ANNUAL INFORMATION FORM
FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2019

January 22, 2021

ELY GOLD ROYALTIES INC.

SUITE 2833 – 595 BURRARD STREET
VANCOUVER, B.C. V7X 1K8

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INTRODUCTORY NOTES

Cautionary Note Regarding Forward-Looking Statements

Information in this annual information form ("**AIF**") may constitute "forward-looking information", "future oriented financial information", "financial outlooks" or "forward-looking statements" (collectively, "**forward-looking information**") within the meaning of applicable securities legislation. Any forward-looking information is provided as of the date of this AIF and Ely Gold Royalties Inc. ("**Ely Gold**" or the "**Company**") does not intend to and does not assume any obligation to update forward-looking information, except as required by applicable law. For this reason and the reasons set forth below, investors should not place undue reliance on forward-looking statements. To the extent any forward-looking information in this AIF constitutes "future oriented financial information" or "financial outlooks" with the meaning of applicable securities legislation, the purpose of such information being provided is to demonstrate the potential of the Company and readers are cautioned that this information may not be appropriate for any other purpose. All references made herein to the Company include its subsidiaries and predecessor entities.

Often, but not always, forward-looking information can be identified by the use of forward-looking terminology such as "may", "will", "expect", "believe", "estimate", "plan", "could", "should", "would", "outlook", "forecast", "anticipate", "foresee", "continue" or the negative of these terms or variations of them or similar terminology. Forward-looking information is based on reasonable assumptions that have been made by Ely Gold as at the date of such information and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Ely Gold to be materially different from those expressed or implied by such forward-looking information, including but not limited to, risks related to: global financial conditions; public health crises, including the COVID-19 pandemic; changes in commodity prices; no control over exploration, development, production or other operations at mineral properties in which the Company holds an interest; delay receiving or failure to receive payments from third-parties; rights of other interest-holders; defects in royalties & other interests; ability to obtain future financing; repayment of LOC (as defined herein); litigation; actions of control person of the Company; exploration, development, production and operations of third-parties; and other risks as discussed under the heading "*Risk Factors*" in this AIF.

Forward-looking information in this AIF may relate to anticipated events or results, including, but not limited to: the completion of announced acquisitions and dispositions; future financial and operational performance; expectations regarding the future status of operations at mineral properties in which the Company holds an interest; future royalty payments to be paid to the Company by property owners and operators of mineral properties in which the Company holds an interest; mineral reserve and mineral resource estimates of mineral properties in which the Company holds an interest; statements regarding the Company's future business strategy; and other statements that are not historical facts. In particular, information regarding the Company's future expectations of future results, targets, performance, achievements, prospects or opportunities is forward-looking information. Forward-looking information is based on a number of material assumptions, which management of Ely Gold believe to be reasonable, including, but not limited to: the ongoing operation by the operators of the mineral properties in which Ely Gold holds an interest in a manner consistent with past practice; the absence of material adverse change

in the market price of the commodities that underlie Ely Gold's asset portfolio; the accuracy of publicly disclosed expectations for the mineral properties in which the Company holds an interest; that operations are not significantly disrupted as a result of natural disasters, governmental or political actions, public health crises, such as the COVID-19 pandemic; estimates of future production, costs and other financial or economic measures; the absence of any other factors that could cause actions, events or results to differ from those anticipated, estimated or intended; and such other assumptions as may be set out herein and other factors that the Company believes are reasonable and appropriate in the circumstances.

Ely Gold has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, however there may be other factors that cause results to not be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. Readers of this AIF should carefully review the risk factors set out in this AIF under the heading "*Risk Factors*".

Technical and Third-Party Information

Except where otherwise stated, the disclosure in this AIF relating to properties and operations in which Ely Gold holds royalties or other interests, including the disclosure in this AIF under the heading "*Material Properties",* is based on information publicly disclosed by the owners or operators of these properties and information/data available in the public domain as at the date hereof, and none of this information has been independently verified by Ely Gold. Specifically, as a royalty holder, Ely Gold has limited, if any, access to properties on which it holds royalties or other interests in its asset portfolio. The Company may from time to time receive operating information from the owners and operators of the mining properties which it is not permitted to disclose to the public. To prepare disclosure on the properties on which Ely Gold holds a royalty or similar interest, Ely Gold is dependent on (i) information provided by the operators of the mining properties and their qualified persons, and/or (ii) publicly available information, and Ely Gold generally has limited or no ability to independently verify such information. Although the Company does not have any knowledge that such information is not accurate, there can be no assurance that such third-party information is complete or accurate. Some reported public information in respect of a mining property may relate to a larger property area than the area covered by Ely Gold's royalty or other interests. Ely Gold's royalty or other interests may cover less than 100% of a specific mining property and may only apply to a portion of the publicly reported mineral reserves, mineral resources and or production from a mining property.

As at the date of this AIF the Company considers its royalty interests in the Jerritt Canyon Property, the Fenelon Property and the REN Property (as such properties are defined herein) to be its only material mineral properties for the purposes of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"). Information included in this AIF with respect to these material properties has been prepared in accordance with the exemption set forth in section 9.2 of NI 43-101.

Unless otherwise noted, the disclosure contained in this AIF of a scientific or technical nature for:

(a) the Jerritt Canyon Property is based on the technical report entitled "NI 43-101 Technical Report on the Jerritt Canyon Mine" having an effective date of June 8, 2020, which was prepared for the Company, and filed under the Company's SEDAR profile on www.sedar.com;

(b) the Fenelon Property is based on the technical report entitled "NI 43-101 Technical Report on the Fenelon Gold Property" having an effective date of February 28, 2020, which was prepared for Wallbridge Mining Company Ltd. ("**Wallbridge**"), and filed under Wallbridge's SEDAR profile on www.sedar.com; and

(c) the REN Property is based on the technical report entitled "NI 43-101 Technical Report on the REN Property, Elko County, Nevada, USA" having an effective date of December 2, 2020, which was prepared for the Company and filed under the Company's SEDAR profile on www.sedar.com.

Stephen Kenwood, P.Geo. is a director and officer of the Company and a "Qualified Person" as defined by NI 43-101. Mr. Kenwood has reviewed and approved the technical information in this AIF for Ely Gold.

Cautionary Note for United States Readers

Unless otherwise indicated, all mineral reserve and mineral resource estimates contained in this AIF have been prepared in accordance with NI 43-101 and the Canadian Institute of Mining, Metallurgy and Petroleum Definition Standards on Mineral Resources and Reserves ("**CIM Definition Standards**") and have not been prepared in accordance with the requirements of U.S. securities laws. These standards differ significantly from the historical requirements of the Securities and Exchange Commission (the "**SEC**"), and mineral reserve and resource information contained herein may not be comparable to similar information disclosed by U.S. companies.

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 under the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**"). These amendments became effective February 25, 2019 (the "**SEC Modernization Rules**") with compliance required for the first fiscal year beginning on or after January 1, 2021. Under the SEC Modernization Rules, the historical property disclosure requirements for mining registrants included in SEC Industry Guide 7 will be rescinded and replaced with disclosure requirements in subpart 1300 of SEC Regulation S-K.

As a result of the adoption of the SEC Modernization Rules, the SEC will recognize estimates of "measured mineral resources", "indicated mineral resources" and "inferred mineral resources." In addition, the SEC has amended its definitions of "proven mineral reserves" and "probable mineral reserves" to be "substantially similar" to the corresponding definitions under the CIM Standards that are required under NI 43-101. While the above terms are "substantially similar" to CIM Definitions, there are differences in the definitions under the SEC Modernization Rules and the CIM Definition Standards. Accordingly, there is no assurance any mineral reserves or mineral resources that the Company may report as "proven mineral reserves", "probable mineral reserves", "measured mineral resources", "indicated mineral resources" and "inferred mineral resources"

under NI 43-101 would be the same had the Company prepared the reserve or resource estimates under the standards adopted under the SEC Modernization Rules.

Accordingly, information contained in this AIF contains descriptions of our mineral deposits that may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

Currency Presentation

All dollar amounts referenced as "C$" are references to Canadian dollars and all references to "US$" are references to United States dollars. As of January 21, 2021, the exchange rate for one United States dollar expressed in Canadian dollars as reported by the Bank of Canada is $1.2627.

	Year Ended December 31			
	2020 (C$)	**2019 (C$)**	**2018 (C$)**	**2017 (C$)**
Rate end of period	$1.2732	$1.2988	$1.3642	$1.2545
Average rate during period	$1.3415	$1.3269	$1.2957	$1.2986
High rate for period	$1.4496	$1.3600	$1.3642	$1.3743
Low rate for period	$1.2718	$1.2988	$1.2288	$1.2128

CORPORATE STRUCTURE

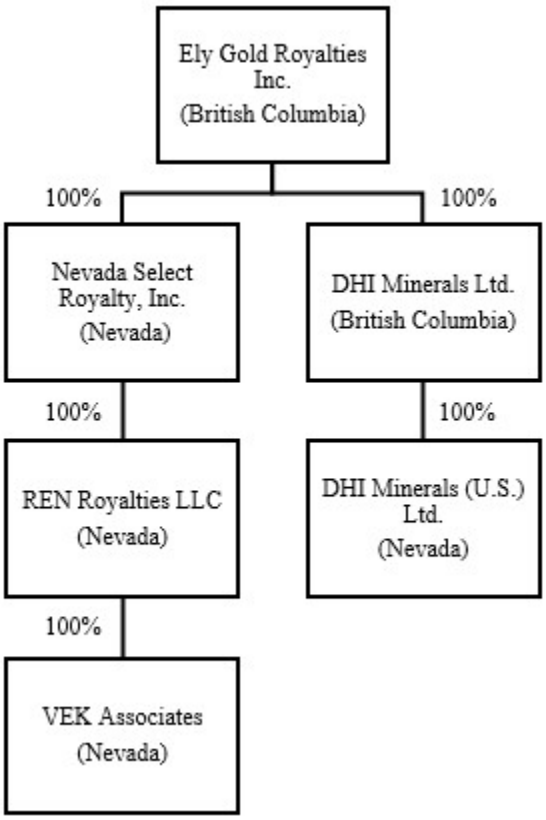
On May 10, 1996, the Company was incorporated as 694227 Alberta Inc. under the *Business Corporations Act* (Alberta). On June 24, 1996, the Company changed its name to Kinvara Ventures Inc. and on May 20, 2005, the Company changed its name to Ivana Ventures Inc. and consolidated its share capital on a five (old) for one (new) basis. On November 2, 2005, the Company continued under the *Business Corporations Act* (British Columbia) ("**BCBCA**"). On July 4, 2008, the Company changed its name to Ely Gold & Minerals Inc. and on November 22, 2017, it changed its name to Ely Gold Royalties Inc.

The Company's head office is located at 2833 – 595 Burrard Street, Box 49195, Vancouver, British Columbia, V7X 1K8, Canada. The Company's registered and records office is located at Suite 1800, 510 West Georgia Street, Vancouver, British Columbia, V6B 0M3, Canada.

The Company is a reporting issuer in British Columbia, Ontario and Alberta. As at the date of this AIF, the Company's common shares (the "**Common Shares**") are listed on the TSX Venture Exchange (the "**TSX-V**") under the symbol "ELY", and are quoted on the "Open Market" of the Frankfurt Stock Exchange under the Symbol "I4U" and on the OTCQX Best Market under the symbol "ELYGF".

Inter-Corporate Relationship

The following chart illustrates the Company's subsidiaries, the percentage of voting securities of each that are held by the Company, either directly or indirectly, and their respective jurisdictions of incorporation, continuance, formation or organization as at the date of this AIF.



GENERAL DEVELOPMENT OF THE BUSINESS

Three-Year History

Sale of Isabella Pearl Property

On January 9, 2017, the Company announced the sale of its Isabella Pearl property (the "**Isabella Pearl Property**") to a wholly owned subsidiary of Gold Resource Corporation for a total purchase price of US$460,000. The Company retained a net smelter returns royalty ("**NSR**") of 2.5% on the Isabella Pearl Property, and is entitled to a 2% NSR over a 2-mile area of interest on claims not then held by Gold Resource Corporation. Gold Resource Corporation has the option to buy-down 0.5% of the 2.5% NSR on the property for US$500,000 and 1% of the 2% NSR on the area of interest for US$1,000,000.

Acquisition of Assets from Platoro West

On June 23, 2017, Ely Gold announced the closing of the acquisition of assets from Platoro West Incorporated ("**Platoro West**") and William Sheriff ("**Sheriff**"). The Company acquired a portfolio of 23 mineral properties in Nevada and the western United States, a portfolio of 8 deeded royalties in Nevada and a database of geological information covering precious metals properties throughout the western United States. The Company paid Platoro West a total purchase price of US$500,000 and issued 1,000,000 Common Share purchase warrants to Platoro West, each warrant exercisable for one Common Share at a price of C$0.12 until June 22, 2020. The portfolio of assets acquired included a 50% interest in 247 unpatented mining claims in Washoe County, Nevada known as the Hog Ranch property (the "**Hog Ranch Property**"), which property is currently leased to and operated by Hog Ranch Minerals Inc., a subsidiary of REX Minerals Ltd. The Company holds a 1.50% NSR in the Hog Ranch Property.

Name Change to Ely Gold Royalties Inc.

On November 22, 2017, the Company changed its name from Ely Gold & Minerals Inc. to Ely Gold Royalties Inc., in order to better reflect the Company's business model.

Listing on OTCQB Venture Market

On August 7, 2018, the Common Shares of the Company were accepted for listing on the OTCQB Venture Market under the symbol ELYGF.

Acquisition of 1% NSR on the Fenelon Property

On October 17, 2018, the Company acquired from Balmoral Resources Ltd. ("**Balmoral**") a 1% NSR on the Fenelon Mine property (the "**Fenelon Property**") located in west-central Quebec and operated by Wallbridge. The Company paid Balmoral a cash consideration of C$500,000 and issued 1,000,000 Common Shares and 1,000,000 Common Share purchase warrants, each exercisable for one Common Share at price of C$0.10 until May 1, 2020.

Acquisition of 0.75% GR on the Isabella Pearl Property

On October 23, 2018, the Company announced that it had entered into an agreement with a private vendor to acquire a 0.75% gross royalty ("**GR**") on the Isabella Pearl Property (the "**Isabella Pearl GR Royalty**"). The Company paid a total purchase price of US$300,000 and the acquisition closed on April 27, 2019. In 2020, Gold Resource Corporation exercised their option to buy-down the Isabella Pearl GR Royalty to 0.375% by paying the Company US$50,000 in cash after they put the Isabella Pearly Property in production and paid the Company US$250,000 in royalty payments

Sale of Gold Rock Extension Claims

On November 1, 2018, the Company announced the sale of its interest in the mining claims known as the Gold Rock Extension Claims to a wholly owned subsidiary of Fiore Gold Ltd. ("**Fiore**") for a total purchase price of US$10,227. The Company retained a 1.5% NSR over part of the Gold

Rock Extension Claims and a 2.0% NSR on the remainder. The Company also owns a 0.5% NSR on the Gold Rock property ("**Gold Rock**").

Non-Brokered Private Placement

On December 31, 2018, the Company completed the first tranche of a non-brokered private placement (the "**Non-Brokered Private Placement**") of 10,000,000 units at C$0.11 per unit for gross proceeds of C$1,100,000. Each unit was comprised of one Common Share and one Common Share purchase warrant. Each warrant entitles the holder thereof to purchase one Common Share at a price of C$0.22 until December 31, 2023, subject to an acceleration provision. On January 17, 2019, the Company completed the second tranche of the Non-Brokered Private Placement for gross proceeds of C$330,000 on the same terms as the first tranche, except that each warrant is exercisable until January 17, 2024. The aggregate gross proceeds raised from the Non-Brokered Private Placement was C$1,430,000. In connection with the second tranche, the Company paid a cash finder's fee to PI Financial Corp. ("**PI**") equal to 6% of the gross proceeds raised from subscribers introduced to Ely Gold by PI and issued 10,000 non-transferable finder's warrants to PI, each exercisable for one Common Share at a price of C$0.135 until January 17, 2021, subject to an acceleration provision.

Acquisition of Additional 2% NSR on the Fenelon Property

On April 18, 2019, the Company acquired from an arm's length third-party a 2% NSR on the Fenelon Property for a total purchase price of C$600,000. This 2% NSR was in addition to the 1% NSR acquired on October 17, 2018.

Sale of 1% NSR on the Fenelon Property

On July 2, 2019, the Company sold its 1.0% NSR on the Fenelon Property acquired on October 17, 2018 to 2176423 Ontario Ltd. ("**2176423**"), a private company controlled by Eric Sprott ("**Sprott**") for a total purchase price of US$1,250,000.

Sprott Non-Brokered Private Placement

On June 28, 2019, the Company completed a non-brokered private placement (the "**Sprott Private Placement**") of 5,615,454 units at C$0.18 per unit to 2176423 for gross proceeds of C$1,010,782. Each unit was comprised of one Common Share and one-half of one Common Share purchase warrant. Each whole warrant entitles the holder thereof to purchase one Common Share at a price of C$0.30 until June 28, 2022.

Acquisition of PTR on the Jerritt Canyon Property

On September 9, 2019, the Company acquired a per ton royalty interest ("**PTR**") on the Jerritt Canyon processing facilities at the Jerritt Canyon property (the "**Jerritt Canyon Property**") from an arms-length third-party for a cash purchase price of US$650,000 and the issuance of 500,000 Common Share purchase warrants, each warrant entitling the holder thereof to purchase one Common Share at a price of C$0.18 until September 9, 2022. The Company paid US$300,000 on

closing. The remainder of the purchase price will be paid over the next three anniversaries of the closing date. The Jerritt Canyon Property is located in Elko Nevada and operated by Jerritt Canyon Gold LLC, a privately held company. The PTR entitles the Company to the following payments based on overall throughput of the mining operations at the Jerritt Canyon Property:

- US$0.15 per ton if the gold price is less than or equal to US$1,300 per ounce;
- US$0.225 per ton if the gold price is between US$1,300 and US$1,600 per ounce;
- US$0.30 per ton if the gold price is between US$1,600 and US$2,000 per ounce; or
- US$0.40 per ton if the gold price is greater than US$2,000 per ounce.

Acquisition of 1.00% NSR on the Lincoln Hill Property

On September 10, 2019, the Company acquired a 1.00% NSR on the Lincoln Hill property (the "**Lincoln Hill Property**") from an arms-length private party for a total purchase price of US$750,000. On closing, the Company paid US$400,000 and issued 500,000 Common Share purchase warrants, each entitling the holder thereof to purchase one Common Share at a price of C$0.18 until September 10, 2021. The remainder of the purchase price was paid on September 10, 2020. The purchase agreement includes a right of first refusal in favour of the Company if the vendor disposes of an additional 1% NSR currently held by it. The Lincoln Hill Property is located in Pershing County, Nevada and operated by Coeur Mining Inc. ("**Couer**").

Registration and Amendment of 2% NSR on the Fenelon Property

On September 30, 2019, the Company and Wallbridge agreed to amend certain terms and conditions of the Company's 2% NSR on the Fenelon Property. The parties entered into an acknowledgement and amendment agreement where it was agreed that:

- Wallbridge will acknowledge the 2% NSR and support its registration with the appropriate ministries in Quebec;
- payment of the 2% NSR on bulk samples will only apply after June 30, 2019; and
- toll milling will not be considered a deductible expense when calculating royalty payments.

The 2% NSR on the Fenelon Property was registered with "Registre Public des Droits Minieres, Réels et Immobiliers", which is maintained by the Ministry of Energy and Natural Resources, Québec

Sprott Revolving Line of Credit

On November 29, 2019, the Company entered into an agreement with 2176423, providing the Company with a $6.0 million revolving line of credit (the "**LOC**"). Interest on principal outstanding under the LOC bears interest at 10.0% per annum, with undrawn amounts of the LOC carrying a stand-by fee of 2.5% per annum. The LOC is secured by a registered security interest over all of the Company's assets, subordinate only to existing prior encumbrances. On December 27, 2019, the Company drew down $1,000,000 of the LOC and on March 11, 2020 the Company drew down the remaining $5,000,000, with each tranche having a maturity date ("**Maturity Date**") 24 months from the date of the initial draw of the tranche. 2176423 can elect at each Maturity

Date to convert all or any part of the outstanding LOC into Common Shares at a deemed issue price of C$0.37 per Common Share.

In connection with the LOC, the Company issued to 2176423 16,216,215 loan bonus warrants (the "**Bonus Warrants**"), exercisable up to November 29, 2021 to purchase one Common Share (each a "**Bonus Warrant Share**") at an exercise price of C$0.37 per share. Based on the Company's capital structure on the closing date, such number of Bonus Warrant Shares represented 14.0% of the Company's issued and outstanding Common Shares and, taken together with Sprott's existing direct and indirect holdings on a partially diluted basis, represented 20.76% of the Common Shares of the Company. In connection with the closing of the LOC, the Company also issued 300,000 Common Share purchase warrants to Medalist Capital Ltd. ("**Medalist**"), each exercisable for one Common Share at a price C$0.37 per share until November 29, 2022.

The Company had drawn on all of the LOC, but has since paid it back. As of the date hereof, all C$6 million remains available to the Company.

Events Subsequent to December 31, 2019

Private Placement Warrant Acceleration

On February 28, 2020, the Company elected to accelerate the expiry date of 2,655,000 outstanding Common Share purchase warrants originally issued by Ely Gold as part of the Non-Brokered Private Placement, which resulted in an accelerated expiry date of March 30, 2020. All of the warrants issued pursuant to the Non-Brokered Private Placement were exercised by March 30, 2020 at an exercise price of C$0.135 per share for aggregate gross proceeds to the Company of C$2,928,850.

