



**Annual Information Form**

For the Year Ended September 30, 2020  
All figures expressed in Canadian Dollars

January 13, 2021

Stevens Gold Nevada Inc. | CSE:SG OTCQX: STVGF

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## Annual Information Form

In this annual information form (the “AIF”), unless otherwise noted or the context indicates otherwise, the “Company”, “Stevens Gold” “we”, “us” and “our” refer to Stevens Gold Nevada Inc. and its wholly-owned subsidiaries. All financial information in this AIF is prepared in Canadian dollars and using International Financial Reporting Standards. The information contained herein is dated as of September 30, 2020, unless otherwise stated.

### Forward-Looking Statements

This AIF contains and incorporates by reference certain information that may constitute “forward-looking information” and “forward-looking statements” (collectively, “**forward-looking statements**”) which are based upon the Company’s current internal expectations, estimates, projections, assumptions and beliefs. Such statements can, in some cases, be identified by the use of forward-looking terminology such as “expect”, “likely”, “may”, “will”, “should”, “intend”, “anticipate”, “potential”, “proposed”, “estimate” and other similar words, including negative and grammatical variations thereof, or statements that certain events or conditions “may” or “will” happen, or by discussions of strategy. Forward-looking statements include estimates, plans, expectations, opinions, forecasts, projections, targets, guidance, or other statements that are not statements of fact. The forward-looking statements included or incorporated by reference in this AIF are made only as of the date of this AIF or as of the date indicated in the statement.

Forward-looking statements in or incorporated by reference this AIF include, but are not limited to, statements with respect to performance of the Company’s exploration program and payment and issuance of securities to maintain our interest in our mineral property.

The risks, uncertainties, contingencies and other factors that may cause actual results to differ materially from those expressed or implied by the forward-looking information may include, but are not limited to: Forward-Looking Information is subject to a number of risks and uncertainties that may cause the actual events or results to differ materially from those discussed in the Forward-Looking Information, and even if events or results discussed in the Forward-Looking Information are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Company. Factors that could cause actual results or events to differ materially from current expectations include, among other things:

- the Company’s history of losses;
- the Company’s negative cash flow;
- the Company’s ability to continue as a going concern;
- fluctuations in the relative values of the U.S. dollar and the Canadian dollar;
- volatility in metals prices;
- fluctuations in fuel prices;
- the Company’s ability to carry out its financing objectives;
- exploration expenditure guidance and potential revisions to such guidance;
- expectations regarding the impact of the COVID-19 pandemic on our exploration, financial condition and prospects and the global economy;
- events that may affect our exploration program or financing objectives;

- expectations regarding the timing of exploration activities on our Property
- changes in applicable laws and regulations;
- expectations with respect to the mineral resources market and market risks;
- risks inherent in a mineral resources operation;
- future liquidity and financial capacity;
- the competitive and business strategies of the Company;
- the competitive conditions applicable in the mineral resources industry; and,
- the other risks disclosed herein under the heading “Risk Factors” in this AIF and in the documents incorporated by reference herein.

Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. The Company’s forward-looking statements are expressly qualified in their entirety by this cautionary statement. In particular, but without limiting the foregoing, disclosure in this AIF under “General Development of the Business” as well as statements regarding the Company’s objectives, plans and goals, including future operating results and economic performance may make reference to or involve forward-looking statements. A number of factors could cause actual events, performance or results to differ materially from what is projected in the forward-looking statements. See below under “*Risk Factors*” for further details. The purpose of forward-looking statements is to provide the reader with a description of management’s expectations, and such forward-looking statements may not be appropriate for any other purpose. You should not place undue reliance on forward-looking statements contained in this AIF. Stevens Gold undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

## Glossary

The following terms used in this AIF and not otherwise defined, have the following respective meanings.

“**AIF**” or “**Annual Information Form**” means this annual information form of the Company dated January 13, 2021.

“**BLM**” means the U.S. Bureau of Land Management.

“**Black Point Property**” means the Black Point Project located in Eureka County, Nevada, USA.

“**CSE**” means the Canadian Securities Exchange.

“**Common Shares**” means common shares in the capital of Stevens Gold Nevada Inc.

“**Company**” means Stevens Gold Nevada Inc.

“**IFRS**” means the International Financial Reporting Standards.

“**Lock-Up Securities**” means the 12,286,100 Common Shares that are subject to lock-up agreements, to be released in accordance with lock-up agreements between the Company and the corresponding shareholders.

“**Lynx**” means Lynx Gold Mining Corp. and its subsidiaries.

**“Millennium Gold Project Option”** means the mineral rights agreement between Lynx and the Owner dated September 22, 2020.

**“Millennium Technical Report”** means the technical report entitled “NI43-101 Technical Report on the Millennium Gold Property Mojave County, Arizona, U.S.A.,” dated effective November 9, 2020.

**“N1 52-110”** means National Instrument 52-110 Audit Committees.

**“OTCQB”** means the OTCQB Venture Market.

**“Owner”** means the individuals who held the existing mineral permits and rights to the Property prior to the Company’s acquisition of Lynx.

**“Property”** means the Millennium Gold Project located in Arizona, USA.

**“Stevens Basin Property”** means the Stevens Basin Property located in the Eureka County, Nevada, USA.

## **Corporate Structure**

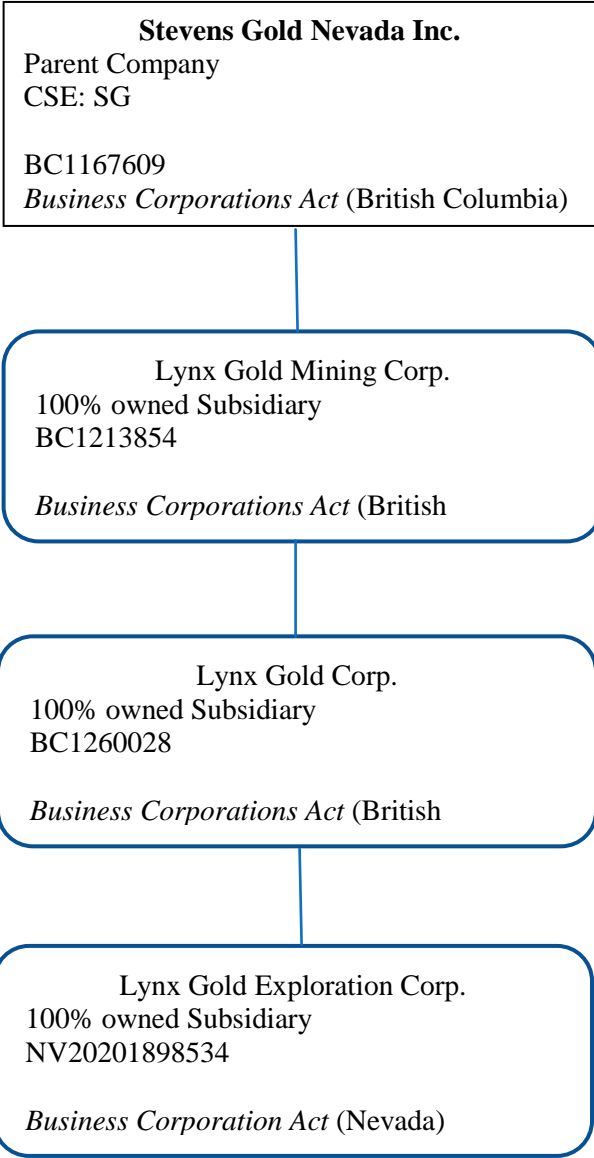
### **Name, Address and Incorporation**

The Company was formed by articles of incorporation under the *Business Corporations Act* (British Columbia) on June 8, 2018 under the name “167609 B.C. LTD.” On November 19, 2018, the Issuer changed its name to “Stevens Gold Nevada Inc.”

The Company’s head office is located at 350 - 1650 West 2nd Avenue, Vancouver, British Columbia, V6J 1H4. Its registered and records office is located at 29th Floor, 595 Burrard Street, PO Box 49130, Vancouver, B.C. V7X 1J5.

**Intercorporate Relationships**

The following chart illustrates, as of the date of this AIF, the Company’s material subsidiaries and their respective jurisdictions of incorporation.



## **General Development of the Business**

Stevens Gold's common shares (the "**Common Shares**") are publicly traded on the Canadian Securities Exchange ("**CSE**") under the symbol "**SG**" and on the OTCQB Venture Market ("**OTCQB**") under the symbol "**STVGF**." Stevens Gold Nevada Inc. is an exploration-stage mineral resources company.

The principal business of the Company is to acquire, explore, and develop mineral properties and ultimately seek earnings by exploiting mineral claims. The Company is focusing its exploration activities on the Millennium Gold Project (the "**Property**") located in Arizona, USA.

## **Three Year History**

### **Fiscal September 30, 2018 (October 1, 2017 to September 30, 2018)**

The Company was incorporated under the name of 1167609 B.C. Ltd on June 8, 2018.

