

EARLY WARNING REPORT

Form 62-103F1

Filed pursuant to National Instrument 62-103

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.

This report relates to common shares (each, a “Share”) of Baselode Energy Corp. (“Baselode” or the “Issuer”).

The Issuer’s address is:

Suite 1805 – 55 University Avenue
Toronto, Ontario
M5J 2H7

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.

Common shares in the capital of the Issuer (each, a “Common Share”) are listed on the TSX Venture Exchange. The transactions that trigger the requirement to file this report is the sale of certain Shares to arm’s length parties, whether on or off of the facilities of the TSX Venture Exchange (the “Disposition”).

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

QC Copper and Gold Inc. (formerly, PowerOre Inc.) (“QC Copper” or the “Acquiror”)

The Acquiror’s address is:

Suite 1805 – 55 University Avenue
Toronto, Ontario
M5J 2H7

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 October 5, 2021, the Acquiror filed a Form 45-102F1 indicating its intention to dispose of 7,142,856 Shares of the Issuer. On October 13, 2021, the Acquiror entered into a letter

agreement with Red Cloud Securities Inc. (“Red Cloud”) regarding the sale of 7,142,856 Shares of the Issuer at a price of \$1.10 per Share.

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 securityholding percentage in the class of securities.

The Acquiror proposes to dispose of 7,142,856 Shares of the Issuer. The Acquiror directly holds 17,857,143 Shares, representing approximately 23.28% (on an undiluted basis) of the issued and outstanding Shares of the Issuer. Following the Disposition, the Acquiror will directly hold a total of 10,714,287 Shares, representing approximately 13.97% (on an undiluted basis) of the issued and outstanding Shares of the Issuer.

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 proposes to dispose of the securities that triggered the requirement to file this report.

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 Disposition, the Acquiror directly held 17,857,143 Shares, representing approximately 23.28% (on an undiluted basis) of the issued and outstanding Shares of the Issuer. Immediately following the Disposition, the Acquiror will directly hold a total of 10,714,287 Shares, representing approximately 13.97% (on an undiluted basis) of the issued and outstanding Shares of the Issuer.

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,

Please 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.

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.

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.

The Acquiror is disposing the Shares at a deemed value of \$1.10 per Share for a total deemed value of \$8,214,284.

- 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 4.1 above.

- 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 Acquiror's dispositions were made for funding purposes, primarily with a view to funding exploration activities at the Acquiror's Opemiska project and general working capital purposes. Based on the recent success of the Issuer and strong investor demand for the Issuer's Shares, the Acquiror received numerous offers to privately purchase its Shares.

QC Copper may, from time to time and at any time, acquire additional shares and/or other equity, debt or other securities or instruments (collectively, "**Securities**") of the Issuer in the open market or otherwise, and reserves the right to dispose of any or all of its Securities in the open market or otherwise at any time and from time to time, and to engage in similar transactions with respect to the Securities, the whole depending on market conditions, the business and prospects of the Issuer and other relevant factors.

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.

The Acquiror has retained Red Cloud as exclusive advisor regarding the sale of the 7,142,856 Shares. Upon completion of the sale of all or a portion of the 7,142,856 Shares, the Acquiror agrees to pay to Red Cloud a fee equal to \$0.02 per Share sold under the sale. Assuming all 7,142,856 Shares are sold, the Acquiror agrees to pay to Red Cloud an advisory fee equal to \$142,857.12. All or part of the advisory fee may be subject to a Harmonized Sales Tax and/or applicable provincial and federal sales taxes. Where tax is applicable, an additional amount equal to the amount of tax owing will be charged to the Acquiror.

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, 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 as of the 14th day of October, 2021

QC COPPER AND GOLD INC.

By: "Stephen Stewart"

Name: Stephen Stewart

Title: Chief Executive Officer