ANNUAL INFORMATION FORM

FOR THE YEAR ENDED DECEMBER 31, 2020

DATED: March 24, 2021

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1. PRELIMINARY INFORMATION

1.1 Date of Information

All information in this Annual Information Form ("**AIF**") is as at December 31, 2020 unless otherwise indicated.

1.2 Forward-Looking Statements

Certain statements contained in this AIF and the documents incorporated by reference herein that are not historical facts constitute "forward-looking statements", including but not limited to those statements with respect to the estimation of mineral resources and the plans and objectives of Treasury Metals Inc. (the "Company" or "Treasury Metals" or "Treasury"). Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes", or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might", or "will" be taken, occur or be achieved.

Forward-looking statements involve known or unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company to be materially different from those projected by such forward-looking statements. Such factors include, among others, the actual results of current exploration activities, access to capital and future prices of precious and base metals and those factors discussed in item 4.9 "Risk Factors" of this AIF.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this AIF, based on the opinions and estimates of management, and, except as may be required by applicable securities laws, the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise. There can be no assurance that the forward-looking statements contained in this AIF, and the documents incorporated by reference herein, will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

1.3 Currency

The Canadian dollar is the reporting currency and currency of measurement of the Company. All monetary amounts are expressed in Canadian dollars unless otherwise indicated.

1.4 Qualified Person

Mark Wheeler, the Company's Director, Projects, is a Qualified Person as defined by National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") and is responsible for the preparation of, and has reviewed and approved, the technical disclosure in this AIF, unless otherwise indicated.

2. CORPORATE STRUCTURE

2.1 Name and Incorporation

The Company was incorporated under the name Divine Lake Exploration Inc. by Articles of Incorporation dated December 31, 1997 under the Business Corporations Act (Ontario) (the "OBCA"). The articles of the Company were amended on November 13, 2007 to change the name of the Company to Treasury Metals Inc. and on March 20, 2008 to remove certain restrictions on the transfer of the Common Shares ("Common Shares") of the Company. Effective as at August 11, 2020, the Company completed the Consolidation of its Common Shares on the basis of three pre-consolidation Common Shares for every one post-consolidation Common Shares (the "Consolidation"). On March 9, 2021, Tamaka amalgamated with its wholly-owned subsidiary, Goldlund Resources Inc. Immediately following the completion of this amalgamation, Tamaka amalgamated with the Company.

The registered and head office of the Company is located at The Exchange Tower, 130 King Street West, Suite 3680, Box 99, Toronto, Ontario M5X 1B1.

The Company is a reporting issuer in Ontario, Alberta and British Columbia. Treasury Metals Inc.'s Common Shares are listed on the Toronto Stock Exchange (the "**TSX**") under the symbol "TML" and on the OTCQX® Best Market under the symbol "TSRMF".

2.2 Intercorporate Relationships

The Company has one wholly owned subsidiary, Goldeye Explorations Limited ("**Goldeye**"), which was acquired in November 2016.

Goldeye has two inactive wholly owned subsidiaries, Minera Goldeye Chile Limitada (incorporated in Chile) and Silvereye Explorations Limited (incorporated under the OBCA).

3. GENERAL DEVELOPMENT OF THE BUSINESS

3.1 Three Year History

Fiscal Year ended December 31, 2018

- On March 7, 2018, the Company was advised by the Canada Revenue Agency (the "**CRA**") that the CRA had made a determination in respect of a flow-through spending audit regarding certain expenditures incurred by the Company in the years 2012, 2013 and 2014 that were characterized as "Canadian Exploration Expenses" ("**CEE**") for the purposes of the *Income Tax Act* (Canada).

- On March 27, 2018, the Company announced initial assay results from its active 15,000-meter infill exploration drilling program at the Company's flagship wholly owned Goliath Gold Project (the "**Goliath Gold Project**").

- At Goliath Gold Project, the Main Zone's infill drill results increased the Company's confidence in the overall resource potential and further supported the Company's understanding that gold continues at depth. The infill results are primarily in the lower extents (400-600 meters) of the central and eastern shoots of the Main Zone drilled from surface. The infill and expansion drilling focused on the outer edges of the known high-grade shoots. This exploration drilling program found that the Main Zone central shoot remained open at depth, as demonstrated in TL17-460 and TL18-464, with the alteration and mineralized envelope intersected at this depth. Drilling highlights include: East Area: TL18-469:

5.04 g/t over 6 meters; TL18-468: 1.41 g/t over 11.6 meters; and, Central area: TL18-467A: 6.60 g/t over 4.2 meters; TL17-422: 4.10 g/t over 5.0 meters including 18.20 g/t over 1.0 meters in the C Zone; TL 17-422: 3.67 g/t over 4.0 meters; TL18-464: 5.77 g/t over 3.0 meters; TL17-460: 4.80 g/t over 3.0 meters.

- On May 1, 2018, the Company adopted a shareholder rights plan and an advance notice by-law.

- On May 14, 2018, the Company announced that it had formally submitted responses to the information requests along with a revised Environmental Impact Statement ("**EIS**") to the Canadian Environmental Assessment Agency ("**CEAA**"). As a normal part of the environmental assessment process on July 6, 2018 CEAA returned a further series of comments and questions as part of the second round of Information Requests ("**IR#2**"). Approximately 95 information requests were submitted as part of IR#2 and encompassed specific topics within the EIS. The Company, along with aid of external consultants, was engaged in a draft review process of the IR#2 responses such that the CEAA would be provided the required information in an expedient manner. The CEAA facilitated a number of technical meetings and conference calls to review draft responses prior to formal submission, which was completed in early 2019.

- On May 30, 2018, the Company announced additional results of its drilling program at the Goliath Gold Project, including 65 g/t Au over 3 metres in high-grade C Zone Shoot from the infill and resource expansion/exploration drilling program at Goliath Gold Project. The Company moved forward on its three objectives in this drilling program, which included: 1) exploration drilling of a downdip potential expansion of the high-grade shoot within the C Zone; 2) infill drilling to convert resources and increase confidence in targeted areas within the Main Zone; and 3) exploration drilling along strike and northeast of the proposed open pit. This represented a continuation from the drill program that began at the beginning of 2018 of which 11,591m in 17 drill holes had been completed. Results from this drill program enhanced the current resource within the mine plan for future design studies and helped define targets for future expansion. Drilling Highlights in C Zone include: TL18-489: 65.78 g/t over 3.00 m including 1.00m at 196.00 g/t. Hole TL18-489, intersected 65.78 g/t over 3.00 m following up on nearby historical holes TL161-14RE which returned 5.47 g/t over 4.00 m, TL17-422 with 4.10 g/t 5.0 0m, and TL16-420 with 2.72 g/t over 6.00 m. The Company's Main Zone drilling targeted key locations within the mine plan with the objective of converting resources from inferred category to indicated category. TL18-474 is located in the west high-grade shoot, which is the least densely drilled shoot, and intersected 7.56 g/t over 7.00 m.

- On June 25, 2018, the Company closed a non-brokered private placement of units, each comprised of one Common Share and one Common Share purchase warrant, for gross proceeds of approximately $5 million.

- On August 1, 2018, the Company announced that its former President and Chief Executive Officer Chris Stewart, had resigned. The Company further announced Greg Ferron's appointment as Interim Chief Executive Officer.

- On August 13, 2018, the Company announced assay results from three active exploration drilling zones at the Goliath Gold Project, including results in the East Resource Target area, down dip within the C Zone shoot, and additional deep Main Zone infill drilling. Highlights included: TL18-499A: 3.81 g/t Au and 34.65 g/t Ag over 13.00 m including 10.17 g/t Au and 120.47 g/t Ag over 3.00 m in the eastern edge of the Main Zone; TL18-494: 111 g/t Au over 1.00 m in the East Resource Target area; TL18-488A: 3.87 g/t Au over 4.70 m including 15.60 g/t Au over 1.00 m in the East Resource Target area; TL18-500 intersected 2.04 g/t Au over 8.40 m, 1.64 g/t Au over 6.00 m and 1.22 g/t Au over 8.00 m in the Main Zone and continued into the C Zone shoot, intercepting 3.70 g/t Au over 4.00 m.

- On October 17, 2018, the Company announced an update mineral resource estimate (the "**2018 Mineral Resource Estimate**") for the Goliath Gold Project. The 2018 Mineral Resource Estimate updated the mineral resource estimate previously disclosed by the Company on August 28, 2015 (the "**2015 Mineral Resource Estimate**") and included results from a database representing an additional 98 diamond drill holes totaling 41,500 m of infill drilling completed between 2016 and 2018. The 2018 Mineral Resource Estimate was completed by independent firm P&E Mining Consultants Inc.

- On November 26, 2018, the Company entered into a binding term sheet with Extract Capital Master Fund Ltd. and Extract Lending LLC (together "**Extract**") to extend the maturity date of the Company's existing convertible term loan (the "**Term Loan**") for three years (the "**Loan Amendment**"). Pursuant to the Loan Amendment, Extract agreed to assume US$2.2 million of the US$4.4 million facility previously held by Loinette Company Leasing Ltd., which agreed to an early payout without penalty. Pursuant to the terms of the Loan Amendment, the Term Loan is convertible, at the election of the holder, into common shares in the capital of the Company (the "**Common Shares**") at a conversion price of CAD$0.36 per Common Share. As consideration for entering the Loan Amendment, the Company granted Extract the following consideration: (i) an extension fee of US$110,000; and (ii) 600,000 Common Share purchase warrants. The Company announced March 10, 2021 that US$2.2 million of the total outstanding US$4.4 million convertible debt was assumed by Sprott Private Resource Lending II (Collector) LP.

- On December 17, 2018, the Company completed a non-brokered private placement of 7,682,075 Common Shares, issued on a flow-through basis, for gross proceeds of $2,074,160.

Fiscal Year ended December 31, 2019

- On January 16, 2019, the Company announced that it had entered into a memorandum of understanding with the Eagle Lake First Nation ("**ELFN**") relating to the Goliath Gold Project for the purposes of facilitating effective communication between the Company and ELFN with respect to the Goliath Gold Project.

- On March 20, 2019, the Company announced that it had entered into an engagement agreement with the Wabauskang First Nation ("**WFN**") for the purposes of establishing a meaningful information sharing and communication roadmap for continued engagement with WFN with respect to the Goliath Gold Project.

- On June 7, 2019, the Company closed: (i) a non-brokered private placements of units, each comprised of one Common Share and one Common Share purchase warrant for gross proceeds of $2,134,620.96; and (ii) a non-brokered private placement of units, each comprised of one Common Share issued on a flow-through basis and one half of a Common Share purchase warrant, for gross proceeds of $1,371,500.

- On June 26, 2019, the Company entered into a memorandum of understanding with the Lac des Mille Lacs First Nation ("**LMLFN**") for the purposes of fostering a strong working relationship between the Company and LMLFN and to advance the interests of each parties with respect to the Goliath Gold Project.

- On August 19, 2019, the CEAA issued a statement announcing that the Goliath Gold Project may proceed as outlined in the environmental assessment report that had been submitted by the Company. This decision of the CEAA stated that the Company may proceed with obtaining the final permits and authorizations required to begin construction.

- On October 24, 2019, Treasury Metals announced results of its IP survey program on Goliath Gold Project. The Company's IP survey determined that zones that host mineralization are extending to depth and along strike. The Company completed a total of 15 drill holes with maximum vertical depths ranging from 100 to 525 metres below surface along a strike length of 1.2 kilometres. Additional focused downhole surveys were completed to increase the resolution of these results.

- In October 2019, the Company completed a soil gas hydrocarbon sampling program extending approximately 10 kilometres along strike to the easternmost edge of the boundary of the Goliath Gold Project.

- On November 21, 2019, the Company closed a bought deal private placement offering of units, each comprised of one Common Share issued on a flow-through basis and one half of a Common Share purchase warrant, for gross proceeds of $2,795,223.

- On Dec. 16, 2019, Treasury Metals announced the commencement of a 15,000 metre diamond drilling program with two rigs at the Goliath Gold Project.

Fiscal Year ended December 31, 2020

- On January 13, 2020, the Company announced the assay results from the initial nine holes of its 15,000 metre exploration program, including results from the Eastern C Zone and Main Zone targets at the Goliath Gold Project. Highlights included TL19-505: 7.4 g/t Au over 6.3 m including 10.13 g/t Au over 4.0 m in the Main Zone; the Eastern C Zone exploration target – TL19-503: intersecting 14.8 g/t Au over 7.0 m including 101.0 g/t over 1.0 m; TL19-502: 5.2 g/t Au over 7.0 m in the Main Zone. Targeting the Eastern C Zone - TL19-506: 14.6 g/t Au over 1.0 m, 11.8 g/t over 1.0 m, and 8.13 g/t over 1.0 m intersecting in a newly discovered lens of high-grade mineralization east of the existing resource area. The C Zone intersected a wide, lower grade halo of gold mineralization (6.8 m at 1.35 g/t).

- On March 5, 2020, the Company announced additional assay results from its expansion drilling in the Eastern C Zone and Infill drilling in the Main Zone at the Goliath Gold Project. The results demonstrated further delineation of the C Zone East shoot approximately 200 metres from the easternmost Main Zone shoot. Highlights included: C Zone East hole TL20-520 intersecting 1.35 g/t over 14.7 m including 6.0 g/t Au over 2.0 m and approximately 15 m further down the hole 65.2 g/t Au over 3.0 m including 193 g/t over 1.0 m; TL20-522 intersecting 2.26 g/t over 15.0 m including 6.48 g/t over 4.0 m in the Main Zone Measured Infill program; TL20-515 intersecting 5.4 g/t Au over 4.0 m including 20.9 g/t Au over 1.0 min the new Main Zone area along strike; and TL19-513 intersecting 2.0 g/t Au over 4.0 m; TL20-521 intersecting 0.92 g/t Au over 26.0 m including 6.2 g/t Au over 1.0 m and 1.9 g/t Au over 4.0 min the Main Zone Measured Infill program.

- On March 10, 2020, the Company announced first assay results from its expansion drilling in the Eastern Main Zone and additional assays from the Infill drilling in the Main Zone at the Goliath Gold Project located in northwestern Ontario. Highlights included: TL20-524 intersecting 3.4 g/t over 20.8 m including 9.1 g/t Au over 4.0 m in the Main Zone Infill program; TL20-524 exhibiting anticipated results of an extended mineralized zone with high-grade assays; expansion drill hole TL20-517 intersecting 4.6 g/t Au over 4.4 m in the Main Zone and 10.6 g/t Au over 1.0 m in a hanging wall zone; and expansion drill hole TL20-512 intersecting 3.0 g/t Au over 7.0 m including 5.4 g/t Au over 3.4 m.

- On April 2, 2020, the Company announced technical program updates at the Goliath Gold Project in northwestern Ontario, including additional Main Zone drilling results. Highlights included: TL20-523 intersecting 6.3 g/t Au over 19.5 m including 9.7 g/t Au over 12.0 m in the Main Zone Central Shoot;

TL20-525 intersecting 4.8 g/t Au over 9.0 m including 10.1 g/t Au over 4.0 m in the Main Zone East Shoot; TL20-522 intersecting 2.9 g/t Au over 4.9 m in the Main Zone Central Shoot. The Company also announced results from its soil gas hydrocarbon program, which focused on surface sampling areas along strike to the east of the main resource area, including the large regional fold structure to the northeast and part of the eastern limb of the fold.

- On May 19, 2020, the Company announced completion of approximately 10,000 metres of the 15,000 metre program. Results included: targeting the Eastern Shoot of the Main Zone, hole TL20-527 found two significant intervals: 7.0m at 7.0 g/t Au including 1.0m at 40.6 g/t Au and 10.0m at 2.9 g/t Au including 1.0m at 10.4 g/t Au. These intersections occur approximately 20 metres down-dip of hole TL20-510 which (see press release dated January 13, 2020) assays returned 5.0m at 11.9 g/t Au including 1.0m at 49.6 g/t Au based on the newly obtained metallic screen fire; the C-Zone East target hole TL20-519 also found a significant intersection of 8.6 m at 1.3 g/tAu including 1.0 m at 7.1 g/t Au.

- On June 3, 2020, the Company announced it had entered into a definitive share purchase agreement with First Mining Gold Corp. ("**First Mining**") pursuant to which Treasury will acquire all of the issued and outstanding shares of Tamaka Gold Corporation, a wholly-owned subsidiary of First Mining that owns a 100% interest in the Goldlund Gold Project, located adjacent to Treasury's Goliath Gold Project.

- On July 7, 2020, the Company announced the closing of a private placement of subscription receipts ("**Subscription Receipts**") for gross proceeds of approximately $11.52 million. This private placement was completed in connection with the Goldlund Acquisition (See Section 4.1 Goldlund).
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- The Company additionally announced on July 7, 2020, the results from a drill program underway at the Goldlund Gold Project. The results were from 13 holes in the northeast portion of the Goldlund deposit. Highlights included: hole GL-20-018 intersecting 5.42 grams per tonne gold over 10.0 m including 22.03 g/t Au over 2.0 m; hole GL-20-025 intersecting 1.82 g/t Au over 31.2 m including 3.08 g/t Au over 16.0 m and 20.12 g/t Au over 1.0 m; hole GL-20-027 intersecting 1.39 g/t Au over 38.7 m including 5.22 g/t Au over 1.6 m and 19.54 g/t Au over 1.3 m; and hole GL-20-028 intersecting 2.51 g/t Au over 22.0 m including 3.58 g/t Au over 15.0 m, 5.46 g/t Au over 9.6 m and 24.08 g/t Au over 1.6 m.

- On July 16, 2020, the Company announced that Goldeye, its wholly owned subsidiary, had sold an aggregate of 208 unpatented mining claims located in the Shining Tree District in Northern Ontario to Platinex Inc. ("**Platinex**") along with three net smelter royalties. In consideration for these assets, Platinex issued to the Company 12,500,000 common shares of Platinex and 5,000,000 non-transferable common share purchase warrants, each warrant being exercisable to purchase one common share of Platinex at a price of $0.05 per share for a period of 24 months from the date of its issuance. Following this transaction, the Company held approximately 10.633% of the issued and outstanding share capital of Platinex.

- On August 4, 2020, the Company announced results from the 2019-2020 drill program at the Goldlund Gold Project. Drilling by then owner TSX listed First Mining Gold Corp. ("**First Mining**") focused on delineating mineralization in the eastern portion of the defined resource area at Goldlund.

- On August, 7, 2020, the Company announced the closing of a share purchase agreement with First Mining, pursuant to which the Company acquired all of the issued and outstanding share capital of Tamaka Gold Corporation ("**Tamaka**"), a wholly-owned subsidiary of First Mining holding a 100% interest in Goldlund (the "**Goldlund Acquisition**"). Pursuant to the Goldlund Acquisition, the Company granted First Mining: (i) 43,333,333 Common Shares (on a post-Consolidation basis); (ii) 11,666,667 Common Share purchase warrants (on a post-Consolidation basis); and (iii) 1.5% net

smelter returns royalty over all claims comprising Goldlund; and (iv) the right to receive milestone cash payments in the aggregate amount of $5 million.

- Effective as at August 11, 2020, the Company consolidated its Common Shares on the basis of three pre-consolidation Common Shares for every one post-consolidation Common Shares (the "**Consolidation**").