### **Fiscal September 30, 2019 (October 1, 2018 to September 30, 2019)**

The Company acquired two significant mineral property options during its fiscal year September 2019: the Black Point Property Option and the Stevens Basin Property Option.

After preliminary exploration work it conducted on both properties, the Company terminated the Stevens Basin Property Option on June 21, 2019 in order to focus on the Black Point Property. This decision was made by Management because (1) the results of the initial exploration on the properties, suggested that the Property was the more interesting to them for exploration in the short term and (2) to save the Company money on maintaining the Stevens Basin Property Option.

### The Black Point Property Option

The Black Point Property Option, dated October 10, 2018 and amended on June 28, 2019, consisted of the Company's right to earn up to a 60% interest in the Black Point Project located in Eureka County, Nevada, USA (the "**Black Point Property**"). Under the terms of the binding Black Point Property Option, the Company had the right to purchase that 60% interest in the Black Point Property by making a payment of US\$500,000 at any time while the Black Point Property Option or a follow-up lease/option to purchase agreement is in effect.

The Company had the right to purchase the 60% interest in the Black Point Property. Until the payment of the purchase price was made or the Black Point Property Option terminated, the Company was to make annual lease payments, which did not constitute a portion of the purchase price, as follows:

- US\$25,000 within 5 business days after signing (paid);
- US\$25,000 on or before October 10, 2019 (paid);
- US\$25,000 on or before October 10, 2020;
- US\$50,000 on or before October 10, 2021;
- US\$50,000 on or before October 10, 2022; and
- US\$100,000 on or before October 10, 2023 and annually thereafter.

In the Black Point Property Option Agreement, the Company and Golden Pursuit Resources Ltd. agreed to enter into a Follow-up Lease/Option to Purchase agreement. The Property Owner was to retain a 2% Net Smelter Return Royalty on the property.



### The Stevens Basin Property Option

On October 10, 2018, the Company also acquired an option to acquire a 60% interest in the Stevens Basin Project (the “**Stevens Basin Property**”) located in the Eureka County, Nevada, USA. The property option on the Stevens Basin property consisted of our right to earn up to a 60% interest in the Stevens Basin Project located in Eureka County, Nevada, USA. Under the terms of that option, the Company had the right to purchase that 60% interest in the Stevens Basin property by making a payment of US\$750,000 at any time while that option or a follow-up lease/option to purchase agreement was in effect. The Company terminated this option on June 21, 2019 in order to focus on the Black Point Project Property. Until the payment of the purchase price was made, the Company was to make annual lease payments, which would not have constituted a portion of the purchase price, as follows:

- US\$25,000 within 5 business days after signing (paid);
- US\$25,000 on or before October 10, 2019;
- US\$25,000 on or before October 10, 2020;
- US\$50,000 on or before October 10, 2021;
- US\$50,000 on or before October 10, 2022; and
- US\$100,000 on or before October 10, 2023 and annually thereafter.

The Company also would have been required to make the U.S. Bureau of Land Management (“**BLM**”) and Eureka County annual fees during the term of that option and in the event that option was exercised. The Property Owner would have retained a 2% Net Smelter Return Royalty on the property.

The Company changed its name to “Stevens Gold Nevada Inc.” on November 19, 2018.

### **Fiscal September 30, 2020 (October 1, 2019 to September 30, 2020)**

On August 27, 2020, the Company completed its drilling program on its Black Point Property, drilling a total of 2065 feet over three reverse circulation drill holes. The holes tested the downdip extension of rock units showing anomalous values for gold, silver and trace elements in soil and rock samples. Two holes (BP20-1 and BP20-2) were also sited to test a zone of high resistivity outlined in CSAMT. Hole BP20-3 tested the edge of a gravity “ridge” to the west of the resistive feature and a zone of westward dipping low resistivity shown in the CSAMT. All drill samples were bagged on site and picked up by from the drill area for assaying. Interpretive work was combined with the analytical results.

Samples were analyzed for gold via fire assay and silver and other trace elements by ICP-OES. The Company completed the recommended exploration program described in its 43-101 Technical Report but the results delivered to the Company in December 2020 did not disclose any significant mineralization.

On February 21, 2020, the Company commenced trading on the CSE on under the trading symbol “SG”.

On January 27 2020, the Company filed a technical report prepared by Anthony P Taylor, BSc., PhD., CPG, dated effective December 12, 2019, entitled “Technical Report, Black Point Property, Eureka County, Nevada, U.S.A.” under the Company’s profile on SEDAR ([www.sedar.com](http://www.sedar.com)).

## **Subsequent Events**

The acquisitions or dispositions, or conditions that have influenced the general development of the business subsequent to the fiscal year ended September 30, 2020 are as follows:

On October 19, 2020, the Company began trading on the OTCQB Venture Market under the symbol “STVGF.”

On November 4, 2020, the Company completed the acquisition of the Millennium Gold Project Option. To accomplish this acquisition, the Company acquired Lynx Gold Mining Corp. and its subsidiaries (“**Lynx**”), which hold the option. The Millennium Gold Project Option is comprised of the right, title and interest in an option to acquire a series of mineral exploration permits from the Arizona State Land Department known as the Millennium Gold Project, pursuant to a mineral rights agreement with the individuals who held the existing mineral permits and rights to the property (the “**Owner**”), dated September 22, 2020 (the “**Millennium Gold Project Option**”).

Stevens Gold acquired 100% of the issued and outstanding common shares of Lynx from the shareholders of Lynx in exchange for the allotment and issuance of Stevens Gold common shares to the Lynx shareholders on a 1:1 basis (the "Transaction"). Stevens Gold issued 14,744,798 of its common shares to the Lynx shareholders as consideration in the Transaction (the “Consideration Shares”). Upon the closing of the Transaction, Lynx had no securities convertible or exchangeable into other Lynx securities. The acquisition of the Millennium Gold Project Option was not a change of business. There was no change of directors or officers of the Company in connection with the acquisition and it was an arm's length transaction.

On November 5, 2020, the Company made its first payment of shares pursuant to the Millennium Gold Project Option. The Company has issued 1,000,000 of its common shares to the optionors prior to the deadline set out in the Millennium Gold Project Option. The 1,000,000 common shares are subject to a four month and a day hold period and are restricted shares in accordance with applicable U.S. securities laws.

On December 4, 2020, the Company terminated its option on its former property, the Black Point Property in Nevada USA. The Company completed the work program recommended by its 43-101 Technical Report on the property, including the drilling of 630 metres in three reverse circulation holes drilled from Aug. 17 to Aug. 24, 2020 but found no significant mineralization.

## **Significant Acquisitions**

### **The Millennium Gold Project Option Acquisition**

On November 4, 2020, the Company acquired the Millennium Gold Project Option. To accomplish this acquisition, the Company acquired Lynx Gold Mining Corp. and its subsidiaries, which hold the option. Lynx is in the business of mineral exploration and development. The Company will file a Form 51- 102F4 in respect of the acquisition when it is due pursuant to National Instrument 51-102.

The Millennium Gold Project Option is comprised of the right, title and interest in an option to acquire a series of mineral exploration permits from the Arizona State Land Department known as the Millennium Gold Project, pursuant to a mineral rights agreement with the Owner, dated September 22, 2020. Stevens Gold acquired 100% of the issued and outstanding common shares of Lynx from the shareholders of Lynx

in exchange for the allotment and issuance of Stevens Gold common shares to the Lynx shareholders on a 1:1 basis. Stevens Gold issued 14,744,798 of its common shares to the Lynx shareholders as consideration. On closing, Lynx had no securities convertible or exchangeable into other Lynx securities. The acquisition of the Millennium Gold Project Option was not a change of business for the Company. There was no change of directors or officers of the Company in connection with the acquisition and it was an arm's length transaction.

On November 5, 2020, the Company made its first payment of shares pursuant to the Millennium Gold Project Option. The Company has issued 1,000,000 of its common shares to the optionors prior to the deadline set out in the Millennium Gold Project Option. The 1,000,000 common shares are subject to a four month and a day hold period and are restricted shares in accordance with applicable U.S. securities laws.

The Stevens Gold common shares issued in connection with the Transaction are subject to resale restrictions for four months and a day following completion of the Transaction. In addition, 12,286,100 of the Consideration Shares (the “**Lock-Up Securities**”) are subject to lock-up agreements and will be released in accordance with the following schedule, where the term “Issuance Date” shall mean the date of issuance of the Lock-Up Securities by the Company:

Date of Automatic Timed Release (Release Dates)	Amount of Lock-Up Securities Released
Issuance Date	None
4 months after the Issuance Date	10% of the Lock-Up Securities
6 months after the Issuance Date	30% of the Lock-Up Securities
8 months after the Issuance Date	30% of the Lock-Up Securities
10 months after the Issuance Date	30% of the Lock-Up Securities

Notwithstanding the foregoing, if the closing price of the common shares of the Company on the CSE is greater than \$0.30 for a period of 5 consecutive days at any time after the date that is 6 months from the Issuance Date, then all of the shareholder’s Lock-Up Securities that are then subject to lock-up will be released as soon as reasonably possible thereafter.

