



Evergold Corp.

Management's Discussion and Analysis

For the Years Ended December 31, 2020 and 2019

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Evergold Corp. ("Evergold" or the "Company") has been prepared by management as at April 21, 2021 and should be read in conjunction with the financial statements of the Company for the years ended December 31, 2020 and 2019 (the "Financial Statements") and related notes. Additional information on the Company may be found at www.evergoldcorp.ca, or under the Company's profile at www.sedar.com.

The Financial Statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All amounts are expressed in Canadian dollars unless otherwise stated. Other information contained in this document has also been prepared by management and is consistent with the data contained in the condensed Financial Statements.

The Company's certifying officers are responsible for ensuring that the Financial Statements and MD&A do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made. The Company's certifying officers certify that the Financial Statements, together with the other financial information included in the filings, fairly present in all material respects the financial condition, financial performance, and cash flows of the Company as of the date of, and for the periods presented in, the filings.

The Company's Audit Committee and the Board of Directors provide an oversight role with respect to all public financial disclosures by the Company. The Board of Directors approves the Financial Statements and MD&A after the completion of its review and recommendation for approval by the Audit Committee, which meets periodically to review all financial reports, prior to filing.

Forward-Looking Statements

Certain statements contained in this document constitute "forward-looking statements". All statements other than statements of historical fact contained in this MD&A, including, without limitation, those regarding the Company's future financial position and results of operations, strategy, proposed acquisitions, plans, objectives, goals and targets, and any statements preceded by, followed by or that include the words "believe", "expect", "aim", "intend", "plan", "continue", "will", "may", "would", "anticipate", "estimate", "forecast", "predict", "project", "seek", "should" or similar expressions or the negative thereof, are forward-looking statements. These statements are not historical facts but instead represent only the Company's expectations, estimates and projections regarding future events. These statements are not guarantees of future performance and involve assumptions, risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to risks associated with: the highly uncertain nature of geology; limited operating history; business interruption due to global pandemic; inability to generate earnings or pay dividends for the foreseeable future; no current assets other than cash; uncertain ability to raise additional funds when required; reliance on a small number of key managers lacking backup; potential conflicts of interest among directors and officers of the Company; lack of liquidity for shareholders; ability to secure needed permits; ability to physically access and work the Company's property assets due to poor weather or First Nations risks; a potential lack of key contract personnel and services providers needed to execute elements of the Company's exploration plans; and market risk consisting of fluctuations in the Company's share price, metal

prices, credit market conditions and investor appetite for early-stage exploration companies. See "Risks and Uncertainties".

Management provides forward-looking statements because they believe such statements deliver useful guidance and information to readers when considering their investment objectives. Though management believes such statements to be as accurate as possible in the context of the information available to management at the time in which they are made, management cautions readers that the guidance and information contained in such statements may rapidly be superseded by subsequent events. Consequently, all of the forward-looking statements made in this MD&A and the related financial statements are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments suggested by such forward-looking statement will be realized or, even if substantially realized, that they will have the expected results, or effects upon, the Company. These forward-looking statements are made as of the date of this MD&A and the Company assumes no obligation to update or revise them to reflect subsequent information, events or circumstances or otherwise, except as required by law.

COVID-19 Impacts

At the time of writing the Company's plans and operations have been somewhat affected by various governments' reactions to the COVID-19 virus pandemic, principally through cost increases associated with mandated safety measures. Mineral exploration and development is designated an "essential service" under British Columbia's COVID-19 State of Emergency orders, the jurisdiction in which the Company carried out all of its exploration activities in 2020. The Company's key suppliers are all located relatively close to site in northern and central interior B.C. and, in cooperation with these suppliers, the Company has put in place virus mitigation protocols. Nonetheless, should the economic and market disruption resulting from COVID-19 continue for an extended period, or significant new outbreaks of the virus occur, the Company may find its ability to raise additional capital and/or execute its exploration programs restricted, in part or in whole.

Corporate History and Description of the Business

Evergold was incorporated as a privately held mineral exploration company in October 2015 to serve as a vehicle for the acquisition, exploration and development of mineral properties. The Company's focus quickly turned to the province of British Columbia and the four 100%-owned property assets that now comprise the Canadian portion of its property portfolio: **Snoball**, located in the heart of northwestern B.C.'s so-called "Golden Triangle"; **Golden Lion**, located to the east of Snoball in similar Stikine terrane rocks, at the north end of the Toodoggone region and 70 kilometres northwest of the Kemess mine; **Holy Cross**, located in central B.C. 60 kilometres due north of Artemis's Blackwater deposit; and **Spanish Lake**, located in the Cariboo region of central interior B.C., approximately 8 kilometres southeast of the Spanish Mountain gold deposit. Snoball, Golden Lion, and Holy Cross are interpreted as intrusion-related, precious and base metals-enriched systems. Each presents the potential for a variety of mineralization styles, including high-grade epithermal-style quartz-carbonate gold-silver veins, high-grade copper-gold-silver carbonate replacement/skarns, and bulk tonnage porphyry-style copper-gold-silver. Spanish Lake is a sediment-hosted vein gold prospect.

All four Canadian properties were acquired effective April 5, 2016, further to a Mineral Property Acquisition Agreement (the "Agreement"), between the Company and vendor C.J. Greig Holdings Ltd. of Penticton, B.C., a company controlled by C.J. (Charlie) Greig. Charlie Greig is as of the time of writing a senior technical advisor, insider, and significant shareholder of Evergold Corp. The Agreement was in essence all-stock; i.e. there were no staged cash payment or work commitment elements. In addition, a 0.5% Net Smelter Returns ("NSR") royalty is payable on any future production from each of the four properties.

In addition to the Canadian property assets, on February 10, 2021 the Company signed a definitive option agreement giving it the right, subject to certain work commitments and staged

payments of cash and shares detailed below, to acquire a 100% ownership position in the high-grade, past producing Rockland property, located in western Nevada, south of Yerington. The Rockland property hosts a large, robust, epithermal gold-silver vein system, including known zones of high-grade and bulk-tonnage style gold-silver mineralization that are open for further expansion and that the Company believes it can grow, and add to, with new discoveries. For the purpose of holding the Rockland property asset, the Company has established in Nevada, a wholly-owned subsidiary called Evergold (U.S.) Corp..

Through the course of 2017 and 2018, the Company largely lay dormant as management focused on other business interests. However, some key exploration work, consisting mainly of geochemical sampling and geophysical surveys, was carried out in both years on the Company's flagship Snoball and Golden Lion properties, with encouraging results. Accordingly, in February 2019, management commenced a process to take the Company public through an Initial Public Offering ("IPO") process on the TSX Venture Exchange ("TSXV"). Fundamental to this process was the preparation, by David W. Tupper, B.Sc., P.Geo., a Qualified Person as defined by National Instrument 43-101, of compliant Technical Reports for both the Snoball and Golden Lion properties. Copies of both these documents may be viewed on the Company's website at www.evergoldcorp.ca and under its profile at www.sedar.com.

On October 4, 2019, the Company successfully completed its IPO and attendant listing of its shares under the ticker "EVER" on the TSXV for gross proceeds of \$3.45 million. Later, in March and April 2020, the Company also listed its shares under the ticker symbol "5EG" on several German stock exchanges including Frankfurt, Munich and Tradegate.

2020 Highlights

- The successful launch of the Company and widespread awareness-building in the public space following the October 4, 2019 IPO;
- Listing (March-April) on the Frankfurt, Munich and Tradegate Exchanges in Germany;
- Closing (May 21) of a \$1,177,450, 67-cent flow-through financing placed with Sprott Asset Management LP, Middlefield Group, and Maple Leaf Funds;
- Achievement of an early-stage gold-silver discovery high on Pyramid Peak, Snoball property, now designated the "C Zone" and interpreted as a broad, structurally-controlled, SW-NE trending, southwesterly-plunging epithermal-style gold-silver vein system. High-grade assays included:
 - 20.8 g/t Au & 54.54 g/t Ag over 0.70 metres in hole SB20-006
 - 18.40 g/t Au and 5.63 g/t Ag over 1.60 metres in hole SB20-013
 - 48.30 g/t Au and 141.00 g/t Ag in grabs and
 - 32.30 g/t Au and 53.83 g/t Ag in talus fines*
- Confirmation of a broad, near-surface gold-silver zone in drilling at the GL1 Main Zone, Golden Lion property, extending to greater than 800 metres of strike and across some 150 metres of interpreted true system width, including results such as:
 - 88.62 metres at 0.71 g/t Au from 4.88 metres in hole GL-20-009
- Later identification at the GL1 Main Zone of coincident induced polarization chargeability and resistivity responses that increase with depth below current drill intercepts, presenting a strong target for the 2021 drill program;
- Closing (September 22) of a \$1,281,800 combined hard dollar and flow-through financing comprising hard dollar units at \$0.50 with half a warrant and flow-through shares at 60 cents with no warrant;
- Signing of a Letter Agreement (December 31), followed by the execution of a Definitive Agreement February 11, 2021, for an option to purchase the high-grade Rockland, Nevada, gold-silver property, a strategic acquisition that compliments the Company's existing portfolio of high-quality properties while also providing potential year-round exploration activity.

**readers should note that rock samples are by their nature selective and may not be representative of values to be expected from the overall zone; talus fines samples may be enriched by weathering and may also not be representative*

During the 2020 field season in northern B.C., between the months of June and September, the Company carried out Phase 1 drill programs and related mapping and soil and rock sampling on both its Snoball and Golden Lion properties. The Golden Lion property also received a 35 line-km program of ground-based geophysics (IP). This work is discussed in detail below.

Significant drill assay results from the Snoball program were for the most part released in August 2020, and those for Golden Lion late in November and again late in January, 2021. Due to very busy industry conditions and exceptionally long assay turnaround times at the analytical laboratories, final drill assays along with rock and talus fines samples for Snoball were not received until early March 2021.