- On November 23, 2020, the Company announced that it had commenced an initial 10,000 metre winter drilling program as the first phase of its overall program at Goldlund.

Expectations for 2021 Fiscal Year

Following the acquisition of the Goldlund Gold Project, the fundamental business objective of Treasury Metals has expanded to incorporate the advancement of the Goliath Gold Complex, which includes the Goliath, Goldlund and Miller projects, to a construction decision. The Company is initiating a pre-feasibility study ("**PFS**") that will further evaluate the development alternatives for the project and refine capital and operating cost estimates. The company went out to bid for the completion of a Pre-Feasibility level study work as recommended within the PEA. In the second quarter 2021, bids are expected to be evaluated with consultants chosen to initiate the study work. Technical work is already underway in support of the PFS in order to ensure that the project advances as rapidly as possible. As part of the PFS work, the Company is preparing the geological resources in advance of a potential declaration of reserves within the Goliath Gold Complex. This preparation includes the expediting of infill drilling that will look to convert Inferred ounces within the current PEA mine plan while growing the Measured and Indicated resources that may add additional resources for potential mining.

In addition, the Company has planned an exploration program that will evaluate certain attractive near-mine targets, including the Miller Project, a potential satellite deposit that is located to the northeast of the Main Zone of the Goldlund Gold Project.

Treasury Metals received federal government approval under the Canadian Environmental Assessment Act, 2012 (CEAA, 2012) for the Goliath Gold Project in August 2019, with the Minister of Environment and Climate Change Canada concluding the Project is not likely to cause significant adverse environmental effects. Throughout 2021, Treasury Metals will work with the Federal Government and our Indigenous partners to revise the Goliath Gold Project Description, to reflect processing of ore from the Goldlund and Miller Projects. Concurrently, Treasury Metals intends to initiate the mine development phase of the Project and will commence Provincial permitting and approvals processes.

Baseline data collection for the Goldlund Project is underway and is expected to be completed within 12 months. Treasury Metals has not collected any baseline data from the Miller Project to date; however, the Company anticipates this will be done in the immediate near future. Based on current proposed design, neither the Goldlund Project nor Miller Project are expected to require completion of a Federal Impact Assessment under the new Impact Assessment Act. However, baseline data for these Projects will be required to support Provincial permitting and approvals processes, including potential Provincial EAs.

The approach to environmental studies, permitting and approvals, and impact assessment for the Goliath Gold Complex will continue to be to treat the Goliath, Goldlund and Miller deposits as three distinct projects, with the schedule for the Goliath Gold Project ahead of the schedule for the Goldlund and Miller Projects.

3.2 Significant Acquisitions

The Goldlund Acquisition represented a "significant acquisition" to the Company for the purposes of Part 8 of National Instrument 51-102 – *Continuous Disclosure Obligations*. Accordingly, the Company filed a business acquisition report on October 1, 2020, in respect of the Goldlund Acquisition, which is available on the Company's profile on SEDAR and www.sedar.com.

4. GENERAL DESCRIPTION OF THE BUSINESS

4.1 General Overview

Treasury Metals is a Canadian-based mineral exploration and development company, with a growth-oriented strategy focused on expanding its gold resources, developing its Canadian mineral properties and potentially acquiring additional advanced gold projects in the Americas. The Company's flagship asset is the Goliath Gold Complex, an advanced stage, high-grade gold deposit near Dryden, Ontario (the "**Goliath Gold Complex**") which includes the Goliath Gold, Goldlund and the Miller projects.

Goliath Gold Project

The Goliath Gold Project ("**Goliath**") is located in the Kenora Mining Division in northwestern Ontario, about 20 kilometres east of the City of Dryden and 325 kilometres northwest of the port city Thunder Bay, Ontario, Canada. Goliath consists of approximately 7,601 hectares (approximately 76 km^2) and covers portions of Hartman and Zealand townships. Goliath is comprised of two historic properties, now consolidated under the common name "Goliath Gold Project", which consists of: the larger Thunder Lake Property, purchased from Teck Resources and Corona Gold Corp., and the Goliath Property, transferred to the Company from Laramide Resources Ltd. Goliath has been expanded from its original size through the staking of mining claims, land purchases and option agreements. The Project is held 100% by the Company, subject to certain underlying royalties and payment obligations on certain patented land parcels, totalling about $105,000 per year.

Goldlund

On August 7, 2020, the Company closed the Goldlund Acquisition, pursuant to which the Company acquired all of the issued and outstanding shares of Tamaka, a corporation holding a 100% interest in the Goldlund Gold Project ("**Goldlund**"), located adjacent to Goliath Gold Project. On March 9, 2021, the Company completed an amalgamation with Tamaka, resulting in the Company holding a 100% interest in Goldlund directly.

Goldlund hosts a large near-surface gold resource estimated to contain 840,000 ounces of gold in the Indicated category, plus 311,000 ounces of gold in the Inferred category and also includes 79,000 ounces of gold at the Miller Project in the Inferred category all within a 271 km^2 property package located directly to the northeast of Goliath. The close proximity of the projects, combined with well-developed infrastructure in the region, is expected to generate co-development synergies as the properties are advanced in tandem.

Lara Polymetallic Project

The Lara Polymetallic Project (the "**Lara Project**"), located in the southern region of Vancouver Island, lies about 75 kilometres north of Victoria, 15 kilometres northwest of Duncan and about 12 kilometres west

of the Village of Chemainus, Victoria Mining Division, British Columbia, Canada. The Lara Project was comprised of 90 mineral claims at the end of 2013. The Project consists of 59 mineral claims.

Weebigee-Sandy Lake Gold Project Joint Venture

The Company holds the Weebigee Project (the "**Weebigee Project**") through Goldeye, its wholly owned subsidiary. Weebigee is a high-grade gold project located near Sandy Lake in northwestern Ontario. Goldeye's most recent 2019 exploration program by its then optionee, reported significant gold results, following an earlier 2014 Goldeye work program consisting of a 2,200 metre shallow drill program. The Weebigee Project was subject to an option agreement between Sandy Lake Gold Inc. (renamed G2 Goldfields Inc.) and Goldeye. In late 2020, G2 Goldfields completed the expenditures required per the Option Agreement for them to earn-in to a 50.1% ownership of the project and a joint venture agreement between G2 Goldfields and Treasury Metals was executed reflecting the 50.1% and 49.9% ownerships. G2 Goldfields will continue as operator of the project. The Weebigee-Sandy Lake Gold Project Joint Venture is a grassroots property.

4.2 Specialized Skill and Knowledge

Most aspects of the Company's business require specialized skills and knowledge. Such skills and knowledge include the areas of geology, exploration, development, construction, production and accounting. The Company has a number of executive officers and employees with extensive experience in mining, geology, metallurgy, exploration and development in Canada and elsewhere, as well as executive officers and employees with relevant accounting experience.

4.3 Competitive Conditions

As a mineral exploration and development company, the Company may compete with other entities in the mineral exploration and development business in various aspects of the business including: (a) seeking out and acquiring mineral exploration and development properties; (b) obtaining the resources necessary to identify and evaluate mineral properties and to conduct exploration and development activities on such properties; and (c) raising the capital necessary to fund its operations. The mining industry is intensely competitive in all its phases, and the Company may compete with other companies that have greater financial resources and technical facilities. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future or to raise the capital necessary to continue with operations.

4.4 Cycles

The mineral exploration business is subject to mineral price cycles. The marketability of minerals and mineral concentrates and the ability to finance the Company on favourable terms is also affected by worldwide economic cycles.

4.5 Environmental Protection

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous materials and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its properties that may result in material liability to the Company.

4.6 Bankruptcy and Similar Procedures

The Company is not subject to any bankruptcy, or any receivership or similar proceedings against it or any of its subsidiaries or any voluntary bankruptcy, receivership or similar proceedings by it or any of its subsidiaries within the three most recently completed financial years or the current financial year.

4.7 Social and Environmental Policies

At its current stage of development and activities (i.e., drilling, prospecting and development), the Company has limited financial obligations in meeting applicable environmental standards. This will change as the Company advances its projects. Environmental regulations that are applicable to the Company cover a wide variety of matters, including, without limitation, prevention of waste, pollution and protection of the environment, labour regulations and worker safety. While the Company does not currently expect the impact of costs and other effects related to compliance with environmental, health and safety regulations to have a material adverse effect on the Company's financial condition or results of operations, such regulations are evolving in a manner which is likely to result in stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their directors and employees. Such stricter standards could impact the Company's costs and have an adverse effect on results of operations. Furthermore, an environmental, safety or security incident could impact the Company's reputation in such a way that the result could have a material adverse effect on its business and on the value of its securities.

4.8 Employees

The Company had 16 employees as at December 31, 2020.

4.9 Risk Factors

The Company, and the Common Shares, should be considered a highly speculative investment and investors should carefully consider all of the information disclosed in this Annual Information Form prior to making an investment in the Company. In addition to the other information presented in this Annual Information Form, the following risk factors should be given special consideration when evaluating an investment in any of the Company's securities. These risks are not the only risks facing the Company. Additional risks and uncertainties not currently known to the Company or that management currently deems to be immaterial, may also materially affect the Company's business, financial condition and/or future results.

Global Health Conditions

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. Global financial conditions remain subject to sudden and rapid destabilizations in response to future events, as government authorities may have limited resources to respond to future crises.

The COVID-19 pandemic crisis and a continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, government-imposed restrictions, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the

Corporation and its business. Future crises may be precipitated by any number of causes, including additional epidemic diseases, natural disasters, geopolitical instability, changes to energy prices and/or sovereign defaults. If increased levels of volatility continue, or in the event of a rapid destabilization of global economic conditions, it may result in a material adverse effect on commodity prices, demand for metals, including demand for gold, the availability of credit, investor confidence, and general financial market liquidity, all of which may adversely affect the Corporation's operations and business and the market price of the Corporation's securities. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiaries in future periods.

The Company faces numerous exploration, development and operating risks.

Although the Company's activities are directed towards the development of mineral deposits, its activities also include the exploration for and development of mineral deposits.

The exploration for and development 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 that are explored are ultimately developed into producing mines. Major expenses 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 Company will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices that are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

There is no certainty that the expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries of commercial quantities of ore.

To date, the Company is considered to be a development stage company and has not recorded any revenues from its exploration and development activities nor has the Company commenced commercial production on any of its properties. There can be no assurance that the Company will commence commercial production, generate any revenues or that the assumed levels of expenses will prove to be accurate.

The development of the Company's properties will require the commitment of substantial resources to complete exploration programs and to bring the properties into commercial production. There can be no assurance that the Company will be profitable in the future. The Company's operating expenses and capital expenditures may increase in subsequent years as needed consultants, personnel and equipment associated with advancing exploration, development and commercial production of its properties are added. The amounts and timing of expenditures will depend on the progress of ongoing development, the results of consultants' analyses and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners, the Company's acquisition of additional properties and other factors, some of which are beyond the Company's control.

If mineral resource estimates are not accurate, production may be less than estimated which would adversely affect the Company's financial condition and result of operations.

Mineral resource estimates are imprecise and depend on geological analysis based partly on statistical inferences drawn from drilling, and assumptions about operating costs and metal prices, all of which may prove unreliable. The Company cannot be certain that the resource estimates are accurate and cannot

guarantee that it will recover the indicated quantities of metals if commercial production is commenced. Future production could differ dramatically from such estimates for the following reasons: mineralization or formations at the properties could be different from those predicted by drilling, sampling and similar examinations; declines in the market price of gold may render the mining of some or all of the resources uneconomic; and the grade of ore may vary significantly from time to time and the Company cannot give any assurances that any particular quantity of metal will be recovered from the resources. The occurrence of any of these events may cause the Company to adjust the resource estimates or change its mining plans, which could negatively affect the Company's financial condition and results of operation.

The Company's exploration and development properties may not be successful and are highly speculative in nature.

Exploration for gold is highly speculative in nature. The Company's exploration activities involve many risks, and success in exploration is dependent upon a number of factors including, but not limited to, quality of management, quality and availability of geological expertise and the availability of exploration capital. The Company cannot give any assurance that its current or future exploration efforts will result in the discovery of a mineral reserve or new or additional mineral resources, the expansion of current resources or the conversion of mineral resources to mineral reserves.

As well, mineral deposits, even though discovered, may be insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by additional factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment and other factors, which may make a mineral deposit unprofitable to exploit.

The Company's mineral properties are in the exploration and development stages and are without known bodies of mineral reserves, although a mineral resource has been established on the Goliath Gold Project. Development of such projects will only follow upon obtaining satisfactory exploration results and the completion of feasibility or other economic studies.

The risks and hazards associated with mining and processing may increase costs and reduce profitability in the future.

Mining and processing operations involve many risks and hazards, including among others: environmental hazards; mining and industrial accidents; metallurgical and other processing problems; unusual and unexpected rock formations; flooding and periodic interruptions due to inclement or hazardous weather conditions or other acts of nature; mechanical equipment and facility performance problems; and unavailability of materials, equipment and personnel. These risks may result in: damage to, or destruction of, the Company's properties or production facilities; personal injury or death; environmental damage; delays in mining; increased production costs; asset write downs; monetary losses; and legal liability.

The Company cannot be certain that its insurance will cover the risks associated with mining or that it will be able to obtain or maintain insurance to cover these risks at affordable premiums. The Company might also become subject to liability for pollution or other hazards against which it cannot insure or against which the Company may elect not to insure because of premium costs or other reasons. Losses from such events may increase costs and decrease profitability.

The Company may experience higher costs and lower revenues than estimated due to unexpected problems and delays.

New mining operations often experience unexpected problems during the development and start-up phases and such problems can result in substantial delays in reaching commercial production. Delays in construction or reaching commercial production in connection with the Company's development of its mines would increase its operating costs and delay revenue growth.

Future exploration at Company's projects or elsewhere may not result in increased mineral resources.

The Company intends to upgrade and expand its existing resource base by surface and underground drilling in the immediate vicinity of the presently defined mineral resources. Mineral exploration involves significant risks over a substantial period of time, which even with a combination of careful evaluation, experience and knowledge may not eliminate. Even if the Company discovers a valuable deposit of minerals, it may be several years before production is possible and during that time, it may become economically unfeasible to produce those minerals. There is no assurance that current or future exploration programs will result in any new economically viable mining operations or yield new resources to replace and expand current resources.

The Company's vulnerability to changes in metal prices may cause its share price to be volatile and may affect the Company's operations and financial results.

If the Company commences production, the profitability of the Company's operations will be dependent upon the market price of mineral commodities. Metal prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, the world supply of mineral commodities and the stability of exchange rates, can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The price of mineral commodities has fluctuated widely in recent years and future price declines could cause commercial production to be impracticable, thereby having a material adverse effect on the Company's business, financial condition and results of operations. Furthermore, reserve calculations and life-of-mine plans using significantly lower metal prices could result in material write-downs of the Company's investment in mining properties and increased amortization, reclamation and closure charges. In addition to adversely affecting the Company's reserve estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

The Company is subject to extensive environmental legislation and the costs of complying with these regulations may be significant. Changes in environmental legislation could increase the costs of complying with applicable regulations and reduce levels of production.

All phases of the Company's operations are subject to environmental regulation. There is no assurance that existing or future environmental regulation will not materially adversely affect the Company's business, financial condition and results of operations.

Environmental legislation relating to land, air and water affects nearly all aspects of the Company's operations. This legislation requires the Company to obtain various operating licenses and also imposes standards and controls on activities relating to exploration, development and production. The cost of obtaining operating licenses and abiding by standards and controls on its activities may be significant. Further, if the Company fails to obtain or maintain such operating licenses or breaches such standards or controls imposed on its activities, it may not be able to continue its operations in its usual manner, or at all, or the Company may be subject to fines or other claims for remediation which may have a material adverse impact on its operations or financial results. While the Company is unaware of any existing material environmental liabilities, it cannot guarantee that no such liabilities currently exist or will occur in the future.

Changes in environmental laws, new information on existing environmental conditions or other events may increase future compliance expenditures or otherwise have a negative effect on the Company's financial condition and results of operations. In addition to existing requirements, it is expected that other

environmental regulations will likely be implemented in the future with the objective of further protecting human health and the environment. Some of the issues currently under review by environmental agencies include reducing or stabilizing air emissions, mine reclamation and restoration, and water quality. Other changes in environmental legislation could have a negative effect on production levels, product demand, product quality and methods of production and distribution. The complexity and breadth of these issues make it difficult for the Company to predict their impact. The Company anticipates capital expenditures and operating expenses will increase as a result of compliance with the introduction of new and more stringent environmental regulations. Failure to comply with environmental legislation may result in the issuance of clean up orders, imposition of penalties, liability for related damages and the loss of operating permits. While the Company believes it is in material compliance with existing environmental legislation, it cannot give assurances that it will, at all future times be in compliance with all federal and state environmental regulations or that steps to bring the Company into compliance would not have a negative effect on its financial condition and results of operations.

Government approvals and permits are currently, or may in the future be, required in connection with the Company's operations. To the extent such approvals are required and are not granted, the Company may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties.

Compliance with current and future government regulations may cause the Company to incur significant costs and slow its growth.

The Company's activities are subject to extensive laws and regulations governing matters relating to occupational health, labour standards, prospecting, exploration, production, exports and taxes. Compliance with these and other laws and regulations could require the Company to make significant capital outlays which may slow its growth by diverting its financial resources. The enactment of new adverse regulations or regulatory requirements or more stringent enforcement of current regulations or regulatory requirements may increase costs, which could have an adverse effect on the Company. The Company cannot give assurances that it will be able to adapt to these regulatory developments on a timely or cost effective basis. Violations of these regulations and regulatory requirements could lead to substantial fines, penalties or other sanctions.

The Company is required to obtain and renew governmental permits and licences in order to conduct mining operations, which is often a costly and time-consuming process.

In the ordinary course of business, the Company will be required to obtain and renew governmental permits and licenses for the operation and expansion of existing operations or for the commencement of new operations. Obtaining or renewing the necessary governmental permits is a complex and time-consuming process. The duration and success of the Company's efforts to obtain and renew permits and licenses are contingent upon many variables not within its control including the interpretation of applicable requirements implemented by the permitting or licensing authority. The Company may not be able to obtain or renew permits and licenses that are necessary to its operations or the cost to obtain or renew permits and licenses may exceed what the Company expects. Any unexpected delays or costs associated with the permitting and licensing process could delay the development or impede the operation of the Company's projects which could adversely affect the Company's revenues and future growth.

The exploration and development of the Company's properties, including continuing exploration and development projects, and the construction of mining facilities and commencement of mining operations, will require substantial additional financing.

Failure to obtain sufficient financing will result in a delay or indefinite postponement of exploration, development or production on any or all of the Company's properties or even a loss of a property interest. Additional financing may not be available when needed or, if available, the terms of such financing might not be favourable to the Company and might involve substantial dilution to existing shareholders. Failure

to raise capital when needed would have a material adverse effect on the Company's business, financial condition and results of operations.

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 the Company's operations, financial condition and results of operations.

There is no guarantee that title to any of the Company's mineral properties will not be challenged or disputed or that the term of the Company's mineral rights can be extended or renewed.

