

**EARLY WARNING REPORT
PURSUANT TO NATIONAL INSTRUMENT 62-103**

1. Name and address of the offeror:

Michael Gentile (“**Gentile**”)
305 Av. Brock North
Montreal-West, Quebec H4X 2G4

Consultant Financiere Integritas Inc. (“**Integritas**”)
305 Av. Brock North
Montreal-West, Quebec H4X 2G4

2. The designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances:

On December 13, 2019, Gentile and Integritas, a company controlled by Gentile (collectively, the “**Offerors**”), acquired (the “**Acquisition**”) an aggregate of 13,250,000 units (the “**Units**”) of Roscan Gold Corporation (the “**Issuer**”) at a price of \$0.10 per Unit. Each Unit is comprised of one common share in the capital of the Issuer (each, a “**Common Share**”) and three-quarters of a common share purchase warrant (each whole warrant, a “**Warrant**”). Each whole Warrant comprising a part of the Unit entitles the holder thereof to acquire one additional Common Share at a price of \$0.16 per Common Share on or before December 12, 2021. The Offerors subscribed for the Units at a price of \$0.10 per Unit in connection with a brokered private placement (the “**Offering**”) of the Issuer.

3. Designation and number or principal amount of securities and the Offeror’s securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to obligation to file the news release:

Prior to the closing of the Acquisition, the Offerors did not beneficially own or control any Common Shares or any securities convertible into Common Shares. Immediately following the completion of the Offering, the Offerors jointly own 13,250,000 Common Shares and 9,937,500 Warrants, representing approximately represents 7.91% of the current issued and outstanding Common Shares, on an undiluted basis, and assuming exercise of the Warrants, approximately 13.07% of the issued and outstanding Common Shares, on a partially diluted basis.

4. Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 3 over which:

(i) the Offeror, either alone or together with any joint actors, has ownership and control;

Upon closing of the Offering, Gentile directly owned 10,250,000 Common Shares and 7,687,500 Warrants, representing approximately 6.12% of the issued and outstanding Common Shares, on an undiluted basis, and assuming exercise of the Warrants, approximately 10.24% of the issued and outstanding Common Shares, on a partially diluted basis.

Upon closing of the Offering, Integritas owned 3,000,000 Common Shares and 2,250,000 Warrants, representing approximately 1.7% of the issued and outstanding Common Shares, on an undiluted basis, and assuming exercise of the Warrants, approximately 3.09% of the issued and outstanding Common Shares, on a partially diluted basis.

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

Not applicable.

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

Not applicable.

5. **Name of the market in which the transaction or occurrence that gave rise to the new release took place, in Canadian dollars, of any consideration offered per security if the Offeror acquired ownership of a security in a transaction or occurrence giving rise to the obligation to file a news release:**

The Units were purchased through the Offering for total consideration of \$1,325,000.

6. **The purpose of the Offeror and any joint actors in effecting the transaction or occurrence that gave rise to the report, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:**

The acquired Units were acquired for investment purposes. The Offerors may acquire additional common shares of the Issuer either on the open market or through private acquisitions or sell the common shares on the open market or through private dispositions in the future depending on market conditions, reformulation of planes and/or other relevant factors.

7. **General nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the Offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the report, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:**

Not applicable.

8. **Names of any joint actors in connection with the disclosure required by this report:**

See items 2 and 3.

9. **In the case of a transaction or 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, the nature and value of the consideration paid by the Offeror.**

Not applicable.

- 10. If applicable, a description of any change in any material fact set out in a previous report filed under the early warning requirements or Part 4 of National Instrument 62-103 in respect of the reporting issuer's securities:**

Not applicable.

- 12. If applicable, a description of the exemption from securities legislation being relied on by the Offeror and the facts supporting the reliance.**

Not applicable.

DATED this 16th day of December, 2019.