

**EARLY WARNING REPORT FILED PURSUANT TO  
NATIONAL INSTRUMENT 62-103**

*Update to Early Warning Report dated May 28, 2020.*

**Item 1 – Security and Reporting Issuer**

**1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

Common shares (the “**Nomad Shares**”)

Nomad Royalty Company Ltd. (formerly Guerrero Ventures Inc.) (“**Nomad**”)  
1275 Av. des Canadiens-de-Montréal, Suite 500  
Montréal, Québec  
H3B 0G4

**1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

Not applicable. See 2.2 below.

**Item 2 – Identity of the Acquiror**

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

Yamana Gold Inc. (“**Yamana**”)  
Royal Bank Plaza, North Tower  
200 Bay Street, Suite 2200  
Toronto, ON  
M5J 2J3

**2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

On December 7, 2020, Yamana entered into an underwriting agreement with Nomad and each of Cormark Securities Inc., Scotia Capital Inc., BMO Nesbitt Burns Inc., CIBC World Markets Inc., Haywood Securities Inc., RBC Dominion Securities Inc., Canaccord Genuity Corp., Desjardins Securities Inc., Industrial Alliance Securities Inc., PI Financial Corp., Raymond James Ltd., Stifel Nicolaus Canada Inc. and Velocity Trade Capital Ltd. (collectively, the “**Underwriters**”), pursuant to which the Underwriters agreed to buy, on a bought deal basis, from Yamana 22,750,000 Nomad Shares at a price of C\$1.10 per Nomad Share for gross proceeds to Yamana of C\$25,025,000 (the “**Sale Transaction**”).

The Nomad Shares were sold by Yamana under a prospectus supplement to Nomad’s short form base shelf prospectus dated September 30, 2020, which supplement was filed by Nomad on December 7, 2020. The Sale Transaction closed on December 11, 2020.

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

Not applicable.

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

**3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.**

Yamana disposed of 22,750,000 Nomad Shares pursuant to the Sale Transaction, which triggered the requirement to file this report. The disposition resulted in a decrease in Yamana's shareholdings in Nomad of 34.21% on a non-diluted basis, and of 28.21% on a partially-diluted basis assuming the conversion of the Nomad Convertible. See 3.4 below.

**3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.**

Yamana disposed of ownership of the Nomad Shares.

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

Not applicable.

**3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

Prior to the disposition, Yamana held 66,500,000 Nomad Shares, and is deemed to have held an additional 14,148,889 Nomad Shares under the Nomad Convertible (defined below), representing approximately 11.78% of the issued and outstanding Nomad Shares on a non-diluted basis and approximately 13.94% of the issued and outstanding Nomad Shares on a partially-diluted basis (assuming conversion of the Nomad Convertible).

Following the disposition, Yamana holds 43,750,000 Nomad Shares, and is deemed to hold the additional 14,148,889 Nomad Shares under the Nomad Convertible, representing approximately 7.75% of the issued and outstanding Nomad Shares on a non-diluted basis and approximately 10.01% of the issued and outstanding Nomad Shares on a partially-diluted basis (assuming conversion of the Nomad Convertible).

Yamana is party to a US\$10,000,000 convertible debt instrument with Nomad in connection with a deferred payment owing to Yamana by Nomad, which is payable in cash and is convertible at any time, in whole or in part into Nomad Shares at the election of Yamana, on or before maturity on May 27, 2022, subject to a right of pre-payment in cash by Nomad at 105% of the deferred payment at the end of May 2021, into an aggregate of 14,148,889 Nomad Shares (based on the daily exchange rate of the Bank of Canada on December 10, 2020 of 1.2734 and the price of CDN \$0.90 per Nomad Share), subject to adjustment in certain circumstances (the "**Nomad Convertible**"). Yamana is entitled to receive interest on the Nomad Convertible at a rate of 3% per annum, payable quarterly, which may be paid in either cash or through the issuance of Nomad Shares at the election of Nomad.

**3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which:**

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,

See item 3.4 above.

- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

**3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

See item 3.4 for a description of the Nomad Convertible.

**3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

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

Not applicable.

**3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

**Item 4 – Consideration Paid**

**4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

Yamana received C\$1.10 per Nomad Share sold pursuant to the Sale Transaction, for gross proceed of C\$25,025,000.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See item 4.1 above.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

#### **Item 5 – Purpose of the Transaction**

**State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:**

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

The disposition was made for investment purposes. Yamana currently has no plans or intentions that relate to or would result in any of the items listed in items (a) to (k) above.

However, depending on market conditions, general economic and industry conditions, trading prices of Nomad's securities, Nomad's business, financial condition and prospects and/or other relevant factors, Yamana may develop such plans or intentions in the future and, at such time, may from time to time acquire additional securities, dispose of some or all of the existing or additional securities or may continue to hold the Nomad Shares, the Nomad Convertible or other securities of Nomad.

**Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

**Item 7 – Change in Material Fact**

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

**Item 8 – Exemption**

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

**Item 9 – Certification**

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED as of the 11th day of December, 2020.

(signed) Sofia Tsakos

Name: Sofia Tsakos

Title: Senior Vice President, General Counsel  
and Corporate Secretary