporation			
OR	9b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S) (INITIALS)
SUFFIX			

10. OPTIONAL FILER REFERENCE DATA: Debtor Name: Golden Vertex Corp.

60790033 FEO-0000000-000

ANNEX TO
EXHIBIT A TO UCC FINANCING STATEMENT

Debtor: Golden Vertex Corp.
Mailing Address: 2440 Adobe Road, Suite 101,
Bullhead City, Arizona 86442

Secured Party: Caterpillar Financial Services Corporation
Mailing Address: 2120 West End Avenue
Nashville, TN 37203

Make/Type	Model	Other Information
Goodfellow Corporation	Primary Crusher	S/N: 416807
Goodfellow Corporation	Primary Crusher Motor	S/N: 11457762
Goodfellow Corporation	Primary Crusher Discharge Conveyor	S/N: 416806
Goodfellow Corporation	Vibrating Grizzly Feeder	S/N: 416808
Goodfellow Corporation	Primary Crusher Feed Hopper	S/N: 70RB-HP01-17
Goodfellow Corporation	Belt Magnet	S/N: 42-MG-17
Goodfellow Corporation	Secondary Crushing Feed Bin	S/N: 70RB-BN01-17
Goodfellow Corporation	Secondary Screen Feeder	S/N: 4223-FE01-17
Goodfellow Corporation	Secondary Crusher	S/N: C171033
Goodfellow Corporation	Secondary Crusher Motor	S/N: 1035549862
Goodfellow Corporation	Secondary Screen	S/N: S173905
Goodfellow Corporation	Screen Undersize Conveyor	S/N: P171917
Goodfellow Corporation	Tertiary Crusher	S/N: C171030
Goodfellow Corporation	Tertiary Crusher Motor	S/N: 1035822871
Goodfellow Corporation	Tertiary Screen	S/N: S173906
Goodfellow Corporation	Tertiary Screen	S/N: P171914
Goodfellow Corporation	Tertiary Crusher	S/N: C171036
Goodfellow Corporation	Tertiary Crusher Motor	S/N: 1036441948
Goodfellow Corporation	Tertiary Screen	S/N: S173907
Goodfellow Corporation	Screen Undersize Conveyor	S/N: P171915
Goodfellow Corporation	Tertiary Crushing Feed Bin	S/N: 140RB-BN02-17
Goodfellow Corporation	Tertiary Screen Feeder	S/N: 4223-FE02-17
Goodfellow Corporation	Secondary Bin Feed Conveyor	S/N: 416826
Goodfellow Corporation	Secondary Screen Feed Conveyor	S/N: 416827
Goodfellow Corporation	Crusher Discharge Conveyor	S/N: 416828
Goodfellow Corporation	Tertiary Bin Feed Conveyor	S/N: 416829
Goodfellow Corporation	Tertiary Screen Feed Conveyor	S/N: 416830
Goodfellow Corporation	Tertiary Screen Feed Conveyor	S/N: 416831

Goodfellow Corporation	Fine Crushing Product Conveyor	S/N: 416832
Goodfellow Corporation	Agglomeration Drum Feed Conveyor	S/N: 416833
Goodfellow Corporation	Agglomerated Product Conveyor	S/N: 416834
Goodfellow Corporation	Stockpile Feed Conveyor	S/N: 416809
Goodfellow Corporation	Metal Detector	S/N: 319233
Goodfellow Corporation	Metal Detector	S/N: 319234
Goodfellow Corporation	Belt Scale	S/N: 15315-0702
Goodfellow Corporation	Belt Scale	S/N: 15316-0702
Goodfellow Corporation	Belt Scale	S/N: 15317-0702
Goodfellow Corporation	Splice Kit	Special Tools
Caterpillar	XQ100 Generator	S/N: D4D02896
Caterpillar	XQ100 Generator	S/N: D4D02186

This Annex is attached to and incorporated by reference into Exhibit A, is added by Secured Party in an effort to avoid confusion, and shall not limit the description of Collateral on Exhibit A.

ARIZONA SECRETARY OF STATE

12/07/17 14:18

FILED

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
Phone: (800) 331-3282 Fax: (619) 662-4141

B. EMAIL CONTACT AT FILER (optional)
CLS-CLS_Glendale_Customer_Service@wallrockuswest.com

C. SEND ACKNOWLEDGMENT TO: (Name and Address) 15000 - GLOBAL MINING

Lien Solutions 61837949
P.O. Box 28071 AZAZ
Glendale, CA 91209-9071

File with Secretary of State, AZ



THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FLE NUMBER: 2017-003-5677-9, 8/20/2017 SS AZ

1b. This FINANCING STATEMENT AMENDMENT is to be filed for record (or recorded) in the REAL ESTATE RECORDS File: (type Amendment Address: if not RECORD) and provide Lender's name in item 9.

2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to the security interest(s) of Secured Party authorizing this Termination Statement.

3. ASSIGNMENT (full or partial): Provide name of Assignee in item 9a or 9b; and address of Assignee in item 9c; and name of Assignor in item 8. For partial assignment, complete items 7 and 9 and also indicate affected collateral in item 8.

4. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to the security interest(s) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

5. PARTY INFORMATION CHANGE:

Check one of these four boxes: **ADD** Check one of these three boxes: **CHANGE** name and/or address: Complete item 9a or 9b and item 9c or 9d and item 9e; **ADD** name: Complete item 9a or 9b; and item 9c; **DELETE** name: Give record name to be deleted in item 9a or 9b.

The Change affects: Debtor or Secured Party (if record) CHANGE name and/or address: Complete item 9a or 9b and item 9c or 9d and item 9e; ADD name: Complete item 9a or 9b; and item 9c; DELETE name: Give record name to be deleted in item 9a or 9b.

6. CURRENT RECORD INFORMATION: Complete for Party Information Change - provide address: name 9a or 9b.

9a. ORGANIZATION'S NAME

9b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S) INITIALS SUFFIX

7. CHANGED OR ADDED INFORMATION: Complete for Assignment of Party Information Change - provide name 9a or 9b; and address: name 9a or 9b.

9a. ORGANIZATION'S NAME

9b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S) INITIALS SUFFIX

9c. INDIVIDUAL'S FIRST PERSONAL NAME

9d. INDIVIDUAL'S ADDITIONAL NAME(S) INITIALS SUFFIX

9e. INDIVIDUAL'S ADDRESS CITY STATE POSTAL CODE COUNTRY

8. COLLATERAL CHANGE: Also check one of these four boxes: ADD collateral DELETE collateral RESTATE covered collateral ASSIGN collateral

Indicate collateral: See Annex to Exhibit A.

9. NAME OF SECURED PARTY OR RECORD AUTHORIZING THIS AMENDMENT: Provide first one name (9a or 9b) (name of Assignee, if this is an Assignment) if this is an Amendment authorized by a DEBTOR, check here: and provide name of authorizing Debtor.

9a. ORGANIZATION'S NAME: Caterpillar Financial Services Corporation

9b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S) INITIALS SUFFIX

10. OPTIONAL FILER REFERENCE DATA: Debtor Name: Golden Vertex Corp.

**ANNEX TO
EXHIBIT A TO UCC FINANCING STATEMENT**

Debtor: Golden Vertex Corp.
Mailing Address: 2440 Adobe Road, Suite 101,
Bullhead City, Arizona 86442

Secured Party: Caterpillar Financial Services Corporation
Mailing Address: 2120 West End Avenue
Nashville, TN 37203

Make/Type	Model	Other Information
Goodfellow Corporation	Primary Crusher	S/N: 416807
Goodfellow Corporation	Primary Crusher Motor	S/N: 11457762
Goodfellow Corporation	Primary Crusher Discharge Conveyor	S/N: 416806
Goodfellow Corporation	Vibrating Grizzly Feeder	S/N: 416808
Goodfellow Corporation	Primary Crusher Feed Hopper	S/N: 70RB-HP01-17
Goodfellow Corporation	Belt Magnet	S/N: 42-MG-17
Goodfellow Corporation	Secondary Crushing Feed Bin	S/N: 70RB-BN01-17
Goodfellow Corporation	Secondary Screen Feeder	S/N: 4223-FE01-17
Goodfellow Corporation	Secondary Crusher	S/N: C171033
Goodfellow Corporation	Secondary Crusher Motor	S/N: 1035549862
Goodfellow Corporation	Secondary Screen	S/N: S173905
Goodfellow Corporation	Screen Undersize Conveyor	S/N: P171917
Goodfellow Corporation	Tertiary Crusher	S/N: C171030
Goodfellow Corporation	Tertiary Crusher Motor	S/N: 1035822871
Goodfellow Corporation	Tertiary Screen	S/N: S173906
Goodfellow Corporation	Tertiary Screen	S/N: P171914
Goodfellow Corporation	Tertiary Crusher	S/N: C171036
Goodfellow Corporation	Tertiary Crusher Motor	S/N: 1036441948
Goodfellow Corporation	Tertiary Screen	S/N: S173907
Goodfellow Corporation	Screen Undersize Conveyor	S/N: P171915
Goodfellow Corporation	Tertiary Crushing Feed Bin	S/N: 140RB-BN02-17
Goodfellow Corporation	Tertiary Screen Feeder	S/N: 4223-FE02-17
Goodfellow Corporation	Secondary Bin Feed Conveyor	S/N: 416826
Goodfellow Corporation	Secondary Screen Feed Conveyor	S/N: 416827
Goodfellow Corporation	Crusher Discharge Conveyor	S/N: 416828
Goodfellow Corporation	Tertiary Bin Feed Conveyor	S/N: 416829
Goodfellow Corporation	Tertiary Screen Feed Conveyor	S/N: 416830
Goodfellow Corporation	Tertiary Screen Feed Conveyor	S/N: 416831

4024-2072-1005

Goodfellow Corporation	Fine Crushing Product Conveyor	S/N: 416832
Goodfellow Corporation	Agglomeration Drum Feed Conveyor	S/N: 416833
Goodfellow Corporation	Agglomerated Product Conveyor	S/N: 416834
Goodfellow Corporation	Stockpile Feed Conveyor	S/N: 416809
Goodfellow Corporation	Metal Detector	S/N: 319233
Goodfellow Corporation	Metal Detector	S/N: 319234
Goodfellow Corporation	Belt Scale	S/N: 15315-0702
Goodfellow Corporation	Belt Scale	S/N: 15316-0702
Goodfellow Corporation	Belt Scale	S/N: 15317-0702
Goodfellow Corporation	Splice Kit	Special Tools
Caterpillar	XQ100 Generator	S/N: D4D021896
Caterpillar	XQ100 Generator	S/N: D4D02186
Caterpillar	2620 Skid Steer	S/N: DTB07782

This Annex is attached to and incorporated by reference into Exhibit A, is added by Secured Party in an effort to avoid confusion, and shall not limit the description of Collateral on Exhibit A.

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS.

ARIZONA SECRETARY OF STATE

12/27/17 16:09

FILED

A. NAME & PHONE OF CONTACT AT FILER (optional)
Phone: (800) 331-3282 Fax: (616) 612-4141

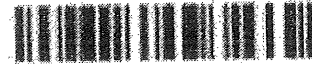
B. E-MAIL CONTACT AT FILER (optional)
CLS-CTLS_Glendale_Customer_Service@wolterskluwer.com

C. SEND ACKNOWLEDGMENT TO: (Name and Address) 15950 - GLOBAL MINDING

Lien Solutions
P.O. Box 29271
Glendale, CA 91209-9071

62073833
AZAZ

File with Secretary of State, AZ



THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

18. INITIAL FINANCING STATEMENT FILE NUMBER: 2017-003-5677-9 9/20/2017 SS AZ

19. This FINANCING STATEMENT AMENDMENT is to be filed (not record) (or recorded) in the PUBLIC STATE RECORDS (For each Amendment submission (Form UCC-344) and provide Debtor's name in item 9)

2. TERMINATION: Effectiveness of the Financing Statement (including those in termination with respect to the security interests) of Secured Party authorizing this Termination Statement

3. ASSIGNMENT (full or partial): Provide name of Assignee in item 7a, and address of Assignee in item 7c, and name of Assignor in item 9. For partial assignment, complete items 1 and 2 and also indicate affected collateral in item 6

4. CONTINUATION: Effectiveness of the Financing Statement (including those in continuation with respect to the security interests) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law

5. PARTY INFORMATION CHANGE: Check one of these boxes: Change name, Status of Secured Party, Assignor, Assignee, Debtor, Assignor and/or address, ADD name, DELETE name. (Check only one of these boxes for: CHANGE name and/or address: Complete item 6a or 6b or 6c or 6d or 6e or 6f or 6g or 6h or 6i or 6j or 6k or 6l or 6m or 6n or 6o or 6p or 6q or 6r or 6s or 6t or 6u or 6v or 6w or 6x or 6y or 6z or 6aa or 6ab or 6ac or 6ad or 6ae or 6af or 6ag or 6ah or 6ai or 6aj or 6ak or 6al or 6am or 6an or 6ao or 6ap or 6aq or 6ar or 6as or 6at or 6au or 6av or 6aw or 6ax or 6ay or 6az or 6ba or 6bb or 6bc or 6bd or 6be or 6bf or 6bg or 6bh or 6bi or 6bj or 6bk or 6bl or 6bm or 6bn or 6bo or 6bp or 6bq or 6br or 6bs or 6bt or 6bu or 6bv or 6bw or 6bx or 6by or 6bz or 6ca or 6cb or 6cc or 6cd or 6ce or 6cf or 6cg or 6ch or 6ci or 6cj or 6ck or 6cl or 6cm or 6cn or 6co or 6cp or 6cq or 6cr or 6cs or 6ct or 6cu or 6cv or 6cw or 6cx or 6cy or 6cz or 6da or 6db or 6dc or 6dd or 6de or 6df or 6dg or 6dh or 6di or 6dj or 6dk or 6dl or 6dm or 6dn or 6do or 6dp or 6dq or 6dr or 6ds or 6dt or 6du or 6dv or 6dw or 6dx or 6dy or 6dz or 6ea or 6eb or 6ec or 6ed or 6ee or 6ef or 6eg or 6eh or 6ei or 6ej or 6ek or 6el or 6em or 6en or 6eo or 6ep or 6eq or 6er or 6es or 6et or 6eu or 6ev or 6ew or 6ex or 6ey or 6ez or 6fa or 6fb or 6fc or 6fd or 6fe or 6ff or 6fg or 6fh or 6fi or 6fj or 6fk or 6fl or 6fm or 6fn or 6fo or 6fp or 6fq or 6fr or 6fs or 6ft or 6fu or 6fv or 6fw or 6fx or 6fy or 6fz or 6ga or 6gb or 6gc or 6gd or 6ge or 6gf or 6gg or 6gh or 6gi or 6gj or 6gk or 6gl or 6gm or 6gn or 6go or 6gp or 6gq or 6gr or 6gs or 6gt or 6gu or 6gv or 6gw or 6gx or 6gy or 6gz or 6ha or 6hb or 6hc or 6hd or 6he or 6hf or 6hg or 6hi or 6hj or 6hk or 6hl or 6hm or 6hn or 6ho or 6hp or 6hq or 6hr or 6hs or 6ht or 6hu or 6hv or 6hw or 6hx or 6hy or 6hz or 6ia or 6ib or 6ic or 6id or 6ie or 6if or 6ig or 6ih or 6ii or 6ij or 6ik or 6il or 6im or 6in or 6io or 6ip or 6iq or 6ir or 6is or 6it or 6iu or 6iv or 6iw or 6ix or 6iy or 6iz or 6ja or 6jb or 6jc or 6jd or 6je or 6jf or 6jg or 6jh or 6ji or 6jj or 6jk or 6jl or 6jm or 6jn or 6jo or 6jp or 6jq or 6jr or 6js or 6jt or 6ju or 6jv or 6jw or 6jx or 6jy or 6jz or 6ka or 6kb or 6kc or 6kd or 6ke or 6kf or 6kg or 6kh or 6ki or 6kj or 6kk or 6kl or 6km or 6kn or 6ko or 6kp or 6kq or 6kr or 6ks or 6kt or 6ku or 6kv or 6kw or 6kx or 6ky or 6kz or 6la or 6lb or 6lc or 6ld or 6le or 6lf or 6lg or 6lh or 6li or 6lj or 6lk or 6ll or 6lm or 6ln or 6lo or 6lp or 6lq or 6lr or 6ls or 6lt or 6lu or 6lv or 6lw or 6lx or 6ly or 6lz or 6ma or 6mb or 6mc or 6md or 6me or 6mf or 6mg or 6mh or 6mi or 6mj or 6mk or 6ml or 6mm or 6mn or 6mo or 6mp or 6mq or 6mr or 6ms or 6mt or 6mu or 6mv or 6mw or 6mx or 6my or 6mz or 6na or 6nb or 6nc or 6nd or 6ne or 6nf or 6ng or 6nh or 6ni or 6nj or 6nk or 6nl or 6nm or 6nn or 6no or 6np or 6nq or 6nr or 6ns or 6nt or 6nu or 6nv or 6nw or 6nx or 6ny or 6nz or 6oa or 6ob or 6oc or 6od or 6oe or 6of or 6og or 6oh or 6oi or 6oj or 6ok or 6ol or 6om or 6on or 6oo or 6op or 6oq or 6or or 6os or 6ot or 6ou or 6ov or 6ow or 6ox or 6oy or 6oz or 6pa or 6pb or 6pc or 6pd or 6pe or 6pf or 6pg or 6ph or 6pi or 6pj or 6pk or 6pl or 6pm or 6pn or 6po or 6pp or 6pq or 6pr or 6ps or 6pt or 6pu or 6pv or 6pw or 6px or 6py or 6pz or 6qa or 6qb or 6qc or 6qd or 6qe or 6qf or 6qg or 6qh or 6qi or 6qj or 6qk or 6ql or 6qm or 6qn or 6qo or 6qp or 6qq or 6qr or 6qs or 6qt or 6qu or 6qv or 6qw or 6qx or 6qy or 6qz or 6ra or 6rb or 6rc or 6rd or 6re or 6rf or 6rg or 6rh or 6ri or 6rj or 6rk or 6rl or 6rm or 6rn or 6ro or 6rp or 6rq or 6rr or 6rs or 6rt or 6ru or 6rv or 6rw or 6rx or 6ry or 6rz or 6sa or 6sb or 6sc or 6sd or 6se or 6sf or 6sg or 6sh or 6si or 6sj or 6sk or 6sl or 6sm or 6sn or 6so or 6sp or 6sq or 6sr or 6ss or 6st or 6su or 6sv or 6sw or 6sx or 6sy or 6sz or 6ta or 6tb or 6tc or 6td or 6te or 6tf or 6tg or 6th or 6ti or 6tj or 6tk or 6tl or 6tm or 6tn or 6to or 6tp or 6tq or 6tr or 6ts or 6tt or 6tu or 6tv or 6tw or 6tx or 6ty or 6tz or 6ua or 6ub or 6uc or 6ud or 6ue or 6uf or 6ug or 6uh or 6ui or 6uj or 6uk or 6ul or 6um or 6un or 6uo or 6up or 6uq or 6ur or 6us or 6ut or 6uu or 6uv or 6uw or 6ux or 6uy or 6uz or 6va or 6vb or 6vc or 6vd or 6ve or 6vf or 6vg or 6vh or 6vi or 6vj or 6vk or 6vl or 6vm or 6vn or 6vo or 6vp or 6vq or 6vr or 6vs or 6vt or 6vu or 6vv or 6vw or 6vx or 6vy or 6vz or 6wa or 6wb or 6wc or 6wd or 6we or 6wf or 6wg or 6wh or 6wi or 6wj or 6wk or 6wl or 6wm or 6wn or 6wo or 6wp or 6wq or 6wr or 6ws or 6wt or 6wu or 6wv or 6ww or 6wx or 6wy or 6wz or 6xa or 6xb or 6xc or 6xd or 6xe or 6xf or 6xg or 6xh or 6xi or 6xj or 6xk or 6xl or 6xm or 6xn or 6xo or 6xp or 6xq or 6xr or 6xs or 6xt or 6xu or 6xv or 6xw or 6xx or 6xy or 6xz or 6ya or 6yb or 6yc or 6yd or 6ye or 6yf or 6yg or 6yh or 6yi or 6yj or 6yk or 6yl or 6ym or 6yn or 6yo or 6yp or 6yq or 6yr or 6ys or 6yt or 6yu or 6yv or 6yw or 6yx or 6yy or 6yz or 6za or 6zb or 6zc or 6zd or 6ze or 6zf or 6zg or 6zh or 6zi or 6zj or 6zk or 6zl or 6zm or 6zn or 6zo or 6zp or 6zq or 6zr or 6zs or 6zt or 6zu or 6zv or 6zw or 6zx or 6zy or 6zz

6. CURRENT RECORD INFORMATION: Complete for Party Information Change - provide only one name (file or fil)

7A. ORGANIZATION'S NAME

7B. INDIVIDUAL'S SURNAME, FIRST PERSONAL NAME, ADDITIONAL NAME(S) (Last, Middle, First)

7. CHANGED OR ADDED INFORMATION: Complete for Assignment or Party Information Change - provide only one name (file or fil) in the box next to the name, do not use initials, or abbreviate any part of the Debtor's name

7A. ORGANIZATION'S NAME

7B. INDIVIDUAL'S SURNAME, FIRST PERSONAL NAME, ADDITIONAL NAME(S) (Last, Middle, First)

7C. INDIVIDUAL'S SURNAME, FIRST PERSONAL NAME, ADDITIONAL NAME(S) (Last, Middle, First)

7D. MAILING ADDRESS, CITY, STATE, POSTAL CODE, COUNTRY

8. COLLATERAL CHANGE: Check one of these four boxes: ADD collateral, DELETE collateral, RESTATE (covered collateral), REOPEN (uncovered collateral). Indicate collateral. See Annex to Exhibit A.

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT: Provide only one name (file or fil) (name of Assignee, if this is an Assignment). If this is an Assignment authorized by a DEBTOR, check now and provide name of authorizing Debtor

9A. ORGANIZATION'S NAME: Caterpillar Financial Services Corporation

9B. INDIVIDUAL'S SURNAME, FIRST PERSONAL NAME, ADDITIONAL NAME(S) (Last, Middle, First)

12. OPTIONAL FILER REFERENCE DATA: Debtor Name: Golden Vertex Corp. 62073833 FE0-000000-000

ANNEX TO
EXHIBIT A TO UCC FINANCING STATEMENT

Debtor: Golden Vertex Corp.
Mailing Address: 2440 Adobe Road, Suite 101,
Bullhead City, Arizona 86442

Secured Party: Caterpillar Financial Services Corporation
Mailing Address: 2120 West End Avenue
Nashville, TN 37203

Make/Type	Model	Other Information
Goodfellow Corporation	Primary Crusher	S/N: 416807
Goodfellow Corporation	Primary Crusher Motor	S/N: 11457762
Goodfellow Corporation	Primary Crusher Discharge Conveyor	S/N: 416806
Goodfellow Corporation	Vibrating Grizzly Feeder	S/N: 416808
Goodfellow Corporation	Primary Crusher Feed Hopper	S/N: 70RH-HP01-17
Goodfellow Corporation	Belt Magnet	S/N: 42-MG-17
Goodfellow Corporation	Secondary Crushing Feed Bin	S/N: 70RB-BN01-17
Goodfellow Corporation	Secondary Screen Feeder	S/N: 4223-FE01-17
Goodfellow Corporation	Secondary Crusher	S/N: C171033
Goodfellow Corporation	Secondary Crusher Motor	S/N: 1035549862
Goodfellow Corporation	Secondary Screen	S/N: S173905
Goodfellow Corporation	Screen Undersize Conveyor	S/N: P171917
Goodfellow Corporation	Tertiary Crusher	S/N: C171030
Goodfellow Corporation	Tertiary Crusher Motor	S/N: 1035822871
Goodfellow Corporation	Tertiary Screen	S/N: S173906
Goodfellow Corporation	Tertiary Screen	S/N: P171914
Goodfellow Corporation	Tertiary Crusher	S/N: C171036
Goodfellow Corporation	Tertiary Crusher Motor	S/N: 1036441948
Goodfellow Corporation	Tertiary Screen	S/N: S173907
Goodfellow Corporation	Screen Undersize Conveyor	S/N: P171915
Goodfellow Corporation	Tertiary Crushing Feed Bin	S/N: 140RB-BN02-17
Goodfellow Corporation	Tertiary Screen Feeder	S/N: 4223-FE02-17
Goodfellow Corporation	Secondary Bin Feed Conveyor	S/N: 416826
Goodfellow Corporation	Secondary Screen Feed Conveyor	S/N: 416827
Goodfellow Corporation	Crusher Discharge Conveyor	S/N: 416828
Goodfellow Corporation	Tertiary Bin Feed Conveyor	S/N: 416829
Goodfellow Corporation	Tertiary Screen Feed Conveyor	S/N: 416830
Goodfellow Corporation	Tertiary Screen Feed Conveyor	S/N: 416831

4833 2972-1007

2017-009-5677-9

Goodfellow Corporation	Fine Crushing Product Conveyor	S/N: 416832
Goodfellow Corporation	Agglomeration Drum Feed Conveyor	S/N: 416833
Goodfellow Corporation	Agglomerated Product Conveyor	S/N: 416834
Goodfellow Corporation	Stockpile Feed Conveyor	S/N: 416809
Goodfellow Corporation	Metal Detector	S/N: 319233
Goodfellow Corporation	Metal Detector	S/N: 319234
Goodfellow Corporation	Belt Scale	S/N: 15315-0702
Goodfellow Corporation	Belt Scale	S/N: 15316-0702
Goodfellow Corporation	Belt Scale	S/N: 15317-0702
Goodfellow Corporation	Splice Kit	Special Tools
Caterpillar	XQ100 Generator	S/N: D4D02896
Caterpillar	XQ100 Generator	S/N: D4D02186
Caterpillar	262D Skid Steer	S/N: DTB07782
Caterpillar	C18 Generator	S/N: T3500107
Sunbelt	Transformer	S/N: 91710799396
Caterpillar	C18 Generator	S/N: T3500105
Sunbelt	Transformer	S/N: 91710799397
Caterpillar	C18 Generator	S/N: T3500104
Sunbelt	Transformer	S/N: 91710799399
Caterpillar	C18 Generator	S/N: T3500108
Sunbelt	Transformer	S/N: 91710799398
Caterpillar	C18 Generator	S/N: T3500109
Sunbelt	Transformer	S/N: 91710799465
Caterpillar	C18 Generator	S/N: T3500110
Sunbelt	Transformer	S/N: 91710799467
Caterpillar	C18 Generator	S/N: T3500114
Sunbelt	Transformer	S/N: 91710799466
Caterpillar	C18 Generator	S/N: T3500115
Sunbelt	Transformer	S/N: 91710799468
Caterpillar	988K Wheel Loader	S/N: TWX01340
Caterpillar	TMS14D Telehandler	S/N: MWC00187

This Annex is attached to and incorporated by reference into Exhibit A, is added by Secured Party in an effort to avoid confusion, and shall not limit the description of Collateral on Exhibit A.