Title to, and the area of, mineral concessions may be disputed. Although the Company believes it has taken reasonable measures to ensure proper title to its properties, there is no guarantee that title to any of its properties will not be challenged or impaired. While the Company intends to take all reasonable steps to maintain title to its mineral properties, there can be no assurance that the Company will be successful in extending or renewing mineral rights on or prior to expiration of their term.

If the Company loses key personnel or is unable to attract and retain additional personnel, the Company's mining operations and prospects could be harmed.

Recruiting and retaining qualified personnel is critical to the Company's success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, additional key financial, administrative and mining personnel as well as additional operations staff will be required. Although the Company believes it will be successful in attracting, training and retaining qualified personnel, there can be no assurance of such success. If the Company is not successful in attracting, training and retaining qualified personnel, the efficiency of operations may be affected.

The mining industry is intensely competitive in all of its phases and the Company competes with many companies possessing greater financial and technical resources than it does.

Competition in the precious metals mining industry is primarily for mineral rich properties that can be developed and produced economically; the technical expertise to find, develop, and operate such properties; the labour to operate the properties; and the capital for the purpose of funding such properties. Many competitors not only explore for and mine precious metals, but conduct refining and marketing operations on a global basis. Such competition may result in the Company being unable to acquire desired properties, to recruit or retain qualified employees or to acquire the capital necessary to fund its operations and develop its properties. Existing or future competition in the mining industry could materially adversely affect the Company's prospects for mineral exploration and success in the future.

Indigenous Nations Rights and Consultation Issues

Indigenous treaty rights may be claimed with respect to Crown properties or other types of tenure with respect to which mining rights have been conferred. The Crown has been notified by several Indigenous groups that they assert the area comprising the Company's mineral properties to be within their traditional territories and accordingly, they assert the right to be consulted by the Crown prior to the issuance of any approvals or permits and to discuss whether any disruption to their Section 35 rights can be avoided or mitigated. These processes may affect the ability of the Company to pursue exploration, development and mining at its properties. The legal basis of such claims is a matter of considerable legal complexity and the impact of the assertion of such land claims cannot be predicted with any degree of certainty at this time. No

assurance can be given that the Company's operations will not be delayed or hindered by any potential claims. In addition, no assurance can be given that any recognition of Indigenous rights whether by way of a negotiated settlement or by judicial pronouncement would not delay or even prevent the Company's exploration, development or mining activities. Managing these issues is an integral part of exploration, development and mining in Canada, and the Company is committed to managing these issues effectively.

There is no guarantee that the Company will receive financing to complete the development of the project.

Although the Company believes that sufficient funding will be available to complete the development of the Project, funding is dependent on market conditions that could change and result that funding could be delayed or unavailable.

There is no guarantee the Company will fulfill its spending commitments from its flow-through financings.

There is no guarantee that the Company's spending on the exploration and development will be considered as eligible flow-through expenditures by the Canada Revenue Agency. Although the Company believes it has and will take reasonable measures to ensure that expenditures claimed as flow-through eligible are correct, these expenditures are often audited and challenged by the tax authorities.

5. MINERAL PROJECTS

The Company's principal mineral project is the Goliath Gold Complex, located near Dryden, Ontario. For the purposes of the mineral project disclosure required to be included in this AIF, the Goliath Gold Complex is the Company's sole material property.

The information provided below in respect of the Goliath Gold Complex, specifically under the heading "*2021 Technical Report Executive Summary*", is directly excerpted from the technical report (as defined in NI 43-101) entitled "N.I. 43-101 Technical Report & Preliminary Economic Assessment of the Goliath Gold Complex" dated March 10, 2021 with an effective date of January 28, 2021 (the "**2021 Technical Report**").

The 2021 Technical Report was completed by Ausenco together with other technical consultants. The affiliation and areas of responsibility for each of the Qualified Persons involved in preparing the Technical Report, are as follows: Mr. Tommaso Roberto Raponi, P.Eng – Qualified Person for Processing and Metallurgy; Mr. Pierre Desautels, P.Geo. – Qualified Person for Goliath Mineral Resource Evaluation; Mr. Christopher Keech, P.Geo – Qualified Person for Goldlund Mineral Resource Evaluation; Mr. Paul Daigle, P.Geo – Qualified Person for Miller Resource Evaluation; Mr. Gordon Zurowski, P.Eng – Qualified Person for Mine Engineering and Costing; Reagan McIsaac, Ph.D., P.Eng. – Qualified Person for Tailings Management; Sheila Daniel, P.Geo. – Qualified Person for Closure and Closure Costing, By virtue of their education, membership to a recognized professional association and relevant work experience, Mr. Tommaso Roberto Raponi, Mr. Pierre Desautels, Mr. Christopher Keech, Mr. Paul Daigle, and Mr. Gordon Zurowski, are independent Qualified Persons as defined under NI 43-101. Tomasso Roberto Raponi, P. Eng., Gordon Zurowski, P. Eng., Pierre Desaultels, P. Geo., Paul Daigle, P. Geo., Chris Keech, P. Geo., Reagan McIsaac, Ph.D., P. Eng. and Mackenzie Denyes, Ph.D., P. Geo., the "qualified persons" responsible for the executive summary section of the 2021 Technical Report, has read and consented to the use, public disclosure and filing of the scientific and technical information excerpted therefrom below, under the heading "*2021 Technical Report Executive Summary*".

The conclusions, projections and estimates included in this description are subject to the qualifications,

assumptions and exclusions set out in the 2021 Technical Report, except as such qualifications, assumptions and exclusions may be modified in this AIF. We recommend you read the 2021 Technical Report in its entirety to fully understand the project. The 2021 Technical Report may be found on SEDAR at www.sedar.com.

2021 Technical Report Executive Summary

Introduction

This report was prepared by Ausenco Engineering Canada Inc. (Ausenco) for Treasury Metals Inc. (Treasury Metals) to summarise the results of a preliminary economic assessment (PEA) of the Goliath Gold Complex. The report was prepared in compliance with the Canadian disclosure requirements of NI 43-101 and in accordance with the requirements of Form 43-101 F1.

The PEA was prepared in accordance with NI 43-101 Standards of Disclosure for Mineral Projects. Readers are cautioned that the PEA report is preliminary in nature.

The NI 43-101 responsibilities of the engineering consultants are as follows:

- Ausenco was commissioned by Treasury Metals to manage and coordinate the work related to the NI 43-101. Ausenco also developed the PEA-level design and cost estimate for the process plant and general site infrastructure.

- AGP Mining Consultants (AGP) was commissioned to complete the mineral resource estimate for the Goliath and Miller projects, and to design the open pit and underground mine plan, mine production schedule, and mine capital and operating costs.

- CGK Consulting Services (CGK) was commissioned to complete the mineral resource estimate for the Goldlund project.

- Knight-Piesold (KP) was commissioned to develop the PEA-level design and cost estimate for the tailings storage facility and sitewater management infrastructure.

Terms of Reference

The report supports disclosures by Treasury Metals in a news release dated February 2, 2021 entitled Treasury Metals Announces Positive Preliminary Economic Assessment for Goliath Gold Complex.

Mineral resources and mineral reserves are reported in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum (CIM) Definition Standards for Mineral Resources and Mineral Reserves (2014) and the CIM Estimation of Mineral Resources and Mineral Reserves Best Practice Guidelines (2019).

The Goliath Gold Complex area contains three deposits: Goliath, Goldlund and Miller. Treasury Metals owns 100% of Goliath Gold Complex.

Property Description and Location

The Goliath Gold Complex location is presented in Figure 1-1. The Goliath property covers approximately 7,601 ha and is defined by mineral and surface rights that are 100% held by Treasury Metals. Of this total, the mineral rights cover approximately 7,511 ha:

Figure 1-1: Location of the Goliath Gold Complex Source: Treasury Metals (2021).

The Goliath property has one deposit the Goliath deposit, and is located as follows:

- on 1:50,000 scale NTS Mapsheets 052F/09 (Dyment), 10 (Wabigoon), 15 (Dryden), and 16 (Big Sandy Lake)
- at approximately 49”45.4’ North and 92”33.0’ West
- at approximately 532,441 mE; 5,511,624 mN, Zone 15U (NAD83 datum) Universal Transverse Mercator (UTM) coordinates
- in the Kenora Mining Division
- in the Dryden MNR District
- in the Zealand and Hartman Townships The Goldlund-Miller property covers approximately 27,118

ha and is defined by mineral rights that are 100% held by Treasury Metals. Two deposits, Goldlund and Miller, comprise the Goldlund-Miller property.

The Goldlund deposit is located as follows:

- on the Goldlund-Miller property
- on 1:50,000 scale NTS Mapsheets 052F16 (Big Sandy Lake), 0521</01 (Hudson) and 052J/04 (Sioux Lookout)
- at approximately 49”54’ North and 92”20.5’ West
- at approximately 547000 E; 5527500 N, Zone 1SU (NAD83 datum) UTM coordinates
- in the Patricia Mining Division
- in the Sioux Lookout MNR District
- in the Echo and Pickerel Townships

The Miller deposit is located as follows:

- on 1:50,000 scale NTS Mapsheet 052F16 (BigSandy Lake)
- at approximately 49”57’ North and 92”15’ West
- at approximately 534000 E; 5534500 N, Zone 1SU (NAD83 datum) UTM coordinates
- in the Pickerel Township

Accessibility, Climate, Local Resources, Infrastructure & Physiography

The Goliath Project is located in the Kenora Mining Division in northwestern Ontario, approximately 4 km northwest of the Village of Wabigoon, 20 km east of Dryden and 2 km north of the Trans-Canada Highway 17. The Goldlund and Miller Projects are located between Dryden and Sioux Lookout about 30 km northeast of the Goliath Project off Highway 72.Aerial imagery of the Goliath Project and the Goldlund Project are provided in Figures 5-1 and 5-2, respectively.

Access to the Goliath Project is north from the Trans-Canada Highway 17 via Anderson Road and Tree Nursery Road. Anderson and Tree Nursery Roads are maintained by the Wabigoon Local Services Board, with minor care and maintenance by Treasury Metals. Access to the Goldlund site is east off Highway 72 via Goldlund Mine Road. The Miller Project site is accessed via forestry road east off Highway 72. Access roads for the Goldlund and Miller sites are maintained by the Sustainable Forest Licence Holder (Domtar) for the area.

All major industrial services and supplies are available in Dryden and Sioux Lookout and the area is serviced by both the Dryden Airport and Sioux Lookout Airport. The Goliath Project is located 20 km from Dryden, which has a population of 5,586 according to the Statistics Canada 2016 census. The Goldlund and Miller projects are located 43 km and 35 km, respectively, south of Sioux Lookout, which has a population of 5,272. The Goliath Gold Complex is located about 300 km northwest of the City of Thunder Bay, a major economic centre along the Trans-Canada Highway and port at the northwest head of the St. Lawrence Seaway on Lake Superior.

At this time, Treasury Metals holds the sufficient surface rights necessary for any potential future mining operations including tailings storage areas, waste disposal areas, and a processing plant

History

The first gold mining on record in the region was in Van Home Township in the early 1900s with very

limited gold production from auriferous veining in biotite schist within the regional Wabigoon fault system. Sporadic exploration was carried out along the belt throughout the 1900s with only limited documentation of exploration activity conducted on the property.

Goliath Property

The earliest known government report covering the larger Dryden-Sioux Lookout Belt is the Ontario Department of Mines Report and Geology Map by Satterly (1941). In 1956-57, Compton-Wabigoon conducted geological mapping, magnetometer surveys, and the completion of two diamond drill holes totalling 458 m to explore the mineral potential of the major iron formation unit located in Lots 1-4, Concession V and VI, along the northern boundary of the property. Also in 1956, G.L Pidgeon completed surface work and one shallow drillhole (drilled south) testing a sphalerite showing in the south half of Lot 6, Concession IV (Fraser Option legacy claim 0134).

Three major mining companies conducted exploration work on the Thunder Lake gold deposit (Goliath deposit) from 1989 to 1999 last field work 1998). These are Teck Exploration Ltd. (Teck), Corona Gold Corporation (Corona), and Laramide Resources Ltd. (Laramide). At that time, the property held by all three companies covered more than 1,300 ha. Teck held the majority of the property and all of the surface exposure.

Exploration and resource development work at Goliath was undertaken by Teck from 1989 to 1999 on what was then called the "Thunder Lake Property". During this period, the property was divided into two properties called "Thunder Lake East" and "Thunder Lake West". The property was optioned to Corona, previously called Continental Caretech Corporation (CCC), in which CCC could earn an interest in the project under terms of an initial agreement dated January 3, 1994. Corona funded the exploration work from 1994 to 1999, but Teck remained the project operator both designing and running all field exploration activities.

In 1998, Teck completed an underground exploration and bulk sampling program at a cost of $1,929,071. This entire underground program, from surface site preparation through final closure plan, was completed between May 15 and September 15, 1998. The underground work consisted of a 27 m long inclined trench provided a 9 m high outcrop face suitable for the construction of a portal collar. A decline was prepared at a grade of 15%with the portal located just north of Norman Road and the north boundary of the Laramide property. Four bulk samples from the Main Zone (No. 1 and No. 2 shoots) totalling 2,375 tonnes were excavated consisting of blasted muck from drift rounds and slashed and material from a 400 tonne take-down-back test mining area grading in excess of 3 g/t Au. After the underground work was completed, the portal was sealed and the area contoured, reseeded, and fully remediated in late 1999.

Goldlund Property

Exploration activities on the Goldlund Project date from the 1940s, where in 1941 A. Ward and R. Lundmark (two prospectors working for the Mosher group) discovered gold mineralisation in the southwestern part of Echo Township (Page, 1984). From 1946 to 1952 there were significant exploration activities carried out on the Newlund Mines Limited and Windward Gold Mines prospects. The Newlund prospect was extensively explored by 4,570 m of underground drifts and crosscuts on four levels (200 ft, 350ft, 500 ft, and 800 ft), and 6,220 m of core drilling from a 255 m deep vertical shaft. The 200 ft level on the Newlund prospect was extended more than 3.2 km to the west to connect with the 68 m vertical shaft on the Windward prospect, crossing the entire Windward claim block (Page, 1984). From 1952 to 1973, there was only limited exploration activities carried out on the Echo Township gold prospects.

In 1974, Goldlund Mines Limited and Rayrock Mines Limited entered into an agreement and rehabilitated

the surface facilities including the installation of a new headframe and hoist and dewatering the underground workings to the second level (350 ft). A program of bulk sampling, underground chip sampling, and core drilling of 41 holes totalling 4,932 ft (approximately1,500 m) was carried out. No further activities were carried out as the prospect was deemed uneconomic given the gold price at that time (Page, 1984).

In total, approximately 143,825 m of drilling has been completed in 808 surface drillholes, and approximately 18,624m of drilling has been completed in 480 underground holes. Additionally, Tamaka carried out a trenching program in 2012 that included the excavation, stripping, mapping, channel sampling and a detailed structural analysis.

From mid-1982 to early 1985, Campbell Resources Inc. (Campbell Chibougamau), through its wholly owned subsidiary Goldlund Mines Limited, operated an underground mine and an open pit mine and processed material through the mill at the site. Pieterse (2005) compiled the production records that show underground mine production of 100,000 tons (approximately 90,700 tonnes) at an estimated grade of 0.15 oz/ton Au(approximately 5.14 g/t Au) and open pit production of 43,000 tons (approximately 39,000 t) at an estimated grade of 0.17 oz/ton Au (approximately 5.83 g/t Au).

Miller Property

There has been no historical exploration or drilling activities on the Miller deposit prior to 2018. In 2018 and 2019, First Mining completed two drill programs on Miller, as described in Section 10 of this report.

Geology Setting & Mineralisation

The Goliath Gold Project is located in the Archean Eagle-Wabigoon-Manitou greenstone belt in the Wabigoon Subprovince of the Superior Province. In the immediate area of the deposit a 100 to 150 m thick unit of intensely deformed and variably altered, fine- to medium-grained, muscovite-sericite schist and biotite-muscovite schist with minor metasedimentary rocks hosts the most significant concentrations of gold in the Main and C Zones of the deposit.

Native gold and silver are associated with finely disseminated sulphides, coarse-grained pyrite and very narrow light grey translucent “ribbon” quartz veining. The main sulphide phases are pyrite, sphalerite, galena, pyrrhotite, minor chalcopyrite and arsenopyrite, and dark grey needles of stibnite. The alteration consists of primarily sericitisation and silicification in association with the gold mineralisation.

At Goliath, the gold-bearing zones strike from 090° to 072° with dips that are consistently between 72° and 78° south or southeast. The mineralised zones are tabular composite units defined on the basis of moderate to strongly altered rock units, anomalous to strongly elevated gold concentrations, and increased sulphide content and are concordant to the local stratigraphic units. In the Goliath deposit, higher-grade gold mineralisation occurs in shoots with relatively short strike-lengths (up to 50 m) that plunge steeply to the west. The main area of gold, silver and sulphide mineralisation and alteration occurs up to a maximum drill-tested vertical depth of ~805m, over a drill-tested strike-length in excess of 2,500 m. The mineralised zones remain open at depth.

The Goldlund Project is situated in northwestern Ontario approximately 60 km by road east of the town of Dryden, with a land package that covers a strike-length of over 50 km of greenstone belt in the Archean Wabigoon Subprovince. Historical gold production from the Goldlund and Windward mines is reported to be 18,000 oz of gold, with mining activities carried out between 1982 and 1985 using both open pit and underground mining methods.

Gold mineralisation is hosted by zones of northeast-trending and gently to moderately northwest-dipping

quartz stockworks, comprised of numerous quartz veinlets less than 1 to 20 cm thick. The stockwork zones are hosted in albite-trondhjemite to diorite (granodiorite) strata-parallel sills, which dip from vertical to-80° southward and range in thickness from 14 m to 60 m. The stockwork zones form bands within the granodiorite sills that intrude the east- northeast-trending mafic metavolcanic rocks. The quartz veins and veinlets contain occasional fine-grained to coarse-grained pyrite. The intervening areas between the quartz veinlets exhibit strong to moderate feldspathic alteration associated with common fine- to medium-grained pyrite and magnetite.

The mineralised sills strike generally northeast (065°) and dip steeply to the southeast. The quartz stockwork veins at Goldlund consist of two synchronous sets of veins, referred to as the 20 set and the 70 set (Pettigrew, 2012). The gold-bearing veins display a remarkable consistency in form across the project.

The gold mineralisation has been interpreted as a series of nine northeast-trending sub-parallel zone wireframes, considering a nominal 0.1 g/t Au threshold. Wireframes of Zones 1, 7, and 5 consist principally of gold mineralisation associated with the stockwork veins in the large granodiorite sills, while wireframes of Zones 2, 3, 4, 6, 8, and 9 consist of gold mineralisation associated with stockwork veins that are hosted in several lithologies including andesite, and felsic to intermediate porphyries, with only a minor contribution from the granodiorite sills. While the Qualified Person for this section of the report believes that the interpretation of the mineralised zone wireframes is suitable for the estimation of mineral resources, the development of a 3D model of lithology, structure, and alteration would help to improve the interpretation of the mineralised zones and the understanding of the controls on gold mineralisation.