Acquisition of 15% NPI on the Regent Hill Property (Rawhide)

On March 13, 2020, the Company acquired a 15% net profit interest ("**NPI**") on the Regent Hill property (the "**Regent Hill Property**") from Liberty Gold Corp. and its subsidiary Pilot Gold USA Inc. The Company paid a total purchase price of US$800,000 and issued 2,000,000 Common Share purchase warrants, each entitling the holder thereof to purchase one Common Share at a price of C$0.43 until March 13, 2022. The principal entitlement under the NPI is the right to 15% of the net profits from the recovery and sale of minerals from certain unpatented mining claims located at the Regent Hill Property. The Regent Hill Property is located in Mineral County, Nevada, forms part of the Rawhide Mine ("**Rawhide**") and is operated by Rawhide Mining LLC. The NPI also includes the possibility of bonus payments for each gold equivalent ounce ("**AuEq oz.**", consisting of any of gold, silver, platinum and palladium metals), if any, from the Regent Hill Property placed on leach pads after the first 115,000 AuEq oz., with bonus payments of US$5.775 per AuEq ounce at a gold price of US$1,400 and increasing to as much as US$29.05 per AuEq ounce if the price of gold exceeds US$1,800 per ounce.

Acquisition of 3.5% NPI on the REN Property

On April 2, 2020, the Company acquired a 3.5% NPI on the REN property (the "**REN Property**") from a private third-party for a total purchase price of US$500,000. The REN Property is located

in Elko, Nevada and is leased and operated by Nevada Gold Mines, a joint venture between Barrick Gold Corporation ("**Barrick**") and Newmont Corp. ("**Newmont**").

Creation of Control Person

At the Company's Annual and Special General Meeting, held May 6, 2020, shareholders of the Company approved the creation of a new control person, that being 2176423, a company controlled by Sprott.

Listing on OTCQX

On May 12, 2020, the Company graduated from the OTCQB Venture Market to the OTCQX Best Market.

Acquisition of 0.5% NSR on Jerritt Canyon Property

On May 12, 2020, the Company acquired a 0.5% NSR on the Jerritt Canyon Property from Sprott for a total purchase price of C$8,000,000, satisfied through the issuance of 12,698,413 Common Shares to 2176423. In connection with the acquisition, the Company paid a finder's fee to Medalist comprised of a cash fee of 1.0% of the purchase price and 300,000 Common Share purchase warrants, each exercisable for one Common Share at a price of $0.78 until May 12, 2023. At closing, Sprott beneficially owned 23,121,594 Common Shares and 19,023,942 Common Share purchase warrants, representing approximately 29.9% of the outstanding Common Shares on a non-diluted basis and 24.3% on a fully diluted basis.

Acquisition of VEK Associates

On May 19, 2020, the Company completed the acquisition of 94% of the issued and outstanding shares in VEK Associates ("**VEK**"), a privately held Nevada corporation, and on July 20, 2020 the Company acquired the remaining 6%. The total purchase price paid by the Company to the shareholders of VEK was US$5,000,000 and 2,005,164 Common Share purchase warrants, each exercisable by the holder thereof at a price of C$0.62 until May 19, 2022.

VEK, through a 50/50 Nevada general partnership with Andrus Associates, holds five properties, all of which are currently leased. Four of the properties, the REN Property, the Lone Tree property, the Pinson property, and the North Carlin property are leased to and operated by Nevada Gold Mines JV (Barrick 61.5%/Newmont 38.5%) and the other property, the Marigold property (the "**Marigold Property**"), is leased to and operated by SSR Mining Inc. ("**SSR**"). VEK's interest in each of the four properties leased to Nevada Gold Mines JV is a 1.5% NSR with no buy downs and its interest in the Marigold Property is a 0.75% NSR. The Marigold Property is located in Humboldt County, Nevada on the Battle Mountain-Eureka trend and operated by SSR.

Completion of Brokered Private Placement

On May 21, 2020, the Company closed a brokered private placement ("**Brokered Private Placement**") offering of 21,562,500 units of the Company at a price of C$0.80 per unit for gross proceeds of C$17,250,000. The offering was placed through a syndicate of agents co-led by Clarus

Securities Inc. and Mackie Research Capital Corporation, and included PowerOne Capital Markets Limited (collectively, the "**Agents**"). Each unit was comprised of one Common Share and one-half of one Common Share purchase warrant. Each warrant entitles the holder thereof to acquire one Common Share at a price of $1.00 until May 21, 2023. The Company paid the Agents cash commissions and also issued compensation options to the Agents entitling them to purchase an aggregate of 731,250 Common Shares at an exercise price of $0.80 until May 21, 2023.

At the Company's option, the original expiry date of the warrants may be accelerated if the volume weighted average price of the Common Shares is greater than or equal to C$1.60 for a period of five consecutive trading days. If the Company elects to accelerate the expiry date of the warrants, holders of the warrants will have 30 calendar days to exercise their warrants after receiving notice via press release from the Company. Company insiders purchased 9,737,000 of the units under the offering.

Acquisition of 0.4% of a 2% NSR on Borden Lake Gold Mine

On May 28, 2020, the Company announced that it entered into a binding term sheet with two private individuals to acquire 0.4% of a 2% NSR on the Borden Lake Gold Mine (the "**Probe Royalty**") for a total purchase price of C$300,000 in cash, 100,000 Common Shares and 80,000 Common Share purchase warrants. The Company also agreed to pay a finder's fee to an arm's length individual in the amount of C$7,000 in cash and 50,000 Common Share purchase warrants. The acquisition closed on August 26, 2020 and the warrants are exercisable at a price of C$1.37 until August 26, 2025. The Probe Royalty was granted to the vendor pursuant to an agreement with Probe Mines Limited ("**Probe**"). In 2015, Probe was acquired by Goldcorp Inc. and Goldcorp Inc. merged with Newmont in 2019 to form the current Newmont Corporation. There is a dispute as to the portion of the property currently controlled by Newmont to which the Probe Royalty applies. It is anticipated that an arbitration to resolve this dispute will occur in 2022.

Appointment of Strategic Advisors to the Board of Directors

On July 20, 2020, the Company announced that it appointed Mr. Darin Wagner and Mr. Jason Jessup as strategic advisors to the board of directors of the Company. The Company granted 500,000 stock options at a price of $1.80 per share to each of Mr. Wagner and Mr. Jessup.

Agreement to Increase Royalty at Lincoln Hill Property

On July 21, 2020, the Company announced that it entered into a binding letter agreement with a private individual to acquire an additional 1.00% NSR at the Lincoln Hill Property for a total purchase price of US$1,000,000 in cash and 1,000,000 Common Share purchase warrants. The acquisition closed on December 31, 2020 and the Company now holds a 2.00% NSR at the Lincoln Hill Property. The warrants are exercisable at a price of C$1.69 until December 31, 2022.

Acquisition of 1% NSR on Watershed Property

On December 8, 2020, the Company announced that it acquired a 1% NSR (the "**Watershed Royalty**") on the Watershed Property from Sanatana Resources Inc. ("**Sanatana**") for a total purchase price of C$2,500,000 in cash and 1,000,000 Common Share purchase warrants, each

exercisable at a price of C$1.31 until December 8, 2025. The warrants can be accelerated if the Common Shares trade at a 50% premium to the exercise price for a 10-day period. The Watershed Royalty was granted to Sanatana in connection with an asset purchase agreement between Sanatana and IAMGOLD Corporation ("**IAMGOLD**"), dated January 12, 2016, (the "**Watershed Purchase Agreement**") whereby IAMGOLD acquired a 100% interest in 46 mining claims in Chester and Yeo Counties, Ontario (the "**Watershed Property**"). The Watershed Property surrounds the Coté Gold Project, which is a joint venture between IAMGOLD and Sumitomo Metal Mining Company. The Watershed Royalty is subject to a buy-down provision where the royalty rate can be reduced to 0.5% for a payment of C$2,000,000 by IAMGOLD. Sanatana and Ely Gold also signed a definitive agreement where Sanatana assigned its rights and interest in the Watershed Purchase Agreement to Ely Gold for C$10,000. The Company also purchased 1,666,666 Sanatana common shares at a price of C$0.30 per share through a non-brokered private placement. The Watershed Purchase Agreement provides for certain deferred payments to the Company as follows: (a) C$1,500,000 upon a production decision by IAMGOLD on the Watershed Property; and (b) C$1,500,000 upon the commencement of commercial production by IAMGOLD on the Watershed Property (together, the "**Deferred Payments**"). In the event that either of the Deferred Payments are made to Ely Gold, it will pay 50% of any such Deferred Payments to Sanatana.

Acquisition of 0.3% GR on Trenton Canyon Property

On December 23, 2020, the Company acquired a 0.3% GR the ("**Trenton Canyon Royalty**") on 52 unpatented mining claims on the Battle Mountain-Eureka trend in Nevada (the "**Trenton Canyon Property**") from a private seller, for a total purchase price of US$325,000 in cash and 1,000,000 Common Share purchase warrants, each exercisable at a price of C$1.36 until December 23, 2022. Ely Gold was also assigned a stock purchase agreement, dated October 13, 2005 (the "**2005 Agreement**") between the private seller and Nevada Mine Properties II ("**NMP II**"). The 2005 Agreement provides for a 0.5% NSR on several other properties.

Acquisition of Mineral Interests at Railroad-Pinion Property

On December 30, 2020, the Company completed the purchase of mineral interests on over 8,000 acres of private fee ground in Elko County, Nevada (the "**Mineral Interests**"). All of the fee ground and the Mineral Interests are currently leased to Gold Standard Ventures Corp ("**GSV**") and cover certain portions of GSV's Railroad-Pinion Project that is currently being developed as a heap-leach mining operation (the "**Lease**"). The Lease provides for a combined 0.436% NSR and annual lease payments to the Company of US$79,800. Ely Gold paid a total purchase price of US$1,300,000 in cash and issued 300,000 Common Share purchase warrants, each exercisable at a price of C$1.15 until December 29, 2025. The Company also paid a US$65,000 cash finder's fee. On November 2, 2020 the Company announced that it had also entered into purchase agreements with 11 other parties to acquire additional mineral interests and leases in the same area. These 11 other purchase agreements were terminated by the Company prior to closing, and the Company paid a US$134,000 cash break fee in connection with such termination.

Agreement to Further Increase Royalty at Lincoln Hill Property

On December 22, 2020, the Company announced that it had entered into a binding term sheet with a private third-party to acquire a 2.00% NSR (the "**Raven Royalty**") at the Lincoln Hill Property for a total purchase price of US$200,000 in cash and 500,000 Common Share purchase warrants, each exercisable at a price of C$1.13 for a period of three years from the date of issuance. The closing of the acquisition is subject to final approval by the TSX-V and waiver of a right of first refusal by Coeur.

Other Interests

For a list of all royalty and property interests held by the Ely Gold and not described above, see the charts under "*Description of the Business*".

DESCRIPTION OF THE BUSINESS

Summary of Business Strategy and Key Assets

Ely Gold is a Nevada-focussed gold royalty investment company. The Company generates near-term revenue through property sales and options, and long-term revenue through life-of-mine royalties. The three key components of the Company's business strategy are summarized below:

1. Royalty Acquisition
    - The Company acquires royalties on producing or near-term producing mineral properties, which generates long-term revenue throughout the life of the mine.
2. Property Sale Options
    - The Company options exploration properties to mining or exploration companies for staged payments to the Company while retaining a royalty.
    - At the end of the term, either the optionee purchases the property outright and the Company retains a royalty or the property returns to the Company.
3. Land Package Consolidation and Sales
    - The Company stakes and/or consolidates drill-ready land packages for mining companies to explore and develop and then sells those claims while retaining a royalty.

A royalty is a non-dilutive asset level perpetual interest in the underlying project that, when in production, provides topline cash relative to the percentage of the royalty. Depending on the nature of a royalty interest and the laws applicable to it and the project, the royalty holder is generally not responsible for, and has no obligation to contribute to, operating or capital costs or environmental liabilities. An NSR royalty is generally based on the value of production or net proceeds received by an operator from a smelter or refinery for the minerals sold. A GR is generally a defined percentage of gross revenues received by the operator from the sale of all metals or products from a mining operation, without any deductions. A PTR royalty is generally a defined percentage of overall throughput of the mining operations. A NPI royalty is generally a defined percentage based

on the profits from the recovery and sale of minerals by an operator, net of operating and capital costs.

The Company's material assets are its interests in the Jerritt Canyon Property, the Fenelon Property and the REN Property. See "*Material Properties*" below for more information.

The following five tables summarize the Company's asset portfolio as of the date hereof:

Material Properties

Project	Current Operator/Optionor	Status	Royalty[(1)]
Jerritt Canyon	Jerritt Canyon Gold	Producing	PTR
Jerritt Canyon	Jerritt Canyon Gold	Producing	0.50%
Fenelon (Quebec)	Wallbridge Mining	Development	2.00%
REN (Leased)	Nevada Gold Mines	Development	1.50%
REN	Nevada Gold Mines	Development	3.50% NPI

Notes: (1) NSR unless indicated otherwise.

Other Key Assets

Project	Current Operator/Optionor	Status	Royalty[(1)]
Isabella Pearl	Gold Resource Corp.	Producing	0.375% GR
Rawhide	Rawhide Mining LLC	Production	15.00% NPI
Lincoln Hill	Coeur Mining	Production est. 2023	2.00%
Hog Ranch (Leased)	REX Minerals	Development	1.50%
Marigold (Leased)	SSR Mining	Production est. 2022	0.75%
Gold Rock	Fiore Exploration	Production est. 2023	0.50%

Notes: (1) NSR unless indicated otherwise.

Development Assets

Project	Current Operator/Optionor	Status	Royalty[(1)]
Isabella Extension	Gold Resource Corp.	Currently Drilling	2.50%
County Line	Gold Resource Corp.	Trenching	2.50%
Mina Gold	Gold Resource Corp.	Currently Drilling	3.00%
Silver Dyke	Gold Resource Corp.	Field Work	2.00%
Mt Hamilton	Waterton Global	Project for Sale	1.00%
Monte Cristo	Waterton Global	Project for Sale	1.00%
Rodeo Creek (Optioned)	Premier Gold	Field Work	2.00%
War Eagle (Optioned)	Integra Resources	Currently Drilling	1.00%
Pilot Mountain (Leased)	Thor Mining	Currently Drilling	2.00%
Quartz Mountain	Alamos Gold	On Hold	0.25%
Lone Tree (Leased)	Nevada Gold Mines	Resource Expansion	1.50%
Pinson (Leased)	Nevada Gold Mines	Resource Expansion	1.50%

Carlin (Leased)	Nevada Gold Mines	Resource Expansion	1.50%
Turquoise Ridge	Nevada Gold Mines	Resource Expansion	2.00%
Castle/Black Rock (Leased)	Allegiant Gold	Resource Expansion	2.00%
Olinghouse NE	Lake Mountain Mining	Permitting	1.00%
French Gold Bar (Leased)	McEwen Mining	Resource Expansion	2.00%
Scoonover Gold Bar	McEwen Mining	Field Work	1.00%
Gold Canyon (Optioned)	McEwen Mining	Resource Expansion	2.00%
Gold Bar	McEwen Mining	Resource Expansion	2.00%
Gold Rock Extension	Fiore Gold	Currently Drilling	2.00%
Rosial	Coeur	Field Work	1.50%
WR Claims	Coeur	Field Work	1.00%
Sleeper	Paramount Gold	Field Work	0.33%
Borden Lake	Newmont	Field Work	0.40%
Trenton Canyon	SSR Mining	Currently Drilling	0.30% GR
Railroad-Pinion	Gold Standard Ventures	Pre-Feasibility	0.436%

Notes: (1) NSR unless indicated otherwise.

Exploration Assets

Project	Current Operator/Optionor	Status	Royalty[(1)]
Bald Peak	Radius Gold	Permitting	3.00%
Big 10 (Amsel)	VR Resources	Currently Drilling	2.00%
Big 10 (Danbo)	VR Resources	Currently Drilling	3.00%
Castle West	Bitterroot Resources	Field Work	3.00%
Green Springs	John Cox	Currently Drilling	0.50%
Green Springs (Optioned)	Contact Gold	Currently Drilling	1.00%
Tuscarora	American Pacific	Currently Drilling	2.00%
Antelope Springs	Americas Gold & Silver	Field Work	1.00%
Frost	Paramount Gold	Currently Drilling	2.00%
Tonopah West (Optioned)	Blackrock Gold	Currently Drilling	3.00%
Mustang Canyon	Premier Gold	Field Work	2.00%
Gutsy	EMX Royalty	Field Work	0.50%
Kismet	EMX Royalty	Field Work	2.00%
Maggie Creek	Orogen Royalty	Field Work	1.00%
Mt Wilson	National Treasure	Field Work	2.00%
Musgrove Creek	Eagle Mines	Field Work	2.00%
New Boston	VR Resources	Field Work	2.00%
North Carlin	Fremont Gold	Field Work	2.00%
Olympic (Optioned)	Great Western	Field Work	1.75%
Gilbert South (Optioned)	Orogen Royalty	Field Work	2.00%
Hurricane (Optioned)	Fremont Gold	Field Work	3.00%
Morgan Pass (Optioned)	Wright Parks	Field Work	3.00%
Monitor (Optioned)	Orla Mining	Field Work	2.50%
Moho (Optioned)	Pyramid Gold	Currently Drilling	2.50%

Nevada Rand (Optioned)	Goldcliff Resources	Currently Drilling	2.50%
Aurora West (Optioned)	Goldcliff Resources	Field Work	2.00%
Redlich Gold (Optioned)	Pyramid Gold	Currently Drilling	2.50%
Weepah (Optioned)	Navy Resources	Currently Drilling	2.00%
White Hill (Optioned)	Exiro Resources	Field Work	3.00%
Scossa	Romios Gold	Field Work	2.00%
Silver Dyke	Gold Resource	Field Work	2.00%
St Elmo (Optioned)	Assign Resources	Field Work	2.50%
Troy	New Placer Dome	Field Work	1.00%
Clayton Ridge (Optioned)	Group 11	Field Work	2.00%
Liberty Springs (Optioned w/NSR)	Group 11	Field Work	2.00%
Lantern (Optioned w/NSR)	Group 11	Field Work	2.00%
Questa Blanca (Optioned w/NSR)	Group 11	Field Work	2.00%
BS (Optioned w/NSR)	Platoro West	Field Work	2.00%
Atlanta (NSR)	Meadow Bay Gold	Field Work	3.00%
White Rock (Optioned w/ NSR)	Provenance Gold	Field Work	2.00%
Butte Valley (Optioned w/ NSR)	Quaterra Resources	Field Work	2.00%

Notes: (1) Each Royalty is a NSR unless indicated otherwise.

Properties for Sale/Option[(1)]

Project	State	County	Description
Argus	Inyo	California	Historic Resource
Butte Highlands	Silver Bow	Montana	High Grade Vein/Bulk target
Charlie Creek	Lander	Nevada	Carlin-type gold system
Chloride	Mohave	Arizona	High Grade Vein Target
Confidence	Lincoln	Nevada	High Grade Vein Target
Cimarron	Nye	Nevada	High Grade Vein Target
Disaster Peak	Humboldt	Nevada	High Grade Vein/Bulk target
Dyke Hot Springs	Humboldt	Nevada	High Grade Vein/Bulk target
Edna Mountain	Humboldt	Nevada	Conceptual Target
El Campo	San Bernardino	California	Adjacent to Mt. Pass Mine
Golden Ridge	Modoc	California	High Grade District
Golden Shears	Humboldt	Nevada	High Grade Vein Target
Hackberry	Mohave	Arizona	High Grade Vein Target
Horse Mountain	Elko	Nevada	High Grade Vein Target
Kings River	Humboldt	Nevada	Conceptual Target
Landmark	Nye	Nevada	Conceptual Target
Manzanita	Yavapai	Arizona	High Grade Vein Target
Modoc	Lander	Nevada	Historic Resource
Mt. Tobin	Pershing	Nevada	Conceptual Target
Muttlebury	Pershing	Nevada	Conceptual Target
Orogrande	Idaho	Idaho	Adjacent to Orogrande Friday
Ramona	Mineral	Nevada	Conceptual Target

Sawtooth	Pershing	Nevada	High Grade Vein Target
Shear Zone	Lander	Nevada	High Grade Vein Target
Stallion	Pershing	Nevada	Conceptual Target
Stateline	Iron	Utah	Conceptual Target
Westgate	Churchill	Nevada	High Grade Vein/Bulk Target

Notes: (1) 100% interest for sale/option.

Specialized Skill & Knowledge

The Company's business requires individuals with specialized skills and knowledge in the areas of geology, finance, accounting, and law. In order to attract and retain personnel with such skills and knowledge, the Company maintains competitive remuneration and compensation packages. To date, the Company has been able to locate and retain such professionals in Canada and in the United States and believes it will continue to be able to do so.

Competitive Conditions

Competition in the royalty and mineral exploration industry is intense. The Company competes with other companies for acquisitions and dispositions of royalties and other interests in mineral properties, mineral properties and land packages, as well as for the recruitment and retention of qualified employees and consultants. See "*Risk Factors – Competition*".

Components

The Company expects to continue to acquire land packages, mineral properties, royalties and other interests as previously described above under "*Description of the Business – Summary of Business Strategy and Key Assets*".

Employees

As at December 31, 2019, the Company had 4 full time employees. As at the date of this AIF, the Company has 4 full time employees. No management functions of Ely Gold are performed to any substantial degree by persons other than the directors and executive officers of the Company and its subsidiaries.

Foreign Operations

The Company currently holds assets and conducts business with parties in the United States. In the future, the Company may also acquire assets and conduct business in other countries. Changes in legislation, regulations or governments in such countries are beyond the Ely Gold's control and could adversely affect the Company's business, operations and economic condition. The Company cannot predict the effect of these factors with any accuracy. See "*Risk Factors – International Interests*."

RISK FACTORS

Investors should carefully consider all of the information disclosed in this AIF prior to investing in the securities of Ely Gold. In addition to the other information presented in this AIF, the

following risk factors should be given special consideration when evaluating an investment in such securities. These risk factors could materially affect Ely Gold's future operating results and could cause actual events to differ materially from those described in any forward-looking information relating to Ely Gold. The risk factors described in this AIF are not the only risks that Ely Gold faces. Additional risks or uncertainties that Ely Gold does not have any knowledge of or are currently deemed as immaterial, could also materially adversely affect Ely Gold.