On February 16, 2021, the Company also announced that it had entered into a definitive agreement with vendor Enigma Resources LLC ("Enigma"), for an option to purchase 100% of the Rockland gold-silver property, including the past-producing Rockland mine and adjacent exploration claims, located in the Walker Lane geological belt of western Nevada, USA. The aggregate consideration for the acquisition of the Rockland Property is comprised of: (i) USD\$805,000 in cash, (ii) 500,000 common shares, and (iii) work commitments equal to USD\$1,675,000, all payable in installments over a five-year term. The Rockland Property is believed to offer excellent potential to host a high-grade epithermal system akin to those at the nearby Aurora (Hecla Mining) and Bodie vein districts, each with historical production exceeding 1.5 million ounces of gold at grades of greater than 1 ounce per ton.

Property Assets and Exploration Activities

Snoball Property

A comprehensive NI 43-101 Technical Report is available for the Snoball property from the Company's website at www.evergoldcorp.ca and from its profile at www.sedar.com.

The helicopter accessible, 3,545-hectare Snoball property is located in northwestern British Columbia, approximately 140 kilometres north-northwest of the village of Stewart, 25 kilometres northwest of the Bob Quinn Lake gravel airstrip, and 12 kilometres as the crow flies from highway 37. The property is situated within the traditional territory of the Tahltan First Nation, which has demonstrated itself to be strongly supportive of mineral exploration and development, where such activities are conducted to high standards within areas specifically targeted for mineral exploration, and carried out in a manner respectful of the environment and traditional users of the affected areas. A 100% ownership interest in the property was acquired effective April 5, 2016, further to the Acquisition Agreement described above, details of which may be found in the Company's prospectus dated September 16, 2019, copies of which are available from www.sedar.com. A 0.5% NSR royalty payable to the property vendor on any future production is the sole remaining corporate obligation in relation thereto.

The Snoball prospect is a precious metals-enriched, intrusion-related system, centred on a body of diorite emplaced along the northwest-trending, faulted contact between sedimentary rocks to the west, and volcanics to the east. Known mineralization styles include 1) high-grade vein-hosted gold-silver, 2) carbonate replacement/skarn, and 3) disseminated bulk tonnage style gold-silver in hornfelsed sediments overlying the intrusion.

The property has seen several historical work programs, including gridded geochemical sampling of soils and rocks, mapping, trenching and geophysics, culminating with drilling by Noranda in 1992 (12 holes for 1,500 metres). The great bulk of this historical work, including all of the historical diamond drilling, took place at lower elevations on this rugged property.

Evergold's initial evaluation (2016) of historical sampling results suggested the actual source of a strong multi-element soil and rock anomaly developed by Noranda was up-slope to the north, at higher elevations well above the areas historically drilled. The Company's own soil and rock sampling (2016, 2017, 2018) of

areas up-slope strongly reinforced this hypothesis, and pointed to the principal source of the multi-element anomaly as lying along and below Snoball Ridge and Pyramid Peak, neither of which had ever been drilled.

The tenor of the gold geochemical anomaly identified by the Company in talus fines overlying Pyramid Peak and Snoball Ridge was unusually strong (for example, 39 talus fines samples averaging 0.718 g/t Au in sampling on Pyramid Peak directly, excluding a single high value of 25.1 g/t Au, with a median value of 0.484 g/t Au), and supported by widespread, strong, pathfinder element anomalies (e.g. As, Ag, Cu, Pb, Zn). Coupled with the highly weathered and altered nature of the bedrock, which made examination and interpretation of surface geology difficult, and the very steep terrain, which hindered the application of geophysics, the recommendation was made to proceed directly to drilling. It was largely to fund this drilling, and a drill program of similar scale for to its second flagship property, Golden Lion, for which the Company pursued and completed, October 4, 2019, its \$3.45 million IPO.

Exploration Activities on the Snoball Property in 2020

The Company faced challenges in its first season of drilling at the Snoball prospect – bad weather, broken ground that reduced drill productivity, and long delays at assay laboratories. Nonetheless these challenges were overcome, and the Company approaches the 2021 field season at Snoball in a strong position, given the practical operating experience and geological knowledge gained, and a strong financial position following the Company's \$8 million bought deal private placement financing closed early in the new year, the largest in its history, and a major vote of confidence by investors in Evergold's prospects.

Evergold geological crew mobilized to the Snoball prospect late in June 2020, and a Phase 1 drill program commenced from the Apex drill pad, located at the 2,000 metre elevation on Pyramid Peak, on June 30. The Apex pad, located advantageously at the Peak's highest point, allowed for the drilling of holes to all azimuths, an important consideration given the lack of alternate drill sites and the then-unknown location and orientation of the bedrock structures believed to be responsible for the geochemical anomalies in the overlying soils and talus fines.

Drilling continued throughout July and wrapped up on August 13 for a total of 2,799 metres in 13 holes, all from the Apex pad. On August 18, the Company announced the discovery of a new high-grade gold-silver vein system in drilling on Pyramid Peak, including intercepts such as 20.8 g/t Au & 54.54 g/t Ag over 0.70 metres in hole SB20-006, 12.90 g/t Au and 54.24 g/t Ag over 1.44 metres in hole SB20-005.

On March 8, 2021, the Company announced that widespread strong and locally very high-grade gold and silver values had been returned from rock and talus fines sampling of Pyramid Peak following wrap-up of the 2020 Phase 1 drill program, in what is now designated the "C Zone". Significant C Zone rock sampling results included:

- 23.00 g/t Au and 309.00 g/t Ag (sample #SBRX-03)
- 25.60 g/t Au and 750.00 g/t Ag (sample #SBRX-04)
- 48.30 g/t Au and 141.00 g/t Ag (sample #SB20DBR05)
- 14.40 g/t Au and 43.75 g/t Ag (sample #SB20TPR18)
- 14.70 g/t Au and 48.47 g/t Ag (sample #SB20TPR027)
- 2.08 g/t Au and 63.79 g/t Ag (sample #SBRX-07)
- 3.18 g/t Au and 81.58 g/t Ag (sample #SB20DBR11)
- 9.70 g/t Au and 40.73 g/t Ag (sample #SB20TPR26)
- *22.70 g/t Au and 1,080.00 g/t Ag (sample #CGSN016R)

Significant new C Zone talus fines sampling results included: *(Talus fines samples may not be representative of overall C Zone mineralization due to enrichment by weathering, etc. The average value (uncut) of the talus fines samples collected within the C Zone is 3.3 g/t Au. The median value is 0.80 g/t Au).*

- 32.30 g/t Au and 53.83 g/t Ag (sample #SB20MGB14)
- 25.90 g/t Au and 77.20 g/t Ag (sample #SB20MGB15)
- 2.83 g/t Au and 125.00 g/t Ag (sample #SB20MGD17)
- 6.40 g/t Au and 70.57 g/t Ag (sample #SB20MGD19)
- 7.75 g/t Au and 17.55 g/t Ag (sample #SB20MGD02)

The Company also announced March 8 the long-delayed assays for the final hole of the 2020 Snoball drill campaign, SB20-013, which returned a high-grade gold intercept, 18.40 g/t Au and 5.63 g/t Ag over 1.60 metres, reinforcing the pattern of high-grade, if narrow, gold-silver intercepts established by early drill results delivered in 2020.

Updated modeling of the latest mapping, rock sampling, talus fines and drill results, combined with previously announced results, suggests the C Zone is a broad, structurally-controlled, SW-NE trending, southwesterly-plunging epithermal-style vein system likely encompassing several variably oriented vein sets. The Apex pad was located more or less at the northeastern extremity of the C Zone, and the majority of holes in 2020 appear to have been drilled parallel or sub-parallel to, and likely beneath, the plunge of the higher-grade core, or shoot, of the zone. As such the plan for the pending 2021 drill program is to drill holes to the southwest of the Apex pad, and perpendicular to the interpreted trend and plunge of the zone, chasing the zone down-plunge to the southwest, where rock and talus fines sampling results suggest the tenor of the mineralized system may be increasing. In addition, on-the-ground follow-up is planned for the possible southwestern plunge extent of the zone evident in strongly elevated historical Au and As values downslope in that direction for a minimum of 500 metres.

Management believes the outlook for the Snoball prospect is bright, not only for the C Zone, which may represent the core of the system, but also because of the large scale of the Pyramid-Peak / Snoball Ridge prospect area, the high elevation at which the vein system discovery has been achieved, and the known presence from Noranda's work of high-grade veins more than half a kilometre to the south and a similar distance in elevation below. These factors speak to a considerable lateral and vertical extent to the system.

First Nation Relationships, Snoball Property

In 2020 the Company signed both a *Communications and Engagement Agreement* and an *Opportunity Sharing Agreement* with the Tahltan Central Government ("TCG"). These agreements will be renewed for calendar 2021. Under the former the Company agrees to keep the Tahltan Nation well informed of ongoing and/or potential economic activities occurring within the Tahltan traditional territory, and to support the activities of the TCG. Under the latter, the Company has agreed to make best efforts to employ Tahltan Nation members and engage Tahltan businesses to carry out or supply goods and services to its exploration activities within the Tahltan traditional territory. At the time of writing these positive, relationship-building initiatives have borne considerable fruit, with Tahltan members and Tahltan-owned or affiliated businesses accounting for approximately 25-35% of the workforce and/or contractors engaged in the Company's Snoball and Golden Lion exploration programs.

Golden Lion Property

A comprehensive NI 43-101 Technical Report is available for the Golden Lion property from the Company's website at www.evergoldcorp.ca and from its profile at www.sedar.com.