Deposit Types

The Goliath Project hosts a hybrid deposit-type model, also known as a “Pre-orogenic Atypical Greenstone Belt Gold Model” as a promising genetic model to explain the geology, structures and mineralisation observed within the Goliath deposit. In this model, early gold-rich volcanogenic sulphide mineralisation is overprinted by subsequent deformation and alteration events which can contribute to further concentration and/or remobilising of both precious and base metals. This model also integrates potential VMS and Magmatic Hydrothermal Archean Lode Gold Deposit (“Magmatic Hydrothermal”) models in the formation of the deposit. It is likely that the Goliath deposit does not fit into any one idealised model and neither should be discounted.

The Goldlund Project hosts Archean, shear zone-hosted quartz vein mineralisation (Archean lode-gold), occurring as extensional quartz vein systems, particularity between rocks with high competency contrast. Archean lode-gold deposits occur in a broad range of structural settings, and at different crustal levels, but they share a similarity in ore fluid characteristics. Mineralisation is typically late tectonic, occurring after the main phases of regional thrusting and folding, and generally late-syn to post-peak metamorphism with most of the significant deposits in areas of greenschist facies. Many deposits are related to the reactivation of earlier structures.

Archean lode-gold occurrences are common in the Sandybeach Lake - Sioux Lookout area and are concentrated in the Southern and Central volcanic belts. Vein systems in both belts are the product of Stage 3 deformation and are related to the northeast-southwest extension associated with northwest-southeast compression and shortening; the brittle-ductile deformation near the steep, northeast-trending shear zones; and the tightening of the Stage 3 folds.

The Miller Project mineralisation fits an Archean shear-zone hosted quartz vein model (Archean lode gold).The Archean lode gold occurrences are common in the Sandy Beach Lake - Sioux Lookout area and are concentrated in the Southern and Central Volcanic Belts.

Exploration

Since 2008, Treasury Metals has focused its exploration work on the western half of the property in order to evaluate the gold potential of the Goliath deposit. During this 12-year period, exploration activities consisted of re-establishing the former Teck exploration grid, geological mapping and sampling, prospecting, the completion of structural studies, trenching and channel sampling, the completion of a ground IP geophysical survey and two airborne geophysical surveys, downhole IP and tomography surveys, metallurgical testing, mineral resource estimations of the main deposit (including Preliminary Economic Analyses in 2012 and 2017) and the completion of 18 diamond drilling programs.

Drilling

The mineralisation was sampled over the years with multiple campaigns of core drilling by Teck-Corona and Treasury Metals since the 1990s. The drill database is now a mix of historical data and more recent data collected by Treasury Metals from 2008 through to 2020. Both data types were used in the resource estimate. The mineral resource estimate for Goliath is supported by 726 surface drill holes with an aggregated length of 238,036 m and 96,912 assays.

Treasury Metals has not conducted any drill programs on the Goldlund Project since it acquired the property. Diamond drilling on the Goldlund Project has been carried out since the 1940s. There are 856 drill holes totalling 152,787.7 m of surface drilling and 480 drill holes totalling 18,626 m of underground drilling in the July 20, 2020 drillhole database, as compiled by First Mining.

The most recent drilling was carried out by First Mining in 2019 and 2020, with 14 drill holes totalling 2,506 m of drilling in 2019, and 34 holes totalling 6,452 m of drilling in 2020. The drilling was focused within and around the defined resource area at Goldlund (Main Zone), with an initial target of defining and extending mineralisation in the eastern and western portions of the deposit.

Treasury Metals has not conducted any drill programs on the Miller deposit since it acquired the property. All drilling on the Miller Project was completed by First Mining in 2018 and 2019 targeting a geophysical anomaly, with 40 drill holes totalling 7,386 m of drilling.

Sample Preparation, Analyses & Security

The analytical laboratory used by Teck-Corona prior to the 1990s is believed to be TSL Laboratory in Saskatoon. Assays from that period were recovered from historical drill logs. Treasury Metals used Accurassay Laboratory in Thunder Bay from 2008 to 2015 and then Activation Laboratory from 2016 to 2020. Accurassay was accredited by ISO/IEC 17025 and Actlab in Dryden was assessed and found to be in conformance to the ISO 9001:2015 standard.

The Treasury Metals drill core is analysed for gold on all samples and silver and trace element geochemistry on selected samples. Gold is typically analysed by fire assay with atomic absorption finish or gravimetric finish depending on the grade. Pulp metallic screen assays are routinely carried out on high-grade samples. Prior to 1997, only a few QA/QC guidelines existed, and monitoring programs were not commonly conducted by mining companies; consequently, a QA/QC program for the historical Teck-Corona drill holes is not known to exist and assumed is by AGP to be non-existent. The historical holes were validated using twin drilling. In 2008, Treasury Metals implemented a QA/QC program consisting of blanks and CRMs. In 2009 Treasury Metals added the insertion of quarter core duplicates and in 2017 added a check assay program at an umpire laboratory. The program was found to be well followed with resubmission of sample batches when a QA/QC failure occurred.

The majority of the 545 bulk density sample measurements were carried out on 10 cm core pieces submitted to the analytical laboratory. The remaining 19% were completed in house on uncoated, air-dried samples. The core at Goliath is solid with little to no pore and the in-house density measurements compared well with the laboratory values.

Core handling, core storage, and chain of custody are consistent with industry best practices.

Assays of the drillhole samples and channel samples for the Goldlund Project have been carried out between 2007 and 2020 by Accurassay and SGS Canada Inc. (SGS) in Red Lake, Ontario, Lakefield, Ontario, and Vancouver, BC. Accurassay is an accredited facility conforming to the requirements of CAN P-4E ISO/IEC 17025 and CAN-P-1579. The SGS laboratories are also accredited facilities conforming to the CAN P-4E ISO/IEC 17025:2017 requirements. ActLabs in Thunder Bay and Ancaster, Ontario carried out independent umpire check assays for the 2017-2018 drilling program samples. ActLabs is an accredited facility conforming to the CAN P-4E ISO/IEC 17025:2017 and ISO 9001:2015 requirements.

Assays of drill core samples prior to 2006 were carried out by commercial laboratories Cochenour Fire Assaying and Paul's Custom Assaying Ltd., both of Red Lake, Ontario. Both assay laboratories operated in the Red Lake area for decades. There is no description available for the sample preparation and assaying or QA/QC programs for the samples prior to 2006.

The assay laboratories that have contributed results to the drillhole database used for the estimation of mineral resources are all independent of Tamaka, First Mining and Treasury Metals. At no time were employees of Tamaka, First Mining or Treasury Metals involved in the preparation or analysis of the samples.

The chain of custody and sample security are well documented for the Tamaka 2007-2008, 2011 and 2013-2014 drilling programs and for the First Mining 2017-2018 and 2019-2020 drill programs. Both Tamaka and First Mining personnel have taken reasonable measures to ensure the samples were kept secure prior to the shipment of the samples to the respective assay laboratories for analysis.

Mineral Processing & Metallurgical Testing

Metallurgical testwork programs were conducted on Goliath samples between 2011 and 2020, and 2012 for Goldlund samples. The following sources of technical and project information were referenced in developing the process plant design for the preliminary economic assessment:

- 2011 G&T Metallurgical Services Ltd. P Feasibility Metallurgical Testing Goliath Gold Project. KM2906.
- 2012 ALS Metallurgy (formerly G&T Metallurgy), Feasibility Metallurgical Testing, Treasury Metals Incorporated. KM3406.
- 2017 ALS Metallurgy, Metallurgical Test Work on Goliath Gold Samples, Treasury Metals Incorporated. KM5262.
- 2017 Base Metallurgical Laboratories, Metallurgical Testing of Goliath Project. BL0172.
- 2020 Technical Report Re-Issue, Goldlund Gold project, Sioux Lookout, Ontario.
- 2020 Metallurgical Testing of the Goliath Gold Project. BL0697.
- 2013 SGS Scoping Study and Comminution testing on samples From the Goldlund Project. 13665-001.

Table 1.1: Parameters Developed From Testwork

Parameter	Unit	Value
Abrasion Index	g	0.086
Bond Ball Mill Work Index	kWh/t	15.7
Leach Feed Grind (Pao)	µm	75
Cyanide Addition	kg/t	0.5
Lime Addition	kg/t	0.3
Gravity Gold Recovery	%	25
Leach Gold Recovery	%	91
Overall Gold Recovery	%	93.6

Source: Ausenco (2020).

These parameters are described in more detail below:

- The abrasion index is an average derived from Goliath testwork.
- The Bond ball mill work index is the 75th percentile from the Goldlund deposit representing the most competent ore for design.
- The leach feed grind size Pao of 75 1,1m was selected based on the available Goliath and Goldlund testwork. Leach tests were conducted on samples from all three deposits at the selected grind size. Goliath testwork indicates that a coarser grind (115 1,1m) is possible while maintaining design gold extraction.
- The cyanide and lime additions were calculated from leach tests at the selected grind target, and leach tests in which a lower cyanide concentration (0.5 g/L) was applied, as this did not display a significant reduction in gold extraction.
- The gravity recovery was estimated based on the available limited testwork and typical plant operating conditions.
- The leach and overall gold recovery was calculated using the gravity recovery discussed previously and the gold extraction in the leach tests available at the selected grind sizes.
- No metallurgical testing has been completed on Miller samples. For this study, Goldlund metallurgical characteristics have been assumed based on the two deposits having similar geology.

Mineral Resource Estimates

For Goliath, effective December 16, 2020, AGP completed an update of the July 1, 2019 estimate completed by P&E Mining Consultants Inc. The mineral resource presented herein is in conformance with the CIM Mineral Resource definitions (2014) referred to in the "N.I. 43-101 Standards of Disclosure for Mineral Projects". The estimate takes into account all data that was available prior to October 6, 2020.

To meet the CIM definitions of reasonable prospects of economic extraction, a cut-off of 0.25 g/t Au was used for the resource amenable to open pit extraction, and a cut-off of 1.6g/t Au was used for the material below the resource constraining shell that is considered to be amenable to underground extraction. The determination of the cut-off grade was based on a gold price of US$1,700/oz and a silver price of US$23/oz with 95.5% gold and 62.6% silver recoveries.

To further assess reasonable prospects of economic extraction, a Lerchs-Grossman optimised shell was generated to constrain the potential open pit material. Grade shells at the underground cut-off grade of 1.6 g/t Au were generated beneath the resource pit shell. The grade shells were examined by AGP's engineering team for the likelihood of being a coherent mining shape with reasonable prospect of being accessed. Those that did not meet the criteria were removed from consideration.

The mineral resource estimate presented herein is categorised as a mix of measured, indicated, and inferred resources. The reported resources are expressed in metric tonnes. Metal contents are presented as in-situ ounces.

Within the resource constraining shell, at the greater than 0.25 g/t Au cut-off grade selected, the updated model returns a total of 1.5 million measured tonnes grading at 1.90 g/t Au and 6.7 g/t Ag containing 89,800 oz of gold and 316,700 oz of silver. Indicated tonnes amounted to 27.0 Mt grading at 0.87 g/t Au and 3.0 g/t Ag containing 757,000 oz of gold and 2.6 Moz of silver. The total measured and indicated resources within the constraining shell amounted to 28.4 Mt grading at 0.93 g/t Au and 3.2 g/t silver containing 846,800 oz of gold and 2.9 Moz of silver.

Below the constraining shell and reported at a greater than 1.6 g/t Au cut-off grade, the updated model returns 98,000 tonnes of measured resources grading at 4.94 g/t Au and 20.8 g/t Ag containing 15,500 oz of gold and 65,300 oz of silver. Indicated resources amounted to 2.6 Mt grading 3.16 g/t Au and 7.6 g/t Ag containing 263,100 oz of gold and 632,700 oz of silver. The total measured and indicated resources below the constraining shell amounted to 2.7 Mt grading at 3.22 g/t Au and 8.1 g/t Ag containing 278,700 oz of gold and 698,000 oz of silver.

Inferred resources within the resource constraining shell and reported at greater than 0.25 g/t Au cut-off grade, amounted to 3.6 Mt grading at 0.65 g/t Au and 2.1g/t Ag containing 76,100 oz of gold and 247,000 oz of silver. Below the constraining shell and reported at a greater than 1.6 g/t Au cut-off grade, the updated model returned 704,000 tonnes of inferred resources grading at 2.75 g/t Au and 5.6 g/t Ag containing 62,200 oz of gold and 125,900 oz of silver.

The Goliath deposit total measured resources amounted to 1.6 Mt grading at 2.09 g/t Au and 7.58 g/t Ag containing 105,300 oz of gold and 382,000 oz of silver. Indicated resources amounted to an additional 29.5 Mt grading 1.07 g/t Au and 3.39 g/t Ag containing 1.0 Moz of gold and 3.2 Moz of silver. The total measured and indicated resources amounted to 31.1 Mt grading at 1.13 g/t Au and 3.60 g/t Ag containing 1.1 Moz of gold and 3.6 Moz of silver. Inferred resources added an additional 4.3 Mt grading 0.99 g/t Au and 2.67 g/t Ag containing 138,300 oz of gold and 372,900 oz of silver.

The Goldlund mineral resources estimate has been carried out in accordance with the CIM's "Estimation of Mineral Resources & Mineral Reserves Best Practice Guidelines" (2019). The mineral resources estimate has been generated from drill hole data and the interpretation of a geological model that identifies the spatial distribution of the gold grades. The interpolation parameters have been defined based on the drill hole data and the geological interpretation and geostatistical analysis of that data.

The mineral resources have been classified by proximity to data locations and quality of the data, and have been reported in accordance with CIM's "Standards on Mineral Resources and Reserves as required by N.I. 43-101" (2014).

The mineral resources for the Goldlund Project were estimated using a 3D block model that was constructed using MineSight® 15.4 software with the block size chosen to reflect the potential selective mining unit (SMU) of 5 m x 5 m x 5 m, given the anticipated open-pit mining scenario. The block model covers an area of approximately 4.7 km by 2.5 km in plan view, and approximately 800 m vertically.

Block gold grade estimates were developed using an indicator kriging to define the proportion of high-grade material in a block and then ordinary kriging was used to estimate gold grades for the low-grade and high-grade domains separately. The final block grade is then a proportional weighted average grade of the low- and high-grade kriged estimates. This combined kriging methodology is referred to as probability assisted kriging or PAK.

The grade block model estimation methodology considered the domains to be the principal control, with the secondary control by the mineralised zone wireframes for the estimation of the gold grades. The density item in the block model was assigned the average density of the drill core measurements by zone.

To meet the CIM requirements of reasonable prospects of eventual economic extraction, the mineral resources amenable to open pit extraction are reported at a cut-off grade of 0.25 g/t Au inside an optimised mineral resources pit shell and mineral resources amenable to underground extraction are reported at a cut-off grade of 1.6 g/t Au inside a constraining shell that considered contiguous mineralisation. The cut-off grade was based on gold price of US$1,700/oz and a gold recovery of 89%.

The mineral resources for the Goldlund Project amenable to an open-pit mining scenario, within an optimised constraining shell, at a 0.26 g/t Au cut-off grade are estimated to be 24.3 Mt of indicated material grading 1.07 git Au for a total of 840 koz of gold. There are additional inferred mineral resources amenable to an open-pit mining scenario, which are estimated to be 14.4 Mt grading 0.56 g/t Au for a total of 260 koz of gold.

The mineral resources amenable to an underground mining scenario, for contiguous blocks below the optimised constraining shell, are estimated to be 233 kt grading 6.8 g/t Au totalling 51koz of gold. This brings the total inferred mineral resources to be 14.6 Mt grading 0.66 g/t Au totalling 311 koz of gold. The effective date of the Goldlund Project mineral resources is October 23, 2020.

The effective dates of the Goliath, Goldlund and Miller resource estimates are as follows:

- Goliath - December 16, 2020
- Goldlund - October 23, 2020
- Miller - October 26, 2020

Mineral resources for each are summarized in in Table 1.2.

Table 1.2: Mineral Resources for the Goliath Gold Complex

Deposit	Classification @ Cut-off Grade (g/t Au)	Tonnes (kt)	Au Grade (g/t Au)	Contained Au (koz)
Goliath	Measured @ OP 0.25 G/t Au	1,471	1.90	90
Goliath	Measured @ UG 1.60 G/t Au	98	4.94	16
Total Measured		**1,569**	**2.09**	**105**
Goliath	Indicated @ OP 0.25 G/t Au	26,956	0.87	757
Goliath	Indicated @ UG 1.60 G/t Au	2,592	3.16	263
Goldlund	Indicated @ OP 0.26 G/t Au	24,300	1.07	840
Total Indicated		53,848	1.07	1,860
Total Measured & Indicated		**55,417**	**1.10**	**1,965**
Goliath	Inferred @ OP 0.25 G/t Au	3,644	0.65	76
Goliath	Inferred @ UG 1.60 G/t Au	704	2.75	62
Goldlund	Inferred @ OP 0.26 G/t Au	14,400	0.56	260
Goldlund	Inferred @ UG 1.60 G/t Au	233	6.80	51
Miller	Inferred @ OP 0.26 G/t Au	1,981	1.24	79
Total Inferred		**20,962**	**0.78**	**528**

Notes: OP= open pit; UG = underground. Mineral resources are estimated in conformance with the CIM mineral resource definitions

referred to in N.1. 43-101 Standards of Disclosure for Mineral Projects. This mineral resource estimate covers the Goliath deposit, the Goldlund deposit, and the Miller deposit. Mineral resources that are not mineral reserves do not have demonstrated economic viability. The quantity and grade of the reported inferred mineral resources in this estimation are conceptual in nature and are estimated based on limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade or quality continuity. For these reasons, an inferred mineral resources has a lower level of confidence than an indicated mineral resources and it is reasonably expected that the majority of inferred mineral resources could be upgraded to indicated mineral resources with continued exploration.

Goliath:

Mineral resources are reported within optimised constraining shell using a gold price of US$1,700/oz and a silver price of US$23/oz and recoveries of 95.5% for gold and 62.6% for silver. Grades were estimated using 1.5 m capped composites using ordinary kriging for the Main and C Zones and ID^3 for all other zones.

Goldlund:

Mineral resources are reported within an optimised constraining shell using a gold price of US$1,700/oz and gold recovery of 89%. Gold grades were estimated using 2.0 m capped composites within nine mineralised zones using ordinary kriging.

Miller:

Mineral resources are reported within an optimised constraining shell using a gold price of US$1,700/oz and gold recovery of 89%. Grades were estimated using 2.0 m capped composites within the granodiorite domain using inverse distance cubed interpolation.

Summation errors may occur due to rounding.

Mining Methods

The mine designs and schedule for both the open pit and underground utilise inferred resources as part of the analysis. Mineral resources that are not mineral reserves do not have demonstrated economic viability. The preliminary economic assessment is preliminary in nature in that it includes inferred mineral resources that are considered too speculative to have economic considerations applied to them and should not be relied upon for that purpose.

The Goliath Gold Complex PEA is based on the mining of three deposits: Goliath, Goldlund and Miller. All three areas would be mined by open pit methods, with Goliath also being mined by underground methods beneath the open pit.

The mine schedule provides 24.0 Mt of mill feed grading 1.47 g/t gold and 1.82 g/t silver over a 13.5-year mine life after one year of pre-stripping. The open pit mining sequence begins with Goliath in pre-production and then Goldlund starts in Year 1. Miller starts in Year 6 and finishes in Year 9. At that time, open pit mining is complete. The underground mine at Goliath starts in Year 3 with first delivery of mill feed in Year 4. Underground mining continues until Year 11. The processing facility will continue to be fed from stockpiles at Goliath until the middle of Year 14.

