

Form 62-103F1

*Required Disclosure under the Early Warning Requirements*

**State if this report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.**

Not applicable.

**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 the acquisition of common shares (the “**New Placer Dome Shares**”) of New Placer Dome Gold Corp. (“**New Placer Dome**”).

The 17,222,222 New Placer Dome Shares were acquired on November 12, 2021 by the Acquiror (as defined below) as consideration pursuant to an option agreement dated December 2, 2019 (as amended, the “**Option Agreement**”) between the Acquiror and New Placer Dome.

New Placer’s address is as follows:

New Placer Dome Gold Corp.  
#605 – 815 Hornby Street  
Vancouver, BC  
Canada  
V6Z 2E6

**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.

**Item 2 – Identity of the Acquiror**

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

Liberty Gold Corp. (the “**Acquiror**”)  
Suite 1900, 1055 West Hastings Street  
Vancouver, British Columbia  
V6E 2E9

**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.**

Under the Option Agreement, the Acquiror and Pilot Gold (USA) Inc. (“Pilot”) granted to New Placer Dome an option to acquire 100% of the interest held by Pilot in Kinsley Gold LLC, which holds the Kinsley Mountain Gold project located in central Nevada (“**Kinsley**”). On June 2, 2020, New Placer Dome paid the initial option payments of US\$1,250,000, US\$124,570 in

repayment of the surety bond deposit and 8,844,124 New Placer Dome Shares, representing 9.9% of New Placer Dome's issued and outstanding common shares as at that date.

On November 12, 2021 a second option payment was paid by New Placer Dome consisting of 17,222,222 in New Placer Dome Shares, a further US\$1.25 million is payable and expected to be received prior to November 19, 2021

As at November 12, 2021, the Acquiror holds 26,066,346 New Placer Dome Shares representing 15.8% of the issued and outstanding New Placer Dome Shares.

New Placer Dome will be required to make an additional payment of US\$1,250,000 and US\$1,250,000 in value of New Placer Dome Shares on or before June 2, 2022.

Pilot will retain a 1% Net Smelter Royalty on Kinsley where New Placer Dome, at its sole discretion, has the right to re-purchase up to one-half percent (0.5%) of the NSR royalty upon payment of US\$500,000.

### **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 this report and the change in the acquiror's securityholding percentage in the class of securities.**

The Acquiror acquired 17,222,222 New Placer Dome Shares, representing in aggregate with the 8,844,124 New Placer Dome Shares already held by the Acquiror, approximately 15.8% of the New Placer Dome Shares issued and outstanding as of the date hereof.

### **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.**

See Item 3.1 above.

### **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.**

See Item 3.1 above.

### **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 3.1 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.**

**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 New Placer Dome Shares issued to the Acquiror have an aggregate deemed value of C\$1,722,222, or C\$0.10 per New Placer Dome Share. The New Placer Dome Shares were issued to the Acquiror as partial consideration for Pilot's interest in Kinsley Gold LLC pursuant to the Option Agreement. See Item 2.2 above.

- 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 2.2 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.**

The Acquiror is acquiring the New Placer Dome Shares for investment purposes only, and will evaluate its investment in New Placer Dome from time to time and may, based on such evaluation of market conditions and other circumstances, increase or decrease its shareholdings in New Placer Dome as circumstances require.

