PROVENANCE GOLD CORP.

(the "Company" or the "Issuer")

CSE Form 2A
LISTING STATEMENT
Dated October 5, 2017

TABLE OF CONCORDANCE

This table provides the corresponding section to page numbers between the Canadian Securities Exchange Form 2A Listing Statement and the Company's Final Long Form Prospectus dated September 29, 2017 (the "Prospectus"), filed under the Company's profile on SEDAR (www.sedar.com), acopy of which is attached herein as Schedule "A".

Information Required Corresponding Item Prospectus
b Form 2A Listin Statement in Prospectus Pa e Number

1. Table of Contents Table of Contents ~~~

2, Corporate Structure

2.1 Name Name, Address and Incorporation 5

2.2 Incorporating Statute Name, Address and Incorporation 5

2.3 Intercorporate Relationships Inter-corporate Relationships 5

2.4 Requalifying /Fundamental Change Not applicable -

2.5 Non-corporate /non-Canadian Not applicable -
Issuers

3. General Development of the Business

3.1 Development of business over past 3 Description of the Business; History 5-12
financial years (and subsequent
period)

3.2 Significant Acquisitions and 6-7
Dispositions and financial statements Description of the Business; History;
and pro-forma financial statements Acquisition of Subco &Option
required under NI 41-101 General Agreement
Prospectus Requirements

3.3 Material trends, commitment, event, Risk Factors 53-57
uncertainty

4. Narrative Description of the Business

4.1 Description of business Description of the Business 5-7

4.1 (1)(a) Objectives within 12 month Business Objectives and Milestones 36-38
period

4.1 (1)(b) Significant event or milestone Business Objectives and Milestones 36-38
that must occur for business
objectives to be accomplished, time
period for occurrence and costs
related to each event

4.1 (1)(c) Total funds available and Funds Available and Use of Available 35-36
breakdown of funds Resources

LEGAL*44521143.2

- 2-

Information Required Corresponding Item Prospectus
b Form 2A Listin Statement in Prospectus Pa e Number

4.1 (1)(d) Principal purposes for which Funds Available and Use of Available 37
funds will be used Resources; Purpose of Funds

4.1(2)(a) Methods of distribution and -
principai markets for products and Not applicable
services

4.1 (2)(b) Information regarding revenues Not applicable -
of principal products and services

4.1(2)(c) Information concerning the Not applicable -
development of products and
services

4.1(3)(a) Proposed method of providing Not applicable -
services

4.1(3)(b) Lease or Mortgage Information Not applicable -

4.1(3)(c)Specialized skill and knowledge Not applicable -
requirements

4.1(3)(d) Sources, pricing and availability Not applicable -
of raw materials, component parts or
finished products

4.1 (3)(e) Intellectual property, Intangibles Not applicable -

4.1(3)(flSeasonality of the business Not applicable -

4.1(3)(g)The impact on operations of Not applicable -
termination or renegotiation of
contracts in the 12 months following
the date of the Listing Statement

4.1(3)(h) The impact of environmental Not applicable -
protection requirements

4.1(3)(i) Number of employees Not applicable -

4.1(3)Q) Risks associated with foreign Not applicable -
operations

4.1(3)(k) contracts in which the company is Not applicable -
substantially dependent

4.1(3)(1) The impact on operations of Not applicable -
termination or renegotiation of
contracts in the current financial year

4.1(4) Competitive conditions in principal Risk Factors; Competition 56-57
markets and competitive advantage

4.1(5) Lending operations, investment Not Applicable -
policies and lending and investment
restrictions

4.1(6) Bankruptcy, receivership or similar Not Applicable
proceedings

4.1(7) Material restructuring organization Not Applicable -

4.1(8) Social or environmental policies Not Applicable -

LEGAL'44521143.2

- 3-

Information Required Corresponding Item Prospectus
b Form 2A Listin Statement in Prospectus Pa e Number

4.2 Disclosure by issuers with asset- Not Applicable -
backed securities

4.3 Disclosure by issuers with mineral Description of Business; 2K Gold 7-34
projects Property

4.4 Disclosure by issuers with oil and gas Not applicable -
operations

5. Selected Consolidated Financial
Information

5.1 Annual Information —Financial data Audited financial statements of the Schedule "A"
for the last 3 completed financial Company for the years ended
years and any subsequent period December 31, 2016, 2015 and 2014 and
where financial statements have been interim financial statements for the six
prepared, accompanied by discussion month period ended June 30, 2017

5.2 Quarterly Information —for most Audited financial statements of the Schedule "A"
recently completed quarters Company for the years ended
December 31, 2016, 2015 and 2014 and
interim financial statements for the six
month period ended June 30, 2017

5.3 Dividends —Restrictions on paying Dividends or Distributions 38
dividends and dividend policy

5.4 Foreign GAAP Not applicable -

g, Managements Discussions and
Analysis ("MD&A")

6.1 — 6.14 Annual MD&A Management's Discussion and Analysis 38 — 41

Management's Discussion and Analysis of Schedule "B"
the Company for the year ended
December 31, 2016, 2015 and 2014 for
the six month period ended June 30, 2017

6.15 — 6.21 Interim MD&A Managements Discussion and Analysis 38 — 41

Management's Discussion and Analysis of Schedule "B"
the Company for the year ended
December 31, 2016, 2015 and 2014 for
the six month period ended June 30, 2017

