

EARLY WARNING REPORT

PURSUANT TO NATIONAL INSTRUMENT 62-103 - THE EARLY WARNING SYSTEM AND RELATED TAKE-OVER BID AND INSIDER REPORTING ISSUES

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.

Securities: common shares (“**Common Shares**”) and common share purchase warrants (“**Warrants**”) of Solstice Gold Corp. (the “**Issuer**”).

Issuer: Solstice Gold Corp.
Suite 550, 800 West Pender
Street, Vancouver, BC
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.

On August 30, 2022, the Issuer closed a non-brokered private placement of: (i) units of the Issuer (the “**Hard Dollar Units**” or “**HD Units**”) at \$0.12 per HD Unit whereby each HD Unit consists of one Common Share and one Warrant; and (ii) units of the Issuer (the “**Flow Through Units**” or “**FT Units**”) at \$0.135 per FT Unit whereby each FT Unit consists of one Common Share qualifying as a flow-through share (a “**FT Share**”) for purposes of the *Income Tax Act* (Canada) (the “**ITA**”) and a half Warrant for a total consideration of \$2,707,474.42 (the “**Offering**”). Each Warrant is exercisable for one Common Share at a price of \$0.17 per Common Share until February 29, 2024.

Pursuant to the Offering, Michael Gentile, acquired 1,250,000 HD Units directly at a price of \$0.12 per HD Unit (representing 1,250,000 Common Shares and 1,250,000 Warrants) for proceeds of \$150,000. The Common Shares are listed on the TSX Venture Exchange (the “**TSXV**”). The Common Shares issuable upon exercise of the Warrants will be listed on the TSXV.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Michael Gentile
305 Av. Brock North
Montreal-West, Quebec H4X 2G4

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.

Please see Item 1.2 above.

Mr. Gentile acquired the HD Units in connection with the Offering (as announced by the Issuer on August 8, 2022 and August 11, 2022) whereby the gross proceeds of the Offering from: (i)

the HD Units will be used for general corporate purposes and working capital; (ii) the FT Shares comprised in the FT Units will be used to fund exploration programs qualifying as “Canadian Exploration Expenses” and “flow-through mining expenditures” (as those terms are defined in the ITA) at the Issuer’s exploration projects in Ontario; and (iii) the Warrants comprised in both the HD Units and the FT Units will be used for general corporate purposes and working capital.

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 the report and the change in the acquiror’s securityholding percentage in the class of securities.

Prior to the Offering, Mr. Gentile directly and indirectly held 22,109,666 Common Shares representing 13.5% of the issued and outstanding Common Shares. Mr. Gentile did not hold any convertible securities prior to the Offering.

Following the completion of the Offering, Mr. Gentile has control and direction over an aggregate of 23,359,666 Common Shares and 1,250,000 Warrants, representing 12.6% of the issued and outstanding Common Shares, 8.4% of the issued and outstanding Warrants and 13.16% of the issued and outstanding Common Shares if the Warrants issued to Mr. Gentile were exercised.

The Warrants (issued pursuant to the Offering) contain a term that the holder or persons acting jointly or in concert with the holder may not exercise the Warrants if such exercise would result in the holder exercising control or direction of 20% or more of the issued and outstanding Common Shares.

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 the report.

Please see Item 3.1 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.

Please see Item 3.1 above.

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 Item 3.1.

- (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.**

See Item 1.2.

- 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 Item 1.2.

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.**

All securities of the Issuer controlled by Mr. Gentile are held for investment purposes. In the future, Mr. Gentile (directly or indirectly), may acquire and/or dispose of securities of the Issuer through the market, privately or otherwise, as circumstances or market conditions may 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 Items 1.2 and 2.2. Mr. Gentile provided or caused to be provided to the Issuer completed documents required pursuant to the Offering.

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

I, Michael Gentile, 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 30th of August, 2022.

“Michael Gentile”

Michael Gentile