Risks Relating to Ely Gold

Global Financial Conditions

Market events and conditions, including the disruptions in the international credit markets and other financial systems, along with falling currency prices expressed in United States dollars can result in commodity prices remaining volatile. These conditions can cause a loss of confidence in global credit markets resulting in the collapse of, and government intervention in, major banks, financial institutions and insurers and creating a climate of greater volatility, tighter regulations, less liquidity, widening credit spreads, less price transparency, increased credit losses and tighter credit conditions. Notwithstanding various actions by governments, concerns about the general condition of the capital markets, financial instruments, banks and investment banks, insurers and other financial institutions caused the broader credit markets to be volatile and interest rates to remain at historical lows. These events can be illustrative of the effect that events beyond the Company's control may have on commodity prices, demand for metals, including gold, availability of credit, investor confidence, and general financial market liquidity, all of which may adversely affect the Company's business, operations and financial condition. Global financial conditions can be volatile. Access to additional sources of capital, including conducting public financings, can be negatively impacted by disruptions in the international credit markets and the financial systems of other countries, as well as concerns over global growth rates. These factors could impact the ability of the Company to obtain both debt and equity financing in the future and, if obtained, on terms favourable to the Company. Increased levels of volatility and market turmoil can adversely affect the operations of the Company and the value and the price of the Company's securities could be adversely affected.

Public Health Crises, including the COVID-19 Pandemic

The Company's business, operations and financial condition could be materially adversely affected by public health crises, including epidemics, pandemics and or other health crises, such as the outbreak of COVID-19. The current COVID-19 global health pandemic is significantly impacting the global economy and commodity and financial markets. The full extent and impact of the COVID-19 pandemic is unknown and to date has included extreme volatility in financial markets, a slowdown in economic activity, extreme volatility in commodity prices (including precious metals) and has raised the prospect of a global recession. The international response to COVID-19 has led to significant restrictions on travel, temporary business closures, quarantines, global stock market volatility and a general reduction in consumer activity, globally. Public health crises, such as the COVID-19 outbreak, can result in operating, supply chain and project development delays that can materially adversely affect the operations of third-parties in which the Company has an interest. Operations at mineral properties in which the Company holds an interest could be suspended for precautionary purposes or as governments declare states of

emergency or other actions are taken in an effort to combat the spread of COVID-19. If the operation or development of one or more of the mineral properties in which the Company holds a royalty or other interest and from which it receives or expects to receive significant revenue is suspended, it may have a material adverse impact on the Company's profitability, results of operations, financial condition and the trading price of the Company's securities.

The risks to the Company's business include without limitation, the risk of breach of material contracts and customer agreements, employee health, workforce productivity, increased insurance premiums, limitations on travel, the availability of industry experts and personnel, prolonged restrictive measures put in place in order to control an outbreak of contagious disease or other adverse public health developments globally and other factors that will depend on future developments beyond the Company's control, which may have a material and adverse effect on the Company's business, financial condition and results of operations. In addition the Company may experience business interruptions as a result of suspended or reduced operations at the mineral properties in which the Company has an interest, relating to the COVID-19 outbreak or such other events that are beyond the control of the Company, which could in turn have a material adverse impact on the Company's business, operating results, financial condition and the market for its securities. As at the date of this AIF, the duration of any business disruptions and related financial impact of the COVID-19 outbreak cannot be reasonably estimated. It is unknown whether and how the Company may be affected if such pandemic, such as the COVID-19 outbreak, persists for an extended period of time.

Changes in Commodity Prices that underlie the Company's Interests

The price of Ely Gold's securities may be significantly affected by declines in commodity prices. The revenue derived by Ely Gold from its asset portfolio will be significantly affected by changes in the market price of commodities that underlie its portfolio of assets and interests. Ely Gold's revenue is particularly sensitive to changes in the price of gold. The price of gold and other commodities fluctuates daily and are affected by factors beyond the control of Ely Gold, including levels of supply and demand, industrial development, inflation and interest rates, the U.S. dollar's strength and geo-political events. External economic factors that affect commodity prices can be influenced by changes in international investment patterns, monetary systems and political developments.

All commodities, by their nature, are subject to wide price fluctuations and future material price declines will result in a decrease in revenue and may cause a suspension or termination of production by relevant operators, which would result in a complete cessation of revenue from its portfolio of assets and interests. Even if the Company worked to ensure a diversification of commodities that underlie its portfolio of assets and interests, the commodity market trends are cyclical in nature and a general downturn in commodity prices could result in a significant decrease in overall revenue of the Company.

No Control over Exploration, Development, Production or other Operations at Mineral Properties

The Company is not directly involved in the exploration, development, production or operation at any of the mineral properties in which it holds an interest. The revenue Ely Gold may derive from

its portfolio of assets and interests is based entirely on the exploration, development, production and operations of third-parties. The Company holds many of its interests through contractual agreements of which it expects to receive payments under based on certain milestones, including, but not limited to, production from certain mineral properties, however the Company does not have a direct interest in the exploration, development, production or operation of those mineral properties. The owners and operators generally will have the power to determine the manner in which the properties are exploited, including decisions to expand, continue or reduce, suspend or discontinue production from a property, decisions about the marketing of products extracted from the property and decisions to advance exploration efforts and conduct development of non-producing properties. The interests of third-party owners and operators and those of Ely Gold in respect of a relevant project or property may not always be aligned. The inability of Ely Gold to control the operations for the properties in which it has a royalty or other interest may result in a material adverse effect on the profitability of Ely Gold, the results of operations of Ely Gold and its financial condition. Except in a limited set of circumstances as may be specified in a specific agreement representing a royalty or other interest of Ely Gold, the Company will not receive compensation if a specific operation at a mineral property fails to achieve or maintain production or certain milestones or if the specific operation at a mineral property is closed or discontinued. In addition, a number of operations at the mineral properties in respect of which Ely Gold holds a royalty or other interest are currently in exploration stage and may not commence commercial production and there can be no assurance that if such operations do commence production that they will achieve profitable and continued production levels. In addition, the owners or operators may take action contrary to policies or objectives of Ely Gold; be unable or unwilling to fulfill their obligations under their agreements with Ely Gold; have difficulty obtaining or be unable to obtain the financing necessary to move projects forward; or experience financial, operational or other difficulties, including insolvency, which could limit the owner or operator's ability to perform its obligations under arrangements with Ely Gold. Ely Gold is also subject to the risk that a specific mineral property in which it has an interest may be put on care and maintenance or have its operations suspended, on both a temporary or permanent basis.

The owners or operators of the projects or properties in which Ely Gold holds a royalty or other interest may from time to time announce transactions, including the sale or transfer of the projects or of the operator itself, over which the Company has little or no control. If such transactions are completed it may result in a new operator controlling the project, who may or may not operate the project in a similar manner to the current operator which may positively or negatively impact Ely Gold. If any such transaction is announced, there is no certainty that any such transaction will be completed, or completed as announced, and any consequences of such non-completion on Ely Gold may be difficult or impossible to predict.

Ely Gold is subject to the risk that operations at the mineral properties in which it holds any interest may shut down on a temporary or permanent basis due to issues including but not limited to economic conditions, lack of financial capital, flooding, fire, weather related events, mechanical malfunctions, community or social related issues, social unrest, the failure to receive permits or having existing permits revoked, collapse of mining infrastructure including tailings ponds, expropriation and other risks. These issues are common in the mining industry and can occur frequently. There is a risk that the carrying values of Ely Gold's assets may not be recoverable if the companies operating these mineral properties cannot raise additional finances to continue to

develop those assets. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the operations at these mineral properties becoming uneconomic resulting in their shutdown and closure. In certain circumstances, Ely Gold is not entitled to receive royalties or other economic benefits from the operations of third-parties if no gold or other commodities are produced from the operations at the mineral properties.

Variations in Foreign Exchange Rates

The operations of Ely Gold are subject to foreign currency fluctuations and inflationary pressures, which may have a material adverse effect on the profitability of Ely Gold, its result of operations and financial condition. There can be no assurance that the steps taken by management to address such fluctuations will eliminate the adverse effects and Ely Gold may suffer losses due to adverse foreign currency fluctuations.

Delay Receiving or Failure to Receive Payments

Ely Gold is largely dependent upon the financial viability and operational effectiveness of owners and operators of the relevant mineral properties underlying Ely Gold's interests. Payments from production generally flow through the operator and there is a risk of delay and additional expense in receiving such revenues. Payments may be delayed by restrictions imposed by lenders, delays in the sale or delivery of products, the ability or willingness of smelters and refiners to process mine products, recovery by the operators of expenses incurred in the operation of the mineral properties, the establishment by the operators of reserves for such expenses or the insolvency of the operator. Ely Gold's rights to payment under the agreements underlying its interests must, in most cases, be enforced by contract without the protection of the ability to liquidate a property. This inhibits Ely Gold's ability to collect amounts owing under these agreements upon a default. Additionally, some agreements may provide limited recourse in particular circumstances which may further inhibit Ely Gold's ability to recover or obtain equitable relief in the event of a default under such agreements. In the event of a bankruptcy of an operator or owner, it is possible that an operator may claim that Ely Gold should be treated as an unsecured creditor and, therefore, have a limited prospect for full recovery of revenue and a possibility that a creditor or the operator may claim that the agreement underlying the Company's interest should be terminated in the insolvency proceeding. Failure to receive payments from the owners and operators of the relevant properties or termination of Ely Gold's rights may result in a material and adverse effect on Ely Gold's profitability, results of operations and financial condition.

Third-Party Reporting

Ely Gold relies on public disclosure and other information regarding specific mineral properties in which it has an interest that is received from the owners or operators of the mineral properties or other independent experts. The information received may be susceptible to being imprecise as the result of it being compiled by certain third-parties. The disclosure created by Ely Gold may be inaccurate if the information received contains inaccuracies or omissions, which could create a material adverse effect on Ely Gold. Further, Ely Gold must rely on the accuracy and timeliness of the public disclosure and other information it receives from the owners and operators of the mineral properties, and uses such information in its analyses, forecasts and assessments relating to its own business and to prepare its disclosure with respect to the its asset portfolio. If the

information provided by such third-parties to Ely Gold contains material inaccuracies or omissions, the Company's disclosure may be inaccurate and its ability to accurately forecast or achieve its stated objectives may be materially impaired, which may have a material adverse effect on Ely Gold.

In addition, an agreement underlying the Company's asset portfolio may require an owner or operator to provide Ely Gold with production and operating information that may, depending on the completeness and accuracy of such information, enable Ely Gold to detect errors in the calculation of payments that it receives. As a result, the ability of Ely Gold to detect payment errors through its associated internal controls and procedures is limited, and the possibility exists that Ely Gold will need to make retroactive revenue adjustments. Of the agreements that Ely Gold enters into, some may provide Ely Gold the right to audit the operational calculations and production data for associated payments; however, such audits may occur many months following the recognition by Ely Gold of the applicable revenue and may require Ely Gold to adjust its revenue in later periods.

As a holder of interests in mineral properties owned and/or operated by third-parties, Ely Gold will have limited access to data on the operations or to the actual properties underlying its interests. This limited access to data or disclosure regarding operations could affect the ability of Ely Gold to assess the performance of its interest. This could result in delays in cash flow from that which is anticipated by Ely Gold based on the stage of development of the properties covered by the assets within the portfolio of Ely Gold.

Disclosure Regarding Operations

Some interests may be subject to confidentiality arrangements which govern the disclosure of information with regard to the interest and, as such, Ely Gold may not be in a position to publicly disclose non-public information with respect to certain interests. The limited access to data and disclosure regarding the operations of the properties in which Ely Gold has an interest, may restrict the ability of Ely Gold to enhance its performance which may result in a material and adverse effect on the profitability of Ely Gold, results of operations for Ely Gold and financial condition. There can be no assurance that Ely Gold will be successful in obtaining these rights when negotiating the acquisition of other interests.

Strategy for Acquisitions & Dispositions

As Ely Gold executes on its business plan, it intends to continue to purchase and dispose of additional land packages, mineral properties, royalties and other interests. Ely Gold cannot offer any assurance that it can complete any acquisition, disposition or proposed business transactions on favourable terms or at all, or that any completed acquisitions or proposed transactions will benefit Ely Gold.

At any given time, Ely Gold may have various types of transaction, acquisition and disposition opportunities in various stages of review, including submission of indications of interest and participation in discussions or negotiations in respect of such transactions. This process also involves the engagement of consultants and advisors to assist in analyzing particular opportunities. Any such acquisition, disposition or transaction could be material to Ely Gold and may involve the

issuance of securities by Ely Gold to fund any such acquisition or transaction. Any such issuance of securities may result in substantial dilution to existing shareholders and may result in the creation of new control positions. In addition, any such acquisition, disposition or other transaction may have other transaction specific risks associated with it, including risks related to the completion of the transaction, the project operators or the jurisdictions in which assets may be acquired.

Additionally, Ely Gold may consider opportunities to restructure its interests where it believes such a restructuring may provide a long-term benefit to Ely Gold, even if such restructuring may reduce near-term revenues or result in Ely Gold incurring transaction related costs. Ely Gold may enter into one or more acquisitions, dispositions, restructurings or other transactions at any time.

Ely Gold Cash Flow Risk

Ely Gold is not directly involved in the operations of the mineral properties in which it holds an interest. Ely Gold's interests in properties or projects are subject to most of the significant risks of the operating company. Ely Gold's cash flow is dependent on the activities of third-parties which could create risk that those third-parties may, have targets inconsistent to Ely Gold's targets, take action contrary to Ely Gold's goals, policies or objectives, be unwilling or unable to fulfill their contractual obligations owed to Ely Gold, or experience financial, operational or other difficulties or setbacks, including bankruptcy or insolvency proceedings, which could limit a third-party's ability to perform under a specific third-party arrangement. Specifically, Ely Gold could be negatively impacted by an operator's ability to continue its exploration, development or production operations as a going concern and have access to capital. A lack of access to capital could result in a third-party entering a bankruptcy proceeding, which would result in Ely Gold being unable to realize any value for its royalty or other interest.

Rights of other Interest-Holders

Some of the Company's interests are subject to: (i) buy-down right provisions pursuant to which a counterparty may buy-back all or a portion of the Company's interest, (ii) pre-emptive rights pursuant to which certain parties have the right of first refusal or first offer with respect to a proposed sale or assignment of an interest to Ely Gold, or (iii) claw back rights pursuant to which the seller of an interest to Ely Gold has the right to re-acquire the interest. Holders may exercise these rights such that certain interests would no longer be held by Ely Gold. Any compensation received as a result may be significantly less than Ely Gold had budgeted receiving for the applicable payment pursuant to its interest and may have a material adverse effect on Ely Gold's income and business.

Defects in Royalties & Other Interests

A defect in the Company's royalties or interests and/or the underlying contract may arise to defeat or impair the claim of Ely Gold to such royalty or interest. There may be challenges to title to the mineral properties held by the Company or the companies that own and/or operate the mineral properties in which the Company holds a royalty or other interest. If there are title defects with respect to any such properties, they might be required to compensate other persons or perhaps reduce its interest in the affected property. In addition, in any such case, the investigation and resolution of title issues would divert management's time from ongoing programs.

Royalty Interests Based on Net Profits is Dependent upon Factors Beyond the Control of the Company

Ely Gold holds net profit royalties and interests in its asset portfolio. These royalties and other interests allow the operator to account for the effect of prevailing cost pressures on the project before calculating the royalty payable to the Company. These cost pressures include costs of labour, equipment, fuel, electricity, environmental compliance, oil prices and numerous other capital, operating and production inputs. Such costs will fluctuate in ways that are unpredictable and are beyond the control of Ely Gold, and can have a dramatic effect on the revenue payable to Ely Gold on these royalties and other interests. Any increase in the costs incurred by the operators on the applicable properties will likely result in a decline in the revenue received by Ely Gold. This will affect overall revenue generated by the asset portfolio, which may have a material and adverse effect on Ely Gold's profitability, financial condition, and results of operations.

Change in Material Assets

As at the date of this AIF, Ely Gold's interests in the Jerritt Canyon Property, the Fenelon Property and the REN Property are the only assets currently material to Ely Gold, however, as new assets are acquired or move into production, the materiality of each of the assets of Ely Gold will be reconsidered. Any adverse development affecting the operation of, production from or recoverability of mineral reserves and resources from the Jerritt Canyon Property the Fenelon Property, or the REN Property, or any other significant property in the Company's asset portfolio from time to time, such as, but not limited to, unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage, or the inability to hire suitable personnel and engineering contractors or secure supply agreements on commercially suitable terms, may have a material adverse effect on the profitability of Ely Gold, the financial condition of Ely Gold and results of its operations.

Dependence on Key Personnel

Ely Gold is dependent on the services of a small number of key management personnel. The ability of Ely Gold to manage its activities and its business will depend in large part on the efforts of these individuals. There can be no assurance that Ely Gold will be successful in engaging or retaining key personnel. The loss of the services of a member of the management of Ely Gold could have a material adverse effect on the Company. From time to time, Ely Gold may also need to identify and retain additional skilled management and specialized technical personnel to efficiently operate its business. The number of persons skilled in the acquisition and disposition of interests in mineral properties are limited and competition for such persons is intense. Recruiting and retaining qualified personnel is critical to the success of Ely Gold and there can be no assurance that Ely Gold will be successful in recruiting and retaining the personnel it needs to successfully operate its business. If Ely Gold is not successful in attracting and retaining qualified personnel, the ability of Ely Gold to execute on its business model and strategy could be affected, which could have a material and adverse impact on its profitability, results of operations and financial condition.

Dividends

Ely Gold does not currently pay a dividend. Payment of dividends on Ely Gold's securities is within the discretion of Ely Gold's board of directors and will depend upon Ely Gold's future earnings, cash flows, acquisition capital requirements and financial condition, and other relevant factors.

Competition

Ely Gold will compete with other companies for acquisitions and dispositions of royalties and other interests in mineral properties, mineral properties and land packages, as well as for the recruitment and retention of qualified employees and consultants. Other companies may have greater resources than Ely Gold. Any such competition may prevent Ely Gold from being able to acquire new assets and interests and make strategic dispositions of its assets and interests. Future competition in the royalty and mineral exploration sector could materially adversely affect Ely Gold's ability to conduct its business. There can be no assurance that Ely Gold will be able to compete successfully against other companies in acquiring new assets and interests and disposing of its assets and interests. In addition, Ely Gold may be unable to acquire and dispose of assets and interests at acceptable valuations, which may result in a material and adverse effect on Ely Gold's profitability, results of operations and financial condition.

Project Operators may not Respect Contractual Obligations

Many of the Company's interests in mineral properties are contractual in nature. Parties to contracts do not always honour contractual terms and contracts themselves may be subject to interpretation or technical defects. To the extent grantors of these interest do not abide by their contractual obligations, Ely Gold may be forced to take legal action to enforce its contractual rights. Such litigation may be time consuming and costly and there is no guarantee of success. Further, any such litigation may also be required to be pursued in foreign jurisdictions. Any pending proceedings or actions or any decisions determined adversely to Ely Gold, may have a material and adverse effect on Ely Gold's profitability, results of operations, financial condition and the trading price of the securities of Ely Gold.

Enforceability

The legal status of Ely Gold's interests can be uncertain and varies from jurisdiction to jurisdiction and in certain jurisdictions, interests may not be a registrable interest, which runs with the land. As a result, it may be difficult for Ely Gold to enforce its rights with respect its interests against a third-party. Such a failure may result in the loss of the Company's rights to such interest in the event a third-party assigns title to the underlying property.

Conflicts of Interest

Certain directors and officers of Ely Gold also serve as directors and/or officers of other companies that are involved in natural resource explorations, development and mining operations, including C2C Gold Corp. (formerly, Taku Gold Corp.), Majestic Gold Corp., Sonoro Gold Corp., Eurasia Energy Limited, Chakana Copper Corp., Angel Gold Corp., Dolly Varden Silver Corp., Golden Predator Mining Corp., and enCore Energy Corp. and consequently there exists the possibility for such directors and officers to be in a position where there is a conflict of interest. Any decision

made by any such directors and officers will be made in accordance with their duties and obligations to deal in good faith and in the best interests of Ely Gold and its shareholders. Each director that is in a conflict of interest is required to declare such conflict and abstain from voting on a matter in which that director is conflicted in accordance with applicable law.

Future Financing; Future Securities Issuances

There can be no assurance that Ely Gold will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could impede the Company's further business activities and may result in a material and adverse effect on Ely Gold's profitability, results of operations and financial condition. Ely Gold may require new capital to continue to grow its business and there are no assurances that capital will be available when needed, if at all. It is likely that, at least to some extent, such additional capital will be raised through the issuance of additional equity, which could result in dilution to shareholders of Ely Gold.

Repayment of LOC

In relation to the LOC, the Company is subject to risks typically associated with secured debt financing. The Company's cash flows could be insufficient to satisfy required payments of principal and interest under the LOC. The Company's ability to make scheduled payments of principal and interest on the LOC depends on its future cash flow, which is subject to the financial performance of the Company's business, prevailing economic conditions, prevailing interest rate levels, and other financial, competitive and operational factors, many of which are beyond the Company's control. The covenants of the LOC may limit the Company's ability to engage in activities that may be in the Company's long-term best interest. In addition, the terms and conditions thereof contain financial, operational and reporting covenants, and compliance with the covenants by the Company may increase the Company's legal and financial costs, make certain activities more difficult or restricted, time-consuming or costly and increase demand on the Company's systems and resources. The Company's failure to comply with any such covenants could result in an event of default, which could result in the acceleration of repayment of the Company's debt or realization of the security granted.

