

Form 62-103F1

Early Warning Report

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.***

The designation of securities to which this report relates is common shares ("**Common Shares**") of 55 North Mining Inc. (the "**Company**").

The address of the head office of the Company is:

401 Bay Street, Suite 2702
Toronto, Ontario
M5H 2Y4

- 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.***

The requirement to file this report was triggered as a result of the Private Placement (as defined below).

Item 2 – Identity of the Acquiror

- 2.1 ***State the name and address of the acquiror.***

1911 Gold Corporation ("**1911 Gold**")
Suite 2500, 666 Burrard Street
Vancouver, British Columbia
V6C 2X8

1911 Gold is a corporation existing under the laws of the Province of British Columbia. 1911 Gold is a junior gold producer and explorer.

- 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 July 10, 2019, 1911 Gold, through its wholly-owned subsidiary 1911 Gold Canada Corporation (formerly Havilah Mining Canada Ltd.) ("**1911 Gold Canada**"), acquired by way of non-brokered private placement (the "**Private Placement**") beneficial ownership of 3,333,333 Common Shares at a price of \$0.06 per Common Share, for total consideration of \$199,999.98.

- 2.3 ***State the names of any joint actors.***

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.*

Immediately prior to the Private Placement, 1911 Gold beneficially owned and controlled 14,349,085 Common Shares, representing approximately 27.1% of the issued and outstanding Common Shares. Immediately following the Private Placement, 1911 Gold beneficially owns and controls 17,682,418 Common Shares, representing approximately 31.4% of the issued and outstanding Common Shares.

- 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.*

See Item 2.2 above.

- 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.*

See Item 3.1 above.

- 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 3.1 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.

- 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.*

In consideration for the 3,333,333 Common Shares purchased by 1911 Gold Canada under the Private Placement, the Company received \$0.06 per Common Share, for aggregate gross proceeds to the Company of \$199,999.98.

- 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.*

1911 Gold acquired the Common Shares for investment purposes. In the future, 1911 Gold may, depending on market and other conditions, increase or decrease its beneficial ownership of securities of the Company.

Pursuant to the terms of the asset purchase agreement dated August 8, 2018 between the Company and 1911 Gold Canada, as amended, 1911 Gold, through 1911 Gold Canada, has the right to nominate one individual to serve as a director of the Company.

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.

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

I, as the 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 11th day of July 2019.

1911 GOLD CORPORATION

By: (signed) "*Shaun Heinrichs*"

Shaun Heinrichs
Chief Financial Officer