



SULLIDEN
MINING CAPITAL

**ANNUAL INFORMATION FORM
FOR THE FINANCIAL YEAR ENDED JULY 31, 2018**

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October 26, 2018

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This annual information form contains forward-looking information under Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the Corporation's (as hereinafter defined) exploration and development potential and timetable associated with the Corporation's properties, including the East Sullivan Property and those of investee companies; future precious metal prices; ability to raise additional financing; the timing and cost of estimated future exploration and development activities; capital expenditures; success of exploration activities; mining or processing issues; currency exchange rates; government regulation of mining operations; and environmental risks. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Mineral resource estimates are based on the assumptions and parameters set out herein and on the opinion of qualified persons. Forward-looking information is based on the opinions and estimates of management as of the date such statements are made. Estimates regarding the anticipated timing, amount and cost of activities are based on informed reasonable assumptions and are set out herein. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Corporation to be materially different from those expressed or implied by such forward-looking information including, but not limited to, risks related to: unexpected events and delays during exploration; variations in grade and recovery rates; timing and availability of external financing on acceptable terms; actual results of current exploration activities; changes in project parameters as plans continue to be refined; future precious metal prices; failure of plant, equipment or processes to operate as anticipated; accidents; labour disputes; future costs of supplies and labour; risks inherent in conducting business in foreign countries, other risks of the mining industry and those risk factors identified elsewhere in this annual information form. Although management of the Corporation has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Corporation does not undertake to update any forward-looking information, except as required by applicable securities laws.

Stéphane Amireault, P.Eng (B.Eng; MScA), is the Company's in-house Qualified Person for geology for the purposes of National Instrument 43-101("NI 43-101"). Joseph C. Milbourne, FAusIMM, is the Company's in-house Qualified Person for all technical materials (except geology) for the purposes of NI 43-101. Mr. Amireault and Mr. Milbourne have reviewed and approved the scientific and technical disclosure in this AIF.

DEFINITIONS AND GLOSSARY OF TERMS

In this annual information form, references to “Sulliden” or the “Corporation” mean Sulliden Mining Capital Inc. and the following abbreviations and defined terms are used:

“250 Ontario”	means 2507868 Ontario Inc., a wholly owned subsidiary of Sulliden.
“251 Ontario”	means 2513924 Ontario Inc., a third-party entity with whom 250 Ontario granted an option to acquire 40% of the Troilus Property.
“AIF”	means this annual information form.
“Audit Committee”	means the audit committee of the Board.
“Board”	means the board of directors of Sulliden.
“Common Shares”	means the common shares in the capital of the Corporation.
“Compensation Committee”	means the compensation committee of the Board.
“Corporate Development and Investment Committee”	means the corporate development and investment committee of the Board.
“Corporate Governance and Nominating Committee”	means the corporate governance and nominating committee of the Board.
“East Sullivan Property”	is described at page 22 of the AIF.
“NI 43-101”	means the Canadian Securities Administrators National Instrument 43-101 – <i>Standards of Disclosure for Mineral Projects</i> .
“Troilus Property”	means the past-producing Troilus gold and copper mine in the Province of Quebec.

CURRENCY PRESENTATION AND DATE OF INFORMATION

This AIF contains references to United States dollars and Canadian dollars. All dollar amounts referenced herein, unless otherwise indicated, are expressed in Canadian dollars and United States dollars are referred to as “United States dollars” or “US\$”.

Metric Equivalents

Conversion rates from imperial measures to metric measures, and metric measures to imperial measures, are provided below.

Imperial Measure	Metric Unit	Metric Measure	Imperial Unit
1 acre	0.4047 hectare	1 hectare	2.4711 acres
1 foot	0.3048 metre (m)	1 metre (m)	3.2808 feet
1 mile	1.6093 kilometre (km)	1 kilometre (km)	0.6214 mile
1 ounce (troy)	31.1035 grams (g)	1 gram (g)	0.0322 ounce (troy)
1 pound	0.4536 kilogram (kg)	1 kilogram (kg)	2.2046 pounds
1 ton (short)	0.9072 metric tonne	1 metric tonne	1.1023 ton (short)
1 ounce (troy) / short ton	(t) 34.2857 grams metric / tone	(t) 1 gram / metric tonne	0.0292 ounce (troy) / short ton

All information in this AIF is given as of October <>, 2018, unless otherwise indicated.

CORPORATE STRUCTURE

Sulliden was incorporated as 2422222 Ontario Inc. under the *Business Corporations Act* (Ontario) on June 10, 2014, for the purposes of completing an arrangement among Sulliden Gold Corporation Ltd., the Corporation and Rio Alto Mining Ltd. whereby the East Sullivan property and cash were transferred to the Corporation. The Corporation was renamed on July 15, 2014 to “Sulliden Mining Capital Inc.” Sulliden is currently a reporting issuer in each province of Canada and the Common Shares are listed on the Toronto Stock Exchange.

The Corporation’s registered office is located at 65 Queen Street West, Suite 800, Toronto, Ontario.

Sulliden has two subsidiaries, being Daos Limited (“Daos”) and Sulliden Moçambique, Lda. Daos is a company existing under the laws of Mauritius. Sulliden obtained a majority of the shares of Daos when it realized on the security it held in respect to a loan made to Apio Limited, the former parent company to Daos. Sulliden has written off the value of these shares and the Apio loan and is considering options to sell the asset. In May 2016, Sulliden Moçambique, Lda, was incorporated in Mozambique, and became a 100% owned subsidiary of the Company. There is currently no activity in this subsidiary. The registered office of this subsidiary is located at Rua Damião de Góis, Numero 371, Maputo Cidade, Moçambique.

GENERAL DEVELOPMENT OF THE BUSINESS

Sulliden is a Canadian-based precious metals company focused on investments, acquisitions and the development of brownfield, development-stage and early production-stage mining projects in the Americas. Sulliden's main project is the East Sullivan property ("East Sullivan", the "Project" or the "East Sullivan Property"), which is located in Quebec, Canada. In 2016, Sulliden entered into option arrangements whereby it can earn a 60% interest in the Troilus Project. In 2017, the Corporation completed the financing and spin-out of its option to purchase a 60% interest in the Troilus Project. The Corporation has also made a few strategic investments into other mining companies, which have been minor in quantum but have strategically allowed the Corporation to leverage its management and technical expertise.

History Since Incorporation

The following provides a summary of the development of the business of the Corporation during the three previous financial years.

Financial Year Ended July 31, 2018

On December 20, 2017, the Corporation completed the sale of 250 Ontario to Pitchblack Resources Ltd. (which was renamed Troilus Gold Inc. ("**Troilus Gold**") in consideration for the Corporation receiving 15,000,000 Troilus Gold common shares, which represented approximately 36% of the outstanding Troilus Gold common shares. In connection with this transaction, Justin Reid resigned as chief executive officer and a director of the Corporation and Peter Tagliamonte resigned as executive director of the Corporation, as both continued with Troilus Gold in similar capacities. Considering these resignations, Stan Bharti became interim chief executive officer of the Corporation.

Financial Year Ended July 31, 2017

On May 17, 2017 the Corporation closed a non-brokered private placement financing for gross proceeds of \$1,150,000 through the sale of 4,600,000 units at \$0.25 per unit. Each unit is comprised of one common share and one-half of a share purchase warrant, which is exercisable at \$0.35 for a period of two years.

On June 21, 2017 Sulliden's wholly owned subsidiary, 250 Ontario, entered into two option agreements that together provide 250 Ontario with the right to purchase from First Quantum Minerals Inc. ("First Quantum") a 60% interest in the Troilus Gold Project ("Troilus Project"), subject to fulfilling certain work commitments and making certain cash payments. In June 2017, Sulliden entered into a share purchase agreement with Pitchblack Resources Ltd ("Pitchblack") to sell to Pitchblack all the shares of 250 Ontario, and thereby Pitchblack would effectively acquire and assume the Troilus Project option agreements, in consideration for Sulliden receiving 60,000,000 Pitchblack common shares.

