

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Name of Listed Issuer:

Symbol(s):

<i>Provenance Gold Corp.</i>	(the "Issuer").	<i>PAU</i>
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Date: ***May 11, 2021***

Is this an updating or amending Notice: ***No***

If yes provide date(s) of prior Notices: ***Not applicable***

Issued and Outstanding Securities of Issuer Prior to Issuance: ***57,977,575***

Pricing

Date of news release announcing proposed issuance: ***April 22, 2021***

Date of confidential request for price protection: ***Not applicable***

Closing Market Price on Day Preceding the News Release: ***\$0.115 (April 21, 2021)***

Day preceding request for price protection: ***Not applicable***

Closing

Number of securities to be issued: ***3,000,000 common shares***

Issued and outstanding securities following issuance: ***60,977,575***

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL placees.

Part 1. Private Placement - *Not applicable*

Part 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

The Issuer acquired all of the outstanding share capital of Cariboo Gold Producers Inc. ("Cariboo Gold") pursuant to a definitive share purchase agreement dated effective April 22, 2021.

Cariboo Gold controls the rights to the Mineral Hill silver property, located in Lander County, Nevada, south of the town of Carlin. The property consists of 9 patented claims, 160 acres of private homestead lands and 20 unpatented claims for a total of 540 acres.

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:

The Issuer entered into a definitive share purchase agreement dated April 22, 2021 (the "Purchase Agreement") with Cariboo Gold, and each of the shareholders of Cariboo Gold (collectively, the "Vendors"), whereas the Company acquired all of the outstanding share capital of Cariboo Gold, in consideration for the issuance of 3,000,000 common shares of the Issuer to the Vendors and a one-time cash payment of \$20,000.

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

- (a) Total aggregate consideration in Canadian dollars: **\$320,000**
- (b) Cash: **\$20,000**
- (c) Securities (including options, warrants etc.) and dollar value:
3,000,000 common shares at a deemed value of \$0.10 per share
- (d) Other: **None**
- (e) Expiry date of options, warrants, etc. if any: **Not applicable**
- (f) Exercise price of options, warrants, etc. if any: **Not applicable**
- (g) Work commitments: **None**

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

The terms of the transaction were determined by arm's length negotiation with Cariboo Gold and its shareholders.

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:

Management of the Issuer is not aware of any appraisal or valuation conducted of Cariboo Gold, or its assets.

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
<i>PC Canada Holdings Ltd.</i>	<i>875,000 common shares</i>	<i>\$0.10</i>	<i>Not applicable</i>	<i>NI 45-106 2.16 take-over bid</i>	<i>1,300,000 common shares</i>	<i>Not applicable</i>
<i>Rona A. Gayda</i>	<i>875,000 common shares</i>	<i>\$0.10</i>	<i>Not applicable</i>	<i>NI 45-106 2.16 take-over bid</i>	<i>1,000,000 common shares</i>	<i>Not applicable</i>
<i>Charles L. Webster</i>	<i>475,000 common shares</i>	<i>\$0.10</i>	<i>Not applicable</i>	<i>NI 45-106 2.16 take-over bid</i>	<i>3,450,000 common shares 690,000 warrants</i>	<i>Not applicable</i>
<i>George Slightham</i>	<i>475,000 common shares</i>	<i>\$0.10</i>	<i>Not applicable</i>	<i>NI 45-106 2.16 take-over bid</i>	<i>Nil</i>	<i>Not applicable</i>
<i>Conan J. Taylor</i>	<i>250,000 common shares</i>	<i>\$0.10</i>	<i>Not applicable</i>	<i>NI 45-106 2.16 take-over bid</i>	<i>Nil</i>	<i>Not applicable</i>
<i>400 Lux Club Inc.</i>	<i>50,000 common shares</i>	<i>\$0.10</i>	<i>Not applicable</i>	<i>NI 45-106 2.16 take-over bid</i>	<i>Nil</i>	<i>Not applicable</i>

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

The Issuer obtained contractual representations from Cariboo Gold and its shareholders with respect to their ownership and title to the share capital of Cariboo Gold.

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):

Not applicable

- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):
- (b) Cash:
- (c) Securities:
- (d) Other:
- (e) Expiry date of any options, warrants etc.:
- (f) Exercise price of any options, warrants etc.:

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship.

Not applicable

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months.

Not applicable

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 on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. the Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
 - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. 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 CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated: May 11, 2021

Rauno Perttu
Name of Director or Senior Officer

/s/ "Rauno Perttu"
Signature

Chief Executive Officer
Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, “CSE or the “Exchange”) collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange’s obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.