Stevens Gold, Lynx and the shareholders of Lynx entered into a definitive agreement, dated effective October 26, 2020 (the "Definitive Agreement"), which sets out the terms and conditions of the completion of the Transaction. A copy of the Definitive Agreement is filed along with the Company’s public disclosure on [www.sedar.com](http://www.sedar.com).

### **About the Millennium Gold Project Option**

Through the acquisition of Lynx, the Company is acquiring the exclusive right and privilege to explore for and develop minerals on and within the Millennium Gold Project, and upon completion of the obligations set out in the Millennium Gold Project Option shall be vested with title to the Permits subject to a 3% net smelter return royalty payable to the Owner. There is an “Area of Interest” applicable to all provisions of the Millennium Gold Project Option, which includes all lands within 12 miles of the exterior boundaries of Section 17, Township 14 North, Range 19 West, Mohave County, Arizona. If the Company intends to stake or acquire mining claims or similar interests in the Area of Interest, it must notify the Owner; if the Owner does not object within five

calendar days of receipt of such notice, such mining claims or other similar interests shall, if staked or acquired, be subject to the terms of the Millennium Gold Project Option, in the same manner as the property. Pursuant to the Millennium Gold Project Option, the Company is required to incur expenditures in the aggregate amount of US\$1,750,000 on or before the deadlines indicated below (the “Option Deadlines”):

- a. US\$250,000 prior to the first anniversary of the Millennium Gold Project Option;
- b. US\$500,000 prior to the second anniversary of the Millennium Gold Project Option;
- c. US\$500,000 prior to the third anniversary of the Millennium Gold Project Option; and
- d. US\$500,000 prior to the fourth anniversary of the Millennium Gold Project Option.

If the Company misses an Option Deadline, it may pay the Owner, within 30 days following the applicable Option Deadline, the amount of the shortfall in expenditures. The Millennium Gold Project Option also requires cash option payments of an aggregate of US\$1,005,000, to be paid to the Owner as follows: a. US\$25,000 upon entry into the Millennium Gold Project Option, which has been paid by Lynx; b. US\$130,000 within 45 days of the effective date of the Millennium Gold Project Option, which has been paid by Lynx; c. US\$150,000 prior to the first anniversary of the Millennium Gold Project Option; d. US\$225,000 prior to second anniversary of the Millennium Gold Project Option; and e. US\$475,000 prior to the third anniversary of the Millennium Gold Project Option (each a “Cash Option Payment”).

The Millennium Gold Project Option also requires option payments of an aggregate of 2,000,000 common shares, to be paid to the Owner as follows: a. 1,000,000 Shares within 45 days of the effective date of the Millennium Gold Project Option; b. 500,000 Shares by the first anniversary of the Millennium Gold Project Option; and c. 500,000 Shares by the second anniversary of the Millennium Gold Project Option (each a “Share Option Payment”). The shares described above shall be subject to a four month and a day hold period and any other resale restrictions required by any stock exchange or applicable securities laws. The option may be exercised by the Company at any time during the term of the Millennium Gold Project Option, which is four years, but the Company must first complete all Cash Option Payments and all Share Option Payments. Following the exercise of the option, pre-production payments to the Owner will be required. In the event that the Company obtains a technical report that demonstrates the positive feasibility of placing the property into commercial production, the Company shall become obligated to pay to Owner a one-time bonus 30 days after such study is completed calculated as follows:

Proven and Probable Reserve Ounces Feasibility Bonus Amount of Gold and/or Gold Equivalent Feasibility Bonus Amount:

Proven and Probable Reserve Ounces Feasibility Bonus Amount of Gold and/or Gold Equivalent	Feasibility Bonus Amount
500,000 – 1,000,000	US \$1,000,000
1,000,001 – 1,500,000	US \$1,500,000
1,500,001 – 2,000,000	US \$2,000,000
2,000,001 – 3,000,000	US \$3,000,000
> 3,000,001	US \$4,000,000

The Millennium Gold Project Option also subject to standard terms, conditions and termination provisions. A copy of the Millennium Gold Project Option has been filed by the Company on SEDAR.

On January 13, 2021, a technical report entitled “NI43-101 Technical Report on the Millennium Gold Property Mojave County, Arizona, U.S.A.” prepared for the Company by Mark Fedikow, Ph.D. P.Geo. C.P.G., dated effective November 9, 2020, has been filed on the Company’s profile on SEDAR ([www.sedar.com](http://www.sedar.com)).

## **Description of Our Business**

We are an exploration-stage mineral resource company. Directly and through our subsidiaries, we hold one property option on the Millennium Property, comprised of The Millennium property consists of three sections and has an area of 3 square miles (7.68 km<sup>2</sup>). A section is defined as one mile by one mile, which is 1,609 meters square. No permits are required for the initial work that is recommended to be carried out on the property in 2020. A permit will be required for recommended diamond drilling anticipated to be carried out in 2021. It is not expected that there will be any difficulty in obtaining this permit.

Our focus is on the exploration of our Property. We may also investigate the acquisition of other mineral assets that present viable exploration opportunities.

## **Specialized Skill and Knowledge**

The success of our operations depends in part on our ability to attract and retain geologists, engineers and other personnel with specialized skill and knowledge about mining exploration in the geographic area in which we operate.

## **Competitive Conditions**

The mining industry is intensely competitive and we may compete with many companies in the search for and acquisition of attractive mineral properties. In addition, we also compete for the technical expertise to explore our current Property, the labour to explore the Property, and the capital for the purpose of funding our exploration and business activities. For additional information, see “Risk Factors – Competition”.

## **Economic Dependence**

We are dependent on the Millennium Property Option. It is currently our only property. If this agreement were to be terminated, we would not have a business and we cannot be sure that we would be able to find or acquire a suitable alternative property

## **Environmental Protection**

Our activities are subject to environmental laws and regulations. The trends for environmental laws and regulations in the U.S., where our property is located, is currently unknown. Management expects that U.S. environmental laws and regulations will begin to evolve in a manner that will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. For additional information, see “Risk Factors – GOVERNMENTAL APPROVALS, PERMITTING AND ENVIRONMENTAL REGULATION”.

Our goal is to continue to improve our environmental performance.

## **Employees**

As of the date of this AIF, the Company has 1 employee, not including its 2 independent directors and 2 officers and directors. The Company believes its relationship with its employee is good. Its employee is not represented by a labour union or subject to a collective bargaining agreement.

## **Risk Factors**

An investment in our securities is speculative and involves significant risks that should be carefully considered by investors and prospective investors. In addition to the risk factors described elsewhere in this AIF, the risk factors that impact us and our business include, but are not limited to, those set out below. Any one or more of these risks could have a material adverse effect on our business, results of operations, financial condition and the value of our securities.

### **COVID-19 IN MARCH 2020 THE WORLD HEALTH ORGANIZATION DECLARED CORONAVIRUS COVID-19 A GLOBAL PANDEMIC.**

This contagious disease outbreak, which has continued to spread, has adversely affected workforces and economies globally, potentially leading to an economic downturn. The pandemic could result in delays in the course of business, including potential delays to its exploration efforts/activities/programs, and continue to have a negative impact on the stock market, including trading prices of the Company's shares and its ability to raise new capital. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time.

### **PUBLIC HEALTH THREATS**

An outbreak of infectious disease, a pandemic or a similar public health threat (such as the recent outbreak of the novel coronavirus known as COVID-19), or a fear of any of the foregoing, could cause operating, supply chain and project exploration stoppages and delays and disruptions, labour shortages, travel and shipping disruption and shutdowns (including as a result of government regulation and prevention measures). The possibility of a global recession arising from the pandemic and attempts to control it may impact the market for mineral resource issuer securities and the market price of our shares. A decline in our share price and demand for our shares would reduce our ability to raise funds through the sale of our securities. As a result, we may not be able to fund our exploration program as planned. This would lead to a material adverse effect on our financial condition, access to capital and results of operations.

### **MINING, PROCESSING AND INSURANCE**

Mining operations, including exploration for mineral deposits, generally involve a high degree of risk and are subject to conditions and events beyond our control. Our exploration activities are subject to all of the hazards and risks normally encountered in the mining industry including: adverse environmental conditions; industrial and environmental accidents; unusual or unexpected rock formations; ground or slope failures; structural cave-ins or slides; flooding or fires; seismic activity; rock bursts; equipment failures; and periodic interruptions due to weather conditions, as well as intentional acts by individuals or groups who intend to harm or disrupt our operations. These risks could result in the destruction of structures and damage to infrastructure, causing partial or complete shutdowns, personal injury or death, environmental or other damage to our property or the property of others, monetary losses and potential legal liability. Although we conduct maintenance and monitoring, unanticipated failures or damage may occur that cause injuries, exploration delays or environmental pollution and resulting legal and economic liability, which may be significant. Our insurance will not cover all the potential risks associated with our exploration activities. In addition, although certain risks are insurable, no assurance can be given that such insurance will continue to be available or that we will be able to maintain insurance to cover these risks at economically feasible premiums. Insurance against risks such as non-sudden or non-accidental of emissions pollution as a result of exploration is not generally available to us on acceptable terms. Business interruption due to pandemics such as COVID-19 is generally not covered by business interruption insurance. Losses from uninsured events may cause us to incur significant costs and may cause us to go out of business.