Financial Year Ended July 31, 2016

On May 19, 2016 Sulliden entered into an agreement with Carpathian Gold Inc., which has been subsequently re-named Euro Sun Mining Inc. (“Euro Sun”), to acquire 71,428,571 units, at a price of \$0.07 per unit for total consideration of \$5,000,000. Each unit consisted of one common share of Euro Sun and one-half of a common share purchase warrant. Each warrant will allow Sulliden to acquire one common share of Euro Sun at a price of \$0.12 for a period of two years from the date of issuance. As part of the agreement, Stan Bharti, Chairman and Interim CEO of Sulliden, and Peter Tagliamonte, then Sulliden’s Senior Vice-President, joined Carpathian’s board of directors. After Sulliden’s year end, Euro Sun consolidated its common shares on an 18.164 for one basis and Euro Sun shareholders also elected Justin Reid, Sulliden’s former chief executive officer, to the Euro Sun board of directors.

On May 2, 2016, 250 Ontario entered into an option arrangement with First Quantum to acquire the past-producing Troilus Property, located in the Abitibi mining region of Quebec, Canada. As a result of the option agreement with First Quantum, Sulliden obtained a two-year option to purchase a 100% interest in the Troilus Mine. To exercise this option 250 Ontario must spend a minimum of \$1,000,000 on engineering and technical studies to evaluate the economic viability of the project. Pursuant to the option agreement, Sulliden was to make to First Quantum three cash payments, each of \$100,000. On signing the option agreement, Sulliden made the initial cash payment of \$100,000 and subsequently made a second cash payment of \$100,000 on the first anniversary of the Agreement. Following completion of the Spin-Out, 250 Ontario made the final cash payment of \$100,000 when it exercised the Option. On exercise of the option, Sulliden also granted First Quantum with a variable Net Smelter Royalty (NSR) of 1.5% or 2.5% depending on the gold price being more or less than US \$1,250 per ounce during the relevant period. Sulliden agreed to a second option (the “Second Option”) with 251 Ontario whereby 251 Ontario has an option to acquire 40% of the Troilus mine and a 1.0% net smelter royalty in consideration for 251 Ontario paying to 250 Ontario an amount equal to 40% of the expenditures Sulliden incurs under the First Quantum option agreement.

NARRATIVE DESCRIPTION OF THE BUSINESS

General

Sulliden is currently focused on investments, acquisitions and the development of brownfield, development-stage and early production-stage mining projects in the Americas. Sulliden’s main project is the East Sullivan Property in Quebec, Canada.

Principal Products

The Corporation is an exploration and development company and is not in production. If it develops a precious metal property into production, there is a global market into which Sulliden could sell minerals produced and, as a result, the Corporation does not expect to be dependent on a purchaser for the sale of any minerals that it produces.

Competitive Conditions

The mining business is a competitive business. The Corporation competes with numerous companies and individuals that have resources significantly in excess of the resources of the Corporation, in the search for (i) attractive mineral properties; (ii) qualified service providers and labour; and (iii) equipment and suppliers. The ability of the Corporation to acquire additional mineral properties in the future will depend on its ability to operate and develop its present property or obtain other sources of financing, and also on its ability to select and acquire suitable producing properties or prospects for development or exploration. See “*Risks of the Business - Competition*”.

Employees

The Corporation has approximately 20 employees and consultants, including senior management. The Corporation has not experienced, and does not expect to experience, significant difficulty in attracting and retaining qualified personnel. However, no assurance can be given that a sufficient number of qualified employees can be retained by the Corporation when necessary. See “*Risks of the Business – Qualified Personnel*”.

Specialized Skills and Knowledge

All aspects of the Corporation’s business require specialized skills and knowledge. Such skills and knowledge include the areas of geology, mineral exploration, drilling, financial, regulatory compliance, legal and accounting. Sulliden has been successful, to date, in identifying and retaining employees and contractors with such skills and knowledge.

Environmental Protection

The current and future operations of the Corporation, including exploration and development activities, are subject to extensive laws and regulations governing environmental protection, employee health and safety, exploration, development, tenure, production, taxes, labour standards, occupational health, waste disposal, protection and remediation of environment, reclamation, mine safety, toxic substances and other matters. Compliance with such laws and regulations can increase the costs of, and potentially delay planning, designing, drilling and developing the Corporation’s properties.

Risk Factors

Investing in the Corporation involves risks that should be carefully considered. The operations of the Corporation are speculative due to the high-risk nature of its business. Investors should be aware that there are various risks, including those discussed below, that could have a material adverse effect on, among other things, the East Sullivan Project and the operating results, earnings, business and condition (financial or otherwise) of the Corporation. In addition please see “*Cautionary Statement Regarding Forward-Looking Information*”.

No Revenues

To date, the Corporation has not recorded any revenues from operations nor has the Corporation commenced production on any property. There can be no assurance that the Corporation will always have sufficient capital resources to continue as a going concern, that significant losses will not occur or that the Corporation will be profitable. The Corporation's expenses and capital expenditures will increase as consultants, personnel and equipment associated with the exploration, and possible development, of its properties are advanced. The Corporation expects to continue to incur losses unless it enters commercial production and generates sufficient revenues to fund its continuing operations. The development of the Corporation's properties will continue to require the commitment of substantial resources. There can be no assurance that the Corporation will continue as a going concern, generate any revenues or achieve profitability.

Precious Metal Prices

Precious metal prices fluctuate widely and are affected by numerous factors beyond the control of the Corporation. 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, national fiscal policies, monetary systems and political developments. The price of gold and silver has fluctuated widely in recent years. Future price declines could cause commercial production to be impracticable, thereby having a material adverse effect on the Corporation's business, financial condition and result of operations. Moreover, the ability of the Corporation to fund its activities and the valuation of investor companies will depend significantly upon the market price of precious metals.

Current Global Financial Condition

The Corporation will be required to raise additional funds in the future for the development of its projects and other activities through the issuance of additional equity or debt. Current financial and economic conditions globally have been subject to increased uncertainties. Access to financing has been negatively affected by these economic uncertainties. These factors may affect the ability of the Corporation to obtain equity and/or debt financing in the future and, if obtained, influence the terms available to the Corporation. If these increased levels of volatility and market turmoil continue, the Corporation may not be able to secure appropriate debt or equity financing. If additional capital is raised by the issuance of shares from the treasury of the Corporation, shareholders may suffer dilution. Future borrowings by the Corporation or its subsidiaries may increase the level of financial and interest rate risk to the Corporation as the Corporation will be required to service future indebtedness.

Competition

The Corporation competes with many other mining companies that have substantially greater resources than the Corporation. Such competition may result in the Corporation being unable to acquire desired properties, recruit or retain qualified employees or obtain

the capital necessary to fund the Corporation's operations and develop its properties. The Corporation's inability to compete with other mining companies for these resources would have a material adverse effect on the Corporation's results of operations and business.

Share Price Fluctuations

The market price of securities of many companies, particularly junior stage mining companies, experience wide fluctuations in price that are not necessarily related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that fluctuations in the Corporation's share price will not occur. As well, the Corporation has invested in a small number of junior companies. Fluctuations in the share prices of these companies may significantly affect the valuations of the Corporation's assets.

Conflicts of Interest

Certain of the Corporation's directors and officers serve or may agree to serve as directors or officers of other mining companies and, to the extent that such other companies may participate in ventures in which the Corporation may participate, the directors of the Corporation may have a conflict of interest in negotiating and concluding terms respecting such participation.

Foreign Exchange

Globally, commodities are typically sold in U.S. dollars. As a result, the Corporation is subject to foreign exchange risks relating to the relative value of the U.S. dollar as compared to the Canadian dollar.

Nature of Mining, Mineral Exploration and Development Projects

Mineral exploration is highly speculative in nature. There is no assurance that exploration efforts will be successful. Even when mineralization is discovered, it may take several years until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable mineral reserves through drilling. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of mineral resources or mineral reserves. There is no certainty that the expenditures made by the Corporation towards the search and evaluation of mineral deposits will result in discoveries or development of commercial quantities of ore.