The helicopter accessible, 5,099-hectare Golden Lion property is located in the Toadoggone region of northcentral British Columbia, approximately 308 kilometres north of Smithers, 70 kilometres northwest of Centerra's Kemess copper-gold mine, and 24 kilometres north of Benchmark's Lawyers (former Cheni Mine) project. The property is situated within the traditional territories of the Tahltan and Kaska Dena

Nations. The Kaska Dena village of Kwadacha (Fort Ware), located over mountains some 85 kilometres to the east, is the nearest community. A 100% ownership interest in the property was acquired effective April 5, 2016, further to the Acquisition Agreement described above, details of which may be found in the Company's prospectus dated September 16, 2019, copies of which are available at www.sedar.com. A 0.5% NSR royalty payable to the property vendor on any future production is the sole remaining corporate obligation in relation thereto.

The Golden Lion property exhibits high grades of gold, silver and copper in selected outcrop, and high values of a spectrum of gold indicator elements in soil sampling, across three broad target areas known, respectively, as "GL1", "GL2" and "GL3". Styles of mineralization identified to date on the property include high-grade vein-hosted epithermal gold-silver, copper-gold-silver carbonate replacement/skarn, and porphyry-style copper-gold-silver.

Evergold acquired the Golden Lion property in May 2016, which at that time encompassed just 190 hectares overlying the historical Golden Lion showing area, now constituting the core of the GL1 target area and designated "GL1 Main". The Golden Lion showing (GL1 Main) was the focus of considerable work by Newmont in the period from 1982 to 1984, including sampling, mapping, trenching, and geophysics, and culminating in the drilling of 22 holes for 2,475 metres in 1984. Evergold added another 1,337 hectares of claims in May 2017, following which it carried out its first exploration program that summer, concentrating on the GL1 target area. A second field program was carried out in 2018, focused on the newly-acquired claims to the east and northeast underlying what are now the GL2 and GL3 target areas. The results of these programs were considered highly encouraging, in consequence of which the Company again expanded the property size early in 2019 with the staking of an additional 3,572 hectares.

In preparation for the Company's IPO in October 2019, the above-mentioned NI 43-101 compliant Technical Report was prepared, which recommended that the next phase of exploration focus largely on drilling of identified targets dispersed across the GL1, GL2 and GL3 target areas, supplemented by induced polarization (IP) surveys, prospecting and geochemical soil sampling, as the logical next step for the Golden Lion prospect area. It was in part to fund this renewed cycle of exploration on the property, along with that planned for the Company's other flagship, Snoball, for which the Company pursued and completed, October 4, 2019, its \$3.45 million IPO.

Exploration Activities on the Golden Lion Property in 2020

In common with its experience at the Snoball property an hour flying time to the west, the Company faced challenges in its first season of drilling at the Golden Lion prospect. On the positive side of the ledger, the topography at Golden Lion is generally moderate, and rock competence (and therefore drilling conditions and productivity), particularly at the GL1 Main Zone, excellent. However, the Golden Lion site is remote (some 24 kms from the nearest road access), which necessitates an on-site camp and drives up helicopter costs for transport of equipment, supplies and personnel. Nonetheless the challenges experienced in 2020 were overcome and the Company approaches the 2021 field season at Golden Lion in a much stronger position. The camp built last year was left in place, ready to be reactivated and saving considerable time and expense. Practical experience of operating on the property has been gained, along with important geological knowledge derived from the 2020 work, especially the identification of potentially high-reward prospects within the wider GL1 target area, both at GL1 Main proper, and 800 metres to the north at GL1 North Ridge.

In total, 3,017 metres in 16 holes were drilled on the Golden Lion property in 2020. Evergold's geological crew mobilized to a temporary camp south of the property, near Black Lake, on June 22. Archaeological surveys of the on-site camp and principal target areas at Golden Lion, and construction of the camp itself, commenced on June 23. Camp construction wrapped up on July 6, with geophysical (IP) and geochemical crews arriving at that time. Following target refinement and prioritization, Phase 1 drilling commenced July 26. The objective of this work was to carry out first-pass reconnaissance drilling of a range of targets within the GL1, GL2 and GL3 target areas, to assess the results, then to circle back and focus on the best of them, as determined by a combination of visuals and XRF (X-Ray Fluorescence) multi-element analysis.

In all a total of 2,159 metres in 12 holes (GL20-1, 2, 3, 4, 6, 7, 8, 9, 11, 12, 13, and 16) were drilled on the broader GL1 target area (1,647 metres in 10 holes directly on the GL1 Main target), 591 metres in 3 holes on the GL2 target area, and 354 metres in a single hole on the GL3 target area.

In August and early September, an induced polarization (“IP”) geophysical survey over the GL1 Main target returned interpreted results that considerably enhance the prospectivity of the GL1 Main target area and allow for precise targeting of the 2021 drill program. This survey indicates a combined chargeability-resistivity target at GL1 Main that has strike extent, depth potential, and a clear association with drilling to date. Moreover, the best of the target – i.e. the strongest chargeability and resistivity values – appears to lie below the historical Newmont drilling and Evergold’s 2020 work. Unfortunately, the Company was unable to drill this attractive target in 2020, as the meterage target for the Phase 1 drill program had already been met, and a proposed Phase 2 drill program not yet financed. This leaves potentially the most exciting part of the program to the approaching 2021 field season.

Following lengthy laboratory delays, the Company announced, November 30, 2020, multiple broad assay intercepts of gold and silver-bearing epithermal-style mineralization with local higher-grade intervals at the GL1 Main Zone, suggestive of the upper part of the system and comparable to historical (1984) Newmont drill results. These results were followed, late in January, 2021 by positive results from additional holes targeting the zone. Significant results from both the November and January releases are tabulated below. All holes targeting the GL1 Main Zone collared in mineralization, all holes never fully exited the zone at depth, and all holes returned consistent results hole-to-hole. True widths for individual holes are not presently known as the GL1 Main zone dip has not been determined. However, true widths for the GL1 Main Zone as measured perpendicular to apparent strike are believed from modelling to exceed 150 metres.

- 53.21 metres at 0.75 g/t Au from 7.52 to 60.73 metres in hole **GL-20-002**
 - Including 19.00 metres of 1.61 g/t Au from 35.10 to 54.10 metres
- 73.82 metres of 0.50 g/t Au from 5.38 to 79.20 metres in hole **GL-20-003**
 - Including 7.60 metres of 2.78 g/t Au from 55.40 to 63.00 metres
- 61.70 metres of 0.76 g/t Au from 6.80 to 68.50 metres in hole **GL-20-006**
 - Including 17.50 metres of 1.51 g/t Au from 42.50 to 60.00 metres
- 73.12 metres of 0.69 g/t Au from 4.88 to 78.00 metres in hole **GL-20-008**
 - Including 8.39 metres of 1.72 g/t Au from 27.70 to 36.09 metres
- 88.62 metres at 0.71 g/t Au from 4.88 to 93.50 metres in hole **GL-20-009**
 - Including 16.50 metres of 1.59 g/t Au from 45.00 to 61.50 metres
 - Including 10.50 metres of 2.07 g/t Au from 48.00 to 58.50 metres
- 73.5 metres of 0.44 g/t Au from 29.51 to 103.01 metres in hole **GL-20-011**

These results are significant as they demonstrate the presence of a large mineralized system. Noteworthy is the fact that, inclusive of historical drilling by Newmont, the drill-demonstrated extent of the GL1 Main Zone now exceeds 800 metres in strike length. The grades achieved in drilling to date, coupled with the near-surface position of the mineralization and moderate topography of the site, provide early indications of this zone being a potential bulk tonnage candidate, possibly including a high-grade component. Moreover, the strengthening character of the combined chargeability and resistivity response with depth, along with hints from trace element geochemistry, suggest drilling to date has tested only the upper levels of the system, holding promise for better grades below. Testing this hypothesis will be a key objective of the forthcoming 2021 field season, and management looks forward to doing so.

At the time of writing results for a single hole – GL20-004 targeting GL1 North Ridge, located approximately 800 metres north of the GL1 Main Zone - remain outstanding. Sequential soil sampling of the ridge line in 2018, which is grass-covered and has “true” soils, rather than talus fines, returned strong values of gold, including highs to 14.95 g/t Au. Average values (uncut) of the six sequential samples that appeared at the time to define the core of the anomaly were 3,328 ppb Au, with a median value of 694 ppb Au. It was to

test for the source or sources of these high values that hole GL20-004 was drilled. Additional sampling carried out in mid September of soils and rocks on the north and south slopes of the ridge following drill program wrap-up expanded the size of the anomalous area and reinforced its high tenor. It may be the case that the GL1 North Ridge anomaly reflects a new, previously unknown high-grade structure possibly following a NW-SE trend, parallel or sub-parallel to that postulated to be present at the GL1 Main Zone 800 metres to the south. In any event it represents an important target, and management looks forward to both the results of hole GL20-004, and further evaluation of the prospect.

First Nation Relationships, Golden Lion Property

The Golden Lion property falls within the traditional territories of two aboriginal groups: the Tahltan and Kaska Dena, and to the north of that of a third, the Sekani. The closest First Nation is the Kaska Dena community of Kwadacha (Fort Ware), located some 85 kms over the mountains to the east, and to its south, the Sekani community of Tsay Keh Dene.

In 2020 the Company signed both a *Communications and Engagement Agreement* and an *Opportunity Sharing Agreement* with the Tahltan Central Government ("TCG"). These agreements will be renewed for calendar 2021. Under the former the Company agrees to keep the Tahltan Nation well informed of ongoing and/or potential economic activities occurring within the Tahltan traditional territory, and to support the activities of the TCG. Under the latter, the Company has agreed to make best efforts to employ Tahltan Nation members and engage Tahltan businesses to carry out or supply goods and services to its exploration activities within the Tahltan traditional territory. At the time of writing these positive, relationship-building initiatives have borne considerable fruit, with Tahltan members and Tahltan-owned or affiliated businesses accounting for approximately 25-35% of the workforce and/or contractors engaged in the Company's Snoball and Golden Lion exploration programs.