7. Market for Securities

7.1 Exchanges /quotation /trade Not applicable -
reporting systems

g. Consolidated Capitalization Consolidated Capitalization 42

8.1 Material change and effect on share Not applicable -
and loan capital since recently
completed fiscal year

LEGAL"44521143.2

- 4-

Information Required Corresponding Item Prospectus
b Form 2A Listin Statement in Prospectus Pa e Number

g. Options to Purchase Securities

9.1 Options to purchase securities Executive Compensation; Stock Options 48
and Other Compensation Securities

gyp. Description of the Securities

10.1 Description of all material attributes Description of the Securities 41-43
and characteristics of each class of
equity securities

10.2 Description of debt securities being Not applicable -
listed, if any

10.4 Description of other securities being Not applicable -
listed

10.5 Modification of terms or amendment Not applicable -
orvariation of any rights attached to
securities being listed

10.6 Limitations or qualifications on rights Not applicable -
attaching to securities being listed as a
result of other classes of securities or
may be partially redeemed or
repurchased.

10.7 Prior Sales Prior Sales 42

10.8 Stock Exchange Price Not applicable -

11. Escrowed Securities

11.1 Table of escrowed securities Securities Subject to Contractual 42-43
Restriction on Transfer

~2. Principal Shareholders

12.1 Principal Shareholders as of Principal Shareholders 43
specified date not more than 30 days
before date of listing

13. Directors and Officers

13. Name, municipality of residence, Directors and Executive Officers — 43-44
positions) within past 5 years of each Name, Occupation and Security Holdings
director and officer

132 Term of office of directors Directors and Executive Officers — 43-44
Name, Occupation and Security Holdings

13.3 Number and percentage of securities Directors and Executive Officers — 43-44
owned Name, Occupation and Security Holdings

13.4 Board committees and members Management —Directors and Officers of 44-45
the Corporation

13.5 Principal occupation if that Directors and Executive Officers — 43-44
occupation is acting as a director or Name, Occupation and Security Holdings
officer of another company

13.6 Cease trade order or bankruptcy Directors and Executive Officers —Cease 45-46
Trade Orders and Bankruptcies

LEGAL*44521143.2

- 5-

Information Required Corresponding Item Prospectus
b Form 2A Listin Statement in Prospectus Pa e Number

13.7 Penalties and sanctions Not applicable -

13.8 Settlement agreements entered into Not applicable -
before December 31, 2000

13.9 Bankruptcy proceedings Directors and Executive Officers —Cease 45-47
Trade Orders and Bankruptcies;
Penalties or Sanctions

13.10 Conflicts of interest Directors and Executive Officers — 47
Conflicts of Interest

13.11 Information regarding management Directors and Executive Officers; 44-45
Management —Directors and Officers of the Company

14. Capitalization

14.1 Chart with respect to each class of Not applicable Attached herein as
securities to be listed, including public Schedule "B"
float, freely-tradeable float, public
securityholders (registered), public
securityholders (beneficial), non-
public securityholders (registered)

14.2 Chart with respect to securities Not applicable Attached herein as
convertible or exchangeable into Schedule "B"
class of listed securities

14.3 Listed securities reserved for Not applicable -
issuance not included in item 14.2

15. Executive Compensation

15.1 Statement of Executive Executive Compensation 47-48
Compensation

16. Indebtedness of Directors and
Executive Officers

16.1 Aggregate Indebtedness Indebtedness of Directors and Officers 48

16.2 Indebtedness of Directors and Not applicable -
Officers under (1) Securities
Purchase and (2) Other Programs

17. Risk Factors

17.1 Risk factors related to the Company Risk Factors 53-57
and its business

17.2 Risk of additional contribution Not applicable -

17.3 Other material risk factors Not applicable -

18. Promoters

18.1 Identity of promoters, shares held Not applicable
and assets acquired from or
transferred to the Company by
promoters

LEGAL"44521143.2

Information Required Corresponding Item Prospectus b Form 2A Listin Statement in Prospectus Pa e Number

18.2 Promoter subject to cease trade Not applicable -
order, bankruptcy, penalties or
sanctions

19. Legal Proceedings

19.1 Material legal proceedings Legal Proceedings and Regulatory 57
Actions

19.2 Regulatory actions Legal Proceedings and Regulatory 57
Actions

2p. Interest of Management and Others in
Material Transactions

20.1 Management interests in material Interests of Management and Others in 57
transactions Material Transactions

2~. Auditors, Transfer Agents and
Registrars

21.1 Name and address of the auditor for Auditors, Transfer Agents and Registrars 57
the Company

21.2 Name and location of transfer agent Auditors, Transfer Agents and Registrars 57
for each class of securities

22. Material Contracts

22.1 Particulars for each material contract Material Contracts 58

22.2 Copies of co-tenancy, unitholders' or Not applicable -
limited partnership agreements

23. Interest of Experts

23.1 Direct or indirect interests of experts Experts 58
in the property of the Company or a
Related Party

23.2 Direct or indirect interests of experts Not applicable -
in the securities of the Company or a
Related Party

23.3 Statement to the effect that Not applicable -

ownership interest is less than 1

23.4 Disclosure that expert is, or is Not applicable -
expected to be, appointed as a director
or officer of the Issuer

24. Other Material Facts

24.1 Describe other material facts not Not applicable -
disclosed elsewhere

LEGAL'44521143.2

- 7-

Information Required Corresponding Item Prospectus
b Form 2A Listin Statement in Prospectus Pa e Number