Mining operations generally involve a high degree of risk. The Corporation's operations are subject to the hazards and risks normally encountered in mineral exploration and development, including environmental hazards, explosions, and unusual or unexpected geological formations or pressures. Such risks could result in damage to, or destruction of, mineral properties, personal injury, environmental damage, delays in mining, monetary losses and possible legal liability.

Licences and Permits, Laws and Regulations

The Corporation's exploration and development activities (and those of investee companies) require permits and approvals from various government authorities, and are subject to extensive federal, provincial and local laws and regulations governing prospecting, exploration, development, production, transportation, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become more time consuming and costly. In addition, the Corporation may be required to compensate those suffering loss or damage by reason of its activities. The Corporation will be required to obtain additional licences and permits from various governmental authorities to continue and expand its exploration and development activities. There can be no guarantee that the Corporation will be able to maintain or obtain all necessary licences, permits and approvals that may be required to explore and develop its properties (or that its investee companies would also succeed).

Environmental Risks

The Corporation's activities are subject to extensive laws and regulations governing environmental protection and employee health and safety. Environmental legislation is evolving in a manner that is creating stricter standards, while enforcement, fines and penalties for non-compliance are more stringent. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. Furthermore, any failure to comply fully with all applicable laws and regulations could have significant adverse effects on the Corporation, including the suspension or cessation of operations.

Exploration and mining operations involve risks of releases to soil, surface water and groundwater of metals, chemicals, fuels, liquids having acidic properties and other contaminants. Significant risk of environmental contamination from present and past exploration or mining activities still exists for mining companies. Sulliden may be liable for environmental contamination and natural resource damages relating to properties that they currently own or operate or at which environmental contamination occurred while or before they owned or operated the properties. No assurance can be given that potential liabilities for such contamination or damages caused by past activities at either the East Sullivan Property do not exist or that Sulliden will not be alleged to be responsible for historical liabilities at the East Sullivan Project.

Title to Properties

Acquiring the ownership of title to resource properties is a very detailed and time-consuming process. Title to, and the area of, the mining claims may be disputed. There is no guarantee that such title will not be challenged or impaired. There may be challenges to the title of the properties in which the Corporation may have an interest, which, if successful, could result in the loss or reduction of the Corporation's interest in its properties.

Liquidity Concerns and Future Financings

The Corporation will require capital and operating expenditures in connection with the exploration and development of its properties and for working capital purposes. There can be no assurance that the Corporation will be successful in obtaining required financing as and when needed. The only sources of future funds presently available to Sulliden are the sale of equity capital, the sale of existing investments, which may be illiquid, or the offering by Sulliden of an interest in its properties. There is no assurance that any funds will be available for operations. Failure to obtain additional financing on a timely basis could cause Sulliden to reduce, delay or terminate its proposed operations, with the possible loss of such operations and assets.

Volatile markets may make it difficult or impossible for the Corporation to obtain debt financing or equity financing on acceptable terms, if at all. Failure to obtain additional financing on a timely basis may cause the Corporation to postpone or slow down its development plans, forfeit rights in some or all of its properties or reduce or terminate some or all of its activities.

No Mineral Resources or Mineral Reserves have been estimated at East Sullivan

The East Sullivan Property is in the exploration stage and sufficient work has not been done to describe mineralization on the property with enough geological confidence for such mineralization to be reported as a mineral resource. There is no assurance given by the Corporation that continuing work on the property will lead to defining the mineralization with enough confidence and in sufficient quantities to report it as a mineral resource, or to economically extract it.

Insurance

Sulliden's business is capital intensive and subject to risks and hazards, including environmental pollution, accidents or spills, industrial and transportation accidents, labour disputes, changes in the regulatory environment, natural phenomena (such as inclement weather conditions, earthquakes, pit wall failures and cave-ins) and encountering unusual or unexpected geological conditions. Many of the foregoing risks and hazards could result in damage to, or destruction of: Sulliden's mineral properties or future processing facilities, personal injury or death, environmental damage, delays in or interruption of or cessation of their exploration or development activities, delay in or inability to receive regulatory approvals to transport their products, or costs, monetary losses and potential legal liability and adverse governmental action. Sulliden may be subject to liability or sustain loss for certain risks and hazards against which they do not or cannot insure or which it may reasonably elect not to insure. This lack of insurance coverage could result in material economic harm to Sulliden.

Dependence on Outside Parties

The Corporation has relied upon consultants, geologists, engineers and others and intends to rely on these parties for exploration and development expertise. Substantial expenditures are required to construct mines, to establish mineral resources and

reserves through drilling, to carry out environmental and social impact assessments, to develop metallurgical processes to extract metal from ore and, in the case of new properties, to develop the exploration and plant infrastructure at any site. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on the Corporation.

Limited Property Portfolio

At this time, the Corporation's main asset is the East Sullivan Property. As a result, unless the Corporation acquires additional property interests, any adverse developments affecting East Sullivan Property could have a material adverse effect upon the Corporation and would materially and adversely affect the potential future mineral resource production, profitability, financial performance and results of operations of the Corporation.

Dividend Policy

No dividends on the Common Shares have been paid by the Corporation to date. The Corporation does not intend to declare or pay any cash dividends in the foreseeable future. Payment of any future dividends will be at the discretion of the Board after considering many factors including the Corporation's operating results, financial condition and current and anticipated cash needs.

Accounting Policies and Internal Controls

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

Public Company and other Regulatory Obligations

The Corporation is subject to evolving corporate governance and public disclosure regulations that have increased both the Corporation's compliance costs and the risk of non-compliance, which could adversely affect the Corporation's share price.

The Corporation is subject to changing rules and regulations promulgated by governmental and self-regulated organizations, including the Canadian Securities Administrators, the TSX, and the International Accounting Standards Board. These rules and regulations continue to evolve in scope and complexity creating many new requirements. For example, the Canadian government proclaimed into force the

Extractive Sector Transparency Measures Act on June 1, 2015, which mandates the public disclosure of payments made by mining companies to all levels of domestic and foreign governments. The Corporation's efforts to comply with increasing regulatory burden could result in increased general and administration expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

DESCRIPTION OF MATERIAL PROPERTIES

East Sullivan Property

The East Sullivan Property is a past producing mine in Quebec. Sulliden owns 100% of the property.

Technical Report

The following disclosure with respect to the East Sullivan Property has been derived from a technical report on the East Sullivan Property titled "Technical Report on the East Sullivan Property, Abitibi, Quebec", dated June 17, 2014 prepared by Mr. Rémi Charbonneau, Geologist, Ph. D., and a QP for the purposes of NI 43-101 (the "**East Sullivan Technical Report**").

Property Description, Location and Access

The East Sullivan Property is located in the Abitibi region of Quebec, about five kilometres southeast from the city of Val-d'Or. The property forms a single claim block which consists of 21 contiguous staked claims registered in 1981 for a total area of 334 ha.

Sulliden holds a 100% interest on these claims, which are all in good standing and not subjected to any royalty agreement. In Quebec, staked mining claims require a \$1,000 payment or work equivalent to be renewed on a two year anniversary cycle. Suitable banked assessment credits originally generated by completing and filing eligible exploration work may be distributed on contiguous claims.

The East Sullivan Property is on public land, and permits must be obtained from the Ministère des Ressources Naturelles du Québec ("**MRN**") for machinery access, for drilling, or mechanical trenching activities. There are no surface rights associated with the land holding.

The East Sullivan Property includes the past producing site of the East-Sullivan mine. This historical exploitation of copper-zinc (gold-silver) massive sulphide lenses left mining infrastructure and a large tailings pile covering the central part of the property. After closure of the mine in 1966, the site was abandoned and declared an orphan site by the government of Quebec, and is still listed as such. The site was among the first to be reclaimed by the Quebec Government in the early 1980s, because of acid drainage problem caused by the pyrite-rich tailings. Wood waste covering of the tailing pile to

reduce oxidation by rain water was initiated in 1984. In addition, the pile was surrounded by a containment dam between 1992 and 1996. In 1998, a recirculation circuit was introduced by pumping the outflow water from the impoundment to the tailing pile, throughout the organic cover.