## **GOVERNMENTAL APPROVALS, PERMITTING AND ENVIRONMENTAL REGULATION**

Our activities are subject to various laws and regulations governing prospecting, development, taxes, labour standards, occupational health, mine safety, toxic substances, protection of the environment and other matters. Government approvals and permits are currently required in connection with our operations, and further approvals and permits will be required in the future. The success of our efforts to obtain and maintain permits is contingent upon many variables outside of our control, including the public consultation process undertaken by regulatory agencies. Obtaining and complying with governmental permits may increase costs and cause delays. There can be no assurance that all necessary permits will be obtained and, if obtained, that the time and costs involved will not exceed our estimates or that we will be able to maintain such permits as a result of, among other things, conditions imposed or legal challenges. To the extent such approvals are required and not obtained or maintained, our operations may be curtailed or we may be prohibited from proceeding with planned exploration activities. Environmental regulation may evolve in a manner that requires stricter standards and enforcement, increased fines and penalties for non-compliance, and more stringent environmental assessments of proposed projects. There can be no assurance that existing or future environmental regulation will not materially adversely affect our business, financial condition and results of operations. There may be contamination on properties that we control that may result in remediation requirements, fines and personal injury or natural resource damage claims, which could result in material costs. We could be held responsible for investigative-cleanup cost relating to presently unknown contamination on our property. We may also acquire properties with environmental risks. Any investigative and remediation costs for known or unknown contamination, or for future releases of hazardous or toxic substances at our properties or related to our activities, could be material. Although we believe that our operations are currently carried out in material compliance with applicable laws and regulations, no assurance can be given that new laws and regulations will not be enacted or that existing laws and regulations will not be amended or applied in a manner that could have a material adverse effect on our business, financial condition and results of operations. Any failure to comply with such laws and regulations may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. We may be required to compensate those suffering loss or damage relating to mining activities, and we may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations, which costs could be material.

## **LIQUIDITY, ACCESS TO CAPITAL**

As at September 30, 2020, we had cash of \$258,604. We expect that our current liquidity will not be sufficient to meet our obligations in the coming year. To fund our exploration activities, we will need to secure necessary capital through the sale of equity securities or other forms of permanent capital. The availability of this capital is subject to general economic conditions and investor interest in the Company and our project. Financing may not be available when needed or, if available, may not be available on terms acceptable to us. Failure to obtain any financing necessary for our capital expenditure plans may result in a delay or indefinite postponement of exploration on our Property, including our potential plans to acquire new mineral resource opportunities.

In order to maintain the Millennium Property Option, we require substantial funds. If our cash flows and capital resources are insufficient to maintain the Millennium Property Option, we will no longer have a Property and would likely go out of business. In this event, investors will likely lose their entire investment in the Company.

## **RECRUITMENT, RETENTION AND LABOUR RELATIONS**

The success of our operations and exploration activities depends in part on our ability to attract and retain geologists, engineers and other personnel with specialized skill and knowledge about the exploration activities in the geographic areas in which we operate. There can be no assurance that our business will not suffer from a work stoppage if we are unable to attract and retain the personnel we need to conduct our operations and exploration activities.

## **TITLE TO MINERAL PROPERTIES**

Although we believe we have taken reasonable measures to ensure valid title to our Property, there can be no assurance that title to our Property will not be challenged or impaired. Third parties may have valid claims underlying portions of our interests, including prior unregistered liens, agreements, transfers or claims, and aboriginal land claims, and title may be affected by, among other things, undetected defects or unforeseen changes to the boundaries of our properties by governmental authorities. As a result, there can be no assurance that all of our mineral property claims will remain valid and available for development.

## **ANTI-BRIBERY LEGISLATION**

We are subject to Canada's Corruption of Foreign Public Officials Act ("CFPOA"), which prohibits corporations and individuals from giving or offering to give a benefit of any kind to a foreign public official, or any other person for the benefit of the foreign public official, where the ultimate purpose is to obtain or retain a business advantage. Our international activities create the risk of unauthorized payments or offers of payments by our employees, consultants or agents to foreign persons. While we have implemented safeguards that are intended to prevent these practices, our existing safeguards and any future improvements to such safeguards may not be completely effective, and our employees, consultants or agents may engage in conduct for which we might be held responsible. Any failure to comply with the CFPOA and applicable laws and regulations in the U.S. could result in substantial penalties or restrictions on our ability to conduct business.

## **THE COMPANY MAY BE HELD RESPONSIBLE FOR CORRUPTION AND ANTI-BRIBERY LAW VIOLATIONS**

The Company's business is subject to Canadian and U.S. laws, which generally prohibit companies and employees from engaging in bribery or other prohibited payments to foreign officials for the purpose of obtaining or retaining business. In addition, the Company is subject to the anti-bribery laws of any other countries in which it conducts business now or in the future. The Company's employees or other agents may, without its knowledge and despite its efforts, engage in prohibited conduct under the Company's policies and procedures and anti-bribery laws for which the Company may be held responsible. There can be no assurance that the Company's internal control policies and procedures will always protect it from recklessness, fraudulent behaviour, dishonesty or other inappropriate acts committed by its affiliates, employees, contractors or agents. If the Company's employees or other agents are found to have engaged in such practices, the Company could suffer severe penalties and other consequences that may have a material adverse effect on its business, financial condition and results of operations.



## **FRAUDULENT OR ILLEGAL ACTIVITY BY THE COMPANY'S EMPLOYEES, CONTRACTORS AND CONSULTANTS**

The Company is exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct that violates: (i) government regulations; (ii) federal and provincial healthcare fraud and abuse laws and regulations; or (iii) laws that require the true, complete and accurate reporting of financial information or data. It is not always possible for the Company to identify and deter misconduct by its employees and other third parties, and the precautions taken by the Company to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting the Company from governmental investigations or other actions or lawsuits stemming from a failure to comply with such laws or regulations. If any such actions are instituted against the Company, and it is not successful in defending itself or asserting its rights, those actions could have a significant impact on the Company's business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, and curtailment of the Company's operations, any of which could have a material adverse effect on the Company's business, financial condition and results of operations.

## **MARKET RISKS**

The Company's securities trade on public markets and the trading value thereof is determined by the evaluations, perceptions and sentiments of both individual investors and the investment community taken as a whole. Such evaluations, perceptions and sentiments are subject to change, both in short term time horizons and longer term time horizons. An adverse change in investor evaluations, perceptions and sentiments could have a material adverse outcome on the Company and its securities.

## **SHARE PRICE VOLATILITY AND PRICE FLUCTUATIONS**

In recent years, the securities markets in Canada and the United States have experienced a high level of price and volume volatility, and the market prices of securities of many corporations have experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Such volatility has been particularly evident with regards to the share price of mineral resource companies that are public issuers in Canada. The Company's share price could decrease and investors could lose much or all of their investment in the Company.

## **COMPETITION**

The mining industry is intensely competitive and we compete with many companies possessing greater financial and technical resources than us. We also compete for the technical expertise to find, and explore mineral properties, the labour to operate and the capital to carry out our planned exploration activities. Existing or future competition in the mining industry could materially adversely affect our prospects for mineral exploration and success in the future.

## **LITIGATION**

The Company may become party to litigation from time to time in the ordinary course of business, which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company, such a decision could adversely affect the Company's ability to continue operating and the value of its securities and could use significant resources. Even if the Company is involved in litigation and wins, litigation can redirect significant Company resources,

including the time and attention of management and available working capital. Litigation may also create a negative perception of the Company's brand.

## **HISTORY OF NET LOSSES; ACCUMULATED DEFICIT; REVENUE FROM OPERATIONS**

The Company has incurred net losses to date and the Company may continue to incur losses. There is no certainty that the Company will ever produce revenue or operate profitably in the future. There is also no certainty that the Company will provide a return on investment in the future.

## **GLOBAL ECONOMY RISK**

An economic downturn of global capital markets has been shown to make the raising of capital by equity or debt financing more difficult. The Company will be dependent upon the capital markets to raise additional financing in the future, while it establishes a user base for its products. As such, the Company is subject to liquidity risks in meeting its development and future operating cost requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the Company's ability to raise equity or obtain loans and other credit facilities in the future and on terms favorable to the Company and its management. If uncertain market conditions persist, the Company's ability to raise capital could be jeopardized, which could have an adverse impact on the Company's operations and the trading price of the Company's shares on the CSE and OTCQX.

## **DIVIDEND RISK**

The Company has not paid dividends in the past and does not anticipate paying dividends in the near future. The Company expects to retain its earnings to finance further growth and, when appropriate, retire debt.