During the year Company management also engaged in a meaningful way with both the Tsay Keh Dene and Kwadacha First Nations. With financial support from a consortium of industry participants including the Company and the B.C. Government, contractors and personnel from Tsay Keh Dene and Kwadacha were engaged to complete crucial maintenance work on the Omineca Resource Road and its bridges, leading toward site. This work wrapped up successfully in late April. Subsequently, personnel from Kwadacha were employed at the Golden Lion exploration site in a variety of roles.

Rockland Property

As previously noted, on December 31, 2020 the Company signed a Letter Agreement and, on February 11, 2021 a Definitive Agreement, for an option to purchase 100% of the Rockland gold-silver property, including the past-producing Rockland mine and adjacent exploration claims, located in the Walker Lane geological belt of western Nevada, USA. The option payments required to acquire the Rockland property are as follows:

On signing (paid)	\$US5,000
On TSX approval of transaction (paid)	\$US35,000 and 40,000 shares
January 1, 2022	\$US40,000 and 40,000 shares
January 1, 2023	\$US50,000 and 45,000 shares
January 1, 2024	\$US75,000 and 100,000 shares
January 1, 2025	\$US100,000 and 275,000 shares
January 1, 2026	\$US500,000*
Total	\$US805,000 and 500,000 shares of Evergold

* The final \$US500,000 payment may be made in cash, shares of Evergold or any combination thereof, at the discretion of Evergold, based on a price per share equal to the greater of \$0.30 or the twenty-day volume weighted average price of the shares on the TSX Venture Exchange.

The Rockland property option agreement has been supported by the incorporation, on January 14, 2021, of a wholly-owned U.S. subsidiary "Evergold (U.S.) Corp.", with registered offices in Reno, Nevada.

The Rockland property was acquired for its potential to host a large, robust, epithermal gold-silver vein system akin to the neighbouring high-grade **Aurora** (Hecla Mining) and **Bodie** vein districts, each with +1.5 million ounces (Moz) of gold production at grades of +1 ounces per ton (opt) gold. It is located approximately 25 miles south of the town of Yerington in western Nevada, along the northern portion of the Walker Lane structural trend, and consists of 71 unpatented claims encompassing 594 hectares.

The property hosts two key target areas: the historic Rockland Mine and Rockland East. Five companies - BHP, Hecla, Inmet, Romarco and B2Gold - explored the property between 1987 and 2019, drilling 78 holes totaling 50,385 feet. Many of the holes bottomed in mineralization.

Rockland Mine Target Area

The historic Rockland Mine is located within the western portion of the property. Production between 1870 and the late 1930's was largely undocumented but is estimated by the Geological Society of Nevada to have approximated 50,000 ounces of gold and silver, with grades as high as 2.8 opt gold equivalent (96 g/t AuEq). The Rockland Mine area has yielded surface values up to 50.9 g/t Au and 1,758 g/t Ag, and underground values up to 91 g/t Au. Stopes along the Rockland Mine adit level are reported to be several feet wide and semi-continuous for nearly 1,000 ft. along strike, and up to 1,400 feet down dip.

In the vicinity of the Rockland Mine, drilling by BHP in the late 1980s returned relatively shallow, broad intercepts of low-grade mineralization encompassing intervals of higher grade (true widths unknown), including:

- 39.6 metres of 1.16 g/t Au including 3.1 metres of 8.56 g/t Au in BHP hole RK-17;
- 59.4 metres of 1.03 g/t Au including 6.1 metres of 4.80 g/t Au in BHP hole RK-11; and
- 67.1 metres of 0.34 g/t Au in BHP hole RK-8

Much of the approximately 1 kilometre strike length of the Rockland Mine en echelon vein system remains untested for high-grade mineralization, particularly below the Rockland Mine adit level. In 2018 B2Gold intersected a vein with 5.08 g/t Au and 354 g/t Ag over 1.5 metres in hole RK18-27, which is interpreted as the down-dip extension of the main vein historically mined.

Rockland East Target Area

Limited historical drilling indicates a large low-grade gold zone at depth at Rockland East, with broad lower-grade intercepts commonly encompassing narrower intervals of higher grade. The geometry of this zone is still poorly understood. Map relations coupled with abundant associated pathfinder elements (particularly As and Sb) characteristic of the upper levels of low sulphidation systems found at Nevada mines such as Sleeper, Hollister and Midas, and El Penon in Chile (all +1.5 Moz deposits), indicate that the Rockland East target area is down-dropped relative to the Rockland Mine area western block, and that the entire epithermal system in this area may be largely preserved.

Significant Rockland East historical intercepts include (true widths unknown):

- 30.5 metres of 1.29 g/t Au including 3.1 metres of 6.13 g/t Au in Inmet hole PG-13;
- 16.8 metres of 1.05 g/t Au and 9.1 metres of 2.82 g/t Au including 1.5 metres of 9.20 g/t Au in Inmet hole PG-15;
- 109.7 metres of 0.96 g/t Au including 12.2 metres of 1.88 g/t Au in Romarco hole PG-32;
- 182.9 metres of 0.40 g/t Au in Romarco hole PG-33; and
- 59.4 metres of 1.09 g/t Au including 3.1 metres of 19.80 g/t Au in Romarco hole PG-36C

As at the Rockland Mine area, many of the Rockland East holes bottomed in gold mineralization.

Other target areas with anomalous surface geochemistry occur on the property and have had little or no drilling, including an area with high grade vein boulders containing up to 30 g/t Au and 140 g/t Ag.

Evergold Exploration Approach

Few of the companies that previously carried out work on the Rockland property executed systematic exploration programs, with most drilling limited to one or two phases and occurring two or more decades ago. Evergold believes that its exploration team, advancing a program of methodical exploration, can potentially expand known zones of mineralization and generate new discoveries, possibly leading to the definition of significant gold-silver resources. Work, now underway, has commenced with digital compilation and modeling of previous results (most of the historical data is available). This will be followed by mapping, geophysics (airborne magnetics and induced polarization), soil geochemistry and hyperspectral imaging. Work on the property will be possible year-round.

Holy Cross Property

The road accessible, 1,872-hectare Holy Cross property is located in central British Columbia, Canada, approximately 30 kilometres south of the community of Fraser Lake, and north of the Blackwater gold deposit. A 100% ownership interest in the property was acquired effective April 5, 2016, further to the Acquisition Agreement described above, details of which may be found in the Company's prospectus dated September 16, 2019, copies of which are available at www.sedar.com. A 0.5% NSR royalty payable to the property vendor on any future production is the sole remaining corporate obligation in relation thereto.

The primary target type on the Holy Cross property is high-grade and/or bulk-tonnage intrusion-related gold+/-silver+/-copper. The property is predominantly underlain by volcanic rocks of the Middle Jurassic to Eocene age Ootsa Group, which have been intruded by a large Jurassic age quartz monzonite stock on the northern portion of the tenures.

Historically mapped, trenched, sampled and surveyed by Noranda (1987-89) with encouraging results (e.g. 1 gram of gold per tonne (g/t Au) over 8.5 metres in chips, and 24.02 g/t Au and 20.8 g/t Ag from grabs), but never drilled, Holy Cross hosts a robust siliceous alteration system carrying locally elevated gold, copper and silver values over a large area, with attractive coincident geochemical-geophysical anomalies. Part of the property's allure is the heavy glacial drift coverage, which has camouflaged the underlying bedrock.

Recent Exploration Activities on the Holy Cross Property

Limited review of exploration results to date and permitting and forward planning for potential additional work, including geophysics (IP) and drilling, took place in 2020. It is anticipated that the IP program will be carried out in the approaching 2021 field season.

Spanish Lake Property

The road accessible, 1,573-hectare Spanish Lake property is located in the Cariboo Mining District of central British Columbia, Canada, some 80 kilometres east-northeast of Williams Lake and approximately 8 kilometres southeast along strike from the >5 million ounce Spanish Mountain gold deposit. A 100% ownership interest in the property was acquired effective April 5, 2016, further to the Acquisition Agreement described above, details of which may be found in the Company's prospectus dated September 16, 2019, copies of which are available at www.sedar.com. A 0.5% NSR royalty payable to the property vendor on any future production is the sole remaining corporate obligation in relation thereto.

The Spanish Lake property has excellent potential for a sediment-hosted vein gold system akin to that at the nearby Spanish Mountain deposit. Drilling by previous operator Dajin Resources in 2011 (12 NQ2 diameter core holes for 2,484 metres) intercepted long intervals of low-grade Spanish Mountain-style gold-bearing alteration (i.e. sediment-hosted, with abundant microstructures and veining). Best results were achieved from the most southerly group of holes, with AD1-2011-7, 8, 11 and 12 each ending in mineralization, and the two southwestern-most holes AD1-2011-11 and 12 returning long intervals (92 and 85.2 metres respectively) of very low-grade gold mineralization. True thicknesses are not known. The results suggest that only the fringes of a newly discovered zone may have been tested.

Facing a major industry downturn, Dajin Resources walked away from the property without filing an assessment report. In 2016 Evergold acquired the property, expanded its size and, in 2017, completed a report on the 2011 work. As grade and intersection lengths increase to the south and west in the southern 2011 drill pattern, a future program of IP and auger soil geochemical sampling has been proposed to target this under-explored, till-covered area. If results of this work were found to be encouraging, drilling would follow.

Recent Exploration Activities on the Spanish Lake Property

Other than reporting 2019 exploration activities for assessment purposes, no new exploration activities were carried out on the Spanish Lake property during the first three quarters of 2020. Limited work, possibly comprising ground-based IP, is under consideration for the 2021 field season.