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Wollers Kluwer Lien Solutions 800-331-3282
B. E-MAIL CONTACT AT FILER (optional) CTLSWebAck@wolterskluwer.com
C. SEND ACKNOWLEDGMENT TO: (Name and Address) <div style="border: 1px solid black; padding: 5px; margin-top: 5px;"> Lien Solutions P.O. Box 29071 Glendale, CA 912099071 USA </div>



THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER 2017-003-5677-9	1b. <input type="checkbox"/> This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Filer: attach Amendment Acknowledgment (Form UCC3Ad) and provide Debtor's name in item 13
--	--

2. **TERMINATION:** Effectiveness of the Financing Statement identified above is terminated with respect to the security interest(s) of Secured Party authorizing this Termination Statement

3. **ASSIGNMENT** (full or partial). Provide name of Assignee in item 7a or 7b, and address of Assignee in item 7c and name of Assignor in item 9. For partial assignment, complete items 7 and 9 and also indicate affected collateral in item 8

4. **CONTINUATION:** Effectiveness of the Financing Statement identified above with respect to the security interest(s) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law

5. **PARTY INFORMATION CHANGE:**
 Check one of these two boxes: Debtor or Secured Party of record. **AND** Check one of these three boxes to: CHANGE name and/or address: Complete item 6a or 6b, and item 7a or 7b and item 7c. ADD name: Complete item 7a or 7b, and item 7c. DELETE name: Give record name to be deleted in item 6a or 6b

6. CURRENT RECORD INFORMATION: Complete for Party Information Change - provide only one name (6a or 6b)

6a. ORGANIZATION'S NAME			
OR 6b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

7. CHANGED OR ADDED INFORMATION: Complete for Assignment or Party Information Change - provide only one name (7a or 7b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

7a. ORGANIZATION'S NAME			
OR 7b. INDIVIDUAL'S SURNAME	INDIVIDUAL'S FIRST PERSONAL NAME		SUFFIX
INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)			COUNTRY

7c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
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8. **COLLATERAL CHANGE:** Also check one of these four boxes: ADD collateral DELETE collateral RESTATE covered collateral ASSIGN collateral. Indicate collateral.

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT: Provide only one name (9a or 9b) (name of Assignee, if this is an Assignment). If this is an Amendment authorized by a DEBTOR, check here and provide name of authorizing Debtor

9a. ORGANIZATION'S NAME Caterpillar Financial Services Corporation			
OR 9b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

10. OPTIONAL FILER REFERENCE DATA:
88782488

ARIZONA
SECRETARY OF STATE
12/14/20 15:12
FILED

UCC FINANCING STATEMENT
FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Name: Wolters Kluwer Lien Solutions Phone: 800-331-3282 Fax: 818-662-4141	
B. E-MAIL CONTACT AT FILER (optional) uccfilingreturn@wolterskluwer.com	
C. SEND ACKNOWLEDGMENT TO: (Name and Address) 15950 - GLOBAL MINING	
Lien Solutions P.O. Box 23071 Glendale, CA 91209-9071	78099225 AZAZ

File with: Secretary of State, AZ

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC-1Ad)

1a. ORGANIZATION'S NAME GOLDEN VERTEX CORP.					
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIALS	SUFFIX	
1c. MAILING ADDRESS 2440 ADOBE ROAD		CITY BULLHEAD CITY	STATE AZ	POSTAL CODE 86442-4485	COUNTRY USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC-1Ad)

2a. ORGANIZATION'S NAME					
OR	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIALS	SUFFIX	
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY

3. SECURED PARTY'S NAME (or NAME OF ASSIGNEE or ASSIGNOR or SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME Caterpillar Financial Services Corporation					
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIALS	SUFFIX	
3c. MAILING ADDRESS 2120 West End Avenue		CITY Nashville	STATE TN	POSTAL CODE 37203	COUNTRY USA

4. COLLATERAL: This financing statement covers the following collateral:
 Capitalized terms used herein without definition shall have the meanings ascribed thereto in Article 9 of the Uniform Commercial Code as enacted in the State of Arizona (the "UCC"). This filing covers the following properties and rights of Debtor, wherever located, whether now owned or hereafter existing, created, acquired or arising whether by ownership, leasehold interest or otherwise ("Collateral"): (a) all goods or other property financed by Secured Party or its Affiliates to; or for the benefit of, Debtor or pledged by Debtor as collateral to Secured Party or its Affiliates, including without limitation any "Unit" as such term is defined in that certain Master Finance Lease Agreement, dated August 10th, 2017, between Secured Party and Debtor, and one or more Schedules or other instruments, documents, writings or agreements now or hereafter executed in connection therewith; (b) without limiting the generality of subsection (a), all goods or other property described on any Annex now or hereafter attached hereto, which such Annexes shall be deemed to be incorporated by reference herein (all goods or other property described in subsections (a) and (b) above being hereinafter referred to, irrespective of whether such property constitutes "Equipment" or "Fixtures" as such terms are defined pursuant to Article 9 of the UCC or some other type of collateral category thereunder, as the "Specified Units"); (c) all attachments, accessories and optional features of each Specified Units (whether or not installed thereon) and all substitutions, replacements, additions, and Accessions; (d) the proceeds of all the foregoing, including proceeds in the form of any leases, subleases, chattel paper, instruments, and accounts relating to the sale, lease, sublease, transfer or other disposition of any Specified Units; (e) any supply contract, warranty agreement, extended services agreement and other instruments and documents that relate to the acquisition, installation, maintenance or warranty of any Specified Units, including operating manuals, training manuals, service guides, and maintenance and service records, in whatever form, including digital and electronic form; and (f) Proceeds and products of the foregoing. Nothing herein (including, without limitation, the references to Proceeds) authorizes any sale, lease, or other disposition of the foregoing Collateral. In the event serial numbers, identification numbers or similar information has been included in the description of the Collateral, such information has been added by

5. Check <u>only</u> if applicable and check <u>only</u> one box: Collateral is <input type="checkbox"/> held in a Trust (see UCC-1Ad, Form 17 and instructions) <input type="checkbox"/> being administered by a Decedent's Personal Representative			
6a. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Pledge-Finance Transaction <input type="checkbox"/> Manufactured-Home Transaction <input type="checkbox"/> A Debtor is a Transmitting Utility		6b. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Agricultural Lien <input type="checkbox"/> Non-UCC Filing	
7. ALTERNATIVE DESIGNATION (if applicable): <input type="checkbox"/> Lender/Lessor <input type="checkbox"/> Consignee/Consignor <input type="checkbox"/> Seller/Buyer <input type="checkbox"/> Bailor/Bailee <input type="checkbox"/> Licensee/Licensee			
8. OPTIONAL FILER REFERENCE DATA: 78099225 000-000000-000 4121080			

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because individual Debtor name did not fit, check here

OR

9a. ORGANIZATION'S NAME
GOLDEN VERTEX CORP.

OR

9b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 9a or 2b of the Financing Statement (Form UCC-1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10d

OR

10a. ORGANIZATION'S NAME

OR

10b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

10c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

11. ADDITIONAL SECURED PARTY'S NAME OR ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

OR

11a. ORGANIZATION'S NAME

OR

11b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

11c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):
Secured Party in an effort to avoid confusion but is not intended to, and shall not, limit the description of Collateral.

13. This FINANCING STATEMENT is to be filed (or refiled) (or recorded) in the REAL ESTATE RECORDS (if applicable)

14. This FINANCING STATEMENT:
 covers timber to be cut covers unperfected collateral is filed as a fixture filing

15. Name and address of a RECORD OWNER of real estate described in Item 1b (if Debtor does not have a record interest):

16. Description of real estate:

ARIZONA
SECRETARY OF STATE
02/16/21 21:29
FILED

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
Wolters Kluwer Lien Solutions 800-331-3282

B. E-MAIL CONTACT AT FILER (optional)
CTLSWebAck@wolterskluwer.com

C. SEND ACKNOWLEDGMENT TO: (Name and Address)

Lien Solutions
P.O. Box 29071
Glendale, CA 912099071
USA



THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER
2020-008-2777-7

1b. This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Filer: attach Amendment Addendum (Form UCC3Ad) and provide Debtor's name in item 13

2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to the security interest(s) of Secured Party authorizing this Termination Statement

3. ASSIGNMENT (full or partial): Provide name of Assignee in item 7a or 7b, and address of Assignee in item 7c and name of Assignor in item 9. For partial assignment, complete items 7 and 9 and also indicate affected collateral in item 8

4. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to the security interest(s) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law

5. PARTY INFORMATION CHANGE:

Check one of these two boxes: Debtor or Secured Party of record. AND Check one of these three boxes to: CHANGE name and/or address: Complete item 6a or 6b; and item 7a or 7b and item 7c. ADD name: Complete item 7a or 7b, and item 7c. DELETE name: Give record name to be deleted in item 6a or 6b

6. CURRENT RECORD INFORMATION: Complete for Party Information Change - provide only one name (6a or 6b)

6a. ORGANIZATION'S NAME

OR

6b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
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7. CHANGED OR ADDED INFORMATION: Complete for Assignment or Party Information Change - provide only one name (7a or 7b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

7a. ORGANIZATION'S NAME

OR

7b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

7c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

8. COLLATERAL CHANGE: Also check one of these four boxes: ADD collateral DELETE collateral RESTATE covered collateral ASSIGN collateral

Indicate collateral:

Caterpillar 330FL Medium Hydraulic Excavator SN MBX10145 Caterpillar H130ES Hydraulic Hammer SN HHH00948
And substitutions, replacements, additions and accessions thereto, now owned or hereafter acquired and proceeds thereof.
The above collateral is within the scope of Article 9 of the Uniform Commercial Code (if this statement is filed in New Jersey, specifically Chapter 9 of Title 12A, pursuant to 12A:9-102 and 12A:9-109).

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT: Provide only one name (9a or 9b) (name of Assignee, if this is an Assignment). If this is an Amendment authorized by a DEBTOR, check here and provide name of authorizing Debtor

9a. ORGANIZATION'S NAME
Caterpillar Financial Services Corporation

OR

9b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
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10. OPTIONAL FILER REFERENCE DATA:
79037211

ARIZONA
SECRETARY OF STATE
12/14/20 15:24
FILED

UCC FINANCING STATEMENT
FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
Name: Woters Kluever Lien Solutions Phone: 800-331-3282 Fax: 818-682-4143

B. E-MAIL CONTACT AT FILER (optional)
uccfilingreturn@woterskluever.com

C. SEND ACKNOWLEDGMENT TO: (Name and Address) 15950 - GLOBAL MINING

Lien Solutions 78099167
P.O. Box 29071 AZAZ
Glendale, CA 91209-9071

File with: Secretary of State, AZ

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC-1Ad)

1a. ORGANIZATION'S NAME
GOLDEN VERTEX CORP.

OR

1b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S) (INITIALS) SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2440 ADOBE ROAD BULLHEAD CITY AZ 86442-4485 USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC-1Ad)

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S) (INITIALS) SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE or ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME
Caterpillar Financial Services Corporation

OR

3b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S) (INITIALS) SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2120 West End Avenue Nashville TN 37203 USA

4. COLLATERAL: This financing statement covers the following collateral:
Capitalized terms used herein without definition shall have the meanings ascribed thereto in Article 9 of the Uniform Commercial Code as enacted in the State of Arizona (the "UCC"). This filing covers the following properties and rights of Debtor, wherever located, whether now owned or hereafter existing, created, acquired or arising whether by ownership, leasehold interest or otherwise ("Collateral"): (a) all goods or other property financed by Secured Party or its Affiliates to, or for the benefit of, Debtor or pledged by Debtor as collateral to Secured Party or its Affiliates, including without limitation any "Unit" as such term is defined in that certain Master Finance Lease Agreement, dated August 10th, 2017, between Secured Party and Debtor, and one or more Schedules or other instruments, documents, writings or agreements now or hereafter executed in connection therewith; (b) without limiting the generality of subsection (a), all goods or other property described on any Annex now or hereinafter attached hereto, which such Annexes shall be deemed to be incorporated by reference herein (all goods or other property described in subsections (a) and (b) above being hereinafter referred to, irrespective of whether such property constitutes "Equipment" or "Fixtures" as such terms are defined pursuant to Article 9 of the UCC or some other type of collateral category thereunder, as the "Specified Units"); (c) all attachments, accessories and optional features of each Specified Units (whether or not installed thereon) and all substitutions, replacements, additions, and Accessions; (d) the proceeds of all the foregoing, including proceeds in the form of any leases, subleases, chattel paper, instruments, and accounts relating to the sale, lease, sublease, transfer or other disposition of any Specified Units; (e) any supply contract, warranty agreement, extended service agreement and documents that relate to the acquisition, installation, maintenance or warranty of any Specified Units, including operating manuals, training manuals, service guides, and maintenance and service records, in whatever form, including digital and electronic form; and (f) Proceeds and products of the foregoing. Nothing herein (including, without limitation, the references to Proceeds) authorizes any sale, lease, or other disposition of the foregoing Collateral. In the event serial numbers, identification numbers or similar information has been included in the description of the Collateral, such information has been added by

5. Check only if applicable and check only one box: Collateral is held in a Trust (see UCC-1Ad, Item 17 and instructions) being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box: Public Finance Transaction Manufactured Home Transaction A Debtor is a Transferring Utility Agricultural Lien Non-UCC Filing

6b. Check only if applicable and check only one box: License/Lessor Consignor/Consignee Seller/Buyer Sales/Buyer Licensee/Licensee

7. ALTERNATIVE DESIGNATION (if applicable): License/Lessor Consignor/Consignee Seller/Buyer Sales/Buyer Licensee/Licensee

8. OPTIONAL FILER REFERENCE DATA:
78099167 000-000000-000 4103613

2020-000-2779-5

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

8. NAME OF FIRST CREDITOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because individual Debtor name did not fit, check here:

OR

2a. ORGANIZATION'S NAME
GOLDEN VERTEX CORP.

OR

9b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) (INITIALS) SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (was exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

OR

10a. ORGANIZATION'S NAME

OR

10b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S) (INITIALS) SUFFIX

10c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

11. ADDITIONAL SECURED PARTY'S NAME OR ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

OR

11a. ORGANIZATION'S NAME

OR

11b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) (INITIALS) SUFFIX

11c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):
Secured Party in an effort to avoid confusion but is not intended to, and shall not, limit the description of Collateral.

13. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS (if applicable)

14. This FINANCING STATEMENT:
 covers timber to be cut covers an extracted collateral is filed as a fixture filing

15. Name and address of a RECORD OWNER of real estate described in Item 16 (if Debtor does not have a record interest)

16. Description of real estate:

ARIZONA
SECRETARY OF STATE
02/16/21 21:24
FILED

UCC FINANCING STATEMENT AMENDMENT

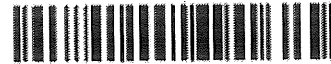
FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
Wolters Kluwer Lien Solutions 800-331-3282

B. E-MAIL CONTACT AT FILER (optional)
CTLSWebAck@wolterskluwer.com

C. SEND ACKNOWLEDGMENT TO: (Name and Address)

Lien Solutions
P.O. Box 29071
Glendale, CA 912099071
USA



THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER
2020-008-2779-6

1b. This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Filer, attach Amendment Addendum (Form UCC3Ad) and provide Debtor's name in item 13

2. **TERMINATION:** Effectiveness of the Financing Statement identified above is terminated with respect to the security interest(s) of Secured Party authorizing this Termination Statement

3. **ASSIGNMENT** (full or partial). Provide name of Assignee in item 7a or 7b, and address of Assignee in item 7c and name of Assignor in item 9. For partial assignment, complete items 7 and 9 and also indicate affected collateral in item 8

4. **CONTINUATION:** Effectiveness of the Financing Statement identified above with respect to the security interest(s) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law

5. **PARTY INFORMATION CHANGE:**
Check one of these two boxes:
This Change affects Debtor or Secured Party of record

AND Check one of these three boxes to:
 CHANGE name and/or address: Complete item 6a or 6b; and item 7a or 7b and item 7c
 ADD name: Complete item 7a or 7b, and item 7c
 DELETE name: Give record name to be deleted in item 6a or 6b

6. **CURRENT RECORD INFORMATION:** Complete for Party Information Change - provide only one name (6a or 6b)

6a. ORGANIZATION'S NAME

OR

6b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
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7. **CHANGED OR ADDED INFORMATION:** Complete for Assignment or Party Information Change - provide only one name (7a or 7b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

7a. ORGANIZATION'S NAME

OR

7b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

7c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

8. **COLLATERAL CHANGE:** Also check one of these four boxes: ADD collateral DELETE collateral RESTATE covered collateral ASSIGN collateral

Indicate collateral:

Caterpillar D8T Track Type Tractor - Medium SN KPZ03924 And substitutions, replacements, additions and accessions thereto, now owned or hereafter acquired and proceeds thereof. The above collateral is within the scope of Article 9 of the Uniform Commercial Code (if this statement is filed in New Jersey, specifically Chapter 9 of Title 12A, pursuant to 12A:9-102 and 12A:9-109).

9. **NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT:** Provide only one name (9a or 9b) (name of Assignor, if this is an Assignment) If this is an Amendment authorized by a DEBTOR, check here and provide name of authorizing Debtor

9a. ORGANIZATION'S NAME
Caterpillar Financial Services Corporation

OR

9b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
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10. **OPTIONAL FILER REFERENCE DATA:**
79037202

ARIZONA
SECRETARY OF STATE
12/28/20 02:01
FILED

UCC FINANCING STATEMENT
FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Wolters Kluwer Lien Solutions 800-331-3282
B. E-MAIL CONTACT AT FILER (optional) CTLSWebAck@wolterskluwer.com
C. SEND ACKNOWLEDGMENT TO: (Name and Address) <div style="border: 1px solid black; padding: 5px; width: fit-content;"> Lien Solutions P.O. Box 29071 Glendale, CA 912099071 USA </div>



THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME Golden Vertex Corp.	FIRST PERSONAL NAME		ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
OR 1b. INDIVIDUAL'S SURNAME				
1c. MAILING ADDRESS 2440 ADOBE ROAD, Suite 101	CITY Bullhead City	STATE AZ	POSTAL CODE 86442	COUNTRY USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME	FIRST PERSONAL NAME		ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
OR 2b. INDIVIDUAL'S SURNAME				
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE or ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME Caterpillar Financial Services Corporation	FIRST PERSONAL NAME		ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
OR 3b. INDIVIDUAL'S SURNAME				
3c. MAILING ADDRESS 2120 West End Avenue	CITY Nashville	STATE TN	POSTAL CODE 37203	COUNTRY USA

4. COLLATERAL: This financing statement covers the following collateral:

Capitalized terms used herein without definition shall have the meanings ascribed thereto in Article 9 of the Uniform Commercial Code as enacted in the State of Arizona (the "UCC"). This filing covers the following properties and rights of Debtor, wherever located, whether now owned or hereafter existing, created, acquired or arising whether by ownership, leasehold interest or otherwise ("Collateral"): (a) all goods or other property financed by Secured Party or its Affiliates to, or for the benefit of, Debtor or pledged by Debtor as collateral to Secured Party or its Affiliates, including without limitation any "Unit" as such term is defined in that certain Master Finance Lease Agreement, dated August 10th, 2017, between Secured Party and Debtor, and one or more Schedules or other instruments, documents, writings or agreements now or hereafter executed in connection therewith; (b) without limiting the generality of subsection (a), all goods or other property described on any Annex now or hereinafter attached hereto, which such Annexes shall be deemed to be incorporated by reference herein (all goods or other property described in subsections (a) and (b) above being hereinafter referred to, irrespective of whether such property constitutes "Equipment" or "Fixtures" as such terms are defined pursuant to Article 9 of the UCC or some other type of collateral category thereunder, as the "Specified Units"); (c) all attachments, accessories and optional features of each Specified Units (whether or not installed thereon) and all substitutions, replacements.

5. Check only if applicable and check only one box: Collateral is held in a Trust (see UCC1Ad, item 17 and Instructions) being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box: Public-Finance Transaction Manufactured-House Transaction A Debtor is a Transmitting Utility Agricultural Lien Non-UCC Filing

6b. Check only if applicable and check only one box: Bailor/Bailor Licensee/Licensee

7. ALTERNATIVE DESIGNATION (if applicable): Lessor/Lessee Consignor/Consignor Seller/Buyer Bailor/Bailor Licensee/Licensee

8. OPTIONAL FILER REFERENCE DATA:
78278935

2025-08-24 11:17:39

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement, if line 1b was left blank because Individual Debtor name did not fit, check here

9a. ORGANIZATION'S NAME
Golden Vertex Corp.

OR

9b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

10a. ORGANIZATION'S NAME

OR

10b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

10c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

11. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

11a. ORGANIZATION'S NAME

OR

11b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

11c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):

additions, and Accessions; (d) the proceeds of all the foregoing, including proceeds in the form of any leases, subleases, chattel paper, instruments, and accounts relating to the sale, lease, sublease, transfer or other disposition of any Specified Units; (e) any supply contract, warranty agreement, extended services agreement and other instruments and documents that relate to the acquisition, installation, maintenance or warranty of any Specified Units, including operating manuals, training manuals, service guides, and maintenance and service records, in whatever form, including digital and electronic form; and (f) Proceeds and products of the foregoing. Nothing herein (including, without limitation, the references to Proceeds) authorizes any sale, lease, or other disposition of the foregoing Collateral. In the event serial numbers, identification numbers

13. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS (if applicable)

14. This FINANCING STATEMENT:
 covers timber to be cut covers an extracted collateral is filed as a fixture filing

15. Name and address of a RECORD OWNER of real estate described in item 15 (if Debtor does not have a record interest):

16. Description of real estate:

17. MISCELLANEOUS:

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement, if line 1b was left blank because Individual Debtor name did not fit, check here

9a. ORGANIZATION'S NAME
Golden Vertex Corp.

OR
9b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1a or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c.

10a. ORGANIZATION'S NAME

OR
10b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

10c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

11. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

11a. ORGANIZATION'S NAME

OR
11b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

11c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):

or similar information has been included in the description of the Collateral, such information has been added by Secured Party in an effort to avoid confusion but is not intended to, and shall not, limit the description of Collateral.

13. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS (if applicable)

14. This FINANCING STATEMENT:

covers timber to be cut covers as-extracted collateral is filed as a fixture filing

15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):

16. Description of real estate:

17. MISCELLANEOUS:

301
2021-001-0859-9

ARIZONA
SECRETARY OF STATE
03/09/21 10:56
FILED

UCC FINANCING STATEMENT
FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Wolters Kluwer Lien Solutions 800-331-3282
B. E-MAIL CONTACT AT FILER (optional) CTLSWebAck@wolterskluwer.com
C. SEND ACKNOWLEDGMENT TO: (Name and Address)
<div style="border: 1px solid black; padding: 5px;"> Lien Solutions P.O. Box 29071 Glendale, CA 912099071 USA </div>



THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name; if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME GOLDEN VERTEX CORP.			
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S) SUFFIX
1c. MAILING ADDRESS 2440 ADOBE ROAD		CITY BULLHEAD CITY	STATE POSTAL CODE COUNTRY AZ 86442-4485 USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name; if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME			
OR	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S) SUFFIX
2c. MAILING ADDRESS		CITY	STATE POSTAL CODE COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE or ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME Caterpillar Financial Services Corporation			
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S) SUFFIX
3c. MAILING ADDRESS 2120 West End Avenue		CITY Nashville	STATE POSTAL CODE COUNTRY TN 37203 USA

4. COLLATERAL: This financing statement covers the following collateral:
Caterpillar 950K Medium Wheel Loader SN R4A01132 And substitutions, replacements, additions and accessions thereto, now owned or hereafter acquired and proceeds thereof. The above collateral is within the scope of Article 9 of the Uniform Commercial Code (if this statement is filed in New Jersey, specifically Chapter 9 of Title 12A, pursuant to 12A:9-102 and 12A:9-109).

5. Check <u>only</u> if applicable and check <u>only</u> one box: Collateral is <input type="checkbox"/> held in a Trust (see UCC1Ad, item 17 and Instructions) <input type="checkbox"/> being administered by a Decedent's Personal Representative	
6a. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Public-Finance Transaction <input type="checkbox"/> Manufactured-Home Transaction <input type="checkbox"/> A Debtor is a Transmitting Utility	6b. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Agricultural Lien <input type="checkbox"/> Non-UCC Filing
7. ALTERNATIVE DESIGNATION (if applicable): <input type="checkbox"/> Lessor/Lessor <input type="checkbox"/> Consignor/Consignor <input type="checkbox"/> Seller/Buyer <input type="checkbox"/> Bailor/Bailor <input type="checkbox"/> Licensor/Licensor	

8. OPTIONAL FILER REFERENCE DATA:
79350135

ARIZONA
SECRETARY OF STATE
08/19/21 14:27
FILED

UCC FINANCING STATEMENT
FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. E-MAIL CONTACT AT FILER (optional)

C. SEND ACKNOWLEDGMENT TO: (Name and Address)

Asahi Refining USA, Inc.
4601 West 2100 South
Salt Lake City, UT 84121

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of lines 1 blank, check here and provide the Individual Debtor information in Item 20 of the Financing Statement Addendum (Form UCC1AAG).

1a. ORGANIZATION'S NAME
GOLDEN VERTEX CORP.

OR

1b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2440 Adobe Road, Suite 101 Bullhead City AZ 86442 USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of lines 2 blank, check here and provide the Individual Debtor information in Item 20 of the Financing Statement Addendum (Form UCC1AAG).

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME
Asahi Refining USA, Inc.

OR

3b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

4601 West 2100 South Salt Lake City UT 84121 USA

4. COLLATERAL: This financing statement covers the following collateral:
All Material and Recoverable Metals of the Debtor, wherever located, including all substitutions, replacements and proceeds thereof, including insurance proceeds, where "Material" and "Recoverable Metals" are defined in that certain Refining Agreement (Number SC18/07/64) between the Debtor and the Secured Party dated July 25, 2018, as amended June 1, 2020.

5. Check only if applicable and check only one box: Collateral is held in a Trust (see UCC1Aa, Item 17 and Instructions) being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box: Public Finance Transaction Manufacture/Home Transaction A Debtor is a Transmitting Utility Agricultural Lien Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): Lessor/Lessor Consignor/Consignor Seller/Buyer Bailor/Bailor Licensee/Licensee

ARIZONA
SECRETARY OF STATE
02/14/24 06:59
FILED

UCC FINANCING STATEMENT
FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. E-MAIL CONTACT AT FILER (optional)

C. SEND ACKNOWLEDGMENT TO: (Name and Address)

Request Acknowledgment for:
Capital Services, Inc.
1015 West 10th
Anchorage, AK 99501
441-441-4411

1441701

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the individual Debtor information in Item 1b of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME
Golden Vertex Corp.

OR

1b. INDIVIDUAL'S SURNAME: FIRST PERSONAL NAME: ADDITIONAL NAME(S) INITIAL(S): SUFFIX:

2a. MAILING ADDRESS: CITY: STATE: POSTAL CODE: COUNTRY:

1075 West Georgia Street, Suite 1659 **Vancouver** **BC** **V6E 3C9** **CAN**

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the individual Debtor information in Item 1b of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME:

OR

2b. INDIVIDUAL'S SURNAME: FIRST PERSONAL NAME: ADDITIONAL NAME(S) INITIAL(S): SUFFIX:

3a. MAILING ADDRESS: CITY: STATE: POSTAL CODE: COUNTRY:

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE / ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME
Mayerix Metals Inc.

OR

3b. INDIVIDUAL'S SURNAME: FIRST PERSONAL NAME: ADDITIONAL NAME(S) INITIAL(S): SUFFIX:

3c. MAILING ADDRESS: CITY: STATE: POSTAL CODE: COUNTRY:

510 Burrard Street, Suite 575 **Vancouver** **BC** **V6C 3A8** **CAN**

4. COLLATERAL: This financing statement covers the following collateral:
All assets of debtor, whether existing or hereafter acquired, including without limitation, all personal property, fixtures now or hereafter located on the land described on Exhibit A, attached and incorporated herein by reference, and all as-extracted collateral from such land whether now existing or hereafter arising.

5. Check only if applicable and check only one box: Collateral is held in a Trust (see UCC1Ad, Item 17 and Instructions) being administered by a Debtor's Personal Representative

5a. Check only if applicable and check only one box: Public-Place Transaction Manufacturer Home Transaction A Debtor is a Transmitting Utility Agricultural UBA Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): Lessor/Lenore Consignee/Consignor Seller/Buyer Bailor/Bailor Lessor/Lenore

8. OPTIONAL FILER REFERENCE DATA:

Exhibit ALegal Description
(Moss Mine Project Property)

I. Moss Mine Patented Mining Claims (owned by Golden Vertex Corp. acquired from Patriot Gold Corp. by Special Warranty Deed dated May 25, 2016 and recorded on May 26, 2016 at Fee No. 2016023498, Official Records of Mohave County, Arizona) (the "Moss Mine Patented Claims")

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF MOHAVE, STATE OF ARIZONA, AND IS DESCRIBED AS FOLLOWS:

Parcel 1: (APN: 213-09-001)

RUTH - Mineral Survey No. 2213, General Land Office No. 45396, U.S. Patent dated May 1, 1907, recorded on August 2, 1910 in the office of the Recorder of Mohave County, Arizona in Book 21 of Deeds, at Page 210.

