

Form 62-103F1

Required Disclosure Under the Early Warning Requirements

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.*

West Red Lake Gold Mines Ltd. (the “**Issuer**”)
#3123 – 595 Burrard Street, Vancouver BC V7X 1J1

Common Shares of the Issuer (“**Shares**” or “**Common Shares**”)
Common Share purchase warrants of the Issuer (“**Warrants**”)

- 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

2. Identity of the Acquiror

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

Frank Giustra
3123 – 595 Burrard Street
Vancouver, British Columbia, V7X 1J1

(the “**Acquiror**”)

- 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.*

October 24, 2024

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

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.*

Not applicable. On October 24, 2024, the Issuer completed a public offering (the “**Offering**”) of 41,666,800 units (the “**Units**”) of the Issuer at a price of C\$0.69 per Unit, for aggregate gross proceeds to the Issuer of C\$28,750,092. Each Unit comprised one Common Share of the Issuer and one Common Share purchase warrant, (a “**Unit Warrant**”). Each Unit Warrant entitles the holder thereof to acquire one Common Share for an exercise price of C\$0.90 per share for 36 months, expiring October 24, 2027. (the “**Offering**”).

The Acquiror did not acquire or dispose of any securities of the Issuer pursuant to the Offering. As a result of dilution caused by the Offering, the Acquiror no longer holds securities representing 10% or more of the outstanding 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.*

Not applicable

- 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 Offering, the Acquiror had director or indirect ownership and/or control, over an aggregate of 25,406,060 Common Shares and 5,327,000 Warrants of the Issuer representing 8.95% of the outstanding Common Shares (10.45% on a partially diluted basis assuming the exercise of 5,327,000 Warrants.)

Following the Offering, the Acquiror has director or indirect ownership and/or control, over an aggregate of 25,406,060 Common Shares and 5,327,000 Warrants of the Issuer representing 8.00% of the outstanding Common Shares (9.51% on a partially diluted basis assuming the exercise of 5,327,000 Warrants.)

- 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,*

Frank Giustra has ownership of 4,996,426 Common Shares representing 1.57% of the issued and outstanding Common Shares of the Issuer.

Modern Farmer Media Inc. has ownership of 1,560,000 Common Shares and 900,000 Warrants, representing 0.49% of the issued and outstanding Common Shares of the Issuer (0.77% on a partially diluted basis assuming the exercise of 900,000 Warrants). Frank Giustra has indirect ownership and control of these securities.

Sestini & Co. Pension Trustees Ltd. has ownership of 4,260,000 Common Shares and 1,993,180 Warrants representing 1.34% of the issued and outstanding Common Shares of the Issuer (1.96% on a partially diluted basis assuming the exercise of 1,993,180 Warrants). Frank Giustra has indirect ownership and control of these securities.

Fiore Financial Corp. has ownership of 6,584,600 Common Shares and 700,000 Warrants, representing 2.07% of the issued and outstanding Common Shares of the Issuer (2.29% on a partially diluted basis assuming the exercise of 700,000 Warrants). Frank Giustra has indirect ownership and control of these securities.

1291308 B.C. LTD. has ownership of 7,540,034 Common Shares representing 2.37% of

the issued and outstanding Common Shares of the Issuer. Frank Giustra has indirect ownership and control of these securities.

The Radcliffe Corporation has ownership of Nil Common Shares and 472,860 Warrants representing 0.15% of the issued and outstanding Common Shares of the Issuer on a partially diluted basis assuming the exercise of 472,860 Warrants. Frank Giustra has indirect ownership and control of these securities.

1290533 BC Ltd. has ownership of Nil Common Shares and 1,260,960 Warrants representing 0.40% of the issued and outstanding Common Shares of the Issuer on a partially diluted basis assuming the exercise of 1,260,960 Warrants. Frank Giustra has indirect ownership and control of these securities.

- (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.*

The Giustra Foundation has ownership of 465,000 Common Shares of the Issuer representing 0.15% of the issued and outstanding Common Shares of the Issuer. Frank Giustra has control and direction over these Shares but does not have ownership.

- 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.*

Not applicable.

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.

4. Consideration Paid

4.1 *State the value, in Canadian dollars, of any consideration paid or received per security and in total.*

Not applicable.

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.*

Not applicable.

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.

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.

Not applicable.

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.

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.

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.

9. Certification

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete. This report must be signed by each person on whose behalf the report is filed or his or her authorized representative. It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

10. Certificate

I, as 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.

DATED this 1st day of November, 2024

“Frank Giustra”

Frank Giustra