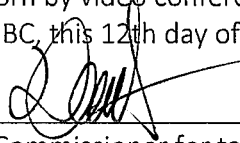


This is Exhibit "N" referred to in the Affidavit of Clyde Wesson sworn by video conference before me at Vancouver, BC, this 12th day of December, 2021.

A handwritten signature in black ink, appearing to be 'J. M.', written over a horizontal line.

A Commissioner for taking Affidavits  
for British Columbia

***DRAFT: This engagement letter is in draft form. Please note that prior to you signing up to the terms of the engagement letter we do not owe any duty of care or accept any liability to you. Should you decide to place reliance on any information we may provide to you, you do so at your own risk.***

**STRICTLY PRIVATE & CONFIDENTIAL**

Mr. Vladimir Lelekov  
 Chairman of the Board  
 Otso Gold Corporation  
 161 Bay Street  
 27th Floor  
 Toronto, Ontario, M5J 2S1  
 Canada

Our ref Project Golden Eye

Contact Dan Andersson

Phone +49 170 377 01 82

24 November 2021

Dear Mr. Lelekov

**Project Golden Eye**

This letter (the “**Engagement Letter**”) confirms and sets out the terms and conditions of the engagement between Otso Gold Corp and your subsidiaries and affiliates (collectively, the “**Company**”, the “**Client**” or “**you**”), and Alvarez & Marsal Nordic AB and its subsidiaries and affiliates (to exclude Alvarez & Marsal Capital, LLC and its subsidiaries (collectively “**A&M**” or “**we**”). It also confirms and sets out the scope of the services and the basis of compensation for those services we agree to provide.

Upon execution by each of the parties above, this Engagement Letter and the enclosed Standard Terms of Business shall together constitute the contract between you and A&M (the “**Agreement**”).

If not defined in this Engagement Letter, terms or expressions which are capitalised have the meaning set out in our Standard Terms of Business, which are attached as Appendix 3.

**1 Our Services**

Details of the Services A&M has been asked to provide are contained within Appendix 1 of this Engagement Letter (“**our Services**”). We draw the attention of the Company to the limitations on the scope of the Services set out in Appendix 1.

**2 Staffing**

Richard Fleming, a Managing Director of A&M, will be responsible for the overall engagement and Dan Andersson, a Managing Director of A&M will be responsible for day to day case management and serve as CRO / interim CEO, and Thomas Dillenseger, a Managing Director of A&M will serve as interim Group CFO. They will be assisted by other A&M personnel. The Company acknowledges that A&M personnel providing services to the Company may also work with other A&M clients in conjunction with unrelated matters. In the event a potential conflict of interest such as that described in section 6 of this letter should arise, A&M will immediately notify the Company of such a fact.

### 3 Our Charges

Details of A&M's charges in relation to the Agreement ("**our Charges**") are contained within Appendix 2 of this Engagement Letter. The Company will be responsible for payment of our Charges.

### 4 Standard Terms of Business and Limitations of Liability

We accept this engagement on the basis that the terms and conditions laid out in the enclosed Standard Terms of Business will be read in conjunction with this Engagement Letter and shall apply to our Services and govern our relationship with you. Please note that in the event that A&M is asked to perform certain other services (e.g. valuations) then different terms and conditions will apply.

We draw your attention in particular to clause 7 of the Standard Terms of Business which sets out important restrictions on our potential liability. The Company agrees that any claim arising out of or in connection with this Agreement and the Services shall be brought only against Alvarez & Marsal Nordics AB.

### 5 Timetable and Term of Agreement

The timetable for the provision of our Services is expected to commence on 26th November 2021, "**Commencement Date**" and is expected to last for approximately 24 weeks, or until completion of the Services. This Agreement will apply from the Commencement Date and any work carried out by us prior to the date of this letter, in connection with this engagement, will be regarded as forming part of the Services.

This Agreement may be terminated in accordance with clause 8.1 of our Standard Terms of Business. A&M normally does not withdraw from an engagement unless the Company misrepresents or fails to disclose material facts, fails to pay fees or expenses, or makes it unethical or unreasonably difficult for A&M to continue performance of the engagement, or other just cause exists.

Please note that, in the event that the Agreement is terminated prior to completion of the scope of the Agreement, our Charges up to the date of termination shall be calculated on the basis of A&M's standard rates by reference to the time spent on the engagement.

On termination of the Agreement, fees and expenses due to A&M shall be remitted promptly (including fees on the normal hourly rates detailed in Appendix 2 and expenses that accrued prior to but are invoiced subsequent to such termination).

The provisions of this Agreement that expressly or by implication give the parties rights or obligations beyond its termination shall survive and continue to bind the parties.

### 6 Conflicts

Alvarez & Marsal is a professional services firm that serves clients on a global basis on numerous projects, and it is possible that Alvarez & Marsal may have provided, or will provide, services to or have business associations with other entities or people which had or have or may have relationships with you.

We draw your attention to clause 11.9 of our Standard Terms of Business which states, amongst other things, that neither we nor any other Alvarez & Marsal Entity will be prevented or restricted by virtue of

our relationship with you under this Agreement from providing services to other clients, including clients who may be in competition with you or whose interests may be in conflict with your own.

We have not identified any relationship which could impair our objectivity.

#### **7 Acknowledgement and Acceptance**

Please record your agreement to the terms of this Agreement by signing the enclosed copy of this Agreement in the space provided and returning it to us.

Yours faithfully

**Dan Andersson**  
Managing Director

For and on behalf of  
Alvarez & Marsal Nordic AB

#### **Confirmation of the Agreement**

I have read the Agreement, confirm that this Agreement properly sets out the arrangements agreed for this engagement, and I accept those terms on behalf of Otso Gold Corp, and I represent that I am authorised to do so.

Signed: .....

Name: .....

Position: .....

Date: .....

## Appendix 1 - Our Services

### 1 Scope

#### Description of roles and duties

In connection with this engagement, A&M shall make available to the Company:

- (1) Dan Andersson to serve as the Chief Restructuring Officer and Interim CEO (the "CRO")

#### Duties of the CRO

The CRO Leads the Company's Leadership Team. The CRO in cooperation with the Chairman of the Board (the "COB") shall construct a restructuring plan, the ("**Restructuring Plan**") including but not limited to:

- (i) Review and improvement of workforce and contractor performance;
- (ii) Ensuring on-time and on-budget delivery of the start-up and first phase operations of the mines;
- (iii) Assessing and implementing of any cost reduction and operations improvement opportunities;
- (iv) The CRO shall advice and assist the COB in developing for the Board's independent and autonomous review of possible restructuring plans or strategic alternatives for maximizing the enterprise value of the Company's business

- (2) **Thomas Dillenseger** to serve as interim Group Chief Financial Officer (the "CFO")

#### Duties of the Group CFO

The CFO shall perform such duties and responsibilities as is customary of a chief financial officer of a company of similar size and operations, including but not limited to:

- (i) Participation in the Company's Leadership Team;
- (ii) Responsibility for the Company's finance, controlling, tax and treasury functions;
- (iii) Development of a budget in line with restructuring initiatives;
- (iv) Improvement of reporting both internal and to stakeholders;
- (v) Development of a 13 week rolling cash flow forecast and Cash and working capital management;
- (iv) Implement optimum financing structure;
- (v) Serve as the principal contact with the Company's creditors;

### 2 Reporting

Our Services will focus on the affairs of the Company and its interests in its subsidiaries, where material and / or agreed. Any Report will be prepared for the Company and, where relevant, will not address any issues from the perspective of any subsidiary unless otherwise agreed and / or stated.

The Company understands that the Services to be rendered by A&M may include the preparation of projections and other forward-looking statements, and numerous factors can affect the actual results of the Company's operations, which may materially and adversely differ from those projections.

In addition, A&M will be relying on critical information provided by the Company in the preparation of those projections and other forward-looking statements. A&M will inform the Company if it becomes aware that such information is incorrect or is misleading.

A&M makes no representation or guarantee that any proposals, recommendations or proposed next steps contained in its Report are the best course of action for the Company, or, if formulated, that any proposed restructuring plan will be accepted by the Company's creditors, shareholders and other relevant constituents. A&M assumes no responsibility for the implementation or selection of any such proposals, which it assists the Company in formulating through its Services.

In rendering its services to the Company, A&M will report directly to the Board of Directors (the "**Board**") and will make recommendations to and consult with the Board and such senior officers as the Board directs.

### **3 General Limitations on Scope**

#### ***3.1 Provision of information***

In providing the Services referred to in this Agreement, the Company will promptly provide or procure the provision to A&M of all information available to it concerning the Company's business and affairs which is relevant to A&M for the proper provision of the Services as set out in this Agreement, and all such further information as A&M may reasonably request, all of which will be to the Company's best knowledge, accurate and complete in all material respects at the time it is provided. You agree to keep us informed of any matters arising which you consider are relevant to our work. In addition, you confirm that we may liaise fully with your solicitors and other relevant professional advisors on any matters concerning the Company's financial position and available options.

In addition, the Company will promptly correct any information so provided to A&M if it subsequently appears that any such information was or has become inaccurate or misleading in any respect.

#### ***3.2 Reliance on information***

The Company understands that A&M may rely upon, and will not be responsible for independently verifying the accuracy of any information provided by the Company and A&M shall not be liable for any inaccuracies therein.

A&M will discuss any factual assumptions with Management of the Company.

#### ***3.3 Right to receive information***

The Company confirms that it has the right to supply such information to A&M and that the supply of such information by the Company and its receipt by A&M for the purposes of the Services as set out in the Agreement, will not infringe any rights held by any third party, involve the unauthorized use of confidential information belonging to a third party or result in a breach by A&M of any law, regulatory obligation, fiduciary duty owed to any third party, intellectual property rights or agreement.

#### **4 Management Roles**

A&M shall provide consulting and advisory services to support you in considering the current financial position of the Company and exploring the options available to you. Our advice will be given to your Company and we are not providing advice to its directors personally.

Notwithstanding our duties and responsibilities in relation to the Services, the Company shall retain responsibility and accountability for considering A&M's findings and making its own decisions (including any investment/divestment decisions) based on the information available. In this advisory role, we are not responsible for the management, conduct and operation of the Company's business or affairs or to what extent you use, choose to rely on or implement our advice or recommendations. We will not, under any circumstances, be required to direct the Company's affairs, the sole responsibility for which remains with its directors, proprietors and senior management.

Attendance by an A&M person at Company board meetings will not constitute a de facto or shadow directorship of that person and his or her attendance will be restricted to that part of the board meeting agenda relating to discussions of the Services.

#### **5 Completeness of Scope**

The Services may be modified as our work progresses based on your instructions as set out in clause 8.2 of our Standard Terms of Business. The scope of the Services may not be sufficient to address all the Company's concerns or issues nor may it result in the identification of all matters that may be of interest to the Company.

#### **6 Third Party Advisers**

When carrying out the Services we may require sight of specialist third party advice, and we may need to rely on that advice. The Company will choose, appoint, monitor and pay such third party advisers and we will have no responsibility in respect of those advisers or their work for the Company.

## Appendix 2 - Our Charges

### 1 Basis of our fees

A&M will receive professional fees based on the following day rates:

Chief Restructuring Officer	6.000 €
Group Chief Financial Officer	6.000 €
Restructuring Specialist	3.500 €

Upon completion of the first 3-4 weeks (Phase 1) we are willing to discuss and agree a reduction in day rate in exchange for a success fee whose merits shall be mutually agreed. Such rates shall be subject to adjustment annually at such time as A&M adjusts its rates generally.

We will keep you informed on a timely basis of the accumulation of our fees and reasonable expenses. If any additional services or procedures are requested by you, they will be carried out as part of this Agreement and subject to its terms (unless we agree otherwise with you in writing) and the related fees will, if practical, be discussed and agreed to prior to the performance of such additional services.

Our performance of the Services is dependent upon obtaining accurate and timely information and assistance that we may reasonably require from time to time. The inability to obtain the information requested in a useable form within an agreed timetable may increase fees. In the event that unforeseen complications are encountered which would significantly increase fees, we will discuss these with you.

### 2 Estimate of our fees

Due to the nature of this engagement, at this stage it is difficult to estimate our total fees. However, we will provide regular updates to you regarding the accumulation of our fees, in line with clause 1 above

### 3 Outlays

In addition, A&M will be reimbursed for its reasonable, direct out-of-pocket expenses incurred in connection with this engagement, such as travel, lodging, computer research, and messenger charges. A&M charges a flat rate of 5% of the hourly professional fees billed to cover otherwise unbilled items difficult to estimate such administrative and internal services.

### 4 Payment of our Charges

All fees and expenses will be subject to VAT where applicable. We will raise invoices to the Company on a regular basis as our work progresses to cover our fees, outlays and VAT. The Company will be responsible for payment of all our Charges. Our invoices will be due and payable by the Company on presentation.

You agree that our fees are exclusive of any withholding tax or other taxes and that, to the extent that any such taxes are applicable, you and not A&M shall be liable for payment. All payments due to A&M shall be made without withholding or deduction on account of any taxes whatsoever.

### 5 Retainer

You shall promptly remit to A&M a retainer in the amount of 75.000 €. This sum will be retained by A&M and shall be set off and credited against A&M's final invoice rendered to you for any amounts due at



the termination of this engagement with any balance returned upon the satisfaction of all obligations hereunder.

## Appendix 3 – Standard Terms of Business

These Standard Terms of Business (including any relevant supplements) form part of the Agreement which will apply to the Services we provide to you pursuant to the Engagement Letter.

### 1. Defined Terms

- 1.1.1 The "**Agreement**" means the Engagement Letter and its schedules (including these Standard Terms of Business), and any other enclosures or separate letters or agreements referred to in the Engagement Letter (including any separate fee arrangement/letter) as forming part of the Agreement ("**Additional Terms**"), in each case, as amended by us, from time to time, in accordance with the terms of the Agreement.
- 1.1.2 "**Alvarez & Marsal Entities**" means A&M and any other entity carrying on business under all or any part of the Alvarez & Marsal name, or which is otherwise within (or associated or connected with an entity within) the Alvarez & Marsal network of firms worldwide (to exclude Alvarez & Marsal Capital, LLC and subsidiaries).
- 1.2 "**A&M**" or "**we**" (or derivatives) means Alvarez & Marsal Nordics AB, a limited liability company incorporated in Sweden (number 559125-5277) and whose registered office is at Malmkillnadsgatan 36, 4th Floor, 111 57 Stockholm, Sweden.
- 1.3 "**Addressees**" or "**you**" (or derivatives) means the original addressees / parties to the Engagement Letter.
- 1.4 "**Affiliates**" means an entity controlling, controlled by or under common control with the first named entity.
- 1.5 "**Assurance**", "**Audit**", "**Compilation**", "**Examination**", "**Opinion**", "**Review**" each have the meanings given to them in the professional standards issued by the Swedish auditors association FAR or any similar body.
- 1.6 The "**Client**" means the original addressee(s) of or (if different) the party(ies) designated as the client in the Engagement Letter.
- 1.7 "**Confidential Information**" means information or documents which we receive or produce for the purposes of providing the Services and which are marked confidential or are manifestly confidential but does not include any information which:
- (a) is received from a third party who owes no obligation of confidence in respect of the information; or
  - (b) is or becomes generally available to the public other than as a result of a breach of an obligation under clause 6.1; or
  - (c) is known to A&M prior to starting to provide the Services.
- 1.8 "**Contractor**" means any third-party entity or individual engaged by A&M (or by any other Alvarez & Marsal Entity), including sub-contractors and agents, whether in respect of the Services or more generally to support the administration and management of Alvarez & Marsal Entities and/or their businesses.
- 1.9 "**Damage**" means the aggregate of all losses, costs, expenses, liabilities or damages (including interest thereon, if any) suffered or incurred, directly or indirectly, by the Addressees under this Agreement or in connection with the Services or our Report, whether as a result of breach of contract, breach of statutory duty, tort (including negligence), or other act or omission by A&M.
- 1.10 "**Data Controller**", "**Data Processor**", and "**Data Subject**" each have the same meanings in this Agreement as in the GDPR, as may be amended from time to time.
- 1.11 "**Data Protection Laws**" means the Personal Data Act (SFS 1998:204), implementing the Regulation (EU) 2016/679 of the European Parliament of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (the General Data Protection Regulation; the "**GDPR**") and such national legislation implementing the GDPR, including the Data Protection Act 2018.
- 1.12 "**Each of us**", "**Either of us**" or any similar expressions refer to A&M, the Client and any other Addressee.