Marketing Activities

As a newly-listed company struggling for recognition, management made broadening awareness of the Company and its exploration plans a priority for fiscal 2020. This involved participation in key industry shows in Vancouver and Toronto early in the year and, with the onset of the COVID-19 pandemic early in March, on-line shows and webinars in the months thereafter. These activities were supplemented with the production of numerous investor-oriented videos and commercials, posted to social media and the web, as well as selected on-line and print advertising initiatives.

The Company also sought to build awareness in the Chinese and German language markets by developing corporate profiles in both languages, translating selected news releases, and listing its shares on several markets, including Frankfurt, in Germany.

Overall Performance and Outlook

Evergold is not a producer and will likely never have revenues, profits nor dividends. Investors should not, therefore, look to Evergold for these types of returns. Rather, our mission is to deliver discoveries with the drill bit and to provide our shareholders with the capital gains opportunities that often come with them.

In the roughly 18 months since its launch, October 4, 2019, as a publicly trading company, key accomplishments have included:

- Successfully raising market awareness of the Corporation and building a wide following in North America and Europe;
- Raising an additional \$10.5 million in three separate financings to complement the \$3.5 million raised on Evergold's initial listing;
- Providing encouragement to shareholders to exercise warrants, which has added \$754,008 to the Company's cash balance since January 1, 2020;
- Listing the Corporation's shares on several German exchanges;
- Building liquidity in the Corporation's stock in terms of both daily volumes and number of trades;
- Establishing sound working relationships with the Tahltan, Tsay Keh Dene, and Kwadacha First Nations;
- Completing two significant exploration programs in 2020 that have materially advanced the Corporation's two flagship projects including:
 - The discovery of a new high-grade gold-silver epithermal vein system at Snoball and the modelling and interpretation of combined mapping, drilling, rock and talus fines results, enabling interpretation of the C Zone as a broad, structurally-controlled, SW-NE trending, southwesterly-plunging epithermal-style vein system that can be effectively targeted with a second phase of drilling in the 2021 field season;
 - The confirmation of a broad zone of gold-silver mineralization at the Golden Lion 'Main' target associated with a geophysical response that increases at depth below existing drilling, presenting a strong target for the approaching 2021 field season;
 - Further development of the GL1 North Ridge target at Golden Lion, which may unfold to the benefit of shareholders during the 2021 field season.

These accomplishments have positioned the Corporation advantageously for 2021.

Selected Annual Financial Information

The following is a summary of exploration expenditures by property during 2020:

Expense Category	Snoball \$	Golden Lion \$	Holy Cross \$	Spanish Lake \$	Total \$
Aircraft	271,924	802,110	-	-	1,074,034
Assaying	111,665	85,497	-	-	197,162
Camp	483,542	752,740	-	-	1,236,282
Drilling	479,476	430,453	-	-	909,929
Environmental	29,135	44,625	-	-	73,760
Fuel	78,423	6,243	-	-	84,666
Geological	171,454	245,540	-	2,163	419,157
Geophysics	-	198,686	313	-	198,999
Miscellaneous	34,536	105,603	719	3,412	144,270
Surveys	3,700	65,685	-	-	69,385
Total	1,663,855	2,737,182	1,032	5,575	4,407,644

The following is a summary of exploration expenditures by property during 2019:

Expense Category	Snoball \$	Golden Lion \$	Holy Cross \$	Spanish Lake \$	Total \$
Aircraft	224	8,618	29,335	-	38,177
Assaying	57,584	54,220	-	-	111,804
Camp	12,376	19,594	1,684	4,126	37,780
Drilling	57,225	375	-	-	57,600
Environmental	14,774	14,990	1,841	-	31,605
Fuel	1,262	171	132	579	2,144
Geological	23,929	79,990	5,772	5,510	115,201
Geophysics	-	56,414	11,000	-	67,414
Miscellaneous	41,264	37,592	4,634	704	84,194
Surveys	317	17,153	4,480	10,876	32,826
Total	208,955	289,117	58,878	21,795	578,745

Fiscal Year	For the Year and as at December 31, 2020 \$	For the Year and as at December 31, 2019 \$
Operating expenses	5,778,915	1,203,266
Loss from operations	5,778,915	1,203,266
Tax expense	(59,420)	-
Net loss for the period	5,719,495	1,203,266
Loss per share – basic and diluted	0.18	0.08
Total assets	403,975	2,417,476
Total liabilities	189,568	87,595

	Three Months Ended December 31		Years Ended December 31	
	2020 \$	2019 \$	2020 \$	2019 \$
Operating expenses				
Exploration expenditures	19,540	75,068	4,407,644	578,745
Management and consulting fees	57,750	51,000	230,250	184,488
Share-based compensation	97,272	123,231	517,722	123,231
Professional fees	15,820	7,254	51,920	142,952
General and administrative	72,111	86,068	571,379	173,850
Loss from operations	(262,493)	(342,621)	(5,778,915)	(1,203,266)
Interest income	-	-	-	-
Income before taxes	(262,493)	(342,621)	(5,778,915)	(1,203,266)
Tax expense	(59,420)	-	(59,420)	-
Loss and comprehensive loss for the period	(203,073)	(342,621)	(5,719,495)	(1,203,266)

Results of Operations

Total operating expenses and net loss were \$5,778,915 and \$5,719,495, respectively, for the year ended December 31, 2020 compared to \$1,203,266 in the comparative period in 2019, an increase of \$4,575,649 and \$4,516,229, respectively. All categories of operating expenses saw increases resulting from implementation of the Company's scaled-up business plan, particularly exploration activities, and heightened overheads as a public company following the completion of the October 4, 2019 initial public offering.

Exploration expenses totaled \$4,407,644 for the year ended December 31, 2020, compared to \$578,745 in the prior year. Exploration expenditures on the Company's Snoball property totaled \$1,663,855 (2019 - \$208,955) in 2020 and included \$483,542 (2019 - \$12,376) spent on camp, \$479,476 (2019 - \$57,225) on drilling, \$271,924 (2019 - \$224) on aircraft, and \$171,454 (2019 - \$23,929) on geological. Expenditures on the Golden Lion property totaled \$2,737,182 during 2020 (2019 - \$289,117) and included \$752,740 (2019 - \$19,594) spent on camp, \$430,453 on drilling (2019 - \$375), \$802,110 (2019 - \$8,618) on aircraft, and \$245,540 (2019 - \$79,990) on geological. Although the Snoball and Golden Lion drill programs were similar in scale (i.e. 2,799 metres in 13 holes for the former, and 3,017 metres in 16 holes for the latter) and direct drilling costs also similar for both projects, notably higher costs for both camp and aircraft were experienced at Golden Lion versus Snoball due to the considerably more remote location of Golden Lion. However, with the camp infrastructure now in place at Golden Lion and being maintained overwinter, relative costs for camp and aircraft should be lower in the forthcoming 2021 season. Exploration outlays on the Company's Holy

Cross property were \$1,032 in 2020 (2019 - \$58,878). Spanish Lake expenditures were \$5,575 during 2020 compared to \$21,795 in the prior year, relating to reporting for assessment purposes of exploration activities carried out in 2019.

The Company's emergence as a public issuer brought with it an increase in overheads necessitated by the need to meet public company governance and reporting standards, and more significantly, a considerable increase in marketing and promoting expenses, as management sought to broaden awareness of the Company and its plans. Marginally more (\$230,250 in 2020 versus \$184,488 in 2019) was spent in 2020 on management and consulting fees (CEO and CFO combined); considerably less was spent on professional fees (\$51,920 in 2020 versus \$142,952 in 2019) (the 2019 outlays in this category were inflated by one-time IPO-related costs); and much more (\$571,379 in 2020 versus \$173,850 in 2019) was spent in the general and administrative category, primarily reflecting increased marketing and promotional expenses (\$487,542 spent in 2020 versus \$90,814 in 2019), though stock exchange fees fell (\$17,209 in 2020 versus \$48,474 in 2019) and transfer agent fees also were up slightly (\$12,450 in 2020 versus \$11,920 in 2019) (again, both the latter inflated in 2019 by one-time IPO-related costs). Operating expenses in 2020 also increased due to non-cash expenditures of \$517,722 (2019 - \$123,231) related to share-based compensation as a result of the issuance of stock options to directors, officers, and consultants.

The following table sets out selected quarterly results of the Company for the eight quarters prior to the effective date of this report. The information contained herein is drawn from the unaudited interim financial statements of the Company for interim periods before December 31, 2019, when auditing of the financial statements began.

Calendar Year	2020	2020	2020	2020
Quarter	December 31	September 30	June 30	March 31
Revenue	\$nil	\$nil	\$nil	\$nil
Working capital	157,407	214,788	2,894,150	1,940,843
Operating expenses	262,493	4,139,475	1,008,405	368,542
Net loss	203,073	4,139,475	1,008,405	368,542
Net loss per share ⁽¹⁾	0.01	0.13	0.02	0.01

Calendar Year	2019	2019	2019	2019
Quarter	December 31	September 30	June 30	March 31
Revenue	\$nil	\$nil	\$nil	\$nil
Working capital	2,272,881	(559,260)	4,484	210,697
Operating expenses	342,621	603,744	181,213	75,688
Net loss	342,621	603,744	181,213	75,688
Net loss per share ⁽¹⁾	0.01	0.06	0.02	0.01

Notes:

- (1) Net loss per share on a diluted basis is the same as basic net loss per share as all factors which were considered in the calculation are anti-dilutive.

