

**EARLY WARNING REPORT**

**Form 62-103F1**

*Filed pursuant to National Instrument 62-103*

**Item 1 – Security and Reporting Issuer**

**1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

This report relates to common shares (each, a "**Common Share**") of Magnum Goldcorp Inc. ("**Magnum**" or the "**Issuer**").

The Issuer's address is:

2489 Bellevue Avenue  
West Vancouver, British Columbia  
V7V 1E1

**1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

N/A

**Item 2 – Identity of the Acquiror**

**2.1 State the name and address of the acquiror.**

Douglas L. Mason ("Mason")

3912 Marine Drive  
West Vancouver, British Columbia  
V7V 1N4

Along with the companies listed below, which Mason beneficially owns, directly or indirectly, or has control or direction over:

Waterfront Capital Partners Inc.

2489 Bellevue Avenue  
West Vancouver, British Columbia  
V7V 1E1

and

Beachfront Enterprises Limited Partnership.

2489 Bellevue Avenue  
West Vancouver, British Columbia  
V7V 1E1

(collectively with Mason, the “Mason Entities”)

**2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

On October 7, 2021, the Mason Entities acquired 665,000 flow through shares (the “FT Shares”) for aggregate consideration of \$39,900 and 2,650,000 non-flow through units (the “NFT Units”) for aggregate consideration of \$132,500 through private placements (the “Offering”). Each NFT Unit consisted of one common share and one share purchase warrant, with each warrant entitling the holder to purchase an additional common share for a period of 5 years at an exercise price of \$0.10. The warrants are subject to an acceleration right that allows the Company to give notice of an earlier expiry date if the Company's share price on the TSX Venture Exchange is equal to or greater than \$0.25 for a period of 20 consecutive trading days.

**2.3 State the names of any joint actors.**

Waterfront Capital Partners Inc.

and

Beachfront Enterprises Limited Partnership.

**Item 3 – Interest in Securities of the Reporting Issuer**

**3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.**

The Mason Entities acquired 665,000 FT Shares and 2,650,000 NFT Units, which increased ownership by the Mason Entities of the Issuer to 4,248,732 Common Shares, 10,000 Options and 2,650,000 Warrants, representing an approximate increase from 6.17% to 19.04% of the issued and outstanding Common Shares on a partially diluted basis assuming the exercise of the Mason Entities' options and the settlement of the Mason Entities' Warrants into Common Shares of the Issuer.

**3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.**

The increase of the Mason Entities interest from 6.17% to 19.04%, on a partially diluted basis, triggered the requirement to file this report.

**3.3 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

**3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

Immediately before the Offering, the Mason Entities owned 933,732 Common Shares and held 10,000 options to acquire Common Shares ("Options"), representing approximately 6.17% of the issued and outstanding Common Shares on a partially diluted basis assuming the exercise of the Mason Entities' options into Common Shares.

Immediately after the Offering, the Mason Entities own 4,248,732 Common Shares, 10,000 Options and 2,650,000 warrants ("Warrants"), representing approximately 19.04% of the issued and outstanding Common Shares on a partially diluted basis assuming the exercise of the Mason Entities' options and the settlement of the Mason Entities' Warrants into Common Shares.

**3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

**(a) the acquiror, either alone or together with any joint actors, has ownership and control,**

Please see Item 3.4 above.

**(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

**(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

**3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

Not applicable.

**State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.**

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

#### **Item 4 – Consideration Paid**

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

Pursuant to the Offering, the Mason Entities acquired 665,000 FT Shares of the Issuer at a purchase price of \$0.06 per FT Share for an aggregate purchase price of \$39,900.

Pursuant to the Offering, the Mason Entities acquired 2,650,000 NFT Units of the Issuer at a purchase price of \$0.05 per NFT Unit for an aggregate purchase price of \$132,500.

Between the FT Share private placement and the NFT Unit private placement the Mason Entities purchased securities for a total purchase price of \$172,400.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See Item 4.1 above.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

#### **Item 5 – Purpose of the Transaction**

**State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:**

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

The Common Shares were acquired by the Mason Entities for investment purposes. Mason and the Mason Entities have a long-term view of the investment and may acquire additional securities of Magnum, including on the open market or through private acquisitions, or sell securities of Magnum, including on the open market or through private dispositions, in the future depending on market conditions, reformulation of plans and/or other relevant factors.

**Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder’s fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

**Item 7 – Change in Material Fact**

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.

Not applicable.

**Item 8 – Exemption**

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

**Item 9 – Certification**

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED as of the 15<sup>th</sup> day of October, 2021

Signed “Douglas L. Mason”

**DOUGLAS L. MASON**