- 1.13 **"Engagement Letter"** means the letter sent to you (with these Standard Terms of Business) and any Additional Terms, setting out details of the Services and the terms of the Agreement between us.
- 1.14 **"Management"** means the managers of any entity or business that supplies information to A&M in connection with the Services, as the context requires.
- 1.15 **"Personal Data"** has the meaning given to it in the GDPR, as amended from time to time.
- 1.16 **"Personnel"** means each of those individuals who is a member, partner, managing director, director or employee of any Alvarez & Marsal Entity or who is a Contractor or a member, partner, managing director, director or employee of a Contractor. This definition covers Personnel of any Alvarez & Marsal Entity whether they are employed by that Alvarez & Marsal Entity directly or through a service company or similar entity.
- 1.17 **"Report"** means any oral comments and draft or final documents (including presentations and correspondence), whether in hard copy or electronic form, provided to you in connection with the Services. "Report" includes reference to any part of any Report.
- 1.18 The **"Services"** are those services to be provided under the terms of this Agreement as described in the Engagement Letter and any Additional Terms. The Services also include any changes agreed under clause 8.2 below to the scope of our work.
- 2. The Services**
- 2.1 We will provide the Services with reasonable skill and care.
- 2.2 The Services will cover the areas agreed with you in the Engagement Letter and any Additional Terms. The Services will not include an Audit conducted in accordance with generally accepted auditing standards, an Examination of internal controls, or other Review or Assurance services.
- 2.3 In order for us to achieve the standards of service set out in the Agreement, you acknowledge we need your cooperation. You shall provide (or cause others to provide) to us promptly the information and assistance and the access to all documentation in your possession, control or under your custody and to personnel under your control that we reasonably require to perform the Services. You will use all reasonable skill, care and attention to ensure that all the information and access we require is provided on a timely basis and is accurate and complete. You also undertake to notify us immediately if you subsequently learn that the information provided to us is incorrect, inaccurate, or not capable of being relied upon. You confirm that the provision of information to us will not infringe any copyright or any other third party rights.
- 2.4 You acknowledge we may receive information from you or from other sources in the course of delivering the Services. Results of our work will largely be based upon information supplied by you or on your behalf. Except to the extent otherwise stated in our Report, our work will be carried out on the basis that any information supplied (whether or not in writing and by Management or otherwise) to A&M and on which our work is based is accurate and not misleading and we will not verify it, perform audit procedures that would enable A&M to express an audit opinion on information included in our Report or check it in any other way.
- 2.5 There is no assurance that all matters of significance to you will be disclosed by our work. It is your responsibility to determine whether the areas we are to cover and the extent of verification or other checking included in the Services are adequate for your purposes and we make no representations, warranties or other statements in this regard.
- 2.6 We are entitled to assume that any instructions, notices or requests (whether in writing or not and however communicated to us) have been properly authorised by the Client if they are given or purported to be given by an individual or person who is or purports to be and is reasonably believed by A&M to be a director or employee of your authorised agent. A&M shall be entitled to rely on all decisions and approvals of the parties.
- 2.7 Where a timetable is agreed for the provision of the Services, each of us will use reasonable efforts to carry out our respective obligations in accordance with the timetable. However, unless both of us specifically agree otherwise in writing, dates contained in the timetable are intended for planning and project management purposes only and are not contractually binding.
- 2.8.1 This clause 2.8 applies where the Services include consideration of any financial information about the future (projections).

- 2.8.2 Our work will not constitute an Examination or Compilation engagement and we will not prepare projections. Where we comment on bases and assumptions underlying the projections, our Report may include tables aggregating quantified vulnerabilities, upsides and/or sensitivities in order to illustrate effects of possible alternative assumptions. Those tables should not be regarded as a restatement of Management's projections, or preparation of revised projections; they are provided as a means of summarising our comments to assist you in considering their implications.
- 2.8.3 If projections presented to A&M for comment are of such a poor standard that suggesting adjustments in our Report would amount to preparation or re-preparation of projections, we will instead discuss with you whether revised projections will be prepared for A&M to consider.
- 2.8.4 You acknowledge that when considering information presented in our Report, including (where applicable) likely future profitability and cash flows, it is your responsibility to consider our comments and make your own decision based on the information available to you.
- 2.8.5 Since events and circumstances frequently do not occur as expected, there will usually be differences between predicted and actual results and those differences may be material. We assume no responsibility for the achievement of predicted results. Any advice, opinion, statement of expectation, forecast or recommendation supplied by us as part of the Services or the Report shall not amount to any form of guarantee that we have determined or predicted future events or circumstances. It is understood and agreed that A&M's work may include advice and recommendations, but all decisions in connection with the implementation of such advice and recommendations shall be the responsibility of, and made by, the Client. Further, A&M assumes no responsibility for the selection, approval, or implementation of any actions which it assists the Client in formulating.
- 2.9 You acknowledge that you do not require A&M to do any of the following: make investment decisions; provide investment advice; determine levels of finance; act or negotiate on your behalf, or act as management. These matters are your responsibility. We do not consider that the Services amount to regulated activities for the purposes of the Securities Market Act (SFS 2007:528).
- 2.10 Nothing in the Agreement will prevent us from complying with the law, statute or regulations of any relevant professional body to which we are associated. In the course of our work, we may perform certain services which are regulated by a regulatory authority. If the Services are or become a regulated activity, we will communicate with you further, with a view to complying with the relevant regulations. You acknowledge to A&M that it is not the responsibility of A&M to: (i) design, establish and maintain a system of internal accounting controls in compliance with the U.S. Securities Exchange Act of 1934 and applicable Securities and Exchange Commission regulations (collectively, the "SEC Rules"), including "disclosure controls and procedures" and "internal controls and procedures for financial report", as each such term is used and defined under the Sarbanes-Oxley Act of 2002 and the interpretive guidance and regulations relating to such Act, and (ii) make such disclosures with respect to this engagement that are required by applicable SEC Rules.
- 3. Costs and Fees**
- 3.1 You agree to pay for the Services and for any reasonable out-of-pocket expenses. Any applicable VAT will be charged on fees and expenses. Details of our fees for the Services agreed with the Client will be set out in writing in the Engagement Letter or Additional Terms and will form part of this Agreement. Our invoices are payable on receipt.
- 3.2 Any fee estimates we give are not contractually binding and will be subject to any stated caveats and assumptions and to any factors outside our control.
- 3.3 Our fees will reflect such factors as complexity, specialist input (including the use of techniques, expertise, and know-how developed within any Alvarez & Marsal Entity) and time spent, and will take into account urgency and inherent risks.
- 3.4 We reserve the right to defer or postpone providing additional services or to cease work on any matter for which we have not received any requested payment within the agreed payment terms. We reserve the right to charge interest at the rate in accordance with the Interest Act (SFS 1975:635) per annum on a daily basis on all sums not paid within 30 days of presentation of our invoice, and you agree to pay such interest if applicable. You agree that our fees are exclusive of any withholding tax or other taxes and that, to the extent that any such taxes are applicable, you and not A&M shall be liable for payment. All payments due to A&M shall be made without withholding or deduction on account of any taxes whatsoever.
- 3.5 Where there is more than one addressee of the Engagement Letter, unless provision is made in the Engagement Letter for payment of our charges by you or a third party, all of you shall be fully liable separately to pay our charges

as well as being liable together as a group and we shall be entitled to call upon any one of you and all of you for payment in full.

#### **4. Our Report**

- 4.1 You agree not to use our Report for any purpose other than for the purposes intended under this Agreement.
- 4.2 In providing the Services to you we may provide oral comments, drafts of the written Report, presentations, letters, schedules or hard or soft copies of computer models. As these represent work in progress and/or are not our final findings, we do not assume any duty of care or responsibilities, whether in contract, tort, statute or otherwise to you or anyone else in respect of any of them and they cannot be relied upon as such. The final results of our work will be contained in our final Report. There may be events, developments or changes in circumstances subsequent to the date of our Report which may affect the continuing validity of the Report, and you agree that we have no obligation to update the Report or to notify you of any such matter of which we or any Alvarez & Marsal Entities have become or may become aware.
- 4.3 You agree that, save as provided in clause 4.5 or otherwise in this Agreement, you will not pass our Report or any other deliverables of the Services to any third party by any means without our prior written consent. We may, at our discretion, withhold consent or give our consent subject to certain conditions, for example receiving a letter in a form acceptable to A&M signed by the proposed recipient third party seeking access.
- 4.4 Under no circumstance will we accept liability or responsibility to any third party who, with or without our consent, gains access to our Report.
- 4.5 You may disclose copies of our Report where you are required to do so by law, legal process or regulation, provided that, where reasonably and legally possible, you notify us of such requirement prior to disclosure. You may also make copies of our Report (in full) available to your directors, officers and employees (and those of your Affiliates) in each case directly and necessarily interested in the Services and your legal and other professional advisers, provided that in each case you take reasonable steps to ensure that they fully understand that:
- (a) we accept no duty of care or responsibility to them in respect of any use they may make of our Report and they agree not to bring any claims or actions against us in respect of our Report or the Services;
  - (b) our Report is confidential and may not be disclosed to any other person without our prior written consent;
  - (c) in respect of Personal Data, they are required to comply with the Data Protection Laws; and
  - (d) they may use our Report only for the purposes of advising you in relation to the Services.
- 4.6 We own the intellectual property rights (including, without limitation, any copyright) in our working papers, our Report and any other product or deliverable of the Services. You may, however, make copies of our Report for use in accordance with the provisions of this Clause 4. We retain all intellectual property rights in any data, software, database, system, technique, methodology, idea, concept, information and know-how we may use in performing the Services, including in any developments of such materials occurring in the performance of the Services.

#### **5. IT**

- 5.1 During the provision of the Services, the parties may from time to time communicate with each other electronically. We will each be responsible for protecting our own systems and interests in relation to electronic communications and, subject to clause 7.1, neither you nor A&M or its Personnel will have any liability to each other on any basis, whether in contract, tort (including negligence) or otherwise, in respect of any error, damage, loss, cost or omission arising from or in connection with the electronic communication of information between us, or A&M's use of your network and internet connection.
- 5.2 We do not guarantee that any electronic communication or electronic transmission of information sent during the engagement is secure, virus-free, error-free or unaffected by transmission.

#### **6. Confidentiality and Personal Data**

- 6.1.1 We will keep Confidential Information confidential and secure.
- 6.1.2 Notwithstanding clause 6.1.1, we may disclose Confidential Information:

- (a) to the extent that we believe that disclosure is required by law, professional obligation or other regulation;
  - (b) to other Alvarez & Marsal Entities and/or Contractors on the understanding that we shall take reasonable steps to ensure that such recipients are required to safeguard confidentiality; and
  - (c) to our insurers and/or professional advisers (including our legal advisers) provided that Confidential Information remains confidential.
- 6.1.3 Subject to clause 6.1.1, we may cite the performance of the Services to our clients and prospective clients as an indication of our experience.
- 6.2.1 You agree to comply with Data Protection Laws in respect of any Personal Data provided to you by A&M in connection with the Services and undertake to keep such data confidential and secure.
- 6.2.2 A&M will be a Data Controller of Personal Data provided to us in conjunction with the Services or otherwise processed in connection with providing the Services. We agree to comply with our obligations under Data Protection Laws in respect of any Personal Data provided to A&M in connection with the Services and undertake to keep such data confidential and secure.
- 6.2.3 In respect of any Personal Data provided to A&M in connection with the Services, you undertake to ensure that processing such data in accordance with the terms of this Agreement will not place A&M or any other Alvarez & Marsal Entities in breach of Data Protection Laws.
- 6.2.4 In providing the Services under the Agreement, A&M may have access to personal, sensitive or confidential data relating to third parties ("**Third Party Confidential Information**") and such Third Party Confidential Information may be provided to you or third parties as part of the Report or otherwise in connection with the Services. The processing or transfer of such Third Party Confidential Information may be subject to Data Protection Laws. The Client confirms as follows: (a) you are responsible for the security of Third Party Confidential Information provided to you and will implement and maintain industry-standard or better administrative, technical and physical safeguards with respect to such Third Party Confidential Information; (b) where applicable, you and not A&M shall be responsible for obtaining all necessary consents for the processing and transfer of Third Party Confidential information to you or third parties in connection with the Services; (c) you will comply with Data Protection Laws in connection with such Third Party Confidential Information; and (d) processing and transferring Third Party Confidential Information in accordance with the terms of the Agreement will not place A&M in breach of any Data Protection Laws.
- 6.2.5 A&M's privacy policy describes why and how we collect and use Personal Data and provides information about individuals' rights. This is available on A&M's website at: <https://www.alvarezandmarsal.com/terms-use>.
- 6.2.6 Objection to marketing: at any time, including at the time of entering into this Agreement, the Client, its personnel and employees have the right to object to A&M's processing of data about you in order to send you marketing information. To stop receiving an email from an A&M or other Alvarez & Marsal Entity marketing list, please click on the unsubscribe link in the relevant email received from us; or please email us at [data.protection.office@alvarezandmarsal.com](mailto:data.protection.office@alvarezandmarsal.com).
- 7. Liability**
- 7.1 You agree that it is reasonable for us to limit our liability in connection with the provision of the Services. In this Agreement, any exclusion or restriction of a liability or remedy is only valid to the extent that the liability or remedy (a) does not arise from death or personal injury; (b) may by law be excluded or limited; (c) does not arise from wilful misconduct or gross negligence on the part of A&M; and (d) does not arise from fraud or dishonesty of the person relying on the exclusion or restriction.
- 7.2 Any legal proceedings arising out of or in connection with the Services or this Agreement must be commenced within three years from the date of the act or omission alleged to have caused loss. This expressly overrides any statutory provision which would otherwise apply.
- 7.3.1 Subject to any exclusions set out in this Agreement the aggregate liability of A&M to you for Damage will be limited to the total amount of the fees paid to us for the Services.
- 7.3.2 If there is more than one Addressee, the limit of liability specified in clause 7.3.1 must be allocated between the Addressees. Such allocation will be entirely a matter for the Addressees, who will be under no obligation to inform A&M of it; if (for whatever reason) no such allocation is agreed, no Addressee will dispute the validity, enforceability or operation of the limit(s) of liability on the grounds that no such allocation was agreed.