## **Companies with Mineral Projects**

The Company has one property, known as the Millennium Gold Property. On January 13, 2021, the Company filed on its profile on SEDAR ([www.sedar.com](http://www.sedar.com)) a technical report entitled "NI43-101 Technical Report on the Millennium Gold Property Mojave County, Arizona, U.S.A.," dated effective November 9, 2020, (the "**Millennium Technical Report.**")

The Millennium Technical Report is incorporated by reference into this Annual Information Form. The summary from the Millennium Technical Report is below.

## **SUMMARY**

At the request of Stevens Gold Nevada Inc. (Stevens Gold) Mark Fedikow of Mount Morgan Resources Ltd. was retained to prepare a NI43-101 Technical Report to present historic and recent results and to make recommendations for further work on the Millennium Gold Property. The Property is located 3 miles northeast of Lake Havasu City in western Arizona consisting of 3 sections of Arizona state lands with an area of 3 square miles (7.68 km<sup>2</sup>). It is wholly owned by Steve Van Ert and Noel Cousins. The Project is under an option agreement between Stevens Gold and the Van Ert- Cousins partnership. The Technical Report is addressed to Stevens Gold. The approximate centre of the project has UTM coordinates 749,459m East and 3,826,098m North.

Stevens Gold and Van Ert-Cousins entered into an option agreement whereby Stevens Gold can earn a 100% interest in the property free and clear of all liens, charges, royalties (save and except for the NSR contemplated herein and bonuses) by satisfying the following financial obligations:

Subject to the rights of termination the Optionee shall

- (i) incur the following Expenditures on the Property;
- (ii) make to Owner the cash payments set forth below (each, an “Option Payment” and, collectively, the “Option Payments”) pursuant to the payment procedures set forth below and
- (iii) deliver to Owner the Shares set forth in the allocation below:

(1) Optionee shall incur Expenditures in the aggregate amount of \$1,750,000 on or before the deadlines indicated below (the “Option Deadlines”):

- a. \$250,000 prior to the first anniversary of this Agreement;
- b. \$500,000 prior to the second anniversary of this Agreement;
- c. \$500,000 prior to the third anniversary of this Agreement; and
- d. \$500,000 prior to the fourth anniversary of this Agreement.

If Optionee fails to incur any of the requisite Expenditures by the relevant Option Deadline and wishes to maintain or exercise the Option, Optionee may pay Owner, within 30 days following the applicable Option Deadline, the amount of the shortfall in Expenditures, and the amount so paid to satisfy the shortfall in Expenditures (a “Shortfall Payment”) shall thereupon be deemed to have been Expenditures duly and timely incurred. Any and all Shortfall Payments shall be paid 80% to Van Ert and 20% to Cousins and shall be non-refundable. If any of the requisite Expenditures are not timely incurred by the relevant

Option Deadline (or, as the case may be), if any corresponding Shortfall Payment is not made by the relevant 30-day deadline), then the Option shall automatically terminate upon such failure.

(2) Optionee shall make cash Option Payments of an aggregate of \$1,005,000 to Owner to be paid as follows:

- a. \$25,000 concurrently upon Owner’s signing of this Agreement (all of which shall be paid to Van Ert);
- b. \$130,000 within 45 days of the Effective Date of this Agreement (of which \$104,000 shall be paid to Van Ert and \$26,000 shall be paid to Cousins);
- c. \$150,000 prior to the first anniversary of this Agreement (of which \$120,000 shall be paid to Van Ert and \$30,000 shall be paid to Cousins);
- d. \$225,000 prior to second anniversary of this Agreement (of which \$180,000 shall be paid to Van Ert and \$45,000 shall be paid to Cousins); and
- e. \$475,000 prior to the third anniversary of this Agreement (of which \$380,000 shall be paid to Van Ert and \$95,000 shall be paid to Cousins).

All option payments, once made, are non-refundable. If Optionee fails to timely make any Option Payment by the relevant Option Deadline, the Option shall automatically terminate.

(3) Subject to the receipt of all requisite stock exchange approvals by Optionee, Optionee shall deliver to Owner unencumbered, unrestricted, validly issued, and freely tradable common shares in the capital of Optionee (“Shares”) as follows:

- a. 1,000,000 Shares within 45 days of the Effective Date of this Agreement (of which 800,000 shall be issued to Van Ert and 200,000 shall be issued to Cousins);
- b. 500,000 Shares by the first anniversary of this Agreement (of which 400,000 shall be issued to Van Ert and 100,000 shall be issued to Cousins); and
- c. 500,000 Shares by the second anniversary of this Agreement, (of which 400,000 shall be issued to Van Ert and 100,000 shall be issued to Cousins).

Each such delivery, once made, is irrevocable. The Shares shall not be subject to any restriction on resale, except as provided in Section 3.4(vi). If Optionee is unable to timely deliver any of the Shares because of Optionee's failure to obtain requisite stock exchange approvals (or for any other reason), then the Option shall automatically terminate upon such failure unless, in each such case, Optionee pays to Owner the sum of \$100,000 (payable 80% to Van Ert and 20% to Cousins) prior to the Share delivery deadline and thereafter issues the Shares not later than 60 days after the original Share delivery deadline.

### **1.1 Geological Setting and Mineralization**

The principal area of interest lies in the general area of the Mohave Mountains within a suite of Miocene- age volcanic rocks comprising interbedded mafic and felsic flows and intrusions and lesser clastic units which lie unconformably on Precambrian-age gneissic rocks. Both rock units are intruded by dikes, sills and laccolithic-like bodies of rhyolitic composition. The region is structurally complex with detachment faulting occurring to the northwest (Tumarion and Boulder Mine faults), to the southeast (Crossman Peak fault), and to the west (Whipple Mts. fault). Associated listric faulting resulted in a southwesterly tilt to the various rock units.

Northeast-striking faults compound the situation. A northwest trending set of steeply dipping faults adds a further complexity and in the case of the Mohave Mountains, a range-front fault separates a mountain block from a pediment block.

Gold mineralization is exposed at surface and in drill core and is associated with pyrite in the form of a low sulphidation epithermal deposit and attendant alteration within subaerially deposited volcanic rocks. Gold-bearing volcanic rocks have a superimposed proximal alteration assemblage represented by hydrothermally bleached felsic volcanic and intrusive rocks that have been silicified, variably sulphidized, carbonatized, argillized and sericitized and mafic volcanic rocks that have been hematized. Outbound from the proximal alteration is a domain of propylitization, chloritization and epidotization.

Exploration to date has focused on windows of alteration and mineralization visible through a dissected fan of alluvial gravels. Exploration of one such window by a junior company in 1997 reported assays for continuous panel samples in an east-west direction totaling 158.5 meters in length and averaging 0.97 g/t gold and 5.71 g/t silver. An intersecting north-south panel reported an interval totaling 140.2 meters in length averaging 1.12 g/t gold and 5.65 g/t silver. A higher grade 97.5 m section was defined within the north-south panel which graded 1.51 g/t gold and 8.13 g/t silver. Five of eight drill holes within this window report gold mineralization, including 33 meters averaging 0.6 g/t gold. The Project is at an early exploration stage with significant historic drilling results and several known gold occurrences and one copper occurrence.

## **1.2 Database Acquisition**

The exploration database for the Millennium project has been acquired between its discovery in 1996 and 2019. It consists of numerous property visits and reports and primarily rock chip geochemical surveys, some soil geochemical orientation surveys and limited ground geophysical surveys. These results were generated by interested parties following up on ongoing prospecting results by the property owners. There has been insufficient work completed to arrive at a mineral resource estimate.

## **1.3 Conclusions and Recommendations**

The Millennium property is an early stage, underexplored low sulphidation volcanic-hosted epithermal gold deposit with geological similarities in style of mineralization and alteration to other epithermal deposits including the Castle Mountain Mine and the Moss Mine. The presence of these and numerous other epithermal gold deposits in the general area of the Millennium property indicates the district is fertile exploration terrain and has good potential for additional deposits.

In Phase 1 of new exploration it is recommended that the Westley Hill area be surveyed with induced polarisation (I.P.) surveys to define drill targets and to provide a framework for drill testing of historic gold mineralization intersected there.

Phase 2 exploration on the property should be initiated with a program of diamond drilling to test historic gold mineralization intersected in 1998. It is recommended that coring versus percussion drilling is utilized for this phase of exploration. Drill core will provide valuable information on alteration and structure in the third dimension as well as provide adequate material for gold assays. The interpretation of the Westley Hill area as the shallow portion of a low sulphidation gold mineralizing system will require deeper drilling to test the lower portions of the epithermal system.

The estimated cost for Phase 1 is \$25,000.00 USD and \$205,970.00 USD for Phase 2 (incl. 15% for contingencies). Table 1 summarizes Phase 2 costs.

Table 1. Summary of cost estimates for a Phase 2 diamond drill program at the Millennium Gold Property.