RATTAN - Mineral Survey No. 857, Lot No. 39, Mineral Certificate No. 268, General Land Office No. 25645, U.S. Patent dated May 28, 1895, recorded on August 14, 1895 in the office of the Recorder of Mohave County, Arizona in Book 11 of Deeds, at Page 751.

Parcel 2: (APN: 213-09-002)

The EMPIRE, MASCOT, PARTNERSHIP, RATTAN EXTENSION, and RUTH EXTENSION Lode Mining Claims, Mineral Survey No. 4485, as shown and according to UNITED STATES PATENT recorded in Book 117 of Deeds, page 74, situate in Sections 29 and 30, Township 20N, Range 20 West of the Gila and Salt River Base and Meridian, in the San Francisco Mining District, Mohave County, Arizona.

EXCEPT all of that portion thereof lying with the boundaries of the RATTAN Lode Mining Claim, Mineral Survey No. 857, Lot No. 39, Mineral Certificate No. 268, General Land Office No. 25645, U.S. Patent dated May 28, 1895, recorded on August 14, 1895 in the office of the Recorder of Mohave County, Arizona in Book 11 of Deeds, at Page 751.

Parcel 3: (APN: 213-05-004)

KEY NO. 1, KEY NO. 2, MOSS MILLSIGHT, OMEGA, DIVIDE & KEYSTONE WEDGE Lode Mining Claims in the San Francisco Mining District, being shown on Mineral Survey NO. 4484 on file in the Bureau of Land Management, as granted by PATENT recorded in Book 115 of Deeds, page 428, and situate in Sections 19 and 30, Township 20 North, Range 20 West of the Gila and Salt River Base and Meridian, Mohave County, Arizona;

EXCEPTING from said claims all of that portion of ground within the boundaries of the CALIFORNIA MOSS Lode Mining Claim, Mineral Survey No. 182.

Parcel 4: (APN: 213-05-005)

CALIFORNIA MOSS Patented Claim, Lot 37, U.S. Mineral Survey 182 of June 15, 1882, said Patent recorded as a deed in Mohave County Recorder's Office records in Book 6, at Page 754 and also recorded in the Mohave County Assessor's records as Parcel 213-05-005.

Parcel 5: (APN: 213-05-006)

CALIFORNIA MOSS Lode Mining Claim (Lot No. 38), in the San Francisco Mining District, Survey No. 796, Mineral Certificate No. 175 according to the Patent thereto recorded in Book 22 of Deeds, page 35, lying within a portion of Sections 19, 20, 29 and 30, Township 20 North, Range 20 West of the Gila and Salt River Base and Meridian, Mohave County, Arizona.

II. Ivanhoe Patented Mining Claims (owned by Golden Vertex Corp. acquired from Georgianna Constantino, surviving Trustee of the Thomas F. Constantino and Georgianna Constantino Revocable Trust u/t/d August 16, 2016 by General Warranty Deed dated June 14, 2016 and recorded on June 17, 2016 at Fee No. 2016027075, Official Records of Mohave County, Arizona) (the "Ivanhoe Patented Claims")

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF MOHAVE, STATE OF ARIZONA, AND IS DESCRIBED AS FOLLOWS:

Parcel I: (APN: 221-07-005 and 221-08-001)

The IVANHOE NO. 1, IVANHOE NO. 2, IVANHOE NO. 3, and IVANHOE FRACTION; NANCY LEE NO. 1, NANCY LEE NO. 2, and NANCY LEE FRACTION, PATENTED MINING CLAIMS in the San Francisco Mining District, Survey No. 3262, situate in Sections 8 and 9, Township 19 North, Range 20 West of the Gila and Salt River Base and Meridian, Mohave County, Arizona.

EXCEPT that portion of the NANCY LEE FRACTION lying within the Alpha and Thelma Patented Lode Claims, Survey No. 2737.

III. Unpatented Mining Claims (owned by Golden Vertex Corp.) (the "GVC Claims")

Unpatented mining claims situated in the San Francisco (Outman, Gold Road, Boundary Cone) Mining District in Sections 13, 14, 23, 24, 25, 26, 35, and 36, Township 20 North, Range 21 West; Sections 19, 20, 21, 28, 29, 30, 31 and 32, Township 20 North, Range 20 West; and Sections 3, 4 and 5, Township 19 North, Range 20 West; G&SRB&M, Mohave County, Arizona, the names of which, the place of record of the location notices and amendments thereof in the records of the Mohave County, Arizona Recorder, and the serial numbers assigned by the Arizona State Office of the Bureau of Land Management, are as follows:

No.	Name of Claim	Fee No.	BLM Serial No.
1	GVC 1	2011034906	AMC408939
2	GVC 2	2011034907	AMC408940
3	GVC 3	2011034908	AMC408941
4	GVC 4	2011034909	AMC408942
5	GVC 5	2011034910	AMC408943
6	GVC 6	2011034911	AMC408944
7	GVC 7	2011034912	AMC408945
8	GVC 8	2011034913	AMC408946
9	GVC 9	2011034914	AMC408947
10	GVC 10	2011034915	AMC408948
11	GVC 11	2011034916	AMC408949
12	GVC 12	2011034917	AMC408950
13	GVC 13	2011034918	AMC408951
14	GVC 14	2011034919	AMC408952
15	GVC 15	2011034920	AMC408953
16	GVC 16	2011034921	AMC408954
17	GVC 17	2011034922	AMC408955
18	GVC 18	2011034923	AMC408956
19	GVC 19	2011034924	AMC408957
20	GVC 20	2011034925	AMC408958
21	GVC 21	2011034926	AMC408959
22	GVC 22	2011034927	AMC408960
23	GVC 23	2011034928	AMC408961
24	GVC 24	2011034929	AMC408962
25	GVC 25	2011034930	AMC408963
26	GVC 26	2011034931	AMC408964
27	GVC 27	2011034932	AMC408965
28	GVC 28	2011034933	AMC408966
29	GVC 29	2011034934	AMC408967
30	GVC 30	2011034935	AMC408968
31	GVC 31	2011034936	AMC408969
32	GVC 33	2011034938	AMC408971
33	GVC 34	2011034939	AMC408972
34	GVC 35	2011034940	AMC408973

No.	Name of Claim	Fee No.	BLM Serial No.
35	GVC 36	2011034941	AMC408974
36	GVC 37	2011034942	AMC408975
37	GVC 38	2011034943	AMC408976
38	GVC 39	2011034944	AMC408977
39	GVC 40	2011034945	AMC408978
40	GVC 41	2011034946	AMC408979
41	GVC 42	2011034947	AMC408980
42	GVC 43	2011034948	AMC408981
43	GVC 44	2011034949	AMC408982
44	GVC 45	2011034950	AMC408983
45	GVC 46	2011034951	AMC408984
46	GVC 47	2011034952	AMC408985
47	GVC 48	2011034953	AMC408986
48	GVC 49	2011034954	AMC408987
49	GVC 50	2011034955	AMC408988
50	GVC 51	2011034956	AMC408989
51	GVC 52	2011034957	AMC408990
52	GVC 53	2011034958	AMC408991
53	GVC 54	2011034959	AMC408992
54	GVC 55	2011034960	AMC408993
55	GVC 56	2011034961	AMC408994
56	GVC 57	2011034962	AMC408995
57	GVC 58	2011034963	AMC408996
58	GVC 59	2011034964	AMC408997
59	GVC 60	2011034965	AMC408998
60	GVC 61	2011034966	AMC408999
61	GVC 62	2011034967	AMC409000
62	GVC 63	2011034968	AMC409001
63	GVC 64	2011034969	AMC409002
64	GVC 65	2011034970	AMC409003
65	GVC 67	2011034971	AMC409004
66	GVC 68	2011034972	AMC409005
67	GVC 69	2011034973	AMC409006
68	GVC 70	2011034974	AMC409007
69	GVC 71	2011034975	AMC409008
70	GVC 72	2011034976	AMC409009
71	GVC 73	2011034977	AMC409010
72	GVC 74	2011034978	AMC409011
73	GVC 75	2011034979	AMC409012
74	GVC 76	2011034980	AMC409013
75	GVC 77	2011034981	AMC409014
76	GVC 78	2011034982	AMC409015
77	GVC 79	2011034983	AMC409016
78	GVC 80	2011034984	AMC409017

No.	Name of Claim	Fee No.	BLM Serial No.
79	GVC 81	2011034985	AMC409018
80	GVC 82	2011034986	AMC409019
81	GVC 83	2011034987	AMC409020
82	GVC 84	2011034988	AMC409021
83	GVC 85	2011034989	AMC409022
84	GVC 86	2011034990	AMC409023
85	GVC 87	2011034991	AMC409024
86	GVC 88	2011034992	AMC409025
87	GVC 89	2011034993	AMC409026
88	GVC 90	2011034994	AMC409027
89	GVC 91	2011034995	AMC409028
90	GVC 92	2011034996	AMC409029
91	GVC 93	2011034997	AMC409030
92	GVC 94	2011034998	AMC409031
93	GVC 95	2011034999	AMC409032
94	GVC 96	2011035000	AMC409033
95	GVC 97	2011035001	AMC409034
96	GVC 98	2011035002	AMC409035
97	GVC 99	2011035003	AMC409036
98	GVC 100	2011035004	AMC409037
99	GVC 101	2011035005	AMC409038
100	GVC 102	2011035006	AMC409039
101	GVC 103	2011035007	AMC409040
102	GVC 104	2011035008	AMC409041
103	GVC 105	2011035009	AMC409042
104	GVC 106	2011035010	AMC409043
105	GVC 107	2011035011	AMC409044
106	GVC 108	2011035012	AMC409045
107	GVC 109	2011035013	AMC409046
108	GVC 110	2011035014	AMC409047
109	GVC 111	2011035015	AMC409048
110	GVC 112	2011035016	AMC409049
111	GVC 113	2011035017	AMC409050
112	GVC 114	2011035018	AMC409051
113	GVC 115	2011035019	AMC409052
114	GVC 116	2011035020	AMC409053
115	GVC 117	2011035021	AMC409054
116	GVC 118	2011035022	AMC409055
117	GVC 119	2011035023	AMC409056
118	GVC 120	2011035024	AMC409057
119	GVC 121	2011035025	AMC409058
120	GVC 122	2011035026	AMC409059
121	GVC 123	2011035027	AMC409060
122	GVC 124	2011035028	AMC409061

No.	Name of Claim	Fee No.	BLM Serial No.
123	GVC 125	2011035029	AMC409062
124	GVC 126	2011035030	AMC409063
125	GVC 127	2011035031	AMC409064
126	GVC 128	2011035032	AMC409065
127	GVC 129	2011035033	AMC409066
128	GVC 130	2011035034	AMC409067
129	GVC 131	2011035035	AMC409068
130	GVC 132	2011035036	AMC409069
131	GVC 133	2011035037	AMC409070
132	GVC 134	2011035038	AMC409071
133	GVC 135	2011035039	AMC409072
134	GVC 136	2011035040	AMC409073
135	GVC 137	2011035041	AMC409074
136	GVC 138	2011035042	AMC409075
137	GVC 139	2011035043	AMC409076
138	GVC 149	2011035052	AMC409085
139	GVC 150	2011035053	AMC409086
140	GVC 162	2011035058	AMC409091
141	GVC 164	2011035060	AMC409093
142	GVC 165	2011035061	AMC409094
143	GVC 166	2011035062	AMC409095
144	GVC 167	2011035063	AMC409096
145	GVC 168	2011035064	AMC409097
146	GVC 172	2011035068	AMC409101
147	GVC 173	2011035069	AMC409102
148	GVC 174	2011035070	AMC409103
149	GVC 175	2011035071	AMC409104
150	GVC 176	2011035072	AMC409105
151	GVC 177	2011035073	AMC409106
152	GVC 178	2011035074	AMC409107
153	GVC 179	2011035075	AMC409108
154	GVC 180	2011035076	AMC409109
155	GVC 181	2011035077	AMC409110
156	GVC 182	2011035078	AMC409111
157	GVC 183	2011035079	AMC409112
158	GVC 184	2011035080	AMC409113
159	GVC 185	2011035081	AMC409114
160	GVC 186	2011035082	AMC409115
161	GVC 187	2011035083	AMC409116
162	GVC 188	2011035084	AMC409117
163	GVC 189	2011035085	AMC409118
164	GVC 190	2011035086	AMC409119
165	GVC 191	2011035087	AMC409120
166	GVC 192	2011035088	AMC409121

No.	Name of Claim	Fee No.	BLM Serial No.
167	GVC 193	2011035089	AMC409122
168	MOSS 201	2012041054	AMC416914
169	MOSS 202	2012041055	AMC416915
170	MOSS 203	2012041056	AMC416916
171	MOSS 204	2012041057	AMC416917
172	MOSS 205	2012041058	AMC416918
173	MOSS 206	2012041059	AMC416919
174	MOSS 207	2012041060	AMC416920
175	MOSS 208	2012041061	AMC416921
176	MOSS 209	2012041062	AMC416922
177	MOSS 210	2012061604	AMC420117
178	MOSS 211	2012061605	AMC420118
179	GVC 301	2015018077	AMC432054
180	GVC 302	2018025109	AMC451761
181	GVC 303	2018025110	AMC451762
182	GVC 304	2018025111	AMC451763
183	GVC 305	2018025112	AMC451764
184	GVC 306	2018025113	AMC451765
185	GVC 307	2018025114	AMC451766
186	GVC 308	2018025115	AMC451767
187	GVC 309	2018025116	AMC451768
188	GVC 310	2018025117	AMC451769
189	GVC 311	2018025118	AMC451770
190	GVC 312	2018025119	AMC451771
191	GVC 313	2018025120	AMC451772
192	GVC 314	2018025121	AMC451773
193	GVC 315	2018025122	AMC451774

IV. Unpatented Mining Claims (owned by Golden Vertex Corp. acquired from Patriot Gold Corp. by Special Warranty Deed dated May 25, 2016 and recorded on May 26, 2016 at Fee No. 2016023498, Official Records of Mohave County, Arizona) (the "Moss Claims")

Unpatented mining claims situated in the San Francisco (Oatman, Gold Road, Boundary Cone) Mining District in Sections 13, 24 and 25, Township 20 North, Range 21 West; and Sections 18, 19, 20, 29 and 30, Township 20 North, Range 20 West; G&SRB&M, Mohave County, Arizona, the names of which, the place of record of the location notices and amendments thereof in the records of the Mohave County, Arizona Recorder, and the serial numbers assigned by the Arizona State Office of the Bureau of Land Management, are as follows:

No.	Name of Claim	Fee No.	BLM Serial No.
1	MOSS 11	2004064631	AMC361998
2	MOSS 12	2004064632	AMC361999
3	MOSS 13	2004064633	AMC362000
4	MOSS 14	2004064634	AMC362001

5	MOSS 15	2004064635	AMC362002
6	MOSS 16	2004064636	AMC362003
7	MOSS 17	2004064637	AMC362004
8	MOSS 18	2004064638	AMC362005
9	MOSS 19	2004064639	AMC362006
10	MOSS 20	2004064640	AMC362007
11	MOSS 21	2004064641	AMC362008
12	MOSS 22	2004064642	AMC362009
13	MOSS 23	2004064643	AMC362010
	MOSS 23 (amended)	2015018073	
14	MOSS 24	2004064644	AMC362011
15	MOSS 25	2004064645	AMC362012
16	MOSS 26	2004064646	AMC362013
17	MOSS 27	2004064647	AMC362014
18	MOSS 28	2004064648	AMC362015
19	MOSS 29	2004064649	AMC362016
20	MOSS 30	2004064650	AMC362017
21	MOSS 31	2004064651	AMC362018
22	MOSS 32	2004064652	AMC362019
23	MOSS 34	2004064655	AMC362022
24	MOSS 35	2004064656	AMC362023
25	MOSS 36	2004064657	AMC362024
26	MOSS 37	2004064658	AMC362025
27	MOSS 38	2004064659	AMC362026
28	MOSS 39	2004064660	AMC362027
29	MOSS 39F	2004064661	AMC362028
	MOSS 39F (amended)	2015018075	
30	MOSS 40	2004064662	AMC362029
31	MOSS 41	2004064663	AMC362030
32	MOSS 42	2004064664	AMC362031
33	MOSS 43	2004064665	AMC362032
34	MOSS 44	2004064666	AMC362033
35	MOSS 45	2004064667	AMC362034
36	MOSS 46	2004064668	AMC362035
	MOSS 46 (amended)	2015018076	
37	MOSS 47	2004064669	AMC362036
	MOSS 47 (amended)	2013014545	
38	MOSS 47B	2004064670	AMC362037
39	MOSS 48	2004064671	AMC362038
	MOSS 48 (amended)	2013014546	
40	MOSS 49	2004064672	AMC362039
	MOSS 49 (amended)	2013014547	
41	MOSS 50	2004064673	AMC362040
	MOSS 50 (amended)	2013014548	
42	MOSS 51	2004064674	AMC362041

43	MOSS 52	2004064675	AMC362042
44	MOSS 53	2004064676	AMC362043
45	MOSS 54	2004064677	AMC362044
46	MOSS 55	2004064678	AMC362045
47	MOSS 56	2004064679	AMC362046
48	MOSS 57	2004064680	AMC362047
49	MOSS 58	2004064681	AMC362048
50	MOSS 59	2004064682	AMC362049
51	MOSS 60	2004064683	AMC362050
52	MOSS 61	2004064684	AMC362051
53	MOSS 62	2004064685	AMC362052
54	MOSS 63	2004064686	AMC362053
55	MOSS 64	2004064687	AMC362054
56	MOSS 65	2004064688	AMC362055
57	MOSS 66	2004064689	AMC362056
58	MOSS 67	2004064690	AMC362057
59	MOSS 68	2004064691	AMC362058
60	MOSS 69	2004064692	AMC362059
61	MOSS 70	2004064693	AMC362060
62	MOSS 1	2009078702	AMC398978
63	MOSS 2	2009078703	AMC398979
64	MOSS 3	2009078704	AMC398980
65	MOSS 4	2009078705	AMC398981
66	MOSS 5	2009078706	AMC398982
67	MOSS 6	2009078707	AMC398983
68	MOSS 7	2009078708	AMC398984
69	MOSS 8	2009078709	AMC398985
70	MOSS 9	2009078710	AMC398986
71	MOSS 10	2009078711	AMC398987
72	MOSS 118	2009078712	AMC398988
73	MOSS 119	2009078713	AMC398989
74	MOSS 120	2009078714	AMC398990
75	MOSS 121	2009078715	AMC398991
76	MOSS 122	2009078716	AMC398992
77	MOSS 123	2009078717	AMC398993
78	MOSS 124	2009078718	AMC398994
79	MOSS 125	2009078719	AMC398995
80	MOSS 126	2009078720	AMC398996
81	MOSS 127	2009078721	AMC398997
82	MOSS 128	2009078722	AMC398998
83	MOSS 129	2009078723	AMC398999
84	MOSS 130	2009078724	AMC399000
85	MOSS 131	2009078725	AMC399001
86	MOSS 132	2009078726	AMC399002
87	MOSS 133	2009078727	AMC399003

88	MOSS 134	2009078728	AMC399004
89	MOSS 135	2009078729	AMC399005
90	MOSS 136	2009078730	AMC399006
91	MOSS 137	2009078731	AMC399007
92	MOSS 138	2009078732	AMC399008
93	MOSS 139	2009078733	AMC399009
94	MOSS 140	2009078734	AMC399010
95	MOSS 141	2009078735	AMC399011
96	MOSS 142	2009078736	AMC399012
97	MOSS 143	2009078737	AMC399013
98	MOSS 144	2009078738	AMC399014
99	MOSS 145	2009078739	AMC399015
100	MOSS 146	2009078740	AMC399016
101	MOSS 147	2009078741	AMC399017
102	MOSS 148	2009078742	AMC399018
103	MOSS 33X	2015040270	AMC433744

V. Unpatented Mining Claims (owned by La Cuesta International, Inc., under lease to Golden Vertex Corp.) (the "Silver Creek Claims")

Unpatented mining claims situated in the San Francisco (Oatman, Gold Road, Boundary Cone) Mining District in Sections 8, 9, 16, 17, 20, 21, 22, 27, 28, 29, 30, 31, 32, 33 and 34, Township 20 North, Range 20 West; and Sections 3 and 4, Township 19 North, Range 20 West; G&SRB&M; Mohave County, Arizona, the names of which, the place of record of the location notices and amendments thereof in the records of the Mohave County, Arizona Recorder, and the serial numbers assigned by the Arizona State Office of the Bureau of Land Management, are as follows:

No.	Name of Claim	Fee No.	BLM Serial No.
1	Silver Creek 1	2011024735	AMC407863
2	Silver Creek 2	2011024736	AMC407864
3	Silver Creek 3	2011024737	AMC407865
4	Silver Creek 4	2011024738	AMC407866
5	Silver Creek 5	2011024739	AMC407867
6	Silver Creek 6	2011024740	AMC407868
7	Silver Creek 7	2011024741	AMC407869
8	Silver Creek 8	2011024742	AMC407870
9	Silver Creek 9	2011024743	AMC407871
10	Silver Creek 10	2011024744	AMC407872
11	Silver Creek 11	2011024745	AMC407873
12	Silver Creek 12	2011024746	AMC407874
13	Silver Creek 13	2011024747	AMC407875
14	Silver Creek 14	2011024748	AMC407876
15	Silver Creek 15	2011024749	AMC407877

No.	Name of Claim	Fee No.	BLM Serial No.
16	Silver Creek 16	2011024750	AMC407878
17	Silver Creek 17	2011024751	AMC407879
18	Silver Creek 18	2011024752	AMC407880
19	Silver Creek 19	2011024753	AMC407881
20	Silver Creek 20	2011024754	AMC407882
21	Silver Creek 21	2011024755	AMC407883
22	Silver Creek 22	2011024756	AMC407884
23	Silver Creek 31	2011024765	AMC407893
24	Silver Creek 32	2011024766	AMC407894
25	Silver Creek 33	2011024767	AMC407895
26	Silver Creek 34	2011024768	AMC407896
27	Silver Creek 35	2011024769	AMC407897
28	Silver Creek 36	2011024770	AMC407898
29	Silver Creek 37	2011024771	AMC407899
30	Silver Creek 38	2011024772	AMC407900
31	Silver Creek 39	2011024773	AMC407901
32	Silver Creek 40	2011024774	AMC407902
33	Silver Creek 41	2011024775	AMC407903
34	Silver Creek 42	2011024776	AMC407904
35	Silver Creek 43	2011024777	AMC407905
36	Silver Creek 44	2011024778	AMC407906
37	Silver Creek 45	2011024779	AMC407907
38	Silver Creek 46	2011024780	AMC407908
39	Silver Creek 47	2011024781	AMC407909
40	Silver Creek 48	2011024782	AMC407910
41	Silver Creek 49	2011024783	AMC407911
42	Silver Creek 50	2011024784	AMC407912
43	Silver Creek 51	2011024785	AMC407913
44	Silver Creek 52	2011024786	AMC407914
45	Silver Creek 53	2011024787	AMC407915
46	Silver Creek 54	2011024788	AMC407916
47	Silver Creek 63	2011024797	AMC407925
48	Silver Creek 64	2011024798	AMC407926
49	Silver Creek 65	2011024799	AMC407927
50	Silver Creek 66	2011024800	AMC407928
51	Silver Creek 67	2011024801	AMC407929
52	Silver Creek 68	2011024802	AMC407930
53	Silver Creek 69	2011024803	AMC407931
54	Silver Creek 70	2011024804	AMC407932
55	Silver Creek 71	2011024805	AMC407933

No.	Name of Claim	Fee No.	BLM Serial No.
56	Silver Creek 72	2011024806	AMC407934
60	Silver Creek 76	2011024810	AMC407938
61	Silver Creek 77	2011024811	AMC407939
62	Silver Creek 78	2011024812	AMC407940
63	Silver Creek 79	2011024813	AMC407941
64	Silver Creek 80	2011024814	AMC407942
65	Silver Creek 81	2011024815	AMC407943
66	Silver Creek 82	2011024816	AMC407944
67	Silver Creek 83	2011024817	AMC407945
68	Silver Creek 84	2011024818	AMC407946
69	Silver Creek 85	2011024819	AMC407947
70	Silver Creek 86	2011024820	AMC407948
71	Silver Creek 87	2011024821	AMC407949
72	Silver Creek 88	2011024822	AMC407950
73	Silver Creek 89	2011024823	AMC407951
74	Silver Creek 90	2011024824	AMC407952
75	Silver Creek 91	2011024825	AMC407953
76	Silver Creek 92	2011024826	AMC407954
77	Silver Creek 93	2011024827	AMC407955
78	Silver Creek 94	2011024828	AMC407956
79	Silver Creek 95	2011024829	AMC407957
80	Silver Creek 96	2011024830	AMC407958
81	Silver Creek 97	2011024831	AMC407959
82	Silver Creek 108	2011024842	AMC407970
83	Silver Creek 109	2011024843	AMC407971
84	Silver Creek 110	2011024844	AMC407972
85	Silver Creek 111	2011024845	AMC407973
86	Silver Creek 112	2011024846	AMC407974
87	Silver Creek 113	2011024847	AMC407975
88	Silver Creek 114	2011024848	AMC407976
89	Silver Creek 115	2011024849	AMC407977
90	Silver Creek 116	2011044461	AMC410214
91	Silver Creek 117	2011044462	AMC410215
92	Silver Creek 118	2011044463	AMC410216
93	Silver Creek 119	2011044464	AMC410217
94	Silver Creek 120	2011044465	AMC410218
95	Silver Creek 121	2011044466	AMC410219
96	Silver Creek 122	2011044467	AMC410220
97	Silver Creek 123	2011044468	AMC410221
98	Silver Creek 124	2011044469	AMC410222

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No.	Name of Claim	Fee No.	BLM Serial No.
99	Silver Creek 125	2011044470	AMC410223
100	Silver Creek 126	2011044471	AMC410224
101	Silver Creek 127	2011044472	AMC410225
102	Silver Creek 128	2011044473	AMC410226
103	Silver Creek 129	2011044474	AMC410227
104	Silver Creek 130	2011044475	AMC410228
105	Silver Creek 131	2011044476	AMC410229
106	Silver Creek 132	2011044477	AMC410230
107	Silver Creek 133	2011044478	AMC410231
108	Silver Creek 134	2011044479	AMC410232
109	Silver Creek 135	2011044480	AMC410233
110	Silver Creek 136	2011044481	AMC410234
111	Silver Creek 137	2011044482	AMC410235
112	Silver Creek 138	2011044483	AMC410236
113	Silver Creek 139	2011044484	AMC410237
114	Silver Creek 140	2011044485	AMC410238
115	Silver Creek 141	2011044486	AMC410239
116	Silver Creek 142	2011044487	AMC410240
117	Silver Creek 143	2011044488	AMC410241
118	Silver Creek 144	2011044489	AMC410242
119	Silver Creek 145	2011044490	AMC410243
120	Silver Creek 146	2011044491	AMC410244
121	Silver Creek 147	2011044492	AMC410245
122	Silver Creek 148	2011044493	AMC410246
123	Silver Creek 149	2011044494	AMC410247
124	Silver Creek 150	2011044495	AMC410248
125	Silver Creek 151	2011044496	AMC410249
126	Silver Creek 152	2011044497	AMC410250
127	Silver Creek 153	2011044498	AMC410251
128	Silver Creek 154	2011044499	AMC410252
129	Silver Creek 155	2011044500	AMC410253
130	Silver Creek 156	2011044501	AMC410254
131	Silver Creek 157	2011044502	AMC410255
132	Silver Creek 158	2011044503	AMC410256
133	Silver Creek 159	2011044504	AMC410257
134	Silver Creek 160	2011044505	AMC410258
135	Silver Creek 161	2011044506	AMC410259
136	Silver Creek 162	2011044507	AMC410260
137	Silver Creek 163	2011044508	AMC410261
138	Silver Creek 164	2011044509	AMC410262

No.	Name of Claim	Fee No.	BLM Serial No.
139	Silver Creek 165	2011044510	AMC410263
140	Silver Creek 166	2011044511	AMC410264
141	Silver Creek 167	2011044512	AMC410265
142	Silver Creek 168	2011044513	AMC410266
143	Silver Creek 169	2011044514	AMC410267
144	Silver Creek 170	2011044515	AMC410268
145	Silver Creek 171	2011044516	AMC410269
146	Silver Creek 172	2011044517	AMC410270
147	Silver Creek 173	2011044518	AMC410271
148	Silver Creek 174	2011044519	AMC410272
149	Silver Creek 175	2011044520	AMC410273
150	Silver Creek 176	2011044521	AMC410274
151	Silver Creek 177	2011044522	AMC410275
152	Silver Creek 178	2011044523	AMC410276
153	Silver Creek 179	2011044524	AMC410277
154	Silver Creek 180	2011044525	AMC410278
155	Silver Creek 181	2011044526	AMC410279
156	Silver Creek 182	2011044527	AMC410280
157	Silver Creek 183	2011044528	AMC410281
158	Silver Creek 184	2011044529	AMC410282
159	Silver Creek 185	2012000017	AMC413137
160	Silver Creek 186	2012000018	AMC413138
161	Silver Creek 187	2012000019	AMC413139
162	Silver Creek 188	2012000020	AMC413140
163	Silver Creek 189	2012000021	AMC413141
164	Silver Creek 190	2012000022	AMC413142
165	Silver Creek 191	2012000023	AMC413143
166	Silver Creek 192	2012000024	AMC413144
167	Silver Creek 193	2012000025	AMC413145
168	Silver Creek 194	2014014495	AMC427718
169	Silver Creek 195	2014014496	AMC427719
170	Silver Creek 196	2014014497	AMC427720
171	Silver Creek 197	2014014498	AMC427721
172	Silver Creek 198	2014014499	AMC427722
173	Silver Creek 199	2014014500	AMC427723
174	Silver Creek 200	2014014501	AMC427724
175	Silver Creek 201	2014014502	AMC427725
176	Silver Creek 202	2014021863	AMC428270
177	Silver Creek 203	2014021864	AMC428271
178	Silver Creek 204	2014021865	AMC428272

No.	Name of Claim	Fee No.	BLM Serial No.
179	Silver Creek 205	2014021866	AMC428273
180	Silver Creek 206	2014021867	AMC428274
181	Silver Creek 207	2014021868	AMC428275
182	Silver Creek 208	2014021869	AMC428276
183	Silver Creek 209	2014021870	AMC428277

The "Silver Creek" group of claims listed in this Part V are subject to that certain Mineral Lease and Option Agreement between La Cuesta International, Inc. and Golden Vertex Corp. dated May 7, 2014, as amended, as referenced in that certain Memorandum of Option Agreement and Notice of Assignment and Assumption of Option Agreement dated August 6, 2014 and recorded September 3, 2014 at Fee No. 2014038469, and as referenced in that certain Amended and Restated Memorandum of Option Agreement and Notice of Assignment and Assumption of Option Agreement dated October 29, 2015 and recorded October 29, 2015 at Fee No. 2015047985.