- 7.4.1 Our liability to you for Damage will further be limited to such proportion thereof as is determined to be just and equitable having regard to the extent to which (a) A&M; (b) you, your agents, officers, and employees; and (c) any other person is or was responsible for the occurrence of any such Damage.
- 7.4.2 In assessing our proportionate share of responsibility for such Damage in accordance with clause 7.4.1 above, it is agreed that no account is to be taken of:
- (a) any exclusion or restriction imposed or agreed between you and any other person in connection with their responsibility or liability to you for Damage for which they are or might otherwise be responsible or liable;
  - (b) whether or not any such other person is or could be made a party to the proceedings in which our liability in accordance with this clause 7.4 is to be determined (and, for the avoidance of any doubt, we shall have no responsibility whatsoever to take any steps to ensure that they are made a party thereto); and
  - (c) the ability or otherwise of any such other person to satisfy in whole or in part any liability to you for any such Damage.
- 7.5 We shall not be liable for any indirect, consequential damages or loss (including interest thereon, if any), or for any loss of profits, loss of data or loss of opportunity, suffered or incurred by the Addressees under this Agreement or in connection with the Services or our Report, whether as a result of breach of contract, breach of statutory duty, tort (including negligence), or other act or omission by A&M.
- 7.6 The Services are not designed to and are not likely to reveal fraud or misrepresentation. Accordingly we cannot accept responsibility for detecting fraud (whether by management or by external parties) or misrepresentation.
- 7.7 We will not be liable to you to the extent that any Damage is due to the provision to us of false, misleading, inaccurate or incomplete information or documentation or due to the acts or omissions of any person other than us or any other Alvarez & Marsal Entities or Personnel for whom we are responsible under the terms of this Agreement.
- 7.8.1 We may, at our sole discretion, draw on the resources of other Alvarez & Marsal Entities and/or of Contractors or Personnel in the course of providing the Services. In some cases, this may result in such Personnel undertaking a significant proportion of the Services under this engagement, and dealing directly with, providing advice and submitting invoices to, you. You acknowledge that no such other Alvarez & Marsal Entity, Contractor or Personnel assumes responsibility (including responsibility in any personal capacity) for the provision of the Services under this Agreement which will remain our responsibility alone.
- 7.8.2 You agree that:
- (a) any other Alvarez & Marsal Entities, Contractors or Personnel who deal with you in the course of providing the Services do so solely on our behalf and we are responsible for them;
  - (b) no other Alvarez & Marsal Entity, Contractor or Personnel will have any liability to you in respect of the Services under this Agreement; and
  - (c) you will bring any claim in respect of Damage against us and not against any other Alvarez & Marsal Entity or any Contractors or any Personnel in connection with the Services.
- 8. Termination / Alteration / Survival**
- 8.1 The Agreement may be terminated by either of the Client or A&M giving to the other written notice which will have immediate effect. Termination under this clause shall be without prejudice to any rights that may have accrued for either of us before termination and you will promptly pay A&M's fees and expenses up to the date of termination (including fees and expenses that accrued prior to but are invoiced subsequent to such termination).
- 8.2 Alterations to the Services may be requested by either of the Client or A&M and must be agreed between us in writing. Alterations will be subject to reasonable adjustments to the fees and timetable.
- 8.3 On termination or completion of the Agreement, we may retain one copy of any documentation or software prepared by A&M or any other documentation upon which our Services are based to enable A&M to maintain a professional record of our involvement.

- 8.4 The provisions of this Agreement which expressly or by implication are intended to survive its termination or expiry will survive and continue to bind both of us.

## 9. Third Parties

- 9.1 To the fullest extent permitted by law, the Client will reimburse A&M, other Alvarez & Marsal Entities, Contractors and Personnel and hold each of us harmless in respect of any liabilities, damages, losses, expenses and other costs (including legal fees) any of us may incur in connection with any third party claim (whether in contract, tort (including negligence) or otherwise and including any claim by any of your Affiliates that is not a party to the Agreement) arising directly or indirectly out of or in connection with the provision by us of the Services or your use of the Report. Neither termination of the Agreement nor termination of A&M's engagement nor the commencement of any insolvency proceedings shall affect this indemnification provision, which shall hereafter remain operative and in full force and effect.
- 9.2.1 The provisions of clauses 7.8 and 9.1 are expressly for the benefit of, respectively, other Alvarez & Marsal Entities, Contractors and Personnel; and clause 11.10 is expressly for the benefit of other Alvarez & Marsal Entities. You agree that, subject to clause 9.2.2, each of those persons has the right to rely on these provisions as if it were a party to this Agreement. Each of the Alvarez & Marsal Entities, Contractors and Personnel which agrees to assist in the provision of the Services does so in reliance on the protections afforded to it by this clause 9, the benefit of which we formally accept on his, her or its behalf.
- 9.2.2 Any rights conferred on third parties by this Agreement are subject to the right of you and A&M, by agreement, to rescind or vary any term of this Agreement without the consent of any third party.

## 10. Legal Agreements

- 10.1 We will not provide any specialist services such as legal, regulatory or other services unless this is specified in the Engagement Letter. Our Services may be conducted alongside your legal advisers, acting separately for you but we are not qualified to provide legal advice. In particular, given its legal nature, any agreement is likely to reflect matters beyond our competence and, as a result, any comments and suggestions that we provide should not be relied upon as being suitable for incorporation into any agreement without further consideration by your legal advisors.
- 10.2 If you are considering imposing or accepting a contractual term which would commit you to providing or obtaining any report from A&M (for example, in connection with completion accounts or compliance with loan covenants), you agree to consult with A&M first so that we can advise on the scope and wording of any such report and the terms on which we would undertake such work.

## 11. Miscellaneous

- 11.1 We will provide the Services as an independent contractor and not as your employee, agent, or partner. No party has the right or power to bind another.
- 11.2 You confirm that you have all requisite power and authority to enter into the Agreement and that the person signing the Agreement on your behalf is authorised to do so. Both of us may execute the Agreement (and any alterations to it) by electronic means and each of us may sign a different copy of the same document.
- 11.3 Neither of the parties may transfer, charge or otherwise seek to deal with its rights or obligations under this Agreement without the prior written consent of another party, except that each may transfer its respective rights and obligations under this Agreement to any partnership or legal entity authorised to take over all or part of its business. This Agreement is binding on each party hereto and on each of its permitted successors, assigns and legal representatives.
- 11.4 Neither of the parties will be liable to the other for any failure to fulfil obligations caused by circumstances outside our reasonable control.
- 11.5 If the Services relate to a transaction within the scope of applicable Takeover Rules we will be obliged to comply with such Takeover Rules. You acknowledge that we are obliged to supply to the Swedish Securities Council (the "Council") any Confidential Information which the Council may properly require. If you, or your advisers or agents, fail to comply with the Takeover Rules or the Council so requires, we may withdraw from acting for you.
- 11.6 In the event of any conflict between the Engagement Letter and these Standard Terms of Business or any other document which forms part of the Agreement, the Standard Terms of Business will take precedence, except to the



extent amended in the Engagement Letter. In the event and only to the extent of any conflict between the Engagement Letter and any other document which forms part of the Agreement, other than the Standard Terms of Business, the Engagement Letter will take precedence.

- 11.7 Unless stated expressly to the contrary in the Agreement, no person who is not a party to the Agreement will have the benefit of any rights conferred on third parties by the Agreement, or have the right to enforce any of the terms or provisions of the Agreement as if such person were a party hereto.
- 11.8 This Agreement forms the entire agreement between you and A&M relating to the Services and supersedes all prior agreements, understandings and representations with respect to the Services, including any confidentiality agreements previously entered into. A&M hereby represents that in agreeing to enter into this Agreement A&M has not relied on any other statement or representation made by you. You represent that in agreeing to enter this Agreement you have not relied on any other statement or representation made by A&M.
- 11.9 Neither we nor any other Alvarez & Marsal Entity will be prevented or restricted by virtue of our relationship with you under this Agreement from providing services to other clients, including clients who may be in competition with you or whose interests may be in conflict with your own, subject to our professional obligations. You understand and agree that the deployment of our industry experts or other specialists is not exclusive and, as a result, we may deploy such Personnel at any time for the benefit of other clients, which may include others in your sector.
- 11.10.1 You agree, effective from the date of this Agreement and continuing (in respect of each Engagement Personnel) for a period of two years subsequent to the date upon which the relevant Engagement Personnel ceases to be involved in or connected with the provision of Services pursuant to or as a consequence of this Agreement (the "**Relevant Period**"), that neither you nor your Affiliates will solicit, entice, induce or encourage any Engagement Personnel to leave or seek to leave his or her position with A&M or any other Alvarez & Marsal Entities for the purposes of being employed or engaged in any capacity by you (or any of your Affiliates) and regardless of whether or not that Engagement Personnel acts in breach of his or her contract of employment with A&M or any other Alvarez & Marsal Entities by so doing. For these purposes "**Engagement Personnel**" means Personnel who are members of the engagement team providing the Services (to include Managing Directors, Senior Directors and Directors) and any other Personnel who may assist in respect of or be connected with the Services from time to time.
- 11.10.2 As a separate obligation you agree, effective from the date of this Agreement and continuing (in respect of each Engagement Personnel) during the Relevant Period, that neither you nor your Affiliates will directly or indirectly employ, engage or retain any Engagement Personnel (or seek to do any such things) in any capacity, and regardless of whether or not that Engagement Personnel acts in breach of his or her contract of employment with A&M or any other Alvarez & Marsal Entities by so doing. For the avoidance of doubt and without limiting the ambit of this clause in any way, it will be a breach of this clause if you contract with a third party, for the provision of the services of the Engagement Personnel or where the services contracted for will in practice be provided wholly or mainly by the Engagement Personnel. Furthermore and for the avoidance of doubt actions contrary to this clause 11.10.2 will remain a breach of this clause regardless of whether or not the Engagement Personnel has ceased to be employed by A&M or any Alvarez & Marsal Entity for any reason at the time the employment engagement or retention is offered to the Engagement Personnel.
- 11.10.3 Without prejudice to the foregoing if, during the Relevant Period, you (or any of your Affiliates) extends offers of employment to any Engagement Personnel and should such an offer be accepted, you will pay to A&M the following agreed upon amount which is the estimated cost (based on billable hours) to A&M of the loss and replacement of such Engagement Personnel: a fee equal to such Engagement Personnel's hourly rates multiplied by 4,000 hours for a Managing Director, 3,000 hours for a Senior Director and 2,000 hours for any other A&M employee. This fee would be payable at the time of the individual's acceptance of employment.
- 11.10.4 Each part of this clause 11.10 constitutes an entirely separate and independent obligation and does not operate to limit any other obligation, whether that obligation is express or implied by law. If any restriction is held to be invalid or unenforceable by a court of competent jurisdiction, it is intended and understood by the parties that such invalidity or unenforceability will not affect the remaining restrictions.
- 11.11 The Client agrees that A&M may aggregate information provided by or on behalf of the Client or otherwise received by A&M during or in connection with this engagement with information provided by or on behalf of others and use and disclose that information in de-identified form as part of research and advice, including, without limitation, benchmarking and data analytics services.
- 11.12 If any term or terms of the Agreement shall be held to be invalid, illegal or unenforceable, such term or terms shall be deemed not to form part of the Agreement without prejudice to the enforceability of the remaining terms of the

Agreement, provided always that if any such deletion substantially affects or alters the commercial basis of the Agreement, the parties to the Agreement will negotiate in good faith to amend and modify them as may be necessary or desirable in the circumstances.

## **12. Client identification procedures**

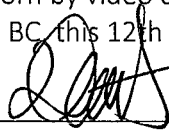
- 12.1 For certain matters, we are under a legal obligation to ascertain the identity of our clients and their ownership, and to obtain information about the nature and purpose of the Services, before we begin our work. We may therefore ask you to provide us, among other things, with evidence of your identity and/or the identity of any other person involved in the matter on your behalf, and, in the case of legal entities, the individuals who are in ultimate control of you (so called beneficial owners), as well as information and documentation showing the origin of funds and other assets. We may be under the duty to verify the information provided to us, and for this purpose may obtain information from external sources. All information that we have obtained in conjunction with these checks will be retained by us.
- 12.2 We have a statutory obligation to report suspicions of money laundering or terrorism financing to the proper authorities. We are not permitted to inform you that we have such suspicions or that we have made or are contemplating making such disclosures.
- 12.3 We cannot be held liable for any Damages caused to you as a consequence of our compliance with this Clause 12.

## **13 Governing Law and Arbitration**

- 13.1 Should you have any concerns about the Services, please do not hesitate to discuss them with the Managing Director for this engagement. If the Managing Director is unable to resolve the matter, you should feel free to contact Antonio Alvarez III, Head of Alvarez & Marsal Europe, Park House, 16-18 Finsbury Circus, London, EC2M 7EB.
- 13.2 This Agreement and any dispute or claim arising out of or in connection with it or its subject matter or formation (including non-contractual disputes or claims) will be governed by, and interpreted in accordance with, the laws of Sweden.
- 13.3 Any controversy or claim arising out of or relating to this Agreement, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in accordance with the Arbitration Rules of the Arbitration Institute of the Stockholm Chamber of Commerce ("SCC").
- (a) There shall be one arbitrator.
  - (b) The place of the arbitration shall be Stockholm, Sweden.
  - (c) The language of the arbitration shall be English.
  - (d) Any arbitral award rendered pursuant to this provision shall be final and binding on the parties and may be enforced in any court of competent jurisdiction.

13.4 The parties agree to keep confidential the existence of any contentious matter, arbitration proceedings, settlement negotiations, and any information obtained, submitted or produced in such discussions or proceedings, including any arbitral award or similar decision and its contents. This confidentiality undertaking shall not prevent either party from disclosing to third parties such information that was already publicly known before such disclosure, or where the other party has consented to disclosure, or where a party is obliged to disclose such information pursuant to law, court order or stock

This is Exhibit "O" referred to in the Affidavit of Clyde Wesson sworn by video conference before me at Vancouver, BC, this 12th day of December, 2021.









A handwritten signature in black ink, appearing to be 'L. M. S.', written over a horizontal line.

A Commissioner for taking Affidavits  
for British Columbia

DS

## Activity log by person

**Team:** Amalgam DD Team  
**Person:** Victor Koshkin  
**E-mail:** vkoshkin@brunswickrail.com

Action	Date
<b>Logged in</b>	19-Nov-2020 12:24
 Downloaded a bulk download named "DD - Otso Gold Corp (BD632461)" which was created on 19-Nov-2020 14:21, containing 134 documents, totalling 454.9 MB.	19-Nov-2020 14:27
 Downloaded a bulk download named "DD - Otso Gold Corp (BD632498)" which was created on 19-Nov-2020 15:51, containing 134 documents, totalling 454.9 MB.	19-Nov-2020 15:52
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 Viewed <b>04</b> Environmental > <b>04.02</b> EIA > <b>02.01</b> Laivakangas_YVA_final.pdf	19-Nov-2020 17:18
 Viewed <b>04</b> Environmental > <b>04.02</b> EIA > <b>02.15</b> Liite9_Laivakangas_SVA_final.pdf	19-Nov-2020 17:18
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 Printed <b>10</b> Other > <b>21</b> Settlement agreement Tallqvist Nordic executed (ID 1508994)(42417772.1).pdf	19-Nov-2020 17:25
 Printed <b>10</b> Other > <b>21</b> Settlement agreement Tallqvist Nordic executed (ID 1508994)(42417772.1).pdf	19-Nov-2020 17:25





















## Activity log by person




















**Team:** Amalgam DD Team

**Person:** Artturi Puoskari










**E-mail:** artturi.puoskari@whitecase.com
























Action	Date
<b>Logged in for 4 hours and 34 minutes</b>	3-Nov-2020 13:26
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<b>Logged in for 18 hours and 8 minutes</b>	3-Nov-2020 18:00
<b>Logged in for 1 hour and 32 minutes</b>	4-Nov-2020 12:08
<b>Logged in for 7 hours and 18 minutes</b>	4-Nov-2020 13:40
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
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
























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	Viewed <b>02</b> Regulatory > <b>02.03</b> Safety > <b>02.03.05</b> Radiation > <b>11.05.04</b> Turvallisuuslupa 5867_L2_11 (17.10.2011).pdf	4-Nov-2020 17:55
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
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

































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 kaivosyhtiölle.pdf

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


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








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Mining leases 2019.xlsx

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<b>Logged in for 1 hour and 23 minutes</b>	19-Nov-2020 11:15



**Logged in for 2 hours and 34 minutes**


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**Logged in for 25 minutes**

19-Nov-2020 15:12



**Logged in for 17 hours and 40 minutes**

19-Nov-2020 15:37

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**Logged in for 54 minutes**

20-Nov-2020 09:16
















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**Logged in for 1 hour and 22 minutes**

20-Nov-2020 10:10





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Selvityspyyntö\_Otso\_Gold\_vakuudet.pdf