Estimate of costs for Phase 2 exploration, Millennium Gold Property.			
Costs in USD.			
Phase 2 Diamond Drilling			
Personnel Costs	Unit	Unit Cost	Sub-Total (\$)
Project Geologist	30 days	\$600.00/day	18,000
Core Technician	24 days	\$300.00/day	7,200
Costs	Unit	Unit Cost	
Supplies	30 days		2,500
Assays	200 samples	\$30.00/sample	6,000
Truck Rental/Fuel	30	\$150.00/day	4,500
	Unit	Unit Cost	
Exploration Report Preparation	10 days	\$500.00/day	5,000
	Unit	Unit Cost	
Diamond Drilling	3x300 meter holes	\$40,000.00/hole	120,000
Related Costs	Unit	Unit Cost	
Supplies	30 days		5,000
Core Saw Rental	30 days	\$600.00/month	600
Assays			
Drill Core	200 samples	\$30.00/sample	6,000
	Unit	Unit Cost	
Drill Report	10 days	\$500.00/day	5,000
		Sub-total:	179,000
		Contingency (15%):	26,970
		Total:	205,970

## **Dividends**

The Company has not declared dividends on its Common Shares for the previous three completed financial years. As of the date of this AIF, the Company has no current intention to declare dividends on its Common Shares in the foreseeable future. Any decision to pay dividends on its Common Shares in the future will be at the discretion of the Company's Board of Directors (the "**Board of Directors**") and will depend on, among other things, the Company's results of operations, current and anticipated cash requirements and surplus, financial condition, any future contractual restrictions and financing agreement covenants, solvency tests imposed by corporate law and other factors that the Board of Directors may deem relevant.

## **Description of Capital Structure**

**Common Shares.** The authorized capital of the Company consists of an unlimited number of common shares without par value of which 39,398,741 common shares are issued and outstanding as at the date of this AIF. All of the Common Shares rank equally as to voting rights, participation in a distribution of the assets of Stevens Gold on the liquidation, dissolution or winding-up of Stevens Gold and the entitlement to dividends. The holders of the Common Shares are entitled to receive notice of all meetings of shareholders and to attend and vote such Shares at the meetings. Each Common Share carries with it the right to one vote. The Common Shares do not have pre-emptive rights and are not subject to redemption. Holders of the Common Shares are entitled to receive such dividends as may be declared by the Board out of funds legally available therefore. In the event of dissolution or winding up of the affairs of Stevens Gold, holders of the Common Shares are entitled to share ratably in all assets of the Company remaining after payment of all amounts due to creditors.

**Warrants.** As of the date of this AIF, the Company has 5,726,413 common share purchase warrants outstanding. The warrants have varying exercise prices and terms. Please see the Company's audited financial statements for the fiscal year ended September 30, 2020 for more information.

**Options.** As of the date of this AIF, the Company has 1,750,000 common share purchase options outstanding. The options have varying exercise prices and terms. Please see the Company's audited financial statements for the fiscal year ended September 30, 2020 for more information.

## Market for Securities

The Company's Common Shares are publicly traded on the **CSE**, since February 21, 2020, under the symbol "SG" and on the **OTCQX** under the symbol "STVGF."

The following table shows the price ranges and volume traded on the CSE:

	<b>High (\$)</b>	<b>CSE (C\$) Low (\$)</b>	<b>Volume (#)</b>
<b>2019</b>			
October			
November			
December			
<b>2020</b>			
January			
February	no data	no data	no data
March	0.27	0.27	1,000
April	0.27	0.25	100,000
May	0.30	0.27	38,000
June	0.30	0.245	202,300
July	0.30	0.25	57,000
August	0.31	0.235	21,230
September	0.315	0.2350	70,063

## PRIOR SALES

The following table summarizes details of the following securities that are not listed or quoted on a marketplace issued by the Company during the twelve-month period between October 1, 2019 and September 30, 2020.

<b>Date of Issuance</b>	<b>Security</b>	<b>Exercise Price Per Security (\$)</b>	<b>Number of Securities</b>
September 17, 2020	Options	0.25	1,600,000



## ESCROWED SECURITIES AND SECURITIES SUBJECT TO RESTRICTIONS ON TRANSFER

As at September 30, 2020 the following Company securities were subject to escrow or other similar restrictions.

Common Shares	1,000,000 <sup>(1)</sup>	5.8% <sup>(2)</sup>
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(1) The Common Shares are subject to the terms of an escrow agreement (the “**Escrow Agreement**”) dated February 10, 2020 between Stevens Gold Nevada Inc. and Computershare Investor Services Inc., as escrow agent. 25% of the Common Shares released on the date Stevens Gold listed on the CSE, 33.33% were released 6 months after the listing date, 50% will be released 12 months after the listing date and the remaining Common Shares will be released 18 months after the listing date (*listing date February 21, 2020*).

(2) As of September 30, 2020, there were 17,197,034 Common Shares outstanding.

As at the date of this AIF, the following Company securities were subject to escrow or other similar restrictions.

Common Shares	13,747,209 <sup>1)</sup>	34.9% <sup>(2)</sup>
Warrants	461,109 <sup>(1)</sup>	1.2% <sup>(2)</sup>

(1) The Common Shares and Warrants are subject to the terms of lock up agreements (the “**Lock Up Agreements**”) dated various dates from November 4, 2020 and November 13, 2020 between Stevens Gold Nevada Inc. and the shareholders. 10% of the Lock-Up Securities will be released 4 months after the Issuance Date and 30% of the Lock-Up Securities will be released 6, 8 and 10 months after the Issuance Date.

(2) As of January 13, 2021, there were 39,398,741 Common Shares outstanding.

### Directors and Officers

Set out below is information with respect to the directors and executive officers of the Company as at the date of this AIF:

Name, Position and Province and Country of Residence	Date of Appointment to Office	Principal Occupation for Past Five Years	Number & Percentage of Shares Owned or Controlled <sup>(2)</sup>
<b>Charles MaLette</b> CEO, President and Director <i>British Columbia, Canada</i>	June 20, 2019	Mr. MaLette was an Investment Advisor with Canaccord Genuity Corp. over the past 35 years. He resigned from Canaccord Genuity Corp. on December 31, 2018. He is currently Director, Chief Executive Officer and President of Core Process Solutions Inc., and Director and Chief Executive Officer of Rebel Capital 2.0 Corp.	2,000,000/ 5%
<b>James Bordian<sup>(1)</sup></b> CFO and Director <i>British Columbia, Canada</i>	June 8, 2018	Mr. Bordian is currently Director and Chief Financial Officer of Core Process Solutions Inc. Mr. Bordian is also Vice President of a Vancouver-based private management-consulting firm. Mr. Bordian has also held the following past positions: Director and Chairman of Audit and Finance Committee for Royal Aloha Vacation Club; Director and Treasurer of Grand Lakefront Resort Club Canada; and President of Institute of Internal Auditors – Vancouver Chapter.	50,001/ *

<b>Terry Fields<sup>(1)</sup></b> Director <i>California, USA</i>	July 11, 2018	Mr. Fields is a self-employed Attorney-at-Law and business consultant.	Nil
<b>John Mirko<sup>(1)</sup></b> Director <i>British Columbia, Canada</i>	June 20, 2019	Mr. Mirko is currently Director and Chief Executive Officer of Rokmaster Resources Corp. Mr. Mirko is also President of Canam Mining Corporation since 1990, and a Director of Walcott Resources Ltd since December 2017.	1,000/ *

1. Audit Committee Member
2. Percentages based on 39,398,741 Shares outstanding as of the date of this AIF.
- \* Less than 1%

The term of each director of Stevens Gold will expire on the date of the next annual meeting of shareholders of Stevens Gold. As of the date of this AIF, the directors and senior officers of Stevens Gold as a group beneficially own, directly or indirectly, or exercise control or direction over, 2,051,001 of the issued and outstanding Common Shares, representing approximately 5% of the total votes attaching to all of the then outstanding voting securities of Stevens Gold.

## Management

The following sets out additional information with respect to the education, experience and employment history of each of the directors and officers referred to above during the past five years.

### **CHARLES MALETTE, CEO, President and Director**

Charles MaLette (age 76), is the Chief Executive Officer, President, director and employee of the Company. Mr. MaLette will lead the Company in its day-to-day operations. Mr. MaLette is the CEO, President, director and employee of Core Solutions since February 2019. Mr. MaLette graduated from the University of Calgary in 1970 with a degree in Economics. After receiving a teaching degree from the University of British Columbia in 1972 he taught high school for 9 years in Vancouver, B.C. Mr. MaLette joined Canaccord Genuity Corp. in 1983 as an Investment Advisor and resigned on December 31, 2018. Mr. MaLette is also a director and secretary of the B.C. Thoroughbred Owners and Breeders Association. Mr. MaLette is a part-time employee and devotes approximately 30% of his time to the Company.