Related Party Transactions

Evergold has entered into the following transactions with related parties:

	For the year ended		Amount payable as at	
	December 31,		December 31,	December 31,
	2020	2019	2020	2019
	\$	\$	\$	\$
Consulting fees paid or accrued to the Company's Chief Executive Officer	150,000	137,500	14,125	14,125
Exploration expenses paid or accrued to C.J. Greig & Associates Ltd., an exploration services company controlled by a former Director or spouse of a current Director ⁽¹⁾	560,103	236,378	16,310	15,227
Exploration expenses paid or accrued to Alex Walcott & Associates Ltd., and Peter E. Walcott & Associates Limited exploration services companies controlled by a Director of the Company, and/or a relative of a Director of the Company	155,750	66,485	-	-
Consulting fees paid or accrued to the Company's Chief Financial Officer	54,000	46,500	5,085	5,085
Consulting fees paid or accrued to a Company controlled by the Company's Corporate Secretary	27,386	1,695	3,987	1,695
Directors' fees paid or accrued	26,250	-	11,978	-
Totals	973,489	488,558	51,485	36,132

Amounts payable are unsecured, non-interest bearing and are due on demand.

Notes:

- (1) As described in Note 5 to the Financial Statements, the 2016 Agreement to acquire the Company's four Canadian exploration properties was entered into with C.J. Greig Holdings Ltd., a company owned and controlled by a then-director and officer of the Company, C.J. (Charlie) Greig. Mr. Greig stepped down as a director of the Company on June 25, 2019, but continues to serve as senior technical advisor to the Company, and his spouse Bernice Greig is a Company director. C.J. Greig Holdings Ltd. continues to hold four 0.5% NSRs, one for each of the Company's four mineral properties, that resulted from the Agreement. C.J. Greig & Associates Ltd. continues to provide under contract the services of multiple geologists to the Company, including the Company's Vice President, Exploration, Andrew Mitchell.

During the year ended December 31, 2020, the Company expensed \$367,261 (December 31, 2019 - \$113,915) in share-based compensation related to options granted to Officers and Directors of the Company.

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including directors (executive or non-executive) of the Company.

Liquidity, Capital Resources, and Outlook

Evergold is an exploration-stage company and does not generate revenues. As such, it finances all of its operations and the exploration of its mineral properties entirely through the issuance of share capital. Although the Company has to date been successful in its attempts to raise capital, there can be no assurance that its future efforts will likewise be successful. The mineral exploration business is high risk and the vast majority of exploration projects on which capital is spent will not result in producing mines. The success of future financings will depend on a variety of factors including geological success – i.e. obtaining superior results from exploration; a positive investment climate and strong metal prices, solid stock market conditions, and a “risk-on” appetite among investors; and the Company’s track record and its management’s ability and experience. If such financing is unavailable, Evergold may be unable to retain its mineral interests and execute its business plans.

Through the course of 2020 the Company completed financings on two occasions to supplement capital secured on its IPO in October, 2019.

On May 21, 2020, the Company completed a non-brokered private placement financing of 1,757,388 flow-through (FT) common shares and no warrants at a price of \$0.67 per FT share, for gross proceeds of \$1,177,450. In connection with the offering, the Company paid a finder’s fee of \$40,000 and issued 35,147 broker’s warrants entitling the holder to purchase one common share at a price of \$0.67 until May 21, 2022. The fair value of the 35,147 broker warrants issued, in the amount of \$12,291, was estimated using the Black-Scholes option pricing model under the following assumptions: share price of \$0.67, expected dividend yield of 0%, expected volatility of 100%, risk-free interest rate of 0.30%, at an exercise price of \$0.67 and an expected life of 2 years.

On September 22, 2020, the Company closed the sale of 2,173,600 hard dollar units for gross hard dollar proceeds of \$1,086,800, and 325,000 flow-through shares, for gross flow-through proceeds of \$195,000. Gross proceeds of hard dollars and flow-through combined, amounted to \$1,281,800. Each hard dollar unit was comprised of one common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share at a price of \$0.60 for the first 12 months and \$0.70 for the remaining 12 months. The fair value of the 1,086,800 hard dollar unit warrants issued, in the amount of \$180,038, was estimated using the Black-Scholes option pricing model under the following assumptions: share price of \$0.42, expected dividend yield of 0%, expected volatility of 100%, risk-free interest rate of 0.26%, at an exercise price of \$0.70 and an expected life of 2 years. In connection with the offering, the Company paid finder’s fees of \$46,801 and issued 89,852 broker’s warrants entitling holders to purchase one common share at a price of \$0.60 until September 22, 2021, and at a price of \$0.70 until September 22, 2022. The fair value of the 44,926 broker warrants issued, in the amount of \$4,276, was estimated using the Black-Scholes option pricing model under the following assumptions: share price of \$0.38, expected dividend yield of 0%, expected volatility of 100%, risk-free interest rate of 0.22%, at an exercise price of \$0.60 and an expected life of 1 year. The fair value of the second tranche of 44,926 broker warrants issued, in the amount of \$3,601, was estimated using the Black-Scholes option pricing model under the following assumptions: share price of \$0.38, expected dividend yield of 0%, expected volatility of 100%, risk-free interest rate of 0.26%, at an exercise price of \$0.70 and an expected life of 2 years.

On November 16, 2020, the Corporation announced that it had opted to formally close off the foregoing August 26/28 tranching private placement financing at a single tranche, pending exploration news and a subsequent financing, to be announced.

At December 31, 2020, the Company had a cash balance of \$214,285 (December 31, 2019 - \$2,247,406) to settle current liabilities of \$189,568 (December 31, 2019 - \$87,595). Working capital at December 31, 2020 stood at just \$157,407, weaker than desired and thereby posing a liquidity risk. Steps were taken to address this weakness, culminating in the closing, on February 23, 2021, of a bought deal brokered private placement financing (the “Offering”) for gross proceeds of \$8 million. Under

the Offering, a total of 17,500,000 hard dollar units ("HD Units") were sold at a price of \$0.20 per HD Unit for gross proceeds of \$3,500,000 and 20,454,546 flow-through units ("FT Units") were sold at a price of \$0.22 per FT Unit for gross proceeds of \$4,500,000. Each HD Unit consisted of one common share and one warrant. Each FT Unit comprised one common share and one-half of one common share purchase warrant. Each warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.30 for a period of 3 years from the closing date of the financing.

Both the Company's Snoball and Golden Lion exploration programs experienced significant cost overruns in 2020 stemming from a combination of unusually poor weather conditions which dramatically affected productivity particularly at Snoball, COVID-19 safety measures which required additional infrastructure and personnel and drove up costs at both projects, higher costs associated with the remote location of the Golden Lion property in particular, and lack of practical previous operating experience at Snoball and Golden Lion.

Although the Company's near and medium-term capital requirements have now been met with the proceeds of this financing, the Company will in future require additional capital to support exploration activities beyond those currently envisaged. There can be no assurance that the Company will be able to raise the required capital when it has need of it, and liquidity risks may come to the fore again.

Off-Balance Sheet Arrangements

The Company had no off-balance sheet arrangements as at December 31, 2020 or at December 31, 2019.

Critical Accounting Estimates and Policies

The Company's significant accounting policies and the adoption of new accounting policies are disclosed in Note 3 to the financial statements prepared for the year ended December 31, 2020.

Critical accounting estimates used in the preparation of the financial statements include the Company's estimate of the recoverable value of its mineral exploration properties and related deferred exploration and evaluation expenditures, as well as the value of stock-based compensation. These estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control.

The factors affecting stock-based compensation include estimates of when stock options and compensation warrants might be exercised and stock price volatility. The timing of exercise of options is out of the Company's control and will depend on a variety of factors, including the market value of the Company's shares and the financial objectives of the share-based instrument holders. The Company used historical data to determine volatility in accordance with the Black-Scholes option pricing model. However, the future volatility is uncertain and the model has its limitations.

The recoverability of the recorded value of the Company's mineral exploration properties and associated deferred exploration and evaluation expenses is based on current market conditions for metals and minerals, underlying mineral resources associated with the properties, and future costs that may be required for the ultimate realization of value through mining operations or by sale. The Company operates in an industry that is dependent upon and subject to an array of factors and risks including environmental, legal and political risks, the existence of economically recoverable reserves, and the ability of the Company to obtain necessary financing to complete exploration and development, and/or achieve profitable production, or realize value through the disposition of property assets.

Commitments and Contingencies

Environmental Contingencies

The Company's exploration activities are subject to various provincial and federal laws and regulations governing the protection of archaeological heritage and the environment. Prior to the execution of any exploration programs involving site disturbance, such as on-site camps and drilling operations, application must be made to the appropriate B.C. government ministries for an exploration permit. Permit applications must provide specific detail with regard to the Company's plans including, among other things, the nature and estimated total area of surface disturbance, impacts on wildlife, surveys for cultural artifacts, plans for waste disposal, and use of locally-sourced water, etc. Prior to the start of work, reclamation bonds must be posted with the B.C. Government to cover remediation of disturbed sites following program completion. To the date of writing the Company has posted a \$25,000 reclamation bond covering work on the Snoball property, a \$34,000 reclamation bond covering anticipated work on the Golden Lion property, and a \$5,000 reclamation bond covering anticipated work on the Holy Cross property, for a combined total of \$64,000.

Management Contract

The Company has entered into an engagement agreement with Kevin M. Keough, of indefinite term, to provide President and CEO services and to undertake the duties and exercise the powers associated with this role. The Company pays Mr. Keough \$150,000 per annum. Upon the occurrence of a change of control or termination without cause, the engagement agreement requires additional contingent payments equal to 12 months of salary. As a triggering event has not taken place, the contingent payments have not been reflected in these financial statements.

Indemnity Agreements

The Company has indemnified the directors and officers of the Company against amounts that may become due by the directors and officers in connection with their acting as directors or officers of the Company.

Flow Through Indemnity Provision

The Company indemnifies the subscribers of flow-through shares for certain tax related amounts that may become payable by the subscribers if the Company were found to have not completed expenditure requirements pursuant to the flow-through subscription agreements.

Financial Instruments & Risks

The Company's financial instruments consist of cash, other receivables, reclamation bonds, trade and other payables, accrued liabilities and amounts due to related parties.

