

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.

This report relates to common shares in the capital of Tembo Gold Corp. (the “**Issuer**”).

The Issuer has an office at #1305 - 1090 W. Georgia St, Vancouver, BC, V6E 3V7.

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.

The acquiror, Phoenix (defined below) acquired the common shares of the Issuer pursuant to a non-brokered private placement offering (the “**Offering**”).

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Phoenix Gold Fund Limited (“**Phoenix**”) of 9, Jalan P Ramlee, 50250 Kuala Lumpur, Malaysia.

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 July 30, 2021, upon the closing of the Issuer’s Offering, Phoenix acquired an aggregate of 10,000,000 common shares of the Issuer at the price of C\$ 0.15 per share.

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.

Phoenix acquired an aggregate of 10,000,000 common shares of the Issuer at the price of C\$0.15 per share.

Immediately prior to the acquisition described in Item 2.2 above, Phoenix owned 999,999 common shares of the Issuer, representing approximately 1.26% of the issued and outstanding common shares of the Issuer on an undiluted basis.

As a result of the acquisition described in Item 2.2 above, Phoenix now owns 10,999,999 common shares of the Issuer, representing approximately 11.75% of all issued and outstanding shares of the Issuer on an undiluted basis (representing an increase in interest of approximately 10.49% from Phoenix's pre-Offering shareholdings on an undiluted basis) and 11.02% of the issued and outstanding shares of the Issuer on a fully diluted basis as of July 30, 2021, assuming no further common shares of the Issuer have been issued. Phoenix does not beneficially own or control any convertible securities 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.

Phoenix acquired direct ownership of the securities that triggered the requirement to file this report. See Item 2.2 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.

Immediately prior to the acquisition described in Item 2.2 above, Phoenix owned 999,999 common shares of the Issuer representing approximately 1.26% of the issued and outstanding common shares of the Issuer on an undiluted basis..

As a result of the acquisition described in Item 2.2 above, Phoenix now owns 10,999,999 common shares of the Issuer, representing approximately 11.75% of all issued and outstanding shares of the Issuer on an undiluted basis and 11.02% of the issued and outstanding shares of the Issuer on a fully diluted basis as of July 30, 2021.

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

All securities referred to in Item 3.4 are owned and controlled by Phoenix. Phoenix is an investment fund managed by AIMS Asset Management Sdn. Bhd. (the "Investment Manager").

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.**

Phoenix acquired the common shares described in Item 2.2 above at a price of \$0.15 per share for an aggregate consideration of C\$1,500,000.

- 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.**

Kindly refer to item 4.1.

- 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.**

Phoenix acquired the securities for investment purposes only. Phoenix may, in the future participate in financings and/or acquire or dispose of securities of the Issuer in the market, privately or otherwise, subject to a number of factors, including general market conditions and other available investment and business opportunities. As at the date of this report, Phoenix is not aware of any plans nor has any future intentions which would relate to or result in any items (b) through (k) of item 5 above.

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

Certificate

I, on behalf of the 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.

3rd August 2021
Date

“Eileen Sim”
Signature

Eileen Sim, Compliance Officer of Investment Manager
Name/Title