VI. Unpatented Mining Claims (owned by Golden Vertex Corp.) (the "South Oatman Prospect Claims")

Unpatented mining claims situated in the San Francisco (Oatman, Gold Road, Boundary Cone) Mining District in Sections 27, 32, 33, 34 and 35, Township 19 North, Range 20 West, and Section 3, Township 18 North, Range 20 West; G&SRB&M, Mohave County, Arizona, the names of which, the place of record of the location notices and amendments thereof in the records of the Mohave County, Arizona Recorder, and the serial numbers assigned by the Arizona State Office of the Bureau of Land Management, are as follows:

No.	Name of Claim	Fee No.	BLM Serial No.
1	GVC 452	2018020454	AMC450547
2	GVC 453	2018020455	AMC450548
3	GVC 454	2018020456	AMC450549
4	GVC 456	2018020457	AMC450550
5	GVC 457	2018020458	AMC450551
6	GVC 458	2018020459	AMC450552
7	GVC 459	2018020460	AMC450553
8	GVC 460	2018020461	AMC450554
9	GVC 461	2018020462	AMC450555
10	GVC 462	2018020463	AMC450556
11	GVC 463	2018020464	AMC450557
12	GVC 464	2018020465	AMC450558
13	GVC 465	2018020466	AMC450559
14	GVC 466	2018020467	AMC450560
15	GVC 467	2018020468	AMC450561
16	GVC 468	2018020469	AMC450562
17	GVC 415	2018022458	AMC450693
18	GVC 416	2018022459	AMC450694

No.	Name of Claim	Fee No.	BLM Serial No.
19	GVC 417	2018022460	AMC450695
20	GVC 418	2018022461	AMC450696
21	GVC 419	2018022462	AMC450697
22	GVC 420	2018022463	AMC450698
23	GVC 421	2018022464	AMC450699
24	GVC 422	2018022465	AMC450700
25	GVC 423	2018022466	AMC450701
26	GVC 424	2018022467	AMC450702
27	GVC 425	2018022468	AMC450703
28	GVC 426	2018022469	AMC450704
29	GVC 427	2018022470	AMC450705
30	GVC 428	2018022471	AMC450706
31	GVC 429	2018022472	AMC450707
32	GVC 430	2018022473	AMC450708
33	GVC 431	2018022474	AMC450709
34	GVC 432	2018022475	AMC450710
35	GVC 433	2018022476	AMC450711
36	GVC 434	2018022477	AMC450712
37	GVC 435	2018022478	AMC450713
38	GVC 436	2018022479	AMC450714
39	GVC 437	2018022480	AMC450715
40	GVC 438	2018022481	AMC450716
41	GVC 439	2018022482	AMC450717
42	GVC 440	2018022483	AMC450718
43	GVC 441	2018022484	AMC450719
44	GVC 442	2018022485	AMC450720
45	GVC 443	2018022486	AMC450721
46	GVC 444	2018022487	AMC450722
47	GVC 445	2018022488	AMC450723
48	GVC 446	2018022489	AMC450724
49	GVC 447	2018022490	AMC450725
50	GVC 448	2018022491	AMC450726
51	GVC 449	2018022492	AMC450727
52	GVC 450	2018022493	AMC450728
53	GVC 451	2018022494	AMC450729
54	GVC 469	2018022495	AMC450730
55	GVC 470	2018022496	AMC450731
56	GVC 471	2018022497	AMC450732
57	GVC 472	2018022498	AMC450733
58	GVC 473	2018022499	AMC450734
59	GVC 474	2018022500	AMC450735
60	GVC 475	2018022501	AMC450736
61	GVC 476	2018022502	AMC450737

VII. Arizona State Land Department Mineral Exploration Permit (the "ASLD Section 32 Exploration Permit")

Arizona State Land Department Mineral Exploration Permit (Permit No. 08-119642), issued to Golden Vertex Corp. on November 24, 2017, expiring no later than November 23, 2022, regarding lands within Section 32, Township 20 North, Range 20 West, G&SRB&M, Mohave County, Arizona.

The Arizona State Land Department Mineral Exploration Permit listed in this Part VII replaces the expired Arizona State Land Department Mineral Exploration Permit 08-116110, and is subject to that certain Mineral Lease and Option Agreement between La Cuesta International, Inc. and Golden Vertex Corp. dated May 7, 2014, as amended, as referenced in that certain Memorandum of Option Agreement and Notice of Assignment and Assumption of Option Agreement dated August 6, 2014 and recorded September 3, 2014 at Fee No. 2014038469, and as referenced in that certain Amended and Restated Memorandum of Option Agreement and Notice of Assignment and Assumption of Option Agreement dated October 29, 2015 and recorded October 29, 2015 at Fee No. 2015047985. Note that Permittees of Arizona State Land Department Mineral Exploration Permits "shall not assign or sub-let [Mineral Exploration Permits] or any right or rights thereunder, without first obtaining the written consent of the State Land Commissioner."

VIII. Arizona State Land Department Mineral Exploration Permit (the "ASLD Section 16 Exploration Permit")

Arizona State Land Department Mineral Exploration Permit (Permit No. 08-119834), issued to Golden Vertex Corp. on June 1, 2018, expiring no later than May 31, 2023, regarding lands within Section 16, Township 19 North, Range 20 West, G&SRB&M, Mohave County, Arizona.

Note that Permittees of Arizona State Land Department Mineral Exploration Permits "shall not assign or sub-let [Mineral Exploration Permits] or any right or rights thereunder, without first obtaining the written consent of the State Land Commissioner."


ARIZONA
SECRETARY OF STATE
02/26/24 15:56
FILED

UCC FINANCING STATEMENT
FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (opt/area)

B. E-MAIL CONTACT AT FILER (opt/area)

C. SEND ACKNOWLEDGMENT TO: (Area and Address)



197815

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the individual Debtor's name will not fit in line 1b, leave all of item 2 blank, check here and provide the Individual Debtor Information in Part 1b of the Financing Statement Addendum (Form UCC1AD)

1a. ORGANIZATION'S NAME
Golden Vertex Corp.

OR

1b. INDIVIDUAL'S SURNAME: FIRST PERSONAL NAME: ADDITIONAL NAME(S) (INITIALS): SUFFIX:

20. MAILING ADDRESS: CITY: STATE: POSTAL CODE: COUNTRY:

1075 West Georgia Street, Suite 1659 **Vancouver** **BC** **V6E 3C9** **CAN**

2. DEBTOR'S NAME: Provide only one Debtor Name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the individual Debtor's name will not fit in line 2b, leave all of item 3 blank, check here and provide the Individual Debtor Information in Part 1b of the Financing Statement Addendum (Form UCC1AD)

2a. ORGANIZATION'S NAME:

OR

2b. INDIVIDUAL'S SURNAME: FIRST PERSONAL NAME: ADDITIONAL NAME(S) (INITIALS): SUFFIX:

20. MAILING ADDRESS: CITY: STATE: POSTAL CODE: COUNTRY:

3. SECURED PARTY'S NAME (or NAME OF ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (1a or 1b)

3a. ORGANIZATION'S NAME
Maverix Metals Inc.

OR

3b. INDIVIDUAL'S SURNAME: FIRST PERSONAL NAME: ADDITIONAL NAME(S) (INITIALS): SUFFIX:

20. MAILING ADDRESS: CITY: STATE: POSTAL CODE: COUNTRY:

510 Burrard Street, Suite 575 **Vancouver** **BC** **V6C 3A8** **CAN**

4. COLLATERAL: This financing statement covers the following collateral:
All assets of debtor, whether existing or hereafter acquired, including without limitation, all personal property, fixtures now or hereafter located on the land described on Exhibit A, attached and incorporated herein by reference, and all as-extracted collateral from such land whether now existing or hereafter arising.

5. Check only if applicable and check only one box: Collateral is Secured Trust (see UCC1A4, Part 1F and Item 6 below) Being administered by a Debtor's Personal Representative

6a. Check only if applicable and check only one box: Public Finance Transaction Manufactured Home Transaction A Debtor is a Transferring Debtor Agricultural UCC Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): Lender/Assignee Commercial Comptroller Dealer/Supplier Custom Dealer Government Lender

8. OPTIONAL FILER REFERENCE DATA:

THIS IS **EXHIBIT "L"** REFERRED TO IN
THE AFFIDAVIT OF TIM SWENDSEID
SWORN BEFORE ME THIS 29th DAY
OF JULY, 2024



A Commissioner for taking Affidavits for
British Columbia

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Quarles & Brady LLP
Renaissance One
Two North Central Avenue, Suite 600
Phoenix, Arizona 85004-2391
TELEPHONE 602.229.5200

Jimmie W. Pursell, Esq. (#019957)
Jimmie.Pursell@quarles.com
Anthony F. Pusateri, Esq. (#036206)
Anthony.Pusateri@quarles.com
Attorneys for Plaintiff

IN THE SUPERIOR COURT FOR THE STATE OF ARIZONA
IN AND FOR THE COUNTY OF MARICOPA

PATRIOT GOLD CORP., a Nevada
corporation,

Plaintiff,

vs.

GOLDEN VERTEX CORP., an Arizona
corporation,

Defendant.

Case No. CV2024-008181

**APPLICATION FOR (I)
APPOINTMENT OF RECEIVER,
AND (II) IMMEDIATE ORDER TO
SHOW CAUSE**

Pursuant to A.R.S. §§ 12-1241 and 1242, and Arizona Rule of Civil Procedure 66, Plaintiff Patriot Gold Corp. (“Patriot Gold” or “Plaintiff”) respectfully applies to the Court for the entry of an order appointing a receiver (or an order to show cause as to why a receiver should not be appointed) over certain commercial property owned by Defendant Golden Vertex Corp. (“GVC” or “Defendant”) to protect and preserve that commercial property and Patriot Gold’s rights and interests therein. This Application is supported by the (i) *Declaration of Trevor Newton in Support of Application for Appointment of Receiver* (the “**Declaration**”) attached hereto as **Exhibit A**; (ii) the *Verified Complaint* (the “**Verified Complaint**”) filed on April 9, 2024 in this matter; and (iii) the following

1 Memorandum of Points and Authorities.¹ A proposed Order to Show Cause regarding the
2 appointment of a receiver is submitted concurrently herewith.

3 MEMORANDUM OF POINTS AND AUTHORITIES

4 I. FACTUAL BACKGROUND.

5 Prior to May 2016, Patriot Gold was the owner of certain patented and unpatented
6 lode mining claims situated in the Oatman Mining District, Mohave County, Arizona (the
7 “Claims”). [Decl., ¶ 11; Verified Complaint, ¶ 10]. On May 12, 2016, Patriot Gold
8 entered into an Agreement for Purchase and Sale of Mining Claims (the “Agreement”)
9 with GVC, a subsidiary of Elevation Gold Mining Corp. (“Elevation”) f/k/a Northern
10 Vertex Mining Group. [Decl., ¶ 12; Verified Complaint, ¶ 11].

11 In accordance with the Agreement, Patriot Gold agreed to sell, and GVC agreed to
12 buy, all of Patriot Gold’s right, title, and interest in the Claims, together with all
13 extralateral and other associated rights, water rights, tenements, hereditaments, and
14 appurtenances belonging or appertaining thereto, and all rights-of-way, easements, rights
15 of access and ingress to and egress from the Claims appurtenant thereto and in which
16 Patriot Gold had any interest (collectively, the “Property”) for the amount of One Million
17 Five Hundred Thousand Canadian Dollars (C\$1,500,000.00) subject to a royalty granted
18 to Patriot Gold on certain of the Claims. [Decl., ¶ 13; Verified Complaint, ¶ 12]. To
19 memorialize the royalty grant of Patriot Gold on certain of the Claims, on May 25, 2016,
20 GVC executed a Royalty Deed (the “Royalty Deed”), recorded in the Mohave County
21 Recorder’s Office records at fee no. 2016-023500, whereby GVC granted and conveyed to
22 Patriot Gold a royalty of three percent (3%) of net smelter returns from the production of
23 minerals from the Property (the “Royalty”). [Decl., ¶ 14; Verified Complaint, ¶ 13].

24 Pursuant to the Royalty Deed, GVC is required to pay the Royalty to Patriot Gold
25 monthly within thirty (30) days after the end of each calendar month during which GVC
26 receives payments on all products produced and sold from the Property. [Decl., ¶ 15;

27
28 ¹ Capitalized terms used but not otherwise defined herein shall have the meanings
given to them in the Verified Complaint.

1 Verified Complaint, ¶ 14]. Further, the obligation to pay the Royalty is an interest of the
2 real property and a covenant running with the Property that is binding on GVC and any of
3 its successors or assigns. [Decl., ¶ 16; Verified Complaint, ¶ 15].

4 On or around October 31, 2023, GVC ceased making the required Royalty
5 payments. [Decl., ¶ 17; Verified Complaint, ¶ 16]. Through the end of calendar year 2023,
6 GVC owed unpaid Royalty payments totaling at least \$717,290.13. [Decl., ¶ 18; Verified
7 Complaint, ¶ 17]. Notwithstanding demand, GVC has failed or refused to provide any
8 financial information to Patriot Gold by which it can determine the amounts received by
9 GVC for products produced and sold from the Property in 2024. [Decl., ¶ 19; Verified
10 Complaint, ¶ 18]. GVC has publicly disclosed, through a May 13, 2024 news release
11 issued by its parent company, Elevation, that it had produced and sold gold and silver
12 during the first quarter of 2024 generating revenue of at least \$12.9 million (and operating
13 income of \$2.6 million). [Decl., ¶ 20]. Based on this public announcement, Patriot Gold
14 estimates that it is owed at least \$300,000.00 for the first quarter of 2024. [Decl., ¶ 21;
15 Verified Complaint, ¶ 20]. Despite demand, Patriot Gold has yet to receive any
16 outstanding Royalty payments. [Decl., ¶ 22; Verified Complaint, ¶ 21].

17 **II. LEGAL ARGUMENT.**

18 **A. The Court should appoint a receiver to protect and preserve the** 19 **rights of Patriot Gold in the Royalty.**

20 This Court “may appoint a receiver to protect and preserve property or the rights of
21 parties therein, even if the action includes no other relief.” A.R.S. § 12-1241. The legal
22 standard for appointment of a receiver is straightforward: the Court must simply
23 “determine that the property or the rights of parties need protection.” *Gravel Resources of*
24 *Arizona v. Hills*, 217 Ariz. 33, 37 (Ct. App. 2007). The Court can appoint a receiver on
25 that basis alone, regardless of whether an applicant can show irreparable harm or lack of a
26 legal remedy. *Id.* (“On its face, A.R.S. § 12-1241 requires no showing of irreparable harm
27 or lack of an adequate legal remedy.”)

28

1 Patriot Gold meets the standard for appointment of a receiver. Patriot Gold holds
2 property rights in the Royalty payments—payments that have not been made for several
3 months, notwithstanding the fact that GVC is profiting from smelter returns during this
4 timeframe. For 2023, Patriot Gold knows that GVC has been profiting from these returns
5 and simply refusing to pay Patriot Gold its share. And for 2024, GVC is continuing this
6 same practice. Elevation (GVC's parent) disclosed \$2.6 million in operating income for
7 the first quarter of 2024. Yet GVC refuses to pay Patriot Gold any of the royalties that it is
8 owed.

9 Accordingly, Patriot Gold's property rights are in desperate need of protection, as
10 Patriot Gold cannot even determine the extent to which GVC is currently violating its
11 property rights. Accordingly, appointment of a receiver is warranted in these
12 circumstances, and the Court should properly exercise its discretion to appoint a receiver.
13 *D & S Farms v. Producers Cotton Oil Co.*, 16 Ariz. App. 180, 182 (1972) ("The
14 appointment of a receiver rests in the sound legal discretion of the trial court."). The Court
15 should enter an Order (the form of which is provided to the Court and GVC in connection
16 with this Application) appointing a receiver and providing the receiver with enumerated
17 powers.

18 III. CONCLUSION.

19 WHEREFORE, Plaintiff respectfully requests that the Court enter an Order:

20 A. Issue an Order to Show Cause to GVC as soon as possible, a form of which
21 is submitted concurrently herewith, ordering and directing GVC, upon such prior notice as
22 the Court finds reasonable, but no greater than ten (10) calendar days, to appear before the
23 Court upon a date and time certain to show cause, if any, why a receiver should not be
24 immediately appointed to take possession of, manage, and operate the Property; to collect
25 any and all profits therefrom and apply the same to the discharge of the Indebtedness
26 owing to Plaintiff under the Royalty Deed, and to exercise all other powers and perform
27 all other duties as set forth in the proposed Order, the Royalty Deed, and as provided by
28 law;

1 B. Appointing a receiver over GVC's operations as they relate to the Property,
2 wherever located, with expansive powers to, among other things, preserve, protect,
3 maintain, and administer the Property, in accordance with the form of Order provided by
4 Plaintiff in the form submitted concurrently herewith; and

5 C. Awarding Plaintiff such other and further relief as the Court deems
6 appropriate under the facts and circumstances of this case.

7
8 RESPECTFULLY SUBMITTED this 29th day of May, 2024.

9
10 QUARLES & BRADY LLP
11 Renaissance One
12 Two North Central Avenue
13 Phoenix, AZ 85004-239

14 By /s/ Jimmie W. Pursell
15 Jimmie W. Pursell
16 Anthony F. Pusateri
17 Attorneys for Plaintiff
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THIS IS **EXHIBIT "M"** REFERRED TO IN
THE AFFIDAVIT OF TIM SWENDSEID
SWORN BEFORE ME THIS 29th DAY
OF JULY, 2024



A Commissioner for taking Affidavits for
British Columbia

1 FENNEMORE CRAIG, P.C.
 William G. Klain (No. 015851)
 2 Sean T. Hood (No. 022789)
 Zachary W. Rosenberg (No. 033719)
 3 2394 E. Camelback Road
 Suite 600
 4 Phoenix, Arizona 85016
 Telephone: (602) 916-5000
 5 Email: wklain@fennemorelaw.com
 Email: shood@fennemorelaw.com
 6 Email: zrosenberg@fennemorelaw.com

7 *Attorneys for Defendant Golden Vertex Corp.*

8
 9 SUPERIOR COURT OF ARIZONA

10 MARICOPA COUNTY

11 PATRIOT GOLD CORP., a Nevada
 corporation,

12 Plaintiff,

13 v.

14 GOLDEN VERTEX CORP., an Arizona
 15 corporation,

16 Defendant.

Case No. CV2024-008181

**GOLDEN VERTEX’S RESPONSE TO
 PATRIOT GOLD’S APPLICATION
 FOR (I) APPOINTMENT OF A
 RECEIVER AND (II) IMMEDIATE
 ORDER TO SHOW CAUSE**

(Assigned to the Hon. Christopher A. Coury)

(Oral Argument and Evidentiary Hearing
 Requested)

17
 18 Defendant Golden Vertex Corp (“GVC”) hereby responds in opposition to the
 19 Application for (I) appointment of Receiver and (II) Immediate Order to Show Cause
 20 (“**Receivership Application**”) filed by plaintiff Patriot Gold Corporation (“**Patriot Gold**”).

21 Patriot Gold does not proffer any evidence, make any allegation, or provide even a
 22 cursory rational or reasonable basis supporting appointment of a receiver. Receiverships
 23 are drastic remedies and extraordinary in nature, and here will precipitate inevitable,
 24 substantial harm not only to GVC’s business but to various non-parties.

25 The scant arguments in the Receivership Application are fundamentally flawed. In
 26 essence, Patriot Gold is an unsecured creditor seeking to place GVC’s Moss Mine (the
 27 “**Mine**”) into receivership for its benefit and to the detriment of other creditors with security
 28 interests in the Mine, without providing such secured creditors any notice or opportunity to

1 be heard. There is no basis in law or equity that permits what Patriot Gold effectively seeks:
2 an unwarranted interpretation of the grant of a royalty from GVC to facilitate the seizure of
3 collateral pledged to GVC's secured creditors. Receiverships are creatures of equity, and
4 there is nothing equitable in Patriot Gold's actions. Its remedy lies, if at all, in a legal claim
5 for breach of contract seeking monetary damages, not an equitable request to seize GVC's
6 assets and other creditors' collateral.

7 Additionally, the Receivership Application is fatally defective in at least two,
8 equally dispositive respects:

- 9 1. The appointment of a receiver would precipitate substantial and
10 potentially irrevocable injury to the interests of non-parties; and
- 11 2. Patriot Gold's claims and alleged injury do not provide any basis for
12 appointment of a receiver.

13 Even if there were grounds for appointment of a receiver — which there are not —
14 the Receivership Application fails to demonstrate that the proposed receiver is qualified to
15 operate the Mine. The Proposed form of order is also overbroad, effectively seeking to
16 place into receivership the vast majority of GVC's assets and divest it of control of its
17 business. Nothing in law, fact, or equity sanctions such an extreme remedy here.

18 **I. THE PURPORTEDLY URGENTLY NEEDED APPOINTMENT OF A RECEIVER WOULD
19 RESULT IN VIOLATIONS OF MINE OPERATING PERMITS AND TRADE
20 AGREEMENTS, AND DISENFRANCHISE GVC'S SENIOR SECURED CREDITOR.**

21 *A. Factual Background.*

22 Pursuant to the Agreement for Purchase and Sale of Mining Claims and Escrow
23 Instructions effective May 12, 2016 (the "**Purchase Agreement**"), (Exhibit A to the
24 Complaint), Patriot Gold conveyed certain patented and unpatented mining claims to GVC
25 by special warranty deed (the "**Patriot SWD**") on May 26, 2016, as documented of record
26 in the Official Records of Mohave County as Fee# 2016023498. Specifically, Patriot Gold
27 conveyed, *all right, title and interest in certain patented claims and 103 identified
28 unpatented lode claims* situated in the Oatman Mining District, Mohave County, Arizona
(the "**Purchased Claims**"). GVC's interest in the Purchased Claims were subject only to:

- 1 (a) the paramount title of the United States and then current claim
2 maintenance fees relative to the unpatented lode claims; and
3 (b) specified permitted exceptions shown in the special warranty deed
4 attached hereto as **Exhibit A**.

5 These permitted exceptions include prior existing royalty deeds Patriot Gold granted
6 to thirty-two (32) prior owners (as tenants in common) of the conveyed California Moss
7 patented claim (Parcel 4 in the Patriot SWD). A copy of the royalty conveyed by Patriot
8 Gold is attached hereto as **Exhibit B** (the “**Cal Moss Royalty Deed**”). The Cal Moss
9 Royalty Deed granted an undivided 12.5% Production Royalty (as defined therein) to the
10 holders. Importantly, Section 3.9 of the Cal Moss Royalty Deed expressly stated that “the
11 grant of Net Smelter Royalty herein shall constitute *an interest in the Property* and,
12 accordingly, the Royalty will run with the Property, and every interest therein”

13 Contemporaneous with GVC’s acquisition of the Purchased Claims and by separate
14 granting instrument, GVC conveyed a three percent (3%) Net Smelter Returns royalty to
15 Patriot Gold in certain patented claims, 256 owned unpatented claims, 111 leased
16 unpatented claims, and one state land mineral exploration permit (hereafter the “**Patriot**
17 **Royalty Claims**”) including a one (1) mile area of interest buffer extending from the
18 exterior boundary of the referenced claims as set forth in the Official Records of Mohave
19 County Instrument No. 2016-023500 (the “**Patriot Royalty Deed**”).

20 Pursuant to Royalty Deed, GVC granted and conveyed a royalty of three percent
21 (3%) of Net Smelter Returns from the production of minerals (the “**Patriot Royalty**”).
22 “Royalty” is a defined term which means a “*nonexecutive* [meaning no ability to lease the
23 royalty] and *nonparticipating* [meaning passive in nature not cost-bearing and not entitling
24 the holder to participate in operating decisions] and *nonworking* [meaning no obligation to
25 pay costs associated with operation or production] *mineral production royalty* based on the
26 Net Smelter Returns *from the production of minerals* from” the Patriot Royalty Claims
27 (emphasis added). Complaint Exhibit B § 2.2. Unlike the Cal Moss Royalty Deed, there is
28 no grant of real property interest by GVC to Patriot Gold in the Patriot Royalty Deed.

1 B. *Development and Operation of the Moss Mine.*

2 Following GVC's acquisition of the Purchased Claims in 2016, GVC undertook
3 further exploration and development activities, including completing a preliminary
4 economic assessment in 2017. Commercial production at the Mine commenced in
5 September 2018.

6 Primary access to the Mine is on federal land administered by the Bureau of Land
7 Management ("BLM"), for which GVC holds a granted BLM right of way. The blasting
8 and mining of ore (in open pits) occurs on GVC's private land and public land; and ore
9 beneficiation using heap-leach pads occurs on BLM land and private land. The heap-
10 leaching process requires the technical application of sodium cyanide and other leaching
11 agents to crushed ore placed on a lined pad, and the collection of pregnant leach solution in
12 a pond where subsequent beneficiation occurs. This process involves the use and
13 management of volatile products and requires skillful operation that is closely monitored
14 and regulated by multiple government agencies.