25. Financial Statements

25.1 Audited financial statements Audited financial statements of the Schedule "A"
including auditor's report and for any Company for the years ended December
completed interim period of the 31, 2016, 2015 and 2014 and the interim
current fiscal year financial statements of the Company for
the six month period ended June 30,
2017

25.2 Additional information for issuers re- Not applicable -
qualifying for listing following a
fundamental change

Certificate of the Issuer Certificate of Provenance Gold Corp. CC-1

SCHEDULE "A" —Final Long Form Prospectus

SCHEDULE "B" —Form 2A, Section 14 —Capitalization Tables

LEGAL"44521143.2

to

No
claim

securities
otherwise.

regulatory authority has expressed an opinion about these securities and it is an offence

Non-Offering Prospectus

PROVENANCE GOLD CORP.

SEPTEMBER 29, 2017

No securities are being offered or sold pursuant to this amended and restated long form prospectus (this "Prospectus"). This Prospectus is being filed with the British Columbia Securities Commission
the

solely
Canadian

for the purpose of allowing Provenance Gold Corp. (the "Corporation") to list its securities on
Prospectus,

Securities Exchange ("CSE"). Since no securities are being sold pursuant to this no proceeds will be raised, and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Corporation.
afford
An investment in securities of the Corporation should only be made by persons who can the total loss of their investment. See "Risk Factors".
review
No underwriter has been involved in the preparation of this Prospectus or performed any or independent due diligence of the contents of this Prospectus.
securities.

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any

Vancouver,

The Corporation's head office and registered office are located at 2200-885 West Georgia Street, British Columbia, V6C 3E8.

Crom,

Mr. Rauno
independent

Perttu the Chief Executive Officer and director of the Corporation, and Mr. Thomas L. director of the Corporation each reside outside of Canada.
process:

Mr. Rauno Perttu and Mr. Thomas L. Crom have each appointed the following agent for service of

Name of Person or Company Name and Address of Agent

Rauno Perttu Provenance Gold Corp. Chief Executive Officer and Director Suite 2200, 885 West Georgia Street,

Vancouver, British Columbia, V6C 3E8

Thomas L. Crom III Provenance Gold Corp. Independent Director Suite 2200, 885 West Georgia Street,

Vancouver, British Columbia, V6C 3E8

any

Investors
person

are
under

advised that it may not be possible to enforce judgments obtained in Canada against
has appointed an

the laws of a foreign jurisdiction or who resides outside of Canada, even if the party agent for service of process.

LEGAL*44509703.3 i.

TABLE OF CONTENTS

CURRENCY PRESENTATION .... 1 CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS .... 1 PROSPECTUS SUMMARY .... 3 CORPORATE STRUCTURE .... 5 DESCRIPTION OF THE BUSINESS .... 5 FUNDS AVAILABLE AND USE OF AVAILABLE RESOURCES .... 35 DIVIDENDS OR DISTRIBUTIONS .... 38 MANAGEMENT'S DISCUSSION AND ANALYSIS .... 38 DESCRIPTION OF THE SECURITIES .... 41 CONSOLIDATED CAPITALIZATION .... 42 PRIOR SALES .... 42 TRADING PRICE AND VOLUME .... 42 SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER .... 42 PRINCIPAL SHAREHOLDERS .... 43 DIRECTORS AND EXECUTIVE OFFICERS .... 43 EXECUTIVE COMPENSATION .... 47 INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS .... 48 AUDIT COMMITTEE AND CORPORATE GOVERNANCE ....a.......... 49 RISK FACTORS .... 53 LEGAL PROCEEDINGS AND REGULATORY ACTIONS .... 57 INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS .... 57 AUDITORS, TRANSFER AGENTS AND REGISTRARS .... 57 MATERIAL CONTRACTS .... 58 EXPERTS... 58 GLOSSARY OF TERMS 59

SCHEDULE "A" AUDITED ANNUAL FINANCIAL STATEMENTS OF THE CORPORATION FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014 AND INTERIM FINANCIAL STATEMENTS FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2017 .... 61 SCHEDULE "B" MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE CORPORATION FOR THE YEARS ENDED DECEMBER 31, 2016, 2015, AND 2014 AND FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2017 62

SCHEDULE "C" AUDIT COMMITTEE CHARTER .... 63 CERTIFICATE OF PROVENANCE GOLD CORP CC-1

LEGAL"44509703.3 ii.

ABOUT THIS PROSPECTUS

The Corporation is not offering to sell securities under this Prospectus. An investor should rely only on the information contained in this Prospectus. The Corporation has not authorized anyone to provide investors with additional or different information. The information contained in this Prospectus is accurate only as of the date of this Prospectus or the date indicated, regardless of the time of delivery of this Prospectus.

Unless otherwise noted or the context otherwise indicates, the "Corporation", "we", "us" and "our" refer to Provenance Gold Corp. and its subsidiaries. Certain capitalized terms and phrases used in this Prospectus are defined in the "Glossary of Terms".