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 Viewed <b>11 KPMG DD &gt; 13 Other Information &gt; Otso OY Copy of FA register depreciation 311219.xlsx</b>	24-Nov-2020 14:27
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<b>Logged in for 17 hours and 55 minutes</b>	24-Nov-2020 20:12
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<b>Logged in for less than a minute</b>	25-Nov-2020 14:51
<b>Logged in for 19 hours and 3 minutes</b>	25-Nov-2020 14:59
<b>Logged in for 6 hours and 29 minutes</b>	26-Nov-2020 10:02
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 Viewed <b>10 Other &gt; 10.04 Lease &gt; 10.04.10 Todistus panttausilmoituksen vastaanottamisesta TUKES</b>	26-Nov-2020 16:35














Laiva 7803.pdf

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	Viewed <b>02</b> Regulatory > <b>02.03</b> Safety > <b>02.03.01</b> Chemicals > <b>11.01.02</b> Tarkastuskertomus, valvontakäynti 31.01.2020.pdf	26-Nov-2020 17:08
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<b>Logged in for 21 hours and 4 minutes</b>	1-Dec-2020 12:08
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














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<b>Logged in for 14 hours and 2 minutes</b>	2-Dec-2020 18:50
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	Viewed <b>02</b> Regulatory > <b>10</b> Real estate > <b>10.05</b> Kiinteistörekisteriote - 678-411-15-68.pdf	2-Dec-2020 20:26
	Viewed <b>02</b> Regulatory > <b>10</b> Real estate > <b>10.06</b> Kiinteistörekisteriote - 678-412-88-5.pdf	2-Dec-2020 20:26
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	Viewed <b>06</b> Financing > <b>09.04</b> 22965794_Yrityskiinnitysmarkinnat.pdf	2-Dec-2020 22:04
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<b>Logged in for 1 day</b>	8-Dec-2020 09:01
<b>Logged in for 1 day and 1 hour</b>	9-Dec-2020 09:27
<b>Logged in for 23 hours and 42 minutes</b>	10-Dec-2020 10:24
<b>Logged in for 7 hours and 55 minutes</b>	11-Dec-2020 10:06
<b>Logged in for 2 days and 17 hours</b>	11-Dec-2020 18:01
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<b>Logged in</b>	14-Dec-2020 11:09

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## Activity log by person

**Team:** Amalgam DD Team  
**Person:** Steven Bennett  
**E-mail:** SBennett@stikeman.com

Action	Date
<b>Logged in for 5 days and 7 hours</b>	31-Oct-2020 00:13
 Viewed <b>06</b> Financing > <b>17</b> Net Smelter Returns Royalty Agreement dated November 8, 2018(42160949.1).pdf	31-Oct-2020 00:14
<b>Logged in for 4 days and 10 hours</b>	5-Nov-2020 06:51
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 Viewed <b>01</b> Corporate > <b>14</b> Articles - Historical.pdf	5-Nov-2020 07:17
<b>Logged in for 1 hour and 31 minutes</b>	9-Nov-2020 17:10
<b>Logged in for 20 hours and 17 minutes</b>	9-Nov-2020 18:41
 Viewed <b>05</b> Material Contracts > <b>14</b> Alumina_OTSO - Investment Agreement (Unit Offering) 2020[1] (42176310.1).pdf	9-Nov-2020 18:43
 Viewed <b>01</b> Corporate > <b>14</b> Articles - Historical.pdf	9-Nov-2020 19:12
<b>Logged in for 4 hours and 24 minutes</b>	10-Nov-2020 14:58
 Viewed <b>01</b> Corporate > <b>14</b> Articles - Historical.pdf	10-Nov-2020 15:03
 Viewed <b>01</b> Corporate > <b>14</b> OTSO Corporate Chart(42175365.1).pptx	10-Nov-2020 15:12
 Viewed <b>01</b> Corporate > <b>15</b> By-Law Number 1.pdf	10-Nov-2020 15:13
 Viewed <b>01</b> Corporate > <b>16</b> By-Law Number 1A.pdf	10-Nov-2020 15:15
 Viewed <b>01</b> Corporate > <b>17</b> Certificate of Amendment December 9, 2019 Nordic Gold Inc. change of name to Otso Gold Corp.).pdf	10-Nov-2020 15:16
 Viewed <b>05</b> Material Contracts > <b>14</b> Joint Venture Agreement September 11, 2017(42162298.1).pdf	10-Nov-2020 15:18
 Viewed <b>05</b> Material Contracts > <b>14</b> Joint Venture Agreement September 11, 2017(42162298.1).pdf	10-Nov-2020 15:21
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 Viewed <b>05</b> Material Contracts > <b>16</b> Refining Agreement with MKS (Switzerland) S.A. March 13, 2018(42162104.1).pdf	10-Nov-2020 16:09
 Viewed <b>05</b> Material Contracts > <b>16</b> Share Purchase Agreement December 8, 2017(42162306.1).pdf	10-Nov-2020 16:28
 Viewed <b>05</b> Material Contracts > <b>17</b> Services Agreement - July 2 2019 (Final Form)(42164755.1).pdf	10-Nov-2020 16:35
 Viewed <b>05</b> Material Contracts > <b>17</b> Share Purchase Agreement February 5, 2018(42162334.1).pdf	10-Nov-2020 16:58





























































	Viewed <b>05</b> Material Contracts > <b>18</b> Supplement to Joint Venture Agreement Firesteel_Nordic Mines September 28, 2017(42162288.1).pdf	10-Nov-2020 17:04
	Viewed <b>05</b> Material Contracts > <b>18</b> Talqvist Mining Contract_Agreement (22.08.2018 signed) (42164729.1).pdf	10-Nov-2020 17:28
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	Viewed <b>01</b> Corporate > <b>09</b> Oy Corporate > <b>09.03</b> 22965794_Yhtiojarjestys.pdf	10-Nov-2020 17:45
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	Viewed <b>01</b> Corporate > <b>09</b> Oy Corporate > <b>09.02</b> 22965794_Kaupparekisteriote_englanti.pdf	10-Nov-2020 17:47
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	Viewed <b>06</b> Financing > <b>26</b> Debenture Agreement (Debra Ridge)(42164986.1).pdf	10-Nov-2020 19:46
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	Viewed <b>06</b> Financing > <b>15</b> 1B-A Investor Company ITF Abbott Petroleum Consulting Inc. A_C 1814F8A \$10,000(42164924.1).pdf	10-Nov-2020 19:58
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<b>Logged in for 10 hours and 17 minutes</b>		11-Nov-2020 06:47
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	Viewed <b>07</b> Employment > <b>21</b> Nordic - Consulting Agreement and Resignation and Release - Sargeant (fully executed)(42165024.1).pdf	11-Nov-2020 06:48
	Viewed <b>10</b> Other > <b>12</b> 068 - Krogerus Approval(31177595.1).pdf	11-Nov-2020 06:49
	Viewed <b>10</b> Other > <b>13</b> 3.14.1 - Nordic Mines_Corporate Restructuring Scheme Proposal(30774423.1).pdf	11-Nov-2020 06:49
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	Viewed <b>10</b> Other > <b>14</b> Nordic Mines Oy Krogerus Final Report Terminating Composition Plan Debt)	11-Nov-2020 07:10





























(32376340.1).pdf

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	Viewed <b>10</b> Other > <b>10.08</b> Minutes and Resolutions > <b>10.08.03</b> Board resolutions - Alumina Financing - Otso (fully executed)(40332039.1).pdf	29-Nov-2020 18:06
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	Viewed <b>10</b> Other > <b>10.08</b> Minutes and Resolutions > <b>10.08.05</b> NOR Board of Directors Meeting Minutes June 21, 2019 6 p.m. (fully executed)(39757828.1).pdf	29-Nov-2020 18:06
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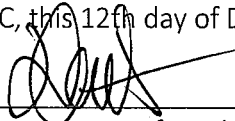


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This is Exhibit "P" referred to in the Affidavit of Clyde Wesson sworn by video conference before me at Vancouver, BC, this 12th day of December, 2021.

A handwritten signature in black ink, appearing to be 'J. W.', written over a horizontal line.

A Commissioner for taking Affidavits  
for British Columbia

**Subject:** RE: Pandion: Royalty secured?  
**Date:** Friday, 25 June 2021 at 12:24:00 am Eastern European Summer Time  
**From:** Dontsov, Andrei  
**To:** Clyde Wesson  
**CC:** Koshkin Victor, Brian Wesson, Andrey Maruta, Nikitina, Natalia, Saakyan, Tigran, Pascault Nicolas, Bahar Hafizi  
**Attachments:** image001.jpg

Clyde,

During the call yesterday I understood that the payment of royalties under the royalty agreement is secured with the pledge. I looked into the dataroom today - the royalty agreement is silent about security and the existing security agreements do not appear to secure obligations under the Royalty Agreement. Do you think you could give some clarity here?

Best regards,  
Andrei

**Andrei Dontsov** | Partner  
T +7 495 787 3044 M +7 985 925 1225 E [adontsov@whitecase.com](mailto:adontsov@whitecase.com)  
White & Case LLC | 4 Romanov Pereulok | 125009 Moscow

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**From:** Dontsov, Andrei  
**Sent:** Thursday, June 24, 2021 10:17 PM  
**To:** 'Pascault Nicolas' <[npascault@brunswickrail.com](mailto:npascault@brunswickrail.com)>; Clyde Wesson <[clyde.w@lionsbridge.com.au](mailto:clyde.w@lionsbridge.com.au)>; bahar hafizi <[bahar@bhlegal.ca](mailto:bahar@bhlegal.ca)>  
**Cc:** Koshkin Victor <[vkoshkin@brunswickrail.com](mailto:vkoshkin@brunswickrail.com)>; Brian Wesson <[brian.w@lionsbridge.com.au](mailto:brian.w@lionsbridge.com.au)>; Andrey Maruta <[Andrey.Maruta@otsogold.com](mailto:Andrey.Maruta@otsogold.com)>; Nikitina, Natalia <[nnikitina@whitecase.com](mailto:nnikitina@whitecase.com)>; Saakyan, Tigran <[tigran.saakyan@whitecase.com](mailto:tigran.saakyan@whitecase.com)>  
**Subject:** RE: Pandion debt situation

Dear All,

While I am digging further into the docs pls find attached my preliminary findings. Bahar, Clyde are you still available for a call today? – to sync my understanding of the wording under the restructuring agreement.

Best regards,  
Andrei

**Andrei Dontsov** | Partner  
T +7 495 787 3044 M +7 985 925 1225 E [adontsov@whitecase.com](mailto:adontsov@whitecase.com)  
White & Case LLC | 4 Romanov Pereulok | 125009 Moscow

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**From:** Pascault Nicolas <[npascault@brunswickrail.com](mailto:npascault@brunswickrail.com)>  
**Sent:** Wednesday, June 23, 2021 7:47 PM  
**To:** Clyde Wesson <[clyde.w@lionsbridge.com.au](mailto:clyde.w@lionsbridge.com.au)>; Dontsov, Andrei <[adontsov@whitecase.com](mailto:adontsov@whitecase.com)>; bahar hafizi <[bahar@bhlegal.ca](mailto:bahar@bhlegal.ca)>  
**Cc:** Koshkin Victor <[vkoshkin@brunswickrail.com](mailto:vkoshkin@brunswickrail.com)>; Brian Wesson <[brian.w@lionsbridge.com.au](mailto:brian.w@lionsbridge.com.au)>; Andrey Maruta <[Andrey.Maruta@otsogold.com](mailto:Andrey.Maruta@otsogold.com)>  
**Subject:** RE: Docs

Copying also Andrey



**From:** Clyde Wesson [<mailto:clyde.w@lionsbridge.com.au>]  
**Sent:** 23 июня 2021 г. 19:08  
**To:** Dontsov, Andrei <[adontsov@whitecase.com](mailto:adontsov@whitecase.com)>; bahar hafizi <[bahar@bhlegal.ca](mailto:bahar@bhlegal.ca)>  
**Cc:** Pascault Nicolas <[npascault@brunswickrail.com](mailto:npascault@brunswickrail.com)>; Koshkin Victor <[vkoshkin@brunswickrail.com](mailto:vkoshkin@brunswickrail.com)>;  
 Brian Wesson <[brian.w@lionsbridge.com.au](mailto:brian.w@lionsbridge.com.au)>  
**Subject:** Docs

Bahar, Andrei,

Good to catch up!

AS discussed we are looking for a report covering:

1. Potential defaults under the various agreements either current or future and the nature of the defaults – are they material or technical;
2. Interaction of those defaults in terms of cross defaults and return to PPF including if further indebtedness consented to does trigger anything – i.e. the converts;
3. Time if any to remedy the defaults in the event they are breached or to be breached – including if we were to issue debt to BGL;
4. Interaction with the royalty agreements;
5. If we were to decide to repay Pandion my understanding is only the Company has that right, although that can be negotiated, any tactics on whether we can get around the default of a loan going in to pay for the repayment that Pandion could then call as a default or other mechanisms for BGL to purchase the loan.
6. Ability for BGL to provide a BG or bond facility to stand behind our mining contract and whether this can be structured so as to avoid an event of default.

We need the above in a report to the Board setting out the risks of each point.

Lets set up a call tomorrow between the three of us to discuss and for me to provide the commercial information required.

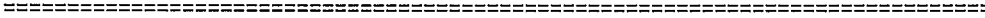
Thanks!

**Clyde Wesson**  
 Executive Director

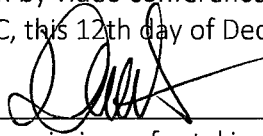
  
**Lionsbridge**  
 a Wesson Group Company  
**T:** +61 (2) 9238 4295  
**M:** +61 403 799 540  
**E:** [clyde.w@lionsbridge.com.au](mailto:clyde.w@lionsbridge.com.au)  
**W:** [lionsbridge.com.au](http://lionsbridge.com.au)

=====  
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Our external privacy policy is available on <https://www.whitecase.com/privacy-policy>.



This is Exhibit "Q" referred to in the Affidavit of Clyde Wesson sworn by video conference before me at Vancouver, BC, this 12th day of December, 2021.



---

A Commissioner for taking Affidavits  
for British Columbia

DS



REDACTED

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**From:** Mark Gelmon <mark.g@otsogold.com>  
**Date:** Friday, 18 December 2020 at 2:09 pm  
**To:** Orphanides Andreas <aorphanides@brunswickrail.com>  
**Cc:** Brian Wesson <Brian.w@otsogold.com>, Clyde Wesson <clyde.w@otsogold.com>, Nicolas Pascault <npascault@brunswickrail.com>, Victor Koshkin <victor.koshkin@gmail.com>  
**Subject:** Otso - Use of Funds - as at November 30, 2020

Hi Andreas:

Please find attached a schedule showing use of funds regarding the US\$1 million loan advanced by Amalgam.

We are working diligently towards providing Management Accounts to you. Canada should be ready tomorrow and Finland should be ready by COB Monday.