15 GVC is the identified operator and holder of the major permits identified below for
16 the operation of the Mine (the "**GVC Operating Permits**") as well as numerous other
17 regulatory permits (including those authorizing the handling and use of explosives and the
18 use and storage of hazardous materials). The GVC Operating Permits include:

- 19 1. BLM Plan of Operations AZA37772;
- 20 2. Arizona Department of Environmental Quality ("ADEQ") Air
21 Quality Permit Revised No. 99451;
- 22 3. ADEQ Aquifer Protection Permit #P-511225, LTF-96987;
- 23 4. ADEQ Multi Sector General Permit #AZMS80349; and
- 24 5. Arizona State Mine Inspector ("ASMI") Reclamation Plan

25 Each GVC Operating Permit is specific to the operator (*i.e.* GVC) and as a matter of
26 law the rights and obligations thereunder cannot be assigned, transferred, or assumed
27 without prior agency notice and approval.
28

1 The operator of the Mine, including the persons who actually perform operations at
2 the Mine must also comply with numerous specific training, disclosure, and other related
3 requirements. *See, e.g.*, 30 C.F.R. §§ 41.11, 46.5, 46.11, 48.1, 48.5, 48.6.

4 In addition, GVC has posted financial assurance (in the form of bonds) for the
5 reclamation of its operations with the BLM in the amount of \$8,501,680.00, with the ADEQ
6 in the amount of \$5,644,568, and with ASMI in the amount of \$667,472. In the event GVC
7 were not the Mine's operator, an approved alternative operator would be required to post
8 satisfactory substitute financial assurance, as shown in BLM Notification of Change of
9 Operator and Assumption of Past Liability Form 3809-5 attached hereto as **Exhibit C** and
10 for ASMI at A.R.S. § 27-1228. Further, BLM requires documentation that the transferee
11 accepts responsibility for the transferor's previously accrued obligations and assumes all
12 liabilities that may be outstanding on the plan of operations, including the obligation to
13 properly reclaim and restore the land disturbed on said plan of operations.

14 Patriot Gold has not identified any proof that its suggested receiver has the necessary
15 experience, training, authorizations, or specialized personnel, much less provided assurance
16 from such receiver that it will or even can post substitute financial assurance and accept
17 requisite liability.

18 *C. Material Trade Services Agreements.*

19 GVC entered a Master Services Agreement dated November 18, 2022 (the "MSA"),
20 with non-party Ledcor CMI Inc. ("**Ledcor**") that governs a substantial portion of the
21 physical mining, post-blasting at the Mine.¹ The MSA provides in relevant part that:

22 Without limitation, an event of default by GVC shall occur if
23 GVC: . . . becomes bankrupt or insolvent, goes into liquidation,
24 has a receiving or administration order made against it,
compounds with its creditors, or *carries on business under a
receiver*, trustee or manager for the benefit of its creditors, or if

25 ¹ The MSA is confidential. Because GVC was ordered to file this response to the
26 Receivership Application with only four-days' notice, it has not had time to obtain approval
27 and consent to file a copy of MSA Agreement. However, to the extent the Receivership
28 Application is not denied by briefing alone, GVC will seek approval to submit the
agreement under seal either in a supplemental filing or for use as an exhibit in an evidentiary
hearing.

1 any act is done or event occurs which (under any applicable
2 Law) has a similar effect to any of these acts or events.

3 (emphasis added).

4 On July 19, 2023, GVC entered a Sodium Cyanide Supply Contract with non-party
5 Covoro Mining Solutions, LLC (the “**Supply Contract**”).² The Supply Contract secures
6 procurement of necessary materials used in the leaching process. The Supply Contract
7 provides in relevant part that:

8 Either Party may terminate this Contract on twenty (20)
9 calendar days’ prior written notice if the other Party . . . *files or*
10 *has filed against it any proceeding to have a receiver*
11 *appointed over any of its assets*. If either Party experiences any
12 of the foregoing events, it shall give written notice thereof to
13 the other Party immediately and in any event within two (2)
14 business days after the occurrence of any such event.

15 (emphasis added).

16 *D. Senior Secured Creditor Interest.*

17 GVC is a subsidiary of non-party Elevation Gold Mining Corp. (“**Elevation**”). In
18 2018, Elevation entered a loan agreement with Maverix Metals Inc. (the “**Maverix Loan**”
19 with “**Maverix**”), which was ultimately amended and restated thrice and (with GVC’s
20 consent) gave Maverix a secured, first-position interest over the Purchased Claims (and
21 other claims) secured by a deed of trust and a UCC financing statement. A copy of the
22 recorded Deed of Trust and Amendment thereto is attached hereto as **Exhibit D**, and a copy
23 of the UCC financing Statement is attached as **Exhibit E**.³

24 The Maverix Loan provides in relevant part that Elevation “shall be in default under
25 this Agreement if any of the following events occur (each an ‘**Event of Default**’): . . . an

26 ² The Supply Contract is confidential. Because GVC was ordered to file this response to the
27 Receivership Application with only four-days’ notice, it has not had time to obtain approval
28 and consent to file a copy of Supply Contract Agreement. However, to the extent the
Receivership Application is not denied, GVC will seek approval to submit the agreement
under seal either in a supplemental filing or for use as an exhibit in an evidentiary hearing.

³ The Maverix Loan is confidential. Because GVC was ordered to file this response to the
Receivership Application with only four-days’ notice, it has not had time to obtain approval
and consent to file a copy of Maverix Loan Agreement. However, to the extent the
Receivership Application is not denied by briefing alone, GVC will seek approval to submit
the agreement under seal either in a supplemental filing or for use as an exhibit in an
evidentiary hearing.

1 Insolvency Event occurs.” An Insolvency Event includes when “a receiver, interim
2 receiver, assignee, liquidator, sequestrator, custodian, monitor, administrator, trustee or
3 similar officer for the Company or for all or any material part of the Company’s property,
4 shall be appointed.”

5 *E. Patriot Gold manufactures urgency, without any exigent circumstances, to
6 seek a receivership.*

7 On March 28, 2024, Patriot Gold sent a demand letter to GVC, which attached a
8 draft copy of the Complaint to this action. **Exhibit F**, hereto. The parties attempted to
9 discuss and reach a resolution on the dispute, without success. Patriot Gold then filed the
10 Complaint in this action on April 9, 2024, *but did not attempt to serve GVC* or further
11 communicate with GVC regarding dispute resolution.

12 Then, on May 29, 2024, Patriot Gold filed the Receivership Application and
13 proceeded to serve that application and the Complaint on GVC. Nothing in the
14 Receivership Application explains Patriot Gold’s approximately 6-week delay between
15 filing the Complaint and attempting service. Plainly the assertion that its “property rights
16 are in desperate need of protection” is not accurate. *See* Receivership Application at 4:9.

17 **II. THERE IS NO BASIS FOR THE APPOINTMENT OF A RECEIVER.**

18 *A. The Appointment of a Receiver is an Extraordinary Remedy.*

19 Arizona Courts do not impose receiverships lightly. “The superior court or a judge
20 thereof may appoint a receiver to protect and preserve property or the rights of parties
21 therein, even if the action includes no other claim for relief.” A.R.S. § 12-1241.⁴

22 It is a notorious fact that receiverships in the vast majority of
23 cases are expensive and slow, and seldom result in a restoration
24 of the company or an adequate return to the creditors, among
25 whom of course policy holders are included. It is only under

26 ⁴ Though Patriot Gold’s Complaint also alleges that it was entitled to a receivership pursuant
27 to A.R.S. § 33-2601 et seq., which pertains to commercial real property, the Receivership
28 Application does not seek appointment of a receiver pursuant to such statute, and Patriot
Gold therefore waived any claim related to such statute for purposes of this application. *See*
In re Marriage of Pownall, 197 Ariz. 577, 583 (App. 2000) (“Arguments raised for the first
time in a reply brief are deemed waived”). Even if such argument were raised, “the
principles of law and equity [which are discussed below] supplement” that statute. A.R.S.
§ 33-2603(E).

1 extreme circumstances, and when no other better remedy can
2 be found, that a receivership should be granted.

3 *State v. Alianza Hispano-Americana*, 60 Ariz. 1, 7 (1942); *Johnson Utilities, L.L.C. v.*
4 *Arizona Corp. Comm'n*, 249 Ariz. 215, 237, ¶ 111 (2020) (Bolick J., concurring in part)
5 (“A receivership is a ‘drastic remedy’ and the power to appoint is ‘justly safeguarded, and
6 reluctantly exercised, by the courts.’”) (citations omitted).

7 “The appointment of a receiver sets in motion a series of events that cannot easily be
8 unwound and may have significant effects on relationships and transactions involving non-
9 parties.” *AEA Fed. Credit Union v. Yuma Funding, Inc.*, 237 Ariz. 105, 110, ¶ 18 (App.
10 2015) (citing *S.E.C. v. Wealth Mgmt. L.L.C.*, 628 F.3d 323, 331–32 (7th Cir.2010) and
11 holding that an order denying a motion to set aside a receiver is not appealable); *Solis v.*
12 *Matheson*, 563 F.3d 425, 437 (9th Cir. 2009) (“A receivership may interfere seriously with
13 a defendant’s property rights by ousting him or her from control. Therefore, ‘[t]he
14 appointment of a receiver is considered to be an extraordinary remedy that should be
15 employed with the utmost caution and granted only in cases of clear necessity to protect
16 plaintiff’s interests in the property.’”) (modifications original, citation omitted); *Aviation*
17 *Supply Corp. v. R.S.B.I. Aerospace, Inc.*, 999 F.2d 314, 316 (8th Cir. 1993) (“A receiver is
18 an extraordinary equitable remedy that is only justified in extreme situations.”); *Gila Water*
19 *Co. v. Witbeck*, 29 F.2d 175, 177 (9th Cir. 1928) (“Certain it is that no minority stockholder
20 could demand that Gillespie make further advances to the corporation, and under all the
21 circumstances we are clearly of the opinion that while intelligent men might differ touching
22 the course actually pursued respecting the reclamation of the land, a finding of bad faith on
23 his part or gross negligence or incompetence would be unwarranted; and without one or the
24 other of these elements imprudent management would furnish insufficient basis for a
25 receivership.”). § 2983 Appointment of Receivers, 12 Fed. Prac. & Proc. Civ. § 2983 (3d
26 ed.) (“The appointment of a receiver is considered to be an extraordinary remedy that should
27 be employed with the utmost caution and granted only in cases of clear necessity to protect
28 plaintiff’s interests in the property.”).

1 Judge Christopher Whitten, when assigned to the Commercial Court, published a
 2 decision pursuant to Arizona Supreme Court Administrative Order No. 2015 – 86 on the
 3 standard to be applied when courts evaluate whether to appoint a receiver outside a
 4 mortgage foreclosure. *Patel v. Patel*, CV2017-005472, 2017 WL 6042244, at *1
 5 (Ariz.Super.) (copy attached hereto as **Exhibit G**). Judge Whitten observed:

6 The standard for appointing a general receiver in Arizona in this
 7 situation is not particularly clear. The controlling statute is not
 8 very specific and the case law is scant. Those cases that do exist
 9 deal mostly with requests to appoint a receiver in connection
 with a foreclosure action, where agreements between the parties
 often call for such an appointment in the event that one party
 breaches the agreement.

10 *Patel*, 2017 WL 6042244, at *2.

11 Upon considering the minimal caselaw in Arizona, Judge Whitten turned to cases
 12 outside Arizona and explained that “the appointment of a receiver is an extraordinary order
 13 that should be approached with caution, especially when the entity in question is capable of
 14 moving forward without the appointment.” *Id.* at *3 (gathering authorities on that point).
 15 Judge Whitten ultimately adopted the following factors to be weighed when considering
 16 whether to appoint a receiver:

- 17 (1) the solvency of the defendant,
- 18 (2) whether there was fraud by the defendant,
- 19 (3) the danger of the property being lost, concealed, injured,
 20 diminished in value, wasted, or squandered without a
 receiver,
- 21 (4) the adequacy of available remedies,
- 22 (5) the harm that would be caused by not appointing a
 receiver,
- 23 (6) plaintiff’s probability of success in the lawsuit, and
- 24 (7) whether the interest of the party seeking appointment of
 25 a receiver will be protected by the receivership.

26 *Id.* (formatting and punctuation original); *see also Aviation Supply*, 999 F.2d at 316–17
 27 (“Although there is no precise formula for determining when a receiver may be appointed,
 28 factors typically warranting appointment are a valid claim by the party seeking the

1 appointment; the probability that fraudulent conduct has occurred or will occur to frustrate
2 that claim; imminent danger that property will be concealed, lost, or diminished in value;
3 inadequacy of legal remedies; lack of a less drastic equitable remedy; and likelihood that
4 appointing the receiver will do more good than harm.”); § 2983 Appointment of Receivers,
5 12 Fed. Prac. & Proc. Civ. § 2983 (3d ed.) (“Factors that courts have considered relevant to
6 establishing the requisite need for a receivership include the following: fraudulent conduct
7 on the part of defendant; the imminent danger of the property being lost, concealed, injured,
8 diminished in value, or squandered; the inadequacy of the available legal remedies; the
9 probability that harm to plaintiff by denial of the appointment would be greater than the
10 injury to the parties opposing appointment; and, in more general terms, plaintiff’s probable
11 success in the action and the possibility of irreparable injury to his interests in the
12 property.”).

13 Several of these factors strongly, and even dispositively, weigh against appointment
14 of a receiver here. Indeed, there is nothing in the Complaint or the Receivership Application
15 that suggests or implies fraud, offers sufficient evidence of an ownership interest, or that
16 analyzes the availability of other remedies (even as the Complaint seeks monetary
17 damages).

18 *B. Patriot Gold has not presented sufficient evidence to warrant a receivership.*

19 Appointment of a receivership requires “substantial evidence” supporting the
20 appointment. *Gravel Res. of Arizona v. Hills*, 217 Ariz. 33, 38, ¶ 14 (App. 2007). In an order
21 to show cause, the burden is on the plaintiff to prove they are entitled to the relief they are
22 seeking. *Smith v. Smith*, 133 Ariz. 384, 385 (App. 1982).

23 Patriot Gold provides no evidence that would warrant a receivership. The conclusory
24 affidavit Patriot Gold submits in support of the Receivership application is primarily a
25 custodial affidavit, *i.e.* purports to provide some minimal alleged foundation for
26 admissibility of certain business records. Yet, even in that respect it fails to present
27 admissible evidence. For example, it relies on clear hearsay attestations as to the content of
28 news articles, which are not admissible. Receivership Application Ex. A ¶ 20.

1 Yet, the greatest defect in the affidavit is the total absence of any evidence as to the
2 elements that Patriot Gold must prove to obtain the relief of a receivership. The affidavit
3 does not attest to any harm it would allegedly suffer in the absence of a receiver, any harm
4 that a receivership could avoid, any harm that would come to any of its interest in the
5 absence of a receivership, the inadequacy of any other remedy, or any ongoing wrongdoing
6 by GVC or actions which may harm any property interest Patriot Gold may have.

7 Indeed, the affidavit merely attests that Patriot Gold believes it is owed
8 approximately \$1,017,290.13 in unpaid royalties. Receivership Application Ex. A ¶¶ 18–
9 21. In this respect, the affidavit simply reinforces that Patriot Gold’s claims in this action
10 are alleged breaches of contract that warrant no special, expedited consideration by means
11 of an order to show cause, nor justify the extraordinary relief of a receivership. The lack of
12 any factual support alone warrants denial of the Receivership Application.

13 *C. Patriot Gold has a mere personal property interest that is insufficient to*
14 *warrant receivership.*

15 Because receiverships are available only to “protect and preserve property or the
16 rights of parties,” A.R.S. § 12-1241, such remedy is unavailable here as a matter of law.
17 “The appointment of a receiver is designed to protect property subject to some pending
18 litigation. [] The receivership is auxiliary to a main suit or action concerning the property
19 in receivership. [] Appointing a receiver, therefore, ordinarily presupposes a pending
20 lawsuit. [] ‘A receivership must be anchored to something.’” *First Phoenix Realty*
21 *Investments v. Superior Court In & For Cnty. of Maricopa*, 173 Ariz. 265, 266 (App. 1992)
22 (citations omitted). The outstanding Patriot Royalty obligation is not a real property
23 interest. The right to an accrued royalty (i.e., a share of the proceeds from the sale of the
24 minerals produced) is a personal property interest and the right to unaccrued royalties
25 (minerals in the ground) can only be an interest in real property where the parties so intend.
26 *See Paloma Inv. Ltd. P’ship v. Jenkins*, 194 Ariz. 133, 138, ¶ 25 (App. 1998).

27 Patriot Gold conveyed its right, title, and interest in the Purchased Claims to GVC
28 subject only to expressly stated exceptions set forth in the Patriot SWD. Those exceptions

1 did not include a reserved royalty interest and said interest was contractually granted
2 pursuant to a separate Royalty Deed. Patriot Gold received a grant of a *nonexecutive,*
3 *nonparticipating and nonworking mineral production royalty*, and there is no express
4 statement that the royalty is an interest in land in the Royalty Deed. Had the parties intended
5 to create an interest in real property, such intent needed to be expressly stated (just like
6 Patriot Gold intended when it granted the Cal Moss Royalty). The mere recordation of the
7 Royalty Deed does not transform the rights thereunder, nor does it create a covenant of
8 some unstated obligation.

9 *D. A receivership would do substantial harm to non-parties.*

10 Numerous third parties would be affected by appointment of a receiver. It is well-
11 established that a Receivership is an equitable remedy, and that equitable remedies are
12 unavailable as a mechanism to effect or divest others of a legal status, such as that of a
13 secured creditor. *Ticonic Nat. Bank v. Sprague*, 303 U.S. 406, 412 (1938) (“But to the
14 extent that one debt is secured and another is not there is manifestly an inequality of rights
15 between the secured and unsecured creditors, which cannot be affected by the principle of
16 equality of distribution.”); *see also S.E.C. v. Mgmt. Sols., Inc.*, 2:11-CV-01165-BSJ, 2013
17 WL 594738, at *4 (D. Utah Feb. 15, 2013) (“In sum, this Court has broad powers to craft
18 an equitable remedy in the distribution of the receivership assets. It may deny some
19 equitable remedies allowed by state law, but it cannot ignore state and federal laws. In
20 particular, this Court must respect contract rights, the status of secured creditors, and
21 secured creditors’ rights to their interests in collateral.”).

22 For example, the Maverix Loan includes a recorded deed of trust and UCC financing
23 statement perfecting a security interest over a substantial portion of the assets Patriot Gold
24 seeks to have placed into receivership. Yet, Patriot Gold has not given Maverix notice of
25 this proceeding, though it is clearly a necessary party insofar as Patriot Gold is seeking to
26 place at least some of the collateral for the Maverix Loan into receivership.

27 As noted in Section I.D above, the appointment of a receiver will immediately trigger
28 defaults or give other creditors the right to declare defaults on at least three of GVC’s

1 contractual obligations with third parties, including the Maverix Loan, a key material
2 supplier, and a major service provider to the Mine. Appointing a receiver will likely
3 precipitate a cascade of events that will grind the Mine's operations to a halt, effectively
4 precluding GVC from generating the revenue necessary to pay its various creditors,
5 *including Patriot*. The assets in such a receivership would also be immediately subject to
6 foreclosure by Maverix.

7 *E. Receivership likely will not protect Patriot Gold's purported interests.*

8 Under these circumstances, appointment of a receiver would not only precipitate
9 substantial harm to non-parties but would also fail to protect Patriot's interests. "[T]he
10 summary remedy by receivership, with the attendant burdensome expense, should be
11 resorted to only on a plain showing of some threatened loss or injury to the property, which
12 the receivership would avoid." *Gordon v. Washington*, 295 U.S. 30, 39 (1935). A
13 receivership will not avoid any injury to Patriot Gold and in all likelihood would only
14 exacerbate its alleged injury.

15 Patriot Gold's proposed receivership order seeks to place into receivership "real
16 property and personal property, tangible and intangible, of [GVC], including, without
17 limitation, all land, buildings and structures, leases, fixtures, and moveable personal
18 property located at or encompassing the Property legally described in the Royalty Deed
19 recorded in the Mohave County Recorder's Office records at Fee No. 2016-023500."
20 Proposed Order at 2:10-14.

21 As set forth in Section I.B above, the property Patriot Gold seeks to place into
22 receivership is subject to regulatory approvals of at least three government agencies. If
23 entered, the Receivership Order would immediately divest GVC of ownership and
24 operational control over the mining operations. It cannot do this without appropriate state
25 and federal regulatory approval, including providing substitute financial security for
26 reclamation to the relevant government agencies in an amount well over \$14,000,000,
27 which is 14 times more than the amount in controversy in this dispute. A receivership
28 would effectively bring all operations at the site to a halt and (in addition to precipitating

1 numerous breaches of various trade and credit agreements) prevent any beneficial use or
2 operation of the Mine. Far from preserving any property interest Patriot Gold purports to
3 have, it will obliterate the primary mechanisms that may provide recovery to the extent
4 Patriot Gold is entitled to one.

5 *F. A receivership is not available where, as here, it is merely a vehicle to seek*
6 *money damages.*

7 The primary claims in the Complaint in this action seek monetary relief for royalty
8 payments that Patriot alleges it is owed. *See, e.g.,* Complaint ¶¶ 17 (“Through the end of
9 calendar year 2023, GVC owed unpaid Royalty payments totaling at least \$717,290.13.”),
10 19–21 (“Patriot Gold cannot accurately identify the payments that should have been made
11 for January 2024 through March 2024 . . . Nevertheless, upon information and belief,
12 Patriot Gold believes that those payments total at least \$300,000.00. . . Despite demand,
13 Patriot Gold has yet to receive any outstanding Royalty payments.”), 26 (“GVC materially
14 breached the covenants and obligations in the Royalty Deed by failing to make timely
15 Royalty payments to Patriot Gold. . .”), 33 (same as 26), 40 (“GVC materially breached
16 the implied covenant of good faith and fair dealing by failing to make timely Royalty
17 payments to Patriot Gold . . .”), 44 (“GVC has been enriched by receiving proceeds from
18 smelters or other purchasers from the sales of minerals, ores, concentrates, metals, and other
19 materials of commercial value produced by and from the Property but refusing to make
20 certain Royalty payments to Patriot Gold.”), 50 (“Due to the conduct alleged above, the
21 proceeds of Patriot Gold are held in constructive trust by GVC. The Court should impose
22 such a trust and require GVC to return to Patriot Gold all such proceeds.”), Prayer for relief
23 (“WHEREFORE, Plaintiff seeks relief against Defendant as follows: . . . B. For an award
24 of actual and consequential damages caused by Defendant’s conduct in an amount to be
25 determined at trial . . .”).

26 Receivership is simply not a remedy available in an action seeking to collect a past-
27 due debt. *See UMB Bank, NA v. Parkview Sch., Inc.*, 254 Ariz. 383, 387, ¶ 17 (App. 2023)
28 (“To the extent that UMB requested that past-due debt be collected within the receivership,

1 severance of those requests does not redefine the nature of the action—which the superior
2 court properly recognized when it ordered a receivership but limited the receiver to making
3 current debt payments only.”).

4 **III. PATRIOT GOLD FAILS TO PRESENT ANY EVIDENCE THAT ITS REQUESTED
RECEIVER IS QUALIFIED.**

5 Patriot Gold never filed or served any information about its requested receiver. GVC
6 has had no notice or opportunity to be heard with respect to whether this person is qualified
7 to operate a gold mine and comply with the numerous regulatory requirements for doing so,
8 or has appropriate Mine Safety and Health Administration (“MSHA”) certification. Federal
9 law requires detailed disclosures by corporations that will be operating the mine and specific
10 training with respect to mines before such persons can be at the Mine site performing any
11 of the functions that the Proposed Order purports to authorize the Receiver to undertake.
12 *See, e.g.*, 30 C.F.R. §§ 41.11, 46.5, 46.11, 48.1, 48.5, 48.6. Patriot Gold has not submitted
13 even the most basic information about its proposed receiver (other than a name) and
14 certainly nothing that would provide even an inference as to whether such person is
15 qualified to operate the Mine or could do so without violating federal law and all Major
16 Operating Permits.

17 The Receivership Application should be denied for that reason alone.

18 **IV. THE RECEIVERSHIP ORDER IS A THINLY DISGUISED AND PLAINLY IMPROPER
19 ATTEMPT TO TAKE OVER GVC’S BUSINESS.**

20 As set forth in Section I.A above, Patriot Gold sold the Mine and the Purchased
21 Claims to GVC in exchange for \$1,500,000 and 3% royalty in proceeds from certain sales.
22 *See* Complaint Ex. A §§ 1.3, .3(a), 4.2(c), Ex. B. Patriot Gold now claims it is owed some
23 unpaid royalties. *See* Section I.E above. Weeks after filing its complaint (and electing not
24 to serve it), Patriot Gold seeks a receivership that would seize control all of the land and
25 mining interests that Patriot Gold sold to GVC. Patriot Gold’s broad, requested powers for
26 this receiver include reading and redirecting all of GVC’s mail and that of “its
27 representatives” (Proposed Order §§ C(2), I), taking control of all of GVC’s bank and
28 financial accounts and accounts receivable (Proposed Order §§ B, C(6, 11, 18), G), opening

1 new bank accounts in GVC's name (Proposed Order § C(19)), terminating or modifying
2 GVC's contracts (Proposed Order §§ C(14)), and other broad power (Proposed Order § C).

3 There is no basis, nor any interest that conceivably warrants protection, that results
4 in such broad, intrusive powers being appropriate, warranted, or just in the case at hand.
5 Patriot Gold is an unsecured creditor claiming a breach of contract, and nothing more.
6 There is simply no basis to appoint a receiver to take control of the vast majority of GVC's
7 business and assets and interfere with the rights under GVC's trade agreements, and the
8 rights of its secured creditors.

9 **V. CONCLUSION**

10 The Receivership Application should be denied. Patriot Gold has no interest
11 warranting protection that merits the drastic remedy of a receivership. Indeed, Patriot
12 Gold's Receivership Application is a thinly veiled attempt interfere with the security
13 interests of other secured creditors. Patriot Gold's claims in the Action are, in essence,
14 claims for a breach of contract. Whatever merit its claims may have, the injury can be
15 remedied by an appropriate award of monetary damages and any applicable interest at the
16 conclusion of this case.

17 GVC also asks that it be awarded its attorneys' fees and costs pursuant to A.R.S. §§
18 12-241, 12-241.01, and Section 6.8 of the Purchase Agreement.

19 DATED this 7th day of June, 2024.

20 FENNEMORE CRAIG, P.C.

21
22 By: /s/ William G. Klain
23 William G. Klain
24 Sean T. Hood
25 Zachary W. Rosenberg
26 *Attorneys for Defendant Golden Vertex*
27 *Corp.*
28

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8 Jimmie W. Pursell
9 Anthony F. Pusateri
Quarles & Brady LLP
10 Two N. Central Ave., Suite 600
Phoenix, AZ 85004
11 Jimmie.Pursell@quarles.com
Anthony.Pusateri@quarles.com
12 *Attorneys for Plaintiff*

13 /s/ Lisa Plisko
14 _____

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EXHIBIT LIST

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- Exhibit A** Special Warranty Deed
- Exhibit B** Cal Moss Royalty Deed
- Exhibit C** BLM Notification of Change of Operator Form
- Exhibit D** Maverix Deed of Trust
- Exhibit E** Maverix UCC Financing Statement
- Exhibit F** March 28, 2024 Demand Letter
- Exhibit G** *Patel v. Patel*

49407437

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THE AFFIDAVIT OF TIM SWENDSEID
SWORN BEFORE ME THIS 29th DAY
OF JULY, 2024



A Commissioner for taking Affidavits for
British Columbia

1 FENNEMORE CRAIG, P.C.
William G. Klain (No. 015851)
2 Sean T. Hood (No. 022789)
Zachary W. Rosenberg (No. 033719)
3 2394 E. Camelback Road
Suite 600
4 Phoenix, Arizona 85016
Telephone: (602) 916-5000
5 Email: wklain@fennemorelaw.com
Email: shood@fennemorelaw.com
6 Email: zrosenberg@fennemorelaw.com

7 *Attorneys for Defendant Golden Vertex Corp.*

8
9 SUPERIOR COURT OF ARIZONA

10 MARICOPA COUNTY

11 PATRIOT GOLD CORP., a Nevada
corporation,

12 Plaintiff,

13 v.