Mill feed from Goldlund and Miller are proposed to be transported to the Goliath process plant site with highway tractors and belly dump trucks. This transport will require the use of apportion of Highway 72, as well as an upgraded road across forestry lands to reduce traffic interaction and eliminate disturbance to the nearby communities.

The PEA has three pit areas (Goliath, Goldlund and Miller) with some having multiple phases. Goliath contains four phases with Phase 4 acting as the portal for the underground mine. Goldlund has six phases:

two in the main pit area and four satellite pits. Miller is a single phase to be mined near the end of the project life. These provide a total of 21.0 Mt of open pit mill feed grading 1.16 g/t gold and 0.80 g/t silver. Waste movement from these phases amounts to 82.5 Mt, giving a strip ratio of 3.93:1 (waste: mill feed).

The pits are built on 10 m benches with safety berm placement each 20 m. Ramps are at a 10% gradient and have been designed for 91 tonne haulage trucks.

The PEA schedule calls for the development of the underground mine starting in Year 3. The underground mining area is an extension of the Goliath open pit. The depth of the open pit is planned to be approximately 100 m below surface. The underground area extend to around 640 m below surface and measures a total of approximately 3km along strike. Approximately 11% of the underground material to be processed is derived from inferred resources. The dip of the deposit varies from around 70 to around 80 degrees, averaging 75 degrees.

An elevated cut-off net value of $110/t was applied to plan stopes which approximates to a gold cut-off grade of 2.0 g/t and was calculated to provide a minimum net revenue of $20/t from all mineralisation mined. Stope width typically varies from a minimum stope width of 1.8 m to around 11 m with some pinching and swelling, but averages around 6.2 m in width. In the deposit, ground conditions are considered to be fair to good and good in the footwall and hanging wall sequences. Cable bolt installation in stope hanging walls is planned to maintain stability and minimise waste dilution.

Longhole retreat stoping will be the primary underground mining method. Where production grade is estimated to be below 4.0 g/t Au, a permanent rib pillar is planned between adjacent stopes, resulting in approximately 15% in-situ losses, and uncemented rockfill will be used. Where production grade is estimated to be above 4.0 g/t Au, there are no planned pillars; cemented rockfill will be utilised to extract this higher-grade material.

Life-of-mine underground feed to the process plant is estimated to be 2.97 Mt with a gold grade of 3.67 g/t Au and 9.05 g/t Ag resulting in an estimated revenue of $200/t net of operating costs. Planned steady-state production rate is 1,400 t/d. Initial mill feed release is planned in Year 4, the second year after the commencement of underground mine development, increasing to full production by Year 6. Total production life is planned to extend slightly over seven years.

Recovery Methods

The project flowsheet and unit operations have been selected based on preliminary testwork and financial evaluations. Unit operations used to build the plant flowsheet are standard technologies widely used in gold processing plants. The basis of the selected design is presented below in Table 1.3. A process flow diagram for the project is shown in Figure 1-2.

Table 1.3 Key Process Design Criteria

Criteria	Unit	Value
Annual Throughput (Design)	t/y	1,800,000
Daily Throughput (Design)	t/d	4,932
Operating Days per Year	d	365

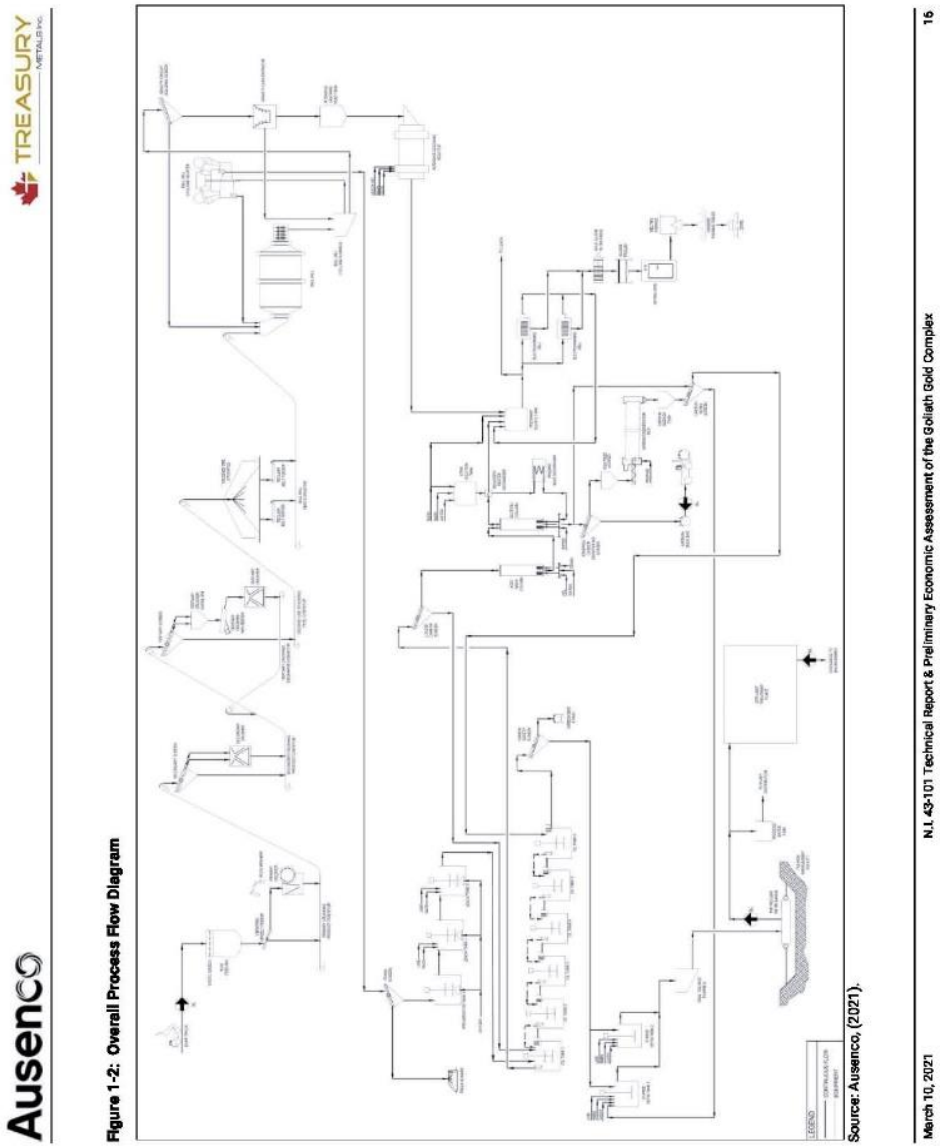
Operating Availability - Crushing	h/y	5,869
Operating Availability - Grinding	h/y	8,059
Design Throughout - Crushing	t/h (dry)	311
Design Throughput - Milling	t/h (dry)	226
Crushing Feed Size, 100% Passing	mm	400
Crushing Product Size, 80% Passing	mm	8
Grinding Product Size, 80% Passing	µm	75
Ball Mill Circulating Load	%	350
Bond Ball Mill Work Index (Design)	kWh/t	15.7
ROM Head Grades Au (Average)	g/t	1.47
ROM Head Grades Ag (Average)	g/t	1.82
Recovery - Gravity Circuit	%	25.0
Recovery - CIL and Elution Circuit	%	68.6
Recovery - Overall	%	93.6
Average Annual Gold Production	oz/y	78,807

Source: Ausenco (2021).

The process plant includes the following:

- three-stage crushing of run-of-mine material
- covered crushed material stockpile to provide buffer capacity for the process plant
- ball mill with cyclone classification
- gravity recovery of ball mill discharge by one semi-batch centrifugal gravity concentrator, followed by intensive cyanidation of the gravity concentrate and electrowinning of the pregnant leach solution
- trash screening
- pre-aeration, leach and carbon-in-leach adsorption
- acid washing of loaded carbon and Anglo-American Research Laboratory (AARL) type elution followed by electrowinning and smelting to produce doré

Figure 1-2: Overall Process Flow Diagram



Source: Ausenco, (2021).

- carbon regeneration cyanide destruction of tailings using SO_2/air process
- carbon safety screening, and tailings disposal
- reagent storage and distribution
- water services (process water, treated water, firewater, gland water)

- potable water treatment and distribution
- air services

Project Infrastructure

Infrastructure to support the Goliath Gold Complex will consist of site civil work, buildings and facilities, water management systems, a tailings storage facility, and electrical power distribution. Mine facilities and process facilities will be serviced with potable water, fire water, compressed air, power, diesel, communication, and sanitary systems as required. The processing plant and tailings storage facility will be located at the Goliath property, along with most ancillary project infrastructure.

The Goliath and Goldlund-Miller properties may provide sufficient area to establish mine infrastructure (such as tailings and waste storage areas) and a processing plant site. More detailed engineering is required to confirm the suitability and sufficiency of the current property area for final mine and processing facilities, should they be constructed. The arrangement of the Goliath Gold Complex is illustrated in Figure 1-3.

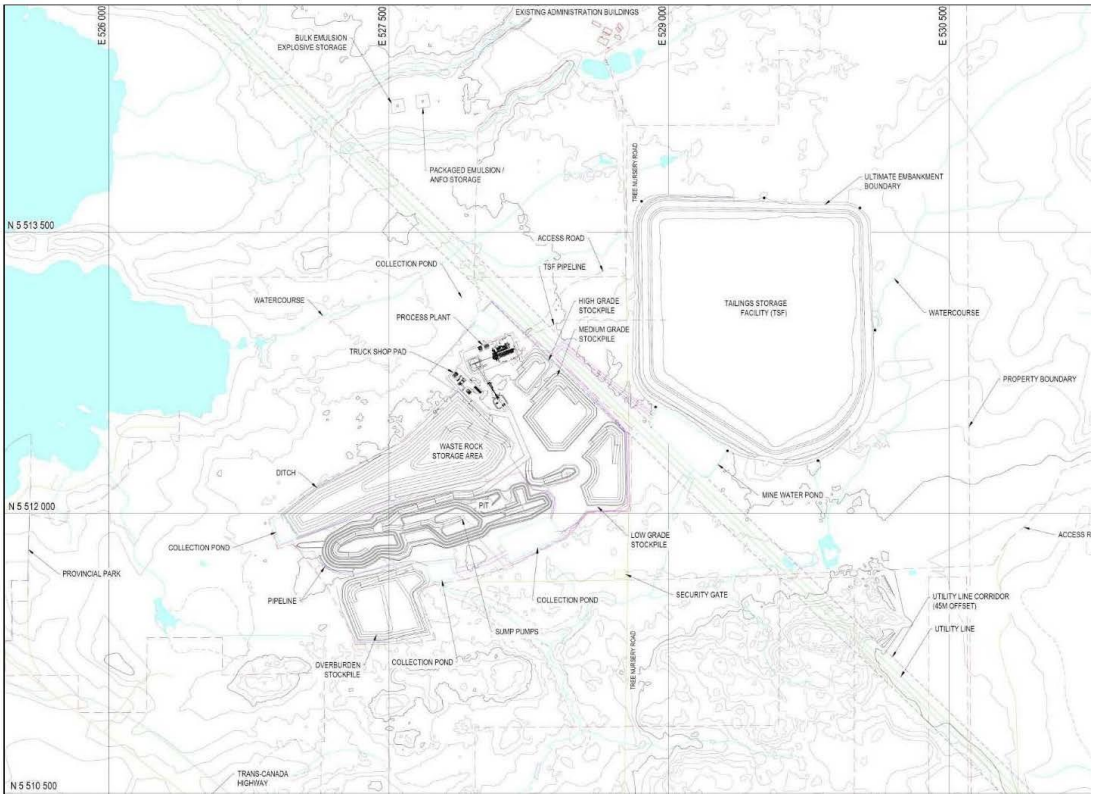
Tailings Storage Facility & Water Management

Knight Piesold Ltd. completed a PEA-level design for the tailings storage facility at the Goliath Gold Complex. The TSF will provide secure storage for tailings and process water. The embankments include for adequate freeboard to provide ongoing tailings storage, operational water management, temporary environmental design storm storage and conveyance up to and including the inflow design flood. The TSF will be constructed as a single-cell facility northeast of the proposed process plant location. A geomembrane lining system will be installed along the TSF basin floor and on the upstream face of the perimeter embankments to minimise seepage. The embankments will be raised in stages to form a four-sided paddock-style impoundment using downstream construction methods throughout the mine life.

Tailings will be pumped from the process plant to the TSF as a conventional slurry via pipeline(s) and deposited into the TSF. Meteoric and supernatant inflows to the TSF basin will be temporarily stored prior to reclaim by a floating pump barge in the basin to the process plant. Excess water beyond the storage of the maximum water cover level will be transferred to the mine water pond. The TSF will be equipped with an overflow spillway in each embankment stage to accommodate flows above the environmental design storm and up to the inflow design flood.

Water management measures for the project will include a series of diversion berms, collection and diversion ditches, sediment basins, and water transfer pipelines to collect runoff originating within disturbed areas. The runoff will be conveyed to one of a number of catchment ponds, where the majority of the total suspended solids can settle out prior to sending the water to the mine water pond (for potential use in the mining process) or for treatment prior to releasing it to the environment.

Figure 1-3: Goliath Gold Complex Layout



Environmental Studies, Permitting & Social or Community Impact

The approach to environmental studies, permitting and approvals, and impact assessment for the Goliath Gold Complex will be to treat the Goliath, Goldlund and Miller deposits as three distinct projects. All three projects will be required to complete Regulatory Closure Plans as per the requirements of Ontario Regulation 240/00: Mine Development and Closure under Part VII of the *Mining Act* in Ontario, prior to commencement of construction activities. Throughout the environmental baseline, permitting and approvals processes, Treasury Metals will endeavour to maximise participation with its Indigenous partners wherever possible and is committed to building and strengthening relationships, integrating traditional knowledge into decision-making frameworks, and actively communicating and sharing information in a transparent manner.

The schedule for the Goliath Gold Project is overall ahead of the schedule for the Goldlund and Miller Projects, given that a Federal Environmental Assessment (EA) has already been completed for this project. Specifically, on August 19, 2019, Treasury Metals received Federal government approval under the *Canadian Environmental Assessment Act*, 2012 (CEAA, 2012) for the Goliath Gold Project, with the Minister of Environment and Climate Change Canada concluding that the Project is not likely to cause significant adverse environmental effects. Potential benefits of the project are expected to include employment and business opportunities, as well as tax revenues at all levels of government. The Goldlund Project and Miller Project may require completion of one or more provincial environmental assessment processes pursuant to the *Ontario Environmental Assessment Act*, depending on the final project designs.

Based on the current proposed design, neither the Goldlund Project nor the Miller Project is expected to require completion of a Federal Impact Assessment under the new *Impact Assessment Act.*

The Goliath Gold Project as presented in this PEA is similar to the previous PEA, but differs in that the Goliath Gold Project processing facility is proposed to accept ore from other deposits (specifically deposits from the Goldlund and Miller properties). Pending regulatory guidance otherwise, it is not anticipated that the optimisation of the Goliath Project design would affect the current Federal EA approval of the Goliath Project, or that would trigger an Impact Assessment under the new *Impact Assessment Act* for a mining expansion. Therefore, while this engineering design change is not anticipated to have an effect on the current Federal EA approval on the Goliath Project additional environmental data may need to be measured or modelled to support the change in the description of the assessed project. Additional environmental programs for the Goliath Project may also be required to update environmental baseline data relied on in the EA to support permitting efforts.

Capital Costs

The capital cost estimate was developed in Q4 2020 dollars based on Ausenco's in-house database of projects and studies and experience from similar operations. The estimate was developed to a level of accuracy of ±50% in accordance with the Association for the Advancement of Cost Engineering International (AACE International). The estimate includes mining, processing, utilities, TSF and project site infrastructure.

The capital cost summary is presented in Table 21.1. The total initial capital cost for the Goliath Gold Complex is $232.6 million and LOM sustaining costs are $289.6 million. Closure costs are additional and are estimated at $28.5 million.

Table 1.4: Capital Cost Summary

WBS	WBS Description	Initial Capital (C$M)	Sustaining (C$M)	Total Capital (C$M)
1000	Mining (Goldlund and Miller)[1]	44.6	194.3	238.9
2000	Mining (Goliath)[1]			
3000	Process Plant	64.9	1.4	66.3
4000	On-site Infrastructure	49.9	70.9	120.8
5000	Off-site Infrastructure	0.6	-	0.6
	Directs	**160.0**	**266.6**	**426.6**
6000	Project Indirects	9.6	-	9.6
7000	Project Delivery	26.1	-	26.1
8000	Owner's Cost	7.1	-	6.8
9000	Provisions (Contingency)	29.8	22.9	52.7
	Total Project Cost	**232.6**	**289.6**	**522.2**

Notes: (1) Mining costs have been calculated considering shared capital expenditures among projects. Source: Ausenco (2021).

Mining

Open pit mining capital includes costs associated with open pit mining and haulage of mill feed from Goldlund, Miller and Goliath. The mining equipment fleet is leased, so the capital cost for equipment reflects the cost of initial down payments.

Pre-production mining occurs at Goliath first. This includes the movement of 5.7 Mt of waste and placement of 0.8 Mt of mill feed in stockpiles adjacent to the primary crusher. The mine operating costs associated

with this period are expected to cost $25.2 million.

Equipment prices used current quotations from local vendors. A 20% down payment is included in the capital cost for those units leased. The remaining cost was included in operating costs.

Unique to this mine operation is a mill feed haulage fleet. This is a smaller loader (7.8 m^3) responsible for loading a fleet of highway trucks with belly dump trailers. They would transfer the mill feed from Goldlund and Miller to the Goliath plant and stockpiles. Their cost is included in the mine capital.

Underground mining capital includes those costs associated with the development of the underground at Goliath. The underground mining equipment fleet is also leased, so the capital for equipment reflects the cost of the initial down payments. The financing portion of the cost is included in the operating cost estimate. As underground develop starts in Year 3, the capital is considered under sustaining capital.

Process and Infrastructure

Mechanical equipment and building supply costs were based on recent and historical budget quotes from similar projects. Other material and equipment costs were developed by applying factors to the total direct cost of the mechanical equipment. The factors were based on Ausenco's historical data for similar type work and are both discipline and area specific.

Bulk earthworks for the plant site, mine ancillary buildings, tailings storage facility and water management infrastructure were developed based on semi-detailed cut-and-fill volumes based on site layout and site topographical information. Unit rates were benchmarked against recent projects within the region.

Operating Costs

The operating cost estimate was developed in Q4 2020 dollars based on Ausenco's in-house database of projects and studies and experience from similar operations to a level of accuracy of ±50%. The overall life-of-mine operating cost is $975 over 13.5 years, or $40.7/t of ore milled, as summarised in Table 1.5.

Table 1.5: Operating Cost Estimate Summary

Operating Cost	Unit Cost (C$/t Processed)	Total Cost (C$M)
Mining - Open Pit	17.0	356.0
Mining - Underground	70.3	208.5
Off-site Mill Feed Haulage	5.6	83.6
Processing	11.4	272.5
Site G&A	2.3	54.7
TOTAL	**40.7**	**975.3**

Source: Ausenco (2021).

