

NOTICE
NATIONAL INSTRUMENT 51-102
CHANGE IN CORPORATE STRUCTURE

TO: British Columbia Securities Commission, as Principal Regulator
Alberta Securities Commission

This notice is provided pursuant to section 4.9 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”).

Item 1. Names of the Parties to the Transaction

ONGold Resources Ltd. (formerly 1348515 B.C. Ltd.) (“**ShellCo**”), 1462356 B.C. Ltd. (“**Finco**”) 1477825 B.C. Ltd. (“**Subco**”) and Northern Superior Resources Inc. (“**NSUP**”).

Item 2. Description of the Transaction

On April 26, 2024, pursuant to the terms of an amalgamation agreement between ShellCo, Subco and Finco dated April 25, 2024 (the “**Amalgamation Agreement**”), Subco and Finco amalgamated, and ShellCo acquired certain mining assets (the “**Mining Assets**”), from NSUP, in consideration for an aggregate number of 36,686,686 ShellCo shares, and ShellCo changed its name to “ONGold Resources Ltd.” pursuant to a letter agreement dated July 10, 2023 between ShellCo and NSUP, and subsequently listed the common shares of ShellCo (“**ShellCo Shares**”) on the TSX Venture Exchange (the “**Transaction**”).

The Transaction was completed by way of a three-cornered amalgamation (the “**Amalgamation**”) pursuant to which Finco amalgamated with Subco, a wholly-owned subsidiary of ShellCo, and ShellCo acquired all of the issued and outstanding common shares of Finco (the “**Finco Shares**”) in exchange for ShellCo Shares on the basis of one ShellCo Share for each Finco Share issued and outstanding. Finco is now a wholly-owned subsidiary of ShellCo. All outstanding warrants and broker warrants to purchase Finco Shares shall remain outstanding and now entitle the holders thereof to acquire equivalent securities of ShellCo in lieu of Finco on the same terms and conditions.

Additional information regarding the Transaction is found in the listing statement of ShellCo dated April 29, 2024 (the “**Listing Statement**”). A copy of the Listing Statement is available under ShellCo’s issuer profile on SEDAR+ at www.sedarplus.com.

Item 3. Effective Date of the Transaction

The Transaction became effective on April 26, 2024, and the listing of the ShellCo Shares was completed on May 8, 2024.

Item 4. Names of Each Party that Ceased to Be a Reporting Issuer Subsequent to the Transaction and of each Continuing Entity

ShellCo continues to be a reporting issuer in Alberta and British Columbia.

Item 5. Date of the Reporting Issuer's First Financial Year-End Subsequent to the Transaction

December 31, 2024.

Item 6. The periods, including the comparative periods, if any, of the interim financial reports and the annual financial statements required to be filed for the reporting issuer's first financial year after the transaction

ShellCo will file interim financial statements for the three months ended March 31, 2024, on or before June 30, 2024, for the six months ended June 30, 2024 on or before August 30, 2024, for the nine months ended September 30, 2024 on or before November 30, 2024, and annual financial statements for the year ended December 31, 2024 on or before April 29, 2025.

ShellCo will also file carve-out statements relating to the Mining Assets for the three months ended March 31, 2024 on or before May 30, 2024.

Item 7. Documents Filed under NI 51-102

Details of the Transaction can be found in the following documents:

- news release of ShellCo and NSUP dated July 10, 2023;
- news release of ShellCo and NSUP dated September 6, 2023;
- material change report of ShellCo dated September 8, 2023;
- news release of ShellCo dated March 8, 2024;
- material change report of ShellCo dated March 15, 2024;
- news release of ShellCo and NSUP dated April 2, 2024;
- news release of ShellCo and NSUP dated April 30, 2024;
- news release of ShellCo dated May 7, 2024; and
- Listing Statement.

each of which has been electronically filed with the Canadian securities regulators and is available on the System for Electronic Document Analysis and Retrieval (SEDAR+) at www.sedarplus.com under ShellCo's issuer profile.

Item 8. Date of Report

May 14, 2024