14 GOLDEN VERTEX CORP., an Arizona
corporation,

15 Defendant.
16

Case No. CV2024-008181

**ORDER SETTING EVIDENTIARY
HEARING ON RECEIVERSHIP
APPLICATION AND RELATED
SCHEDULE**

(Assigned to the Hon. Dewain Fox)

17
18 The Court having considered the parties Stipulation for Order Setting Evidentiary
19 Hearing on Receivership Application and Related Schedule, and good cause appearing
20 therefor,

21 IT IS HEREBY ORDERED as follows:

22
23 A. *Evidentiary Hearing.* Setting a one-day in-person evidentiary hearing at **9:30**
24 **a.m. on August 15, 2024.** The parties are directed to lodge their exhibits on or before
25 **August 13, 2024,** through the Case Center portal following the instructions to be provided
26 by the Clerk of the Court;

27
28

1 B. Discovery. On or before **July 12, 2024**, each party shall be entitled to serve
2 upon the other party no more than five requests for production of documents and five written
3 interrogatories. Written discovery responses shall be due on or before **July 26, 2024**. Each
4 party will also be permitted to notice a Rule 30(b)(6) deposition of the other party and take
5 such deposition by no later than **August 2, 2024**. Each deposition shall be limited in
6 duration to no more than two and one-half hours. The scope of discovery authorized by this
7 Order is limited to the substantive merits of Plaintiff's receivership application and
8 Defendant's defenses to the application. Discovery undertaken pursuant to this order shall
9 not be counted against the general discovery limits applicable to this matter under the
10 Arizona Rules of Civil Procedure;

11 C. Disclosure. On or before **June 28, 2024**, each party shall serve upon the other
12 party a limited disclosure statement disclosing (1) a brief description of the factual and legal
13 basis of Plaintiff's claim for appointment of a receiver and Defendant's defenses thereto,
14 (2) a preliminary list of witnesses the party intends to have testify at the evidentiary hearing,
15 and (3) a preliminary list and copy of exhibits in the party's possession the party intends to
16 offer at the evidentiary hearing;

17 D. Joint Prehearing Memorandum. On or before **August 8, 2024**, the parties
18 shall jointly file a Joint Prehearing Memorandum setting forth the following information:
19 (1) a list of the contested legal and factual issues agreed upon between the parties to be
20 material to Plaintiff's receivership application; (2) the witnesses to be called by each party
21 and whether each will testify in person or virtually; and (3) the exhibits to be offered by
22 each party and the objections, if any, that the other party asserts to each exhibit.

23 Counsel is to provide a courtesy copy to: Melissa.Alvarez@JBAZMC.Maricopa.gov
24 and Karina.GarciaMunoz@JBAZMC.Maricopa.gov;

25 E. Service of Disclosures and Discovery. The disclosures, written discovery
26 requests, and responses to written discovery requests referenced in this order shall be served
27 by the parties upon one another by email; and
28

1 F. Reply in Support of Receivership Application. Plaintiff shall file any reply in
2 support of its receivership application by no later than **June 26, 2024.**

3 DATED this ____ day of _____, 2024
4

5 _____
6 Judge Dewain D. Fox
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Filing ID: 18003122 Case Number: CV2024-008181
Original Filing ID: 17990029

Granted with Modifications



/s/ Dewain Fox Date: 6/17/2024

Judicial Officer of Superior Court

ENDORSEMENT PAGE

CASE NUMBER: CV2024-008181

SIGNATURE DATE: 6/17/2024

E-FILING ID #: 18003122

FILED DATE: 6/18/2024 8:00:00 AM

JIMMIE W PURSELL JR.

WILLIAM G KLAIN

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A Commissioner for taking Affidavits for
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VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND

IN THE MATTER OF THE BUSINESS CORPORATIONS ACT,
S.B.C. 2002, C. 57, AS AMENDED

AND

IN THE MATTER OF COMPROMISE AND ARRANGEMENT OF
ELEVATION GOLD MINING CORPORATION, ECLIPSE GOLD MINING
CORPORATION, ALCMENE MINING INC., GOLDEN VERTEX CORP., GOLDEN
VERTEX (IDAHO) CORP., and HERCULES GOLD USA, LLC

PETITIONERS

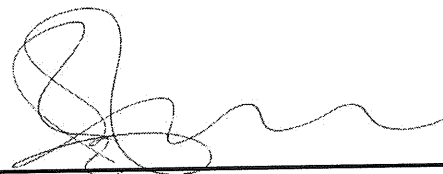
CONSENT TO ACT AS MONITOR

KSV Restructuring Inc. ("KSV") hereby consents to act as the Monitor of the Petitioners under the *Companies' Creditors Arrangement Act*, R.S.C., 1985, c. C-36, as amended, in respect of these proceedings.

DATED this 25th day of July, 2024.

KSV Restructuring Inc.

By:



Name: Bobby Kofman

Title: President and Managing Director

355

NO. ●
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*, S.B.C. 2002,
C. 57, AS AMENDED

AND

IN THE MATTER OF COMPROMISE AND ARRANGEMENT OF ELEVATION GOLD MINING CORPORATION, ECLIPSE
GOLD MINING CORPORATION, ALCMENE MINING INC., GOLDEN VERTEX CORP., GOLDEN VERTEX (IDAHO) CORP.,
and HERCULES GOLD USA, LLC

PETITION TO THE COURT



Barristers & Solicitors
1600 Cathedral Place
925 West Georgia Street
Vancouver, British Columbia
V6C 3L2

Phone: (604) 685-3456 / (403) 218-7564
Attention: William L. Roberts / Alexis Teasdale / Angad Bedi

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Golden Vertex Corp US Operations Office (100% owned ...

Management & Directors

Ms. Forster previously served as Corporate Secretary of Eclipse ...

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Jun 23, 2021 — Moss is currently the largest pure gold and silver mine in Arizona.

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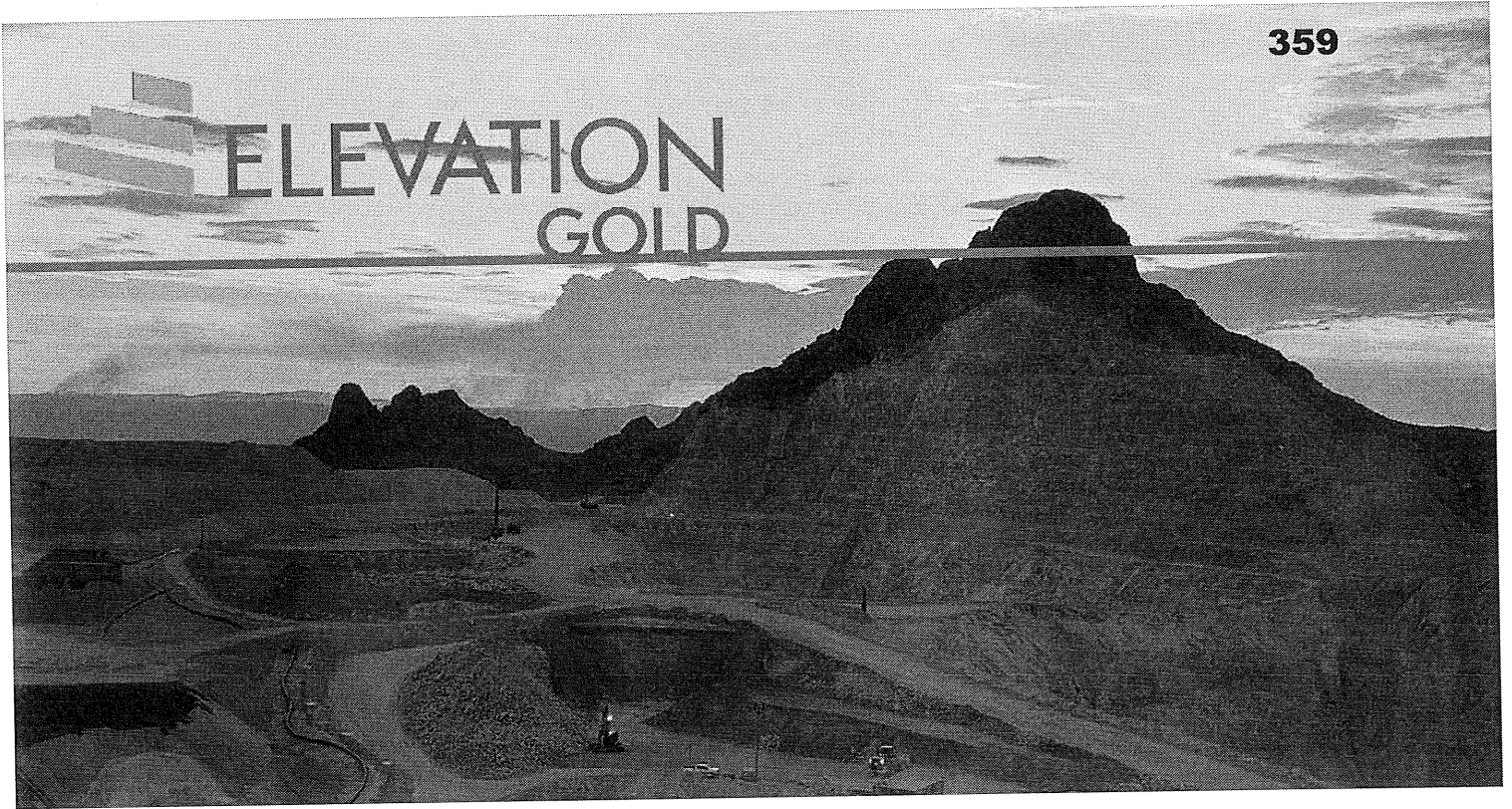
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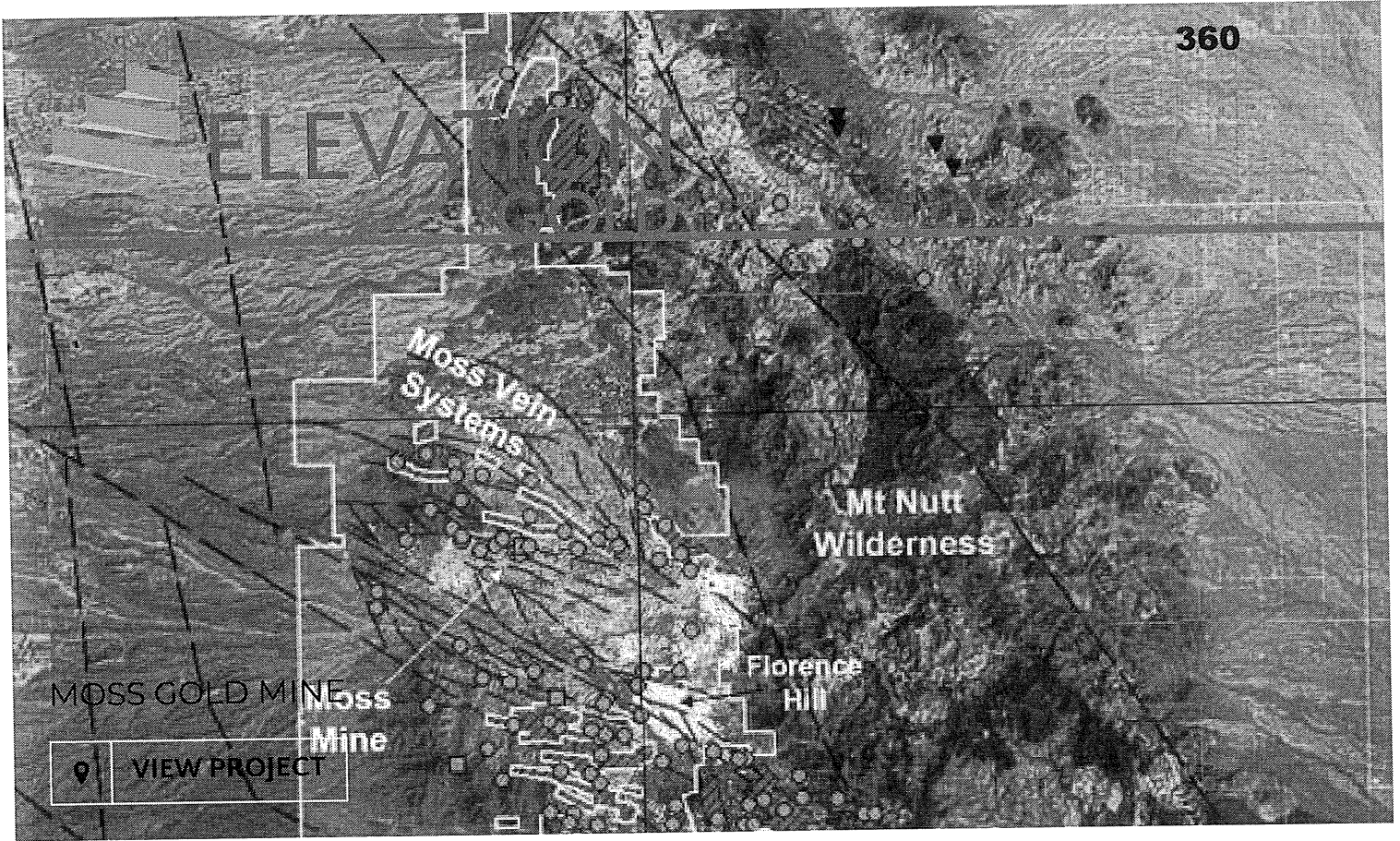
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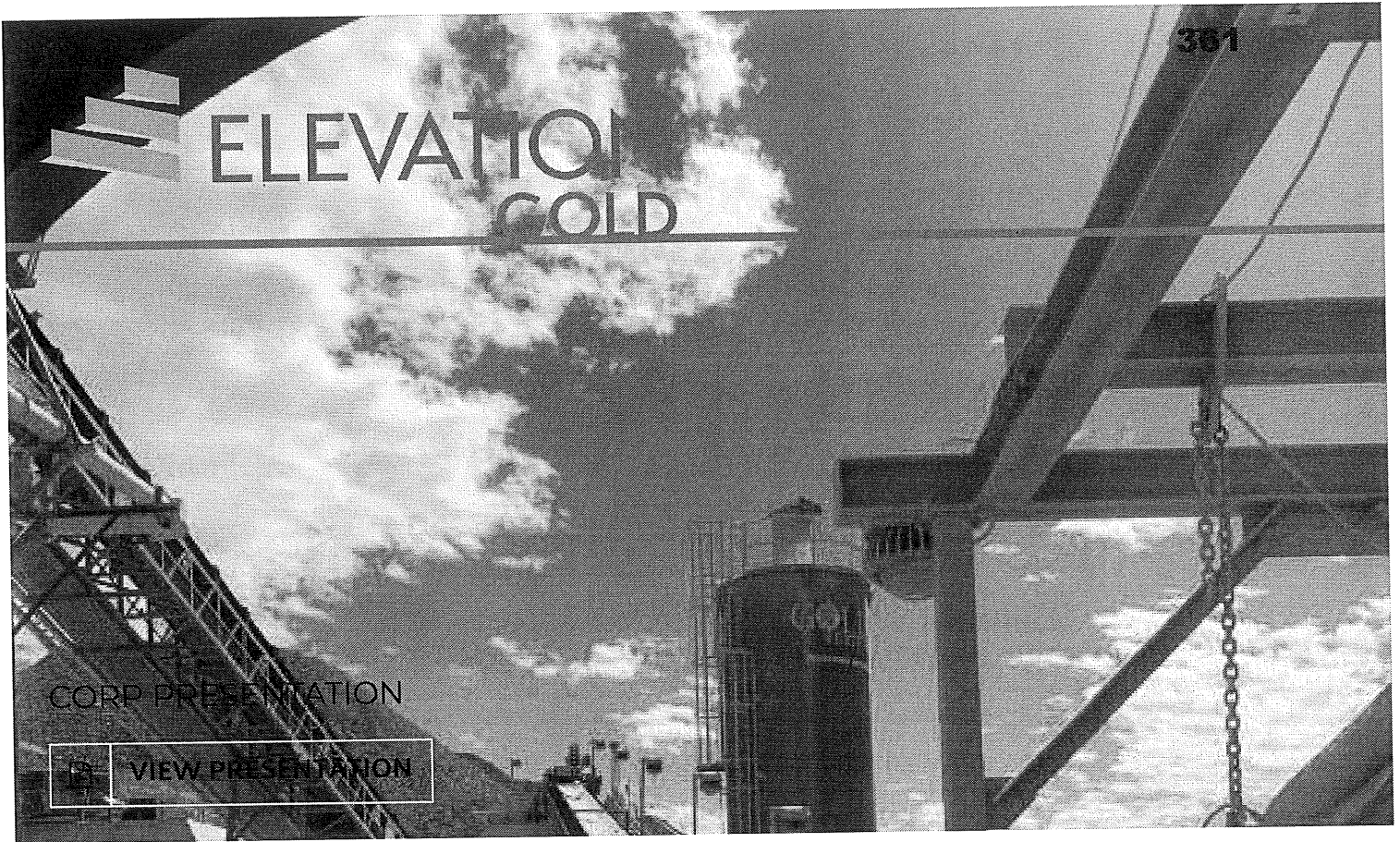
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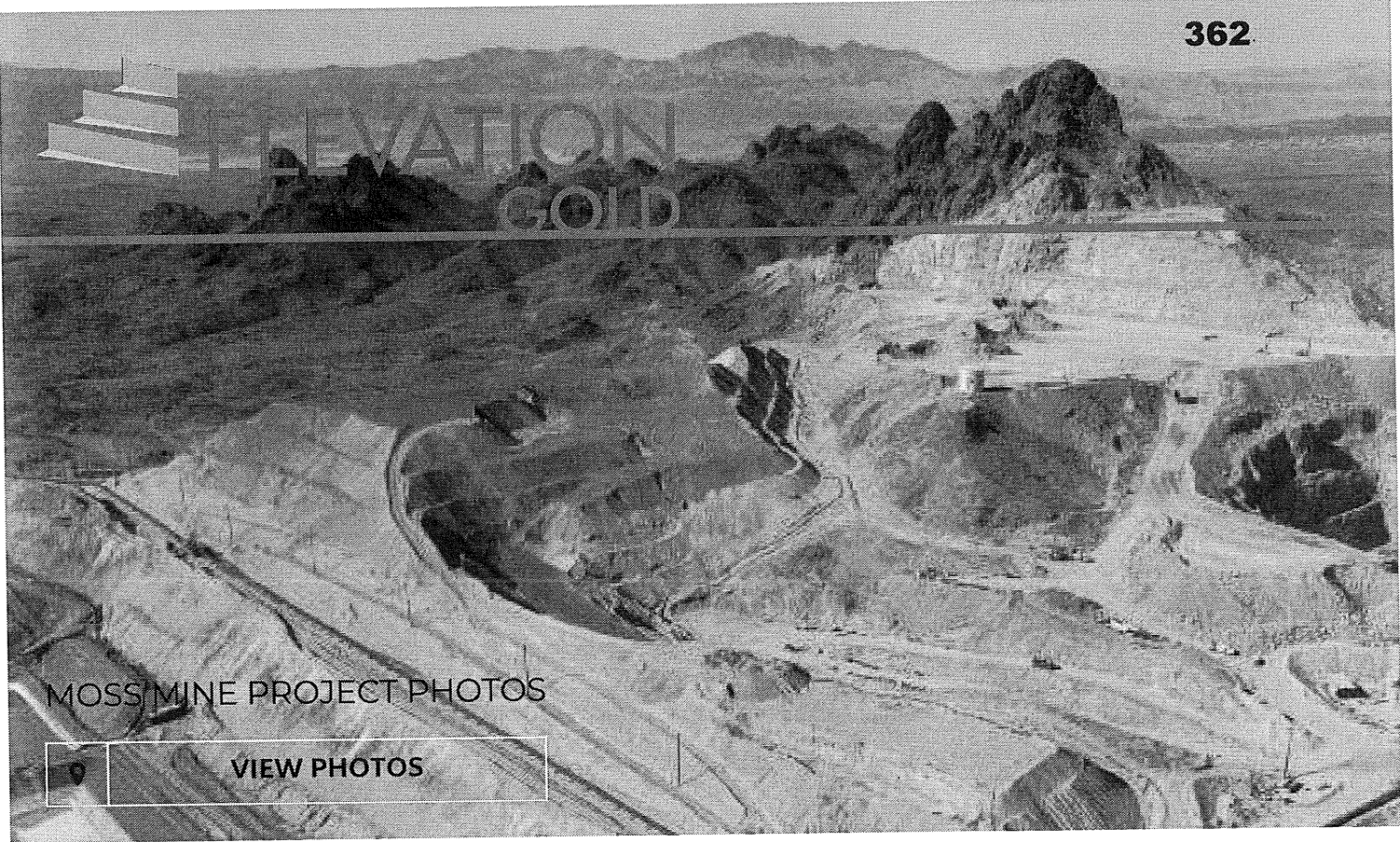
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ELEVATION GOLD



MOSS MINE PROJECT PHOTOS

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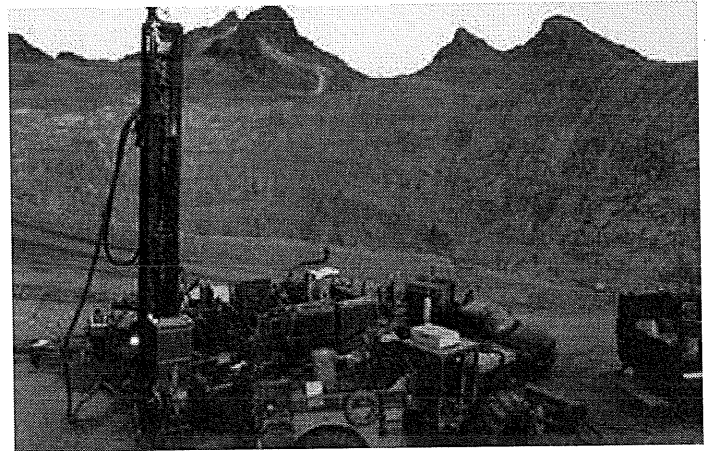
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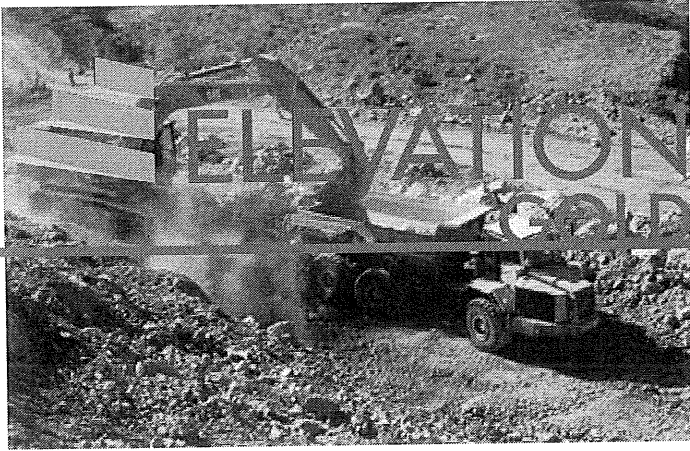
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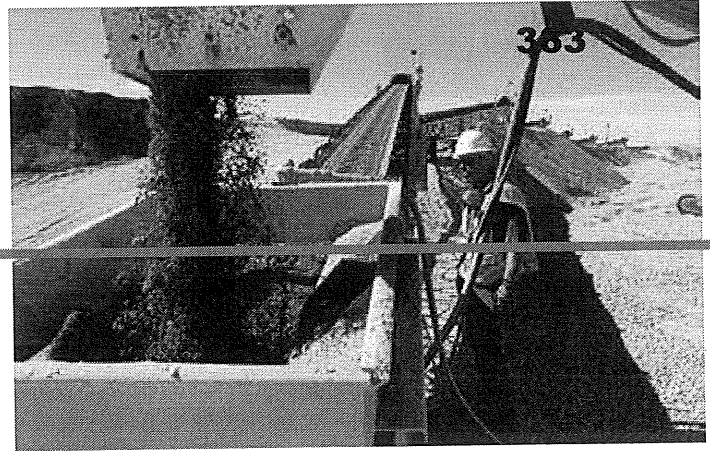
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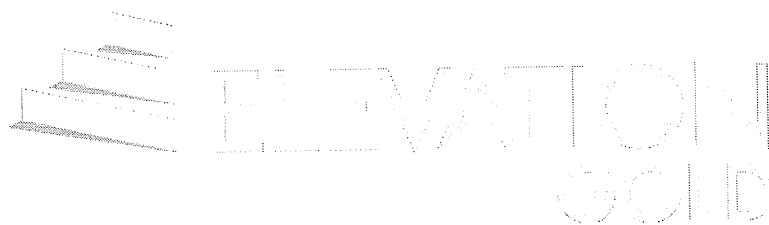
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OUR VISION AND STRATEGY

Our Vision

To quadruple the size of the Elevation Gold business thereby creating a rare, wealth-generating opportunity through realizing the value potential of two exceptional gold assets in the prolific Walker Lane Trend, while being an employer of choice at our sites.

Being an employer of choice means that people come first (their safety and career development) and our stakeholders and shareholders know that Elevation Gold is a trusted partner.

Our Strategies for Growth

A clear plan to drive near-term and longer-term value at both Moss and Hercules

Utilize Solid Foundation of Production and Growing Cash Flow

- Predictable operations with consistent gold production as basis for future output growth
- Clearly defined growth path of NAV creation

Exploration to Drive Value Creation at Hercules and Moss

- Proving multi-million-ounce potential at each of the Moss and Hercules Projects
- Resource expansion along strike, at depth, and to the south of the main Moss vein, including detailed delineation of the Ruth vein
- Conduct Phase III follow-up drilling on the Hercules property
- Regional target identification, prioritization, and drilling on the district-scale Moss and Hercules properties

- Multiple initiatives underway to reduce costs and grow production

Continuation of Two Highly Effective Company Leadership Teams

- Combined company has a team with demonstrated technical and capital markets capabilities
- Long history of creating value for shareholders

Uplisted to OTCQX in 2021

CORPORATE

Our Vision and Strategy

Our Plan for Value Creation

Management & Directors

Corporate Responsibility

Corporate Governance

Corporate Directory

Legal and Privacy

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MOSS GOLD MINE, NW ARIZONA, USA

HIGHLIGHTS:

- Land position in the Oatman District of approximately 165 square kilometers
- As per 2021 NI 43-101 Technical Report:
 - Proven and Probable Mineral Reserves estimated to contain 184,500 ounces of gold and 2.2 million ounces of silver in 12,744 kilotonnes grading 0.45 g/t gold and 5.4 g/t silver
 - Measured and Indicated Mineral Resources estimated to contain 490,200 ounces of gold and 5.75 million ounces of silver in 38,857 kilotonnes grading 0.39 g/t gold and 4.6 g/t silver
 - Inferred Mineral Resources estimated to contain 73,800 ounces of gold and 940,000 ounces of silver in 6,562 kilotonnes grading 0.35 g/t gold and 4.5 g/t silver
 - Ultimate leach pad recoveries range between 75-77% for gold and 40-43% for silver
 - Life of Mine plan extends to 2025, mining at over 11,000 tons per day at an average strip ratio of 0.88:1, based on the maiden Mineral Reserve (2021 Technical Report)
 - Pre-tax NPV(5%) of \$50.8 million and after-tax NPV(5%) of \$45.3 million at \$1,700 per ounce gold and \$18.50 per ounce silver
- District-scale exploration upside adjacent to and at depths below the current mining operations, as well as on the broader property
- Over 120 exploration holes drilled since 2021 NI-43-101 Technical Report, including hole 662 in the Reynolds Pit area (225 m intercept @ 0.56 g/T Au and X g/T Ag.
- Update of NI 43-101 in progress.