Third Party Information

This Prospectus includes market, industry and economic data which was obtained from various publicly available sources and other sources believed by the Corporation to be true. Although the Corporation believes it to be reliable, the Corporation has not independently verified any of the data from third party sources referred to in this Prospectus, or analyzed or verified the underlying reports relied upon or referred to by such sources, or ascertained the underlying economic and other assumptions relied upon by such sources. The Corporation believes that its market, industry, and economic data are accurate and that its estimates and assumptions are reasonable, but there can be no assurance as to the accuracy or completeness thereof. The accuracy and completeness of the market, industry, and economic data used throughout this Prospectus are not guaranteed and the Corporation does not make any representation as to the accuracy of such information.

CURRENCY PRESENTATION

References in this Prospectus to "$" are to Canadian dollars. The financial statements included herein are reported in Canadian dollars.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements or information (collectively "forward-looking statements") that relate to the Corporation's management's current expectations and views of future events. The forward-looking statements are contained principally in the sections titled "Prospectus Summar}~', "Description of fhe Business", "Managements Discussion and Analysis", "Audit Committee and Corporate Governance", and "Risk Factors".

In some cases, these forward-looking statements can be identified by words or phrases such as "may", "will", "expect", "anticipate", "aim", "estimate", "intend", "plan", "seek", "believe", "potential", "continue", "is/are likely to" or the negative of these terms, or other similar expressions intended to identify forward-looking statements. The Corporation has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes may affect its financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to:

• proposed expenditures for exploration work and general administrative expenses;

• expectations generally regarding the completion of future financings and the ability to raise further capital;
LEGAL'44509703.3 ~

• permitting, permitting timelines and government regulation of exploration activities and mining
operations;

• working capital requirements and the ability to obtain financing on acceptable terms or at all;

and

• the timing and amount of future exploration including the timing and performance of the
recommendations provided in the Technical Report.

Forward-looking statements are based on certain assumptions and analysis made by the Corporation

in light of its experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate, and are subject to risks and uncertainties.
Although the Corporation's management believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect. Given these risks, uncertainties and assumptions,

prospective purchasers of the Corporation's securities should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Corporation's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "Risk Factors", which

include, among others, risks related to:
• Insufficient Capital;
• Property Interests;
• Financing Risks;
• Negative Cash Flows;
• Exploration and Development;
• Acquisition of Mineral Properties;
• Uninsurable Risks;
• Permits and Government Regulations;
• Environmental and Safety Regulations and Risks;
• Mineral Titles;
• First Nations Land Claims;
• Competition; and
• Management.

Although the forward-looking statements contained in this Prospectus are based upon what the Corporation's management believes are reasonable assumptions, these risks, uncertainties, assumptions and other factors could cause the Corporation's actual results, perFormance, achievements, and experience to differ materially from its expectations, future results, performances, or achievements expressed or implied by the forward-looking statements.

Further, any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by applicable law, the Corporation undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the Corporation's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. See "Risk Factors". Potential investors should read this Prospectus with the understanding that the Corporation's actual future results may be materially different from what it expects.
LEGAL'44509703.3 2

PROSPECTUS SUMMARY

The following is a summary of the principal features of the Corporation and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus. Please refer to the "Glossary of Terms" of this Prospectus for a list of defined terms used herein.

The Corporation

Overview

The Corporation is a company involved in mineral exploration activities in Canada. Most recently, the Corporation has been involved in the exploration and evaluation of the Property, located in the Moosehorn Range in the western Yukon. The Corporation has the option to acquire the Property pursuant to the Option Agreement. The Corporation is headquartered in Vancouver, British Columbia.

2076 Field Work Program — 2K Go/d Property

In the summer and fall of 2016, Subco initiated and completed an exploration, trenching and evaluation program on the Property. The program consisted of trenching, rock sampling and limited geological mapping. A total of 79 samples were taken from these trenches, as well as 4 from bedrock outside the trenches. The program included a field visit by Carl Schulze, an experienced Yukon geologist. Results from the program confirm that the Property merits additional exploration activity, and has the potential to host a large gold system.

Recent Financings

On January 31, 2017, the Corporation completed anon-brokered private placement of units at a price of $0.10 per unit for gross proceeds of $75,000. Each unit was comprised of one Common Share and one Warrant. Each Warrant entitles the holder thereof to acquire an additional Common Share at a price of $0.15 until January 31, 2019.

On September 7, 2017, the Corporation completed anon-brokered private placement of units at a price of $0.15 per unit for gross proceeds of $328,160. Each unit was comprised of one Common Share and one-half-of-one Warrant. Each whole Warrant entitles the holder thereof to acquire an additional Common Share at a price of $0.30 until September 7, 2019.

The Corporation's authorized share capital consists of an unlimited number of Common Shares without par value. As of the date of this Prospectus, the outstanding capital of the Corporation consists of:

a) 27,089,164 Common Shares;
b) 12,000,000 share purchase warrants exercisable at $0.10 until April 8, 2018;
c) 3,500,000 share purchase warrants exercisable at $0.15 until October 19, 2018;
d) 750,000 share purchase warrants exercisable at $0.15 until January 31, 2019; and
e) 1,093,867 share purchase warrants exercisable at $0.30 until September 7, 2019.

Acquisition of Subco

On November 25, 2016, the Corporation entered into the Purchase Agreement. Pursuant to the terms of the Purchase Agreement, on January 16, 2017, the Corporation acquired all of the outstanding share capital of Subco. In consideration for the acquisition of Subco, the Corporation issued 11,000,000 Common Shares and 3,500,000 Warrants.

