

**NOTICE DECLARING INTENTION TO BE QUALIFIED UNDER  
NATIONAL INSTRUMENT 44-101  
SHORT FORM PROSPECTUS DISTRIBUTIONS  
("NI 44-101")**

July 6, 2021

TO: British Columbia Securities Commission, as principal regulator

AND TO: Alberta Securities Commission

St. James Gold Corp. (the "**Issuer**") intends to be qualified to file a short form prospectus under NI 44-101. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus. This notice does not evidence the Issuer's intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

**ST. JAMES GOLD CORP.**

Per: (signed) "George Drazenovic"

Name: George Drazenovic

Title: Chief Executive Officer