### **JAMES BORDIAN, CFO and Director**

James Bordian (age 79), is the Chief Financial Officer and director of the Company. Mr. Bordian will manage and oversee the financial day-to-day operations of the Company. Mr. Bordian is also the CFO and director of Core Solutions since June 2018. Mr. Bordian is a retired Chartered Accountant and Certified Internal Auditor. During his 40-year career as a Chartered Accountant and Certified Internal Auditor, Mr. Bordian held senior management positions with US Plywood, Dillingham Corporation, Air Canada, and BC Hydro. Mr. Bordian has extensive experience in income tax planning, budgeting, financial statement presentations and business evaluations. Mr. Bordian worked in public practice for over 30 years and has experience in managing and operating small to medium sized enterprises with respect to banking, financing, taxation and auditing. Mr. Bordian has the ability to read, analyze and understand the complexities surrounding the issuance of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's

financial statements, and has an understanding of internal controls. Mr. Bordian is a part-time employee and devotes approximately 30% of his time to the Company.

**TERRY FIELDS, Director**

Terry Fields (age 77), is a director of the Company. Mr. Fields is a director of Core Solutions since July 2018. Mr. Fields graduated from UCLA in 1965 with a Bachelor of Science and then attended the University of Loyola Law School, where he received his Juris Doctorate and thereafter practiced law in California for over 40 years. During this time, Mr. Fields served as an officer and director on many public companies in the United States and Canada. He has extensive experience in corporate and securities law, with special emphasis in the resource sector. He is currently a self-employed Attorney-at-Law and business consultant. Mr. Fields is a part-time independent contractor and devotes approximately 20% of his time to the Company.

**JOHN MIRKO, Director**

Mr. Mirko (age 64) is a director of the Company. Mr. Mirko is the President, CEO and director of Rokmaster Resources Corp. and has over 40 years of extensive experience as a mining contractor and areas of corporate finance, acquisitions, financial reporting, and serving as a director for public companies. Mr. Mirko is a member of the Society of Economic Geologists, Canada & USA and the Canadian Institute of Mining, Metallurgy and Petroleum. Mr. Mirko is currently a self-employed mining consultant and provides financial and management consulting services to public and private companies. Mr. Mirko was formerly a director of Roca Mines Inc. and Stikine Energy Corp., and formerly President of both Frontier Pacific Mining Corp. and Pacific Rim Mining Corp. Mr. Mirko is a part-time independent contractor and devotes approximately 20% of his time to the Company.

**Corporate Cease Trade Orders or Bankruptcies**

To the knowledge of the Company, during the past 10 years, none of the directors, officers or insiders of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, was a director, officer, insider of any other issuer that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, was the subject of a cease trade order or similar order or an order that denied that issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days, or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that issuer.

**Penalties or Sanctions**

To the knowledge of the Company, none of the directors, officers or insiders of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would likely be considered important to a reasonable investor in making an investment decision.

## **Personal Bankruptcies**

To the knowledge of the Company, none of the directors, officers or insiders of the Company nor a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, nor a personal holding company of any such persons has, within the past 10 years before the date of this AIF, become bankrupt, made a proposal under bankruptcy or insolvency legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

## **Conflict of Interest**

The Company may from time to time become involved in transactions which conflict with the interests of its directors and the officers. The interests of these persons could conflict with those of the Company. Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable laws. In particular, in the event that such a conflict of interest arises at a meeting of The Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such matter or such terms. In accordance with applicable laws, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company.

## **Promoter**

Charles MaLette, President, CEO and director, is a promoter of the Company.

## **Legal Proceedings and Regulatory Actions**

The Company is not aware of: (a) any legal proceedings to which it is a party, or by which any of its property is subject, which would be material to it and are not aware of any such proceedings being contemplated; (b) any penalties or sanctions imposed by a court relating to securities legislation, or other penalties or sanctions imposed by a court or regulatory body against it that would likely be considered important to a reasonable investor making an investment decision; and (c) any settlement agreements that we have entered into before a court relating to securities legislation or with a securities regulatory authority.

## **Interest of Management and Others in Material Transactions**

To the knowledge of management of the Company, other than as stated below, there are no material interests, direct or indirect, by way of beneficial ownership of securities or otherwise, of any informed persons of the Company, directors, proposed directors or officers of the Company, any shareholder who beneficially owns more than ten percent (10%) of the common shares of the Company, or any associate or affiliate of these persons in any transaction since the commencement of the Company's last completed fiscal year, which has materially affected or would materially affect the Company other than as disclosed herein or in the financial statements of the Company for the fiscal year ended September 30, 2020. Reference should be made to the notes to the audited financial statements for a more detailed description of any material transaction.

(a) During the year ended September 30, 2020, the Company incurred management fees of \$42,000 (2019 – \$42,000) to Charles MaLette, the Chief Executive Officer (“CEO”) of the Company. As at September 30, 2020, the Company owed the CEO of the Company \$12,500 (2019 – \$nil), which is included in accounts payable and accrued liabilities. The amount is unsecured, non-interest bearing and due on demand.

(b) During the year ended September 30, 2020, the Company incurred management fees of \$9,500 (2019 – \$10,000) to James Bordian, the Chief Financial Officer (“CFO”) of the company.

(c) During the year ended September 30, 2020, the Company incurred wages of \$13,000 (2019 – \$16,250) and consulting fees of \$28,000 (2019 – \$27,500) to the son of the CFO of the Company and a company controlled by the son of the CFO of the Company, respectively.

(d) During the year ended September 30, 2020, the Company incurred rent of \$9,000 (2019 – \$nil) and office and miscellaneous of \$3,000 (2019 – \$nil) (2019 – \$nil) to a company with common officers and directors.

### **Transfer Agent and Registrar**

The Company’s registrar and transfer agent is Computershare Trust Company of Canada at its principal office in Vancouver, B.C.

### **Material Contracts**

Other than contracts entered into in the ordinary course of business, the Company did not enter into any material contracts during the 12 month period ending September 30, 2020.

Subsequent to September 30, 2020, the Company entered into the following material contracts, which have been filed on the Company’s SEDAR profile on [www.sedar.com](http://www.sedar.com):

1. **Transfer Agent, Registrar and Dividend Disbursing Agent Agreement** between the Company and Computershare Investor Services Inc. dated December 3, 2019, appointing Computershare as the Company’s transfer agent and registrar. Consideration for services will be pursuant to Computershare’s standard fee schedule.
2. **Independent Contractor’s Agreement between the Company and Purple Crown Communications Corp.** (the “Contractor”), dated October 15, 2020. The Contractor is to provide investor relations, business development and introductory services to the Company. The Contractor shall be paid \$5,000 per month and receive 150,000 common stock purchase options. The initial term is four months from October 15, 2020 but may be renewed. Either party may terminate the agreement with 30 days’ written notice to the other party.
3. **Co-Transfer Agency Agreement** between the Company and Equity Stock Transfer, dated November 19, 2020. This agreement appoints Equity Stock Transfer as its Depository Trust Company-eligible transfer agent in the U.S. Consideration for services will be pursuant to Computershare’s standard fees.
4. **Amending Agreement** between the Company and Computershare Investor Services Inc. dated November 24, 2020. In this agreement, amends the Company’s Transfer Agent, Registrant and Dividend Disbursing Agent Agreement dated December 3, 2019, to allow for the appointment of Equity Stock Transfer as the Company’s DTC-eligible transfer agent in the U.S.
5. **Property Option Termination Agreement** between the Company and Golden Pursuit Resources Ltd. dated December 4, 2020, in which the parties agree to terminate the Black Point Property Option.
6. **Millennium Gold Project Option** between Lynx and the Owner dated September 22, 2020.
7. **Consulting Agreement between Lynx and Scharfe Holdings Inc.**, dated September 28, 2020. The consultant shall provide capital markets advisory services to Lynx and its parent company until October 31, 2021. Consideration payable for the term of the agreement is 1,000,000 Common Shares (paid) and \$162,000, which includes GST, payable as follows:
  - \$30,000 due and payable upon the Company completing new financing of at least \$1,000,000 of net proceeds after the acquisition of Lynx by the Company;

- \$132,000 in ten monthly payments of \$13,200 commencing on the date the Company completes financing of \$2,000,000 in net proceeds  
After the Initial Term, the monthly fee for consulting services shall be CAD\$11,000 per month.

### **Audit Committee Information**

The Company’s audit committee (the “**Audit Committee**”) is governed by an audit committee charter which was established by the directors of the Company on October 22, 2019, a copy of which is attached hereto as Schedule “A”.

### **Composition of the Audit Committee**

As of the date of this AIF, the following were the members of the Audit Committee:

James Bordian .....	Financially Literate
Terry Fields.....	Independent Financially Literate
John Mirko .....	Independent Financially Literate

### **Relevant Education and Experience**

The Board of Directors believes that the composition of the Audit Committee reflects financial literacy and expertise. Currently, all members have been determined by the Board of Directors to be and “financially literate” and two of the three members are “independent” as such terms are defined under National Instrument 52-110 – Audit Committees (“NI 52-110”). The Board of Directors has made these determinations based on the education as well as breadth and depth of experience of each member of the Committee.

