

## Form 62-103F1

### *Required Disclosure under the Early Warning Requirements*

#### **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 (the “**Shares**”) of Waraba Gold Limited (the “**Issuer**”), which has its head office located at Suite 1080, 789 West Pender Street, Vancouver, BC V6C 1H2.

**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.**

Not applicable.

#### **Item 2 – Identity of the Acquiror**

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

Carl Esprey (the “**Acquiror**”)  
60 R. Nova da Piedade  
Lisbon, Portugal

**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 27, 2020, the Acquiror acquired ownership or control of 8,550,000 Shares and 1,876,291 common share purchase warrants of the Issuer, each such warrant being exercisable at an exercise price of \$0.05 per share until April 14, 2025 (the “**Warrants**”) by way of a share purchase agreement with four (4) vendors (the “**Share Purchase**”), and a voting support agreement with the legal and beneficial owners of the 8,550,000 Shares, subject to the Form 46-201F1 escrow agreement dated February 21, 2020 entered into between National Securities Administrators Ltd. and certain shareholders (the “**Escrowed Shares**”), whereby the legal owners of the Escrowed Shares (the “**Owners**”) have agreed to exercise the voting rights attaching to the Escrowed Shares at the direction of the Acquiror. The Acquiror will acquire ownership of the Escrowed Shares upon their release from escrow.

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

Not applicable.

#### **Item 3 – Interest in Securities of the Reporting Issuer**

**31 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 acquired beneficial ownership or control of an aggregate of 8,550,000 Shares, all of which are Escrowed Shares subject to the Form 46-201F1 escrow agreement dated February 21, 2020 entered into between National Securities Administrators Ltd. and certain shareholders. The Acquiror acquired control of the Escrowed Shares by entering into a voting support agreement with the Owners, whereby the Owners have agreed to exercise the voting rights attaching to the Escrowed Shares at the direction of the Acquiror. The Acquiror will acquire legal and beneficial ownership of the Escrowed Shares upon their release from escrow. The Acquiror also acquired ownership of 1,876,291 Warrants.

Prior to the Share Purchase, the Acquiror held zero (0) Shares and zero (0) convertible securities. After the Share Purchase, the Acquiror now holds an aggregate of 8,550,000 Shares and 1,876,291 Warrants representing approximately 22.04% of the issued and outstanding Shares on a non-diluted basis and 25.63% on a partially diluted basis (assuming full exercise of the Acquiror's Warrants).

**32 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 has acquired ownership or control of an aggregate of 8,550,000 Shares and 1,876,291 Warrants.

**33 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

**34 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.**

Prior to the Share Purchase, the Acquiror held zero (0) Shares and zero (0) convertible securities. After the Share Purchase, the Acquiror now has ownership or control over an aggregate of 8,550,000 Shares and 1,876,291 Warrants representing approximately 22.04% of the issued and outstanding Shares on a non-diluted basis and 25.63% on a partially diluted basis (assuming full exercise of the Acquiror's Warrants).

**35 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 3.4.

- (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.**

The Acquiror acquired control of 8,550,000 Escrowed Shares by entering into a voting support agreement with the Owners, whereby the Owners have agreed to exercise the voting rights attaching to the Escrowed Shares at the direction of the Acquiror. The Acquiror will acquire legal and beneficial ownership of the Escrowed Shares upon their release from escrow.

- 36 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 security holdings.**

Not applicable.

- 37 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.**

**State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.**

Not applicable.

- 38 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's cash consideration for the Shares and the Warrants is \$140,721.85, or \$0.012 per security.

- 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.**

Refer to Item 4.1.

- 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;**

The Acquiror acquired the Shares and Warrants for investment purposes and may, from time to time, acquire additional Shares or Warrants or dispose of some or all of the Shares or Warrants he currently holds.

- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**

Not applicable.

- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**

The Acquiror will consider a range of opportunities to maximize shareholder value for the shareholders of the Issuer.

- (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;**

Pursuant to the Share Purchase, Mohammad Shaygan resigned as director and Chief Executive Officer and Jesse Hahn resigned as Corporate Secretary. To fill the foregoing vacancies, the Acquiror has been appointed to the board of directors of the Issuer and as Chief Executive Officer.

- (e) **a material change in the present capitalization or dividend policy of the reporting issuer;**

Not applicable.

- (f) **a material change in the reporting issuer's business or corporate structure;**

Not applicable.

- (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;**

Not applicable.

- (h) **a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**

Not applicable.

- (i) **the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**

Not applicable.

- (j) **a solicitation of proxies from securityholders;**

Not applicable.

- (k) **an action similar to any of those enumerated above.**

Not applicable.

**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.**

The Shares were acquired in a private transaction involving four vendors pursuant to the private agreement exemption from the formal take-over bid requirements of National Instrument 62-104 *Take-Over Bids and Issuer Bids*, on the basis that the Shares were acquired from less than five vendors and there was a reasonable basis to conclude that the purchase price did not exceed 115% of the value of the securities since the purchase price per Share was less than \$0.35 which was the closing price of the Shares on the Canadian Securities Exchange on October 27, 2020.

#### **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** this 29<sup>th</sup> day of October, 2020.

“Carl Esprey”

Carl Esprey