

AMENDED NOTICE OF CHANGE IN CORPORATE STRUCTURE

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

- Item 1 Name of the Parties to the Transaction**
- Fosterville South Exploration Ltd. (“**FSX**”), Leviathan Gold Ltd. (“**Leviathan**”) and Leviathan Gold Finance Ltd. (“**Leviathan Finance**”).
- Item 2 Description of the Transaction**
- On November 23, 2020, each existing common share of FSX was exchanged by the holders thereof for (i) one new common share of FSX and (ii) one common share of Leviathan, a wholly-owned subsidiary of FSX prior to such exchange, pursuant to a court-approved plan of arrangement made pursuant to an arrangement agreement between FSX, Leviathan and Leviathan Finance. As a result, Leviathan became a “reporting issuer” in the Provinces of British Columbia and Alberta within the meaning of applicable securities laws (the “**Transaction**”).
- The court approved plan of arrangement further provided for a subsequent “three-cornered” amalgamation (the “**Amalgamation**”) of Leviathan Finance and 1275996 B.C. Ltd., a wholly-owned subsidiary of Leviathan (“**Leviathan Sub**”) pursuant to which Leviathan Finance and Leviathan Sub would amalgamate to continue their existence as a wholly-owned subsidiary of Leviathan following the amalgamation and pursuant to which the securityholders of Leviathan Finance would receive common shares of Leviathan on a one-for-one basis.
- Following the Transaction, Leviathan completed the Amalgamation and completed the acquisition of the Avoca and Timor Projects in Australia from a wholly-owned subsidiary of FSX.
- Item 3 Effective Date of Transaction**
- The effective date of the Transaction was 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 Leviathan 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: February 3, 2021