All the members of the Audit Committee have the education and/or practical experience required to understand and evaluate financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company’s financial statements. The following is a brief summary of the education and experience of each member of the Committee that is relevant to the performance of his or her responsibilities as an Audit Committee member:

*James Bordian – Mr. Bordian is not an independent director as he is an executive officer of the Company, holding the position of Chief Financial Officer.*

Mr. Bordian is a retired Chartered Accountant and Certified Internal Auditor with over 40 years of experience. During his career, Mr. Bordian has held senior management positions with US Plywood, Dillingham Corporation, Air Canada, and BC Hydro. Mr. Bordian has extensive experience in income tax planning, budgeting, financial statement presentations and business evaluations. Mr. Bordian worked in public practice as a Chartered Accountant and Certified Internal Auditor for more than 30 years. He has experience in managing and operating small to medium sized enterprises with respect to banking, financing, taxation and auditing. Mr. Bordian’s education and experience have provided him with an understanding of the accounting principles used by the Company to prepare its financial statements. He has the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions. Mr. Bordian has experience preparing, auditing, analyzing and evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company’s financial statements and has an understanding of internal controls and procedures for financial reporting.

*Terry Fields – Mr. Fields can be considered to be an independent director of the Company within the meaning of NI 52-110.*

Mr. Fields has served as an officer and director on many public companies in Canada. He has extensive experience in corporate and securities law and accounting principles and financial statements. He has a Bachelor of Science from UCLA and a law degree from Loyola Law School.

Among his director and officer roles with public companies, Mr. Fields was the Chief Financial Officer of UnionTown Energy Inc., a company listed on the TSXV, from October 2010 to October 2012. He has also been a director and a President and director of other public companies.

Through his education and experience, Mr. Fields has become financially literate. As demonstrated by his work in his roles as CFO, President and director of various public companies, he has an understanding of the accounting principles used by the issuer to prepare its financial statements, the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions; experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer's financial statements, or experience actively supervising one or more individuals engaged in such activities; and an understanding of internal controls and procedures for financial reporting.

*John Mirko – Mr. Mirko can be considered to be an independent director of the Company within the meaning of NI 52-110.*

Mr. Mirko has served as officer and director for several public companies in the United States and Canada. He has more than 40 years of extensive experience as a mining contractor and areas of corporate finance, acquisitions, financial reporting, and serving as a director for public companies. Through his experience, Mr. Mirko has become financially literate.

In addition to serving as a director for public companies, as explained in greater detail above under “Directors and Executive Officers”, Mr. Mirko provides corporate finance, acquisition, and financial reporting consulting advice to public and private companies. He is also a mining consultant. His work and experience has given him an understanding of the accounting principles used by the issuer to prepare its financial statements, the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions; experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer's financial statements, or experience actively supervising one or more individuals engaged in such activities, and an understanding of internal controls and procedures for financial reporting.”

### **Audit Committee Oversight**

Since the commencement of the Company's most recently completed financial year, the Board of Directors has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

### **Reliance on Certain Exemptions**

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 (*De Minimis Non-audit Services*) provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services

are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 (*Exemptions*) permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110 in whole or in part.

### Pre-Approval Policies and Procedures

Except as otherwise set forth in the Company’s audit committee charter, the Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

### External Auditor Service Fees

In the following table, “**audit fees**” are fees billed by the Company’s external auditor for services provided in auditing the Company’s annual financial statements for the subject year. “Audit-related fees” are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements. “Tax fees” are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. “All other fees” are fees billed by the auditor for products and services not included in the foregoing categories. The aggregate fees billed by the Company’s external auditor in the last two fiscal years, by category, are as set out in the table below.

<u>Financial Year Ending</u>	<u>Audit Fees (\$)</u>	<u>Audit Related Fees<sup>(1)</sup> (\$)</u>	<u>Tax Fees (\$)</u>	<u>All Other Fees <sup>(2)</sup> (\$)</u>
2020	8,000	Nil	750	8,750
2019	9,700	Nil	700	10,400

- (1) includes the aggregate fees paid to the external auditors for services related to the audit services, including reviewing quarterly financial statements and management’s discussion thereon and conferring with the Board and Audit and Finance Committee regarding financial reporting and accounting standards.
- (2) Includes fees related to prospectus fillings, including auditor consent letters and other related fees.

### Interest of experts

The financial statements of the Company for the fiscal year ended September 30, 2020 have been audited by Saturna Group Chartered Professional Accountants LLP.

### Additional Information

Additional information relating to the Company may be found on SEDAR at [www.sedar.com](http://www.sedar.com). Information concerning directors’ and officers’ remuneration and indebtedness, principal holders of the Company’s securities and securities authorized for issuance under equity compensation plans will be contained in the Company’s information circular for its next annual meeting of shareholders. Additional financial information is provided in the Company’s financial statements and MD&A for the most recently completed financial year.



## Capital Structure at January 13, 2021

Issued and Outstanding (Basic)	39,398,741
Issued and Outstanding (Fully Diluted)	46,875,154
Stock Options Outstanding	1,750,000
Warrants Outstanding	5,726,413
Restricted Share Units Outstanding	Nil
Convertible Debentures Outstanding	Nil

### *Stock Options Outstanding*

# of Options	Exercise Price	Expiry
1,600,000	0.25	September 17, 2025
150,000	0.275	November 24, 2022
Total:	1,750,000	

### *Warrants Outstanding*

# of Warrants	Exercise Price	Expiry
5,726,413	\$0.235	November 12, 2022
Total:	5,726,413	

## Schedule "A"

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### **Audit Committee Charter**

The following Audit Committee Charter was adopted by the Audit Committee of the Board of Directors and the Board of Directors of Stevens Gold Nevada Inc. (the "Company").

#### ***Mandate***

The primary function of the audit committee (the "Committee") is to assist the Company's Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements;
- review and appraise the performance of the Company's external auditors; and
- provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

#### ***Composition***

The Committee shall be comprised of a minimum three directors as determined by the Board of Directors. While the Company is a "venture issuer" (as that term is defined in National Instrument 51-102), then a majority of the members of the Committee shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee ("independent"). If the Company ceases to be a "venture issuer", then all members of the Committee shall (i) be independent, and (ii) have accounting or related financial management expertise.

All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For purposes hereof, "financially literate" means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to those that can be expected to be raised within the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following each annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote.

#### ***Meetings***

The Committee shall meet a least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

### ***Authority***

The Committee has authority to:

- conduct or authorize investigations into any matters within its scope of responsibility;
- retain independent counsel, accountants or others to advise the Committee or assist in the conduct of an investigation;
- meet with Company officers, external auditors and outside counsel, as necessary; and
- determine appropriate funding for independent advisors.

### ***Responsibilities and Duties***

To fulfill its responsibilities and duties, the Committee shall:

#### *Documents/Reports Review*

- review and update this Audit Committee Charter annually;
- review the Company's financial statements, MD&A and any annual and interim earnings press releases before the Company publicly discloses this information, and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.
- discuss significant financial risk exposures and the steps management of the Company has taken to monitor, control and report such exposures;

#### *Compliance*

- review investments and transactions that could adversely affect the well-being of the Company which may be brought to its attention by the external auditors or by any officer of the Company; review the period reports on litigation matters;
- annually, review the Company's environmental policy and evaluate the Company's effectiveness in complying with that policy;
- annually, review the Charter for the Committee and evaluate the Committee's effectiveness in fulfilling its mandate;

#### *Internal Controls*

- require Company management to implement and maintain appropriate internal control procedures over financial reporting and review, evaluate and approve these procedures;
- establish procedures for processing complaints regarding accounting, internal controls or auditing matters;
- establish procedures for responding to complaints regarding environmental matters;

#### *External Auditors*

- review annually, the performance of the external auditors who shall be ultimately accountable to the Company's Board of Directors and the Committee as representatives of the shareholders of the Company;
- obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1;

- review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors;
- take, or recommend that the Company’s full Board of Directors take appropriate action to oversee the independence of the external auditors, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- recommend to the Company’s Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval;
- recommend to the Company’s Board of Directors the compensation to be paid to the external auditors;
- at each meeting, consult with the external auditors, without the presence of management, about the quality of the Company’s accounting principles, internal controls and the completeness and accuracy of the Company’s financial statements;
- review and approve the Company’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;
- review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements; and
- review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company’s external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
  - the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided,
  - such services were not recognized by the Company at the time of the engagement to be non-audit services, and
  - such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee’s first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

#### *Financial Reporting Processes*

- in consultation with the external auditors, review with management the integrity of the Company’s financial reporting process, both internal and external;
- consider the external auditors’ judgments about the quality and appropriateness of the Company’s accounting principles as applied in its financial reporting;
- consider and approve, if appropriate, changes to the Company’s auditing and accounting principles and practices as suggested by the external auditors and management;
- review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments;

- following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;
- review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
- review certification process;
- establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

*Other*

- review any related-party transactions;
- engage independent counsel and other advisors as it determines necessary to carry out its duties; and
- set and pay compensation for any independent counsel and other advisors employed by the Committee.