LEGAL*44509703.3

Option Agreement

The Corporation acquired the option to purchase the Property pursuant to the terms of the Option Agreement. The Corporation can exercise its option to acquire the Property, subject to a two percent (2.0%) net smelter returns royalty to be retained by the Vendors, in consideration for the following cash payments and exploration expenditures:
Date Cash Payment Exploration Expenditure (by
October 10t'' of year)
Within 60 days of
entering into the Option
Agreement

50,000 (Paid) Nil

June 10, 2017 50,000 (Paid) 100,000
June 10, 2018 130,000 100,000
June 10, 2019 130,000 100,000
June 10, 2020 250,000 100,000
June 10, 2021 3,000,000 100,000

See "Description of Business" for additional information.
Risk Factors

There are certain risks associated with the business of the Corporation and with an investment in its securities including the following: the Corporation does not currently have any revenue producing operations and may, from time to time, report a working capital deficit; the Corporation does not own the mineral rights pertaining to the Property; the Corporation has no history of earnings and, due to the nature of its business, there can be no assurance that the Corporation will be profitable; resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production; if the Corporation loses or abandons its interest in the Property, there is no assurance that it will be able to acquire another mineral property of merit; in the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur; the future operations of the Corporation may require permits from various federal, provincial and local governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters environmental laws and regulations may affect the operations of the Corporation; the Corporation has not yet obtained a title opinion in respect of the Property; the mining industry is intensely competitive in all its phases; and the success of the Corporation is currently largely dependent on the performance of its directors and officers.

See "Risk Factors".

Prospective investors should carefully consider the information set forth under the heading "Risk Factors", "Description of the Business" and the other information included in this Prospectus before deciding to invest in the securities of the Corporation.

LEGAL"44509703.3 4

CORPORATE STRUCTURE
Name, Address, and Incorporation

The Corporation's full legal name is "Provenance Gold Corp." and was originally incorporated as "Sparx Energy Corp.", pursuant to the Business Corporations Act (British Columbia) (the "BCBCA"), on October 5, 2012. On January 16, 2017, the Corporation amended its articles to change its name from "Sparx Energy Corp." to "Provenance Goid Corp." The Corporation is a reporting issuer in the Provinces of British Columbia and Alberta.
The head office and the registered office of the Corporation are located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8.
Inter-corporate Relationships

The Corporation has one wholly-owned subsidiary, 1084160 B.C. Ltd. ("Subco"). Subco was originally incorporated as "Provenance Gold Corp." pursuant to the BCBCA, on July 26, 2016.

On January 16, 2017, Subco amended its articles to change its name to "1084160 B.C. Ltd."

On October 12, 2016, Subco was extra-territorially registered with the Government of the Yukon. The Corporation owns 100°/o of the voting securities of Subco.
DESCRIPTION OF THE BUSINESS The Corporation

The Corporation is a company involved in mineral exploration activities in Canada. Most recently, the Corporation has been involved in the exploration and evaluation of a series of one-

hundred-forty-nine (149) quartz claims located in the Moosehorn Range in the western Yukon, and which are commonly referred to as the "2K Gold Property" (the "Property" or the "2K Gold Property"). The Corporation holds the rights to acquire the Property pursuant to a certain

property option agreement (the "Option Agreement") dated January 31, 2017, entered among the Corporation, Ian Warrick, doing business as Moosehorn Exploration, and Colin Warrick doing business as Antler Exploration (together, the "Vendors") and Rauno Perttu. Pursuant to the terms of the Option Agreement, the Corporation has an option to acquire the Property in consideration for completing certain cash payments and exploration expenditures, subject to a
two percent (2.0%) net smelter returns royalty, retained by the Vendors, which may be purchased by the Corporation for additional capital. The Corporation is headquartered in Vancouver, British Columbia.
History
2016 Field Work Program — 2K Gold Property

In the summer and fall of 2016, Subco initiated and completed an exploration, trenching and evaluation program on the Property. The program consisted of trenching, rock sampling and limited geological mapping. A total of seventy-nine (79) samples were taken from these trenches, as well as four (4) from bedrock outside the trenches. The program included a field visit by Carl Schulze, an experienced Yukon geologist. Results from the program confirm that
5
LEGAL'44509703.3

the Property merits additional exploration activity, and has the potential to host a large gold system.

Acquisition of Subco

The Corporation entered into a purchase agreement (the "Purchase Agreement") dated November 25, 2016, among the Corporation, Subco, and all of the shareholders of Subco pursuant to which the Corporation acquired ali of the outstanding share capital of Subco. The Corporation's acquisition of Subco was an arm's length transaction.

Pursuant to the terms of the Purchase Agreement, on January 16, 2017, the Corporation acquired all of the outstanding share capital of Subco. In consideration for the acquisition of Subco, the Corporation issued 11,000,000 Common Shares and 3,500,000 Warrants, with each Warrant exercisable into one Common Share at an exercise price of $0.15 per share until October 19, 2018.

Rauno Perttu, a director and CEO of the Corporation, and Robert Clark, a director and CFO of the Corporation, as well as Thomas L. Crom III and Thomas Martin, both as independent directors of the Corporation, are all former shareholders of Subco.

Option Agreement

On June 10, 2016, Rauno Perttu, the Chief Executive Officer, and director of the Corporation, entered into an agreement to option a 100% interest in the 149 claims comprising the 2K Gold Property from the Vendors. To obtain this interest, Mr. Perttu agreed to pay the Vendors a total of $3,610,000 and complete certain exploration expenditures. The Vendors may also grant Mr. Perttu a 100% interest in the Property upon payment of $3,000,000.