Best,

Mark

**Mark Gelmon, CPA,CA**  
Chief Financial Officer

**M:** +1-604-649-6526

**E:** [mark.g@otsogold.com](mailto:mark.g@otsogold.com)

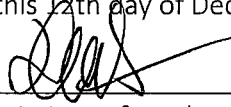
**W:** [www.otsogold.com](http://www.otsogold.com)

DB

Oslo Gold Corp.  
 Loan Proceeds - US\$ 1,000,000  
 Use of Proceeds  
 As at November 30, 2020

Date	Payee	Total	Payable Reduction Finland	Payable Reduction Canada	New Charges Finland	New Charges Canada
		Cdn\$	Cdn\$	Cdn\$		
<b>Loan proceeds, October 22, 2020</b>						
	Foreign Exchange, USD PO 0099 AT1.3065 OC \$0.00 1,000,000.00	1,306,500				
11/30/2020	Service Charge - PLAN FEE	18				18
11/27/2020	Foreign Exchange, WIRE PYMT AT 1.5581280 EUR 8,983.43 TO ELISA OY	14,205	14,205			
11/23/2020	Foreign Exchange, WIRE PYMT AT 1.578440 EUR 25,580.91 TO OTSO GOLD OY - payroll	40,378			40,378	
11/23/2020	Foreign Exchange, WIRE PYMT AT 1.578450 EUR 2,398.53 TO KONEUNIONI OY	3,786	3,786			
11/23/2020	Foreign Exchange, WIRE PYMT AT 1.578460 EUR 10,000.00 TO NORTHRILL	15,785	15,785			
11/23/2020	Foreign Exchange, WIRE PYMT AT 1.578520 EUR 5,534.32 TO VISMA	8,736	8,736			
11/23/2020	Foreign Exchange, WIRE PYMT AT 1.578550 EUR 1,000.00 TO OTSO GOLD OY	1,579			1,579	
11/23/2020	Foreign Exchange, WIRE PYMT AT 1.578420 EUR 20,000.00 TO WASELIUS AND WIST	31,568	31,568			
11/19/2020	Foreign Exchange, WIRE PYMT AT 1.583050 EUR 33,523.13 TO KONEUNIONI OY	53,069	53,069			
11/16/2020	Foreign Exchange, WIRE PYMT AT 1.582200 EUR 13,134.20 TO INFRA SUUNNITTELU OY	20,781	20,781			
11/13/2020	Foreign Exchange, WIRE PYMT AT 1.585800 EUR 28,519.05 TO ELAKEVAKUUTUSOSAKYHTI	45,226	45,226			
11/16/2020	Not Service Chargeable, CASH MGMT FEE BCM/B/M	482				482
11/16/2020	Not Service Chargeable, BMO PAYMENT CBP/PFE	3,175				3,175
11/10/2020	Foreign Exchange, WIRE PYMT AT 1.567920 EUR 19,816.87 TO RAAHEN VESI OY	31,071	31,071			
11/6/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, 2351605 ONTARIO INC. (Nam Nguyen)	3,390		3,390		
11/6/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, AIRO BERLIS LP	5,000		5,000		
11/5/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, YVETTE HARRISON PROFE	26,008		26,008		
11/5/2020	Foreign Exchange, WIRE PYMT AT 1.579410 EUR 29,800.00 TO VELIKSET KELLOLA OY	47,066	47,066			
11/2/2020	Foreign Exchange, WIRE PYMT AT 1.571590 EUR 2,170.00 TO GEOTRIM OY	3,410	3,410			
11/2/2020	Foreign Exchange, WIRE PYMT AT 1.582650 EUR 122.42 TO ROPO CAPITAL OY	194	194			
11/2/2020	Foreign Exchange, WIRE PYMT AT 1.582800 EUR 5,781.77 TO ROPO CAPITAL OY	9,151	9,151			
11/2/2020	Foreign Exchange, WIRE PYMT AT 1.582700 EUR 1,218.25 TO ROPO CAPITAL OY	1,928	1,928			
10/30/2020	Service Charge, PLAN FEE	6				6
10/30/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, AVISAR EVERYDAY SOLUT	28,717		28,717		
10/30/2020	Foreign Exchange, WIRE PYMT AT 1.341370 USD 224,038.23 TO LIONSBRIDGE PTY LTD	300,518		300,518		
10/29/2020	Foreign Exchange, WIRE PYMT AT 1.588030 EUR 15,421.01 TO VATTENFALL OY	24,489	24,489			
10/29/2020	Foreign Exchange, WIRE PYMT AT 1.588040 EUR 6,736.92 TO CRS LABORATORIES OY	10,699	10,699			
10/29/2020	Foreign Exchange, WIRE PYMT AT 1.588000 EUR 10,275.07 TO CRS LABORATORIES OY	16,317	16,317			
10/29/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, HARRIS AND COMPANY	21,965		21,965		
10/29/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, HARRIS AND COMPANY	8,101		8,101		
10/29/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, HARRIS AND COMPANY	2,192		2,192		
10/29/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, HARRIS AND COMPANY	5,762		5,762		
10/29/2020	Foreign Exchange, WIRE PYMT AT 1.586960 EUR 5,386.96 TO IF INSURANCE COMPANY	8,549	8,549			
10/29/2020	Foreign Exchange, WIRE PYMT AT 1.587060 EUR 6,905.62 TO IF INSURANCE COMPANY	10,960	10,960			
10/29/2020	Foreign Exchange, WIRE PYMT AT 1.587120 EUR 4,271.10 TO NORDEA RAHOITUS OY	6,779	6,779			
10/29/2020	Foreign Exchange, WIRE PYMT AT 1.587120 EUR 10,286.14 TO AALLON OULU OY	16,325	16,325			
10/28/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, BH LEGAL	8,841		8,841		
10/28/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, AIRO BERLIS	38,086		38,086		
10/28/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, BH LEGAL	913		913		
10/28/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, BH LEGAL	4,779		4,779		
10/27/2020	Foreign Exchange, WIRE PYMT AT 1.589970 EUR 20,000.00 TO WASELIUS AND WIST	31,799	31,799			
10/26/2020	Foreign Exchange, WIRE PYMT AT 1.589240 EUR 16,333.95 TO POHOIJS-POHJANMANN ELY	25,959	25,959			
10/26/2020	Foreign Exchange, WIRE PYMT AT 1.589200 EUR 9,894.44 TO EUROFIN AHMA OY	15,629	15,629			
10/23/2020	Foreign Exchange, WIRE PYMT AT 1.589190 EUR 22,380.96 TO POHOIJS-POHJANMANN ELY	35,568	35,568			
10/23/2020	Foreign Exchange, WIRE PYMT AT 1.322950 USD 150,000.00 TO LIONSBRIDGE PTY LTD	198,443		198,443		
10/23/2020	Foreign Exchange, WIRE PYMT AT 1.583830 EUR 26,168.48 TO OTSO GOLD OY	41,446	41,446			
		1,128,846	530,495	652,714	41,956	3,680
<b>Remainder of Loan Proceeds, November 30, 2020</b>		<b>\$77,654</b>				

This is Exhibit "R" referred to in the Affidavit of Clyde Wesson sworn by video conference before me at Vancouver, BC, this 12th day of December, 2021.

A handwritten signature in black ink, appearing to be 'J. [unclear]', written over a horizontal line.

A Commissioner for taking Affidavits  
for British Columbia

Handwritten initials 'DS' in the bottom right corner of the page.

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**From:** Victor Koshkin <vkoshkin@brunswickrail.com>

**Date:** Tuesday, 24 November 2020 at 9:15 pm

**To:** Brian Wesson <Brian.w@otsogold.com>, martin smith <msmith98uk@hotmail.com>, Clyde Wesson <clyde.w@otsogold.com>, Nicolas Pascault <npascault@brunswickrail.com>

**Subject:** Use of Funds

Brian – a discussed please comment on the expenses on the lines in green.

Victor

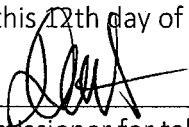


Otso Gold Corp.  
 Loan Proceeds - US\$ 1,000,000  
 Use of Proceeds  
 As at November 17, 2020

Date	Payee	Total	Finland
		Cdn\$	Cdn\$
<b>Loan proceeds, November 22, 2020</b>			
	Foreign Exchange, USD PO 0099 AT 1.30659 OC \$0.00 1,000,000.00	\$1,306,500.00	
11/16/2020	Foreign Exchange, WIRE PYMT AT 1.582200 EUR 13,134.20 TO INFRA SUUNNITTELU OY	20,780.93	20,780.93
11/19/2020	Foreign Exchange, WIRE PYMT AT 1.585800 EUR 28,519.05 TO ELAKEVAKUUTUSOSAKEYHTI	45,225.51	45,225.51
11/16/2020	Not Service Chargeable, CASH MGMT FEE BOM/BIM	481.5	
11/16/2020	Not Service Chargeable, BMO PAYMENT CBPIPFEE	3,174.89	
11/10/2020	Foreign Exchange, WIRE PYMT AT 1.567920 EUR 19,816.87 TO RAAHEN VESIO Y	31,071.27	31,071.27
11/6/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, 2351605 ONTARIO INC	3,950.00	
11/6/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, AIRD BERLIS LLP	5,000.00	
11/5/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, YVETTE HARRISON PROFE	26,007.93	
11/5/2020	Foreign Exchange, WIRE PYMT AT 1.579410 EUR 29,800.00 TO VEIKKESIT KELLOLA OY	47,056.42	47,056.42
10/30/2020	Service Charge, PLAN FEE	6	
11/2/2020	Foreign Exchange, WIRE PYMT AT 1.571590 EUR 2,170.00 TO GEOTRIM OY	3,410.35	3,410.35
10/30/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, AVISAR EVERYDAY SOLUT	28,716.62	
11/2/2020	Foreign Exchange, WIRE PYMT AT 1.582650 EUR 122.42 TO ROPO CAPITAL OY	193.75	193.75
11/2/2020	Foreign Exchange, WIRE PYMT AT 1.582800 EUR 5,781.77 TO ROPO CAPITAL OY	9,151.39	9,151.39
11/2/2020	Foreign Exchange, WIRE PYMT AT 1.582700 EUR 1,218.25 TO ROPO CAPITAL OY	1,928.12	1,928.12
10/30/2020	Foreign Exchange, WIRE PYMT AT 1.341370 USD 224,038.23 TO LIONSBRIDGE PTY LTD	300,518.16	
10/29/2020	Foreign Exchange, WIRE PYMT AT 1.588030 EUR 15,421.01 TO VATTENFALL OY	24,489.03	24,489.03
10/29/2020	Foreign Exchange, WIRE PYMT AT 1.588040 EUR 6,736.92 TO CRS LABORATORIES OY	10,698.50	10,698.50
10/29/2020	Foreign Exchange, WIRE PYMT AT 1.588000 EUR 10,275.07 TO CRS LABORATORIES OY	16,316.81	16,316.81
10/29/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, HARRIS AND COMPANY	21,965.36	
10/29/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, HARRIS AND COMPANY	8,101.12	
10/29/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, HARRIS AND COMPANY	2,192.09	
10/29/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, HARRIS AND COMPANY	5,761.94	
10/29/2020	Foreign Exchange, WIRE PYMT AT 1.586950 EUR 3,886.96 TO THE INSURANCE COMPANY	8,548.89	8,548.89
10/29/2020	Foreign Exchange, WIRE PYMT AT 1.587060 EUR 6,905.62 TO THE INSURANCE COMPANY	10,959.63	10,959.63
10/29/2020	Foreign Exchange, WIRE PYMT AT 1.587120 EUR 4,271.10 TO NORDEA RAHOJULIUS OY	6,778.75	6,778.75
10/29/2020	Foreign Exchange, WIRE PYMT AT 1.587120 EUR 10,286.14 TO AALLON OULU OY	16,325.34	16,325.34
10/28/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, BH LEGAL	8,841.43	
10/28/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, AIRD BERLIS	38,065.60	
10/28/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, BH LEGAL	912.8	
10/28/2020	Debit Memo, OUTGOING WIRE PAYMENT CA, BH LEGAL	4,778.76	
10/27/2020	Transfer of Funds, 0004-1685-560 3587	100	
10/26/2020	Foreign Exchange, WIRE PYMT AT 1.586970 EUR 20,000.00 TO WASELIUS AND WIST	31,799.40	31,799.40
10/26/2020	Foreign Exchange, WIRE PYMT AT 1.586240 EUR 16,333.98 TO POHJOIS-POHJANMAAN ELY	25,958.57	25,958.57
10/26/2020	Foreign Exchange, WIRE PYMT AT 1.589200 EUR 9,834.44 TO EUROFIN AHIMA OY	15,628.89	15,628.89
10/26/2020	Foreign Exchange, WIRE PYMT AT 1.589190 EUR 22,380.98 TO POHJOIS-POHJANMAAN ELY	35,567.60	35,567.60
10/23/2020	Foreign Exchange, WIRE PYMT AT 1.322950 USD 150,000.00 TO LIONSBRIDGE PTY LTD	196,442.50	
10/23/2020	Foreign Exchange, WIRE PYMT AT 1.583830 EUR 26,168.48 TO OTSO GOLD OY	41,446.42	41,446.42
		<b>1,059,822.27</b>	<b>403,345.57</b>
		<b>\$246,677.73</b>	

Remainder of Loan Proceeds, November 17, 2020

This is Exhibit "S" referred to in the Affidavit of Clyde Wesson sworn by video conference before me at Vancouver, BC, this 12th day of December, 2021.

A handwritten signature in black ink, appearing to be 'D. A.', written over a horizontal line.

A Commissioner for taking Affidavits  
for British Columbia

**Side Letter**

From: **Otso Gold Corp.**  
 c/o Brookfield Place, Suite 1800,  
 181 Bay Street,  
 Toronto, Ontario M5J 2T9  
 (the "**Company**")

and

**Otso Gold Oy**  
 Laivakankaantie 503  
 92230 Mattilanpera  
 Finland  
 ("**OpCo**")

To: **Brunswick Gold Ltd**  
 2-4 Arch. Makarios III Avenue, Capital Center,  
 9th floor, 1065 Nicosia, Cyprus  
 (the "**Subscriber**")

13 December 2020

Dear Sirs

**Subscription Agreement relating to Otso Gold Corp.**

We refer to the subscription agreement in respect of newly issued shares and warrants of Otso Gold Corp. (the "**Company**") to be entered into between Brunswick Gold Ltd (the "**Subscriber**") and Otso Gold Corp. (the "**Company**") on or around the date of this letter (the "**Subscription Agreement**"). We acknowledge that we have received and are familiar with the execution version of the Subscription Agreement.

In this letter:

- a) Unless the context otherwise requires, words and expressions defined in the Subscription Agreement shall have the same meanings where used in this letter.
- b) The term "**Business Plan and Use of Funds Plan**" means the agreed business plan and use of funds plan in the form set out in Schedule 1 to this letter, as the same may be amended from time to time by agreement in writing between the Company and the Subscriber.
- c) The term "**Management Monthly Accounts**" means a monthly profit and loss statement, balance sheet and cash flow statement in respect of the Company and OpCo prepared in accordance with IFRS and, to the extent consistent with IFRS, the accounting practices of the Company and OpCo as of the date of this letter or such other accounting practices (if any) as may from time to time be required by applicable law or regulation or agreed in writing between the Company and the Subscriber.
- d) The principles of construction set out in clauses 1.2 – 1.17 (each inclusive) of the Subscription Agreement shall have effect as if set out in this letter, for which purpose references to "this Agreement" in those clauses of the Subscription Agreement shall be read as a reference to this letter.

