

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: **Provenance Gold Corp.** (the "Issuer").

Trading Symbol: **PAU**

Date: **July 21, 2021**

### 1. New Options Granted:

Date of Grant: **July 21, 2021**

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date (mm/dd/yyyy)	No. of Options Granted in Past 12 Months
RBM Financial Inc. <sup>(1)</sup>	Director & Officer	Yes	750,000	\$0.155	07/21/2023	Nil
Rauno Perttu	Director & Officer	Yes	750,000	\$0.155	07/21/2023	Nil
Thomas Martin	Director	Yes	750,000	\$0.155	07/21/2023	Nil
Longford Consulting Inc.	Officer	Yes	150,000	\$0.155	07/21/2023	Nil
Nathan Tribble	Consultant	No	150,000	\$0.155	07/21/2023	Nil
Wesley Thompson	Director	Yes	300,000	\$0.155	07/21/2023	Nil
Jett Management Corp.	Consultant	No	350,000	\$0.155	07/21/2023	Nil
400 LUX Club Inc.	Consultant	No	100,000	\$0.155	07/21/2023	Nil
Rodger Gregory	Consultant	No	200,000	\$0.155	07/21/2023	Nil

(1) RBM Financial Inc. is a company controlled by Rob Clark, a director and officer of the Company.

Total Number of optioned shares proposed for acceptance: **3,500,000 options**

## 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
<i>None</i>				

(1) Set out number of optioned shares for each grant with different terms.

## 3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

***Not applicable***

- (b) State the date of the news release announcing the grant of options.

***June 8, 2021***

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

***60,977,575***

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

***5.74%***

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

***2,597,757***

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

***The Issuer closed a private placement of 3,150,000 units at \$0.10 per unit on April 21, 2021.***

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer. ***None***

#### 4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated July 21, 2021.

Rob Clark  
Name of Director or Senior  
Officer

Rob Clark 'Signature'  
Signature

President  
Official Capacity