

Form 62-103F1

Required Disclosure under the Early Warning Requirements

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 in the capital of Anfield Energy Inc. (the “**Common Shares**”)

Issuer: Anfield Energy Inc. (“**Anfield**” or the “**Issuer**”)

Suite 2005, 4390 Grange Street

Burnaby, British Columbia

Canada V5H 1P6

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.

TSX Venture Exchange

The transaction that triggered the filing of this report was the disposition of Common Shares by Palisades Goldcorp Ltd., pursuant to which Palisades Goldcorp Ltd.’s ownership, direction and control of the outstanding Common Shares, including securities convertible into Common Shares, decreased to less than 10%.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Palisades Goldcorp Ltd. (“**Palisades**” or the “**Acquiror**”)

25th Floor, 700 West Georgia Street

Vancouver, British Columbia

Canada V7Y 1B3

Palisades is a merchant bank incorporated in the Province of British Columbia, Canada.

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.

As at July 26, 2020, the Acquiror directly held a total of 4,195,000 Common Shares then representing approximately 3.96% of the issued and outstanding Common Shares on an undiluted basis or approximately 2.18% on a fully diluted basis.

On August 14, 2020, Anfield distributed securities pursuant to a non-brokered private placement financing (the “**August 2020 Financing**”), in which Palisades did not participate. In addition, during the period July 27, 2020, to August 21, 2020, the Acquiror disposed of a total of 1,625,000 Common Shares at an average price of \$0.0707 per share for aggregate gross proceeds of \$114,830. As a result, the Acquiror’s ownership interest in the Common Shares was reduced to approximately 2.26% and 1.23% on an undiluted basis and fully diluted basis, respectively.

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 this report and the change in the acquiror’s security holding percentage in the class of securities.

Immediately prior to the disposition of Common Shares detailed in Item 2.2 above, the Acquiror held 4,195,000 Common Shares and 8,000,000 common share purchase warrants exercisable into Common Shares (the “Warrants”). Subsequent to the disposition of 1,625,000 Common Shares between July 27, 2020, and August 21, 2020, inclusive, the Acquiror held 2,570,000 Common Shares and 8,000,000 Warrants.

Prior to the disposition of Common Shares, the Common Shares held by the Acquiror represented approximately 3.96% of the Issuer’s then issued and outstanding Common Shares on an undiluted basis or approximately 2.18% on a fully diluted basis. Subsequent to the disposition and taking into account the dilution from the August 2020 Financing, the Acquiror’s Common Shares represent approximately 2.26% of the Issuer’s current issued and outstanding Common Shares on an undiluted basis or approximately 1.23% on a fully diluted basis.

The Warrants held by the Acquiror remain unchanged at 8,000,000 Warrants.

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 this report.

The Acquiror disposed of direct ownership of Common Shares and such disposition(s) triggered the requirement to file this report. See Items 2.2 and 3.1.

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.

Immediately prior to the dispositions, the Acquiror had ownership of 4,195,000 Common Shares, representing approximately 3.96% of the Issuer’s then issued and outstanding common shares on an undiluted basis and approximately 2.18% on a fully diluted basis.

Subsequent to the dispositions and the August 2020 Financing, the Acquiror has ownership of 2,570,000 Common Shares, representing approximately 2.26% of the Issuer’s current issued and outstanding common shares on an undiluted basis and 1.23% on a fully diluted basis.

The Acquiror’s ownership of the Warrants remains unchanged at 8,000,000 Warrants (now approximately 9.16%) of the Issuer’s current outstanding common share purchase warrants.

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 above.

- (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.**

Each Warrant held by the Acquiror entitles Palisades to purchase one additional Common Share. An aggregate of (a) 1,250,000 Warrants expiring April 29, 2022, are exercisable at a price of \$0.30; (b) 3,750,000 Warrants expiring May 3, 2022, are exercisable at a price of \$0.30; and 3,000,000 Warrants expiring April 20, 2021, are exercisable at a price of \$0.10. If all Warrants were exercised, the Acquiror would directly own and control 10,570,000 Common Shares representing approximately 8.67% of the Issuer's then issued and outstanding Common Shares on an undiluted basis and approximately 5.08% on a then fully diluted basis.

- 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.**

Not applicable.

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.**

An aggregate of 1,625,000 Common Shares were sold at prices between \$0.06 and \$0.806 per Common Share for aggregate gross proceeds of \$114,830.

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.

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.**

The disposition was completed for investment purposes. Palisades may, in future, increase or decrease its ownership, control or direction over the Issuer’s securities through market transactions, private agreements, or otherwise.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Not applicable.

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

Certificate

I, as the Acquiror, certify, or I, as the agent filing this report on behalf of an 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 24th day of August, 2020.

PALISADES GOLDCORP LTD.

Collin Kettell
Director