Litigation affecting Mineral Properties

Potential litigation may arise on a mineral property on which Ely Gold has an interest (for example, litigation between joint venture partners or between operators and original property owners or neighbouring property owners). Ely Gold will not generally have any influence on the litigation and will not generally have access to data. Any such litigation that results in the cessation or reduction of production from a property (whether temporary or permanent) could have a material and adverse effect on Ely Gold's profitability, results of operations, financial condition and the trading price of the securities of Ely Gold.

Changes in Tax Laws Impacting Ely Gold

There can be no assurance that new tax laws, regulations, policies or interpretations will not be enacted or brought into being in the jurisdictions where Ely Gold has interests that could have a

material adverse effect on Ely Gold. Any such change or implementation of new tax laws or regulations could adversely affect Ely Gold's ability to conduct its business. No assurance can be given that new taxation rules or accounting policies will not be enacted or that existing rules will not be applied in a manner which could result in the profits of Ely Gold being subject to additional taxation or which could otherwise have a material adverse effect on the profitability of Ely Gold, Ely Gold's results of operations, financial condition and the trading price of the Company's securities. In addition, the introduction of new tax rules or accounting policies, or changes to, or differing interpretations of, or application of, existing tax rules or accounting policies could make royalties or other investments and dispositions by Ely Gold less attractive to counterparties. Such changes could adversely affect the ability of Ely Gold to acquire new assets or make future investments and dispositions.

Credit and Liquidity Risk

Ely Gold is exposed to counterparty risks and liquidity risks including, but not limited to: (i) through the companies with which Ely Gold has agreements with for royalties or other interests; (ii) through financial institutions that hold Ely Gold's cash and cash equivalents; (iii) through companies that have payables to Ely Gold; (iv) through Ely Gold's insurance providers; and (v) through Ely Gold's lenders. Ely Gold is also exposed to liquidity risks in meeting its operating expenditure requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the ability of Ely Gold to obtain loans and other credit facilities in the future and, if obtained, on terms favourable to Ely Gold. If these risks materialize, the Company's operations could be adversely impacted and the trading price of its securities could be adversely affected.

Information Systems and Cyber Security

Ely Gold's information systems, and those of its counterparties that own and/or operate mineral properties in which the Company has an interest and its vendors, are vulnerable to an increasing threat of continually evolving cybersecurity risks. Unauthorized parties may attempt to gain access to these systems or Ely Gold's information through fraud or other means of deceiving Ely Gold's counterparties. Ely Gold's operations depend, in part, on how well Ely Gold and its suppliers, as well as the counterparties to agreements under which the Company holds an interest, protect networks, equipment, information technology systems and software against damage from a number of threats. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact Ely Gold's reputation and results of operations. Although to date Ely Gold has not experienced any material losses relating to cyber-attacks or other information security breaches, there can be no assurance that Ely Gold will not incur such losses in the future. Ely Gold's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access remain an area of attention.

Activist Shareholders

Publicly-traded companies are often subject to demands or publicity campaigns from activist

shareholders advocating for changes to corporate governance practices, such as executive compensation practices, social issues, or for certain corporate actions or reorganizations. There can be no assurance that Ely Gold will not be subject to any such campaign, including proxy contests, media campaigns or other activities. Responding to challenges from activist shareholders can be costly and time consuming and may have an adverse effect on Ely Gold's reputation. In addition, responding to such campaigns would likely divert the attention and resources of Ely Gold's management and board of directors, which could have an adverse effect on Ely Gold's business and results of operations. Even if Ely Gold were to undertake changes or actions in response to activism, activist shareholders may continue to promote or attempt to effect further changes and may attempt to acquire control of Ely Gold. If shareholder activists are ultimately elected to the board of directors, this could adversely affect Ely Gold's business and future operations. This type of activism can also create uncertainty about Ely Gold's future strategic direction, resulting in loss of future business opportunities, which could adversely affect Ely Gold's business, future operations, profitability and Ely Gold's ability to attract and retain qualified personnel.

Reputation Damage

Reputational damage can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. While Ely Gold does not ultimately have direct control over how it is perceived by others, reputational loss could have a material adverse impact on our financial performance, financial condition, cash flows and growth prospects.

Expansion of Business Model

Ely Gold may pursue acquisitions and dispositions outside the areas described above in "*Description of the Business*". Expansion of Ely Gold's activities into new areas would present challenges and risks that it has not faced in the past, including many of the risks described under the section "*Risks Related to Exploration, Development, Production and Operations of Third-Parties*". The failure to manage these challenges and risks successfully may result in a material and adverse effect on Ely Gold's profitability, results of operations, financial condition and the trading price of Ely Gold securities.

Control of the Company

2176423 is a control person of the Company and beneficially owns approximately 26.5% of the issued and outstanding Common Shares on a fully-diluted basis. 2176423 has the power to exercise substantial influence over all matters requiring shareholder approval, including, but not limited to, the election of directors, amendments to the Company's articles and by laws, mergers, business combinations and the sale of substantially all of the Company's assets. As a result, the Company could be prevented from entering into transactions that could be beneficial to the Company or its other shareholders. Sales by 2176423 of a substantial number of Common Shares could cause the market price of the Common Shares to decline.

Acquisition of Interests are Speculative in Nature

Exploration for metals and minerals is a speculative venture necessarily involving substantial risk.

There is no certainty that the expenditures made by the operator of any given project will result in discoveries of commercial quantities of minerals on lands where Ely Gold holds an interest. If mineable deposits are discovered, substantial expenditures are required to establish reserves through drilling, to develop processes to extract the resources and, in the case of new properties, to develop the extraction and processing facilities and infrastructure at any site chosen for extraction. Although substantial benefits may be derived from the discovery of a major deposit, no assurance can be given that resources will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on terms acceptable to the operator or at all.

The Canada Revenue Agency's recent focus on foreign income earned by Canadian companies may result in adverse tax consequences

There has been a recent focus by the CRA on income earned by foreign subsidiaries of Canadian companies. The majority of the Company's interests are held by and the related revenue is received by its subsidiaries in the United States. The Company has not received any reassessment or proposal from the CRA in connection with income earned by its foreign subsidiaries, however, there can be no assurance that the Company's structure may not be challenged in future. In the event the CRA successfully challenges the Company's structure, this could potentially result in additional federal and provincial taxes and penalties, which could have a material adverse effect on the Company.

Risks Related to Exploration, Development, Production and Operations of Third-Parties

Ely Gold will be subject to the following risk factors applicable to the owners and/or operators while they explore, develop and produce at mineral properties in which the Company holds an interest.

Public Health Crises, including the COVID-19 Pandemic

The business, operations and financial condition of owners and/or operators of mineral properties in which the Company holds an interest could be materially adversely affected by public health crises, including epidemics, pandemics and or other health crises, such as the outbreak of COVID-19. The current COVID-19 global health pandemic is significantly impacting the global economy and commodity and financial markets. The full extent and impact of the COVID-19 pandemic is unknown and to date has included extreme volatility in financial markets, a slowdown in economic activity, extreme volatility in commodity prices (including precious metals) and has raised the prospect of a global recession. The international response to COVID-19 has led to significant restrictions on travel, temporary business closures, quarantines, global stock market volatility and a general reduction in consumer activity, globally. Public health crises, such as the COVID-19 outbreak, can result in operating, supply chain and project development delays that can materially adversely affect the operations of third-parties in which the Company has an interest. Operations at mineral properties in which the Company holds an interest could be suspended for precautionary purposes or as governments declare states of emergency or other actions are taken in an effort to combat the spread of COVID-19. If the operation or development of one or more of the mineral properties in which the Company holds a royalty or other interest and from which it receives or expects to receive significant revenue is suspended, it may have a material adverse impact on the Company's profitability, results of

operations, financial condition and the trading price of the Company's securities.

The risks to the business of these third-parties include without limitation, the risk of breach of material contracts and customer agreements, employee health, workforce productivity, increased insurance premiums, limitations on travel, the availability of industry experts and personnel, prolonged restrictive measures put in place in order to control an outbreak of contagious disease or other adverse public health developments globally and other factors that will depend on future developments beyond the their control, which may have a material and adverse effect on the their business, financial condition and results of operations. In addition they may experience business interruptions as a result of suspended or reduced operations at the mineral properties relating to the COVID-19 outbreak or such other events that are beyond the control of their control, which could in turn have a material adverse impact on the their business, operating results, financial condition and the market for its securities. As at the date of this AIF, the duration of any business disruptions and related financial impact of the COVID-19 outbreak cannot be reasonably estimated. It is unknown whether and how these third-parties may be affected if such pandemic, such as the COVID-19 outbreak, persists for an extended period of time.

Exploration, Development, Production and Operating Risks

Exploration, development, production and operations at mineral properties involves a high degree of risk. Mineral properties in which Ely Gold has or may obtain an interest are subject to all of the hazards and risks normally encountered in the exploration, development and production of metals, including weather-related events, unusual and unexpected geology formations, seismic activity, rock bursts, cave-ins, pit-wall failures, flooding, environmental hazards and the discharge of toxic chemicals, explosions and other conditions involved in the drilling, blasting and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to property, injury or loss of life, environmental damage, work stoppages, delays in production, increased production costs and possible legal liability. Any of these hazards and risks and other acts of God could shut down operations at the mineral properties temporarily or permanently. Operations at the mineral properties are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas which may result in environmental pollution and consequent liability for the owners or operators of the mineral properties.

The exploration for, development, mining and processing of mineral deposits involves significant 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 expenditures may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned by the owners or operators of mineral properties will result in profitable commercial operations. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: cash costs associated with extraction and processing, the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices which are highly cyclical; government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection; and political stability. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in one or more of

the operations not receiving an adequate return on invested capital. Accordingly there can be no assurance the operations which are not currently in production will be brought into a state of commercial production.

Climate Change

Governments are moving to introduce climate change legislation and treaties at the international, national, state/provincial and local levels. Regulation relating to emission levels (such as carbon taxes) and energy efficiency is becoming more stringent. The Paris climate accord was signed by 195 countries in December 2015 and marked a global shift toward a low-carbon economy.

If the current regulatory trend continues, Ely Gold expects that this will result in increased costs at some of the operations at mineral properties in which it holds an interest and could adversely impact the profitability or viability of such operations and may result in reduction or cessation of production which in turn would have an impact on the Company's revenue. In addition, the physical risks of climate change may also have an adverse effect on some of the operations at the mineral properties in which the Company holds an interest. These risks include the following:

- *sea level rise*: changes in sea level could affect ocean transportation and shipping facilities which are used to transport supplies, equipment and workforce to some of the operations at the mineral properties and products from those operations to world markets.

- *extreme weather events*: extreme weather events (such as increased frequency or intensity of hurricanes, increased snow pack, prolonged drought) have the potential to disrupt some of the operations at the mineral properties. Extended disruptions to supply lines could result in interruption to exploration, development or production.

- *resource shortages*: some of the operations at mineral properties depend on regular supplies of consumables (diesel, tires, sodium cyanide, et cetera) and reagents to operate efficiently. In the event that the effects of climate change or extreme weather events cause prolonged disruption to the delivery of essential commodities, exploration, development or production efficiency at some of the operations at the mineral properties is likely to be reduced.

There is no assurance that efforts to mitigate the risks of climate changes will be effective and that the physical risk of climate change will not have an adverse effect on the operations of the Company's counterparties and their profitability.

Commodity Prices

Metal prices are subject to fluctuation and any future significant decline could result in mines, mining operations and project development at mineral properties to cease. Owners and operators of mineral properties could be forced to cease operations or discontinue development of a particular project, which could materially adversely affect Ely Gold's business operations and profitability.

Environmental Risks

All phases of exploration, development, production and operation at mineral properties are subject

to governmental regulation including environmental regulation in the various jurisdictions in which they operate. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and heightened responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the mineral projects in which Ely Gold has an interest. Also, unknown environmental hazards may exist on the properties at present which were caused by previous or existing owners or operators of the properties and which could impair the commercial success, levels of production and continued feasibility and project development and mining operations on these properties. One or more of Ely Gold's counterparties may become liable for such environmental hazards caused by previous owners or operators of the 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 due to such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Government Regulation, Permits and Authorizations

The exploration, development, production and operations at mineral properties are subject to extensive laws and regulations governing exploration, development, production, exports, taxes, labour standards, waste disposal, protection and remediation of the environment, reclamation, historic and cultural resources preservation, mine safety and occupational health, handling, storage and transportation of hazardous substances and other matters.

The costs of discovering, evaluating, planning, designing, developing, constructing, operating and closing specific exploration, development and production operations in compliance with such laws and regulations are significant. It is possible that the costs and delays associated with compliance with such laws and regulations could become such that the owners or operators of such mineral properties would not proceed with the development of, or continue to operate, a mineral property. Moreover, it is possible that future regulatory developments, such as increasingly strict environmental protection laws, regulations and enforcement policies thereunder and claims for damages to property and persons resulting from such operations could result in substantial costs and liabilities for the owners or operators of the mineral properties in the future such that they would not proceed with the development of, or continue to operate, the mineral property.

Government approvals, licences and permits are currently, and will in the future be, required at the mineral properties in which Ely Gold holds an interest. To the extent such approvals are required and not obtained, operations at the mineral properties may be curtailed or prohibited from proceeding with planned operations, which could have an impact on the business and financial condition of Ely Gold. 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.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on operations at mineral properties, resulting in increased capital expenditures or production costs, reduced levels of production at producing properties or abandonment or delays in development of properties.

Permitting and Access

The operation of a mineral property is subject to receipt and maintenance of permits from appropriate governmental authorities. The owners and operators of the mineral projects in which Ely Gold has an interest may be subject to delays in connection with obtaining access to the property and all necessary renewals of permits for existing operations, additional permits for any possible future changes to operations, or additional permits associated with new legislation. Prior to any exploration, development or production on any of the properties, permits from appropriate governmental authorities may be required. There can be no assurance that the owners or operators of the mineral projects will continue to hold all permits necessary to develop or continue operating at any particular property.

Infrastructure

Natural resource exploration, development and mining activities are dependent on the availability of mining, drilling and related equipment in the particular areas where such activities are conducted. A limited supply of such equipment or access restrictions may affect the availability of such equipment to the owners and operators of mines or projects and may delay exploration, development or extraction activities. Certain equipment may not be immediately available or may require long lead time orders. The lack of availability on acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploration, development or production at a mine or project. Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect operations at a mineral property.

Dependence on Operator's Employees

Exploration, development and production from the properties in which Ely Gold holds an interest depends on the efforts of operators' employees. There is competition for persons with such expertise. The ability of the owners and operators of such properties to hire and retain geologists and persons with such expertise is key to those operations. Further, relations with employees may be affected by changes in the scheme of labour relations that may be introduced by the relevant governmental authorities in the jurisdictions in which those operations are conducted. Changes in such legislation or otherwise in the relationships of the owners and operators of such properties with their employees may result in strikes, lockouts or other work stoppages, any of which could have a material adverse effect on such operations, results of operations and financial condition of Ely Gold. If these factors cause the owners and operators of such properties to decide to cease production at one or more of the properties, such decision could have a material adverse effect on

the business and financial condition of Ely Gold.

Mineral Resource and Mineral Reserve Estimates

Mineral reserve and or mineral resource estimates for a specific mineral property may not be correct. The estimates of mineral resources and mineral reserves in this AIF are estimates only and were obtained from public disclosure in respect of the Fenelon Property. The estimates of mineral resources and mineral reserves for the Jerritt Canyon and REN properties are based on technical reports prepared for the Company, but such technical reports were prepared in reliance upon an exemption from completing certain items required by NI 43-101 because the authors of such technical reports did not have access to the properties or the information necessary to verify all technical data. There can be no assurance that estimated mineral reserves and mineral resources will ever be recovered or recovered at the rates as estimated. Mineral reserve and mineral resource estimates are based on sampling and geological interpretation, and, are uncertain because samples used may not be representative. Mineral reserve and mineral resource estimates require revision (either to demonstrate an increase or decrease) based on production from the mine or project. The fluctuations of commodity prices and production costs, as well as changes in recovery rates, may render certain mineral reserves and mineral resources uneconomic and may result in a restatement of estimated reserves and/or mineral resources.

Mineral resources that are not mineral reserves do not have demonstrated economic viability. Due to the uncertainty of inferred mineral resources, there is no assurance that inferred mineral resources will be upgraded to proven and probable mineral reserves as a result of continued exploration.

Depleted Mineral Reserve Replacement

Mines have a limited time of operation as a result of the proven and probable mineral reserves attributed to a specific mine. A mining company operating a specific mine will be required to replace and expand mineral reserves depleted by a mine's production to maintain production levels over a long term. It is possible to replace depleted mineral reserves by expanding known ore bodies through exploration, locating new deposits or acquiring new mines or projects. Mineral exploration is highly speculative in nature. It can take several years to develop a potential site of mineralization. There is no assurance that current or future exploration programs conducted by mining companies will be successful. There is a risk that the depletion of mineral reserves by mining companies that Ely Gold has contracted with will not be replenished by discoveries or acquisitions which could reduce the income Ely Gold would have expected to receive from a particular royalty or other interest.

Uninsured Risks

The mining industry is subject to significant risks that could result in damage to, or destruction of, mineral properties or producing facilities, personal injury or death, environmental damage, delays in mining, monetary losses and possible legal liability. Mining companies may or may not maintain insurance in adequate amounts, including insurance for workers' compensation, theft, general liability, all risk property, automobile, directors and officers liability and fiduciary liability and others. Such insurance, however, contains exclusions and limitations on coverage. Accordingly, a

mining company's insurance policies may not provide coverage for all losses related to their business (and may not cover environmental liabilities and losses). The occurrence of losses, liabilities or damage not covered by such insurance policies could have a material adverse effect on the mining companies' profitability, results of operations and financial condition.

Land Title

Title to specific mineral properties may be reviewed by or on behalf of Ely Gold, however, no assurances can be given that there are no title defects affecting the properties and mineral claims owned or used by specific mines or projects. Companies may not have conducted surveys of the claims in which they hold direct or indirect interests; therefore, the precise area and location of such claims may be in doubt. It is possible that a specific mineral property may be subject to prior unregistered liens, agreements, transfers or claims, including native land claims, and title may be affected by, among other things, undetected defects. In addition, mining companies may be unable to operate the specific mineral property as permitted or to enforce their rights with respect to that specific mineral property which may ultimately impair the ability of these owners and operators to fulfill their obligations under their agreements with Ely Gold.

International Interests

No operations that underlie Ely Gold's interest are currently being conducted outside of Canada or the United States. If Ely Gold were to acquire assets in any other foreign jurisdictions, they could be exposed to additional political, economic or other risks or uncertainties. These types of risks or uncertainties may differ between countries and can include but are not limited to, terrorism, hostage taking, military repression, crime, political instability, currency controls, fluctuations in currency exchange rates, inflation rates, labour unrest, risk of war or civil unrest, expropriation and nationalization, renegotiation or nullification of mining or mineral concessions, licenses, permits, authorizations and contracts, illegal mining or mineral exploration, taxation changes, modifications, amendments or changes to mining and mineral laws, regulations, policies, and changes to government regulations in respect of foreign investment and mining.

Changes, if any, in mining or investment policies or shifts in political attitude may adversely affect the operations or profitability of the conduct at the mineral properties in these countries. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use, mine safety and the rewarding of contracts to local contractors or requiring foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction or the imposition of additional local or foreign parties as joint venture partners with carried or other interests. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure, could result in loss, reduction or expropriation, cancellation or dispute of licenses or entitlements which could result in substantial costs, losses and liabilities in the future.

The occurrence of these various factors and uncertainties related to the economic and political risks for operations in foreign jurisdictions cannot be accurately predicted and could have an adverse effect on the operations at such mineral properties, resulting in substantial costs, losses and

liabilities in the future.

Developing Economies

Future investments in foreign jurisdictions may occur in developing economies and Ely Gold will be subject to risks normally associated with the conduct of business in developing economies. Risks may include, among others, problems relating to power supply, labour disputes, delays or invalidation of governmental orders and permits, corruption, uncertain political and economic environments, civil disturbances and crime, arbitrary changes in laws or policies, foreign taxation and exchange controls, nationalization of assets, opposition to mining from environmental or other non-governmental organizations or changes in the political attitude towards mining, empowerment of previously disadvantaged people, local ownership requirements, limitations on foreign ownership, power supply issues, limitations on repatriation of earnings, infrastructure limitations and increased financing costs. The above risks may limit, disrupt or negatively impact the operator's business activities.

Permitting, Construction and Development

Ely Gold holds interests in mineral properties that are in various stages of permitting, construction, development and expansion. Construction, development and expansion of such mines or projects is subject to numerous risks, including, but not limited to: delays in obtaining equipment, materials, and services essential to completing construction of such projects in a timely manner; delays or inability to obtain all required permits; changes in environmental or other government regulations; currency exchange rates; labour shortages; and fluctuation in metal prices. There can be no assurance that the owners or operators of such mineral properties will have the financial, technical and operational resources to complete the permitting, construction, development and expansion of such mineral properties in accordance with current expectations or at all.

Indigenous Peoples

Various international and national laws, codes, resolutions, conventions, guidelines, and other materials relate to the rights of indigenous peoples. Ely Gold holds interests on operations located in some areas presently or previously inhabited or used by indigenous peoples. Many of these materials impose obligations on government to respect the rights of indigenous people. Some mandate that government consult with indigenous people regarding government actions which may affect indigenous people, including actions to approve or grant mining rights or permits. The obligations of government and private parties under the various international and national materials pertaining to indigenous people continue to evolve and be defined. The mining companies' current or future operations are subject to a risk that one or more groups of indigenous people may oppose continued operation, further development, or new development on those projects or operations on which Ely Gold holds an interest. Such opposition may be directed through legal or administrative proceedings or protests, roadblocks or other forms of public expression against the Company or the owner/operators' activities. Opposition by indigenous people to such activities may require modification of or preclude operation or development of projects or may require the entering into of agreements with indigenous people. Claims and protests of indigenous people may disrupt or delay activities of the owners/operators of Ely Gold's interests.

