

**EARLY WARNING REPORT
(Form 62-103F1)**

**Made Pursuant To
NATIONAL INSTRUMENT 62-103
*The Early Warning System and Related Take-Over Bid and
Insider Reporting Issues***

(Update to Early Warning Report dated April 22, 2024)

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: Units (the “**Units**”), each comprised of \$1,000 principal amount of convertible debentures (the “**Debentures**”) and 3,030 common share purchase warrants (the “**Warrants**”).

Issuer: **Galleon Gold Corp.** (the “**Corporation**”)
TD Canada Trust Tower
161 Bay Street, 27th Floor
Toronto, ON, M5J 2S1

- 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. See item 2.2.

Item 2 – Identity of the Acquiror

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

2176423 Ontario Ltd. (“**2176423 Ontario**”)
7 King Street East, Suite 1106
Toronto, Ontario
M5C 3C5

- 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.**

On April 29, 2024, 2176423 Ontario acquired (the “**Acquisition**”) 250 Units (being \$250,000 principal amount of Debentures and 757,500 Warrants) for aggregate consideration of \$250,000 pursuant to a private placement of the Corporation. 2176423 Ontario is beneficially owned by Eric Sprott.

Each Warrant is exercisable to acquire one common share of the Corporation (the “**Share**”) for a period of three years at an exercise price of \$0.25 per Share. The Debentures have a term of three years (the “**Term**”) and bear interest at a rate of 7.5% per annum. Holders have the option to cause the Corporation to redeem the Debentures on the 24-month anniversary thereof. In addition, 2176423 Ontario, may elect to convert any portion of the principal amount of the Debenture into

Shares at a conversion price equal to \$0.185 per Share at any time during the Term. Also, during the Term, the Corporation has the option to make interest payments in cash or to make payments-in-kind by issuing Shares at a price equal to the market price thereof when accrued interest becomes payable. Further details of the Units may be found in the Corporation's news release dated April 29, 2024.

2.3 State the names of any joint actors.

Not applicable. See item 2.2.

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.

The Acquisition results in an increase in holdings of approximately 2.1% of the Shares outstanding on a partially diluted basis from the date of the last early warning report. See items 2.2. and 3.4

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.

Mr. Sprott acquired beneficial ownership of the Units. See item 2.2.

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.

Prior to the Acquisition, Mr. Sprott beneficially owned 13,624,895 Shares, \$750,000 principal amount of convertible debentures and 2,272,500 Warrants, representing approximately 20.8% of the outstanding Shares on an undiluted basis and approximately 28.3% of the outstanding Shares on a partially diluted basis assuming exercise of such Warrants (for 2,272,500 Shares) and conversion of all such debentures (for 4,545,454 Shares).

As a result of the Acquisition, Mr. Sprott now beneficially owns 13,624,895 Shares, \$1,000,000 principal amount of convertible debentures (including the Debentures) and 3,030,000 Warrants, representing approximately 20.8% of the outstanding Shares on an undiluted basis and approximately 30.4% of the outstanding Shares on a partially diluted basis assuming exercise of such Warrants (for 3,030,000 Shares) and conversion of all such debentures (for 5,896,805 Shares).

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 3.4.

- (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.**

\$1,000 per Unit for total consideration of \$250,000.

- 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. See item 4.1.

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; and/or**
- (k) an action similar to any of those enumerated above.**

The Units were acquired for investment purposes. Mr. Sprott has a long-term view of the investment and may acquire additional securities including on the open market or through private acquisitions or sell the securities including on the open market or through private dispositions in the future depending on market conditions, reformulation of plans and/or other relevant factors. Mr. Sprott currently has no other plans or intentions that relate to or would result in the matters listed in clauses (a) to (k), above. Depending on market conditions, general economic and industry conditions, the Corporation's business and financial condition and/or other relevant factors, Mr. Sprott may develop such plans or intentions in the future.

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.

Not applicable. See item 2.2.

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, 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.

Date: April 30, 2024

“Eric Sprott”
Eric Sprott, President
2176423 Ontario Ltd.