Process & Infrastructure

Mechanical equipment and building supply costs were based on recent and historical budget quotes from similar projects. Other material and equipment costs were developed by applying factors to the total direct cost of the mechanical equipment. The factors were based on Ausenco's historical data for similar type work and are both discipline and area specific.

Bulk earthworks for the plant site, mine ancillary buildings, tailings storage facility and water management infrastructure were developed based on semi-detailed cut-and-fill volumes based on site layout and site

topographical information. Unit rates were benchmarked against recent projects within the region.

Economic Analysis

The economic analysis was performed assuming a 5% discount rate. Cash flows have been discounted to the start of construction (January 1, 2023), assuming that the project execution decision will be made and major project financing will be carried out at this time.

The pre-tax net present value discounted at 5% (NPV 5%) is C$477 million, the internal rate of return IRR is 37.3%, and payback is 1.9 years. On an after-tax basis, the NPV 5% is C$328 million, the IRR is 30.2%, and the payback period is 2.2 years.

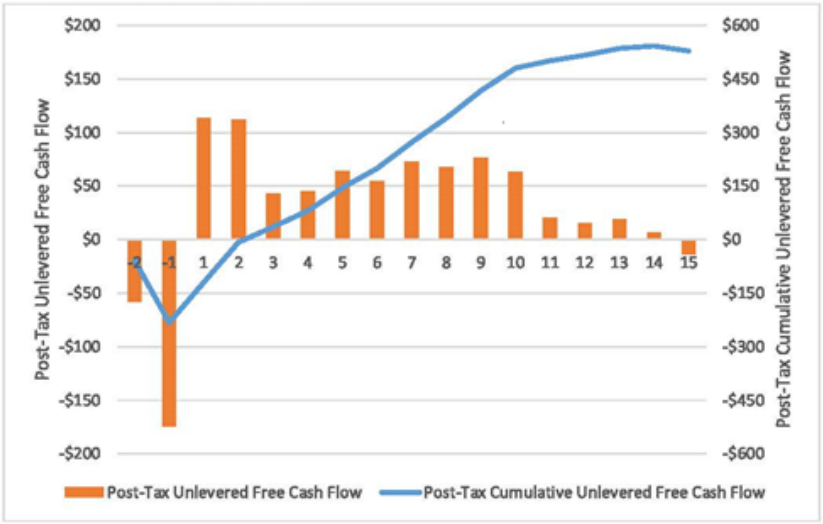
A summary of project economics is listed in Table 1.6 and shown graphically on Figure 1-1.

Table 1.6: Summary, Project LOM cash Flow Assumptions & Results

General	**LOM Total/ Avg.**
Gold Price (US$/oz)	$1,600
Exchange Rate (USD:CAD)	0.75
Mine Life (years)	13.5
Total Waste Tonnes Mined (kt)	82,452
Total Mill Feed Tonnes (kt)	23,966
Strip Ratio (waste:mineralisation)	3.93
Production	**LOM Total/ Avg.**
Mill Head Grade (g/t)	1.47
Mill Recovery Rate (%)	93.6%
Total Mill Ounces Recovered (koz)	1,064
Average Annual Production (koz)	79
Operating Costs	**LOM Total/ Avg.**
Mining Cost - Open Pit (C$/t Mined)	$3.27
Mining Cost - Open Pit (C$/t Milled)	$16.95
Mining Cost - Underground (C$/t Milled)	$70.31
Processing Cost (C$/t Milled)	$11.37
G&A Cost (C$/t Milled)	$2.28
Gold Refining (C$/oz Au)	$14.00
Silver Refining (C$/oz Ag)	$0.26
Total Operating Costs (C$/t Milled)	$40.70
Cash Costs (US$/oz Au)	$699
All-in Sustaining Cost (AISC)**(US$/oz Au)	$911
Capital Costs	**LOM Total/ Avg.**
Initial Capital (C$M)	$233
Sustaining Capital (C$M)	$290
Closure Costs (C$M)	$24
Salvage Costs (C$M)	$12
Financials - Pre Tax	**LOM Total/ Avg.**
NPV (5%) (C$M)	$477
IRR (%)	37.3%
Payback (years)	1.9
Financials - Post Tax	**LOM Total/ Avg.**

NPV (5%) (C$M)	$328
IRR (%)	30.2%
Payback (years)	2.2

Notes: *Cash costs consist of mining costs, processing costs, mine-level general & administrative expenses and refining charges and royalties. **AISC includes cash costs plus sustaining capital, closure cost and salvage value. Source: Ausenco (2021).



Source: Ausenco (2021).

A sensitivity analysis was conducted on the base case pre-tax and after-tax NPV, IRR and payback period of the project using the following variables: gold price, foreign exchange rate, discount rate, mill recovery, initial capital costs, and operating costs.

Table 1.7 summarizes the post-tax sensitivity analysis results.

Table 1.7: Post-Tax Sensitivity Summary

Gold Price	Post-Tax NPV (5%)	Initial CAPEX		Total OPEX		FX	
US$/oz	Base Case	(-25%)	(+25%)	(-25%)	(+25%)	(-25%)	(+25%)
$1,200	$47	$101	($8)	$170	($93)	$331	($163)
$1,400	$189	$244	$134	$308	$66	$513	($15)
$1,600	$328	$383	$273	$445	$208	$694	$102
$1,850	$498	$553	$443	$615	$381	$921	$243
$2,000	$600	$655	$545	$717	$484	$1,057	$326
Gold Price	**Post-Tax IRR**	**Initial CAPEX**		**Total OPEX**		**FX**	
US$/oz	**Base Case**	**(-25%)**	**(+25%)**	**(-25%)**	**(+25%)**	**(-25%)**	**(+25%)**
$1,200	9.3%	16.9%	4.4%	19.0%	0.0%	30.4%	0.0%
$1,400	20.7%	31.0%	14.3%	28.5%	11.3%	41.5%	3.5%
$1,600	30.2%	42.7%	22.4%	37.1%	22.5%	51.4%	14.1%
$1,850	40.7%	55.6%	31.3%	46.8%	34.0%	62.7%	24.6%
$2,000	46.4%	62.6%	36.2%	52.2%	40.2%	69.2%	30.1%

Risks & Opportunities

Risks

Geology:

- The modelling approach at Goliath assumes that the contacts between the high-grade mineralisation and the surrounding low-grade material are not sharp and visually difficult to recognise without assays. This assumption was based on drill core logging and information provided by Teck-Corona as part of their bulk sampling program completed in 1997. If the contacts are sharper and more easily identifiable than expected during mining, the deposit could return a higher grade with a corresponding lower tonnage. This risk can be mitigated in various ways. Near surface, an area within the payback period of the open pit could be selected for testing the proposed grade control program. The program can be used to de- risk the resources and increase confidence in the grade intended for the proposed mill. At depth, targeted infill drilling can provide a greater level of confidence in the estimated grade and increase confidence in the modelling approach.
- At Goliath, the silver grade presents a small risk due to the lack of assays. This risk can be mitigated by re-assaying the drill core pulps for silver.
- Drilling in the eastern portion of the deposit and around the fold nose could increase the resources.
- At Goldlund, the current geological model considers broad mineralised zones that define the trend of the mineralisation. The development of a new geological model of lithology and alteration and a new model of the high-grade mineralisation may result in a change to the mineral resources. Infill drilling is required to confirm the continuity of the high-grade mineralisation.

Mining:

- Wall slopes may flatten, resulting in more waste material. This can be mitigated with additional geotechnical drilling, particularly at Goldlund and Miller where more work is required.
- Waste storage foundation study at Goldlund and Miller may require lower and large footprints or additional preparation costs. Geotechnical site investigations should help mitigate this through better understanding.
- ABA testing may indicate some of the waste material in Goldlund and Miller is potentially acid-generating and that separate storage facilities may be required to control drainage. Additional testwork will help to develop a better understanding of this issue and determine its impact on project design.

Recovery Methods & Metallurgical Testing:

- No metallurgical testing has been completed on the Miller deposit. Based on geology it is assumed to be similar to the Goldlund deposit.

Tailings Storage Facility:

- Non-PAG waste rock produced from the Goliath pit (up to 7% of waste rock) cannot be segregated during mining as assumed in the study and will not be available as required during construction of the TSF.
- The source of an adequate amount of suitable bulk embankment fill cannot be identified and secured from locally available borrow sources.
- There is the potential for challenging construction conditions associated with dewatering during preparation of the foundations for embankment construction and lining of the basin.

- The ability to achieve flat uniform filling of tailings via sub-aqueous deposition within the basin while maintaining the minimum required water cover over the tailings as assumed in the study.

Opportunities

Geology:

- Drilling in the eastern portion of the Goliath deposit and around the fold nose could increase the resources.
- The additional drilling recommended for Goldlund in Zones 1,2,3,4**,** 6, 8 and 9 could convert a portion of the inferred mineralisation to indicated mineralisation, as well as to expand the Zone 1 mineralisation to the northeast.
- Assaying of available Goldlund drill core sample rejects for silver, along with additional drilling, may generate sufficient data to allow the estimation of silver as a by product in future mineral resource estimates.

Mining:

- With testing, the PAG material may represent a smaller volume of material, which may help in storage considerations at Goliath in addition to Goldlund and Miller.
- The use of sorting technology may help reduce mill feed trucking tonnage, which in turn may elevate the feed grade.

Recovery Methods & Metallurgical Testing:

- Optimising processing conditions related to fineness of grind and leach retention time may result in lower capital costs from employing a coarser grind and reduced retention time.
- Additional metallurgical testing will provide an opportunity to optimise reagent addition rates and grinding media wear rates.
- Further investigate the incidence of tellurides within Goldlund and Miller mill feed to optimise mill recovery factors.

Infrastructure:

- Site conditions at Goldlund may be more favourable than at Goliath for siting the tailings storage facility, including closer access to large quantities of NAG waste rock for construction.
- Additional geotechnical drilling would better define the foundation conditions at the TSF and potentially reduce earthworks quantities for construction of the embankments and buttressing.

<u>Conclusions</u>

The total measured and indicated resources for the Goliath, Goldlund and Miller projects are estimated at 55.4 Mt at a grade of 1.10 g/t Au for an estimated 2.0 Moz of contained gold. Additional inferred resources are estimated to be 21.0 Mt at a grade of 0.78 g/t Au for a total of 0.5 Moz.

Based on the assumptions and parameters presented in this report, the PEA shows positive economics (i.e., C$328 million post-tax NPV (5%) and 30.2% post-tax IRR). The PEA supports that additional detailed studies are warranted.

Recommendations

The financial analysis of this PEA demonstrates that the Goliath Gold Complex has positive economics. It is recommended to continue developing the project through additional studies, including a pre-feasibility study. Table 1.8 summarises the proposed budget to advance the project through the pre-feasibility study stage.

Table 1.8: Proposed Budget Summary

Description	Cost C$
Geology- Goliath Work Program	5,925,000
Geology- Goldlund Work Program	8,760,000
Geology - Miller Work Program	1,830,000
Geotechnical	998,000
Mining	50,000
Metallurgy	500,000
Infrastructure	555,000
Environmental	2,100,000
PFS Study Budget	1,695,000
Total Recommended Study Budget	**$22,413,000**

Geology

Goliath

After reviewing the Treasury Metal data, AGP makes the recommendations outlined below for Goliath.

Goliath QA/QC:

- AGP recommends that the QA/QC for silver be charted similarly to gold.
- Treasury Metals quarter core sample duplicate shows evidence of a rather strong nugget effect and AGP questions if this protocol should continue. AGP advised Treasury Metals to seek the opinion of a specialist in the QC/QA field.

Resource Modelling:

- The missing silver assays represent limited risk to the resources; however, AGP recommends all recoverable drill rejects or pulps for the samples located in the mineralised horizon be assayed for silver. An estimated 6,000 pulps@ $10.00 per pulps for a total of $60,000.
- AGP also recommends that in future drilling programs, Treasury Metals should ensure that no gold assay within the mineralised horizons is missing a corresponding silver assay.
- Advance geostatistical studies (change of support and conditional simulation) should be conducted as part of future pre-feasibility or feasibility studies. These studies allow the quantification of risks to the resource. The cost for these studies is estimated at $10,000.

Drilling Recommendations:

AGP recommends continuing exploration and delineation drilling at the Goliath deposit. This

additional drilling should be designed to expand and improve the quality of mineral resources presented in this report and to further the understanding of the geology, specifically in the area east of the deposit where mining infrastructure may potentially be built. Drilling should also focus on infill drilling of the underground resources from surface where the potential open pit may restrict access in the future. Finally, drilling should focus on the sections of the underground mining areas that have seen reduced continuity in the current resource model when compared to previous models. If gold assays are found in these areas, there is potential to connect the high-grade wireframe and subsequently create additional areas for the proposed mining zone.

- Area A is designed to expand on existing resources and convert inferred blocks to indicated east of shoot 1
- Area B is strictly designed to convert inferred blocks to indicated in the west of shoot 2 and at depth.
- Area C is designed for resource expansion. This area is located at depth adjacent to the currently defined resource blocks between shoots 2 and 3.
- Area D is to convert the resource in the upper portion of the PEA pit from inferred to indicated. The area spans from section 526500E to 527500E.
- Area E is designed to explore the ground currently located under the proposed infrastructure. The area is located between sections 529750E and 529875E.
- Area F is designed to test a number of regional targets and follow up on several historical results that could contribute to future growth of additional satellite pits along strike towards the eastern boundary of the Goliath property.

AGP recommends a total of 82 drill holes totalling 36,575m of drilling for a total estimated cost of $5,925,000.

Goldlund

The following recommendations are for the Goldlund portion of the project:

- Close-spaced drilling of 6,400 m in 32 holes should be carried out in Zone 1. The drilling should target areas inside the mineral resources shell using angled core holes to confirm the grade continuity and upgrade a portion of the mineral resources for that part of Zone 1 from indicated to measured. The target area should represent the area that is likely to be mined at the start of the project.
- Infill drilling of 29,000 m should be carried out in selected areas of Zones 1, 2, 3, 4, 6, and 8 and 9 to achieve a drill hole spacing of approximately 25 m x 25 m to upgrade the inferred mineralisation to indicated and to explore for additional inferred resources. Priority should be given to areas that have inferred mineralisation inside the mineral resources shell and within or directly adjacent to proposed mining pit shells.
- Additional drilling of 7,200 m should be carried out to further explore selected areas of Zone 1 and Zone 4 and increase the confidence in the location of the mineralised zones.
- A 3D geological model of the lithology and alteration should be developed using implicit modelling software such as Leapfrog GEO® to aid in the interpretation of the granodiorite sills that host the stockwork mineralisation and the faults or other structures that might off- set the mineralised zones. These models would then be used to support a revised interpretation of the mineralised zones for the estimation of mineral resources. This modelling effort will require additional database and geological studies.
- Consideration should be given to the development of an alternative model of the gold mineralisation using a high-grade wireframe. This wireframe should be generated using a

suitable gold grade threshold, such as 1.0 or 2.5 g/t Au, and implicit modelling software, such as Leapfrog GEO®. This grade-shell would then be used as an additional control to restrict the higher grades and prevent any potential smearing of the high-grade assays during block grade interpolation. This would improve the reliability of the mineral resource estimate.

- The mineral resources estimate should be updated considering the additional drilling and geological modelling of the lithology, alteration, and high-grade mineralised zone wireframes.
- Assaying of available Goldlund drill core sample rejects for silver, along with additional drilling, may generate sufficient data to allow the estimation of silver as a by product in future mineral resource estimates.

The estimated budget for the proposed drilling and modelling programs is approximately C$8.7 million.

Miller

AGP recommends the following exploration programs for the Miller Project. Pending positive results, further studies may be proposed.

- A review of selected completed drill holes by optical televiewer should be carried out to accurately determine vein orientations and vein sets for abetter understanding of geological and structural controls of the gold mineralisation for the deposit. Optimally, this should be carried out on a variety of drill holes, that is, on angled drill holes (drilled from the northeast and southwest) and vertical drill holes.
- Infill drilling should be carried out by angled drill holes from the northwest and the southeast to reduce the current drill spacing to less than 50 m x 50 m. Drill holes should target the deposit near surface and at depth. Approximately 6,000 m of drilling is recommended. The drilling should be completed using oriented drill core if a televiewer is not employed to collect information of the vein orientations.
- Delineation drilling along strike of the known gold mineralisation to determine the extent of the deposit. Approximately 2,500 m of drilling is recommended.
- Where and if possible, stripping (trenching) and surface channel sampling across the deposit to gather geological and structural data at the surface of the deposit. An initial program of three lines of channel samples are recommended.
- Update of mineral resources based on the results of additional drilling and the geological information collected.

The estimated budget for the proposed drilling and modelling programs is approximately C$1.8 million.

Geotechnical

Further geotechnical and hydrogeological work are required at Goliath and new studies need to be initiated at Goldlund and Miller. The recommended work will:

- update the slope design parameters considering the current PEA design
- develop area hydrogeological models for surface and underground mining development (Goliath only) to interface with the overall project site-wide water balances
- review the underground design with focus on underground infrastructure, and required stope support (bolting)
- analyse waste and stockpile foundations with revised slope design parameters.

The estimated budget for the proposed PFS geotechnical program is $998,000.

Mining

The following work is recommended to advance the project to a pre-feasibility study level:

1. detailed quotations on mine equipment and refined equipment selection
2. detailed mine planning on Goliath pit backfill sequence to determine if additional material could be backfilled
3. further examination of mill feed transportation options with the objective of reducing transportation cost
4. review and design of pit and underground dewatering requirements and interface with surface water management system
5. detailed design and costing of permanent water exclusion bulkheads beneath the temporary central open pit access
6. incorporation of updated geotechnical guidance on stope cable bolt designs, as the rock is currently classified as fair to good which requires this level of support
7. solicitation of contractor quotes for both open pit and underground mining to examine potential project NPV enhancements
8. update of pit slopes in all three areas based on revised geotechnical parameters resulting from additional geotechnical testwork
9. detailed design of underground infrastructure, both on surface (portals, ventilation, power interface) and underground (dewatering system, electrical, etc.)
10. complete a labour survey for salaries, benefits, and skilled worker locally available (this information would be used in pre-feasibility study costing; it may also lead to Treasury Metals assisting local colleges and workers to develop specific skill sets in anticipation of a production decision)

All of the above recommendations would be included in the normal pre-feasibility study cost estimate, with the exception of point 10. This would normally involve an outside consultant and would be expected to cost $50,000.

Metallurgy

The estimated budget for the recommended metallurgical testwork totals $500,000.