Risks Related to the Securities of Ely Gold

Securities of Ely Gold are subject to Price Volatility

Capital and securities markets have 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. Factors unrelated to the financial performance or prospects of Ely Gold include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries or asset classes. There can be no assurance that continued fluctuations in mineral or commodity prices will not occur. As a result of any of these factors, the market price of the Company's securities at any given time may not accurately reflect the long-term value of Ely Gold.

In the past, following periods of volatility in the market price of a company's securities, shareholders have instituted class action securities litigation against them. Such litigation, if instituted, could result in substantial cost and diversion of management attention and resources, which could significantly harm profitability and the reputation of Ely Gold.

Limitations on the enforcement of Civil Judgments

A substantial portion of Ely Gold's assets and interests are located outside of Canada. As a result, it may not be possible for investors in the securities of Ely Gold to collect on judgments obtained in courts in Canada predicated on the civil liability provisions of securities legislation of certain of the provinces and territories of Canada.

Dilution

Ely Gold may issue additional securities in the future in connection with acquisitions, strategic transactions, financings or for other purposes. To the extent additional securities are issued, Ely Gold's existing securityholders could be diluted and some or all of Ely Gold's financial measures could be reduced on a per share basis. Additionally, Ely Gold securities issued in connection with a transaction may not be subject to resale restrictions and, as such, the market price of Ely Gold's securities may decline if certain large holders of Ely Gold securities or recipients of Ely Gold securities in connection with an acquisition, sell all or a significant portion of such securities or are perceived by the market as intending to sell such securities. In addition, such issuances of securities may impede Ely Gold's ability to raise capital through the sale of additional equity securities in the future.

Evolving Corporate Governance and Public Disclosure Regulations

Ely Gold is subject to changing rules and regulations promulgated by a number of United States and Canadian governmental and self-regulated organizations, including the United States Securities and Exchange Commission, the Canadian Securities Administrators, the exchanges listing Ely Gold's securities, and the Financial Accounting Standards Board. These rules and regulations continue to evolve in scope and complexity making compliance more difficult and uncertain. Ely Gold's efforts to comply with these and other new and existing rules and regulations have resulted in, and are likely to continue to result in, increased general and administrative

expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

MATERIAL PROPERTIES

As at the date of this AIF, the Company's material properties are its interests in the Jerritt Canyon Property, the Fenelon Property and the REN Property. A description of each property is included below.

Jerritt Canyon Property, Nevada, United States

Current Technical Report

Ely Gold holds a 0.5% NSR on the Jerritt Canyon Mine along with a Per Ton Royalty on the processing facility at the Jerritt Canyon Mine.

A technical report was prepared for Ely Gold pursuant to NI 43-101 entitled "NI 43-101 Technical Report on the Jerritt Canyon Mine, Elko County, Nevada" having an effective date of June 8, 2020 (the "**Jerritt Canyon Report**"), authored by Joseph A. Kantor and Christopher W. Wyatt of Behre Dolbear & Company (USA), Inc. Each of the authors of the Jerritt Canyon Report is a "qualified person" and independent of the Company for purposes of NI 43-101. The Jerritt Canyon Report was prepared in reliance upon an exemption from completing certain items required by NI 43-101 because the authors of such technical report did not have access to the property or the information necessary to verify all technical data.

The following description of the Jerritt Canyon Mine Property has been prepared in reliance, in part, on the Jerritt Canyon Report and readers should consult the Jerritt Canyon Report to obtain further particulars on the Jerritt Canyon Mine Property. The Jerritt Canyon Report is available for review under Ely Gold's profile on SEDAR (www.sedar.com).

Project Description, Location and Access

The Jerritt Canyon Gold Mine property is located in Elko County, northeastern Nevada. The mine is operated by Jerritt Canyon Gold LLC ("JCG"), a privately held company owned 80% by Sprott Mining Company and 20% by Whitebox Advisors LLC.

The property is located approximately 45 miles north of the town of Elko, forming an irregular area that extends approximately 21 miles north-south and 17 miles east-west at its widest and is approximately 119 square miles. The property is bounded by 116° 10' west and 115° 78" west longitude and 41° 23' north and 41° 46' north latitude.

The operations are located on a combination of public and private lands, with the deposits and related surface facilities being located primarily on mining claims in United States Forest Service ("USFS") land within the Humboldt-Toiyabe National Forest. The process facilities, offices, shops, and tailings dams are located on private land owned by JCG. Additional claims in the southern part of the property are mostly located on private land with some located on land administered by the United States Bureau of Land Management ("BLM").

The main access road is approximately seven miles long and is a 22 foot wide paved road between Nevada highway 225 and the mill site. A 100 foot wide haul road provides access between the four underground mines and the mill site. Power to the Mine is purchased from Nevada Energy through a 125 kV, three-phase transmission line. Monthly power consumption is approximately 8.0 MWh. Water available on site is sufficient to support all mining and milling operations. All water used at the Mine is from permitted and certificated water rights held by JCG and regulated by the Nevada Division of Water Resources.

The mine has been in production for approximately 40 years; the current operation is producing from four underground mines primarily using the cut and fill mining method, the SSX-Steer Complex (SSX), West Mahala, Smith, and Saval 4. The existing processing plant includes primary crushing, drying, secondary and tertiary crushing, followed by dry grinding, roasting and thickening, using a carbon-in-leach (CIL) for gold recovery and electrowinning for gold refining. Onsite infrastructure includes office buildings, warehouse facilities, maintenance shops, laboratory facilities, tailing storage facilities, water management facilities, communication networks, and onsite security.

History

The Jerritt Canyon deposit was discovered by Food Machinery Corporation in 1972. In 1976, Meridian Gold LLC and Freeport Minerals Company formed a joint venture to explore and develop the gold deposits in the Jerritt Canyon area and, in 1980, mining commenced with production from the North Generator and Marlboro Canyon open pit mines. The first gold production from the property occurred in July 1981.

Open pit mining was conducted from early 1981 until late 1999, with the mining carried out in the areas of Marlboro Canyon, Alchem, Lower North Generator Hill, Upper North Generator Hill, West Generator, Burns Basin, Mill Creek, Pattani Springs, California Mountains, Dash, Winters Creek, Steer Canyon, and Saval Canyon. The annual production from these areas ranged from 40,000 ounces to 1.4 million ounces.

Underground operations started in 1997 at SSX, and continued until 2008 with production from the Steer, Murray, MCE, Smith, West Generator, and Saval deposits. In 2009, a new mine plan was prepared. Underground mining from the Smith deposit recommenced in late January 2010 and underground mining at SSX recommenced in early October 2010.

From the start of mining in 1980 to the end of 2017, a total of 9,344,410 ounces of gold were produced from 46,574,928 tons of ore mined at an average grade of 0.201 oz/st Au. Since assuming ownership in June 2015 to September 2018, JCG has mined approximately 2.8 million tons at an average grade of 0.148 oz/st Au containing a total of approximately 416,000 ounces of gold.

Geological Setting, Mineralization and Deposit Types

The Jerritt Canyon Gold District is located in the Great Basin, north and northeast of the Carlin Trend of gold deposits. The Great Basin records a protracted geological history from Proterozoic through to recent. Continental rifting of the Archean-Proterozoic craton resulted in the deposition of rift facies Neoproterozoic and Cambrian clastic sedimentary rocks and the establishment of a passive continental

margin on the western edge of North America. A miogeoclinal sequence developed on the passive margin with deposition of Ordovician to Devonian shallow carbonates and shales in the shelf-slope environment (e.g., Hanson Creek, Roberts Mountain, Popovich, and Rodeo Creek Formations) and Cambrian to Ordovician deep siliciclastic sedimentary rocks on the slope-floor environment to the west (e.g., Vinini and Snow Canyon Formations). During the Late Devonian to Early Mississippian Antler Orogeny, the deep water siliciclastic sedimentary and minor basaltic rocks were thrust over the shallow shelf slope shallow carbonates and shales.

The regional thrust fault is referred to as the Roberts Mountain Thrust. A foredeep basin formed to the east in front of the thrust belt resulting in deposition of Early Mississippian synorogenic and Pennsylvanian post-orogenic sedimentary rocks including conglomerate, siltstone, and limestone (Antler Overlap Sequence). Northeast Nevada was further subject to compressional tectonism in the Pennsylvanian through to the Permian Humboldt and the Early Triassic Sonoma Orogenies. East dipping subduction was established along the western margin of North America by the Middle Triassic. The main magmatic arc attributed to this subduction is the Sierra Nevada batholith located to the west of northeast Nevada. Related magmatism in northern Nevada includes Middle Jurassic back arc volcanic-plutonic complexes. Early Cretaceous S-type granites to Late Cretaceous I-type granites emplaced in northern Nevada are related to progressive crustal thickening during the Cretaceous Sevier and Laramide orogenies. Numerous regional extensional basins started to develop in northeastern Nevada and western Utah in the Middle Eocene and a distinctive high K calcalkaline magmatism was emplaced at approximately 42 Ma. Eocene extension is interpreted to have been largely accommodated by the reactivation of earlier structures. Middle Eocene magmatic rocks include the deposition of volcaniclastic rocks, ash-flow tuffs, and flows in newly formed basins, subsequent basin fill volcanic rocks, small flow-dome complexes, and high-level intrusions and dikes. Regionally, Eocene dikes ranges in composition from porphyritic dacite, basalt-andesite, and rhyolite.

Jerritt Canyon is a Carlin-type gold deposit, which are hydrothermal in origin and they are usually structurally controlled. Current models attribute the genesis of Carlin-type gold deposits to epizonal plutons that contributed heat and possibly fluids and metals, meteoric fluid circulation resulting from crustal extension and widespread magmatism, metamorphic fluids, possibly with a magmatic contribution, from deep or mid crustal levels, and upper crustal orogenic-gold processes within an extensional tectonic regime.

Carlin-type gold mineralization is preferentially hosted by Ordovician to Devonian shallow shelf-slope carbonate shale sequence. These rocks are commonly referred to as “Lower Plate” rocks owing to their position in the footwall of the regional Roberts Mountain Thrust. The deep water siliciclastic dominant rocks forming the hanging wall of the Roberts Mountain Thrust are commonly referred to as “Upper Plate” rocks. This sequence of less reactive and less permeable upper plate rocks, acting as an aquitard over variable to highly permeable lower plate rocks, is regarded as a primary control on the deposition of Carlin-type gold mineralization. The Carlin-type gold deposits in northeastern Nevada formed in the Middle to Late Eocene during the period 42 to 36 Ma. Deposition is regarded as part of a magmatic hydrothermal event related to regional extension utilizing reactivated, variably oriented pre-Eocene structures.

Jerritt Canyon is hosted by silty carbonate or carbonaceous siliciclastic rocks originally deposited as shelf sedimentary rocks during the Paleozoic age. The Paleozoic host rocks have been imbricated, faulted, and folded through several orogenic events in the Paleozoic and Mesozoic.
Generally, the intersection of structures with favourable host rocks is the primary control and the form of mineralization ranges from apparently stratabound to fault hosted where the faults can be either highly discordant to bedding or bedding parallel. Deposits at Jerritt Canyon are mostly stratabound or fault hosted. Gold occurs as very fine, micron-size particles in pyrite and arsenian pyrite. Other sulphides are orpiment, realgar, and stibnite. Alteration includes carbonatization, decalcification, and silicification (jasperoid).

Exploration

Exploration completed by JCG has included desktop compilation and interpretation of historical datasets, target identification, and reverse circulation ("**RC**") drilling. The drilling completed on the property by JCG includes two phases of surface drilling and on-going underground drilling and is described in Section 10 of this report. In the fall of 2015, JCG initiated a comprehensive compilation of all historical geophysical data for the property as well as compilation of past surface geochemistry including soil, stream sediment, and bedrock sampling, completed on the property to 2015. Interpretation of these compilations incorporated geology, gold distribution, and past surface exploration drilling. This work resulted in identification of exploration targets and development of a surface RC exploration program, which was executed in the fall of 2016.

In early 2017, JCG commissioned further detailed evaluation of the historical gravity data, inversion, and examination of DIGHEM EM and magnetic data, inversion and examination of the ground magnetic data, and examination of the Titan survey results. JCG also commissioned Goldspot Discoveries Inc. (Goldspot) to complete a machine learning compilation, interpretation, and targeting study. The study incorporated several datasets from the property including drilling (lithology and assay), surface geology, topography, soil geochemistry, gravity, DIGHEM EM, magnetic, and radiometric data. Goldspot incorporated hyperspectral data into the compilation and interpretation. Based on this study, Goldspot generated target areas, planned drill holes, and completed a 3D geological model incorporating structural and lithological information in Leapfrog software.

Drilling

From June 2015 to December 2017, JCG drilled a total of 81,720 ft in 114 core holes and a total of 1,024,995 ft in 7,413 RC holes from underground.

Mine	**Type**	**No. Holes**	**Footage**
Mahala	Core	15	13,791
Smith	Core	65	45,128
SSX	Core	34	22,801
Total	**Core**	**114**	**81,720**
Mahala	RC	175	32,755
Saval 4	RC	156	22,435
Smith	RC	3,847	509,595

SSX	RC	3,217	456,795
Starvation	RC	18	3,415
Total	**RC**	**7,413**	**1,024,995**

Underground core drilling is used for exploration to delineate Inferred Resources defined by surface drilling at a spacing of 100 ft or greater. It is also used to test anomalous areas, or areas of exploration potential, at depth defined by surface hole intercepts and targets defined by JCG geologists based on the interpretation of stratigraphy, structures and dikes, and the associated distribution of mineralization.

The underground core drill holes have a maximum length of approximately 1,200 ft. Generally underground drilling tests a given target to a depth of 1,000 ft from the drill set-up location. If successfully intersected, the target is delineated with core drilling only to the extent that sufficient confidence exists to complete development to the target. This drilling is generally spaced at 100 ft to 150 ft and results in definition of an Inferred Resource. In some cases, JCG carried out development based on wider drill spacing results, which would be considered as exploration potential.

RC (Cubex) holes are drilled for delineation, definition, and extension of resources to support mine planning and near-mine exploration. Cubex holes have a maximum length of approximately 300 ft. Development is completed to a depth where a Cubex drill is set up and the target delineated. Delineation drilling is completed on 25 ft centres along the drifts with fans planned to intercept the target at 25 ft centres, depending on the distance and angle from the drift. This will result in resource definition of sufficient detail to support mine planning and development. JCG has been successful in converting resource and extending active mining areas with the Cubex drilling. Targeting further out from defined mineralization and infrastructure with core drilling, JCG has been successful in drilling, drifting to, and delineating new resources.

Two phases of surface drilling have been completed by JCG. Compilation of historical geophysical and geochemical data and integration of this data with geology and drilling databases led to the design and subsequent completion of the first phase of surface drilling.

The Phase 1 surface drilling program was completed during the period July 25 to November 23, 2016 and consisted of 31,840 ft (9705 m) in 31 surface-based RC drill holes. Nine targets were tested. Four targets (14 holes/17,260 ft) were drilled within the near-term development perimeter of existing underground infrastructure (Mahala Veriscite, SSX Veriscite, Smith Veriscite, SW Steer). Four targets (11 holes/10,895 ft) were drilled to test exploration targets (Lost Mine, Bidart Antiform, Marlboro Canyon Projection, Winters Creek High Grade). The ninth target (6 holes/3,685 ft) was drilled to evaluate an outlying grade shell at the Saval 4 mine.

Results from surface drilling included high grade mineralization being intersected at the Winters Creek target, including a grade of 0.359 oz/st Au over a length of 60 ft in hole WC-552. Relatively long, lower grade intercepts were encountered at the Smith and Mahala Veriscite targets. A single sample returned a value of 0.141 oz/st Au at the Alchem target and hole SC-1395 confirmed the grade shell proximal to the Saval 4 mine.

The Phase 2 surface drilling program was completed in late 2017. A total of 8,200 ft was drilled in 15 RC holes. The primary objective of the Phase 2 drilling was to follow up on the results of hole WC-552 from the Phase 1 program. Significant mineralization was intersected in the WC-552 Phase 2 program and the results expanded the footprint of mineralization to the west (hole WC-553) and south (holes WC-557-559, 562). The distribution of mineralization relative to the Hanson Creek unit III–IV contact which hosts the earlier defined mineralization is somewhat variable. Continued drilling to the northwest and south of the pre-existing grade shell is warranted.

Other targets in Phase 2 included intersections with structural trends such as the northwest trending block bounding fault (hole WC-565) and a potential extension of pit mineralization on a northeast structural trend (hole WC-566). Neither hole intersected significant mineralization.

Sampling, Analysis and Data Verification

Historically, drill hole samples have been analyzed at the Jerritt Canyon (JC) assay laboratory as well as independent commercial laboratories such as ALS, Bureau Veritas Mineral Laboratories (BVL), and American Assay Laboratory (AAL). Since acquisition of the property in 2015, JCG has generally used the JC assay laboratory, with BVL and AAL used for analysis of samples from 2016 surface drilling and part of 2015-2016 underground drilling. The discussion below details the procedures and protocols used to collect and store the data for the Jerritt Canyon property. The quality assurance and quality control (QA/QC) programs are also discussed below.

Sample types used routinely to support both the operation and for exploration include:

- Underground RC (Cubex) drill sampling
- Underground sludge sampling
- Muck (windrow sampling)
- Underground core drilling sampling
- Surface RC drill sampling

All underground Cubex and sludge samples as well as windrow samples are analyzed at the JC assay laboratory. Samples for the 2016 surface RC drill program were either analyzed at BVL or at AAL. Samples from the underground drilling program from October 2015 to December 2016 were analyzed at BVL, AAL, and the JC assay laboratory. With the resumption of underground drilling in May 2017, the samples have been analyzed at the JC assay laboratory, as well as the samples for the 2017 surface RC program.

The JC assay laboratory is owned and operated by JCG. Samples are scanned or logged into the system, they are placed in the Grieve drying oven. The sample is crushed to 50% passing 10 mesh. The entire sample is then split to obtain a 200 g split.

The 200 g split is pulverized to 95% passing 150 mesh and is weighed for fire assay. All of the underground samples are assayed at ½ assay ton, approximately 14.58 g. Once the samples are cupelled, the beads are moved to the wet laboratory for Aqua Regia Digestion. This method is used for quantitative determination of gold in geological and metallurgical samples by Atomic Absorption (AA).

After the digestion is complete, the samples are analyzed for gold by AA. The results of the analysis are entered into LIMS where a weight-based value of gold (oz/st) is calculated, and standards are used to ensure quality of the sets.

Samples that are fire assayed include an in-house blank to check for carryover and an in-house standard to monitor the process. The Geology Department supplies blind standards for sets of samples. In addition to these QA/QC checks, the laboratory also runs blind (V) standards not known to the assayers. All QA/QC reference materials are purchased and certified. The standard deviation is supplied by Rock Labs Certified Reference Material.

BVL is a commercial laboratory that is independent of JCG. Sample preparation includes crushing to 70% of less than 2 mm and pulverizing a 250 g split to 85% passing 200 mesh. A 30 g split of the pulverized sample is taken for fire assay. Fire assay is by the BVL procedure code FA430 which is Au determination by AA and by BVL procedure code FA530, which is a gravimetric finish.

AAL is a commercial laboratory that is independent of JCG. AAL uses a two-stage crush, the primary crush is by a jaw crusher reducing the sample to less than 6 mesh and the secondary is a roll crush reducing the sample to 80% less than 10 mesh. A 300 g split is taken which is pulverized to 85% less than 150 mesh. Analysis is by AAL procedure code FA-PB30-ICP, which is fire assay with an Inductively Coupled Plasma (ICP) determination and by GRAVAu30, which is fire assay followed by a gravimetric finish.

Recent data verification was carried out by RPA (SSX and West Mahala) and JCG (Smith and Saval 4) on a portion of the database including underground drilling by JCG. The collar, survey, and assay tables were imported from acQuire into Leapfrog. The following errors and warning were reported:

- 21 holes with no downhole survey data
- 7 warnings for duplicate collars and surveys
- 17 holes with no sample data
- 117 samples contained in seven re-drilled holes

The database was further queried, and it was determined that the holes with no downhole surveys are holes effectively in progress awaiting final survey locations. The duplicate collar and survey errors similar in nature, as the record with hole information used for drill planning was not removed from the database after the hole was surveyed.

The database entries for gold in 836 core samples were compared against original assay certificates from samples assayed at AAL and the JCG assay laboratory. No errors were found.

A total of 40,040 ft in 46 surface RC holes have been completed by JCG on the property in two drill campaigns; one in 2016 and one in 2017. For the 2016 drilling, assays were completed at BVL and AAL. For the 2017 surface drilling, all assays were completed by the JCG assay laboratory. The JCG surface holes were extracted from the acQuire database and imported into Leapfrog. The only issue identified in the database was that the 2016 holes had duplicate survey entries at 0 downhole depth. One entry was a final result based on the downhole survey and the other was a legacy entry used for drill planning.

The from-to sample intervals were evaluated for gaps and overlap, and none were found. A total of 485 sample and assay entries in the database were compared with the original assay certificates and no errors were found.

Mineral Processing and Metallurgical Testing

Mining and processing by the Freeport-FMC JV commenced at Jerritt Canyon in 1981. The initial processing facility processed mildly refractory, carbonaceous, preg-robbing ore. Alkaline chlorination was used to passivate the carbonaceous constituents of the ore to reduce preg-robbing and cyanidation to extract the gold. The chlorination facility continued operation until 1997 (Marsden, 2006).

In 1989, operation of a whole ore roaster commenced to treat double-refractory ore that contains higher concentrations of sulphide sulphur in addition to the organic carbon. During the life of the operation, numerous metallurgical studies have been completed, however, current operating practice relies on historical operating data to support recovery estimates and anticipated future operating performance. The current Life of Mine (LOM) plan estimates a flat gold recovery of 85% independent of the changes in the gold feed grade.

In general, gold recovery for carbonaceous refractory ores, such as the ore processed at Jerritt Canyon, is a function of total organic carbon (TOC) as well as head grade. RPA was not able to evaluate the impact of TOC because the data was not available.