The purpose of this letter is to record our agreement as follows:

- 1) The Company and OpCo acknowledge that it is intended that the proceeds of the Subscription are to be made available to OpCo in order to be applied by it to returning to operation the Otso Gold Mine (which is owned and operated by OpCo), and the respective obligations of the Company and OpCo under this letter are entered into in consideration of the Subscriber entering into the Subscription Agreement and making the Subscription thereunder, which are of benefit to each of them.
- 2) The Company and OpCo shall apply, and procure that the other Group Companies apply, the consideration received by the Company for the Subscription under the Subscription Agreement and any proceeds received by the Company pursuant to the exercise by the Subscriber of any Warrants from time to time (such consideration and proceeds, together the "Proceeds") solely in accordance with the terms of this letter.
- 3) Without prejudice to the generality of paragraph 4, unless otherwise agreed in writing by the Subscriber, the Company shall apply the Proceeds solely:
  - (a) by way of investment (whether equity or debt) into OpCo or otherwise in the interests of or on behalf of OpCo; or
  - (b) towards the Company's reasonable expenses incurred in the ordinary course of its business as a non-trading holding company.
- 4) The Company and OpCo shall only use and shall procure that the other Group Companies shall only use the Proceeds:
  - (a) in accordance with the agreed Business Plan and Use of Funds Plan; or
  - (b) for any other purpose agreed by the Subscriber in writing.
- 5) The Company and OpCo shall provide to the Subscriber within ten (10) Business Days following the end of each calendar month (starting from and including the calendar month in which the date of this letter falls):
  - (a) the Management Monthly Accounts in respect of such calendar month; and
  - (b) a report in respect of such calendar month:
    - (i) setting out each item of expenditure (or group of interconnected items of expenditure) by the Group in such month in any amount in excess of USD 25,000 (or its equivalent in any other currency, for which purposes any amount in a currency other than USD shall be converted into USD in accordance with clause 1.17 of the Subscription Agreement, on the basis that the relevant date is the date of the expenditure);
    - (ii) showing the actual performance of the Group as against the Business Plan and Use of Funds Plan in such month.
- 6) The Company and OpCo shall provide the Subscriber with the written clarifications and comments with respect to the documents provided in accordance with paragraph 5 within five (5) Business Days following the respective request from the Subscriber (if any).
- 7) The Company and OpCo shall ensure that each Group Company at all times maintains complete and accurate books and records of account and shall procure that the Subscriber and its Agents (which may include a firm of accountants appointed by the Subscriber for such purpose) shall be:
  - (a) allowed access to the Otso Gold Mine and any other office, plant or premises of the Company, OpCo or any other Group Company at all reasonable times during regular

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business hours, upon giving at least three (3) Business Days' notice in writing to the Company, to examine from time to time the financial, operational and legal books, records, and accounts kept by each member of the Group; and

- (b) supplied without undue delay with all such information as the Subscriber may reasonably request from time to time for the purposes of determining whether the terms of this letter have been complied with,

provided always that the Subscriber shall procure that any information received by it or its Agents pursuant to this paragraph 7 is treated as provided in clause 12 (confidentiality) of the Subscription Agreement.

- 8) Without prejudice to any other right or remedy of the Subscriber under this letter or the Subscription Agreement, the Company and OpCo covenant to the Subscriber on a joint and several basis that, in the event that the Company or OpCo breaches any of its obligations under paragraph 3 or paragraph 4, the Company and OpCo shall pay to the Subscriber within ten (10) Business Days of the Subscriber's written demand an amount in US\$ equal to fifty per cent. (50%) of the amount of any payment or other application of funds made in breach of either such paragraph (for which purposes any amount in a currency other than USD shall be converted into USD in accordance with clause 1.17 of the Subscription Agreement, on the basis that the relevant date is the date of the Subscriber's demand).
- 9) The Company and OpCo acknowledge and agree that their obligations under paragraph 8 are proportionate to the legitimate interest of the Subscriber in the due performance and observation by each of them of their obligations under paragraphs 3 and 4, and that any amount payable by them under paragraph 8 is by way of liquidated damages and not as a penalty, and is reasonable and proportionate in amount, recognising the fact that, in the circumstances of any breach of paragraph 3 or paragraph 4, it would be impossible to calculate with any precision the monetary damages suffered by the Subscriber arising from such breach.
- e) The Company and Subscriber acknowledge and agree the unaudited condensed consolidated interim financial statements of the Group as of 31 October 2020 provided to the Subscriber before the date of this letter a copy of which appears in Schedule 2 to this letter are the Management Accounts referred to the Subscription Agreement.
- 10) The Subscriber may assign all or any of its rights and benefits under this letter (including any cause of action arising in connection with any of them) to any direct or indirect successor in title of the Subscriber to any shares of the Company.
- 11) The provisions of clauses 12, 13, 17, 23, 24, 26, and 27 of the Subscription Agreement shall apply to this letter as if the same were set out in full herein, and as if references in such clauses to the Subscription Agreement were references to this letter.
- 12) This letter is intended to take effect as a deed.

**In witness whereof** the parties have executed and delivered this letter as a deed on the date first written above.

## Schedule 1

### Business Plan and Use of Funds Plan

#### Schedule 1. Assumptions

Summary of Assumptions	
Inferred Ounces NI43-101	1,588,000
Indicated resource NI43-101	579,000
5 years production	421,194
10 year production	880,859
Design capacity	265
Grade	1.51
Mining tonnes per day	6,251
Mining efficiency	5%
Tonnes mined	2,281,650
Strip ratio	6.00
Hours mill ops per annum	8,200
Name plate tonnes per hour	265
Mill throughput	2,034,037
Tonnes per day name plate	5,953
Availability overall process	94%
Gold Price USD	1,700
Gold Price Euro	1,428.57
Silver price	17.50
EUR to USD	1.19
USD to CAD	1.27
AUD to Euro	0.61
AUD to USD	0.71
Discount Rate	5%
Recovery	87.00%
Grams per ounce	51.10
Pandion royalty	2.50%
Land owner royalty	0.15%
SG Ore	2.80
Inflation adjustment	0.00%
Tax Losses accumulated 2019	159,483,858
Tax Rate	20%
AISC	1,134
GIC	75%

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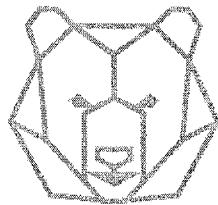




**Schedule 2**

**Management Accounts**

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**OTSO GOLD**  
MANAGED BY LIONSBRIDGE

**OTSO GOLD CORP.**  
**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**OCTOBER 31, 2020**  
Expressed in Canadian Dollars  
(Unaudited)

Reader's Note:

These unaudited condensed consolidated interim financial statements of Otso Gold Corp. have been prepared by management and have not been reviewed by the Company's auditor



## CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

	As at October 31, 2020	As at January 31, 2020
	\$	\$
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	832,455	239,064
Accounts receivable	293,601	931,789
Prepaid expenses	30,254	107,592
Inventory	2,492,494	2,518,918
	<b>3,648,804</b>	<b>3,797,363</b>
<b>Non-current assets</b>		
Property, plant and equipment (Note 4)	54,838,466	52,414,488
Reclamation bonds (Note 5)	5,100,732	4,806,231
Exploration and evaluation asset	1	1
	<b>59,939,199</b>	<b>57,220,720</b>
<b>TOTAL ASSETS</b>	<b>63,588,003</b>	<b>61,018,083</b>
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities	13,498,253	16,153,449
Convertible debentures (Note 8)	416,541	468,522
Loan (Note 6)	1,306,500	
Pandion loan (Note 6)	24,453,733	-
Royalty provision (Note 6)	4,377,931	2,167,464
	<b>44,052,958</b>	<b>18,789,435</b>
<b>Non-current liabilities</b>		
Convertible debentures (Note 8)	4,019,453	-
Pandion loan (Note 6)	-	18,759,159
Royalty provision (Note 6)	8,502,262	11,012,337
Decommissioning and rehabilitation provision (Note 9)	12,136,388	11,461,599
	<b>68,711,061</b>	<b>60,022,530</b>
<b>SHAREHOLDERS' EQUITY</b>		
Share capital	20,473,540	20,007,626
Accumulated other comprehensive income	2,718,116	(1,535,032)
Contributed surplus	3,202,481	2,783,315
Deficit	(31,517,195)	(20,260,356)
	<b>(5,123,058)</b>	<b>995,553</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>63,588,003</b>	<b>61,018,083</b>

Nature of Operations and Going Concern (Note 1)

Subsequent Event (Note 16)

These unaudited condensed consolidated interim financial statements were approved by the Board of Directors on November xx, 2020 and were signed on its behalf by:

"Brian Wesson"

Brian Wesson, Director

"Yvette Harrison"

Yvette Harrison, Director

### CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

	Three months ended		Nine months ended	
	October 31,		October 31,	
	2020	2019	2020	2019
<b>Expenses</b>	\$	\$		
Care and maintenance costs <i>(Note 11)</i>	346,410	5,066,101	2,954,807	5,066,101
Management and director fees <i>(Note 12)</i>	406,274	497,304	1,242,446	812,319
Professional fees	372,765	676,499	717,799	947,742
Share based payments	-	77,347	123,463	77,347
Shareholder information and transfer agent	1,630	22,935	60,114	59,781
Travel	-	369,968	198,334	611,192
Office and general	128,798	(29,942)	249,406	5,570
	<b>1,255,877</b>	<b>6,680,212</b>	<b>5,546,369</b>	<b>7,580,052</b>
<b>Other (income) expenses</b>				
Interest expense	3,137	14,611	15,244	34,258
Gain on Gold forward liability restructure	-	(51,969,249)	-	(51,969,249)
Revaluation of royalty provision <i>(Note 6)</i>	(1,619,913)	485,038	(299,608)	485,038
Accretion of loan <i>(Note 6)</i>	2,026,922	505,776	5,674,315	505,776
Accretion interest <i>(Note 9)</i>	257,241	(11,576)	586,351	-
Foreign exchange	(123,001)	60,960	53,194	43,181
Gain on valuation of embedded derivative liability	(462,323)	(36,714)	(319,026)	(172,089)
Loss on valuation of gold forward sale derivative liability	-	8,036,822	-	19,672,626
Other Income	-	(5,011)	-	(5,011)
Interest income	-	(1,521)	-	(3,906)
Loss on equity investments	-	9,000	-	9,000
	<b>82,063</b>	<b>(42,911,864)</b>	<b>5,710,470</b>	<b>(31,400,376)</b>
<b>Net (income)/loss for the period</b>	<b>1,337,940</b>	<b>(36,231,652)</b>	<b>11,256,839</b>	<b>(23,820,324)</b>
<b>Other comprehensive income to be reclassified to profit and loss in subsequent periods</b>				
Currency translation adjustment	(795,538)	1,060,002	(4,253,148)	1,061,352
<b>Comprehensive (income)/loss for the period</b>	<b>542,402</b>	<b>(35,171,650)</b>	<b>7,003,691</b>	<b>(22,758,972)</b>
<b>Basic and diluted (income)/loss per common share</b>	<b>0.01</b>	<b>(0.18)</b>	<b>0.05</b>	<b>(0.12)</b>
<b>Weighted average number of shares outstanding – basic</b>	<b>235,051,437</b>	<b>202,623,001</b>	<b>227,792,923</b>	<b>197,821,355</b>
<b>Weighted average number of shares outstanding – diluted</b>	<b>235,051,437</b>	<b>206,813,001</b>	<b>227,792,923</b>	<b>202,011,355</b>

### CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY

	Common Shares	Share Capital	Contributed Surplus	AOCI	Deficit	Total Shareholders' Equity
<b>BALANCE AT FEBRUARY 1, 2019</b>	195,380,740	18,648,026	2,719,968	(320,394)	(34,509,102)	(13,461,502)
Issued upon debt restructuring	26,612,000	1,330,600	-	-	-	1,330,600
Stock options exercised	300,000	15,000	-	-	-	15,000
Share-based payments	-	-	77,347	-	-	77,347
Loss for the period	-	-	-	(1,061,352)	23,820,324	22,758,972
<b>BALANCE AT OCTOBER 31, 2019</b>	<b>222,292,740</b>	<b>19,993,626</b>	<b>2,797,315</b>	<b>(1,381,746)</b>	<b>(10,688,778)</b>	<b>10,720,417</b>
<b>BALANCE AT FEBRUARY 1, 2020</b>	<b>222,292,740</b>	<b>20,007,626</b>	<b>2,783,315</b>	<b>(1,535,032)</b>	<b>(20,260,356)</b>	<b>995,553</b>
Private placement	14,400,001	440,005	329,995	-	-	770,000
Share issuance costs	-	(50,775)	4,892	-	-	(45,883)
Stock options exercised	750,000	76,684	(39,184)	-	-	37,500
Share-based payments	-	-	74,555	-	-	74,555
Warrants issued on extension of convertible debentures	-	-	48,908	-	-	48,908
Currency translation adjustment	-	-	-	4,253,148	-	4,253,148
Loss for the period	-	-	-	-	(11,256,839)	(11,256,839)
<b>BALANCE AT OCTOBER 31, 2020</b>	<b>237,442,741</b>	<b>20,473,540</b>	<b>3,202,481</b>	<b>2,718,116</b>	<b>(31,517,195)</b>	<b>(5,123,058)</b>

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## CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

	Nine months ended October 31, 2020	nine months ended October 31, 2019
<b>Cash flows used in operating activities</b>	<b>\$</b>	<b>\$</b>
<b>Income/(Loss) for the period</b>	<b>(11,256,839)</b>	<b>23,820,324</b>
<b>Items not affecting cash:</b>		
Accretion expense	586,351	-
Depreciation of property and equipment	456,617	-
Revaluation of royalty provision	(299,608)	485,038
Accretion of loan	5,674,315	505,776
Loss on valuation of gold forward sale derivative liability	-	19,672,626
Loss (gain) on gold forward liability restructure	-	(51,969,249)
Unrealized foreign exchange	20,259	43,181
Loss (gain) on valuation of embedded derivative liabilities	(319,026)	(172,089)
Share based compensation	123,463	77,347
Interest expense	11,933	-
Loss on equity instruments	-	9,000
	<b>(5,002,535)</b>	<b>(7,528,046)</b>
<b>Change in non-cash working capital items:</b>		
Accounts receivable	684,465	2,944,472
Prepaid expenses	79,487	57,224
Inventory	180,119	-
Accounts payable and accrued liabilities	327,155	(1,393,748)
	<b>1,271,226</b>	<b>1,607,948</b>
Cash provided by (used in) operating activities	<b>(3,731,309)</b>	<b>(5,920,098)</b>
<b>Cash flows used in investing activities</b>		
Acquisition of property and equipment	-	(934,011)
Reclamation bond	-	29,648
	<b>-</b>	<b>(904,363)</b>
<b>Cash flows from financing activities</b>		
Issuance of convertible debentures	2,272,750	-
Proceeds from Maintenance Loan Agreement	-	6,445,145
Proceeds from loan (Note 6)	1,306,500	-
Options exercise	37,500	15,000
Proceeds from private placement, net of share issuance cost	724,117	-
	<b>4,340,867</b>	<b>6,460,145</b>
Effects of exchange rate changes on cash and cash equivalents	<b>(16,167)</b>	<b>(36,506)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>593,391</b>	<b>(400,822)</b>
Cash at the beginning of the period	<b>239,064</b>	<b>(1,528,767)</b>
<b>Cash at the end of the period</b>	<b>832,455</b>	<b>(1,127,945)</b>

## 1) Nature of operations and going concern

Otso Gold Corp. ("Otso" or the "Company") is engaged in the development of the Otso Gold Mine in Finland. The Company's common shares trade on the TSX Venture Exchange ("TSXV") under the symbol "OTSO" and is incorporated and domiciled in Canada.

The Company announced on March 8, 2019 that the Otso Gold Mine was to be placed on care and maintenance from pre-commercial production due to operational issues and a lack of sufficient funds to continue production. The effective date of care and maintenance was April 1, 2019 and, because of this, the mining development expenses are no longer capitalized but are now expensed as care and maintenance (Note 11)

These unaudited condensed consolidated interim financial statements are prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for at least the next twelve months. The Company has incurred operating losses since inception and currently is incurring negative cash flows from operating activities. In order to continue as a going concern, the Company must generate sufficient operating cash flows, secure additional capital or otherwise pursue a strategic restructuring, refinancing or other transactions to provide it with additional liquidity.

Several adverse conditions and material uncertainties cast significant doubt upon the going concern assumption. During the period ended October 31, 2020, the Company incurred net cash outflows from operating activities of \$3,731,309. As at October 31, 2020, the Company had cash and cash equivalents of \$832,455 (January 31, 2020: \$239,064) and a working capital deficiency of \$40,404,154 (January 31, 2020: \$14,992,072).

There can be no assurances that sufficient funding, including a adequate financing, will be available to maintain the Otso Gold Mine and to cover general and administrative expenses necessary for the maintenance of a public company for at least twelve months. During the period ended October 31, 2020, the Company closed several financings (Note 10) but there can be no guarantee that the Company will be able to continue to secure additional financing in order to be able to continue operations for the foreseeable future, and if so, on terms that are favorable.