There is no direct liability for past production on the property for Sulliden, but future exploration and exploitation activities will have to be carried out in coordination with governmental representatives in order to keep the integrity of the tailings confinement system. Ultimately, the tailings pile can be further secured and used for tailings disposal in the case of any future production by constructing appropriate containment facilities for tailings and waste material.

The East Sullivan Property area is easily accessed from well-maintained gravel roads connected to Highway 117. A network of smaller roads, trails and ancient railways give access to most part of the property. The region experiences cold winters and warm summers. Snow accumulation and freeze-up of lakes begins in November and generally persists until April or May.

An experienced mining workforce is well-established in the Val d'Or area, where past and currently operating mines provide the region with abundant specialized mining personnel including engineers, geologists, and technicians. Val d'Or is served by a small airport, a railway line, power lines and telecommunication systems.

The topography of the project area forms a rolling plain, mostly characterized by smooth forested highs (above 320 m) with some outcrops and swampy lower lands. Forested cover is mostly of balsam fir-white birch type, with significant presence of aspen as secondary forest-type.

History

The Bourlamaque Township was first mapped by the Geological Survey of Canada, as the mining camp of Val d'Or was being developed with the starting of several mines in the 1930s (including Siscoe, Sullivan, Sigma, East Malartic, Lamaque, and others). The copper-zinc East Sullivan mine located in the west portion of the property was discovered in 1945 by mining and geologist engineers George-Henri Dumont and Pierre Beauchemin. The mine was in production from 1949 to 1966.

In 1950, surface diamond drilling of approximately 600 to 900 m (2,000 to 3,000 feet) east of the mine shaft revealed two gold bearing intersections. From 1950 to 1958, during the mine production years, this gold structure was episodically explored from the surface and underground works (drifts, raisings and drillings). From 1981 to 1993, sporadic exploration work focused on this gold structure.

A concentrator with a capacity of 2,000 tonnes a day was erected in 1947. The mine was operated from 1949 to 1966. During the 1949-1956 period, East-Sullivan Mines Ltd. produced 15% of Quebec's total copper output, being the third largest copper producer of that time, behind Noranda Mines Ltd. and Waite Amulet Mines Ltd.

The mine was closed in 1966 and the five-compartment shaft remained in place until dynamited in February 2000. Total production of the mine was 16,007,443 Mt of ore with average contents of 1.023% Cu, 0.695% Zn and 0.329 g/t Au. Records indicate the storage facilities for drill core were destroyed after the closing of the mine.

The East Sullivan Mine was the subject of two geological studies: Assad, J. R., 1958, "The geology of the East Sullivan deposit, Val d'Or, Quebec (Ph.D. thesis, McGill University), and Lavoie, S., 2003, "Géologie de la mine East Sullivan, Abitibi-Est, Val d'Or, Quebec" (M.Sc. thesis, Université of Quebec in Chicoutimi) in an effort to establish the relationship between the ore and the monzonitic intrusive as well as to provide a more comprehensive view of the deposit types and of the mineralisation location.

Gold Mineralization

A group of prospectors from Val d'Or claimed the property in 1980. An electromagnetic survey was undertaken on the east portion, along with 4 drill holes (ES-1 to ES04) totaling 1,380 m (4,528 ft) that attempted to precisely locate the gold structure.

The claims were transferred to a new public company called "Exploration Denn'Or Inc." which conducted two large drilling programs from 1986 to 1988 to evaluate the gold structure. These drilling programs established that the gold structure strikes east to east-northeast and dips 35 to 45° towards the south. Two irregular lenses were identified within the main shear zone and were interpreted to be open at depths and laterally. Drill density is irregular with the best drilled area along the mineralized plane (representing a 300 m by 300 m surface) showing piercing points along the plane every 10 to 15 m. Elsewhere along the drilled portion of the plane, the piercing point density is around 50m.

Historical sampling and analysis

The table below includes statistics describing sampling done during the various drill campaigns.

Sampling was done continuously in and around the gold-bearing geological unit (shear-zone). Sampling was sporadic elsewhere and focused on geological features. No details have been compiled on sample preparation and analysis for drill core assayed during these drill campaigns.

In 1981 and 1987, Laboratoire d'Analyse Bourlamaque was used as the principal laboratory. The author of the East Sullivan Technical Report has no knowledge of the laboratory certification at the time these assays were done. Gold is reported as the main metal assayed. Silver, copper and zinc are also infrequently reported. No specific gravity measurements were reported. No other information is available at this moment such as laboratories used, as assays were found integrated in the log sheets.

No quality control procedures have been found for the sampling mentioned above, except for the following items:

- a) Limited sludge assays for drill intervals are reported for the East Sullivan campaigns (surface 1958 and underground).
- b) Limited re-assay of smaller, gold carrying interval within a previous larger sampled interval in 1987.
- c) A program consisting of 78 re-assays for gold, focused mostly on reproducing detectable gold assays for the 1988 drill program.

Historical estimate of the Gold Zone

In 1988, an estimation of the Gold Zone was produced using data from 180 surface and underground diamond drill holes, along with samples from one exploration drift and one raising. This evaluation resulted in a historical resource estimate of 442,376 tonnes at 4.60 g/t Au using a 1.56 g/t Au cut-off. This estimate is presented in an evaluation report commissioned by Denn'Or and dated by October 1988. This estimate is historical in nature and should not be relied upon. It is only being reported to provide a history of the project. A QP has not done sufficient work to classify the historical estimate as current mineral resources or mineral reserves. Sulliden is not treating the historical estimate as current mineral resources or mineral reserves but rather to show the gold potential associated with the Gold Zone present on the East Sullivan Property. These estimates should not be relied upon.

This volume estimate was performed by Denn'Or using an in-house modified polygonal method with categories other than the ones set out in NI 43-101 and not prepared to the standards required by the instrument or modern estimation practices.

A full compilation of historical data and new drilling are necessary to upgrade this historical estimate to a current mineral resource or mineral reserve estimate. The decision to include part or all of this data into the project technical databases for possible future resource estimation will be made after the compilation process for historical data is completed.

Geological Setting, Mineralization and Deposit Types

Regional Geology

The East Sullivan Property is located in the north-central part of the Archean Abitibi Greenstone Belt, a subprovince of the Archean Superior Province of the Canadian Shield. This belt includes volcano sedimentary assemblages and granitic rocks of Archean age (> 2.5 Ga). The Abitibi Greenstone Belt was affected by a regional north-south compression. The volcanic sequences generally show east-west oriented synforms with synvolcanic and/or syntectonic plutons, alternating with east-west sedimentary sequences which tend to be unconformable. Most of the sedimentary and volcanic sequences dip steeply, with a regional subvertical schistosity generally oriented east-west. The volcano-sedimentary sequences are dissected by major structures of east-west direction. These structures are generally described as tectonic zones or deformation corridors of high amplitudes.

The Abitibi Greenstone Belt is formally divided into two segments: the Northern Volcanic Zone (“**NVZ**”), which covers most of the Belt and the Southern Volcanic Zone (“**SVZ**”). The NVZ is a coherent geotectonic unit initially formed as a diffuse volcanic arc, which evolved into a mature arc as represented by a second volcanic and sedimentary cycle. The East Sullivan Property is located in this volcanic zone. More specifically, the project is situated in the southern part of Harricana-Turgeon Belt which contains the plutonic and volcanosedimentary domains extending over 250 km along an east-west axis and over 70 km along a north-south axis. The composition of these complexes varies from dioritic to granodioritic.