HIGHLIGHTS:

Elevation Gold's 100% owned Moss Gold Mine is located in Mohave County in northwestern Arizona, approximately a one and a half drive south of Las Vegas, Nevada. Northern Vertex optioned the Moss Property in 2011 and advanced the project by completing a pilot plant test facility in 2014. Feasibility (2015) and Preliminary Economic Assessment (2017) studies were completed on the property prior to mine construction and commissioning in 2018. Commercial production at the Moss Mine was declared effective September 2018. Northern Vertex merged with Eclipse Gold Mining Corporation in February 2021, changing its name to Elevation Gold Mining Corporation in conjunction with a share consolidation in September 2021. The Company tripled its land position in the Oatman District in the first half of 2021 and released a maiden Mineral Reserve estimate and mine plan for the Moss Mine in October 2021.

MINE GEOLOGY

The Moss Mine is currently mining the Moss vein system, which consists of fault-hosted epithermal quartz-calcite veins with associated vein stockwork that are younger than and cut across the Moss quartz monzonite porphyry host rock in the vicinity of the mine (see Geology_MossMine_Website.png). The Moss vein system includes the Moss and Ruth veins, as well as associated hanging wall and, locally, footwall vein stockwork. The Moss vein strikes slightly north of west (~275-285 degrees) and dips steeply (~70-75 degrees) to the south in the vicinity of the mine. Locally, the Moss vein develops a more northerly strike. The Ruth vein, which is approximately 175 meters to the south of the Moss vein on surface, is sub-parallel to, and dips moderately (~50-60 degrees) north towards the Moss vein, with the distance between the two veins diminishing with depth. The two veins intersect at depths of between 180 meters and 230 meters below the current surface. Moss vein hanging wall stockworks are present both above and below the intersection between the two veins. Mining is currently focussed on the main Moss vein and associated vein stockwork.

MINING & PROCESSING

The Moss mine extracts gold and silver from ore via heap leaching. Mined ore is crushed to P80 of 1/4 inch, mixed with pebble quick lime and conveyed to heaps where it is stacked. Following stacking, the leach pads are irrigated with dilute sodium cyanide solution. Gold and silver are dissolved as the sodium cyanide solution passes through the leach pads. The solution (referred to as pregnant solution) exits the leach pads and flows to a pregnant solution pond. From the pregnant solution pond, the solution is passed through a Merrill-Crowe plant where the gold and silver are precipitated out of solution using zinc powder. The precipitate is filtered, dried, and smelted to produce doré bars.

MINERAL RESERVE ESTIMATE

The maiden Proven and Probable Mineral Reserve for the Moss Mine, estimated effective July 1, 2021, is presented in the following table. The Proven and Probable Reserve estimate was constrained by the existing infrastructure of the mine. In the future, infrastructure may be relocated to allow the Moss Mine to realize the full economic benefits of the additional near mine mineralization being defined by the ongoing exploration drilling program.

Classification	Ore (ktonnes)	Gold (g/t)	Silver (g/t)	Contained Gold (000's oz)	Contained Silver (000's oz)
Proven	4,611	0.46	5.8	68.1	858.8
Probable	8,123	0.44	5.1	116.4	1,342.0
Proven + Probable	12,744	0.45	5.4	184.5	2,200.8

Notes: Metal Prices used for Mineral Reserves: \$1,525/oz gold; \$18.50/oz silver. Reserves are tabulated at a 0.21 g/t gold cutoff grade. The topography date used for tabulating the Mineral Reserve is 1 July 2021 Metric tonnages and grades are reported: Ktonnes are 1,000 metric tonnes; g/t is grams per metric tonne. The Mineral Reserve estimate was prepared by Jacob Richey, of Independent Mining Consultants Inc. Numbers may not tally exactly due to rounding. The Mineral Reserve estimate was prepared in accordance with CIM Definition Standards

MINERAL RESOURCE ESTIMATE

The Mineral Resource estimate for the Moss mine also has an effective date of July 1, 2021 and is presented in the following table. The Mineral Resource was estimated using drilling available up to May 24, 2021. The component of the mineralization that has reasonable prospects of economic extraction was estimated using the Lerchs-Grossman algorithm. The July 1, 2021 Mineral Resource represents a 36% increase in Measured and Indicated Resources when compared to the December 2019 Mineral Resource Estimate (see 2021 Technical Report). Additional exploration drilling is targeting further expansion of the Mineral Resources along strike and at depth.

Moss Mine Mineral Resource Estimate as at July 1, 2021:

Classification	Cut-off Grade (g/t Au)	Tonnage (ktonnes)	Gold (g/t)	Silver (g/t)	Contained Gold (000's oz)	Contained Silver (000's oz)
Measured	0.15	8,398	0.40	5.1	107.4	1,389.0
Indicated	0.15	30,460	0.39	4.5	382.8	4,365.0
Measured + Indicated	0.15	38,857	0.39	4.6	490.2	5,754.0
Inferred	0.15	6,562	0.35	4.5	73.8	940.0

Notes: The Mineral Resource is inclusive of the Mineral Reserve. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. The Mineral Resource was prepared in accordance with CIM Definition Standards. Metal prices used for the Mineral Resource: \$1,800 per ounce gold and \$22.00 per ounce silver. Numbers may not tally exactly due to rounding. Metric tonnages and grades are reported: ktonnes are 1,000 metric tonnes; g/t is grams per metric tonne. The Mineral Resource estimate was prepared by Jacob Richey of Independent Mining Consultants Inc.

An update to the NI 43-101 is in progress and expected to be released at the end of 2023.

Epithermal vein systems on the approximately 165 square kilometer Moss property are associated with right-lateral Walker Lane transtensional structures. The vein systems are hosted in and cut magmatic, volcanic, and volcaniclastic rocks associated with the formation of the Miocene Silver Creek Caldera. More than two million ounces of gold and one million ounces of silver were produced from low sulfidation epithermal veins in the historic Oatman District between 1870 and 1980. The Company has identified multiple low sulfidation epithermal veins for follow-up exploration on the broader Moss property using a combination of remote sensing and geophysical techniques in conjunction with the USGS Mineral Resources Data System (see RegionalExploration_MossProperty.jpg). Of particular interest is the intersection between the curvilinear eastern margin of the caldera and the right-lateral sigmoidal Walker Lane structures in the Florence Hill and Grapevine areas. Significant advanced argillic alteration and silica ledges, coincident with aeromagnetic geophysical anomalies, is developed at the intersection of these structures. Interestingly, the main historic Oatman District vein system extends from this intersection to the southeast, with the West Oatman and Moss vein systems extending from this intersection to the northwest. The possibility that the low sulfidation epithermal systems and alteration zonation are vectoring back to the potential mineralization source in the structural intersection represents a significant exploration target for the Company. Exploration of the Moss property is following a telescoped approach, from infill drilling at the Moss mine, through near-mine resource definition drilling and along-strike medium- to long-term resource delineation drilling, to true greenfields exploration.

TECHNICAL REPORTS

Technical Report, 2021 on the Mineral Resource, Mineral Reserve, and Mine Plan for the Moss Mine
Technical Report, 2017 PEA Phase III, Mine Life Extension
Technical Report, 2015 Feasibility Study, Mohave County
Technical Report, 2014 Mineral Resource Update

PROJECTS

Moss Gold Mine, NW Arizona, USA

Hercules Project



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ksv advisory inc

No. 245121
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED

- AND -

IN THE MATTER OF THE BUSINESS CORPORATIONS ACT,
S.B.C. 2002, c. 57, AS AMENDED

- AND -

IN THE MATTER OF
ELEVATION GOLD MINING CORPORATION, ECLIPSE GOLD MINING CORPORATION,
ALCMENE MINING INC., GOLDEN VERTEX CORP., GOLDEN VERTEX (IDAHO) CORP., and
HERCULES GOLD USA, LLC

PETITIONERS

PRE-FILING REPORT OF KSV RESTRUCTURING INC.
AS PROPOSED MONITOR

JULY 30, 2024

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1.0 Introduction

1. KSV Restructuring Inc. ("**KSV**") understands that Elevation Gold Mining Corporation ("**Elevation**") and its subsidiaries (the "**Subsidiaries**"), Golden Vertex Corp. ("**Golden Vertex**"), Golden Vertex (Idaho) Corp. ("**Golden Idaho**"), Eclipse Gold Mining Corporation ("**Eclipse Gold**"), Alcmene Mining Inc. ("**Alcmene Mining**"), and Hercules Gold USA, LLC ("**Hercules Gold**" and collectively with Elevation and the other Subsidiaries, the "**Petitioners**") intend to make an application to the Supreme Court of British Columbia under the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), for an initial order (the "**Initial Order**") granting the Petitioners protection under the CCAA, and appointing KSV as monitor (in such capacity, the "**Monitor**") in such proceedings (the "**CCAA Proceedings**").
2. The principal purpose of the CCAA Proceedings is to create a stabilized environment to enable the Petitioners to continue to operate their business on a scaled-down basis with the breathing space afforded by a stay of proceedings under the CCAA while they continue an ongoing sale and investment solicitation process (the "**SISP**"), with the assistance of a financial advisor, INFOR Financial Group Inc. (the "**Financial Advisor**"), with the objective of completing a going-concern transaction.
3. The Affidavit of Tim Swendseid, Elevation's Chief Executive Officer, sworn on July 29, 2024 in support of the Petitioners' application for the Initial Order (the "**Swendseid Affidavit**"), provides, inter alia, background information concerning the Petitioners, their businesses, and the reasons for the initiation of these proceedings.
4. If the Court grants the relief set out in the proposed Initial Order, KSV will make the Court materials filed in these proceedings available on its case website at: www.ksvadvisory.com/experience/case/elevation-gold-mining-corporation-inc.

1.1 Purposes of this Pre-Filing Report

1. The purposes of this report (the "**Pre-Filing Report**") are to:
 - a) provide KSV's qualifications to act as Monitor;
 - b) provide background information with respect to the Petitioners and their business;
 - c) comment on the Petitioners' cash flow projection for the period July 27 to October 25, 2024 (the "**Cash Flow Forecast**");

- d) provide KSV's views as to the following proposed court-ordered charges and their proposed priority, as set out in the proposed Initial Order:
- i. a charge on the Petitioners' current and future property, assets and undertakings (collectively, the "**Property**") in the amount of CAD \$300,000 (the "**Administration Charge**") to secure the fees and disbursements of the Monitor, its legal counsel, and the Petitioners' legal counsel;
 - ii. a charge on the Property in the amount of CAD \$520,000 (the "**D&O Charge**") in favour of the directors and officers of the Petitioners (collectively, the "**Directors and Officers**"); and
 - iii. a charge in favour of each Petitioner over the Property of the other Petitioners to secure repayment of any intercompany advances made by any Petitioner to another Petitioner or Petitioners ("**Intercompany Advances**") during these proceedings (the "**Intercompany Advance Charge**", and together with the Administration Charge and D&O Charge, the "**Charges**");
- e) recommend that KSV, if appointed Monitor, be appointed as foreign representative (in such capacity, the "**Foreign Representative**") for the purpose of commencing recognition proceedings in the United States District Court for the District of Arizona (the "**US Court**") pursuant to chapter 15 ("**Chapter 15**") of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "**Bankruptcy Code**");
- f) provide KSV's views as to whether British Columbia is the Petitioners' center of main interest ("**COMI**"); and
- g) comment on a provision in the Initial Order permitting the Petitioners to pay certain pre-filing obligations to the Petitioners' critical suppliers, subject to first obtaining the Monitor's consent.

1.2 Restrictions

1. In preparing this Pre-Filing Report, KSV has relied upon the Petitioners' unaudited financial information, books and records, information available in the public domain, and discussions with the Petitioners' management, Financial Advisor and legal counsel.

2. KSV has not audited or otherwise attempted to verify the accuracy or completeness of the financial information relied on to prepare this Pre-Filing Report in a manner that complies with Canadian Auditing Standards ("CAS") pursuant to the Chartered Professional Accountants of Canada Handbook and, accordingly, KSV expresses no opinion or other form of assurance contemplated under the CAS in respect of such information. Any party, other than the Court, wishing to place reliance on the financial information should perform its own diligence.
3. An examination of the Cash Flow Forecast as outlined in the Chartered Professional Accountants of Canada Handbook has not been performed. Future-oriented financial information relied upon in this Pre-Filing Report is based upon the Petitioners' assumptions regarding future events; actual results achieved may vary from this information, and these variations may be material. KSV expresses no opinion or other form of assurance on whether the Cash Flow Forecast will be achieved.

1.3 Currency

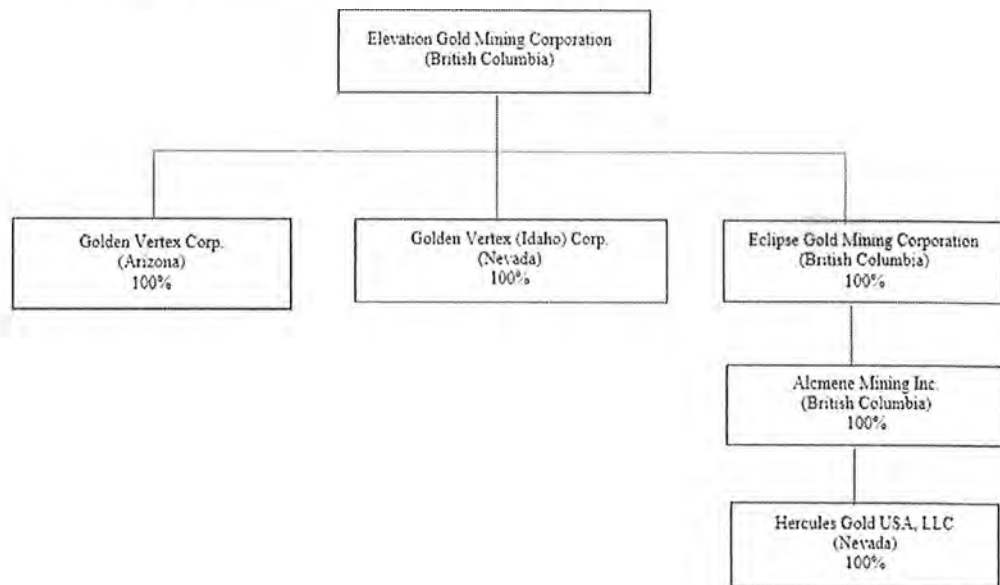
1. Unless otherwise noted, all currency references in this Pre-Filing Report are in United States dollars.

1.4 KSV's Qualifications to Act as Monitor

1. KSV is a licensed trustee within the meaning of subsection 2(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3. KSV is not subject to any of the restrictions to act as monitor set out in Section 11.7(2) of the CCAA.
2. KSV has consented to act as monitor in these proceedings should the Initial Order be granted. A copy of KSV's consent to act as Monitor is attached to the Swendseid Affidavit.
3. KSV has experience acting as a CCAA monitor and in other court-officer capacities in insolvency proceedings in the mining sector, including recently before this Court in the CCAA proceedings of Pure Gold Mining Inc. Further, as the proposed monitor, KSV has obtained an understanding of the Petitioners' assets and business while preparing for these proceedings.
4. KSV and its representatives have not at any time in the past two years been: (a) a director, officer, or employee of any member of the Petitioners; (b) related to any of the Petitioners, or to any director or officer of any of the Petitioners; or (c) the auditor, accountant or legal counsel, or a partner or an employee of the auditor, accountant or legal counsel of the Petitioners.

2.0 Background

1. The Petitioners' head office is located in Vancouver, British Columbia. The Petitioners are principally engaged in the acquisition, exploration, development, and exploitation of mineral properties. Elevation's shares are traded on the TSX Venture Exchange ("TSX-V") under the symbol ELVT and on the OTCQB Exchange under the symbol EVGDF.
2. The Petitioners' corporate structure is provided below:



3. The Swendseid Affidavit provides detailed background information with respect to the Petitioners' business and operations, as well as support for the relief sought in the application for the Initial Order. Unless relevant to the matters discussed in this Pre-Filing Report, information in the Swendseid Affidavit has not been repeated herein.

2.1 Operations

1. The Petitioners' principal operation is the production of gold and silver from their Moss Gold Mine (the "Moss Mine"), which is owned and operated by Golden Vertex, a wholly-owned subsidiary of Elevation. The Moss Mine is located in the Oatman District in Mohave County, Arizona. The Moss Mine began operating as an open pit mine in or around September 2018.

2. To enable the Petitioners to remain cash flow positive during these proceedings, Elevation's management determined in late July 2024 that mineral extraction at the Moss Mine should be temporarily suspended and operations would instead focus on beneficiation, a process where metals of interest are extracted from mined ore on a leach pad. Operating on this basis is more cost-efficient than continuing full mining operations.
3. Elevation owns:
 - a) Hercules, which is indirectly owned through two British Columbia subsidiaries. Hercules has title to 100 square kilometers of exploration land that sits in Lyon County, Nevada, about 40 kilometers to the southeast of Reno Nevada (the "**Hercules Property**"); and
 - b) through Golden Vertex (i) approximately 145 square kilometers of exploration land adjacent to the Moss Mine in Mohave County, Arizona; and (ii) a Mineral Lease and Option Agreement with La Cuesta International (the "**La Cuesta Option**") of approximately 15 square kilometers with a 35-year term related to property adjacent to the Moss Mine in Mohave County, Arizona (the "**Silver Creek Property**").

2.2 Employees

1. Immediately prior to the commencement of these proceedings, the Petitioners employed 98 employees and 105 contractors in Canada and the United States, as follows:

Petitioner	Employees	Contractors
Elevation	6	N/A
Golden Vertex	92	104
Eclipse Gold	-	1
Total	98	105

The Petitioners expect that in addition to Elevation personnel, they will require approximately 60 employees at the Moss Mine during these proceedings to focus on the beneficiation process.

2. The Petitioners' workforce is not unionized. Golden Vertex employees participate in a 401(k) matching program.

2.3 Financial Position

1. The Petitioners' unaudited consolidated balance sheet as at March 31, 2024 was as follows:

Description	Book Value (\$000s)
Cash	325
Accounts receivable	11
Inventory	33,485
Prepaid expenses	503
Current assets	34,324
Restricted cash and non-current deposits	3,488
Property, plant and equipment	28,249
Mining interests	41,181
Total Assets	107,242
Trade and other payables	9,209
Current portion of secured debt	13,782
Current portion of convertible debentures	4,248
Current portion of leases	274
Current portion of silver stream	1,700
Current portion of derivatives	3,140
	32,353
Secured Debt	19,731
Leases	33
Silver stream	8,118
Provision for reclamation	9,552
Derivative liabilities (share purchase warrants)	7,933
Total Liabilities	77,720
Share capital	113,448
Equity reserves	25,993
Deficit	(109,919)
Total Equity	29,522
Total Liabilities & Equity	107,242

- Cash: the Petitioners' cash balance has not changed materially since March 31, 2024;
- Inventory: includes work in progress (ore stockpiles and heap leach ore), finished goods (doré bars, including gold and silver), consumables, and supplies;
- Mining interests, plant, and equipment: primarily represents the Petitioners' interest in three mineral properties and plant and equipment at the Moss Mine;
- Trade and other payables: comprised of amounts owing to suppliers to the Petitioners, accrued liabilities, royalties, and other contractual liabilities;

- Debt and Stream Obligations: includes amounts owing under various debt and other facilities, as summarized in Section 2.4 below;
 - Provision for reclamation and remediation: represents the estimated cost of restoring the Moss Mine pursuant to applicable environmental regulations. As at March 31, 2024, the total undiscounted amount of Golden Vertex's current estimated reclamation obligation was approximately \$11,757,000¹. The amount of Golden Vertex's reclamation obligations as at end of the Moss Mine's life is estimated at just over \$15 million. The Petitioners have posted cash collateral and letters of credit totaling approximately \$3.5 million² with a bonding company to partially secure its reclamation and remediation obligations; and
 - Deficit: represents the Petitioners' accumulated operating losses since incorporation.
2. As at the date of this Pre-Filing Report, the Petitioners are insolvent and do not have sufficient cash flow to meet their ordinary operating expenses or their obligations under various agreements relating to their mining assets. Further, as set out below, Elevation is in default of its obligations to Maverix Metals Inc. ("**Maverix**"), its primary secured lender.

2.4 Secured Creditors

2.4.1 Maverix

1. Maverix is the Petitioners' largest creditor, holding approximately 83% of all debt. Maverix is incorporated pursuant to the Federal Laws of Canada and is a wholly owned subsidiary of Triple Flag Precious Metals Corp., which is incorporated in the Province of Ontario.
2. The total indebtedness owing by the Petitioners to Maverix as at March 31, 2024 was approximately \$32,343,000, pursuant to four different agreements or debt instruments: (i) a streaming agreement; (ii) a loan agreement providing for a revolving credit facility; (iii) a short-term promissory note; and (iv) a grid promissory note, as summarized below.

Silver Stream Agreement	583
Credit Facility	18,170
Short-Term Note	10,059
Grid Note	3,531
Total	32,343

¹ For financial statement purposes, the discounted amount of the reclamation obligation, as reported on the unaudited consolidated balance sheet as at March 31, 2024, totals \$9,552,000.

² This is the Restricted Cash amount reflected on the balance sheet.

3. As outlined in the Swendseid Affidavit, Maverix has security over all or substantially all of the business and assets of Golden Vertex and Elevation.

Silver Stream Agreement

4. In December 2018, Elevation, Golden Vertex, and Maverix entered into a Silver Purchase and Sale Agreement dated effective October 1, 2018 (as amended on July 30, 2019, May 15, 2023, and April 4, 2024 (with an effective date of January 29, 2024), (the "**Silver Stream Agreement**").
5. Pursuant to the Silver Stream Agreement, Maverix paid Golden Vertex approximately \$20 million in December 2018. Under the Silver Stream Agreement, Golden Vertex is, among other things, required to:
 - a) sell Maverix 100% of the Payable Silver (as defined in the Silver Stream Agreement) produced from the Moss Mine on or after October 1, 2018 at a per ounce price equal to 20% of the applicable silver spot price at that time; and
 - b) deliver a minimum of 8.5 ounces of silver to Maverix for every ounce of gold extracted from the Moss Mine until January 1, 2028, when the ratio falls to 6 to 1³.

Credit Facility

6. Pursuant to a loan agreement dated August 15, 2022, amended in January 2023, and amended and restated in May 2023, December 2023, and March 2024 (as amended, the "**Maverix Loan Agreement**"), Maverix made available to Elevation a revolving credit facility in the maximum principal amount of \$17.728 million, with interest capitalized at a rate of 10% per annum (the "**Credit Facility**"). The Credit Facility matures on April 1, 2025.

Short-Term Note

7. On September 25, 2023, Golden Vertex entered into a short-term promissory note with Maverix in the amount of \$1,500,000. Between September 27, 2023 and June 28, 2024, Golden Vertex executed and delivered thirteen amended and restated promissory notes, each of which increased the principal amount and amended the maturity date of the short-term note (as amended, the "**Short-Term Note**").

³ The silver-to-gold ratio at the Moss Mine is approximately 5 to 7, or 5.5 to 6. This means that Golden Vertex often purchases silver from the open market to fulfill its obligations under the Silver Stream Agreement.

8. Pursuant to the thirteenth Amended and Restated Promissory Note dated June 28, 2024, the principal amount of the Short-Term Note increased to \$10,261,500, and the maturity date of the Promissory Note was extended to July 31, 2024.

Grid Note

9. On February 26, 2024, Golden Vertex issued a demand promissory note to Maverix (the "Grid Note").
10. The Grid Note is non-interest bearing until demand, after which any amounts outstanding under the Grid Note bear interest at 12% per annum, compounded monthly to the date of payment in full. As at the date of this Pre-Filing Report, no interest is being accrued or paid on the Grid Note; however, a fee of 1% of the Grid Note balance is charged every month.

2.4.2 Caterpillar Financial Services Corporation

1. Golden Vertex entered into a Master Finance Lease Agreement with Caterpillar Financial Services Corporation ("Caterpillar") dated August 10, 2017, as amended, to fund equipment purchases (the "MFLA").
2. Under the MFLA, Golden Vertex may fund equipment purchases up to a maximum amount of \$9 million. As at March 31, 2024, the balance outstanding to Caterpillar under the MFLA was approximately \$131,000.
3. Caterpillar has security over the financed equipment and its proceeds, contracts, and bank accounts and Golden Vertex's obligations under the MFLA are guaranteed by Elevation.

2.4.3 Mohave Electric

1. In February 2020, Golden Vertex obtained term loan financing from Mohave Electric Cooperative in the amount of approximately \$2.87 million for the purpose of constructing an electrical power line to the Moss Mine.
2. The total balance owing under this facility as of March 31, 2024 was approximately \$2.11 million and is secured by a charge over the power line and transformers.

2.4.4 Other Secured Creditors

1. **Royal Bank of Canada**, which has a security interest registered against Elevation for amounts owing under a cash-collateralized corporate credit card. The maximum limit of the credit card is CAD \$15,000; and

2. **Asahi Refining USC, Inc. ("Asahi")**, which owns a refinery in Salt Lake City, Utah, to which Golden Vertex sells its dore. Asahi has a registered security interest in Golden Vertex's Materials and Recoverable Metals (as defined in a Refining Agreement Dated July 25, 2018, as amended June 1, 2020), including substitutions, replacements, and proceeds from those Materials and Recoverable Metals. As of the date of this Report, the amount owing to Asahi was approximately \$36,000.

2.4.5 Amounts Owing to Governments and Employees

1. The Petitioners have advised that they are current on:
 - a) Canadian and US sales taxes; and
 - b) source deductions, employee wages, and vacation pay.

2.5 Unsecured Creditors

2.5.1 Convertible Debentures

1. In June 2020, Elevation issued subordinated unsecured convertible debentures (the "**Convertible Debentures**") totaling approximately CAD \$6.71 million and bearing interest at 5% per annum and maturing on June 30, 2025. As of the date of this Pre-Filing Report, the full principal amount remains outstanding. The holders of these notes are located in Canada, the Bahamas, and Switzerland.

2.5.2 Payments Associated with Mineral Properties

1. Each of the Moss Mine, Silver Creek Property, and the Hercules Property is subject to various agreements that establish an obligation on the part of certain of the Petitioners to pay, among other things, net smelter return ("**NSR**") royalties, finders fee payments, and other amounts (collectively, the "**Payment Obligations**"). As at March 31, 2024, the cumulative balance owing under the Payment Obligations was approximately \$2,693,000.
2. Included in the Payment Obligations is an amount owing to Patriot Gold Corp. ("**Patriot**") pursuant to a Purchase and Sale of Mining Claims dated May 27, 2016 (the "**2016 Patriot Agreement**"). Pursuant to the 2016 Patriot Agreement, Vertex Gold agreed to pay Patriot a 3% NSR on mineral production from certain patented and unpatented claims covered by an option agreement dated March 7, 2011 (the "**2011 Patriot Agreement**") whereby Golden Vertex acquired the Moss Mine from Patriot.

3. As at March 31, 2024, the accrued amounts owing to Patriot totaled approximately \$1,494,000. Additional information regarding this liability is provided in Section 2.6 below. The Petitioners are of the view that Patriot does not have a real property interest in the Moss Mine, and therefore take the position that the amounts due to Patriot are an unsecured obligation.

2.5.3 Trade Payables and Accrued Liabilities

1. Based on the Petitioners' books and records, as at March 31, 2024, unsecured trade creditors were owed approximately \$4,509,000. These obligations are primarily comprised of amounts owing to contractors, equipment providers, and other suppliers to the Moss Mine.
2. As at March 31, 2024, the Petitioners' accrued liabilities totaled approximately \$2,620,000. Accrued liabilities include, among other things, payroll, accrued and unpaid vacation pay⁴, and amounts owing to vendors for goods received but not yet invoiced.