The recovery estimated by RPA using the more recent data from 2015 to 2017 is more dependent upon the gold feed grade than the recovery estimated by RPA using the data from 1989 to 2017.

The data indicates that while there are differences in what could be considered the most accurate method for estimating gold recovery, it is apparent that using a single recovery estimate that is independent of the feed grade to the plant is not accurate. Based on experience with similar mining operations, RPA is of the opinion that accurate recovery estimates are often dependent on the ore type or the source of the ore (i.e., different mines or mining areas). Other operations in Nevada have also determined that accurate gold recovery estimates are related not only to the gold feed grade but also to the arsenic and/or TOC concentrations of the ore in some cases.

RPA recommended that JCG complete metallurgical testing of samples from the various mining sources that represent the current and future feed to the processing plant in order to develop more accurate estimates for future gold recovery and to understand the metallurgical response of the different ore types. Since processing at Jerritt Canyon is primarily done by directly feeding ore from the mine to the plant with little ability to blend, understanding the relationship between TOC concentration and recovery and attaining plant stability should improve gold recovery.

Mineral Resource and Mineral Reserve Estimates

RPA calculated a Mineral Resource Estimate in 2018. The resources were estimated under and above the water table and it was found that 78% of the total Measured and Indicated Mineral Resources and 36% of the Inferred Mineral Resources were above the water table. Total Mineral Resources are tabulated in the following table:

SUMMARY OF MINERAL RESOURCES AS OF JUNE 30, 2018
JERRITT CANYON GOLD LLC - JERRITT CANYON GOLD MINE

Category	Tonnage (tons)	Grade (oz/st Au)	Contained Gold (oz)
Measured	4,775,974	0.207	986,420
Indicated	948,937	0.227	215,179
Measured and Indicated	**5,724,911**	**0.21**	**1,201,599**
Inferred	3,870,249	0.197	763,921

Notes:

1) Mineral Resources are estimated using excavation volumes as at June 30, 2018.

2) CIM (2014) definitions were followed for Mineral Resources.

3) Mineral Resources are estimated using gold price of $1,500/oz.

4) Underground Mineral Resources are estimated at a cut-off grade of 0.10 oz/st Au.

5) Mineral Resources that are not Minerals Reserves do not have demonstrated economic viability.

6) Numbers may not add due to rounding.

RPA applied a breakeven cut-off grade (COG) of 0.10 oz/st Au to estimate the Mineral Resource. The economic parameters used to calculate the COG are provided below:

- Au price: US$1,500/oz
- Mining, processing, and general and administrative cost: US$130 per ton
- Metal recovery: 86%

There is no current Mineral Reserve estimate for the Jerritt Canyon Mine.

Mining Methods

Jerritt Canyon has been in operation since 1981. Between 1981 and 1999, mining was by open pit methods. Underground operations began in 1993 with the opening of the SSX and Smith mines. The Smith and SSX underground mines are currently operational using mining contractors. The Saval 4 mine and the West Mahala zone contained within the SSX mine are owner operated. The Mine is challenged with high dilution caused by current mining method design parameters and project economics, as well as mineralization zones with inadequate mass or thickness to be economically recovered at current gold prices.

Cut and fill stoping method is used for production from the Smith and SSX mines, including the West Mahala zone. The Saval 4 mine uses the sublevel longhole mining method. Ore is hauled to surface stockpiles using mine haul trucks for grade control and contractor haulage to the mill feed stockpile.

The Smith, SSX, West Mahala, and Saval 4 underground mines are all accessed by way of surface portals and 15 ft by 15 ft declines typically grading 12% to 15%. Underground lateral development including level accesses and stope accesses is generally designed to be 15 by 15 feet. Cut and fill stope are mined in up to five lifts with access drift gradients varying from +15% to -15%. All aspects of the mining cycle are fully mechanized with excavations created using conventional drill, blast, muck, and support techniques.

A long term operating plan has not been prepared to convert Mineral Resources to Mineral Reserves although JCG forecasts production from the four mines through 2018. The four

mines are planning to produce, on average, 2,500 stpd at an average grade of 0.17 oz/st Au for the remainder of 2018.

Processing and Recovery Operations

The processing facilities at Jerritt Canyon are designed to operate at a rate of 4,500 stpd with an operating availability of 90% and are permitted to operate at 6,000 stpd. The facilities include:

- Primary crushing
- Ore drying
- Secondary crushing
- Tertiary crushing
- Dry grinding
- Roasting
- Thickening
- Carbon-in-leach (CIL)
- Carbon stripping
- Carbon reactivation
- Electrowinning
- Electrowinning sludge refining
- Oxygen plant
- Cooling pond
- Water evaporation pond
- Tailings Impoundment

Since taking ownership of the property on June 24, 2015, JCG has purchased new capital equipment and completed a number of projects in order to complete maintenance on the processing facilities that had been neglected under the previous ownership and to improve plant operations, reliability, and safety and environmental conditions, including control of fugitive dust, which has been a major issue.

JCG conducted major two week shutdowns in August 2015, November 2016, and October 2017. Both roasters were completely cleaned, repaired, and inspected during the November and October shutdowns. The west roaster was cleaned and repaired in the October shutdown.

Infrastructure, Permitting and Compliance Activities

The main access road is approximately seven miles long and is a 22 ft wide paved road between Nevada highway 225 and the mill site. A 100 ft wide haul road provides access between the major ore-producing mines and the mill site. This road network is approximately 17 miles long.

Jerritt Canyon has been in production for almost 40 years and has well established infrastructure, including:

- Office buildings
- Warehouse facilities
- Maintenance shops
- Laboratory facilities

- Communication networks
- Onsite security
- Tailings Storage Facilities
- Water management systems

Water for the mill site comes from two sources: deep underground water wells and a connected series of seepage recovery wells and pumps. All pumping wells are permitted through the Nevada Division of Water Resources water rights. Three potable water systems exist on the property and are permitted as public water supplies. Power to the mine site is supplied by NV Energy through a 125 kV, three-phase transmission line. Monthly power consumption is approximately 8.0 MWh.

All of the necessary permits and approvals are in place to operate the Mine, however, there are a number of deficiencies in the operation that have the potential to impact mining including:

- High concentrations of sulphate and total dissolved solids (TDS) in surface water seepage from four of the eighteen rock disposal areas (RDA)
- Seepage from the tailing storage facility (TSF-1)
- Limited tailings storage capacity
- Water management constraints and the lack of a water treatment plant (WTP)
- Numerous and nearly constant requests for modifications to permits and failure to follow through with commitments made to the regulators.

JCG has been in operation since 1981. Prior to and during operation, numerous environmental studies and evaluations have been conducted to support permit applications and operations. An Environmental Impact Statement (EIS) was completed and the Record of Decision (ROD) was issued in 1980. Operating permits are in place and current.

Previous owners of Jerritt Canyon were historically known to operate inefficiently, which resulted in a number of environmental concerns, including seepage from the TSF, limited TSF capacity, lack of water treatment facilities, etc. JCG inherited this legacy and has been working diligently to mitigate the concerns since it took over the operation.

Jerritt Canyon is located in Elko County, Nevada which is a mining-friendly jurisdiction. Numerous other mining operations are located in the same area and JCG has a good relationship with the local community.

Approved closure and reclamation plans are in place for Jerritt Canyon. The total reclamation costs, as updated in 2018, estimated from the 2017 Annual Work Plan (AWP) are approximately $84.5 million.

Capital and Operating Costs

Representative operating costs are US$84 per ton mined, US$37 per ton processed, and US$8 per ton processed for General and Administrative costs. Based on a gold price of US$1,200 per ounce, the operating gold COG is 0.13 oz/st.

Fenelon Property, Quebec, Canada

Current Technical Report

Ely Gold holds a 2.0% NSR on the Fenelon Property in Quebec, Canada.

A technical report was prepared for Wallbridge Mining Company Ltd. pursuant to NI 43-101 entitled *"NI 43-101 Technical Report on the Fenelon Gold Property"* having an effective date of February 28, 2020 (the "**Wallbridge Report**").

The following description of the Fenelon Property has been prepared in reliance, in part, on the Wallbridge Report and readers should consult the Wallbridge Report to obtain further particulars on the Fenelon Property. The Wallbridge Report is available for review under Wallbridge Mining's profile on SEDAR (www.sedar.com).

While the Company does not have any knowledge that such information is not accurate, the Company has not independently verified this information and there can be no assurance that such third-party information is complete or accurate. See section *Introductory Notes – Technical and Third-Party Information*.

Property Description and Location

The Fenelon Property is located in the Nord-du-Québec administrative region of the province of Québec (Canada), approximately 75 km west-northwest of the city of Matagami. The approximate centroid of the Property is 78°37'30"W and 50°01'00"N (UTM coordinates 670140E and 5543175N, NAD 83, Zone 18). The Property lies in the townships of Fenelon, Caumont and Jérémie on NTS map sheet 32L/02.

The main access to the property is via Highway 109 from Amos, which heads north to Matagami. From this highway, the drive is 13 km westward along the road leading to the former small mining town of Joutel, then 51 km northwest on the Selbaie paved road (N-810). At this point, past the bridge over the Harricana River (at Km-122) and just short of the KM-123 marker, the Tembec forestry provides year-round access to Fenelon Gold Property and camp (the "Fenelon Camp"), 21 km from the junction. The old open pit and decline ramp are located 6 km west of the Fenelon Camp.

The property is situated on Crown land in the Eeyou Istchee James Bay Territory. It is subject to the James Bay and Northern Québec Agreement (JBNQA) and falls under Category III lands as defined by that agreement. Mineral exploration is allowed under specific conditions.

The JBNQA Environmental Protection Regime covers the protection of hunting, fishing and trapping rights for Aboriginal peoples. Category III lands are public lands on which Aboriginal people can carry on their traditional activities year-round, and on which they have exclusive rights to certain animal species.

Wallbridge is in communication with the regional level of government and the Cree Nation Government to keep them updated on the process for acquiring permits to conduct underground mining work on the Property.

Mineral title status for the Property was supplied by the issuer. InnovExplo verified the status of all mining titles using GESTIM, the Government of Québec's online claim management system (gestim.mines.gouv.qc.ca). All mineral titles are held 100% by Wallbridge. All claims are in good standing as of February 6, 2020. The Property currently consists of one block of nineteen (19) claims staked by electronic map designation ("map-designated cells"), and one (1) mining lease, for an aggregate area of 1,051.77 ha.

History

From 1980-82 Teck Ltd. covered the property area with two geophysical surveys and drilled 1 hole.

Morrison Minerals Limited, a wholly owned subsidiary of Morrison Petroleums Ltd. explored from 1986-90. In 1990, Morrison signed a joint venture agreement (the Casa Berardi Joint Venture ("CBJV") with Total Energold; work focused mainly on geophysical surveys.

In October 1992, Cyprus Canada Inc. purchased the CBJV interest from Energold and Morrison Minerals was amalgamated with OGY Petroleums Ltd ("OGY"). Only 16 staked claims from the original 38 had been maintained prior to a 1993 diamond drilling program; the most significant result in FA93-1 (185 m) was 2.84 g/t Au over 0.95 m.

In the first quarter of 1994, a diamond drilling program and two geophysical programs were completed. In May 1994, 192 new claims were staked to the north, south and west of the current Fenelon Property and other existing claims were included. At this time, the property was comprised of 448 staked claims and a new joint venture was formed, the FAJV.

Another drilling program followed in 1995; visible gold was observed in 18 drill holes with the best result being FA-95-10 (14.24 g/t Au over 13.9 m).

In July 1995 OGY made an agreement with Fairstar Explorations Inc. to transfer all of OGY's interests in the CBJV to Fairstar, including the FAJV.

In October 1996, Fairstar became the operator of the FAJV and incurred roughly C$2 million in exploration expenditures over the course of the 1996-1997 winter field program. Cyprus did not contribute to this exploration program and was diluted down to 30%.

In July 1998, International Taurus Resources Inc. signed an agreement with Cyprus whereby Taurus acquired a 100% interest in Cyprus' share of a portfolio of 20 properties in the Casa Berardi sector, including the FAJV. In May 2000, Fairstar granted Taurus an option to increase its interest in the FAJV by financing certain exploration expenditures, including the collection and processing of a bulk sample. Taurus became operator of the FAJV.

In 2001, a bulk sampling program was initiated by Taurus and a resource estimate was prepared. By October 16, 2001, Taurus had acquired a 66.67% interest in FAJV. Work on the property through 2004 included numerous drill holes, two resource estimates and underground development resulting in 2 bulk samples that produced 13,556 tons grading approximately 12.8 g/t Au.

In November 2004, the FAJV was shut down due to legal action brought against Taurus by Fairstar. On November 23, 2004, Taurus announced that it had agreed to merge with American Bonanza Gold Mining Corporation ("Bonanza") to create a new gold company. Pursuant to the business combination, the new company agreed to acquire Fairstar's interest in the Fenelon Project.

Bonanza conducted a geological review in 2005 and published a NI 43-101 report which included a mineral resource update, and drilled 65 holes between 2005 and 2008.

In 2010 Balmoral Resources was granted the exclusive right to acquire Bonanza's rights, titles and interests in a series of properties located in Québec and Ontario, including the Fenelon Property. Balmoral drilled 41 holes in 2011 mostly testing the extension of the Discovery Zone.

In 2016 Wallbridge entered into a binding letter of intent dated May 24, 2016, to acquire a 100% interest in a 10.5-km2 subdivision of the Fenelon Property from Balmoral for C$3.6 million.

Geological Setting, Mineralization and Deposit Types

The Property is located in the northernmost volcanic belt segment of the Abitibi Subprovince. The segment is bounded to the south by the E-W regional scale Sunday Lake Deformation Zone (SLDZ) and the Caopatina sedimentary basin, and to the north by the Opatica Subprovince.

The belt includes rocks of the volcanic Deloro Assemblage in Ontario and its equivalent in Québec, the Manthet Group. The 2730-2724 Ma Deloro Assemblage is characterized by abundant iron-rich tholeiitic basalts and coeval gabbroic sills and dykes with minor intercalated graphitic argillites, mafic and felsic volcaniclastic rocks. Ultramafic flows and intrusions at the base of the volcanic sequence also known near Detour Gold Mine and between the Fenelon Gold Property and the Opatica Subprovince. The volcanic sequence is coeval to the volcanics of the Selbaie and Matagami base metal mining camps.

The SLDZ is the major structural feature in the area and can be traced for more than 150 kilometres from the western boundary of the Abitibi Subprovince in Ontario to east of the Fenelon Gold Property and north of the Matagami mining camp. A subsidiary fault system of the SLDZ, trending NW-SE, occurs north of the SLDZ. These faults delimit regional secondary volcanic and sedimentary basins.

The Detour Lake gold deposit located along the SLDZ in Ontario is the only major gold producer in the volcanic belt segment. The mineralized zones of this deposit are hosted by a sequence of pillowed and massive flows, hyaloclastite units and altered ultramafic rocks, and are commonly oriented parallel to a series of high-strain zones that are co-planar to the SLDZ. Mineralized zones have been identified up to 1.5 km north of the SLDZ. Other significant gold deposits along the SLDZ are Fenelon and Martiniere. The Grasset Ni-Cu-PGE deposit is hosted in ultramafic rocks east of the Fenelon deposit.

The Fenelon Property is located less than 1 km north of the SLDZ and is mainly underlain by a turbiditic sedimentary basin and the eastern margin of the Jérémie Pluton. It is covered by 4 to 50 m of glacial overburden. There are no natural rock outcrops in the mine area where overburden is generally 4 to 8 m thick. Detailed geological information is available for the mine area only, which has been drilled and where bedrock exposures were created by open pit sampling and underground development work. The correlation between drill hole descriptions and geophysical maps has identified strongly magnetic and conductive graphitic argillites with layers of barren pyrrhotite mineralization and lowmagnetic sedimentary rocks.

The mineralized zones on the Property are structurally controlled and affected by ductile deformation. The mineralization shares many similarities with orogenic gold deposits in terms of metal associations, wall-rock alteration assemblages and structural controls.

Three domains of gold mineralization are present on the Property: The Main Gabbro zones, the newly discovered Tabasco and Cayenne zones, and the Area 51 zones. Gold is associated with disseminated pyrrhotite, chalcopyrite and pyrite, and minor sphalerite, arsenopyrite and marcasite. Native visible gold is fairly common in all zones.

The Main Gabbro contains seven zones; Fresno, Chipotle, Anaheim, Naga Viper, Paprika, Habanero and Serrano. The zones are restricted to a wide corridor of intensely altered gabbro between two panels of argillaceous sediments.

The Tabasco-Cayenne mineralized system occurs in turbiditic sediments between the Main Gabbro and the Jérémie Pluton. The zones trend N130 and dip steeply south. They form an anastomosing and sheared system with numerous secondary splays. The mineralization is discrete with a low sulphide content (<5%) and is mainly associated with silicification and sericitization. Gold intervals are associated with a pyrrhotite-chalcopyrite assemblage. Arsenopyrite and sphalerite are locally present. The best gold intervals associated with veining are in intersections with light grey quartz veins. High-grade gold intervals of more than 10 g/t over 0.5 to 1 m are common.

The Area 51 Zone is hosted in the Jérémie Pluton and its contact. It occurs as a series of parallel mineralized subzones grouped into two ENE-WSW trending corridors (Andromeda and Orion) parallel to the SLDZ. Gold mineralization is mainly associated with isolated or regularly spaced subparallel translucent grey quartz veins generally less than 2-3 cm thick.

The mineralized zones on the Fenelon property have been metamorphosed to upper greenschist facies, near the regional boundary with the amphibolite facies. The mineralization shares many similarities with orogenic gold deposits (synonymous to mesothermal orogenic gold or greenstone-hosted quartz-carbonate vein deposits) in terms of metal.

The majority of gold deposits in metamorphic terranes are located adjacent to first-order, deep-crustal fault zones (e.g., Cadillac-Larder Lake, Porcupine-Detour, Casa Berardi and Sunday Lake in the Abitibi), which show complex structural histories and may extend along strike for hundreds of kilometres with widths of as much as a few thousand metres.

Most orogenic gold deposits occur in greenschist facies rocks, but significant orebodies can be present in lower- or higher-grade rocks. It is typically associated with iron-carbonate alteration. One of the key structural factors for gold mineralization emplacement is the late strike-slip movement event that reactivated earlier-formed structures within the orogeny, which is found along the SLDZ.

Exploration

The 2019 OreVision® surface IP survey tested a 600-m strike length of the gold-hosting environment northwest of the Fenelon deposit. The results of this study have enhanced the geological 3D model and identified new drill targets.

A bulk sample was completed in Q1 2019 that produced 33,233 t of ore with a reconciled average grade of 18.49 g/t Au for a gold content of 19,755 oz, and 2,277 t of low-grade ore (the remaining material from the 2004 bulk sample) with a reconciled grade of 4.23 g/t Au for 310 oz.

The exploration drift achieved in late February 2019 facilitated drilling to greater depths (approx. 350-400 m) and along strike, including the Tabasco and Cayenne zones as well as the newly discovered Area 51 system.

Drilling

A total of 387 holes for 108,084 m were drilled on the Property from 2017 to 2020. In 2017, the main objective was to use surface drill holes to expand the exploration target near existing infrastructure and above a depth of 150 m. Mineralization was confirmed up to 120 m away from the existing deposit, and two new gold-bearing structures were identified.

In 2018, the underground campaign has targeted high-grade shoots down to the 5130 Level (~120 m depth) using a spacing of 6 to 7 m to validate the geological model and demonstrate the continuity of high-grade shoots. The 2018 underground campaign also delineated a high-grade shoot in the Naga Viper Zone. The high-grade domain in this mineralized structure has shown continuity over 20 drill intersections.

The aim of the 2018 surface program was to follow known mineralized zones to depths of 300 to 400 m and to test for additional zones away from the mine workings. Mineralized zones containing chalcopyrite, an indicator mineral for the gold-bearing system, were intersected in nine (9) of the drill holes and visible gold was observed in two holes.

The 2019-2020 exploration drilling campaign expanded the footprint of the Fenelon gold system to a strike length of 1,000 m, a width of 600 m along the margin of the Jérémie Pluton, and a vertical depth of 850 m. The Tabasco Zone has been extended to a vertical depth of 850 m, showing continuity and increasing gold endowment with depth as it approaches more favourable host rocks, like the Jérémie Pluton or the Main Gabbro.

Apart from the originally known NW-SE structural trend, the campaign confirmed the Area 51 Zone as an ENE-WSW trend controlling high-grade mineralization.

Sampling, Analysis and Data Verification

Drill core is boxed and sealed at the drill rigs and delivered to the logging facility where a Wallbridge technician takes over the core handling. Drill core is logged and sampled by experienced geologists who then mark samples by placing a unique ID tag at the end of each core sample interval. Samples are sawn in half and one half of the core is placed in a plastic bag along with a detached portion of the unique bar-coded sample tag, and the other half of the core is returned to the core box. The core boxes are stockpiled or stored in outdoor core racks for future reference. Individual sample bags are placed in rice bags along with the list of samples.

For the 2018-2019 bulk sample, the muck from each development round was sampled either in the re-muck bay or on surface, where muck piles of each round were kept separate until assay results are received. The muck from blasted long hole stopes was sampled from the scoop buckets: 1 sample every 6 buckets for a 3.5-yard scoop and 1 every 3 buckets for a 6-yard scoop.

Muck samples were 4-5 kg each and made up of a number of smaller pieces taken randomly from various parts of the muck pile or bucket. Samples were placed in a plastic bag along with the detached portion of the unique bar-coded sample tag, and identifying information (date, shift, operator name, and stope or development round) was written on the remaining tag portion in the booklet.

The muck samples were sent to the assay laboratory at the Sleeping Giant Mill, located halfway between Amos and Matagami (Québec). The laboratory at the Sleeping Giant Mill is not certified;

nevertheless, internal protocols applied at the laboratory are considered consistent with current industry standards.