To progress to a pre-feasibility study level the following metallurgical testwork is recommended for the Goliath Project:

- identify samples required to provide geo-metallurgical representation of the deposit sufficient for a pre-feasibility study requirement
- mineralogical studies including gold deportment analysis
- additional ore competency tests for more accurate SAG mill sizing; JK Tech SMC tests (Axb) are recommended to be conducted over a range of lithologies or zones
- ore hardness tests including Bond rod, ball and abrasion index testing to determine the variability of the lithologies or zone
- extended gravity recoverable gold(E-GRG) testing
- cyanidation testing on major lithologies examining grind size, retention time and cyanide addition rate
- additional cyanide destruction testing to optimize reagent addition and retention time

To progress to a pre-feasibility study level the following metallurgical testwork is recommended for the

Goldlund Project:

- identify samples required to provide geo-metallurgical representation of the deposit sufficient for a pre-feasibility study requirement
- additional ore competency tests for more accurate SAG mill sizing; JK Tech SMC tests (Axb) are recommended to be conducted over a range of lithologies or zones
- ore hardness tests including Bond rod, ball and abrasion index testing to determine the variability of the of lithologies or zones
- mineralogical studies including gold deportment analysis
- extended gravity recoverable gold(E-GRG) testing
- cyanidation testing on major lithologies examining grind size, retention time, reagent conditions (pH and cyanide concentration) for gold tellurides
- cyanide destruction testing to establish required reagent addition rates and retention time for required discharge cyanide concentrations

No previous testing has been conducted on Miller samples. The following metallurgical testwork is recommended.

- identify samples required to provide geo-metallurgical representation of the deposit sufficient for a pre-feasibility study requirement
- conduct testing to identify comminution parameters including SMC tests (Axb), Bond rod, ball and abrasion index testing
- mineralogical studies including gold deportment analysis
- extended gravity recoverable gold(E-GRG) testing
- cyanidation testing on major lithologies examining grind size, retention time, reagent conditions (pH and cyanide concentration) for gold tellurides (if present)
- cyanide destruction testing to establish required reagent addition rates and retention time for required discharge cyanide concentrations

Sorting

Sighter-type ore sorting amenability testing is recommended. The program will establish if samples from the three deposits are amenable to particle or bulk sorting. Ore sorting could benefit the project by either upgrading mill feed with reduced quantity transported for processing or upgrading of low-grade material near the planned cut-off grades.

Infrastructure

The following activities are recommended to support infrastructure design for the pre- feasibility study phase:

Site Investigations

- Additional site investigations should be completed to identify suitable borrow locations, and further characterise foundations of the TSF embankments and basin.
- Cone penetration testing should be carried out in key areas to confirm strengths of the softer fine grained soils within TSF Embankment footprint and other key infrastructure, (i.e., the grey silt).
- The availability of local borrow sources for TSF embankment construction should continue to be evaluated to verify the capital cost associated with its construction based on the material available.
- The recommended budget for these items is $375,000

Tailings Storage Facility

- Additional stability analyses should be carried out to refine and optimise buttress sizing requirements and embankment section (note: the analysis should take into account the potential for soil liquefaction, cyclic clay softening, and undrained strength conditions based on the updated site investigations).
- Additional seepage analyses should be performed to refine and optimise basin lining requirements and closure cover thickness.
- Potential basin lining alternatives, including geosynthetic materials (HOPE, LLDPE) and paper pulp sludge, should be evaluated.
- The recommended budget for these items is $140,000

Water Management Measures

- The catchment areas contributing runoff to the process plant, open pits and waste dumps, and the amount of groundwater inflow to the open pits and underground mine with time need to be confirmed based on the ultimate mine plan.
- Site-specific meteorological and hydrology data should be collected. This data will be used to refine seasonal runoff values and design storms for future work.
- The predictive water quality model should be updated to review the requirements for water treatment and/or discharge.
- Bench-scale settling testing should be performed to characterise the required retention time for suspended solids in the runoff water.
- The recommended budget for these items is $40,000

Facilities Location

The PEA was advanced with the concept of locating the process and tailings facility at the Goliath project site. This is due to the advanced nature of both the permitting and development path of the Goliath Project and previous technical studies. By adding the Goldlund and Miller properties to the overall project scope, opportunities exist that may benefit the project from a cost and environmental perspective.

Mill feed material needs to move between the various pit areas, which implies that a plant located at Goldlund would not adversely impact the operating costs of the project. The advantages of locating the plant and tailings at Goldlund should be examined and included in a detailed trade-off study that considers potential permitting delays that may accompany such changes.

It is recommended that a series of trade-off studies examining alternate locations for the plant and tailings facility be considered and included in the pre-feasibility study budget.

Environmental

The approach to environmental studies for the Goliath Gold Complex will be to treat the Goliath, Goldlund and Miller deposits as three distinct projects; therefore, each project will have a distinct set of environmental recommendations as indicated below.

Treasury Metals has an advanced understanding of the environmental baseline at the Goliath Project site having previously completed an extensive baseline investigation to support the Federal environmental assessment process for the project. Treasury Metals received Federal government approval for the Goliath

Project in August 2019 under the *Canadian Environmental Assessment Act*, with the Minister of Environment and Climate Change Canada concluding that the project is not likely to cause significant adverse environmental effects. As part of the conditions on the approval of the project, Treasury Metals is obligated to notify the Federal and Provincial authorities, as well as it Indigenous partners, of any project changes, including the milling of ore from the Goldlund Project and Miller project at the Goliath property. While the engineering design change to mill ore from other sites at Goliath is not anticipated to have an effect on the current Federal EA approval on the Goliath Project, additional environmental data may need to be measured or modelled to support the change in the description of the assessed project. Additional environmental programs for the Goliath Project may also be required to update environmental baseline data relied on in the EA to support permitting efforts.

Baseline data collection for the Goldlund Project is underway and is expected to be completed within 12 months' time. Treasury Metals has not collected any baseline data from the Miller project to date; however, it is anticipated this will happen in the immediate future. Based on the current proposed design, neither the Goldlund Project nor Miller Project is expected to require completion of a Federal Impact Assessment under the new *Impact Assessment Act.* However, baseline data for these projects will be required to support Provincial permitting and approvals processes, including potential Provincial EAs.

The cost for the above work for all three projects is estimated at $2.1 million. This is considered sufficient for a pre-feasibility level of study.

6. DIVIDENDS

No dividends on the Common Shares have been paid to date. The Company anticipates that for the foreseeable future it will retain future earnings and other cash resources for the operation and development of its business. Payment of any future dividends will be at the discretion of the board of directors of the Company (the "**Board**") after taking into account many factors, including the Company's operating results, financial condition, and current and anticipated cash needs.

7. DESCRIPTION OF SHARE STRUCTURE

Common Shares

The Company is authorized to issue an unlimited number of Common Shares of which 112,734,784 Common Shares are issued and outstanding as of the date of this AIF.

Holders of Common Shares are entitled to receive notice of and attend any meeting of the Company's shareholders, to one vote for each Common Share held, to receive dividends if, as and when declared by the directors and to participate rateably in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Company. None of the Common Shares are subject to any further call or assessment. There are no special rights or restrictions of any nature attaching to any of the Common Shares and they all rank *pari passu* each with the other as to all benefits which might accrue to the holders of the Common Shares. The Common Shares are not convertible into shares of any other class and are not redeemable or retractable.

Warrants

As of the date of this AIF, the Company has 26,634,278 warrants to purchase Common Shares ("**Warrants**") issued and outstanding. Each Warrant is exercisable for one Common Share at exercise

prices ranging from $1.05 to $1.80 per Common Share for terms ranging from 24 months to 60 months from the date of grant.

Compensation Warrants

As of the date of this AIF, the Company has 800,050 compensation warrants ("**Compensation Warrants**") issued and outstanding. Each Compensation Warrant is exercisable for one Common Share at exercise prices ranging from $0.855 to $1.08 per Common Share for terms of 24 months from the date of grant.

Special Warrants

As of the date of this AIF, the Company has 17,451,579 special warrants ("**Special Warrants**") issued and outstanding. The Special Warrants were issued pursuant to a special warrant indenture between the Company and TSX Trust Company. Each Special Warrant entitles the holder thereof to receive one Common Share on exercise thereof. Each Special Warrant will be automatically exercised on the earlier of: (i) the fifth business day after the Prospectus Qualification (as defined below); and (ii) at 4:59 p.m. (EDT) on the date which is four months and a day following the date the Special Warrants were issued.

The Company has agreed to use commercially reasonable efforts to obtain a receipt for a final short form prospectus qualifying the distribution of the underlying Common Shares to be issued upon exercise of the Special Warrants (the "**Prospectus Qualification**") on or before April 15, 2021.

Stock Options

The Company has a "rolling" stock option plan (the "**Stock Option Plan**") pursuant to which up to a maximum of 10% of the issued and outstanding Common Shares may be reserved for issuance pursuant to the exercise of Stock Options. On June 13, 2018, Shareholders re-approved the Stock Option Plan. As of the date of this AIF, the maximum number of Common Shares that may be reserved for issuance under the Stock Option Plan is 11,734,784.

As of the date of this AIF, there are a total of 5,017,658 Stock Options issued and outstanding. Stock Options are exercisable by the holders thereof to acquire Common Shares at a future date. The terms and conditions attached to the Stock Option grants are determined by the Board, in its sole discretion. The Board has the power and discretionary authority to determine the terms and conditions of the Stock Option grants, including the individuals who will receive the Stock Option grants, the number of Stock Options subject to each grant, the exercise price of the Stock Options, the limitations or restrictions on vesting of Stock Options, acceleration of vesting of Stock Options, the form of consideration payable on settlement of Stock Options and the timing of the Stock Options grants. The Board also has the power to establish procedures for payment of withholding tax obligations with cash.

8. MARKET FOR SECURITIES

Trading Price and Volume

The Common Shares are listed and posted for trading on the Toronto Stock Exchange under the trading symbol "TML". The table below sets forth the high and low trading prices and volume for Common Shares traded through the TSX on a monthly basis for the period commencing on January 1, 2020 and ending on December 31, 2020.

	Price Range and Trading Volume [1]		
Period	**High ($)**	**Low ($)**	**Volume**
January 2020	0.96	0.77	1,619,969
February 2020	0.89	0.57	3,515,613
March 2020	0.72	0.45	2,779,483
April 2020	0.95	0.57	2,325,687
May 2020	0.99	0.75	2,033,753
June 2020	1.77	0.96	3,060,566
July 2020	1.83	1.44	2,211,717
August 2020	1.98	1.38	4,103,749
September 2020	1.57	1.25	2,596,590
October 2020	1.48	1.26	1,451,033
November 2020	1.53	1.28	1,381,133
December 2020	1.39	1.23	1,412,836

Notes:
(1) Presented on a post-Consolidation basis.

Unlisted Securities

During the financial year ended December 31, 2020, the Company issued the following unlisted securities:

Date of Issue	Class of Security	Number of Securities Issued [1]	Exercise Price per Common Share [1]	Issue price per Security
July 7, 2020	Subscription Receipts	32,000,000	-	$0.36
July 7, 2020	Compensation Warrant Receipts[2]	640,000	-	-
August 7, 2020	Warrants	11,666,667	$1.50	-
August 17, 2020	Warrants	5,333,333	$1.80	-
August 17, 2020	Compensation Warrants[3]	640,000	$1.08	-
November 10, 2020	Stock Options	2,588,000	$1.35	-

Notes:
(1) Presented on a post-Consolidation basis.
(2) Each Compensation Warrant Receipt issued on July 7, 2020 was exchanged for one Compensation Warrant on August 17, 2020.
(3) Each Compensation Warrant exercisable into one Common Share.
(4) Subsequent to December 31, 2020 and before the date of this Report the Company issued 798,000 stock options with an exercise price of $1.35 and 300,000 stock options with an exercise price of $0.95.

9. ESCROWED SECURITIES

No securities of the Company are subject to escrow as at the date hereof.

10. DIRECTORS AND OFFICERS

Name, Occupation and Security Holding

The following table and the notes thereto set out the name, municipality and country of residence of each director and executive officer of the Company; their current position and office with the Company; their respective principal occupation during the five preceding years; the date on which they were first elected or

appointed as a director or officer of the Company: and their Director Classification, as at the date of this report. The term of office of the directors expires at the Company's next annual meeting of shareholders.

Name and Municipality of Residence [5]	Position with the Company	Director Since	Principal Occupation during the five preceding years[4]	Director Classification
William Fisher[2][4] Toronto, ON, Canada	Chairman and Director	February 2008	Mr. Fisher is a Director and non-executive Chairman of the board of the Company. Mr. Fisher is the non-executive Chairman of GoldQuest Mining Corporation, which discovered the Romero gold/copper project in the Dominican Republic and a director of nickel developer Horizonte Minerals Plc. He was formerly the non-executive chairman of Rame Energy Ltd. (May 2014 to August 2016). Rame Energy went into administration in 2016. Mr. Fisher has served as a director and officer of a number of companies, including chairman and director of Aurelian Resources, which discovered the Fruta del Norte gold mine in Ecaudor, Rockwell Diamonds (November 2008 to April 2010), and PC Gold (April 2008 to April 2013). He previously served as CEO of GlobeStar Mining, which under his supervision developed, financed and constructed the Cerro de Maimon gold/copper mine in the Dominican Republic and CEO of Karmin Resources that discovered the Aripuana polymetallic mine in Brazil. Mr. Fisher has a degree in Geology from Kingston Polytechnic, UK.	Independent
Marc Henderson [1][3][4] Toronto, ON, Canada	Director	August 2007	Mr. Henderson is a Director, and previous Chairman of the Company (2007-2020). Mr. Henderson currently serves as the President, Chief Executive Officer and a Director of Laramide Resources Ltd. and has held this position since May 1995. He is also a Director for Nubian Resources Ltd. since January 2021. He was previously (until December 2009) President and Chief Executive Officer of Aquiline Resources Inc. until the sale of that company to Pan American Silver Corp. He is also a Director of Cypherpunk Holdings Inc., and previously a Director with Plateau Uranium (2014 to 2015), Lydian International (2008-2014) and Midpoint Holdings Ltd. (2010 to 2016).	Independent
Christophe Vereecke[2][4] Paris, France	Director	December 2015	Mr. Vereecke is a Director of the Company, an entrepreneur, and has been involved in the startup of several businesses including co-founder and former chief financial officer of Business Oil Platform, a physical oil trading	Independent

Name and Municipality of Residence [5]	Position with the Company	Director Since	Principal Occupation during the five preceding years[4]	Director Classification
			and logistics company operating in Central and Eastern Europe. Mr. Vereecke's current investment advisory firm, Le Sequoia, specializes in private client fund management focused in the extractive industry, mine royalties, precious metals and the diamond markets. His finance background includes independent consultancy to the wealth management and private equity sectors, and earlier in his career he was a sell side analyst and a fund manager.	
Flora Wood[1][3][4] Toronto, ON, Canada	Director	January 2014	Ms. Wood is a Director of the Company and has been Director, Investor Relations at Altius Minerals Corporation for the last three years. She has led Investor Relations and Bondholder Communications activity for publicly traded companies for 15+ years. Prior to Altius, she led Investor Relations (equity and debt) at Sherritt International and held the same role with Inmet Mining until its acquisition by First Quantum Minerals in 2013. Prior to that, she was with Aquiline Resources Inc. (2007 – 2009), and Laramide Resources (2007 – 2010). She is a Board and Audit Committee member of AbraPlata Resource Corp.	Independent
Frazer Bourchier[4] Aurora, ON, Canada	Director	August 2020	Mr. Bourchier is a registered Professional engineer with over 30 years of domestic and international experience in the mining industry. This has included a healthy mix of both open pit and underground mine environments; plant construction; operations during ramp-up, turnaround, and steady-state phases; and mine closures. His breadth of experience includes both operational field management and executive corporate oversight leadership. In addition, his public company and inter-company Board Governance experience is further complemented by his McMaster University accredited Chartered Director Certification. Mr. Bourchier is currently the President, CEO and Director at Harte Gold since September 2020, and prior to this, his most recent executive role was as Chief Operating Officer of Detour Gold from January 2018 until June 2019. In that role, Mr. Bourchier spearheaded the turn-around of the Detour mine operation, Ontario, prior to its sale to Kirkland Lake Gold. From 2012 to 2017, Mr. Bourchier held	Independent

Name and Municipality of Residence [5]	Position with the Company	Director Since	Principal Occupation during the five preceding years[4]	Director Classification
			the role of Chief Operating Officer at Nevsun Resources. He also led the technical due diligence for the highly successful Timok acquisition, in Serbia. Preceding this, Mr. Bourchier was an operational Executive at Wheaton Precious Metals (formerly Silver Wheaton). For the first 16 years of his career, he worked at Placer Dome (subsequently Barrick Gold) where he held positions of increasing responsibility including Mining Manager and General Manager at the Porgera open pit gold mine. Mr. Bourchier has a Bachelor's and Master's degrees in Applied Science and Engineering from the University of Toronto.	
David Whittle[1][2][4] North Vancouver, BC, Canada	Director	August 2020	Mr. Whittle is a Chartered Professional Accountant with over 25 years of senior executive experience in the mining industry, and has been responsible for strategic planning initiatives, operations and all aspects of corporate and financial management and administration. More recently, from 2004 to 2007, he was Chief Financial Officer of Hillsborough Resources Limited, and from 2007 through 2014 was both Chief Financial Officer and Company Ethics Officer of Alexco Resource Corp. Mr. Whittle has served as a director of a number of public companies, primarily in the resource sector, with extensive experience on audit committees, compensation committees and special committees. With respect to his most recent directorships, he is currently on the boards of Viva Gold Corp. and Kalo Gold Holdings Inc., where for both companies he serves as Audit Committee Chair. He was previously on the board of Alio Gold Inc., since 2019 serving as a director and Audit Committee Chair until the sale of that company in July 2020. He was also a director of Mountain Province Diamonds Inc. from 1997 to May 2020, for much of that time serving as Audit Committee Chair and Lead Outside Director. He served as Interim CEO of Mountain Province from June 2017 to May 2018, leading the company through a chief executive transition and the refinancing of its senior debt facility, then resuming his role as an independent director. Mr. Whittle holds a Bachelor of Commerce (Finance) from the	Independent

Name and Municipality of Residence [5]	Position with the Company	Director Since	Principal Occupation during the five preceding years[4]	Director Classification
			University of British Columbia.	
Daniel W. Wilton[3][4] North Vancouver, BC, Canada	Director	August 2020	Dan Wilton has over 25 years of experience in M&A, corporate finance and principal investing in the mining sector, having executed as principal or advised on more than $10 billion of mergers, acquisitions and divestitures and more than $1 billion of financings. Dan has been the Chief Executive Officer of First Mining Gold since January, 2019. Prior to joining First Mining, he was a Partner at Pacific Road Capital Management, a mining-focused private equity investment firm with approximately $800 million under management. Dan's previous roles included Managing Director and Head of the Global Mining and Metals Group at National Bank Financial Inc., Managing Director in Business Development at General Electric based in London, England, and other corporate finance and M&A roles at global financial institutions based in Toronto and New York. He currently serves as Vice Chair of the Board of Directors and is Chair of the Audit and Finance Committee for Providence Health Care in Vancouver, Canada. Dan holds a B.Comm (First Class Honours) from Queen's University and an MBA (with Distinction) from INSEAD in France.	Independent
Jeremy Wyeth[4] Oakville, ON, Canada	President and Chief Executive Officer	Not Applicable	Mr. Wyeth is the President and Chief Executive Officer of the Company. Prior to this, Mr. Wyeth was Operations Director at a large engineering company, where he led the Oakville office with a strong focus on both local and international projects. During his tenure, he built a strong team that grew the business, seeing the office more than double in size in the last few years and with continued growth planned into the first quarter of 2021. Mr. Wyeth started his career with De Beers, and worked on mines around the world in Canada, Russia, Brazil and South Africa. With De Beers, he moved to Canada to lead the development, construction, commissioning and ramp up of the Victor Diamond Mine in Northern Ontario. He took the Victor project from pre-feasibility study to nameplate capacity. The Victor Project had a capital budget of $1 billion and under Mr. Wyeth's leadership, it was completed 9	Not Applicable

Name and Municipality of Residence [5]	Position with the Company	Director Since	Principal Occupation during the five preceding years[4]	Director Classification
			months ahead of schedule and under budget.	
Dennis Gibson[4] Oakville, ON, Canada	CFO	Not Applicable	Mr. Gibson is the Chief Financial Officer of the Company since July 1, 2010. He is also CFO of Laramide Resources Ltd. since 2006, and CFO of Cypherpunk Holdings Inc. since 2018. He is former Chief Financial Officer of Forrester Metals Inc., from September 2014 to June 2017, and prior thereto Vice-President, Chief Financial Officer and Corporate Secretary of Vector Intermediaries Inc.; and, former Chief Financial Officer of Aquiline Resources Inc. (2006-2009).	Not Applicable

Notes:

(1) Member of the Company's Audit committee. Marc Henderson is the chair of the Audit Committee.
(2) Member of the Company's Compensation committee. David Whittle is the Chair of the Compensation Committee.
(3) Member of the Corporate Governance and Nomination Committee. Flora Wood is the Chair of the Corporate Governance and Nominating Committee.
(4) Information provided by the individuals.
(5) Greg Ferron and Doug Bache resigned from the Board concurrent with the closing of the Goldlund Acquisition.

