

**FORM 62-103F1**

***REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS***

**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.**

Guanajuato Silver Company Ltd. (formerly VanGold Mining Corp.) (“**GSilver**”)  
578-999 Canada Place  
Vancouver, British Columbia  
V6C 3E1

Designation of securities: Units (“**Units**”), Common shares (“**Common Shares**”) and common share purchase warrants (“**Warrants**”) of GSilver.

**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.**

Not applicable.

The Units were acquired pursuant to a non-brokered private placement (the “**Private Placement**”) of Units by GSilver.

Common Shares were acquired in connection with GSilver’s early payment of a US\$2.5 million promissory note (the “**Note**”) issued to Endeavour (as defined below) in connection with GSilver’s acquisition of the El Cubo mine and mill complex (“**El Cubo**”) due April 9, 2022 (the “**Note Settlement**”).

**Item 2 – Identity of the Acquiror**

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

Endeavour Silver Corp. (“**Endeavour**”)  
1130-609 Granville Street  
Vancouver, British Columbia V7Y 1G5

Endeavour is a company incorporated under the laws of the Province of British Columbia. Endeavour is a Canadian mineral company engaged in the evaluation, acquisition, exploration, development and exploitation of precious metal properties in Mexico and Chile. Endeavour’s principal business office is located at Suite 1130-609 Granville Street, Vancouver, British Columbia, Canada, V7Y 1G5.

**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 November 30, 2021, Endeavour acquired 5,750,000 units (“**Units**”) of GSilver at a purchase price of \$0.55 per Unit through the Private Placement for an aggregate purchase price of \$3,162,500. Each Unit consists of one common share (a “**Common Share**”) of GSilver and one-

half of a common share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant entitles the holder to purchase one Common Share at a price of \$0.75 per Common Share at any time on or before November 30, 2023.

In addition, on November 30, 2021, in connection with the Note Settlement, Endeavour acquired 901,224 Common Shares (the “**Settlement Shares**”) at a deemed price of \$0.55 per Settlement Share. The Settlement Shares were issued by GSilver to settle the Mexican value added tax (“**VAT**”) payable on the purchase price for El Cubo represented by the Note.

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

Not applicable.

**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 the report and the change in the acquiror’s securityholding percentage in the class of securities.**

See Items 1.1 and 2.2 above.

**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 the report.**

See Item 1.1 and 2.2 above. Endeavour acquired ownership of the Units and Settlement Shares that 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.**

Before completion of the Private Placement and Note Settlement, Endeavour owned 21,331,058 Common Shares. Such Common Shares represented approximately 10.37% of the issued and outstanding Common Shares prior to the completion of the Private Placement and Note Settlement.

Immediately after completion of the Private Placement and Note Settlement, Endeavour owned 27,982,282 Common Shares and 2,875,000 Warrants. The Common Shares owned by Endeavour following the completion of the Private Placement and Note Settlement represent approximately 12.63% of the issued and outstanding Common Shares. If exercised, the 2,875,000 Warrants together with the 27,982,282 Common Shares owned by Endeavour would represent approximately 13.75% of the issued and outstanding Common Shares (after giving effect to the exercise of such Warrants, but not the exercise of any other common share purchase warrants or convertible securities issued by GSilver).

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,**

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.**

The Units described in Item 2.2 were issued for \$0.55 per Unit (\$3,162,500 in the aggregate).

The Settlement Shares described in Item 2.2 were issued at a deemed price of \$0.55 per Settlement Share to settle VAT totaling US\$396,000 (\$495,573 based on the Bank of Canada indicative exchange of C\$1.2517 = US\$1.00 on November 15, 2021).

**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.**

See Item 4.1 above.

#### **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.

Endeavour acquired the Common Shares and Warrants described in Item 2.2 for long term investment purposes and will continue to monitor the business, prospects, financial condition and potential capital requirements of GSilver. Endeavour may from time to time in the future increase or decrease its direct or indirect ownership, control or direction over the Common Shares or other securities of GSilver through market transactions, private agreements, dilution through third party subscriptions from treasury, or otherwise.

#### **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.**

None.

#### **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**

The acquiror certifies that the statements made in this report are true and complete in every respect.

DATED: December 2, 2021

**ENDEAVOUR SILVER CORP.**

*"Dan Dickson"*

By:

\_\_\_\_\_  
Name: Dan Dickson

Title: Chief Executive Officer