Local Geology

The property encompasses the western contact of the monzonitic East-Sullivan Stock, which intrudes the volcanic sequence of the Val-d’Or and Heva Formations. The Val-d’Or Formation presents an alternance of andesitic and basaltic flows with intermediate volcanoclastic rock. The andesitic and dacitic flows are porphyritic or massive while basaltic flows are brecciated with about 30% of angular clasts. In turn the volcanoclastic varies from tuff to lapilli tuff. The Heva Formation is characterized by massive to pillowed volcanic flows of basaltic composition. The East-Sullivan Stock is an elliptical, massive to porphyritic, multiphase intrusive body of monzonitic to dioritic composition. Contact metamorphism is in the forms of biotite rich bands affecting the surrounding volcanics. Finally, a northeast striking diabase dyke swarm intruded the area, during the Proterozoic Era.

Structurally, the property is included into the Val-d’Or Domain characterized by NE-SW orientation of the stratigraphy. This domain, which corresponds more or less to the Val-d’Or Formation, represents a younger volcanic sequence affected by only one phase of deformation of younger age.

The immediate host rocks of the sulfide ore bodies at the East Sullivan Property are described as agglomerate and fragmental flows, according to former descriptions.

Mineralization

Two distinct mineralizations of importance are found on the East Sullivan Property: the now extracted sulphide rich base metal mineralization of the East-Sullivan Mine and the gold bearing shear zone that includes the Gold Zone.

The base-metal sulfide-rich mineralization occurs as subvertical lenticular bodies elongated in the E-W and ENE-WSW directions within the volcanic sequence of the Val-d’Or Formation. These mineralized bodies consisted of massive to semi massive sulfides including pyrrhotite pyrite chalcopyrite and sphalerite. Other minor sulfide minerals were arsenopyrite, marcassite, galena, ilmenite and magnetite. Alteration minerals include quartz, chlorite, sericite and carbonate. Production statistics presented above in the table entitled “Historical Production Statistics – East Sullivan Mine” show copper grades from 0.4 to 2.0%, zinc from 0.2 to 1.3%, silver from 3.4 to 14.0g/t and gold from 0.1 to 0.6 g/t. Although up to 22 lenses were exploited, most of the production is derived from three main lenses of massive sulfides (A, B, and C) present near the

surface, above 300 m (900 feet) in depth). The other lenses found at depth were smaller and contained lower copper grades, some of them being dominated by zinc. This mineralized system is older than the intrusive, as evidenced by the finding of massive sulfides remnants present as xenolith into the intrusive.

Deposit Types

Two main type of mineralisation found in the East Sullivan Property are: copper-zinc-gold-silver ore extracted at the East Sullivan mine from 1949 to 1966, and gold mineralisation discovered in the 1950's less than one kilometer to the east of the mine.

Deposit type for base metal ore

The East-Sullivan ore is typical of volcanogenic massive sulfide (“**VMS**”) deposits found in the Abitibi sub-province such as Louvicourt, Manitou-Barvue, Dunraine and the Louvem deposits. VMS deposits are synvolcanic accumulations of sulfide minerals that occur in geological domains characterized by submarine volcanic rocks. In simple terms, mineralized discordant lenses topped with a stratiform mineralized cap. VMS are classified based on base metal content, geological environment, host rock types or by the distribution of the alteration zones. This deposit could be classified using chlorite alteration, discordant alteration pipe and volcanic rock types observed at East Sullivan as a Noranda type.

A total of 16 million tonnes of ore with grades of 1.03 % Cu, 0.7% Zn, 0.3 g/t Au and 9.6 g/t Ag were mostly extracted from the upper 3 massive sulphide lenses at East Sullivan. Some 20 other lenses consisting of disseminated and brecciated ore as well as stringers were reported beneath the massive lenses. Although ore grades were decreasing in the last years of exploitation at East Sullivan, it is suggested that the mineralized zones are still open at depth, and that the ore lenses and host rocks were put in place as mineralized blocks displaced along faults and that possible extension of the deposit could have been laterally displaced at depth. The extension of the majority of the zones at depth was not fully investigated.

Deposit type for gold

Exploration work and a review of the geological literature of the area suggest that the gold mineralization found at East Sullivan could belong to the mesothermal type of gold deposit or gold bearing shear deposits.

At East Sullivan, the Cadillac Break regional fault zone is found less than 2 kilometres south of the property and a north to north-east trending shear zone crosscuts the entire property. Gold mineralized zones defined in 1987-88 are associated to this structure which crosscuts the contact between the monzonite to the east and the volcanics to the west. This structure is believed to have a semi-regional scale and was detected over a length of 400m and is up to 14m thick, with an average thickness of 6m.

The gold mineralisation described above seems to form a planar structure with little deformation, indicating a late mineralizing event in the history of regional deformation.

The quartz-tourmaline vein deposit found in ductile shear zones of the Val D'Or area have been described as resulting from hydrothermal and deformation events considered to be contemporaneous to the Cadillac tectonic zone which is a major structure formed during regional deformation. This major structure could have drained auriferous fluids towards second and third order structures in the area of East Sullivan.

Exploration

Exploration work performed by prior companies is described above. The work detailed below summarizes exploration activities conducted by Sulliden Gold Corporation Ltd. on the East Sullivan Property during the summer of 2013.

A digitized index was created to classify and facilitate further research for the 5,242 historical documents compiled so far for the East Sullivan Property.

During summer 2013, 21,719 microfiches preserved since mine closure have been digitalized into image files by the MRN. Upon reception, 11,420 of these images have been transformed into pdf format, combined (if necessary) and classified into the index based on their nature. So far, indexed documents include 988 drill logs, 2,519 plans, 1,779 sections and 17 reports.

All available exploration drill logs and reports done by prior companies (except East Sullivan Mines) have been regrouped and classified into the index. So far, a total of 50 logs performed within the property and 94 logs in the surrounding properties are now archived.

Approximately 55% of the documentation received from the MRN has been compiled, and from this initial compilation, the following databases were generated.

Drill and old workings databases

Digitized drill databases have been generated with the data compiled which consists at this moment of 2,154 drill logs. Information collected included drilling operators and date, collar location, dip, bearing, and length of drill holes. Some down hole data was also compiled, and the data compiled consists mostly of gold assays, lithology and mineral type, structure and texture information. The old stopes and exploration workings from the mine were also located according to the mine grid and a 3D framework of such infrastructure was generated. Assay values for gold from the workings of the old mine were also compiled into a database.

Structural element database

The compilation also focused on structural information displayed on geological maps drawn for 28 mine levels at every 60 m (200 feet). This data was used to generate a structural database. During summer 2013, 311 maps were referenced into ArcGIS from which two main types of data were extracted: structural symbols, and chronological markers. The database includes 4,656 referenced structural symbols and 183 chronological markers.

Using a 3D modeling software, every geological map compiled from the old mine showing the development layout was referenced and delimitations of ore bodies and tunnels were traced and connected to form a 3D model as shown below. The location of the gold zone is also displayed in relation to the exploration drift in the figure below.

Drilling and Sampling Analysis and Data Verification

Neither Sulliden Gold Corporation Ltd. nor the Corporation have performed any drilling or sampling activity on the East Sullivan Property. Historical drilling and sampling is described above. See “Mineral Properties-East Sullivan Property – History.”

Most of the data used in the East Sullivan Technical Report are from historical works and little material is left for direct verification, except for exploration reports stored in internal archives or assessment files. Nevertheless, the database and particularly in the case of information from independent sources did not show major inconsistencies, so Sulliden consider available information to be valuable in the present context where information is used as an indication of the mineralization potential to warrant further exploration works, including redrilling of the Gold Zone.

Mineral Processing and Metallurgical Testing

The Gold Zone of the East Sullivan Property is at an early stage of exploration and mineral processing or metallurgical testing has not been performed at this stage.

Mineral Resource Estimate

There are no current mineral reserve or mineral resource estimates for the East Sullivan Property.

Exploration and Development

In the East Sullivan Technical Report, the authors recommended Sulliden complete the historical data compilation initiated in 2013 while simultaneously performing surface exploration work on the property and gathering social and environmental information. These steps will be necessary to obtain the necessary permits to initiate a drill campaign. Accordingly, a non-contingent first phase of work with a \$150,000 budget is proposed. Following the completion of the compilation, a second phase of work, which would consist of a drill program with a budget of \$2,000,000, is recommended. The costs for both phases are projected to total \$2,150,000.