On August 4, 2016, Mr. Perttu assigned the option agreement to Subco (then named Provenance Gold Corp.).

On January 31, 2017, the Corporation entered into the Option Agreement with the Vendors and Rauno Perttu. The Option Agreement amended the terms of the original option granted by the Vendors to Mr. Perttu on June 10, 2016, (which was subsequently assigned by Mr. Perttu to Subco on August 4, 2016) for the purpose of granting all rights in connection with the option to acquire the Property to the Corporation.

Pursuant to the terms of the Option Agreement, the Corporation obtained the option to acquire the Property, in consideration for the following cash payments and exploration expenditures:

Date Cash Payment Exploration Expenditure (by
October 10th of year)

Within 60 days of 50,000 (Paid) Nil entering into of the
original option
agreement

6
LEGAL'44509703.3

June 10, 2017 50,000 (Paid) 100,000
June 10, 2018 130,000 100,000
June 10, 2019 130,000 100,000
June 10, 2020 250,000 100,000
June 10, 2021 3,000,000 100,000

The option agreement also provides that the Property is subject to a two percent (2.0%) net smelter returns royalty, to be retained by the Vendors, which may be purchased by the Corporation for an additional $2,000,000.
Recent Financings

On January 31, 2017, the Corporation completed anon-brokered private placement of units at

a price of $0.10 per unit for gross proceeds of $75,000. Each unit was comprised of one Common Share and one Warrant. Each Warrant entitles the holder thereof to acquire an additional Common Share at a price of $0.15 until January 31, 2019.
On September 7, 2017, the Corporation completed anon-brokered private placement of units at a price of $0.15 per unit for gross proceeds of $328,160. Each unit was comprised of one Common

Share and one-half-of-one Warrant. Each whole Warrant entitles the holder thereof to acquire an additional Common Share at a price of $0.30 until September 7, 2019.
Changes to the Corporation's Business

The following changes to the Corporation's business which are expected to occur during its current financial year includes raising additional capital to complete the drilling program on the Property and the hiring of a third party contractor to coordinate these drilling activities.
2K Gold Property

The Corporation's technical report in connection with the Property entitled "Technical Report on the 2K Gold Property" dated February 16, 2017 was prepared by Carl Schulze, B.Sc., P.Geo. (the "Technical Report"). The following disclosure in connection with the Property are excerpts taken directly from the Technical Report.
Property Description, Location and Access

The 2K Goid Property consists of 149 Yukon quartz mining claims occurring as two closely spaced blocks: the Northeast Block, comprised of the ANTLER and COLIN claims; and the Southwest Block, comprised of the REEF, MAR and PIA claims. The claims are shown on claim
tenure map 115NO2 produced by the Whitehorse Mining Recorder. The properties cover roughly 2,825 hectares (6,978 acres), centered at Latitude 63'05'36" N, Longitude 140'53'15" W
Longitude (UTM NAD 83 coordinates: 505850E, 6996000N, Zone 7) in the Moosehorn Range

7
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area roughly 133 km SSW of Dawson City. Yukon (Figure 1). None of the claims have undergone a legal survey. The claim status information is shown in Table 1, and claim locations

are shown in Figure 2.
Table 1: Claim Tenure Status

Claim Name Grant Numbers Date Recorded Expi Date Registered Owner
ANTLER 1-12 YC94510-YC94521 2009-10-23 2018-12-30 Colin Warrick
ANTLER 13-16 YC94506-YC94509 2009-10-23 2018-12-31 Colin Warrick
ANTLER 17-31 YD59885-YD59899 2010-05-31

2019-
12-31 Colin Warrick

ANTLER 32-34 YD95880-YD95882 2010-05-31 2017-12-31 Colin Warrick
ANTLER 35-41 YD59900-YD59906 2010-05-31 2017-12-31 Colin Warrick
ANTLER 42-67 YD59910-YD59936 2010-05-31 2017-12-31 Colin Warrick

ANTLER 68-73

YF45748-
YF45753

2013-07-
24

2017-
12-24 Colin Warrick

COLIN 1-4 YB54730-YB54733 1994-10-06 2019-12-24 Ian Warrick
COLIN 5-20 YC40935-YC40950 2005-10-31 2019-12-24 Ian Warrick
COLIN 21-29 YC46878-YC46886 2006-05-16 2019-12-24 Ian Warrick
COLIN 30-31 YD59883-YD59884 2010-05-31 2019-12-24 Ian Warrick
MAR 1-2 YB54519-YB54520 1994-09-06 2023-12-24 Ian Warrick
PIA 1-6 YB54513-YB54518 1994-09-06 2023-12-24 Ian Warrick
REEF 1-4 YA78081-YA78084 1983-08-01 2023-12-24 Ian Warrick
REEF 5-10 YA82517-YA82522 1984-06-29 2023-12-24 Ian Warrick
REEF 11-15 YA97444-YA97448 1987-06-04 2023-12-24 Ian Warrick
REEF 16-20 Y608092-Y608096 1987-09-24 2023-12-24 Ian Warrick
REEF 21 Y655284 1994-10-06 2023-12-24 Ian Warrick
REEF 22-23 YC14456-YC14557 1999-04-06 2023-12-24 Ian Warrick
REEF 25-38 YC18702-YC18715 2000-06-23 2023-12-23 Ian Warrick

