

NOTICE OF CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of National Instrument 51-102 Continuous Disclosure Obligations

Leviathan Gold Ltd.

- Item 1** **Name of the Parties to the Transaction**
- Leviathan Gold Ltd. (the “**Issuer**”).
- Item 2** **Description of the Transaction**
- On November 23, 2020, the Issuer became a “reporting issuer” in the Provinces of British Columbia and Alberta within the meaning of applicable securities laws (the “**Transaction**”).
- In connection with the Transaction, the common shares of the Issuer, a wholly-owned subsidiary of Fosterville Exploration Ltd. (“**FSX**”) immediately prior to the Transaction, were distributed to the shareholders of FSX pursuant to a court-approved plan of arrangement. Following the Transaction, the Issuer intends to acquire the Avoca and Timor Projects in Australia from FSX. In addition, the Issuer has applied to list the common shares of the Issuer on the TSX Venture Exchange.
- Item 3** **Effective Date of Transaction**
- The effective date is November 23, 2020.
- Item 4** **Names of Each Party, if any, that Ceased to be a Reporting Issuer Subsequent to the Transaction and of each Continuing Entity**
- No parties ceased to be a reporting issuer pursuant to the Transaction. FSX and the Issuer will each separately continue as reporting issuers after completion of the Transaction.
- Item 5** **Date of the Issuer's First Financial Year-End Subsequent to the Transaction**
- The Issuer’s financial year-end is June 30. The first financial year-end subsequent to the Transaction is June 30, 2021.
- Item 6** **Periods, including comparative periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Issuer's First Financial Year Subsequent to the Transaction**

The Issuer shall file the following interim and annual financial statements in its first financial year:

- (a) unaudited consolidated interim financial statements of the Issuer for the three month period ended September 30, 2020 (to be filed within 10 days of the Transaction);
- (b) unaudited consolidated interim financial statements of the Issuer for the three and six month period ended December 31, 2020 (to be filed by March 1, 2021);
- (c) unaudited consolidated interim financial statements of the Issuer for the three and nine month period ended March 31, 2021 (to be filed by May 30, 2021); and
- (d) audited consolidated financial statements of the Issuer for the period from June 30, 2020 to June 30, 2021 (to be filed by October 28, 2021).

Item 7 Documents filed under NI 51-102 that described the Transaction

The following documents describing the Transaction have been filed on FSX's SEDAR profile at www.SEDAR.com:

- Press releases of FSX dated June 23, 2020, June 29, 2020, September 1, 2020, and November 13, 2020
- Material change report of FSX dated July 3, 2020
- The joint information circular of FSX and Leviathan Gold Finance Ltd. dated as at October 9, 2020

Dated: November 23, 2020