Phase I	quantity	unit	Unit cost	Cost (\$)
Completion of compilation work	90	man-days	\$600.00	\$54,000
Survey				\$15,000
Line cutting	10	line km	\$800.00	\$8,000
IP geophysics	10	line km	\$1 400.00	\$14,000
Permitting	50	man-days	\$600.00	\$30,000
Production of maps and report	25	man-days	\$600.00	\$15,000
Contingency (approx. 10%)				\$14,000

Total **\$150,000**

Phase II	quantity	item	Unit cost	Cost (\$)
Interpretation of targets	20	man-days	\$600	\$12,000
Drilling	10,000	m	\$100	\$1,000,000
Core logging and splitting	200	team-days	\$1,000	\$200,000
Mobilisation transport expenses				\$65,000
Lodging and food	200	team-days	\$200	\$40,000
Field supply				\$40,000
Laboratory assay	7,500	samples	\$40	\$300,000
Production of plan and report				\$60,000
Logistics				\$33,000
Contingency (approx. 10%)				\$250,000
Total				\$2,000,000
Total for phase I and phase II				\$2,150,000

DIVIDENDS

The constating documents of the Corporation do not limit the Corporation's ability to pay dividends on the Common Shares. However, the Corporation has not paid any dividends since incorporation and does not expect to pay dividends in the foreseeable future. Payment of dividends in the future will be made at the discretion of the Board.

DESCRIPTION OF CAPITAL STRUCTURE

The authorized capital of the Corporation consists of an unlimited number of Common Shares. As of October 26, 2018, there were 41,462,851 Common Shares issued and outstanding.

Common Shares

Holders of Common Shares are entitled to receive notice of and to attend any meetings of shareholders and shall have one vote per share at all meetings, except meetings at which only holders of another class or series of shares are entitled to vote separately as such class or series. Holders of Common Shares are entitled to receive on a pro rata basis such dividends, if any, as and when declared by the Board and, upon liquidation, dissolution or winding up of the Corporation, are entitled to receive on a pro rata basis the net assets of the Corporation after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro rata basis with the holders of Common Shares. The Common Shares do not carry any pre-emptive,

subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

MARKET FOR SECURITIES

Trading Price and Volume

The Common Shares trade on the Toronto Stock Exchange under the symbol “SMC”. The following chart provides the monthly price range and average daily volume traded for the Common Shares during the months of the financial year completed July 31, 2018.

Month	High	Low	Volume
July 2018	0.265	0.245	27,752
June 2018	0.325	0.25	99,587
May 2018	0.37	0.28	53,839
April 2018	0.435	0.35	41,160
March 2018	0.44	0.37	44,381
February 2018	0.47	0.34	23,566
January 2018	0.52	0.415	77,748
December 2017	0.65	0.33	67,925
November 2017	0.44	0.30	72,943
October 2017	0.33	0.245	82,169
September 2017	0.335	0.245	45,255
August 2017	0.265	0.245	30,578

Prior Sales

The Corporation did not issue any other securities that are not listed or quoted on a marketplace during the financial year ended July 31, 2018.

DIRECTORS AND OFFICERS

The following table sets forth the name, province of residence, position held with the Corporation and principal occupation of each person who is a director or an executive officer of the Corporation. All directors hold office until the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed.

Name and Province of Residence	Position(s) with Corporation and Period of Service as a Director (if applicable)	Principal Occupation
Stan Bharti (Ontario, Canada)	Chairman and Director since August 2014; Interim CEO	Executive Chairman, Forbes & Manhattan, Inc.
Diane Lai ^{(1) (2)} (Ontario, Canada)	Director since December 2014	Entrepreneur
Hon. Pierre Pettigrew, p.c. ⁽¹⁾⁽²⁾⁽³⁾ (Ontario, Canada)	Director since August 2014	Executive Advisor, International with Deloitte & Touche LLP
William Clarke (Ontario, Canada)	Director since January 2017	Business Advisor
Deborah Battiston (Ontario, Canada)	Chief Financial Officer	Chief Financial Officer of the Corporation
Wanda Roque (Ontario, Canada)	Corporate Secretary	Corporate Securities Clerk

(1) Member of the Audit Committee.

(2) Member of the Compensation Committee

(3) Member of the Corporate Governance and Nominating Committee

The directors and officers of the Corporation, as a group, beneficially own, directly or indirectly, or exercise control over, 1,086,250 common shares, representing approximately 2.6 % of the issued and outstanding common shares of the Corporation as of the date hereof, based on their SEDI reports.

The principal occupations, businesses or employments of each of the Corporation's directors and executive officers within the past five years are disclosed in the brief biographies below.

Stan Bharti, Executive Chairman, Interim CEO. Mr. Bharti has over 25 years of experience in operations, public markets and finance. Over the last ten years, Mr. Bharti has been involved in acquiring, restructuring and financing various business ventures, mostly in the resource sector. He is a Professional Mining Engineer and holds a Masters Degree in Engineering from Moscow, Russia and University of London, England. His principal occupation is his role as Executive Chairman of Forbes & Manhattan, Inc. In addition, Mr. Bharti is a director of several public and private companies.

Diane Lai, Director. Ms. Lai brings over 22 years of global experience in business development, management and acquisitions. Currently she is a director of Aguiá

Resources Limited. From April 2016 to March 9, 2017, she was the chief operating officer of ARHT Media Inc. She formerly worked at Vodaphone in the United Kingdom and Entrata Communications in California, before returning to Canada where she was instrumental in the acquisition of FloNetwork to DoubleClick and Platform Computing to IBM. Ms. Lai's entrepreneurial nature led to the launch of a successful organic skin care company in 2010. She formerly held board positions at Windmill Line Co-Operative, Cloverdale Inc. in Bermuda and currently holds a board position with DLG Inc. Ms. Lai graduated from the University of Waterloo and holds an MBA from the Kellogg School of Management at Northwestern University.

Honourable Pierre Pettigrew, p.c., Director. From January 1996 to February 2006, Pierre Pettigrew served as a member of the Government of Canada where he led a number of senior government departments in successive federal Canadian governments. Among other positions, he has served Canada as the Minister of Foreign Affairs, Minister for International Trade and the Minister for International Cooperation. Pierre Pettigrew presently works with Deloitte & Touche, LLP in the role of Executive Advisor, International and he serves as a director of several public companies.

William Clarke, Director, Mr. Clarke is a Former Ambassador to Brazil and Sweden and a former Advisor to Desert Sun Mining. He is an expert in international trade and investment, with extensive experience as an advocate for Canadian industry. From 2000 to 2004 he served as President and CEO of the Canadian Nuclear Association, a national industry association representing Canada's large and internationally recognized nuclear industry sector. Mr. Clarke served in Canada's Foreign Service for 34 years with assignments around the world, most notably as Canadian Ambassador to Brazil, Sweden and the Baltic Republics. He retired from the public service in 2000 as Canada's Chief Trade Commissioner, leading and directing Canadian government personnel worldwide to promote export growth and investment inflows. Mr. Clarke currently provides consulting services and special interactions for mining companies and senior governmental officials and sits on the board of several mining companies.

Deborah Battiston, Chief Financial Officer. Ms. Battiston is a CPA-CGA who holds BA in Economics from the University of Guelph and has over 20 years of financial management experience. Ms. Battiston has broad public company and mining expertise having served as CFO for a multitude of public resource sector companies. Ms. Battiston has managed the financial departments of numerous successful domestic and international organizations through exploration, development and into production. She formerly served as CFO for Consolidated Thompson Iron Mines, Largo Resources Ltd., Forbes and Manhattan Coal Corp., Allana Potash Corp. and is currently CFO of several companies in the mining sector.