For the 2017 program, samples were prepared and assayed at the ALS Minerals laboratory facility in Val-d'Or. Samples from 2018 and 2019 were prepared by SGS Canada Inc. in Val-d'Or and analyzed at their Lakefield laboratory in Ontario. Since the fall of 2019, samples have been submitted to both laboratories.

Wallbridge geologists were responsible for the QA/QC and database compilation. Upon receiving the analytical results, the geologists extracted the results for blanks and standards to compare against the expected values. If QA/QC acceptability was achieved for the analytical batch, the data were entered into the project database; if not, the batch was retested.

InnovExplo's data verification included visits to the Property, drill sites (surface and underground), outcrops and core logging facilities, as well as an independent review of the data for selected drill holes (surveyor certificates, assay certificates, QA/QC program and results, downhole surveys, lithologies, alteration and structures), and a validation of mined-out voids.

Mineral Processing and Metallurgical Testing

The 2018 and 2019 bulk samples were divided into five (5) batches from September 11, 2018 to April 18, 2019. A total of 36,160 dry metric tons were treated. The average head grade, including the 767 oz of gold in tails, was 17.37 g/t Au with an overall recovery of 96.20%. The samples were treated at the Camflo ore processing facilities owned by Monarques Gold Corporation.

The commercial-scale milling to process the 2018 and 2019 bulk sample batches corroborates the test work results completed by the CRM but with a lower cyanide consumption.

The relative low work index for the Fenelon material, combined with the presence of chalcopyrite and pyrrhotite, does not affect the leaching time or the recovery as anticipated given the test work results from the Certified Reference Material.

The Camflo milling facilities with the modifications described above seem adequate to successfully treat the material from the Project.

Mineral Resource and Mineral Reserve Estimates

Not applicable at the current stage of the Project.

Mining Operations

Not applicable at the current stage of the Project.

Other Relevant Data and Information

Bulk Samples

Three bulk sampling programs have been carried out by different owners for a collective total of 57,431 tonnes at an average recovery grade of 14.62 g/t Au, yielding 26,905 oz of gold. The following table breaks down the bulk sample results by owner.

Owner	Year	From	Tonnes	Grade (g/t Au)	Ounces (Au)
Taurus	2001	Surface	13,752	9.6	4,245
Taurus	2004	Underground	8,169	10.25	2,595
Wallbridge	2018-2019	Underground	35,510	17.57	20,065

Permits and Consultation

In addition to the mandatory exploration permits (for tree cutting to provide road access for the drill rig or to conduct drilling and stripping work), the issuer acquired in early 2018 a permit for the dewatering, water treatment and discharge of the open-pit and old underground infrastructures as well as for the beginning of underground exploration activities.

The issuer has an active bulk sample permit for its Main Gabbro Zone and is in the process of acquiring a permit to start production at a rate of 500 tpd. An impact assessment study is underway. The issuer will determine the merits of this production when permits are received.

Wallbridge submitted a request to MELCC for the Fenelon Gold Project in May 2019. The project is described as a 25,000-t bulk sample and an additional two years of production with an average of 400 tpd or 145,000 to 155,000 tpy.

As the Property is located on territory regulated by the JBNQA, the project description was provided to the evaluation committee composed of representatives from the Cree First Nations, and provincial and federal authorities. The evaluation committee determined that the Project must complete an environmental and social impact assessment (ESIA), and MELCC provided the ESIA guidelines to Wallbridge in October 2019. The submission of the ESIA is anticipated for Q2 2020.

The site restoration plan and costs are being updated for the production phase. The current closure costs for the exploration phase are estimated at C$1,089,860 based on the 2017 restoration plan presented to the MERN. The updated restoration plan will be submitted following the ESIA application.

Wallbridge conducts consultation activities with the Cree and Abitibiwinni First Nations through meetings, site visits and monthly bulletins. Once the ESIA began in 2019, a formal consultation plan and schedule was prepared to identify the potentially interested and/or impacted First Nations and stakeholders.

REN Property, Nevada, United States

Current Technical Report

The following information concerning the REN property is based on a technical report entitled "NI 43-101 Technical Report on the REN Property, Elko County, Nevada, USA" dated December 2, 2020 authored by Joseph A. Kantor and Christopher W. Wyatt of Behre Dolbear & Company (USA), Inc. (the "**REN Report**"). Each of the authors of the REN Report is a "qualified person" and independent of the Company for purposes of NI 43-101. The REN Report relies primarily on a technical report effective June 15, 2004 entitled "Technical Report on the REN Property, Nevada for Centerra Gold Inc." prepared by Strathcona Mineral Services Limited (the "**Strathcona**

Report") for Centerra Gold Inc., a former owner of the REN property. Ely Gold requested but did not receive access to the REN property and to the technical information concerning the property. Accordingly, much of the information, assessments and analysis set out in the REN Report and summarized below is based on information available in the public domain, including the Strathcona Report, which information is dated and which Behre Dolbear was unable to verify. However, Behre Dolbear is not aware of any reason to believe that such information, assessments or analysis was not prepared or determined in accordance with industry standards and best practices.

Property Description, Location and Access

The REN property is located in Elko County, northern Nevada, 82 kilometres by road northwest from the town of Elko, Nevada and is centred at 41° 01' 45" north, 116° 23' 00" west. It lies at the northern end of what is commonly referred to as the Carlin Trend of gold mines, and its southern property boundary is less than 500 metres north of the Banshee deposit operated by Nevada Gold Mines, a joint venture of Barrick and Newmont, and approximately 1,500 metres north of Nevada Gold Mines' Meikle mine, both part of Nevada Gold Mines' Goldstrike mining operation.

The REN property is accessible from the town of Elko by 66 kilometres of highway and paved roads to the Newmont Carlin mine, and by 13 kilometres of graded roads to the Barrick Meikle mine. The southwest part of the property can be reached from Meikle by three kilometres of county road. An alternate means of general access is from Dunphy (some 42 kilometres west from the town of Carlin which is 34 kilometres west of Elko), by 44 kilometres of gravel road through the Boulder Valley, which connects with the county road 1.6 kilometres northwest of the property.

The property is located in rolling hills off the southwest side of the Tuscarora Mountains, in typical high-desert basin-and-range topography of northern Nevada. Topographic relief on the property ranges from 1645 metres to about 1770 metres elevation above sea level.

The REN property consists of 91 contiguous unpatented lode mining claims located on federal land administered by the U.S. Bureau of Land Management (BLM). These claims cover approximately 740 hectares of land in Sections 1, 2, 11, and 12, Township 36 North, Range 49 East, and Sections 35 and 36, Township 37 North, Range 49 East.

The 91 contiguous unpatented mining claims that comprise the REN property consist of two claim groups. The largest and most important group are the 82 REN and four UREN claims, which are owned by VEK/Andrus Associates, a general partnership, and leased to Nevada Gold Mines. The second group are the five WS claims, leased to Nevada Gold Mines from the Weise and Hamlin families. The WS claims are contiguous with the REN claim group and are currently owned by D. C. Weise (50%), E. L. and D. M. Weise (25%), and L. J. and G. W. Hamlin (25%).

Ely Gold holds a 3.5% NPI royalty on the REN Property, and, through its ownership of VEK, which has a 50% interest in the VEK/Andrus Associates general partnership, a 50% interest in the 3.0% NSR payable by Nevada Gold Mines under the lease from VEK/Andrus Associates. Both the NSR royalty and the NPI royalty apply only to the 86 claims owned by VEK/Andrus Associates, and not to the 5 WS claims.

History

The REN claims were staked between 1982 and 1987 and are still held by the original claim owners or their families. Since the early 1980's several companies have had lease and option agreements with the claim owners and carried out exploration for gold on the claims including geological mapping, geochemical sampling (both rock and soils), geophysical surveying and drilling.

Newmont explored the property from 1983 to 1986 and drilled 1,768 metres in 13 holes. Exploration was targeted to find gold mineralization amenable to open-pit mining, and drill penetration was generally less than150 metres. Gold was discovered in dyke rock in the southeast corner of the property and was later mined in the REN open pit.

The Cordex Syndicate leased the property in 1987 and conducted exploration through 1989, drilling 115 holes, mostly to depths of about 45 metres, to define a reserve in the dyke-hosted gold mineralization discovered earlier by Newmont.

In 1989, an affiliate of the Cordex Syndicate, Dee Gold Mining Company, which operated the Dee gold mine three kilometres to the northwest, started a heap-leaching operation at REN, and through 1992 produced about 16,000 ounces of gold from approximately 408,000 tonnes of ore with a grade of 1.5 grams per tonne (g/t) gold from the open pit on the Newmont discovery.

Corona Corporation, the successor to Lacana Mining Corp., which was one of the original Cordex Syndicate members, optioned the REN property from the Cordex Syndicate in 1990, and started to explore for gold at greater depth targeting the more prospective lower plate carbonate lithologies beneath the less favourable upper plate rocks. A fault structure which strikes north-south commencing from the southwest corner of the property, and which is frequently intruded by dykes, was explored, and came to be known as the Corona Fault Zone. One hole (RNN 90004) intersected 2.6 g/t gold over 85 metres along the edge of one of the dykes in the fault.

Exploration also was carried out on the down-dip projection of the previously mined small open pit. A total of 7,400 metres was drilled during that two-year period.

By 1992 Corona had been acquired by Homestake Mining Company (Homestake), but the high cost of deep exploration on the REN property prompted the formation of a new joint venture with Barrick and Newmont. Some 17 holes for a total of 10,000 metres were drilled during the period 1992 to 1993 with most of the work being concentrated on the southern one-third of the property. One hole (BR-01c), drilled as an offset to hole RNN 90004, did intersect 12 metres grading 34 g/t gold at a depth of about 410 metres; follow-up holes did not encounter similar intersections.

Cameco Gold, now named Centerra Gold Inc., acquired Uranerz's interest in 1998, and by July 2000 had earned a 60% interest in Nevada Gold Mines by spending $5.3 million.

Centerra completed 43 deep drill holes from 1999 to 2002, using reverse circulation drilling to reach the target depth and then changing to core drilling to recover core samples through the potential zone of economic interest. Wedging and directional drilling were also used to precisely place holes. This drilling led to the discovery of high-grade mineralization in 2000, when drill hole RU-24 returned an intersection of 43 metres with a grade of 35 g/t gold, and to the eventual discovery of the JB Zone in 2002.

By October 2000, Centerra and Barrick had contributed, in accordance with their respective interests of 62.14% and 37.86%, a total of $14.2 million through to December 31, 2003.

In 2003, exploration efforts were increased by Nevada Gold Mines with drilling of 22 holes with a combined length of 15,360 metres in the JB Zone, as well as geophysical and other technical surveys undertaken for total costs of $5.5 million. A scoping study on dewatering requirements was completed; a second study included a resource estimate for the JB Zone.

Total exploration expenditures on the property to the end of 2003 was estimated at $21.1 million.

During 2004, a new mineralized zone called the 69 Zone was discovered and by year end, it had been intersected by five holes.

During the first half of 2005, drilling focused on testing for additional mineralization around the 69 Zone, testing geological targets in the southern portion of the property and offsetting a high grade intercept in the JB Zone. The first half of 2005 drilling program consisted of nine completed holes and two RC pre-collars for a combined total of 6,813 metres. Five holes were drilled to offset mineralized holes in the 69 Zone. RU-80W1, confirmed the continuity of the mineralized zone between two widely spaced holes. RU-80C, returned a lower grade intercept along the eastern side of the 69 Zone. The remaining holes defined the limits to the mineralization to the north and southwest.

Centerra continued drilling through the third quarter of 2006. Four RC pre-collars, six core tails and wedge core holes, and one RC-only hole were completed for a total of 3,248 metres of drilling. RU-100C, drilled to in-fill a 150-metre gap between previous holes in the JB zone, returned assays of 21.7 g/t Au over 4.6 metres and 10.2 g/t Au over 12 metres. The intercepts are located 75 to 105 metres northeast of intercepts of 24.5 g/t Au over 3.0 metres, 9.5g/t Au over 3.0 metres, 7.8 g/t Au over 7.6 metres, and 7.8 g/t Au over 4.6 metres in RU-50C, and 90 metres from an intercept of 8.3 g/t Au over 10.7 metres in RU-38C to the east.

Three wedge holes were completed from RU-105C to follow up on the high grade intercept of 18.54 g/t over 19.8 metres, obtained in this hole in the second quarter. RU-105-W1m, about 50 metres to the ENE of 105C, returned 4.28 g/t over 4.6 metres. RU-105-W2, approximately 50 metres to the WSW of 105C, returned a low-grade intercept of 1.1 g/t over 20.0 metres. RU-105-W3, approximately 40 metres north of 105C, returned a narrow high-grade intercept of 14.42 g/t over 3.0 metres and 5.6 g/t over 3.0 metres. This zone is open in these directions as well as to the south.

In July 2010, Centerra announced that Barrick had purchased its 64% interest in the REN property for US$35.2 Million.

Geological Setting, Mineralization and Deposit Types

Paleozoic carbonate rocks of the north Carlin Trend have been deposited on a marine shelf and continental margin and are known as the autochthonous or “lower plate” sedimentary rock package. During the middle Paleozoic time period an allochthonous package of siliciclastic rocks, deep water carbonates, and minor mafic volcanics, collectively known as the “upper plate” rocks was thrust over the autochthonous sediments from the west. The Roberts Mountain thrust fault of Devonian/Mississippian age is the boundary between upper and lower plate sediments. Late Paleozoic, Mesozoic and Tertiary age tectonism resulted in a complex history of igneous intrusive activity and thrusting, folding, tilting, strike slip and extensional faulting, and erosion. Locally, erosion of regional anticlinal structures has exposed lower plate rocks in tectonic windows through upper plate rocks.

During the Tertiary time period, the region underwent crustal extension, volcanism, basin-and-range block faulting, lacustrine and intermontane basin infilling, as well as several events of hydrothermal activity and extensive gold mineralization along many pre-existing structural directions. The Tertiary-age Tuscarora volcanic field is situated approximately 32 kilometres to the north of the REN property.

Major structural directions are north-south bounding faults along the major ranges, as well as both a northeast and a northwest trending structural fabric internal to the ranges. The Carlin Trend is oriented northwest-southeast and faults controlling the gold mineralization strike northwest, north-south and northeast. Gold deposits in the Carlin Trend are generally considered to be of Eocene age (37-39 million years).

The REN property is underlain mainly by Paleozoic sedimentary rocks consisting of limestone, calcareous to dolomitic siltstone and mudstone, and siliceous siltstone and chert of the eastern carbonate assemblage ("lower plate"), overlain along the Roberts Mountains thrust fault by chert, dolomitic siltstone, mudstone, and minor sandstone of the western siliceous assemblage ("upper plate"). Jurassic-Cretaceous monzonite (feldspar porphyry) and lamprophyre (hornblende porphyry) dikes have intruded the sedimentary rocks, mainly along north- and northwest-striking faults.

The structural fabric identified elsewhere on the Carlin Trend as controlling ore emplacement is present on the REN property. These features include: the Roberts Mountains thrust fault and related intraplate thrusts and sills, north-south-trending anticlines and faults including the REN fault which comprises the north extension of the Post fault, northeast-striking faults, and northwest-trending faults and dike swarms.

Three stages of mineralization are recognized at REN, including: a pre- or syntectonic base metal and barite assemblage, a middle stage silver-antimony (-gold) jasperoid event, and a late Carlin-type gold-rich stage. The latter two stages of alteration and mineralization are focussed along flat-lying thrust faults, steeply dipping faults and dikes, and favourable stratigraphic units. The Carlin-type mineralization of primary interest occurs at depths of 700 to 950 metres below surface near structural feeder zones beneath the Roberts Mountains thrust fault in favourable lower plate carbonate rocks, consisting mainly of calcareous siltstone and mudstone and silty limestone of the Devonian Popovich Formation.

Alteration of lower plate rocks associated with gold mineralization is primarily decarbonatization with or without silicification, often containing incipient to partially developed collapse breccia, sulfidation, carbon enrichment, barite enrichment, and stockwork quartz-barite veining in the calcareous siltstone and mudstone. Densely silicified collapse breccias are present immediately above the top of the Devonian Bootstrap limestone and are generally considered to be part of the early silver-antimony (-gold) jasperoid event. Post-mineral collapse breccias locally consume large thicknesses of rock and are probably related to structures. Alteration associated with gold mineralization within dikes is intense quartz, clay/sericite, and pyrite, often accompanied by marcasite-illite stringers.

The style of gold mineralization at REN is typical of the gold deposits in the Carlin Trend, which form a distinct class referred to as "Carlin-type" deposits. These deposits are characterized by extremely fine-grained disseminations of gold hosted by altered silty carbonate rocks. The majority of known deposits of this type are located in the Great Basin of western North America.

Most Carlin-type deposits are characterized by high gold and/or silver concentrations, and by a geochemical association of gold, arsenic, antimony, mercury, and locally thallium and barium, and a notable absence of base metal sulphide minerals. Three major types of hydrothermal host rock alteration have been recognized in Carlin-type deposits: decarbonatization, silicification (jasperoid formation) and argillization.

Sulphide mineralization, remobilization or addition of carbon and late barite and calcite veining is typical. Small amounts of white clays (illite or kaolinite) can also be present. Decarbonatization results in volume loss and collapse brecciation, which increases the fluid channel ways. Visible signs of alteration and mineralization can be subtle and ore-grade samples may look like barren rock.

The gold is present as micron-size to sub-micron size particles, often intergrown with iron sulfides (pyrite is most common) or as gold in solid solution in the pyrite lattice. Gold may also occur with carbonaceous material in the host rock. Gold concentrations in deposits of the Carlin Trend range from 0.7 g/t to 34 g/t. The Meikle underground high-grade deposit has a life-of-mine average grade of over 20 g/t gold.

Since the Carlin-type deposits contain little or no free gold, erosion of the deposits does not result in significant gold placer deposits. This lack of gold in alluvial deposits prevented the early discovery of the Carlin deposits as historically the main method of gold exploration was by panning of surface samples. The Carlin mine, the first mine in the district, opened in 1965 and is situated 14.5 kilometres southeast of the REN property.

Contrary to deposits with coarse free (nugget) gold, Carlin-type deposits do not pose an assay problem for determining gold content in samples, but the recovery of the very fine gold requires a more complex metallurgical process.

Deposit configurations and shapes are quite variable, and are controlled by the overall host rock lithology, major plumbing structures and fractures, and by the porosity and permeability of the host rocks. Carlin-type gold mineralization is typically concentrated in preferred stratigraphic units or breccias, and confined by faults, breccia boundaries or by permeability changes in the host rock. Orebodies can be pod-like, tabular, flat-lying or steeply dipping, but can also be highly irregular and amoeboid in plan or section. Grades can vary greatly over short distances.

Similar to gold deposits at the Goldstrike and Rodeo mines, gold mineralization at REN is predominantly hosted by the Devonian Popovich Formation, and usually occurs within stratabound zones or along low-angle structures exhibiting decarbonatization, argillization, weak silicification, quartz and barite veining and local collapse brecciation. The gold is very fine-grained, five microns or less, contained within pyrite associated with secondary carbon and quartz as well as locally with the arsenic sulphide mineral realgar. Gold mineralization greater than two parts per million (ppm) is typically associated with high arsenic up to several thousand ppm, 200-300 ppm antimony, 5-10 ppm mercury, and 5-30 ppm thallium. The association of gold with arsenides is common at other Carlin-type deposits.

The REN gold mineralization is refractory in nature and metallurgical processes for treating Carlin-type refractory ores will be required which are costly and therefore the grade target for an economic deposit becomes higher. Similar Carlin-type refractory ores are treated at the adjacent ore processing facilities of Barrick and Newmont.

The sulphide arsenides will also add to the environmental costs of processing the ore and disposing of tailings.

Mineralized intervals at REN frequently consist of a high-grade interval within a thicker envelope of low-grade material. This has been the case for the main targets drilled so far, namely RU-24 and the JB Zone.

Gold grades of high-grade sections are typically carried by several individual assay intervals, with individual intervals usually 1.5 metres in length, which demonstrates the general homogeneity of Carlin-type mineralization. Gold grades can change significantly over short distances, which influences the drill spacing which is nominally 30 to 60 metres.

The JB Zone is the principal concentration of higher-grade gold mineralization that has been identified to date on the REN property. The drilling in the area has indicated the possibility of continuity of the better grade intersections within a much larger zone of low-grade mineralization, but confirmation of that continuity will only come after a much closer drilling pattern, preferably from underground.

Exploration

The host rocks favourable for gold mineralization on the REN property are located at considerable depths and cannot easily be detected from surface by conventional exploration methods except by drilling. In 2003 Cameco Gold used the deep- penetrating TITAN-24 geophysical system, a combination of induced polarization and magnetotellurics, and sophisticated three-dimensional modelling techniques, to search for targets to depths of about 1,000 metres at REN. Other geophysical surveys have been completed on the property in the past, as well as geological mapping, geochemical sampling and trenching. This work has defined the geology and structural elements including folds and faults which may have a bearing on the location of the deep gold mineralization.

Drilling

Drilling techniques employed by Cameco Gold for deep targets include the use of relatively inexpensive and fast reverse circulation (RC) drilling to reach close to the target depth and then changing to core drilling to recover core samples through the potential zone of economic interest. Directional drilling in the core part of the hole is used to precisely place holes and wedging new holes off an original hole allows several closely spaced intersections of a mineralized zone at depth. In late 2003, drilling was done by using split core tubes for recovery of undisturbed samples, and core orientation was determined using a core marking system. Data were collected to characterize and classify rocks geomechanically for mining purposes.

A combination of RC and core drilling has been used since 1999. Core drilling is used to avoid the loss of fines in decarbonatized siltstone and limestone, and to avoid loss of drill cuttings in the Bootstrap limestone and silica breccia in RC cuttings, caused by high rates of water flow and loss of circulation, and resulting in unreliable gold assays. Twinning of RC and core drill holes has confirmed loss of gold in RC holes.

