

ASHLEY GOLD CORP.

OPTION PLAN

OPTION AGREEMENT

This Option Agreement is entered into between **ASHLEY GOLD CORP.** (the “**Corporation**”) and the Optionholder named below pursuant to the Corporation’s Option Plan (the “**Plan**”), a copy of which is attached hereto, and confirms that:


1. On **September 15, 2021** (the “**Grant Date**”);
2. **Brodie A. Sutherland** (the “**Optionholder**”);
3. Was granted a non-assignable option to purchase **200,337** Common Shares (the “**Optioned Shares**”) of the Corporation, which shall vest and become fully exercisable immediately, subject to any restrictions under applicable securities laws;
4. At a price (the “**Exercise Price**”) of **\$0.25** per Optioned Share; and
5. For a term expiring at 5:00 p.m., Calgary time, on **September 15, 2026** (the “**Expiry Date**”).

All on the terms and subject to the conditions set out in the Plan. By signing this agreement, the Optionholder acknowledges that he or she has read and understands the Plan.

UNLESS PERMITTED UNDER SECURITIES LEGISLATION, THE HOLDER OF THIS SECURITY MUST NOT TRADE THE SECURITIES BEFORE THE DATE THAT IS 4 MONTHS AND A DAY AFTER THE LATER OF (I) **SEPTEMBER 15, 2021** AND (II) THE DATE THE ISSUER BECAME A REPORTING ISSUER IN ANY PROVINCE OR TERRITORY.

IN WITNESS WHEREOF the Corporation and the Optionholder have executed this Option Agreement as of the 15th day of September, 2021.

ASHLEY GOLD CORP.

By: 


George E. Stephenson, President and Director

By: 

Fred Jones, CFO and Director

Brodie A. Sutherland

Name of Optionholder



Signature of Optionholder

ASHLEY GOLD CORP.

OPTION PLAN

NOTICE OF EXERCISE

ASHLEY GOLD CORP.

c/o Suite 1150, 707 – 7 Avenue SW
Calgary, Alberta T2P 3H6

Attention: Corporate Secretary

Reference is made to the Option Agreement made as of **September 15, 2021** between **ASHLEY GOLD CORP.** (the “**Corporation**”) and the Optionholder named below. The Optionholder hereby exercises the Option to purchase Common Shares (the “**Optioned Shares**”) of the Corporation as follows:

Number of Optioned Shares for which Option being exercised _____

Exercise Price per Optioned Share: \$ _____

Total Exercise Price (in the form of a cheque (which need not be a certified cheque) or bank draft tendered with this Notice of Exercise): \$ _____

Name of Optionholder as it is to appear on share certificate: _____

Address of Optionholder as it is to appear on the register of Common Shares of the Corporation and to which a certificate representing the Common Shares being purchased is to be delivered: _____

Dated _____, _____.

Name of Optionholder

Signature of Optionholder