Wanda Roque, Corporate Secretary. Ms. Roque is a law clerk in the Province of Ontario. Ms. Roque has served as a clerk to a number of public companies since July 2007.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No director or executive officer is, as at the date of this AIF, or has been, within ten years before the date of this document, a director or executive officer of any corporation (including the Corporation) that, while that person was acting in that capacity:

- (i) was the subject of a cease trade or similar order or an order that denied the relevant corporation access to any exemption under the securities legislation, for a period of more than 30 consecutive days; or
- (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the corporation being the subject of a cease trade order or similar order or an order that denied the relevant corporation access to any exemption under securities legislation, for a period of more than 30 consecutive days.

No director executive officer or shareholder holding a sufficient number of securities of the Corporation to materially affect the control of the Corporation

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

No director or executive officer of Sulliden, or a shareholder holding sufficient number of securities of the Corporation to affect materially the control of the Corporation, has been subject to:

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

Conflicts of Interest

Certain of the Corporation's directors and officers serve or may agree to serve as directors or officers of other reporting companies or have significant shareholdings in other reporting companies. For a list of the other reporting issuers in which directors of the Corporation also serve as directors, please see the Corporation's management information circular for its upcoming shareholders meeting or the directors' and insider's profile available on SEDI at www.sedi.ca. To the extent that such other companies may participate in ventures in which the Corporation may participate, the directors of the Corporation may have a conflict of interest in negotiating and concluding terms regarding the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Corporation's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. From time to time, several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a corporation will assign all or a portion of its interest in a program to another of these companies due to the financial position of the corporation making the assignment. Under the laws of Canada, the directors of the Corporation are required to act honestly, in good faith and in the best interests of the Corporation. In determining whether or not the Corporation will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Corporation may be exposed and its financial position at that time.

AUDIT COMMITTEE DISCLOSURE

National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators (“**NI 52-110**”) requires the Corporation to have a written audit committee charter and to make the disclosure required by Form 52-110F1. Please find attached as Schedule A hereto, a copy of the Charter of the Audit Committee, which has been adopted by the Board to properly define the role of the Audit Committee in the oversight of the financial reporting process of the Corporation. Nothing in the Charter is intended to restrict the ability of the Board or Committee to alter or vary procedures in order to comply more fully with the Instrument, as amended from time to time.

Composition of the Audit Committee

The Audit Committee is comprised of three directors, namely Diane Lai, Bill Clarke and Pierre Pettigrew (Chair). Each member of the Audit Committee is independent of the Corporation and financially literate, as such terms are defined in NI 52-110.

Relevant Education and Experience

The following provides a brief summary of the qualifications of each member of the Audit Committee.

Diane Lai brings over 22 years of global experience in business development, management and acquisitions. Currently she is the chief operating officer of ARHT Media Inc. She formerly worked at Vodaphone in the United Kingdom and Entrata

Communications in California, before returning to Canada where she was instrumental in the acquisition of FloNetwork to DoubleClick and Platform Computing to IBM. Diane's entrepreneurial nature led to the launch of a successful organic skin care company in 2010. She formerly held Board positions at Windmill Line Co- Operative, Cloverdale Inc. in Bermuda and currently holds a board position with DLG Inc. Ms. Lai graduated from the University of Waterloo and holds an MBA from the Kellogg School of Management at Northwestern University.

William Clarke is a Former Ambassador to Brazil and Sweden and a former Advisor to Desert Sun Mining. He is an expert in international trade and investment, with extensive experience as an advocate for Canadian industry. From 2000 to 2004 he served as President and CEO of the Canadian Nuclear Association, a national industry association representing Canada's large and internationally recognized nuclear industry sector. Mr. Clarke served in Canada's Foreign Service for 34 years with assignments around the world, most notably as Canadian Ambassador to Brazil, Sweden and the Baltic Republics. He retired from the public service in 2000 as Canada's Chief Trade Commissioner, leading and directing Canadian government personnel worldwide to promote export growth and investment inflows. Mr. Clarke currently provides consulting services and special interactions for mining companies and senior governmental officials and sits on the board of several mining companies.

From January 1996 to February 2006, Pierre Pettigrew served as a member of the Government of Canada where he led a number of senior government departments in successive federal Canadian governments. Among other positions, he has served Canada as the Minister of Foreign Affairs, Minister for International Trade and the Minister for International Cooperation. Pierre Pettigrew presently works with Deloitte & Touche, LLP in the role of Executive Advisor, International and he serves as a director of several public companies.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year has there been a recommendation of the Audit Committee to nominate or compensate an external auditor that was not adopted by the Board.

Reliance on Certain Exemptions

Since incorporation the Corporation has not relied on any of the exemptions regarding the Audit Committee provided in National Instrument 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

Audit Fees

PricewaterhouseCoopers LLP ("**PwC**"), the Corporation's auditors billed the Corporation \$63,250 and \$65,825 for audit fees in the periods ended July 31, 2018 and 2017.

Audit-Related Fees

PwC billed \$34,020 to the Corporation in the period ended July 31, 2018 and \$34,020 for 2017 for assurance and audit-related services, including review of the Corporation's interim financial statements and work done in connection with offerings completed by the Company.

Tax Fees

PwC billed \$8,435 and \$34,296 in the periods ended July 31, 2018 and 2017 for tax compliance, tax advice and tax planning.

Other Fees

PwC billed \$10,500 to the Corporation for other fees during the year ended July 31, 2018. PwC did not bill the Corporation any other fees during the year ended July 31, 2017.

PROMOTERS

To the best of the Corporation's knowledge, since becoming a reporting issuer, no person or corporation has been a promoter of the Corporation.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

To the best of the Corporation's knowledge, there were no legal proceedings during the period ended July 31, 2018 to which the Corporation was a party or of which any of the Corporation's property was subject that would have had a material adverse effect on the Corporation, nor are there any such legal proceedings existing or contemplated to which the Corporation is a party or of which any of the Corporation's property is subject that would have a material adverse effect on the Corporation.

There have been no penalties or sanctions imposed against the Corporation by a court relating to securities legislation or by a securities regulatory authority during the fiscal year ended July 31, 2018, or any other time that would likely be considered important to a reasonable investor making an investment decision in the Corporation. The Corporation has not entered into any settlement agreements with a court relating to securities legislation or with a securities regulatory authority during the fiscal year ended July 31, 2018.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

None of the directors, executive officers or principal shareholders of the Corporation and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year prior to the date of this AIF that has materially affected or will materially affect the Corporation or any of its subsidiaries.

TRANSFER AGENTS AND REGISTRARS

The Corporation's transfer agent is TMX Equity Transfer Services, located in Toronto, Ontario.

MATERIAL CONTRACTS

There are no contracts of the Company, other than contracts entered into in the ordinary course of business, that are material to the Company and that were entered into by the Company within the most recently completed financial year or before the most recently completed financial year if the material contract is still in effect, other than the Amended Purchase Agreement.

INTERESTS OF EXPERTS

Mr. Rémi Charbonneau, Geologist, Ph. D., prepared the East Sullivan Technical Report dated June 17, 2014 which is referred to in this AIF. Mr. Rémi Charbonneau is a qualified person as defined by NI 43-101 and is independent of Sulliden.

Mr. Charbonneau held either less than one percent or no securities of the Corporation or of any associate or affiliate of the Corporation when he prepared the technical report and information referred to.

Mr. Stéphane Amireault, MScA, P. Eng, and Mr. Joseph Milbourne have compiled, reviewed and approved the technical information disclosed in this AIF. Mr. Amireault and Mr. Milbourne are both qualified persons as defined by NI 43-101. Neither is independent of Sulliden.

None of the aforementioned persons, are currently, or are expected to be elected, appointed or employed as, a director, officer or employee of the Corporation or of any associate or affiliate of the Corporation, other than Mr. Amireault and Mr. Milbourne who were employees of the Corporation. Mr. Amireault holds 16,667 restricted share units and options exercisable into 125,000 common shares. Mr. Milbourne holds 16,667 restricted share units and options exercisable into 125,000 Common Shares.