Realization values may be substantially different from carrying values as shown in these condensed consolidated interim financial statements. These condensed consolidated interim financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

The novel coronavirus ("COVID-19") has caused many countries to implement measures to reduce the spread of the virus. In Finland, on March 16, 2020, the Government issued a decree on implementing the Emergency Power Act that closed the country's borders, limited transportation within the country, and required most people to work from their homes. As at the date of these condensed consolidated interim financial statements, the office closures and staff reductions are still in effect. The effect and duration of COVID-19 and government responses to it are unknown. Consequently, management anticipates, but cannot predict the effect of unknown adverse changes to its business plans, financial position, cash flows, and results of operations during 2020 and beyond.

## 2) Basis of preparation

### Statement of compliance

These unaudited condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting, and based on the principles of International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These financial statements should be read in conjunction with the Company's annual audited consolidated financial statements for the year ended January 31, 2020, which include all of the Company's significant accounting policies, and have been prepared in accordance with the same methods of application.

These unaudited condensed consolidated interim financial statements were authorized for issue by the Board of Directors of the Company on November xx, 2020.

### Basis of measurement

These unaudited condensed consolidated interim financial statements have been prepared on a historical cost basis except for the derivative liabilities. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. The condensed consolidated interim financial statements are presented in Canadian dollars, unless otherwise stated.

### Significant accounting estimates and judgments

In the application of the Company's accounting policies, management is required to make judgments, estimates and assumptions about the carrying amount and classification of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in which the estimates are revised and in any future periods affected.

In preparing these condensed consolidated interim financial statements, the significant judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those applied to the annual audited consolidated financial statements for the year ended January 31, 2020 except for the additional estimates utilized in the valuation of convertible debentures issued during the period ended October 31, 2020 (Note 8).

### 3) Financial instruments and risk management

#### a) Financial instrument classification and measurement

Financial instruments recognized and disclosed at fair value in the consolidated statements of financial position or are disclosed are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements.

The fair value hierarchy has the following levels:

- Level 1 – quoted prices in active markets for identical financial instruments
- Level 2 – quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in the markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.
- Level 3 – valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

#### b) Fair values of financial assets and liabilities

The Company's financial instruments include cash, equity instruments, reclamation bond, accounts payable and accrued liabilities, convertible debentures royalty provision, and the loan to Pandion. The fair value of accounts payable and accrued liabilities may be less than their carrying value due to the liquidity risk (see Note 1). The fair values of the derivative component of the convertible debentures and related warrants issued as transaction cost (Note 8) and royalty provision (Note 6) are determined using inputs at level 3 of the fair value hierarchy.

#### c) Credit risk

Credit risk arises from the potential that a counterparty will fail to perform its obligations. Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash and cash equivalents and reclamation bonds. Cash and cash equivalents consist of cash held at a Canadian bank. A substantial portion of the Company's amounts receivable is Input Tax Credit. The carrying amount of cash and cash equivalents, reclamation bonds and amounts receivable represents the maximum credit exposure.

Management monitors the exposure to credit risk on an ongoing basis and does not consider such risk significant at this time.

#### d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its obligations when due, under both normal and stressed conditions, without incurring unacceptable losses. As at October 31, 2020, the Company had a cash balance of \$832,455 (January 31, 2020 - \$239,064) to settle current liabilities of \$44,052,958 (January 31, 2020 - \$18,789,435). See Note 1 for further details.

The contractual undiscounted future cash flows of the Company's significant financial liabilities are as follows:

<b>October 31, 2020</b>	<b>Current</b>	<b>Thereafter</b>
Accounts payable and accrued liabilities	\$ 13,498,253	\$ -
Convertible debentures	416,541	4,019,453
Loan	1,306,500	-
Pandion loan	30,631,400	-
Royalty provision	5,427,510	50,275,378
	<u>\$ 51,280,204</u>	<u>\$ 54,294,831</u>

<b>January 31, 2020</b>	<b>Less than 1 year</b>	<b>Thereafter</b>
Accounts payable and accrued liabilities	\$ 16,153,449	\$ -
Convertible debentures	468,522	-
Pandion loan	-	30,488,151
Royalty provision	2,167,464	49,063,134
	<u>\$ 18,789,435</u>	<u>\$ 79,551,285</u>

**e) Market risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates, commodity prices, and interest rates will affect the Company's operations, net earnings or the value of financial instruments.

**f) Foreign currency risk**

Foreign exchange risk is the risk that variations in exchange rates between foreign currencies will affect the Company's operating and financial results. The Company is exposed to foreign currency risk as a 5% shift in foreign exchange rates would result in an impact of approximately \$30,000. As at October 31, 2020, the Company held currencies totaling the following:

	<b>US (Dollars)</b>	<b>Euro (Dollars)</b>	<b>Krona (Dollars)</b>	<b>Mexican (Pesos)</b>
Cash and cash equivalents	359	28,468	768,056	42,126
Accounts receivable	-	135,790	19,260	71,062
Accounts payable and accrued liabilities	(492,054)	(7,629,097)	-	-
Net exposure	(491,695)	(7,464,839)	787,316	113,188
Canadian dollar equivalent	(654,839)	(11,595,134)	117,940	7,093

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**g) Interest rate risk**

Interest rate risk is the risk that interest rate fluctuations will affect the Company's operating and financial results. Management does not believe that the Company is exposed to significant interest rate risk.

**h) Commodity price risk**

The nature of the Company's operations results in exposure to fluctuations in commodity prices. Commodity prices are impacted by global economic events that dictate the levels of supply and demand. Ots'o's management continuously monitors commodity prices and may consider instruments to manage exposure to these risks when it deems appropriate.

The Company is exposed to commodity price risk with respect to the price of gold. Commodity price risk is defined as the potential impact on earnings and economic value due to price movements. The Company closely monitors prices of gold to determine the appropriate course of action to be taken by the Company. Price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depends upon the market price of gold.

**4) Property, Plant and equipment**

	Land	Connection fees	Buildings	Mineral properties and machinery equipment	Total
<b>Cost or Deemed Cost</b>	\$	\$	\$	\$	\$
<b>Balance at January 31, 2019</b>	2,677,221	2,315,183	7,491,782	37,493,481	49,977,667
Additions	-	-	-	10,864,727	10,864,727
Capitalized revenue	-	-	-	(5,780,758)	(5,780,758)
Depreciation	-	-	(929,491)	(91,046)	(1,020,537)
Currency translation adjustment	(82,381)	(71,241)	(201,929)	(1,271,060)	(1,626,611)
<b>Balance at January 31, 2020</b>	2,594,840	2,243,942	6,360,362	41,215,344	52,414,488
Depreciation	-	-	(231,582)	(225,035)	(456,617)
Currency translation adjustment	143,860	124,406	339,786	2,272,543	2,880,595
<b>Balance at October 31, 2020</b>	2,738,700	2,368,348	6,468,566	43,262,582	54,838,466

**5) Reclamation bonds**

The reclamation bonds represent cash of \$5,100,732 (January 31, 2020 - \$4,806,231) that has been placed in trust as security to the appropriate government entity relating to the Company's site closure obligations in Finland. The total reclamation deposits were for government reclamation bonds for the Ots'o Gold Mine project and a deposit held for the Finnish Safety and Chemical Agency. These security deposits were posted with a Finnish financial institution.

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A security deposit of \$37,500 (January 31, 2020 - \$37,500) was made in favour of the BC Ministry of Energy and Mines prior to commencement of surface work on the Sheslay Project. A security deposit for this amount was posted with a Canadian financial institution.

## 6) Loan

During October 2020, the Company entered into a loan agreement with Amalgam Rail Management Ltd. for a principal amount of USD\$1,000,000 bearing interest at 7% per annum and repayable, together with accrued interest, on April 20, 2021.

## 7) Pandion Loan and Royalty Provision

In November 2017, and amended in October 2018, the Company entered into a Pre-Paid Forward Gold Purchase Agreement (the "PPF Agreement") with PFL Raahe Holdings LP ("PFL"), a subsidiary of Pandion. Under the PPF Agreement, PFL advanced to the Company an amount of \$25,720,000 (USD\$20,600,000) (the "Gold Prepayment Amount") in one tranche as partial consideration for the purchase of a total of 67,155 ounces of gold. PFL was entitled to purchase 67,155 ounces of the gold production from Otso at market prices, less a discount of USD\$500 per ounce, from months 18 to 60 commencing on January 1, 2019. During FY2019, an additional \$9,180,300 (USD\$7,000,000) was advanced to the Company by PFL and was to be repaid as 22,315 additional ounces to the initial PPF Agreement under the same terms unless the funds advanced are repaid prior to June 30, 2019.

In addition, as part of the additional USD\$7,000,000 financing, a clause in the original PPF Agreement whereby PFL had the right to exchange the delivery of up to 24,000 ounces of gold for up to 270 million common shares of the Company (in increments of 100 ounces for 1,125,000 common shares) was exchanged for the following consideration:

- Issuance of shares equal to 19.99% of the issued and outstanding shares of the Company with PFL having the right to maintain that interest up to the point that the Company raised \$10,000,000 in equity. During the year ended January 31, 2019, the Company issued 38,754,785 shares for a total value of \$4,257,064.
- 2.5% net smelter return on gold production from the Otso Gold Mine.
- The Company making a payment of USD\$1,500,000 to PFL by April 15, 2019 (not paid).
- PFL is entitled to 50% of the revenue of gold sales generated from future gold ounces sold above USD\$1,200 per ounce. (under the original PPF Agreement, it was USD\$1,235 per ounce).

In April 2019, the Company announced that Pandion agreed to fund the Company's 100% owned Finnish subsidiary, Otso Gold Oy, the holding entity for the Otso Gold Mine, during care and maintenance of the mine (the "Maintenance Loan Agreement") subject to certain conditions as follows:

- Otso Gold OY may draw down in a principal amount of up to EUR350,000 per month.
- The loan bears interest at 12% per annum.
- Otso Gold OY is to repay the loan with all accrued and unpaid interest on the 5th business day following a written demand by the lender.

During the year ended January 31, 2020, the Company received \$6,445,145 (EUR4,334,910) from Pandion under the Maintenance Loan Agreement.

On October 7, 2019, the Company restructured the PFP Agreement and the Maintenance Loan Agreements with Pandion. The key commercial terms of the restructured debt are as follows:

- Payments of:
  - USD\$1.56 million payable in common shares of the Company upon the completion of up to \$7 million equity raise or pro rata on each tranche thereof;
  - USD\$11.5 million due in March 2021; and
  - USD\$11.5 million due in September 2021.
- Cancellation of gold deliveries to Pandion, its upside participation and free carry right, pursuant to the PFP Agreement.
- After the payments outlined above have been made, Pandion will release their security package in full and have no entitlements from the Company, other than continuing to be entitled to 2.5% net smelter return ("Royalty Provision") on gold production from the Otso Gold Mine.

As a result of the restructuring, 26,612,000 common shares of the Company, valued at \$1,330,600, were issued to entities controlled by directors and officers of the Company as an arrangement fee.

Upon restructuring, it was determined that the royalty is a derivative at fair value and the future payments are debt at a amortized cost. On the date of the restructuring, the pre-existing gold forward sale derivative liability was updated to be at fair value prior to derecognition and the fair value of the royalty provision and debt was compared to that, with the resulting gain recorded in the Statements of Operations and Comprehensive Income/(Loss). The restructuring resulted in a gain in the Company's profit or loss of \$51,969,249 and also the recognition of royalty provision of \$12,880,193 (January 31, 2020 - \$13,179,801) and loan to Pandion of \$24,453,733 (January 31, 2020 - \$18,759,159).

A continuity of the loan and the royalty provision was as follows:

	October 31, 2020
<b>Loan</b>	<b>\$</b>
Balance, beginning of the period	18,759,159
Accretion	5,674,315
Foreign translation adjustment	20,259
Balance, end of the period	24,453,733
Less, current portion	(24,453,733)
Non-current portion	-
<b>Royalty provision</b>	<b>\$</b>
Balance, beginning of the period	13,179,801
Change in fair value	(299,608)
Balance, end of the period	12,880,193
Less, current portion	(4,377,931)
Non-current portion	8,502,262

As at October 31, 2020, significant inputs used in the valuation of the royalty provision were as follows:

Average monthly ounces of gold	7,223
Total months of gold production	122
Average gold price in USD	\$1,887
Average exchange rate USD/CAD	1.34
Discount rate	50%

## 8) Convertible debentures

During 2017, the Company issued in total \$419,000 of convertible debentures. The debentures are unsecured, bear interest at 9% per annum, were due on June 30, 2020 and can be converted into common shares of the Company at \$0.10 per share. The conversion feature of the convertible debenture is accounted for as an embedded derivative.

During June 2020, the Company reached an agreement with the registered holders of the above 9% convertible debentures due June 30, 2020, to extend such maturity date to December 30, 2020. In conjunction with extending the maturity date to December 30, 2020, upon receiving approval from the TSX Venture Exchange, the Company issued to the debenture holders 2,223,077 extension warrants, (in accordance with TSX-V Policy 5.1 -- Loans, Loan Bonuses, Finder's Fees and Commissions). Each extension warrant allows the holders to acquire one additional common share of the Company at an exercise price of \$0.09 per share for a one-year period. The fair value of these extension warrants was calculated to be \$48,908 and included as share-based payments expense in the statement of loss and comprehensive loss. The fair value was determined using the Black-Scholes option pricing model with the following assumptions:

Risk free interest rate	0.23%
Expected dividend yield	0.00%
Stock price	\$ 0.06
Expected stock price volatility (calculated monthly)	126%
Expected life in years	1 year

During March 2020, the Company closed a non-brokered private placement of convertible debentures with face value of \$4,671,250, discounted 20%, for total proceeds of \$3,665,450. These unsecured debentures bear interest at 10% per annum and are convertible into common shares of the Company at a price equal to the greater of \$0.10 per share and the conversion date closing market price less a 20% discount. These debentures are due on March 26, 2023.

As at October 31, 2020, the total value of convertible debentures recognized was \$4,435,994, comprised of the value of the conversion option derivative of \$959,935 and the debentures of \$3,476,059. A continuity of the debentures and the conversion option derivative was as follows:

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	Conversion		Total
	Debentures	Option Derivative	
	\$	\$	\$
Balance, beginning of the period	406,780	61,742	468,522
Additions	3,120,026	1,551,224	4,671,250
Discount on face value	(671,795)	(334,005)	(1,005,800)
Accretion	621,048	-	621,048
Adjustment to fair value	-	(319,026)	(319,026)
Balance, end of the period	<b>3,476,059</b>	<b>959,935</b>	<b>4,435,994</b>
Less, current portion	<b>(414,289)</b>	<b>(2,252)</b>	<b>(416,541)</b>
Non-current portion	<b>3,061,770</b>	<b>957,683</b>	<b>4,019,453</b>

Of the total convertible debentures issued during March 2020, \$1,532,700 (EUR1 million) were issued as payment towards an existing payable.

The fair value of the conversion option derivatives was determined using the Black-Scholes option pricing model with the following assumptions:

Risk free interest rate	0.22%
Expected dividend yield	0.00%
Conversion price	\$0.10
Expected stock price volatility (calculated monthly)	102.73%
Expected option life (years)	2.65

#### 9) Decommissioning and rehabilitation provision

	October 31, 2020	January 31, 2020
	\$	\$
<b>Balance, beginning of period</b>	<b>11,461,599</b>	11,276,045
New estimate	-	369,072
Foreign exchange	<b>709,486</b>	(321,072)
Accretion expense	<b>(34,697)</b>	137,554
<b>Balance, end of period</b>	<b>12,136,388</b>	11,461,599

The decommissioning and rehabilitation provision is comprised of costs expected to be incurred in connection with future remediation and closure activities at the end of the life of the Otso Gold mine in Finland. These activities include water treatment (cleaning of the mine waters for the sulfidic waste rock and tailings area), land rehabilitation, ongoing care and maintenance on water pumps and pipes, and other reclamation and closure related requirements, which are expected to be incurred over the course of the next 11 years and upon closure.