2.6 The Patriot Receivership Application

1. Patriot is a public company, and its shares are listed on the Canadian Securities Exchange (the "CSE"). Patriot has a wholly owned Canadian subsidiary, Patriot Gold Canada Corp., incorporated under the laws of British Columbia.
2. On April 9, 2024, Patriot commenced an action against Golden Vertex in the Superior Court for the State of Arizona in and for the County of Maricopa (the "**Arizona Court**").
3. On May 29, 2024, Patriot filed an application (the "**Receivership Application**") with the Arizona Court seeking, among other things, the appointment of a receiver over certain property associated with the Moss Mine, or in the alternative, an order requiring Golden Vertex to show cause as to why a receiver should not be appointed.
4. On June 7, 2024, Golden Vertex filed a Response to the Receivership Application.
5. On June 13, 2024, the Arizona Court scheduled the hearing of the Receivership Application for August 15, 2024 with discovery and depositions scheduled to take place prior to the hearing.

⁴ As noted, all payroll amounts, including vacation pay, are current.

3.0 Pre-Filing SISP

1. On June 19, 2022, Elevation engaged Stifel Nicolaus Canada Inc. ("**Stifel**") as its financial advisor to provide financial and strategic advice in connection with a potential transaction involving Elevation. The marketing process commenced by Stifel was unsuccessful and Elevation terminated Stifel's engagement.
2. On August 9, 2023, Elevation engaged the Financial Advisor to assist the Petitioners in conducting a sale and investment solicitation process (the "**Pre-Filing SISP**") to solicit interest in one or more transactions including, but not limited to, a merger, sale, joint venture, reorganization, restructuring, recapitalization (each, a "**Transaction**"), or a strategic investment in Elevation (a "**Strategic Investment**"). The Financial Advisor performed a wide canvassing of the market, resulting in fourteen signed confidentiality agreements. Certain of these parties continue to have an interest in this opportunity (the "**Interested Parties**"), including a party that recently re-engaged and is performing due diligence.
3. KSV understands that in carrying out the SISP in the CCAA Proceedings, Elevation intends to have the Financial Advisor continue to advance discussions with the Interested Parties, re-engage with other parties that it contacted (on the expectation that the commencement of these proceedings may cause parties to revisit the opportunity) and identify and canvass additional parties that may have an interest in this opportunity. It is KSV's experience that the commencement of insolvency proceedings commonly results in increased interest from potential transaction partners, including those interested in distressed transactions. INFOR has advised KSV that certain of the Interested Parties have expressed that they would have a greater interest in this opportunity if a transaction could be completed through an insolvency process.
4. The Financial Advisor has advised KSV that it intends to consider all options to maximize value, including a restructuring of Elevation (and its share capital to take advantage of its public listing and potentially its tax losses), a sale of Elevation's shares of Golden Vertex and/or a sale of, or investment in, the business and assets of any of the Petitioners. As Elevation is a Canadian entity subject to Canadian securities laws, KSV, as proposed monitor, is strongly of the view that having the Canadian Court oversee and control the restructuring proceedings should assist Elevation to obtain the best outcome in the circumstances.

5. KSV understands that the Petitioners intend to seek Court approval at the comeback hearing to continue the Pre-Filing SISP and the retention of the Financial Advisor. The Petitioners' application materials will provide additional background on the Pre-Filing SISP carried out by the Financial Advisor and the terms of its engagement.

4.0 Cash Flow Forecast

1. The Petitioners have prepared a Cash Flow Forecast for the period July 27 to October 25, 2024 (the "Initial Forecast Period"), with the assistance of the Financial Advisor and KSV, as proposed monitor. The Cash Flow Forecast and the Petitioners' statutory report thereon pursuant to Section 10(2)(b) of the CCAA are attached as **Appendix "A"**.
2. The Cash Flow Forecast demonstrates that, subject to obtaining the relief sought under the proposed Initial Order, the Petitioners are projected to have sufficient liquidity to continue to operate during the Initial Forecast Period.

(unaudited; \$000s)	Note	Jul 27 – Oct 25, 2024
Receipts	A	8,078
Disbursements		
Workforce	B	(1,785)
Non-labour operating expenses	C	(3,386)
Administration and other	D	(1,205)
Professional fees	E	(1,465)
		<u>(7,841)</u>
Net cash flow		237
Opening cash balance		575
Net cash flow		<u>237</u>
Ending cash balance		812

3. A summary of the key assumptions underlying the Cash Flow Forecast⁵ is as follows:
 - a) Receipts: represents the collection of gold and silver sales;
 - b) Workforce: represents employee payroll, vacation pay, and benefits paid on a bi-weekly basis;
 - c) Non-labour operating expenses: represents non-labour operating expenses including materials, consumables, capital expenditures, and other operating expenses;

⁵ The notes to the Cash Flow Forecast provide the underlying assumptions, including a description of each line item.

- d) Administration and other: represents technology, marketing, rent, sales taxes, insurance, administrative and other expenses; and
 - e) Professional fees: includes fees and disbursements of the Petitioners' Canadian and US legal counsel, the Financial Advisor, the Monitor, and the Monitor's Canadian and US legal counsel.
4. Based on KSV's review of the Cash Flow Forecast, the cash flow assumptions appear reasonable. KSV's statutory report on the Cash Flow Forecast is attached as **Appendix "B"**.

5.0 Cross-Border Issues

5.1 Center of Main Interest

1. The Monitor is of the view that British Columbia is the center of main interest for the Petitioners for the following reasons:
- a) Elevation is a publicly traded company, the shares of which are listed on the TSX-V. Elevation is subject to Canadian securities laws;
 - b) strategic decision making for the Petitioners is undertaken by Elevation's management. In this regard:
 - i. 25% of the CEO's and CFO's time cost is allocated by Elevation to Golden Vertex with the balance allocated to Elevation. This reflects that Elevation's senior executives provide overall executive management responsibilities for all aspects of the Petitioners' business and operations; and
 - ii. the Board of Directors of Elevation is responsible for the Petitioners' governance, and the Chairman of the Board of Directors is located in British Columbia;
 - c) a significant number of critical administrative functions for the Petitioners are performed by Elevation, including by its corporate controller, corporate secretary, assistant accountant, and database manager based in Vancouver. These functions include accounting, financial reporting, budgeting, and treasury (as discussed in the Swendseid Affidavit). The Petitioners' books and records are maintained in Vancouver;

- d) Elevation hosts and maintains a single website where all of the Petitioners' mining assets and projects are outlined as assets and projects of Elevation, rather than being identified as connected with any individual Petitioner. This is consistent with the integrated nature of Elevation's operations;
- e) all but two of the Petitioners' bank accounts are located in Canada, with a Canadian bank (Canadian Imperial Bank of Commerce ("CIBC")), which accounts are part of the Petitioners' consolidated cash management system pursuant to which funding for the Petitioners is determined and managed;
- f) all vendor issues for Elevation, Golden Idaho, Eclipse, and Hercules Gold are managed from Vancouver, and all suppliers for those entities interact with accounting staff based in Vancouver. The Petitioners use the Vancouver office address in their communications with significant creditors, including Canadian and US taxing authorities. Vendors for the Moss Mine site (i.e., Golden Vertex) are mostly managed by mine-site-based management, although all vendor accounts are set up, and payments made by, Elevation accounting staff in Vancouver. All payments are approved by Elevation's senior management team;
- g) the Petitioners' most significant creditor by far, Maverix, is a Canadian entity, and its loans to the Petitioners are governed by British Columbia law or the laws of Canada, including:
 - i. the Silver Stream Agreement and associated guarantees and security agreements;
 - ii. the Maverix Loan Agreement;
 - iii. the Short-Term Note; and
 - iv. the Grid Note and associated guarantees and security agreements;
- h) the holders of the Convertible Debentures issued by Elevation comprise the Petitioners' second largest obligation and these obligations are governed by British Columbia law;

- i) many of the Petitioners' other significant contracts are governed by British Columbia law or the laws of Canada, including:
 - i. the Petitioners' general liability insurance policy; and
 - ii. the Petitioners' directors' and officers' insurance policy;
- j) the shares of Patriot are traded on the CSE and Patriot has a subsidiary, Patriot Gold Canada Corp., organized under British Columbia law, meaning that Patriot has a nexus to Canada;
- k) Elevation's Annual General Meeting is held in Vancouver, British Columbia;
- l) all tax returns show the Vancouver office as the Petitioners' address, including Golden Vertex and all other US subsidiaries;
- m) the Petitioners' external auditors are PricewaterhouseCoopers LLP in Canada and all tax filings are prepared and filed from Vancouver;
- n) the Financial Advisor is a Canadian firm;
- o) Maverix, as the primary financial stakeholder, has confirmed that it does not object to the commencement of these CCAA proceedings, nor to the recognition of these proceedings under Chapter 15 of the US Bankruptcy Code; and
- p) the contemplated SISP includes the opportunity to acquire the shares of Golden Vertex, which are an asset of Elevation. A restructuring of the business may also include a recapitalization of Elevation or reorganization of its share structure, and Elevation is subject to Canadian securities laws.

5.2 Foreign Representative

1. The Petitioners are seeking an order appointing the Monitor as the Foreign Representative.
2. Subject to the Court granting the Initial Order, including the appointment of the Monitor as Foreign Representative, KSV intends to work with US counsel to forthwith commence recognition proceedings under Chapter 15 of the Bankruptcy Code.

3. KSV's knowledge of the Petitioners' business, gained while preparing for these proceedings will assist in its role as Foreign Representative. KSV has previously been appointed foreign representative in several Canadian insolvency proceedings in respect of which recognition was obtained in the United States under Chapter 15.

6.0 Cash Management System

1. The Petitioners' cash is managed centrally by Elevation, but it is segregated by entity, with most entities having their own bank accounts. All but two bank accounts for the Petitioners are at CIBC in Canada, as summarized below:

Petitioner	Location	Institution	Currency
Elevation Gold	Canada	CIBC	CAD
Elevation Gold	Canada	CIBC	USD
Elevation Gold	Canada	CIBC	CAD
Elevation Gold	Canada	CIBC	USD
Golden Vertex	Canada	CIBC	CAD
Golden Vertex	Canada	CIBC	USD
Golden Vertex	USA	Chase	USD
Golden Vertex	USA	Chase	USD
Eclipse Gold	Canada	CIBC	CAD
Eclipse Gold	Canada	CIBC	USD

2. Funds from equity and debt raises for the Petitioners are managed as follows:
 - a) Equity – all equity raises for the Petitioners have been completed in Canada, pursuant to Canadian securities laws, in Canadian dollars, with funds received being placed in one of Elevation Gold's Canadian CIBC accounts; and
 - b) Debt – funds received by the Petitioners from debt financing are typically placed in the CIBC account of whichever Petitioner is the borrower. From there, for all Petitioners other than Golden Vertex, funds flow from the CIBC account of the original recipient to the CIBC account of the Petitioner that needs the funds. Funds for Golden Vertex are deposited into its Chase bank account.

⁸ Golden Idaho, Alcmene Mining, and Hercules Gold do not have any bank accounts as their expenses are paid through Elevation.

3. Prior to 2023, revenue generated from Golden Vertex sales went into the Canadian CIBC account held by Golden Vertex. Starting in 2023, most revenue generated by Golden Vertex has been deposited into an account with Chase Bank in the United States, with the exception of certain immaterial amounts generated by slag sales, which are paid into Golden Vertex's CIBC account in Canada. Generally, Golden Vertex revenues paid into the Chase account are first used to cover Golden Vertex's expenses, with all excess cash paid into Golden Vertex's Canadian CIBC account. From there, cash is transferred to the Canadian bank accounts of the Petitioners, as needed. Decisions with respect to the cash management process are made by Elevation's management team, and the entire process is managed by staff based in Vancouver.
4. The Monitor supports the Petitioners' request to continue using the cash management system described above, with the Monitor's oversight. This will assist to minimize disruption to the Petitioners' operations during these proceedings. The Monitor believes that the cash management system includes the necessary accounting controls to enable the Petitioners and the Monitor to trace funds through the system so that all transactions are adequately documented and ascertainable.

7.0 Court Ordered Charges

7.1 Administration Charge

1. The Petitioners are seeking an Administration Charge in an amount not to exceed CAD \$300,000 to secure the fees and expenses of the Monitor, its counsel, and the Petitioners' counsel (collectively, the "**Administration Charge Professionals**") until the comeback hearing. The Administration Charge Professionals have incurred significant fees and costs preparing for these proceedings. Each of the Administration Charge Professionals received small retainers to prepare for these proceedings; however, the fees and costs of the Administration Charge Professionals exceed, or will shortly exceed, the amount of the retainers in each case.
2. The Petitioners have worked with their legal counsel and KSV to estimate the appropriate amount for the Administration Charge. KSV, as proposed monitor, believes that an Administration Charge in the amount of CAD \$300,000 is reasonable and appropriate in the circumstances given the complexities of the Petitioners' proceedings and the work that they will be required to perform prior to the comeback hearing, including initiating, and dealing with, recognition proceedings in the United States.

3. The Administration Charge Professionals require the benefit of the Administration Charge to protect them for their pre-filing fees preparing for these proceedings, as well as for their fees and costs that will be incurred until the comeback hearing. Without such protection, the Administration Charge Professionals are unlikely to be prepared to continue to provide services to the Petitioners in relation to these proceedings.
4. KSV understands that at the comeback hearing, the Petitioners intend to apply for an increase in the maximum amount of the Administration Charge.
5. Maverix, as the primary financial stakeholder, has been consulted as to the amount of the proposed Administration Charge. The Monitor understands that Maverix is not opposed to the creation or amount of the proposed Administration Charge.

7.2 D&O Charge

1. The Petitioners are seeking a D&O Charge in an amount not to exceed CAD \$520,000. The amount of the D&O Charge was estimated by the Petitioners in consultation with KSV, as proposed monitor, taking into consideration the payroll, sales tax, and vacation pay obligations of the Petitioners, for which the Directors and Officers could be liable.
2. KSV understands that the Petitioners are currently (and historically) in a refund position on Canadian sales taxes and do not presently owe Arizona sales taxes. KSV understands that the Petitioners are current on their normal course payroll obligations, including employee withholding taxes. Accordingly, the amount of the D&O Charge represents the sum of one payroll cycle, including employee withholding taxes.
3. The Cash Flow Forecast contemplates that payroll and sales taxes will continue to be paid in the ordinary course. The proposed D&O Charge provides protection for the Directors and Officers should the Petitioners fail to pay certain obligations which may give rise to liability for directors and officers.
4. It is proposed that the Directors and Officers would only be entitled to the benefit of the D&O Charge to the extent that: (i) they do not have coverage under their existing insurance policies; (ii) such coverage is insufficient to pay an indemnified amount as described above; or (iii) such coverage is denied by the insurance provider or expires. The Directors and Officers currently have insurance that provides \$5 million in total coverage.

5. KSV is of the view that the D&O Charge is reasonable in the circumstances as the continued involvement of the Directors and Officers is beneficial to the Petitioners and the advancement of these proceedings.
6. KSV understands that at the comeback hearing, the Petitioners may seek an increase in the amount of the D&O Charge.
7. Maverix, as the primary financial stakeholder, has been consulted on the proposed D&O Charge. The Monitor understands that Maverix is not opposed to the creation or amount of the proposed D&O Charge.

7.3 Intercompany Charges

1. The Petitioners' cash management system is described in Section 6 above. The Initial Order contemplates that the Petitioners will continue to make Intercompany Advances during these proceedings.
2. The proposed Initial Order contemplates that the Intercompany Advances will be secured by the Intercompany Advance Charge over the Property of each of the Petitioners to the extent of the Intercompany Advances made by each Petitioner to another Petitioner or Petitioners.
3. KSV, as proposed monitor, is of the view that the Intercompany Advance Charge is reasonable for the following reasons:
 - a) the primary use of the Intercompany Advances under the Intercompany Advance Charge is to fund the ordinary course payments and operations of the Petitioners during these proceedings; and
 - b) the Intercompany Advance Charge will assist with the proper accounting of the Intercompany Advances amongst the Petitioners; and
 - c) The Intercompany Advance Charge will not affect the priority of Maverix's security.

7.4 Priority of Charges

1. The Petitioners propose that the Charges have the following priority:
 - a) First, the Administration Charge;
 - b) Second, the D&O Charge; and

- c) Third, the Intercompany Advance Charge.
2. The Monitor is of the view that the priority of the Charges is appropriate and will facilitate the successful completion these proceedings.

8.0 Proposed Payment of Certain Pre-Filing Obligations

1. The Petitioners are seeking to include a provision in the Initial Order permitting them to make payments to certain suppliers that they believe are integral to their business in respect of obligations arising prior to the commencement of the CCAA Proceedings. Such payments would be subject to the prior consent of the Monitor based on, among other things, the following considerations:
 - a) whether the supplier or service provider is considered essential to the business and ongoing operations of the Petitioners;
 - b) whether the proposed payment is expected to preserve, protect, or enhance the value of the Petitioners' property or business or is required to address regulatory concerns; and
 - c) whether the applicable supplier or service provider is otherwise required to continue to provide goods or services to the Petitioners after the date of the Initial Order pursuant to the terms of the proposed Initial Order.
2. KSV is familiar with provisions of orders made under the CCAA permitting a debtor company to pay specific pre-filing obligations, where appropriate. In KSV's view, such payments should be a limited exception to the general rule prohibiting payment of pre-filing obligations. However, it is also recognized that such payments are required in certain exceptional circumstances.
3. KSV has been advised by the Petitioners of their reliance on certain key suppliers to sustain operations, and of the risk that certain of those suppliers may not agree to supply, or may not be able to continue to supply, the Petitioners if their pre-filing claims are not paid. For the foregoing reasons, KSV supports the Petitioners' application to include a provision authorizing the Petitioners to pay certain pre-filing obligations, subject to its oversight of such payments. KSV intends to review each proposed payment with a view to the foregoing criteria.

9.0 Creditor Notification

1. The proposed Initial Order requires the Monitor to:
 - a) publish without delay a notice in the national edition of *The Globe and Mail*, *The Mohave Valley Daily*, *The Las Vegas Review Journal*, and *The Arizona Business Gazette* newspapers containing the information prescribed under the CCAA; and
 - b) within five days of the granting of the Initial Order to:
 - i. make the Initial Order publicly available in the manner prescribed under the CCAA;
 - ii. send, in the prescribed manner, a notice to every known creditor who has a claim against the Petitioners of more than \$1,000 advising that the order is publicly available; and
 - iii. prepare a list, showing the names and addresses of those creditors, and the estimated amounts of those claims, and make it publicly available in the prescribed manner, save and except the Petitioners' investors, whose addresses and claim amounts shall be treated confidentially.
2. If appointed Monitor, KSV will also post the Initial Order and all motion materials on its case website: www.ksvadvisory.com/experience/case/elevation-gold-mining-corporation-inc.

10.0 Conclusion and Recommendation

1. Based on the foregoing, KSV, as proposed monitor, respectfully recommends that this Honourable Court grant an initial order under the CCAA on the terms of the draft Initial Order set out in the Petitioners' application materials.

* * *

All of which is respectfully submitted,

KSV RESTRUCTURING INC.,
in its capacity as proposed monitor of
Elevation Gold Mining Corporation, Golden Vertex Corp.,
Golden Vertex (Idaho) Corp., Eclipse Gold Mining Corporation,
Alumene Mining Inc., and Hercules Gold USA, LLC
and not in its personal capacity

Per. Robert Kofman, President and Managing Director

ksv advisory inc.

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APPENDIX A

[ATTACHED]

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c.C-36, AS AMENDED

IN THE MATTER OF
ELEVATION GOLD MINING CORPORATION, ECLIPSE GOLD MINING CORPORATION,
ALCMENE MINING INC., GOLDEN VERTEX CORP., GOLDEN VERTEX (IDAHO) CORP.,
and HERCULES GOLD USA, LLC

MANAGEMENT'S REPORT ON CASH FLOW STATEMENT
(paragraph 10(2)(b) of the CCAA)

The management of Elevation Gold Mining Corporation ("Elevation Gold") has developed the assumptions and prepared the attached projected cash flow (the "Cash Flow") for the period July 27, 2024 to October 25, 2024 (the "Cash Flow Period") reflecting the operations of Elevation Gold, Golden Vertex Corp., Golden Vertex (Idaho) Corp., Eclipse Gold Mining Corporation, Alcmene Mining Inc., and Hercules Gold USA, LLC (collectively, the "Petitioners") for the Cash Flow Period. The assumptions are disclosed in the notes to the Cash Flow.

The hypothetical assumptions are reasonable and consistent with the purpose of the Cash Flow as described in Note 1 to the Cash Flow, and the probable assumptions are suitably supported and consistent with the plans of the Petitioners and provide a reasonable basis for the Cash Flow.

Since the Cash Flow is based on assumptions regarding future events, actual results will vary from the information presented and the variations may be material.

The Cash Flow has been prepared solely for the purpose outlined in Note 1 using a set of hypothetical and probable assumptions set out therein. Consequently, readers are cautioned that the Cash Flow may not be appropriate for other purposes.

Dated at Vancouver, British Columbia this 30th day of July, 2024.

ELEVATION GOLD MINING CORPORATION,
ECLIPSE GOLD MINING CORPORATION,
ALCMENE MINING INC., GOLDEN VERTEX CORP.,
GOLDEN VERTEX (IDAHO) CORP., and
HERCULES GOLD USA, LLC



Per: William Dean
Chief Financial Officer
Elevation Gold Mining Corporation

Elevation Gold Mining Corporation et al.
 Weekly Cash Flow Projection
 July 27, 2024 to October 25, 2024
 (Unaudited; \$USD Thousands)

Week #	1	2	3	4	5	6	7	8	9	10	11	12	13	Total
Week Ending	2-Aug-24	9-Aug-24	16-Aug-24	23-Aug-24	30-Aug-24	6-Sep-24	13-Sep-24	20-Sep-24	27-Sep-24	4-Oct-24	11-Oct-24	18-Oct-24	25-Oct-24	Total
RECEIPTS														
2	1,209	899	760	718	676	622	488	488	488	488	352	352	352	7,888
	(38)	-	-	-	-	(38)	-	-	-	(38)	-	-	-	(115)
3	-	65	-	65	-	54	-	54	-	33	-	33	-	305
	1,170	965	760	783	676	638	488	542	488	482	352	384	352	8,078
DISBURSEMENTS														
<u>Site-Related Disbursements</u>														
4	(425)	-	(240)	-	(240)	-	(220)	-	(220)	-	(220)	-	(220)	(1,785)
5	(203)	(203)	(203)	(203)	(275)	(203)	(203)	(203)	(203)	(360)	(203)	(203)	(203)	(2,869)
6	-	-	-	-	(372)	-	-	-	(85)	-	-	-	(60)	(517)
<u>Corporate Disbursements</u>														
7	(94)	(73)	(71)	(53)	(71)	(73)	(53)	(71)	(53)	(71)	(73)	(71)	(53)	(880)
8	(25)	-	-	-	(25)	-	(360)	-	(25)	-	(285)	-	(25)	(1,000)
9	(25)	(25)	(25)	(25)	(25)	(25)	(25)	(25)	(25)	(25)	(25)	(25)	(25)	(1,365)
	(772)	(591)	(539)	(281)	(1,007)	(301)	(861)	(299)	(611)	(456)	(806)	(299)	(1,016)	(7,841)
Net Cash Flow	398	374	221	502	(332)	336	(374)	243	(124)	26	(454)	85	(664)	237
Cash Balance														
	575	973	1,346	1,567	2,069	1,737	2,074	1,700	1,943	1,820	1,845	1,391	1,476	575
	398	374	221	502	(332)	336	(374)	243	(124)	26	(454)	85	(664)	237
Ending Cash Balance	973	1,346	1,567	2,069	1,737	2,074	1,700	1,943	1,820	1,845	1,391	1,476	812	812

Elevation Gold Mining Corporation et al.
Notes to the Weekly Cash Flow Projection
July 27, 2024 to October 25, 2024
(Unaudited; \$USD Thousands)

Purpose and General Assumptions

1. The purpose of the projection is to present a cash flow forecast of Elevation Gold Mining Corporation, Golden Vertex Corp., Golden Vertex (Idaho) Corp., Eclipse Gold Mining Corporation, Alcmene Mining Inc., and Hercules Gold USA, LLC (collectively, the "Petitioners") from July 27 to October 25, 2024 (the "Period") in respect of the proceedings under the *Companies' Creditors Arrangement Act* ("CCAA").

The cash flow projection has been prepared based on hypothetical and most probable assumptions.

Hypothetical

2. Projected gold sales are based on Management's planned weekly pour schedule and an assumed price of gold of \$2,400 dollars per ounce.
3. Projected silver sales are based on approximately 4,000 ounces sold at \$29 dollars per ounce.

Most Probable

4. Workforce labour is paid bi-weekly.
5. Operating expenses includes materials, consumables, surety bonds, and other operating expenses.
6. Based on the minimum capital expenditures required to maintain operations.
7. Corporate G&A expense includes monthly payroll for the Petitioners' corporate office, as well as office rent and administration expenses.
8. Financial advisory relates to the work fees charged by the investment banker to be retained for the sale and investment solicitation process.
9. Professional fees include the fees and disbursements of the Petitioners' Canadian and US legal counsel and the Monitor's Canadian and US legal counsel.

APPENDIX B

[ATTACHED]

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c.C-36, AS AMENDED

IN THE MATTER OF
ELEVATION GOLD MINING CORPORATION, ECLIPSE GOLD MINING CORPORATION,
ALCMENE MINING INC., GOLDEN VERTEX CORP., GOLDEN VERTEX (IDAHO) CORP.,
and HERCULES GOLD USA, LLC

MONITOR'S REPORT ON CASH FLOW STATEMENT
(paragraph 23(1)(b) of the CCAA)

The attached statement of projected cash flow of Elevation Gold Mining Corporation ("**Elevation Gold**"), Golden Vertex Corp., Golden Vertex (Idaho) Corp., Eclipse Gold Mining Corporation, Alcmene Mining Inc., and Hercules Gold USA, LLC (collectively, the "**Petitioners**"), as of the 30th day of July, 2024, consisting of a weekly projected cash flow statement for the period July 27, 2024 to October 25, 2024 (the "**Cash Flow**") has been prepared by the management of Elevation Gold for the purpose described in Note 1, using the probable and hypothetical assumptions set out in the notes to the Cash Flow.

Our review consisted of inquiries, analytical procedures and discussions related to information supplied by Elevation Gold's management. Since hypothetical assumptions need not be supported, our procedures with respect to them were limited to evaluating whether they were consistent with the purpose of the Cash Flow. We have also reviewed the support provided by Elevation Gold's management for the probable assumptions and the preparation and presentation of the Cash Flow.

Based on our review, nothing has come to our attention that causes us to believe that, in all material respects:

- a) the hypothetical assumptions are not consistent with the purpose of the Cash Flow;
- b) as at the date of this report, the probable assumptions developed by Elevation Gold's management are not suitably supported and consistent with the plans of the Petitioners or do not provide a reasonable basis for the Cash Flow, given the hypothetical assumptions; or
- c) the Cash Flow does not reflect the probable and hypothetical assumptions.

Since the Cash Flow is based on assumptions regarding future events, actual results will vary from the information presented even if the hypothetical assumptions occur, and the variations may be material. Accordingly, we express no assurance as to whether the Cash Flow will be achieved. We express no opinion or other form of assurance with respect to the accuracy of any financial information presented in this report, or relied upon in preparing this report.

The Cash Flow has been prepared solely for the purpose described in Note 1 of the Cash Flow and readers are cautioned that it may not be appropriate for other purposes.

Dated at Toronto, Ontario this 30th day of July, 2024.

KSV Restructuring Inc.

**KSV RESTRUCTURING INC.
IN ITS CAPACITY AS PROPOSED CCAA MONITOR OF
ELEVATION GOLD MINING CORPORATION,
ECLIPSE GOLD MINING CORPORATION,
ALCMENE MINING INC., GOLDEN VERTEX CORP.,
GOLDEN VERTEX (IDAHO) CORP., and HERCULES GOLD USA, LLC,
AND NOT IN ITS PERSONAL CAPACITY**