The Company's activities expose it to a variety of financial risks: liquidity risk, market risk (including interest rate, foreign exchange rate and price risk) and credit risk.

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit Risk

The Company's credit risk is primarily attributable to cash and cash equivalents and receivables included in amounts receivable and prepaid expenses. The Company has no significant concentration of credit risk arising from operations. Financial instruments included in amounts receivable and prepaid expenses consist of goods and services tax due from the Federal Government of Canada. Accordingly, management believes that the credit risk associated with these financial instruments is low.

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient capital on hand to meet liabilities when due, and to cover at least six months – and preferably twelve months - of corporate overheads. The Company's financial liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms.

Both the Company's Snoball and Golden Lion exploration programs experienced significant cost overruns stemming from a combination of unusually poor weather conditions which dramatically affected productivity particularly at Snoball, COVID-19 safety measures which required additional infrastructure and personnel and drove up costs at both projects, higher costs associated with the remote location of the Golden Lion property in particular, and lack of practical previous operating experience at Snoball and Golden Lion.

As at December 31, 2020, the Company had a cash balance of \$214,285 (December 31, 2019 - \$2,247,406) to settle current liabilities of \$189,568 (December 31, 2019 - \$87,595). Encompassing receivables due (principally HST) plus cash on hand, working capital at December 31, 2020 stood at just \$157,407, weaker than desired and thereby posing a liquidity risk. Steps were taken to address this weakness, culminating in the closing, on February 23, 2021, of a bought deal brokered private placement financing (the "Offering") for gross proceeds of \$8 million. Under the Offering, a total of 17,500,000 hard dollar units ("HD Units") were sold at a price of \$0.20 per HD Unit for gross proceeds of \$3,500,000 and 20,454,546 flow-through units ("FT Units") were sold at a price of \$0.22 per FT Unit for gross proceeds of \$4,500,000. Each HD Unit consisted of one common share and one warrant. Each FT Unit comprised one common share and one-half of one common share purchase warrant. Each warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.30 for a period of 3 years from the closing date of the financing.

Interest Rate Risk

The Company has cash, cash equivalents and short-term investment balances subject to interest. Management does not believe the Company is exposed to significant interest rate risk.

Foreign Currency Risk

The Company's functional currency is the Canadian dollar. The Company is exposed, though not presently in a material way, to a small degree of foreign exchange risk through its operations in Nevada, USA. This exposure may increase with time to the degree exploration activities in the state of Nevada increase.

Price Risk

Though not generally impacting day-to-day operations, the Company is exposed to price risk arising from fluctuating commodity prices, with lower metal prices in particular having the potential to negatively impact the prospect for successful future financings and the viability of proposed projects. Under strong economic conditions, price inflation can also negatively impact the viability of planned exploration programs and project development plans. Accordingly, the Company monitors commodity prices, economic conditions and rates of inflation on a regular basis, to keep apprised of trends.

Capital Management

When managing capital, the Company's foremost objective is to generate optimal returns for shareholders. This requires first ensuring that Evergold continues as a going concern and, secondly, that capital resources are deployed cost-effectively into only those properties and those specific exploration targets and activities, which management believes have the greatest potential to generate positive returns for shareholders. As the Company is essentially a capital pool established to carry out high-risk / potential high reward exploration, with no short or medium-term prospect whatsoever of generating revenues or profits, management seeks instead to deliver positive returns for shareholders through the share price appreciation and capital gains opportunities that usually go hand-in-hand with significant new mineral discoveries, and the further advancement of those discoveries. Management seeks to have sufficient capital on hand to cover at least six months – and preferably twelve months - corporate overheads, achieve its near-term exploration objectives, and to advance discoveries when achieved as expeditiously as possible. In doing so, it seeks a balance between minimizing shareholder dilution and maintaining an attractive capital structure on the one hand, and the need to achieve and advance discoveries of merit on the other. Management cannot deliver sustainable shareholder returns, in the absence of discoveries of merit.

Given the nature of the business, the Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management team to generate discoveries and attendant share price appreciation. The Company considers its capital to be equity, which is comprised of capital stock, share purchase warrants, broker compensation warrants, contributed surplus and deficit.

The Company's five mineral properties are all in the exploration stage and the Company has neither revenues nor profits. As such the Company is wholly dependent upon external financing to fund its planned exploration programs and administration costs. The Company will therefore spend its existing working capital and raise additional amounts when conditions permit it to do so.

Management has chosen to mitigate the risk and uncertainty associated with raising additional capital in current economic conditions by:

- (i) ensuring cost-effective deployment of existing funds, generally through competitive bidding;
- (ii) avoiding project "overstretch" – i.e. too many properties and projects, and too many commitments;
- (iii) minimizing discretionary disbursements;
- (iv) reducing or eliminating exploration expenditures that are of limited value;
- (v) maintaining a liquidity cushion in order to address any potential disruptions or industry downturns;
and
- (vi) exploring alternative sources of liquidity.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is appropriate. The Company is not presently subject to any capital requirements imposed by a regulator or lending institution body.

Disclosure of Outstanding Share Data (as at April 21, 2020)

On October 4, 2019, the Company closed its Initial Public Offering (IPO) of 17,250,000 units at a purchase price of \$0.20 per unit for gross proceeds of \$3,450,000. Each unit consisted of one common share of the Company and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share for a period of 24 months from closing at a price of \$0.25. In connection with the offering, the Company paid the agents a commission of \$241,500 equal to 7% of the gross proceeds of the offering, and issued to the agents 1,207,500 common share purchase warrants entitling the agents to purchase one common share at a price of \$0.20 per common share until October 4, 2021.

On May 21, 2020, the Company completed a non-brokered private placement financing of 1,757,388 flow-through (FT) common shares and no warrants at a price of \$0.67 per FT share, for gross proceeds of \$1,177,450. In connection with the offering, the Company paid a finder's fee of \$40,000 and issued 35,147 finder's warrants entitling the finder to purchase one common share at a price of \$0.67 until May 21, 2022. The fair value of the 35,147 broker warrants issued, in the amount of \$12,291, was estimated using the Black-Scholes option pricing model under the following assumptions: share price of \$0.67, expected dividend yield of 0%, expected volatility of 100%, risk-free interest rate of 0.30%, at an exercise price of \$0.67 and an expected life of 2 years.

On September 22, 2020, the Company closed the sale of 2,173,600 hard dollar units for gross hard dollar proceeds of \$1,086,800, and 325,000 flow-through shares, for gross flow-through proceeds of \$195,000. Gross proceeds of hard dollars and flow-through combined, amounted to \$1,281,800. Each hard dollar unit was comprised of one common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share at a price of \$0.60 for the first 12 months and \$0.70 for the remaining 12 months. The fair value of the 1,086,800 hard dollar unit warrants issued, in the amount of \$180,038, was estimated using the Black-Scholes option pricing model under the following assumptions: share price of \$0.42, expected dividend yield of 0%, expected volatility of 100%, risk-free interest rate of 0.26%, at an exercise price of \$0.70 and an expected life of 2 years. In connection with the offering, the Company paid finder's fees of \$46,801 and issued 89,852 finder's warrants entitling finders to purchase one common share at a price of \$0.60 until September 22, 2021, and at a price of \$0.70 until September 22, 2022. The fair value of the 44,926 broker warrants issued, in the amount of \$4,276, was estimated using the Black-Scholes option pricing model under the following assumptions: share price of \$0.38, expected dividend yield of 0%, expected volatility of 100%, risk-free interest rate of 0.22%, at an exercise price of \$0.60 and an expected life of 1 year. The fair value of the second tranche of 44,926 broker warrants issued, in the amount of \$3,601, was estimated using the Black-Scholes option pricing model under the following assumptions: share price of \$0.38, expected dividend yield of 0%, expected volatility of 100%, risk-free interest rate of 0.26%, at an exercise price of \$0.70 and an expected life of 2 years.

On November 16, 2020, the Corporation announced that it had opted to formally close off the foregoing August 26/28 tranching private placement financing at a single tranche, pending exploration news and a subsequent financing, to be announced.

On February 23, 2021, the Company closed a private placement (the "Offering") for total gross proceeds of \$8 million. Under the Offering, a total of 17,500,000 units (the "HD Units") were sold at a price of \$0.20 per HD Unit for gross proceeds of \$3,500,000 and 20,454,546 flow-through units (the "FT Units") were sold at a price of \$0.22 per FT Unit for gross proceeds of \$4,500,000. Each HD Unit shall consist of one common share and one warrant. Each FT Unit is comprised of one common share and one-half of one common share purchase warrant. Each warrant will entitle the holder to purchase one common share of the Company at an exercise price of \$0.30 for a period of 3 years from the closing date of the financing.

The Company has adopted a stock option plan (the "Option Plan") for directors, officers, employees and consultants of the Company. Under the Option Plan, the Company may grant non-transferable options to purchase common shares of the Company for a period of up to ten years from the date of grant. The maximum number of common shares reserved for issuance under the Option Plan together with any

common shares reserved for issuance pursuant to any other stock options may not exceed 10% of the issued and outstanding common shares of the Company.

The exercise price of options is determined by the Board of Directors at the time of grant and cannot be less than the price permitted by any exchange on which the Company's common shares are listed or any regulatory body having jurisdiction. Currently, the TSX Venture Exchange (the "TSX-V") requires that the exercise price of the options must be equal to or greater than the Discounted Market Price (as defined in the policies of the TSX-V). The exercise price of options is solely payable in cash. The Board of Directors has the discretion to determine the term and vesting provisions of any options granted under the Option Plan at the time of grant subject to the policies of the TSX-V.

Concurrent with the closing of the Company's IPO on October 4, 2019, the Company granted a total of 2,380,000 options to directors, officers and consultants, to purchase common shares of the Company. On June 16, 2020, the Company issued a further 820,000 options to directors, officers and consultants. An additional 20,000 options were granted to Peak Investor Marketing Corp. to purchase common shares of the Company.