As a group, the directors and executive officers of the Company beneficially own, control or direct, or exercise control or direction, directly or indirectly, over 3,197,006 Common Shares representing approximately 2.84% of the Company's total issued and outstanding Common Shares.

Cease Trade Orders

To the Company's knowledge, except as disclosed below, none of the directors or executive officers is, as at the date of this AIF, or was within 10 years before the date of this AIF, a director or chief executive officer or chief financial officer of any company that:

(i) was the subject of an order (as defined in Form 51-102F5 of National Instrument 51-102 - *Continuous Disclosure Obligations*) 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 an order 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 a director, chief executive officer, or chief financial officer,

Dennis Gibson who was a senior officer of Forrester Metals Inc. (formerly Vena Resources Inc.) ("**Vena**") when a cease trade order was made on April 5, 2016 by the OSC and on April 8, 2016 by the BCSC as a result of the failure of Vena to file and deliver to shareholders its annual financial statements for the year ended December 31, 2015. This management cease trade order was subsequently revoked by the OSC and by the BCSC following the filing of the financial statements as required.

Bankruptcies

Other than as disclosed below, to the Company's knowledge, none of the directors, executive officers or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

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

(b) has, within the 10 years before this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Mr. William Fisher was the non-Executive Chairman of Rame Energy PLC, an AIM listed renewables energy company with operations in the UK and Chile. Following a failed attempt to raise new equity in the aftermath of the UK Brexit referendum, the directors of Rame Energy PLC were unable to secure sufficient working capital to allow the business to continue to trade solvently. On August 4, 2016, the directors applied to a court to have an administrator appointed to allow the business to seek a financing solution. On September 30, 2016, the main operations of the group were sold to a group of international investors.

Penalties or Sanctions

To the Company's knowledge, no existing 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 with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in making an investment decision.

Conflict of Interest

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

To the best of the Company's knowledge, there are no known existing or potential conflicts of interest among the Company or a subsidiary of the Company and the Company's directors and officers or the directors and officers of a subsidiary of the Company as a result of their outside business interests, except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

11. AUDIT COMMITTEE INFORMATION

National Instrument 52-110 - Audit Committees ("**NI 52-110**") requires the Company to disclose annually in its Annual Information Form certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor, as set forth below.

11.1 Audit Committee

The Company's Audit Committee is directly responsible for overseeing the work of the auditors and must pre-approve all non-audit services, be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and must establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters. The full text of the charter of the Company's Audit Committee is attached hereto as Appendix "A".

11.2 Composition of the Audit Committee

The current members of the Audit Committee are Mr. Henderson, Mr. Whittle, and Ms. Wood. All the members of the Audit Committee are considered to be "independent" and "financially literate" as defined in Multilateral Instrument 52-110 – *Audit Committees*.

The following table describes the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member:

Name of Member	Relevant Experience and Qualifications
Marc Henderson	Mr. Henderson is a CFA. Mr. Henderson currently serves as the President, Chief Executive Officer and a Director of Laramide Resources Ltd. and has held this position since May 1995. He is also a Director for Nubian Resources Ltd. He was previously (until December 2009) President and Chief Executive Officer of Aquiline Resources Inc. until the sale of that company to Pan American Silver Corp. He is also a Director of Cypherpunk Holdings Inc., and previously a Director with Plateau Uranium (2014 to 2015), Lydian International (2008-2014) and Midpoint Holdings Ltd. (2010 to 2016).
David Whittle	Mr. Whittle is a Chartered Professional Accountant with over 25 years of senior executive experience in the mining industry, and has been responsible for strategic planning initiatives, operations and all aspects of corporate and financial management and administration. More recently, from 2004 to 2007, he was Chief Financial Officer of Hillsborough Resources Limited, and from 2007 through 2014 was both Chief Financial Officer and Company Ethics Officer of Alexco Resource Corp. Mr. Whittle has served as a director of a number of public companies over his career, primarily in the resource sector, with extensive experience on audit committees, compensation committees and special committees. With respect to his most recent directorships, he is currently on the board of Alio Gold Inc., where he has been a director since 2019 serving as Audit Committee Chair. He was also a director of Mountain Province Diamonds Inc. from 1997 to May 2020, for much of that time serving as Audit Committee Chair and Lead Outside Director. He served as Interim Chief Executive Officer of Mountain Province from June 2017 to May 2018,

Name of Member	Relevant Experience and Qualifications
	leading the company through a chief executive transition and the refinancing of its senior debt facility, then resuming his role as an independent director. Mr. Whittle holds a Bachelor of Commerce (Finance) from the University of British Columbia.
Flora Wood	Ms. Wood was a registered Investment Advisor prior to becoming an Investor Relations officer, and has maintained lead Investor Relations and bondholder relations roles for mid-cap issuers including her current role at Altius Minerals Corp. and prior to that Sherritt International, Harris Steel Group, Inmet Mining and Essar Steel Algoma.

11.3 Pre-Approval Policies and Procedures

In the event that the Company wishes to retain the services of the Company's external auditors for any non-audit services, prior approval of the Audit Committee must be obtained.

11.4 Audit Fees

The following table provides detail in respect of audit, audit related, tax and other fees paid by the Company to the external auditors for professional services:

	Audit Fees[(1)]	Audit-Related Fees[(2)]	Tax Fees[(3)]	All Other Fees[(4)]
Year ended December 31, 2018	$42,400	Nil	105,524	Nil
Year ended December 31, 2019	$48,685	Nil	45,500	22,260
Year ended December 31, 2020	$88,600	Nil	$36,750	$29,827

Notes:

(1) The aggregate audit fees billed.

(2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audits or reviewing the Company's financial statements including prospectus filings, and are not included under "Audit Fees".

(3) The aggregate fees billed for services related to tax compliance, tax advice and tax planning. The services performed for the fees paid under this category may briefly be described as tax return preparation fees.

(4) The aggregate fees billed for services other than those reported above. The services performed for the fees paid under this category may briefly be described as flow-through accounting services.

12. PROMOTERS

To the best of the Corporation's knowledge, no person who was a promoter of the Corporation within the last two years:

(a) received anything of value directly or indirectly from the Corporation or a subsidiary; or
(b) sold or otherwise transferred any asset to the Corporation or a subsidiary within the last two years.

13. LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Management is not aware of any current or contemplated material legal proceedings to which the Company is a party or which any of its property is the subject.

Management is not aware of any penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision.

There have not been any sanctions, penalties, or settlement agreements imposed by a court or regulatory body relating to securities legislation or with a securities regulatory authority during the year ended December 31, 2020.

14. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director, executive officer or principal shareholder of the Company, or associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction within the preceding three years or in any proposed transaction that has materially affected or will materially affect the Company, other than Dan Wilton who is the President, CEO and Director of First Mining which sold its Tamaka subsidiary to Treasury Metals. First Mining holds approximately 40% of the issued and outstanding shares of the Company.

15. TRANSFER AGENT AND REGISTRAR

The Company's transfer agent and registrar is TSX Trust Company at its Toronto office located at Suite 301, 100 Adelaide St. West, Toronto, Ontario M5H 4H1.

16. MATERIAL CONTRACTS

Other than as disclosed below, there are no contracts that may be considered material to the Company, other than contracts entered into in the ordinary course of business, that have been entered into by the Company in the past fiscal year or that have been entered into by the Company in a previous fiscal year and are still in effect.

- On June 3, 2020, the Company entered into a share purchase agreement with First Mining, pursuant to which the Company completed the Goldlund Acquisition.
- On August 7, 2020, concurrent with the closing of the Goldlund Acquisition, the Company entered into an investor rights agreement (the "**Investor Rights Agreement**") with First Mining, pursuant to which Fist Mining was granted the right to nominate three directors to the Board of the Company. The Investor Rights Agreement also provides that: (i) for so long as First Mining holds greater than 10% of the issued and outstanding Common Shares, First Mining shall have the right to nominate two nominees for election to the Company's Board; and (ii) for so long as First Mining holds greater than 5% but less than 10% of the issued and outstanding Common Shares, First Mining shall have the right to nominate one nominee for election to the Company's Board.

17. INTEREST OF EXPERTS

Auditors

The auditors of the Company are RSM Canada LLP (formerly Collins Barrow LLP, Chartered Accountants) Toronto, Ontario and are independent within the meaning of the Rules of Professional Conduct of the

Institute of Chartered Accountants of Ontario. To the knowledge of the Company, none of the partners and associates of RSM Canada LLP have any registered or beneficial interest, direct or indirect, in any securities, or other property of the Company or of any associates or affiliates of the Company, nor do they expect to receive or acquire any such interests.

Qualified Persons

All technical and scientific information discussed in this AIF, including mineral resource estimates for our material properties, and all technical and scientific information for our other non-material projects, has been reviewed and approved by Mark Wheeler who is a "qualified person" for the purposes of NI 43-101.

The 2021 Technical Report was completed by Ausenco together with other technical consultants. The affiliation and areas of responsibility for each of the Qualified Persons involved in preparing the Technical Report, are as follows: Mr. Tommaso Roberto Raponi, P.Eng – Qualified Person for Processing and Metallurgy; Mr. Pierre Desautels, P.Geo. – Qualified Person for Goliath Mineral Resource Evaluation; Mr. Christopher Keech, P.Geo – Qualified Person for Goldlund Mineral Resource Evaluation; Mr. Paul Daigle, P.Geo – Qualified Person for Miller Resource Evaluation; Mr. Gordon Zurowski, P.Eng – Qualified Person for Mine Engineering and Costing; Reagan McIsaac, Ph.D., P.Eng. – Qualified Person for Tailings Management; Sheila Daniel, P.Geo. – Qualified Person for Closure and Closure Costing.

By virtue of their education, membership to a recognized professional association and relevant work experience, Mr. Tommaso Roberto Raponi, Mr. Pierre Desautels, Mr. Christopher Keech, Mr. Paul Daigle, and Mr. Gordon Zurowski, are independent Qualified Persons as defined under NI 43-101.

Each of the abovementioned firms or persons named in this section under the heading "*Qualified Persons*" holds, as either a registered or beneficial holder, less than one percent of the outstanding securities of the Company or of any associate or affiliate of the Company. None of the aforementioned firms or persons received any direct or indirect interest in any securities of the Company or of any associate or affiliate of the Company in connection with the preparation and review of any technical report or this AIF. None of the aforementioned firms or persons, nor any directors, officers or employees of such firms or persons, 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.

18. ADDITIONAL INFORMATION

Additional information is contained in the Company's audited financial statements and MD&A for the Company's most recently completed financial year, copies of which have been filed with the securities regulatory authorities in the provinces of British Columbia, Alberta and Ontario and may be found on SEDAR at www.sedar.com.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under the Company's equity compensation plans, is contained in the Company's information circular for its most recent annual meeting of securityholders that involved the election of directors.

APPENDIX "A"
CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Overall Purpose and Objective

The audit committee (the "Committee") will assist the directors (the "Directors") of Treasury Metals Inc. (the "Company") in fulfilling their responsibilities under applicable legal and regulatory requirements. To the extent considered appropriate by the Committee or as required by applicable legal or regulatory requirements, the Committee will review the financial accounting and reporting process of the Company, the system of internal controls and management of the financial risks of the Company and the audit process of the financial information of the Company. In fulfilling its responsibilities, the Committee should maintain an effective working relationship with the Directors, management of the Company and the external auditor of the Company, as well as monitor the independence of the external auditor.

Authority

1. The audit committee shall have the authority to:
   (a) engage independent counsel and other advisors as the Committee determines necessary to carry out its duties;
   (b) set and pay the compensation for any advisors employed by the Committee;
   (c) communicate directly with the internal and external auditor of the Company and require that the external auditor of the Company report directly to the Committee; and
   (d) seek any information considered appropriate by the Committee from any employee of the Company.
2. The Committee shall have unrestricted and unfettered access to all personnel and documents of the Company and shall be provided with the resources reasonably necessary to fulfill its responsibilities.

Membership and Organization

1. The Committee will be composed of at least three members. The members of the Committee shall be appointed by the Directors to serve one-year terms and shall be permitted to serve an unlimited number of consecutive terms. Every member of the Committee must be a Director who is independent and financially literate to the extent required by (and subject to the exemptions and other provisions set out in) applicable laws, rules and regulations, and stock exchange requirements ("Applicable Laws"). In this Charter, the terms "independent" and "financially literate" have the meaning ascribed to such terms by Applicable Laws, and include the meanings given to similar terms by Applicable Laws, including in the case of the term "independent" the terms "outside" and "unrelated" to the extent such latter terms are applicable under Applicable Laws.
2. The chairman of the Committee will be appointed by the Committee from time to time and must have such accounting or related financial management expertise as the Directors may determine in their business judgment.
3. The secretary of the Committee will be the Secretary of the Company or such other person as is chosen by the Committee.

4. The Committee may invite such persons to meetings of the Committee as the Committee considers appropriate, except to the extent exclusion of certain persons is required pursuant to this Charter or Applicable Laws.

5. The Committee may invite the external auditor of the Company to be present at any meeting of the Committee and to comment on any financial statements, or on any of the financial aspects, of the Company.

6. The Committee will meet as considered appropriate or desirable by the Committee. Any member of the Committee or the external auditor of the Company may call a meeting of the Committee at any time upon 48 hours prior written notice.

7. All decisions of the Committee shall be by simple majority and the chairman of the Committee shall not have a deciding or casting vote.

8. Minutes shall be kept in respect of the proceedings of all meetings of the Committee.

9. No business shall be transacted by the Committee except at a meeting of the members thereof at which a majority of the members thereof is present.

10. The Committee may transact its business by a resolution in writing signed by all the members of the Committee in lieu of a meeting of the Committee.

Roles and Responsibilities

1. To the extent considered appropriate or desirable or required by applicable legal or regulatory requirements, the Committee shall recommend to the Directors:

   (a) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report on the annual financial statements of the Company or performing other audit, review or attest services for the Company, and

   (b) the compensation to be paid to the external auditor of the Company;

   (c) review the proposed audit scope and approach of the external auditor of the Company and ensure no unjustifiable restriction or limitations have been placed on the scope of the proposed audit;

   (d) meet separately and periodically with the management of the Company, the external auditor of the Company and the internal auditor (or other personnel responsible for the internal audit function of the Company) of the Company to discuss any matters that the Committee, the external auditor of the Company or the internal auditor of the Company, respectively, believes should be discussed privately;

   (e) be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report on the annual financial statements of the Company or performing other audit, review or attest services for the Company, including the resolution of disagreements between management of the Company and the external auditor of the Company regarding any financial reporting matter and review the performance of the external auditor of the Company;

   (f) review judgmental areas, for example those involving a valuation of the assets and liabilities and other commitments and contingencies of the Company;

   (g) review audit issues related to the material associated and affiliated entities of the Company that may have a significant impact on the equity investment therein of the Company;

   (h) meet with management and the external auditor of the Company to review the annual financial statements of the Company and the results of the audit thereof;

(i) review and determine if internal control recommendations made by the external auditor of the Company have been implemented by management of the Company;

(j) pre-approve all non-audit services to be provided to the Company or any subsidiary entities thereof by the external auditor of the Company and, to the extent considered appropriate: (i) adopt specific policies and procedures in accordance with Applicable Laws for the engagement of such non-audit services; and/or (ii) delegate to one or more independent members of the Committee the authority to pre-approve all non-audit services to be provided to the Company or any subsidiary entities thereof by the external auditor of the Company provided that the other members of the Committee are informed of each such non-audit service;

(k) consider the qualification and independence of the external auditor of the Company, including reviewing the range of services provided by the external auditor of the Company in the context of all consulting services obtained by the Company;

(l) consider the fairness of the interim financial statements and financial disclosure of the Company and review with management of the Company whether,

(i) actual financial results for the interim period varied significantly from budgeted or projected results,
(ii) generally accepted accounting principles have been consistently applied,
(iii) there are any actual or proposed changes in accounting or financial reporting practices of the Company, and
(iv) there are any significant or unusual events or transactions which require disclosure and, if so, consider the adequacy of that disclosure;

(m) review the financial statements of the Company, management's discussion and analysis and any annual and interim earnings press releases of the Company before the Company publicly discloses such information and discusses these documents with the external auditor and with management of the Company, as appropriate;

(n) review and be satisfied that adequate procedures are in place for the review of the public disclosure of the Company of financial information extracted or derived from the financial statements of the Company, other than the public disclosure referred to in paragraph 4(l) above, and periodically assess the adequacy of those procedures;

(o) establish procedures for:

(i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and
(ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters relating to the Company;

(p) review and approve the hiring policies of the Company regarding partners, employees and former partners and employees of the present and any former external auditor of the Company;

(q) review the areas of greatest financial risk to the Company and whether management of the Company is managing these risks effectively;

(r) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and consider their impact on the financial statements of the Company;

(s) review any legal matters which could significantly impact the financial statements of the Company as reported on by counsel and meet with counsel to the Company whenever deemed appropriate;

(t) institute special investigations and, if appropriate, hire special counsel or experts to assist in such special investigations;

(u) at least annually, obtain and review a report prepared by the external auditor of the Company describing: the firm's quality-control procedures; any material issues raised by the most recent internal quality-control review or peer review of the firm or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, in respect of one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditor and the Company;

(v) review with the external auditor of the Company any audit problems or difficulties and management's response to such problems or difficulties;

(w) discuss the Company's earnings press releases, as well as financial information and earning guidance provided to analysts and rating agencies, if applicable; and

(x) review this charter and recommend changes to this charter to the directors from time to time.

Communication With Directors

1. The Committee shall produce and provide the Directors with a written summary of all actions taken at each Committee meeting or by written resolution.
2. The Committee shall produce and provide the Directors with all reports or other information required to be prepared under Applicable Laws.