

## MATERIAL CHANGE REPORT

### 1. Name and Address of Company:

**Nevgold Corp. (formerly Silver Mountain Mines Inc.)**  
Suite 910, 800 West Pender Street  
Vancouver, British Columbia  
V6C 2V6

### 2. Date of Material Change

June 23, 2021

### 3. Press Release

Issued June 24, 2021, distributed through Accesswire and through various other approved public media and filed on SEDAR.

### 4. Summary of Material Change(s)

On June 23, 2021, Nevgold Corp. (the “**Company**”) announced that it has completed the acquisition (the “**Transaction**”) of all of the issued and outstanding shares of the privately held Nevgold Corp. (as it then was) (“**Nevgold**”). In accordance with the terms of the Transaction, Nevgold has amalgamated with a wholly-owned subsidiary of the Company, 1288412 BC Ltd., pursuant to the terms of a definitive amalgamation agreement dated February 17, 2021, as amended, among Nevgold, the Company and 1288412 BC Ltd., and the Company has changed its name to “Nevgold Corp.”.

The common shares of the Company recommenced trading on the TSX Venture Exchange (the “**Exchange**”) at the opening of the markets on June 29, 2021 under the new ticker symbol “NAU”.

The Company also completed a brokered financing through the issuance of 15,662,333 subscription receipts (each, a “**Subscription Receipt**”) at a price of \$0.40 per Subscription Receipt, for gross proceeds of \$6,264,933.20.

Concurrently with the completion of the Transaction, the Company acquired the Limousine Butte and Cedar Wash projects in Nevada from McEwen Mining Inc. (“**McEwen**”) pursuant to the terms of an asset purchase and sale agreement dated December 14, 2020, as amended (the “**Asset Purchase Agreement**”), among Nevgold, McEwen and certain of McEwen’s affiliates.

The Company has approximately 49,634,552 common shares outstanding.

Following completion of the Transaction, the board of directors of the Company has been reconstituted to consist of Giulio Bonifacio (Chairman), Brandon Bonifacio, Victor Bradley, Steve Konopelky, Greg French, Tim Dyrh and Morgan Hay. Management of the Company has also been reconstituted to consist of Brandon Bonifacio as President and Chief Executive Officer, Bob McKnight as Chief Financial Officer and Executive VP Corporate Development, and Catherine Cox as Corporate Secretary.

### 5.1 Full Description of Material Change

On June 24, 2021, the Company announced that it has completed the acquisition of the privately held Nevgold. In accordance with the terms of the Transaction, Nevgold has amalgamated with a wholly-owned subsidiary of the Company, 1288412 BC Ltd., pursuant to the terms of a definitive amalgamation agreement dated February 17, 2021, as amended, among Nevgold, the Company and 1288412 BC Ltd., and the Company has changed its name to “Nevgold Corp”. The Transaction constitutes a reverse take-over of the Company pursuant to the policies of the Exchange. The common shares of the Company are expected to recommence trading on the Exchange at the opening of the markets on June 29, 2021 under the new ticker symbol “NAU”.

In connection with the completion of the Transaction, Nevgold completed a brokered financing (the “**Financing**”) through the issuance of 15,662,333 Subscription Receipts at a price of \$0.40 per Subscription Receipt, for gross proceeds of \$6,264,933.20 with Red Cloud Securities Inc. acting as lead agent, and a syndicate including Haywood Securities Inc. (collectively, the “**Agents**”). Immediately prior to completion of the Transaction, each Subscription Receipt was automatically converted into securities of Nevgold, that were exchanged in the Transaction for one common share of the Company and one-half of one common share purchase warrant of the Company (a “**Warrant**”). Each Warrant is exercisable for a period of two years to acquire an additional common share of the Company at an exercise price of \$0.60. The proceeds of the Financing were released from escrow concurrently with the completion of the Transaction. Following the release of the proceeds, Nevgold paid cash commission of \$234,135.90 to the Agents and issued in aggregate 549,969 broker warrants (the “**Broker Warrants**”). Each Broker Warrant entitles the holder thereof to acquire one common share in the capital of the Company at an exercise price of \$0.40 until June 22, 2023.

Concurrently with the completion of the Transaction, the Company acquired the Limousine Butte and Cedar Wash projects (the “**Acquisition**”) in Nevada from McEwen through the Company’s wholly-owned subsidiary Nevgold USA Inc. pursuant to the terms of the Asset Purchase Agreement. On closing of the Transaction, the Company issued to McEwen 4,963,455 common shares of the Company and common share purchase warrants of the Company exercisable to acquire 2,481,727 common shares of the Company, which warrants have an exercise price equal to \$0.60 per warrant share until June 22, 2023.

Following completion of the Transaction, the board of directors of the Company has been reconstituted to consist of Giulio Bonifacio (Chairman), Brandon Bonifacio, Victor Bradley, Steve Konopelky, Greg French, Tim Dyhr, and Morgan Hay. Management of the Company has also been reconstituted to consist of Brandon Bonifacio as President and Chief Executive Officer, Bob McKnight as Chief Financial Officer and Executive VP Corporate Development, and Catherine Cox as Corporate Secretary.

### **Forward-Looking Statements**

*This material change report may contain forward-looking statements that are based on the Company’s current expectations and estimates. Forward-looking statements are frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate”, “suggest”, “indicate” and other similar words or statements that certain events or conditions “may” or “will” occur, and include, without limitation, statements regarding the Company’s current plans. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause actual events or results to differ materially from estimated or anticipated events or results implied or expressed in such forward-looking statements. Such forward-looking statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations. Forward-looking statements are based on a number of assumptions which may prove to be incorrect. The cautionary statements qualify all forward-looking statements attributable to the Company and persons acting on its behalf. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward- looking statement, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Accordingly, undue reliance should not be put on such statements due to the inherent uncertainty therein.*

### **5.2 Disclosure for Restructuring Transactions**

The Company’s Management Information Circular dated May 12, 2021, filed under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com), is incorporated by reference in respect of the information required to be disclosed by item 5.2 of this material change report.

### **6. Reliance on subsection 7.1(2) of National Instrument 51-102**

Not Applicable

**7. Omitted Information**

Not Applicable

**8. Executive Officer**

The following executive officer of the Company is knowledgeable about the material change and this material change report and may be contacted at the following address and telephone number:

Brandon Bonifacio, President, Chief Executive Officer and Director  
Suite 910, 800 West Pender Street  
Vancouver, British Columbia  
V6C 2V6  
PHONE: +1-604-337-4997

**9. Date of Report**

DATED at Vancouver, British Columbia this 2<sup>nd</sup> day of July 2021.