Note: The vendors state that the Southwest Block extends roughly 350 metres further to the northeast than indicated on Claim Tenure Map 115NO2. This was confirmed by this author (Carl Schulze), following a comprehensive review of original recording documents at the Whitehorse Mining Recorder's office. The author (Carl Schulze) has signed a Statutory Declaration declaring that the claim tenure map shows the Southwest Block as offset to the southwest. The review also confirmed that the MAR 1-2 and PIA 1-6 claims along the southern margin were staked and recorded prior to adjacent claims held by a separate interest, and are thus full claims held by the vendors. The Whitehorse Mining Recorder's office will update the claim tenure map shortly. Figure 2 shows the Southwest (REEF-MAR-PIA) block as indicated on the claim tenure map but with the true northeast boundary added as a dashed line.
In June, 2016, Mr. Rauno Perttu entered into an agreement to option a 100% interest in the 149 claims comprising the 2K Gold Property from the Vendors. To obtain this interest, Mr. Perttu must pay to the Vendors a total of $3,610,000 and complete certain exploration expenditures. The Vendors may also grant Mr. Perttu a 100% interest in the Property upon payment of $3,000,000.
8
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Shortly after this option agreement was signed, Mr. Perttu assigned the option agreement to Provenance Gold Corp. (now, Subco). Pursuant to the terms of the option agreement, the Vendors retain a 2°/o NSR royalty, which may be purchased for an additional $2,000,000. On January 31, 2017, the Corporation, after its acquisition of Subco, entered into a revised option agreement with the Vendors, and Mr. Perttu for the purpose of granting all rights in connection with the option to acquire the Property to the Corporation. The details of the annual payments under this revised agreement are summarized in Table 2.

Table 2: Terms of Option Agreement

Date Cash Payment

Work Commitment
(by October 10th of ear)
Within 60 da s of si nin $33,500 to Ian Warrick
$16,500 to Colin Warrick

June 10, 2017 $33,500 to Ian Warrick $100,000
$16,500 to Colin Warrick

June 10, 2018 $88,750 to Ian Warrick $100,000
$41,250 to Colin Warrick

June 10, 2019 $88,750 to Ian Warrick $100,000
$41,250 to Colin Warrick

June 10, 2020 $167,500 to Ian Warrick $100,000
$82,500 to Colin Warrick

June 10, 2021 $2,010,000 to Ian Warrick $100,000
$990,000 to Colin Warrick

No significant environmental liabilities are known to occur on the property. The Northeast (ANTLER, COLIN) block covers present and past placer mining activities, focusing on a 2.5-km section of Great Bear Creek and a 0.4-km section of Kate Creek (local names). The Southwest (REEF, MAR, PIA) block covers placer operations along Kenyon Creek extending roughly 1.3 km from its headwaters to the western claim boundary. A camp, including fuel storage areas, is located along the active placer operations at Kate Creek, and a 0.7-km long airstrip suitable for small aircraft occurs northeast of the camp. The Kenyon Creek operations are accessible in

summer from the camp by a seasonal road suitable for 4x4 light trucks. Minor access roads

occur at some other property locations. No other significant disturbances are known to this author (Carl Schulze).

The placer mining activity on Kenyon, Great Bear and Kate creeks is operated by the holders of the hard rock "quartz" claims, Ian Warrick and Colin Warrick. Therefore, no conflict exists between placer mine operators and hard-rock exploration operators. At present, no exploration permits for hard rock exploration are in place on the property. "Class 1" exploration, consisting of rock, soil and silt geochemical sampling, geological mapping, trenching to a limit of 400m3 per claim, temporary trail construction to a maximum of 3.0 km, and

a maximum of 250 person-days in camp for a total of all activities, does not require a permit. A gradation of permits, for Class 2 through Class 4 activities, is required for more significant programs, including diamond drilling programs. Most larger exploration programs require a

9
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"Class 3 Permit", in place for five years and obtainable through the Mining Recorder, Department of Energy, Mines and Resources (EMR), Government of Yukon. A Class 3 permit will allow for sizable diamond drilling programs (depending on numbers of clearings per claim), up to 5,000 m3 of trenching per claim per year, establishment of up to 15 km of new roads and 40 km of new trails, and up to 200,000 tonnes of underground excavation during the length of the exploration program. A "Yukon Water Licence" is required if water usage exceeds 300m3/day. Additional licences may be required for "Disposal of Special Waste," and a

"Consolidated Environmental Act Permit" is required for proper disposal of camp waste, ash resulting from incineration, etc. Also, a "Fuel Spill Contingency Plan" will be required. All applications for Class 2 through Class 4 applications require review by the Yukon Environmental and Socioeconomic Board (YESAB), which will provide recommendations on whether the project may proceed, proceed with modifications, or not proceed. Following submission by YESAB, a Decision Body will decide whether to accept the recommendations, and whether a

permit will be awarded and, if so, the conditions of the permit.

The property is located in the traditional territory of the Tr'ondek Hwech'in (TH) First Nation, which has a settled land claim with the Government of Yukon. No effort has been made by Provenance towards securing a positive relationship regarding socioeconomic issues. However, Ian and Colin Warrick have established a positive relationship with the TH First Nation pertaining to placer operations, ongoing since the 1970s.

