

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.*

Common shares (“**Common Shares**”) and common share purchase warrants (“**Warrants**”) in the capital of Nevgold Corp. (formerly Silver Mountain Mines Inc.) (the “**Issuer**”).

The Issuer’s head office is located at:

Nevgold Corp.
Suite 910, 800 West Pender Street
Vancouver, British Columbia V6C 2V6

- 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 Common Shares of the Issuer are listed on the TSX Venture Exchange.

Item 2 – Identity of the Acquiror

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

McEwen Mining Inc. (“**McEwen**”)
150 King Street West, Suite 2800
Toronto, Ontario M5H 1J9

- 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 June 23, 2021, McEwen acquired 4,963,455 Common Shares of the Issuer and Warrants exercisable to acquire an additional 2,481,727 Common Shares of the Issuer at \$0.60 per Common Share until June 22, 2023, pursuant to the terms of a private transaction. As at June 25, 2021, McEwen beneficially owns securities representing 10% of the currently outstanding shares of the Issuer on a non-diluted basis, and approximately 14.3% on a partially-diluted basis.

These securities were issued to McEwen in partial consideration for the sale of McEwen’s Limousine Butte and Cedar Wash projects in Nevada. The securities were acquired for investment purposes. McEwen has a long-term view of the investment and may increase or decrease its ownership in the future on the open market or through private transactions.

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

None.

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.*

See Section 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 this report.*

McEwen acquired Common Shares and Warrants in the capital of the Issuer. See Section 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 transaction, McEwen did not have any ownership or control of the Issuer.

At the conclusion of the transaction, McEwen has ownership and control of 4,963,455 Common Shares, representing 10% of the currently outstanding shares of the Issuer on a non-diluted basis, and approximately 14.3% on a partially-diluted basis, and Warrants exercisable to acquire an additional 2,481,727 Common Shares of the Issuer at \$0.60 per Common Share until June 22, 2023.

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 Section 2.2 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.*

4,963,455 Common Shares and warrants were acquired by McEwen for mining properties as described in 4.3 below. The price per unit of common share and half-warrant was deemed to be \$0.40 per Common Share and half warrant unit for a total value of \$1,985,382.

- 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 Section 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.*

Pursuant to the terms of an asset purchase agreement dated December 14, 2020, McEwen acquired 4,963,455 Common Shares and Warrants exercisable to acquire an additional 2,481,727 Common Shares as consideration for the sale of McEwen's Limousine Butte and Cedar Wash projects in Nevada. In addition to the issuance of the Common Shares and Warrants, a predecessor of the Issuer paid McEwen \$600,000 in cash.

Item 5 – Purpose of the Transaction

- 5.1 *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.*

Pursuant to an investor rights agreement dated June 23, 2021 between the Issuer and McEwen, which the parties entered into as a condition of the Asset Purchase Agreement, McEwen has a pro-rata pre-emptive participation right in any future equity financings of the Issuer to maintain its ownership interest in the Issuer, subject to certain limitations, so long as McEwen holds greater than 5% of the issued and outstanding Common Shares of the Issuer.

McEwen acquired the Common Shares and Warrants for investment purposes. Other than outstanding Warrants held by McEwen, McEwen has no further rights to acquire any other securities of the Issuer. Depending on the market and other conditions, McEwen will evaluate its investments in the Issuer and may increase or decrease its investments by future acquisitions and dispositions of Common Shares at its discretion, as circumstances warrant.

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.

See Section 4.3

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 undersigned hereby certifies, to the best of my knowledge, information and belief that the statements contained herein are true and complete in every respect.

DATED as of the 25th day of June, 2021.

MCEWEN MINING INC.

“Stefan Spears” (signed)
Stefan Spears