PricewaterhouseCoopers, LLP, Chartered Professional Accountants are the Corporation's external auditors and have reported to the shareholders on the Corporation's annual financial statements for the fiscal year ended July 31, 2018, in their report dated October <>, 2018. In connection with the audit, PricewaterhouseCoopers LLP has confirmed that they are independent with respect to the Corporation within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

ADDITIONAL INFORMATION

Additional financial information is provided in the Corporation's annual financial statements and management's discussion and analysis for the year ended July 31,

2018. These documents and other information about the Corporation can be found on SEDAR under the Corporation's profile at www.sedar.com.

SCHEDULE A

AUDIT COMMITTEE CHARTER

Constitution, Composition and Quorum

The Board of Directors of the Corporation has appointed an Audit Committee of a minimum number of three (3) Directors, all of whom should be independent and financially literate in accordance with the laws, by-laws and applicable policies with respect to securities including without limitation National Instrument 52-110. Each member of the Audit Committee, amongst other things, has to be able to read and understand financial statements. The quorum of the Committee is the majority of the members. The Directors have also appointed the Chairman of the Committee.

Power and Authority

In the performance of its mandate, the Committee has the right to examine the books, registers and accounts of the Corporation and to discuss any question concerning the financial situation of the Corporation or any other question which relates to its mandate with any employee and with the external auditor or the internal audit team of the Corporation and its subsidiaries.

The external auditor reports directly to the Audit Committee and the Committee has the power to communicate directly with the external auditor. The external auditor is present, if requested, at all of the meetings of the Committee where reports or financial statements that it has prepared or where public communications based upon these reports or financial statements are examined or approved by the Committee. The external auditor can also be invited to other meetings. Upon the external auditor's request, the Chairman of the Committee will convene a meeting of the Audit Committee. The Audit Committee may meet privately with the external auditor, without management being present, once per quarter after the presentation of the interim financial statements if they have been reviewed by the external auditor, and following the presentation of the annual financial statements and at any time upon request.

The Audit Committee has the right to require any employee of the Corporation or of its subsidiaries to discuss any question concerning the financial situation of the Corporation or any other question which relates to its mandate.

If the Audit Committee deems it appropriate, it can retain independent counsel, accountants or others to assist the Audit Committee in fulfilling its duties and responsibilities and it has the power and authority to approve and ensure the payment of their fees and disbursements.

Delegation

The Audit Committee cannot delegate to management any of the responsibilities that are part of its mandate. However, the Audit Committee may delegate to one or more independent members of the Audit Committee the authority to pre-approve non-audit services to be rendered by the external auditor.

The pre-approval of non-audit services by any member to whom authority has been delegated must be presented to the Audit Committee at its first scheduled meeting following such a pre-approval and all of the conditions of National Instrument 52-110 and of the pre-approval policy adopted by the Audit Committee must be respected.

Reports

The Audit Committee has to report to the Board of Directors on or about its work, activities and decisions at the meeting of the Board of Directors following the meeting of the Audit Committee providing all topics discussed, decisions taken, means undertaken in order to study and examine the reports, statements and documents submitted, as well as the level of satisfaction of the members of the Committee therewith, the unresolved issues, the disagreements and the decisions taken, in which case the justifying motives also have to be provided.

Compensation

The Board of Directors determines the compensation to be received by the members of the Audit Committee for their services.

Mandate

The mandate of the Audit Committee comprises the following:

General

1. to oversee the audit process and the integrity of the Corporation's financial reporting with a view to enhance the accuracy of the information provided and the quality of the Corporation's financial reporting;
2. to establish, oversee and verify the accounting standards and policies adopted;
3. to oversee and adopt new accounting pronouncements that could affect the Corporation and to ensure they are respected;
4. to follow the evolution of best practices with respect to accounting principles, standards and rules and to incorporate such best practices to the practices of the Corporation, where applicable;
5. to ensure the respect of the rules applicable to the Corporation in accordance with the laws, by-laws, instruments and policies relating to financial information in general and in

particular to audits and to audit committees including National Instrument 52-110 pertaining to the audit committee;

6. to review the Audit Committee Charter and membership annually and make recommendations for modifications, where applicable, to the Board of Directors;

Risk Management

7. to oversee and adopt risk management systems and to ensure the monitoring of these systems;

Financial Results

8. to review the Annual Audited Financial Statements, the unaudited interim financial statements and the Management's Discussion and Analysis as well as all other statements and financial reports including press releases dealing with financial information which require a review by the Audit Committee in accordance with the applicable laws or when the Board of Directors requires such review and to recommend their adoption by the Board of Directors;
9. to ensure that the financial information is in compliance with the applicable securities laws, regulations and policies;
10. to review together with the external auditor of the Corporation the methods used for and the extent of their respective auditing processes and to report to the Board of Directors any material reservation that the Audit Committee has or that the external auditor have expressed with respect to their work;

External auditors

11. to recommend the external auditor to the Board of Directors as well as its compensation in connection with the audit services;
12. to ensure that the external auditor remains ultimately accountable to the Board of Directors through the Audit Committee as a representative of the shareholder and amongst other things, to provide and establish processes allowing independent and direct communication links between the Board of Directors, the internal audit team and the external auditor;
13. to monitor the independence of the external auditor including:
 - (i) the pre-approval of all non-audit services to be provided to the Corporation by the external auditor;
 - (ii) to adopt detailed pre-approval policies and processes with respect to the services mentioned in sub-paragraph (i) hereinabove including the obligation imposed upon management and the external auditor to inform the Audit Committee of any projected services unrelated to the audit and of the rendering of such a service;

(iii) to examine the existing or potential relationship of the Corporation with the external auditor including between the employees of the Corporation and the partners, employees, former partners and employees of the former or present external auditor and without limiting the generality of the foregoing to review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor;

14. to receive and study the external auditor's report following its final audit as well as the recommendations relating thereto, to the management of the Corporation;
15. to monitor once a year and on occasion during the year the skills, the quality of the services and the independence of the external auditor within the exercise of its duties and to recommend to the Board of Directors, if appropriate, the convening of a shareholders' meeting in order to consider the dismissal of the external auditor;
16. to review with the external auditor the extent of its audit and to examine the conclusions resulting from such audit and the actions undertaken by management to implement the recommendations derived from its conclusions;
17. to ensure the resolution of disagreements between management and the external auditor regarding financial reports;

Internal Controls

18. to review the important items of the reports that follow up as well as the recommendations given to management;
19. to review with the external auditor:
 - 19.1 the efficiency of the books and of the accounting systems of internal control and of the Corporation's information and if those books are maintained in an appropriate manner and if those systems are applied evenly; and
 - 19.2 the efficiency and skills of the employees involved in internal accounting and the control of the activities of the Corporation;

in order to evaluate the efficiency and adequacy of the internal control systems and to report to the Board of Directors on such matters;

Capital Expenditures

20. to monitor the financial aspects of capital expenditures projects, including compliance with budgets or cost projections and of the actual return on investment of the projects in comparison with the projected return on investment;

Reception and Revision of Reports

21. to prescribe the form and the content of the certificates to be executed by the President and the Chief Financial Officer of the Corporation, to ensure that they are provided in good time and to review such certificate following their receipt;
22. to receive and review the reports from the President and the Chief Financial Officer with respect to the financial provisions made, the purchase and sale of assets, the risk elements that could have an effect on the financial results or on the financial structure of the enterprise, the redemption of shares of the Corporation, financial derivatives and other similar matters;
23. to receive and review the status reports on capital expenditures;
24. to receive and review the report pertaining to potential or current litigation involving the Corporation;

Continuous Disclosure

25. to review annual shareholders meeting notice, proxy circular and Annual Information Form unless they are directly submitted to the Board of Directors;

Complaints

26. to establish procedures for:
 - (i) the treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
 - (ii) the confidential anonymous submission by employees of concerns regarding questionable accounting or auditing of the Corporation and its subsidiaries; and

Other questions

27. to study any other questions and rendering any other work that the Board of Directors considers useful.