The west property boundary is roughly 2.2 km east of the Yukon-Alaska international border. Kenyon Creek and some other drainages flow west from Yukon to Alaska, eventually into the Ladue River which flows eastward, returning to the Yukon north of the Moosehorn Range. No environmental issues related to placer operations in Yukon are known on the Alaskan side. However, any hard rock and placer operations along its watercourse have potential to adversely affect downstream environmental integrity within Alaska.
This author (Carl Schulze) is not aware of any other significant factors or risks potentially affecting access, title, or the right or ability to perform exploration on the property.
History

The first discovery of gold in the Moosehorn Range was made in 1970 when prospectors employed by Quintana Minerals Corporation discovered gold in rock "float" during a regional porphyry copper exploration program. In 1972 the discovery area was staked as the DEA claims (now REEF-A claims). Limited hand trenching was done later that year, but the property

was subsequently allowed to lapse (Casselman, 1999).

In 1974 prospectors I. Warrick and K. Robertson discovered auriferous quartz veins in bedrock along the crest of the Moosehorn Range. They named this discovery the "M-Zone", staked the REEF 1 to 4 claims to cover it, and subsequently enlarged the REEF claim block to cover prospective ground.
In 1974, Great Bear Mining Ltd. (Great Bear) re-staked the DEA claims and conducted trenching, soil geochemicai surveys, ground magnetometer and EM-16 (electromagnetic)

surveys. This took place along the main ridgeline near the M-Zone. Highly encouraging results from the trench sampling led to a staking rush during the winter and spring of 1975. Also in 1974, high gold values obtained by M. Kenyon along the summit of the Moosehorn Range led to staking of 58 LORI claims immediately northwest of the DEA block (Casselman, 1999).
10
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In 1975, Great Bear conducted an extensive program on the DEA claims consisting of prospecting, soil geochemical surveying, bulldozer trenching, and a diamond drilling program of 696 m (2,284 feet) in 19 holes. The drilling returned numerous intercepts of arsenopyrite- galena-sphalerite bearing quartz veins with highly variable gold values. The best intercept was 256.8 g/t Au across 0.15 m (Casselman, 1999),
Also in 1975, Claymore Resources Ltd. purchased the LORI block from M. Kenyon, and conducted an exploration program consisting of geophysical surveying across the "M vein", a

soil geochemical survey over most of the property, a diamond drilling of 624.84 metres (2,050 ft.) in 18 holes of BQ wireline, and geological mapping along the ridgetop. The geophysical, geochemical, and diamond drilling phases failed to return any significant responses or anomalies near the sub-cropping M-vein, although quartz-arsenopyrite float exhibited significant visible gold returning values of 325.7 g/t and 3,017.2 g/t Au from grab sampling. However, due to the highly localized occurrences and discouraging results overall, coupled with low gold prices, no further work was done, and the claims were allowed to lapse after eight years. During this program placer gold was discovered on Discovery Creek (now Kenyon Creek) on the west flank of the Moosehorn Range, sparking a placer claim staking rush in the area. Since then placer mining operations have been ongoing along Kenyon Creek and Swamp Creek on the west side of the mountain, and on Kate, Great Bear and Claymore creeks on the east side. By 2002, roughly 54,000 ounces of placer gold had been extracted from the Moosehorn area.

In 1986 and 1987, Warrick and Robertson, operating as Moosehorn Exploration Ltd., conducted

a prospecting, trenching and bulk sampling program on quartz veins at the "M-Zone" area to determine a representative grade of the erratic gold mineralization. In 1986, a total of 1.22 tonnes (1.35 tons) of vein material was processed, yielding a grade of 4.06 oz./ton. In 1987, a

further 5.13 tonnes (5.65 tons) of "M" vein material processed to produce 9.69 oz. gold at a

grade of 1.72 oz./ton. Warrick and Robertson also discovered several other gold-bearing quartz veins in the M-Zone area (Warrick, 1987). Following this program, the operators focused on placer mining along Great Bear and Kate creeks along the eastern flank of the ridge (Map 1).

In 1974, on land currently held by Hartley and Associates adjoining the south boundary of the REEF claims, Great Bear Mining Ltd. conducted surface exploration followed by a diamond drilling program of 625 metres in 19 holes. The claims were sold to Claymore Resources Ltd. (Claymore) in 1975, which conducted soil sampling, trenching and a further diamond drilling

program of 696 metres in 18 holes. Results were disappointing and the focus shifted back to placer exploration (Joyce, 2002).

In the 1980s and early 1990s G. S. Hartley conducted percussion drilling, soil sampling and prospecting (Hartley and Almberg, 1994) as part of ongoing placer mining operations. In the late 1980s the Canada Tungsten Mining Corporation conducted placer mining along Swamp and Soya creeks. In the early 1990s Sikanni Oilfield Construction Limited (Sikanni) conducted placer mining across Swamp, Soya and Kenyon creeks. From 1990 to 1996 Sikanni also conducted surface exploration and a small open pit mining operation at "Swede's Pit", extracting 3,200 oz. gold (Joyce, 2002).
In 1995 Barrimundi Gold Ltd. (Barrimundi) entered into an option agreement on the Hartley property, subsequently adding to the initial claim block and eventually holding a land package of 783 claims called the Longline Property. Between 1996 and 2000 Barrimundi conducted surface exploration and a diamond drilling program of 4,616.4 metres in 44 holes (Joyce).
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11