The following is a description of the outstanding equity securities and convertible securities issued by the Company:

Common Shares

Authorized: Unlimited number of common shares. Outstanding: 73,641,810 common shares.

Warrants

A summary of the Company's warrants outstanding and exercisable at April 21, 2021 is presented below:

Exercise price	Warrants outstanding	Number of warrants remaining to be exercised at each exercise price	Expiry date
\$0.12	1,543,325	1,543,325	May 1, 2022
\$0.18	924,500	924,500	July 12, 2021
\$0.20	700,774	700,774	October 4, 2021
\$0.22	2,203,353	2,203,353	February 23, 2023
\$0.25	6,319,000	6,319,000	October 4, 2021
\$0.30	27,727,273	27,727,273	February 23, 2024
\$0.67	35,147	35,147	May 21, 2022
\$0.70	1,176,652	1,176,652	September 22, 2022
Total	40,630,024	40,630,024	

Since January 1, 2020, the exercise of warrants has added \$769,633 to the Company's cash balance.

Stock Options

A summary of the Company's stock options outstanding and exercisable at April 21, 2021 is presented below:

Exercise price	Options outstanding	Options exercisable	Expiry date
\$0.20	541,664	541,664	October 4, 2024
\$0.25	760,000	760,000	October 4, 2025
\$0.26	4,010,000	2,005,000	March 26, 2026
\$0.30	760,003	-	October 4, 2026
\$0.66	840,000	835,000	June 16, 2025
Total	6,911,667	4,141,664	

Risks and Uncertainties

The Company's securities should be considered high risk and highly speculative due to the nature of its business.

Capitalization and Commercial Viability Risks

The Company will require additional funds to further explore and, conditional upon exploration success, potentially develop and mine its properties. The Company has limited financial resources, and there is no assurance that additional funding will be available to it to carry out the completion of all proposed activities, for additional exploration, or for financing the high-cost development typically required to place a property into commercial production. Although the Company has in the past been successful in obtaining financing through the sale of equity securities, there can be no assurance that it will in the future be able to obtain adequate financing on acceptable terms. Failure to obtain additional financing could result in the delay or indefinite postponement of further exploration and development of its properties, and the loss of part or all of its ownership position in its properties.

Global Financial Condition Risks

Global financial conditions continue to be subject to instability and volatility. Access to public capital markets for junior exploration companies has at times been restricted and/or nearly non-existent. These factors and circumstances could negatively impact the ability of the Company to in future obtain equity or debt financing on terms favourable to the Company, if at all.

Exploration and Development Risks

Mineral exploration and development entails a very high degree of risk. Very few properties which are explored, ultimately develop into producing mines.

The Company's properties do not presently contain mineral "resources" or "reserves", as those terms are defined in National Instrument 43-101, nor is there any guarantee that they ever shall. The process of confirming, or alternatively disproving, the presence of resources or reserves on the Company's properties will require following an exploration and development pathway comprised of sequential steps, the execution of each of which is fraught with risk and predicated on successful results from the step immediately prior to it. Failure at any step generally, though not always, puts an end to exploration or development activities. As the exploration and development pathway is followed, the metal or mineral content of the area under exploration is quantified and assessed to an increasing degree of certainty, generally by increasing the density of drilling and the amount of sampling and assaying, coupled with volume and grade modelling.

With increasing certainty comes, initially, "Inferred" level resources, followed by resources in the "Indicated" and "Measured" categories, none of which have demonstrated economic viability. Only through the later application of technical (metallurgical, mining, processing, environmental etc.) and economic parameters appropriate to the resources under study, and the completion of pre-feasibility and ultimately, feasibility studies by qualified geologists, engineers and geoscientists, can resources potentially be converted to "reserves" ("ore"), which by definition would be potentially economic to mine and process, under the technical and economic criteria utilized in the feasibility study or studies applied to them. These steps and activities are costly.

Should ore reserves ultimately be demonstrated to exist on the Company's properties, a positive decision to take the ore reserves thus demonstrated to commercial production would not be a given. In addition to the steps and studies detailed above, a positive production decision would require environmental approvals, the securing of various permits, and consideration and evaluation of additional factors including, but not limited to: (1) the cost of construction of production facilities; (2) the availability and cost of financing; (3) anticipated ongoing costs of production; (4) market prices for the minerals to be produced; (5) environmental compliance regulations and restraints (including potential environmental liabilities associated with historical exploration activities); and (6) the political climate and/or governmental regulation and control.

The ability of the Company to profit from the sale of any eventual production from any of the Company's properties, or the sale of the Company at any stage preceding production, will be subject to the prevailing conditions in the marketplace at the time of sale. Many of these factors are beyond the control of the Company and therefore represent a market risk which could impact the long-term viability of the Company and its operations.

Title Risks

While the Company has performed its own due diligence with respect to legal title to its five properties, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements, and title may be affected by undetected defects. Until any such competing interests have been determined, there can be no assurance as to the validity of title of the properties.

First Nation Risks

The nature and extent of First Nation rights and title remains the subject of active debate, claims, litigation and uncertainty in Canada including with respect to relations between First Nation authorities and federal, provincial and territorial authorities. There can be no guarantee that such claims and uncertainties will not cause permitting delays, unexpected interruptions or additional costs for the Company's projects.

Infrastructure Risks

Exploration, development, mining and processing activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supplies are important determinants which affect access to properties; the efficiency, timeliness and type of exploration activities carried out; the ability to develop prospects and associated development capital costs; and ongoing operating expenses. The Company's properties lie in remote areas with limited infrastructure. In addition, weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results.

Competition Risks

The exploration and mining industry is highly competitive, both for mineral properties and key personnel. Many of the Company's competitors for the acquisition, exploration and development of mineral properties, and for capital to finance such activities, will have greater financial and personnel resources available to them than the Company.

Environmental Risks

All phases of the exploration and mining business present environmental risks and hazards and are subject to environmental regulation pursuant to provincial, federal and, on occasion, municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with exploration and mining operations. The legislation also requires that exploration and mine sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner resulting in stricter standards and enforcement, larger fines and liability, and increased capital expenditures and operating costs. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, 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. Parties engaged in exploration and mining operations may be required to compensate those suffering loss or damage by reason of the exploration and mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of mineral resource companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at any future producing properties or require abandonment or delays in the development of new mining properties.

Reliance on Key Employee Risks

The success of the Company will be largely dependent upon the performance of its management and key employees. Potential investors should realize that they are relying upon the continued good health, experience, judgment, discretion, integrity and good faith of the management of the Company. The Company has no backup for any of its key people, the loss of any one of whom, whether due to poor health or loss to competitors, could adversely affect the Company's ability to execute its business plans. The Company does not maintain life insurance policies in respect of its key personnel.

Permitting and Licensing Risks

The exploration operations of the Company require licenses and permits from government authorities which are granted subject to various conditions and must be renewed from time to time. There can be no assurance that the Company will be able to obtain, or once obtained renew, the licenses and permits required to carry out exploration, development and mining operations at its projects.

No History of Earnings Risks

The Company has no history of earnings, and there is no assurance that any of its mineral properties will generate earnings or provide a return on investment in the future. The Company expects to incur losses and negative operating cash flow for the foreseeable future as it conducts its exploration activities on its properties. The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future.

Negative Operating Cash Flow Risks

Since inception, the Company has had negative operating cash flow and incurred losses. The negative operating cash flow and losses are expected to continue for the foreseeable future. The Company may never achieve positive operating cash flow.

Uninsurable Risks

In the course of exploration and development of mineral properties, several risks and, in particular, unexpected or unusual geological or operating conditions, may occur. It is often not possible to insure against such risks and, even where coverage for particular risks is available, the Company may decide not to take out insurance against such risks because of high premiums or for other reasons. Evergold's camp contractor, for example, does not currently carry insurance on its camp structures and equipment. In the unlikely event that such structures or equipment become damaged, Evergold may become liable for repairs and/or replacements, in order to continue its exploration activity. Should liabilities arise in consequence of such uninsured risks, they could potentially reduce or eliminate planned exploration operations and/or result in an increase in costs, in consequence of which the value of the Company's securities may decline.

The Company is not insured against most environmental risks. Insurance against environmental risks (including potential liability for pollution or other hazards resulting from exploration and production) has not been generally available to companies within the industry. Should the Company become subject to environmental liabilities, the payment of such liabilities could reduce or eliminate its available funds or result in bankruptcy.

Litigation Risks

Litigation risks to the Company may include, but are not limited to, contesting exploration, development or regulatory approvals, traditional title claims by First Nations, land tenure disputes, environmental claims, and occupational health and safety claims.

Contractual Risks

The Company will become a party to various contracts and it is always possible that contracts to which it is a party will not be adequately or fully performed by other contracting parties.

Novel Coronavirus (COVID-19) Risks

At the time of writing the Company's plans and operations have been somewhat affected by various governments' reactions to the COVID-19 virus pandemic, principally through cost increases associated with mandated safety measures. Mineral exploration and development is designated an "essential service" under British Columbia's COVID-19 State of Emergency orders, the jurisdiction in which the Company carried out all of its exploration activities in 2020. The Company's key suppliers are all located relatively close to site in northern and central interior B.C. and, in cooperation with these suppliers, the Company has put in place virus mitigation protocols. Nonetheless, should the economic and market disruption resulting from COVID-19 continue for an extended period, or significant new outbreaks of the virus occur, the Company may find its ability to raise additional capital and/or execute its exploration programs restricted,

in part or in whole. It is also conceivable that COVID-19 may negatively impact the financial health of key vendors to the Company in ways that the Company may not be privy too, possibly causing vendor failure during execution of the Company's exploration programs.

Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

Additional Information

Additional information relating to the Company may be obtained from www.evergoldcorp.ca or the Company profile at www.sedar.com.