Holes are drilled by RC methods to depths of approximately 500-640 metres and cored through the lower portion of the Rodeo Creek Unit and the Popovich Formation to the Bootstrap limestone.

Most core is of HQ-size (64 mm in diameter), and core recoveries in mineralized rock are generally above 90%.

A hole may be used as a pilot hole for drilling of as many as three or four directional wedge holes. This is done by setting a wedge in the upper portion of the open core hole and drilling off the mother hole in the direction desired, followed by directional drilling (which is generally required) and then returning to normal core drilling. The holes are surveyed down-hole by gyroscopic methods, to determine the drill hole trace, and the precise location of the drill holes at depth. Most of the more holes, except RU-50C, started as vertical holes, and at about 900 metres depth most had deflected from 30 to 120 metres or more from the collar location, and had flattened typically to -65° to -75° or less. Down-hole surveys have been completed on all holes reported.

Sampling, Analysis and Data Verification

Cuttings from RC drilling on the REN property are collected in rotary wet splitters at 3-metre or 1.5-metre intervals, and weighing approximately five to seven kilograms, are analyzed for gold and a suite of trace elements. The trace element analyses are used for 3-D multi-element down-hole geochemical modelling.

Core samples are generally collected at 1.5-metre intervals in prospective host rocks, and at 3.0 to 4.6-metre intervals in non-prospective host rocks.

Core is boxed at the drill site on the REN property and transported to a warehouse in Elko, where the core is logged, photographed, and cut with a diamond saw or core splitter. One half of the core is bagged for analysis and the other half retained in the original core boxes. Once assays are received, the remaining core for completed holes is transported to archival warehouses in Elko and Reno, Nevada.

Samples are prepared at the ALS Chemex preparation laboratory in Elko, and assayed at ALS Chemex in Sparks, Nevada and Vancouver, British Columbia, and at American Assay Laboratories Inc., Sparks, Nevada. Both laboratories are accredited, with ALS Chemex having ISO 9002 and ISO 9001:2000 registration and American Assay Laboratories ISO 9001:2000 registration.

Bagged samples of half-core weighing approximately four to five kilograms for 1.5-metre intervals of HQ core are collected by the commercial laboratories from the Centerra warehouse. Samples are dried, crushed to 70% passing 10-mesh (2 mm) and reduced in a riffle splitter to collect a 250-gram sample which is pulverized in a ring mill to 85% passing 200-mesh (75 microns). The remaining coarse reject is retained. ALS Chemex and American Assay Laboratories have both been used by Cameco Gold on the REN program and their assay methods differ only slightly. ALS Chemex is currently the primary laboratory for the REN project and uses a 30-gram fire assay followed by atomic absorption (AA) finish to assay for gold. A one-assay ton (29.2 gram) fire assay with a gravimetric finish was done from a pulp duplicate for every sample with gold greater than 10 g/t, which has been changed to 5 g/t in 2003.

The database used by Resource Modeling Inc. (RMI) in their compilation of a resource estimate for the JB Zone on the REN property in September 2003 was subjected to various checks that included:

- comparison of gold assay values in the electronic database for 12 drill holes representing the greatest concentration of gold in the 146 drill holes used in the resource estimate, with values from original assay certificates obtained from commercial laboratories; and

• comparison of lithological files in the electronic database with the original geological logs for the core from five drill holes.

RMI reported that this review did not indicate any serious discrepancies in the recording of assay values in the database, and in the development of the geological model for the resource estimate based on the geological information observed in drill core.

In a review of REN assay procedures commissioned by Cameco Gold in 2001, S. Cone of Cone Geochemical noted that neither Cameco Gold nor ALS Chemex and American Assay had ongoing quality control (QC) programs in place. Since drill programs commenced on the REN property in 1996, samples have been sent to a second laboratory for assay checks, but samples of certified or other standard materials were not submitted for assaying with the REN samples on a regular basis. It was recommended that QC programs be implemented and that laboratories report assays on their internal standard reference material to Cameco Gold. Sample handling, preparation and assaying at the two laboratories was also found in need of minor improvements.

In exploration programs subsequent to 2000, five external certified standards with gold values of 50 ppb, 400 ppb, 2.8 g/t, 6.8 g/t and 14.0 g/t and a blank with gold <5 ppb were used by Cameco Gold for QC purposes. Some of the standards are commercial and some have been prepared from reject material from previously drilled holes at REN, which has the advantage that the standards have a similar whole-rock and trace-element composition as the new REN samples. Four to six external standards and one to two blanks are inserted at the laboratory for each batch of 100 to 150 core samples submitted for assaying, and two to three standards and blanks for each batch of 200 RC samples.

With the exception of the assays on the 400 ppb standard by Chemex, values for all standards reported by Chemex and American Assay tend to be slightly higher than their nominal values. Overall, the results are reasonable.

Check assays on the original assays reported by ALS Chemex for pulp samples were done by American Assay and Cone Geochemical Laboratories, Lakewood, Colorado. The ALS Chemex - American Assay results show some scatter and a slight bias by American Assay towards higher values, both for FA-AA and FA-Gravity. The opposite is true for Cone, with average values somewhat lower than those of ALS Chemex.

Mineral Processing and Metallurgical Testing

Unoxidized gold deposits along the Carlin Trend are refractory, and therefore costly to treat to recover gold. The gold is in carbonaceous material and sulphides that require oxidation to be amenable to conventional milling and cyanide leaching for gold recovery. This is achieved by the mining operations in the Carlin Trend through pressure oxidation in autoclaves or by whole-ore roasting. The carbonaceous ores do not respond well to direct cyanidation due to the gold in the pregnant cyanide solution being tied up by carbon from the rock, a process known as preg-robbing.

Preliminary direct cyanidation leach testing done at McClelland Laboratories in Sparks, Nevada, in 2000 on high-grade core (52 g/t gold) from hole RU-24C, confirmed the severe preg-robbing nature of the REN material. The sample was pulverized to 80% passing 74 microns (200mesh), and after 96 hours of leaching, gold recovery was minimal. The addition of activated carbon as would occur in a conventional cyanide leaching circuit only slightly improved gold recovery. The test confirms that the REN gold mineralization is refractory and further testwork is required to

determine which of the flowsheets currently used for Carlin Trend ores would be best suited for the REN ore. Centerra plans further metallurgical testwork in 2004.

Petrographical studies of high-grade samples from hole RU-24C by Schurer & Fuchs in 2001 indicate that the mineralized rocks contain 1-3% carbonaceous material and 2-3% fine grained pyrite and marcasite, but no visible gold. Microprobe analysis detected 0.1%-0.5% gold in solid-solution in pyrite, together with 2%-7% arsenic and 0.4%-0.7% antimony. The petrographic study and microprobe analysis indicate that the process for treating REN ore will have to be capable of recovering submicroscopic gold in solid-solution in sulphides, and in the presence of an abundance of organic carbon.

Although limited metallurgical testwork has been done to date on samples from the REN property, there is no doubt the character of the mineralization is very similar to that found in the gold deposits to the south of REN and therefore require similar extraction processes to recover the gold.

Mineral Resource and Mineral Reserve Estimates

In 2003 Centerra commissioned McIntosh Engineering Inc. (McIntosh) to undertake a scoping level economic review to assist in further planning for exploration on the REN property including assessing alternatives for carrying out the next phase of exploration activity.

In order to have a basis for a scoping level economic review, McIntosh requested Resource Modeling Incorporated (RMI) to prepare a mineral resource estimate for the JB Zone with a small tonnage included for Zone 24. The resource estimate used information from 146 drill holes containing gold assay values including the first phase drilling in 2003, but not from the wider-spaced drill holes in the more recent drilling which has focused on extending the JB Zone to the south. The mineral resource was estimated without giving any special treatment to individual high-value gold assays, and also with capping those high values at 50 g/t.

RMI 2003 REN Inferred Mineral Resource Estimate				
	Cut-off Grade (g/t Au)	**Tonnes**	**Grade (g/t Au)**	**Gold (ounces)**
Uncapped	5.1	2,300,000	14.3	1,050,000
	8.5	1,900,000	15.7	960,000
Capped	5.1	2,300,000	13.5	1,000,000
	8.5	1,900,000	14.8	900,000

There are no mineral reserve estimates for the REN property.

Mining Operations

Mining operations have not commenced, as the REN property is still in the exploration stage.

Processing and Recovery Operations

Processing and recovery operations have not commenced, as the REN property is still in the exploration stage.

Infrastructure, Permitting and Compliance Activities

Infrastructure, permitting and compliance activities have not commenced, as the REN property is still in the exploration stage.

Capital and Operating Costs

Capital and operating costs are not applicable, as the REN property is still in the exploration stage.

Exploration, Development and Production

The REN property is still considered an exploration stage property and although Barrick purchased the property from Centerra in 2010, the Company is of the understanding that little or no work has been done on the property since the last drill program by Centerra in 2006.

DIVIDENDS

Ely Gold has not declared any dividends in the three most recently completed financial years and has no present intention to pay dividends. Any determination to pay any future dividends will remain at the discretion of the Company's board of directors and will be made taking into account its financial condition and other factors deemed relevant by the board of directors of the Company.

DESCRIPTION OF CAPITAL STRUCTURE & MARKET FOR SECURITIES

Common Shares

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value. As of the date of this AIF, there are 161,251,798 Common Shares issued and outstanding.

Holders of Common Shares are entitled to receive notice of any meetings of shareholders of the Company, to attend and to cast one vote per Common Share at all such meetings. Holders of Common Shares do not have cumulative voting rights with respect to the election of directors and, accordingly, holders of a majority of the Common Shares entitled to vote in any election of directors may elect all directors standing for election. Holders of Common Shares are entitled to receive on a pro rata basis such dividends, if any, as and when declared by the Company's board of directors at its discretion from funds legally available therefor and upon the liquidation, dissolution or winding up of the Company are entitled to receive on a pro rata basis the net assets of the Company after payment of debts and other liabilities. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

The Common Shares are listed and posted for trading on the TSX-V under the symbol "ELY", and are quoted on the "Open Market" of the Frankfurt Stock Exchange under the Symbol "I4U" and on the OTCQX Best Market under the symbol "ELYGF". The following table sets forth information relating to the trading of the Common Shares on the TSX-V for the months indicated.

Month	High (C$)	Low (C$)	Volume
December 2020	$1.28	$1.04	3,454,278
November 2020	$1.40	$1.02	3,486,383
October 2020	$1.37	$1.12	2,828,939
September 2020	$1.55	$1.05	6,391,518
August 2020	$1.81	$1.41	4,841,731
July 2020	$2.05	$1.58	6,507,994
June 2020	$2.09	$1.33	9,925,863
May 2020	$1.62	$0.82	11,502,682
April 2020	$0.94	$0.66	5,320,497
March 2020	$0.90	$0.47	7,566,805
February 2020	$1.02	$0.52	9,028,881
January 2020	$0.70	$0.40	8,738,874
December 2019	$0.46	$0.37	5,776,800
November 2019	$0.43	$0.36	2,271,900
October 2019	$0.47	$0.31	3,008,500
September 2019	$0.39	$0.29	1,178,400
August 2019	$0.47	$0.29	4,147,500
July 2019	$0.38	$0.18	2,649,600
June 2019	$0.20	$0.18	1,854,800
May 2019	$0.20	$0.15	1,476,325
April 2019	$0.20	$0.16	1,224,026
March 2019	$0.20	$0.17	2,139,520
February 2019	$0.18	$0.15	1,105,250
January 2019	$0.17	$0.13	1,186,516

The closing price of the Common Shares on the TSX-V on January 21, 2021 was $1.04

Warrants

As of the date of this AIF, there are 30,723,577 Common Share purchase warrants of the Company issued and outstanding. Each warrant entitles the holder thereof to purchase one Common Share at the exercise price set out below. The following table summarizes warrants granted by the Company since January 1, 2019.

Purpose	Date of Grant	Amount	Exercise Price (C$)	Expiry Date
Acquisition (Lincoln Hill)	12/31/20	1,000,000	$1.69	12/31/22

Acquisition (Railroad-Pinion)	12/29/20	300,000	$1.15	12/29/25
Acquisition (Trenton Canyon)	12/23/20	1,000,000	$1.36	12/23/22
Acquisition (Watershed)	12/8/20	1,000,000	$1.31	12/8/25
Acquisition (Borden Lake)	08/26/20	130,000	$1.37	08/26/25
Agents Warrants	05/21/20	731,250	$0.80	05/21/23
Brokered Private Placement	05/21/20	10,781,250	$1.00	05/21/23
Acquisition (VEK Associates)	05/19/20	2,005,164	$0.62	05/19/22
Acquisition (Jerritt Canyon)	05/12/20	300,000	$0.78	05/12/23
Acquisition (Tonopah West)	4/01/20	600,000	$0.65	4/01/22
Acquisition (McEwen)	03/26/20	100,000	$0.77	03/26/22
Acquisition (Regent Hill Property)	03/13/20	2,000,000	$0.43	03/13/22
LOC Finder's Warrants	11/29/19	300,000	$0.37	11/29/22
LOC Bonus Warrants	11/29/19	16,216,215	$0.37	11/29/21
Acquisition (Lincoln Hill)	09/10/19	500,000	$0.18	09/10/21
Acquisition (Jerritt Canyon)	09/09/19	500,000	$0.18	09/09/22
Sprott Private Placement	06/28/19	2,807,727	$0.30	06/28/22
Finder's Warrants (Private Placement)	01/17/19	10,000	$0.135	01/17/21
Non-Brokered Private Placement	01/17/19	3,000,000	$0.22	01/17/24

Stock Options

The board of directors of the Company established a "rolling" stock option plan (the "**Plan**") reserving for issuance pursuant to the exercise of stock options that number of Common Shares of the Company that is equal to 10% of the issued Common Shares of the Company at the time of any stock option grant. The Plan was most recently approved by shareholders of the Company at the annual general meeting held on May 6, 2020. The Plan provides for the granting of options to directors, officers, employees and consultants of the Company and its subsidiaries. The Plan is administered by the directors of the Company. All options expire on a date determined by the board of directors of the Company, but in any event not later than ten years after the granting of such options.

As of the date of this AIF, there are 9,675,000 stock options of the Company issued and outstanding. Each stock option entitles the holder thereof to purchase one Common Share at the exercise price set out below. The following table summarizes stock options granted by the Company since January 1, 2019.

Date of Grant	Amount	Exercise Price (C$)	Expiry Date
07/19/20	1,000,000	$1.80	07/19/23
04/02/20	1,500,000	$0.68	04/02/25
03/19/20	900,000	$0.57	03/19/22
12/25/19	200,000	$0.43	12/24/24

07/26//19	2,050,000	$0.27	07/26//29
06/26/19	125,000	$0.19	06/26/22

DIRECTORS AND OFFICERS

The following table sets forth the name, province/state and country of residence of, position held with Ely Gold by, principal occupation of, and number and percentage of Common Shares owned by each person who is a director and/or an officer of Ely Gold. Directors are elected at each annual meeting of Ely Gold's shareholders and serve as such until the next annual meeting of shareholders or until their successors are elected or appointed.

Name, Province or State and Country of Residence	**Principal Occupations During the Five Preceding Years**	**Position(s) with the Company**	**Number and Percentage of Common Shares Owned directly or beneficially as at Date of this AIF**
Ronald Husband[(1)(2) (3)] Alberta, Canada	Independent Management Consultant	Director since April 7, 2000	969,945 (0.6%)
C.F. "Trey" Wasser III Texas, USA	President & CEO and Director of Ely Gold Royalties Inc.	Director, President and CEO since June 1, 2010	1,927,215 (1.2%)
Stephen Kenwood[(1)] British Columbia, Canada	President and Director of Majestic Gold Corp. The principal business of Majestic Gold Corp. is production from an open pit gold mine in Shandong, China	Director since October 20, 2010 Corporate Secretary since July 29, 2019	1,603,691 (1.0%)
William Sheriff[(2)(3)] Texas, USA	Executive Chairman of Golden Predator Mining Corp since April 2014 The principal business of Golden Predator Mining Corp is the development of the Brewery Creek Mine in Yukon, Canada Executive Chairman of enCore Energy Corp. since October 2009 The principal business of enCore Energy Corp. is the development of Uranium assets in southwestern United States.	Director since June 19, 2017	70,000 (0.04%)

Thomas Wharton[(1)(2)(3)] Nebraska, USA	Business Consultant	Director since November 20, 2015	1,800,000 (1.13%)
Xavier Wenzel British Columbia, Canada	Certified Professional Accountant	Chief Financial Officer since June 20, 2019	nil
Jerry Baughman Reno, Nevada, USA	Certified Professional Geologist since 1997	President of Nevada Select Royalties, Inc. since July 20, 2016	3,300,000(2.49%)

Notes:

(1) Member of the Audit Committee
(2) Member of the Compensation Committee
(3) Member of the Corporate Governance and Nominating Committee

As of the date of the AIF, the directors and executive officers of the Company, as a group, beneficially owned, directly and indirectly, or exercised control or direction over 9,670,851 Common Shares, representing approximately 5.99% of the total number Common Shares outstanding before giving effect to the exercise of options or warrants to purchase Common Shares held by such directors and executive officers.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Other than described below, to the best of the Company's knowledge, no director or executive officer of the Company is, as at the date hereof, or was within ten (10) years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Company) that,

(i) 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, that was in effect for a period of more than 30 consecutive days, and that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

(ii) 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, that was in effect 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.

Thomas Wharton was a director of Chakana Copper, which was subject to a management cease trade order issued by the BCSC due to a delay in filing financial documents. The cease trade order began on October 1, 2019 and was revoked on November 19, 2019 when the documents were filed.

To the best of the Company's knowledge, no director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to materially affect control of the Company,

(i) is, or within ten years prior to the date hereof has been, 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

(ii) has, within ten years prior to the date hereof, 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.

Other than described below, to the best of the Company's knowledge, no director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to,

(i) 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

(ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Trey Wasser was censored and fined $10,000 by the United States Financial Industry Regulatory Authority (formerly, National Association of Securities Dealers), in 1986, for violating NYSE Rule 405, subsequent to taking instructions from the spouse of the trustee of an account without the trustee's (apparent) knowledge. This occurred in the first year of Trey Wasser's 20-year career in the brokerage business while working for Merrill Lynch and he never had another incident.

Conflicts of Interest

To the best of the Company's knowledge, and other than as disclosed in this AIF, there are no known existing or potential material conflicts of interest between the Company and any director or officer of the Company, except that certain of the directors and officers serve as directors and officers of other public companies and therefore it is possible that a conflict may arise between their duties as a director or officer of the Company and their duties as a director or officer of such other companies.

Directors and officers of the Company also serve as directors and/or officers of other companies involved in natural resource exploration and development or investment in natural resource companies and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders. In addition, each of the

directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth in the BCBCA and other applicable laws.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company is not as of the date of this AIF, and was not during the finical year ended December 31, 2019, a party to any material legal proceedings or regulatory actions. The Company is not aware of any material contemplated legal proceedings involving it or its operations.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No directors, executive officers or principal shareholders of the Company or any associate or affiliate of the foregoing have had any material interest, direct or indirect, in any transactions in which the Company has participated in its three most recently completed financial years or during the current financial year, which has materially affected or is reasonably expected to materially affect the Company, except for the LOC entered into by the Company with 2176423, a control person of the company controlled by Sprott, as described in "*General Development Of The Business*".

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Common Shares and the warrants issued pursuant to the Brokered Private Placement is AST Trust Company (Canada) at its office in Calgary, Alberta.

MATERIAL CONTRACTS

The Company entered into the following material contracts within the financial year ended December 31, 2019, or since such time or before such time that are still in effect, other than in the ordinary course of business:

- a credit agreement dated November 29, 2019 entered into between the Company and 2176423, a company controlled by Sprott, in respect of the LOC. See "*General Development of the Business"* for further details;

- an agency agreement dated May 21, 2020 between the Company and Clarus Securities Inc., Mackie Research Capital Corp. and PowerOne Capital Markets Ltd. in connection with the Brokered Private Placement. See "*General Development of the Business"* for further details; and

- a warrant indenture dated May 21, 2020 between the Company and AST Trust Company (Canada) in connection with the Brokered Private Placement. See "*General Development of the Business"* for further details.

Copies of the above material contracts are available on the Company's profile on SEDAR.

INTERESTS OF EXPERTS

The scientific and technical information contained in this AIF and other filings made by the Company pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations* was reviewed and approved by Stephen Kenwood, P.Geo., a "Qualified Person" as defined in NI 43-101. Mr. Kenwood is a director and officer of the Company and, as of the date of this AIF, he owns approximately 1% of the issued and outstanding Common Shares. Mr. Kenwood performs his review of such disclosure as an employee of the Company and periodically receives stock options of the Company in connection therewith.

Smythe CPA, Chartered Professional Accountants, are the independent auditors of the Company who have issued an independent auditor's report dated April 9, 2020 in respect of the consolidated financial statements of the Company as at December 31, 2019 and December 31, 2018 and for each of the years then ended. Smythe CPA have confirmed with respect to the Company that they are independent within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations.

Joseph A. Kantor and Christopher J. Wyatt, each of Behre Dolbear & Company (USA), Inc., are the authors of the Jerritt Canyon Report and the REN Report and are each a "Qualified Person" as defined in NI 43-101. To the knowledge of the Company, each of the abovementioned individuals and firm hold, as either a registered or beneficial holder, less than one percent of the outstanding securities of the Company. None of the aforementioned individuals or firm received any direct or indirect interest in any securities of Company or of any associate or affiliate of Company in connection with the preparation and review of any technical report. None of the aforementioned individuals or firms, nor any directors, officers or employees of such firm, are currently expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found on the Company's profile 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 is contained in the Company's management information circular of the Company for its more recent annual meeting of securityholders and can be found on the Company's profile on SEDAR at www.sedar.com. Additional financial information is provided in the Company's audited financial statements and management's discussion and analysis for the financial year ended December 31, 2019.