## 10) Share capital

### a) Authorized:

Unlimited common shares without par value

### b) Issued or allotted and fully paid:

As at October 31, 2020, the Company had 237,442,741 (January 31, 2020 – 222,292,740) common shares outstanding.

#### Fiscal 2021:

On May 12, 2020, the Company executed an investment agreement with Alumina Partners (Ontario) Ltd. ("Alumina"), an affiliate of Alumina Partners LLC, a New York-based private equity firm that has made substantial investments in a broad range of publicly traded securities. The terms of the drawdown facility are set out in an investment agreement dated May 11, 2020, between Alumina and the Company. The drawdown facility is subject to Alumina and the Company agreeing mutually to the pricing terms and subject to regulatory approval of each tranche of the financing.

The investment agreement details the purchase of up to \$8-million of units of the Company, consisting of one common share and one common share purchase warrant, at discounts ranging from 15% to 25% of the market price of the shares, with tranches of the drawdown facility occurring at the mutual consent of the Company and Alumina, throughout the 24-month term of the investment agreement. The exercise price of the warrants will be at a 20% premium over the market price of the shares. There are no upfront fees or interest associated with the use of the drawdown facility.

On June 12, 2020, the company issued 3,333,333 units to Alumina for \$0.06 per unit. Each unit consists of one common share ("Share") and one common share purchase warrant, with each warrant exercisable for 60 months at an exercise price of \$0.096 per share. On July 16, 2020, the Company issued an additional 2,000,000 units to Alumina for \$0.05 per unit. Each unit consists of one share and one warrant, with each warrant exercisable for 60 months at an exercise price of \$0.06 per share. On June 24, 2020, the Company issued an additional 2,000,000 units to Alumina for \$0.05 per unit. Each unit consists of one share and one warrant, with each warrant exercisable for 60 months at an exercise price of \$0.06 per share.

On June 12, 2020, the Company closed a private placement for 1,666,668 units for \$0.06 per unit. Each unit consists of one share and one warrant, with each warrant exercisable for 60 months at an exercise price of \$0.096 per share.

On July 16, 2020, the Company closed a private placement for 1,400,000 units for \$0.05 per unit. Each unit consists of one share and one warrant, with each full warrant exercisable for 60 months at an exercise price of \$0.06 per share.

During July 2020, the Company issued 750,000 common shares upon the exercise of stock options at the strike price of \$0.05 per share.

During September 2020, the Company closed a private placement for 4,000,000 units for \$0.05 per unit. Each unit consists of one share and one warrant, with each full warrant exercisable for 60 months at an exercise price of \$0.072 per share.

The Company paid a total of \$45,883 of share issuance costs to complete the private placements during the period ended October 31, 2020.

Fiscal 2020:

During July 2019, the Company issued 300,000 common shares upon the exercise of stock options with a strike price of \$0.05 per option.

On October 7, 2019, the Company issued 26,612,000 common shares valued at \$1,330,600.

**c) Stock options**

Under the Company's stock option plan, the Company may grant stock options to its directors, officers, consultants, and employees. Options granted under this plan may expire up to ten years from the date of grant.

During the period ended October 31, 2020, the Company granted 1,550,000 stock options to its directors, officers, and consultants at an exercise price of \$0.075 and a life of five years from the date of the grant.

A total of 750,000 options were exercised during the period ended July 31, 2020 at the strike price of \$0.05 per option for proceeds totaling \$37,500.

A total of 8,225,000 options at a weighted average price of \$0.10 per option were either forfeited or expired without being exercised.

As at October 31, 2020, the Company had 4,200,000 (January 31, 2020 – 11,625,000) stock options outstanding.

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Stock option activity is summarized as follows:

Stock option activity	October 31, 2020	Weighted average exercise price	January 31, 2020	Weighted average exercise price
	#	\$	#	\$
Balance – beginning of period	11,625,000	0.09	11,125,000	0.10
Granted	1,550,000	0.08	2,400,000	0.05
Exercised	(750,000)	0.05	(300,000)	0.05
Forfeited	(8,225,000)	0.10	(1,600,000)	0.09
Balance – end of period	4,200,000	0.07	11,625,000	0.09

Details of stock options outstanding as at as at October 31, 2020 are as follows:

Date of grant	Expiry date	Exercise price	Outstanding and exercisable
		\$	#
June 27, 2018	June 27, 2023	0.15	300,000
July 6, 2018	July 6, 2023	0.14	250,000
September 20, 2019	September 19, 2024	0.05	2,100,000
June 11, 2020	June 11, 2025	0.08	1,550,000
			4,200,000

#### d) Warrants

As at October 31, 2020, the Company had 26,356,411 (January 31, 2020 – 9,650,000) warrants outstanding with a weighted average exercise price of \$0.10 and a weighted average remaining life of 2.51 years.

During the period ended October 31, 2020, the company issued 14,483,334 warrants, including 83,333 finders' warrants, with an expiration date of 60 months from the date of the grant. The Company also issued 2,223,077 warrants as part of the extension of the convertible debentures with an expiration date of one year from the date of the grant (Note 8). A total of 5,083,334 of these warrants are exercisable at the strike price of \$0.096, 5,400,000 of these warrants are exercisable at the strike price of \$0.06, 2,223,077 of these warrants are exercisable at the strike price of \$0.09, and the remaining 4,000,000 of these warrants are exercisable at \$0.072.



Warrant Activity is summarized below:

Warrant activity	October 31, 2020	Weighted average exercise price	January 31, 2020	Weighted average exercise price
	#	\$	#	\$
Balance – beginning of period	9,650,000	0.14	18,011,353	0.14
Issued	16,706,411	0.08	-	-
Expired	-	-	(8,202,153)	0.15
Exercised	-	-	(159,200)	0.05
Balance – end of period	26,356,411	0.10	9,650,000	0.14

e) Share-based payments

During the period ended October 31, 2020, \$74,555 was recognized as share-based compensation related to the 1,550,000 stock options that the Company granted to its directors, officers, and consultants at an exercise price of \$0.075.

The fair value of the stock-based compensation of options recognized in the accounts was estimated using the Black-Scholes Model with the following weighted-average assumptions:

Risk free interest rate	0.37%
Expected dividend yield	0.00%
Stock price	\$ 0.06
Expected stock price volatility (calculated monthly)	120%
Expected option life in years	5 years
Forfeiture rate	0.00%

An additional \$48,908 was recognized as contributed surplus related to the extension of the expiration date of the convertible debentures from June 30, 2020 to December 31, 2020 (Note 8).

DS

**11) Care and Maintenance cost**

Care and Maintenance costs are broken down below:

	Nine months ended October 31, 2020	Nine months ended October 31, 2019
	\$	\$
Miningservices including demobilization	1,013,376	559,291
Depreciation of property and equipment	456,617	-
Salaries and wages	854,270	2,751,891
Utilities	111,426	502,983
Office and general	313,915	501,269
Legal and professional fees	86,566	535,146
Equipment rentals	94,014	151,344
Travel	2,247	31,959
Vehicle costs	13,175	23,551
Telephone costs	9,201	8,667
	<b>2,954,807</b>	<b>5,066,101</b>

**12) Related party transactions**

Related parties and related party transactions impacting the accompanying condensed consolidated interim financial statements are summarized below.

Key management personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company. The Company has determined that key management personnel consists of members of the Company's Board of Directors and the Company's Chief Executive Officer and Chief Financial Officer.

The remuneration to key management personnel was as follows:

	Nine months ended October 31, 2020	Nine months ended October 31, 2019
	\$	\$
Short-term benefits (i)	1,242,446	384,120
Share based payments	67,706	77,347
	<b>1,310,152</b>	<b>461,467</b>

(i) Includes consulting fees, director fees, management fees and other employment benefits, pursuant to service agreements.

DS

As at October 31, 2020, an amount of \$1,138,964 (January 31, 2020 - \$269,332) was included in accounts payable and accrued liabilities, representing amounts owing to former and current directors and officers of the Company.

### 13) Contingent liability

Tallqvist Infra OY, the company hired by Otso Gold Oy to mine the ore at the Otso Mine had, on April 17, 2019, submitted a bankruptcy application with the District Court of Oulu. Otso Gold Oy rejected the bankruptcy application as being without merit as the bankruptcy requirements as set out in Finnish law had not been fulfilled. The bankruptcy application related to a civil claim filed by Tallqvist Infra OY on April 23, 2019 with the District Court of Oulu. The amount of the claim is EUR 6,900,898 with penalty interest at 8% and legal costs. During July 2019, Tallqvist and the Company entered into a settlement agreement which included a payment schedule through to September 2020. As at April 30, 2020, the Company has paid EUR 1,500,000 and settled Euro 1,000,000 by issuance of a convertible debenture to Tallqvist as additional payment towards the settlement amount (Note 8).

Former employees of Otso Gold Oy filed lawsuits against the Company claiming unlawful dismissal. The claims are demanding EUR 513,513 as compensation along with penalty interest and legal costs. The claim is currently pending before the District Court of Oulu and there is a risk that the court may accept at least part of the claim, however, Otso Gold Oy rejects the claims as being without merit.

In conjunction with the management agreement between the Company and Lionsbridge, (a company controlled by two directors of the Company), Lionsbridge is entitled to receive a fee equal to 12.5% (payable in shares of the Company, less any shares issued as finders' fees thereon), of any equity of debt financing that the Company completes.

### 14) Capital management

The Company's capital consists of shareholders' equity. The Company's objective when managing capital is to safeguard its ability to continue as a going concern so that it can pursue opportunities for growth, continue to maintain investor confidence and not expose the Company to excess risk. The Company manages its capital structure and makes adjustments to it based upon the level of funds available to support the exploration and development of its mineral properties. In the past, Otso has been able to generate cash from returns on and gains on sale of its investments. However, as a development stage entity, Otso continues to be dependent on external financing to fund a substantial portion of its exploration and development activities, and as necessary, to pay general and administrative and other ongoing costs. To date, external financing has included issuing common shares and obtaining debt financing all of which will continue to be considered as financing options depending upon the related terms and conditions. To the extent that market conditions are not believed to be positive for raising equity or debt, adjustments are made to the timing of planned capital expenditures and operating costs reduced to the extent possible until those market conditions become acceptable. Management reviews its capital management approach on an ongoing basis in response to both short term and long term cash flow forecasts and analyses to ensure an adequate amount of liquidity is available to sustain its operations and capital programs. The Company is not subject to externally imposed capital requirements.

### 15) Segment disclosure

The Company has one reportable segment, being the acquisition and exploration of gold resource properties. The following table provides segmented disclosure of assets and liabilities based on geographic location:

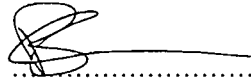
	Americas	Europe	Total
<b>October 31, 2020</b>	\$	\$	\$
Current assets	862,670	2,786,134	3,648,804
<b>Non-current assets</b>			
Other non-current assets	37,500	5,063,232	5,100,732
Property and equipment	-	54,838,466	54,838,466
Exploration and evaluation assets	1	-	1
<b>Liabilities</b>			
Current Liabilities	(32,202,976)	(11,849,981)	(44,052,957)
<b>January 31, 2020</b>			
Current assets	261,643	3,535,720	3,797,363
<b>Non-current assets</b>			
Other non-current assets	37,500	4,768,731	4,806,231
Property and equipment	-	52,414,488	52,414,488
Exploration and evaluation assets	1	-	1
<b>Liabilities</b>			
Current Liabilities	(1,338,508)	(17,450,927)	(18,789,435)

### 16) Subsequent event

*Execution page of the side letter in respect of the subscription agreement relating to Otso Gold Corp. between Otso Gold Corp., Otso Gold Oy and Brunswick Gold Ltd*

**EXECUTED AS A DEED** by **Otso Gold Corp.**, )

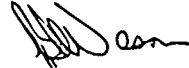
acting by Clyde Wesson, being a person who, )  
under the laws of the Province of Alberta, )  
Canada, is acting under the authority of the )  
company )



.....  
Clyde Wesson  
Director

**EXECUTED AS A DEED** by **Otso Gold Oy**, )

acting by Brian Wesson, being a person who, )  
under the laws of Finland, is acting under the )  
authority of the company )

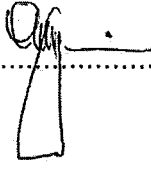


.....  
Brian Wesson  
Director

DS

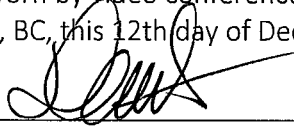
*Execution page of the side letter in respect of the subscription agreement relating to Otso Gold Corp. between Otso Gold Corp., Otso Gold Oy and Brunswick Gold Ltd*

**EXECUTED AS A DEED** by Brunswick Gold Ltd, acting by ANDREAS ORPAINEN, being a person who, under the laws of the Republic of Cyprus, is acting under the authority of the company )  
)  
)  
)  
)  
)  
)

  
.....

AS

This is Exhibit "T" referred to in the Affidavit of Clyde Wesson sworn by video conference before me at Vancouver, BC, this 12th day of December, 2021.

A handwritten signature in black ink, appearing to be 'D. M. S.', written over a horizontal line.

A Commissioner for taking Affidavits  
for British Columbia

Handwritten initials 'DS' in the bottom right corner of the page.

**Subject:** FW: Final Resouce Technical Report for Filing  
**Date:** Thursday, 14 October 2021 at 3:37:43 pm Eastern European Summer Time  
**From:** Brian Wesson  
**To:** Amelia Wesson

---

**From:** Brian Wesson <Brian.Wesson@otsogold.com>  
**Date:** Thursday, 14 October 2021 at 15:05  
**To:** Vladimir Lelekov <Vladimir.Lelekov@otsogold.com>, Clyde Wesson <Clyde.Wesson@otsogold.com>, Martin Smith <Martin.Smith@otsogold.com>, Yvette Harrison Shaw <yvette\_harrison@shaw.ca>, 'Pascault Nicolas' <npascault@brunswickrail.com>, 'Koshkin Victor' <vkoshkin@brunswickrail.com>  
**Subject:** FW: Final Resouce Technical Report for Filing

**Hi all**

We have constantly advised that continual inappropriate discussion putting pressure on the NI43-101 authors has now resulted in delays and I would think we are getting very conservative figured due to the behaviour. Subsequently Brunswick have introduced Andrey and his arrogant that has brought the show to a stand still.

Further Hartikainen has worked with us with 100 staff on site and we relied on Brunswick board and subsequent discussions and releases that funding was imminent. Relying on the board decision and Chairman we accelerated the HK work before winter, last Friday HK was due to be paid 850K but we differed a week to tomorrow. We have not had any comments from Brunswick in last two turns of the sub agreement and we will need to wind back all costs if the funds are not confirmed to be wired tomorrow.

This is the same issue where the board approved and in discuss with Nicolas and Victor earlier in the week it was to be paid but when I attended the meeting in Helsinki the payment was not approved through the bank that is now common practice with all payments

Thank you

Regards  
Brian

---

**From:** Gregory Sparks [BOYD COMPANY] <g-sparks@jtboyd.com>  
**Date:** Thursday, 14 October 2021 at 06:14  
**To:** Brian Wesson <Brian.Wesson@otsogold.com>, Clyde Wesson <Clyde.Wesson@otsogold.com>  
**Subject:** RE: Final Resouce Technical Report for Filing

Gents,

I tried sending the above noted Technical Report as an attachment without success, as too large. In the alternative, I have been trying for the last hour to upload to the Ansarada site which may have now been met with success. Please let me know if you can access the final signed NI 43-101 Technical Report – Mineral Resource Update from the Ansarada site. If not, I will try another way to get it to you.

Notwithstanding the huge waste of time with the Russian component of the BOD yesterday and previously, we have finally completed the full technical report for filing. Henceforth, we will



only deal with Otso management on the Feasibility and perhaps beyond, as Otso management and Martin clearly understand mining and processing, which the Russian component of the BOD clearly do not. Explaining the process will be, lamentably left to Otso management. As you are well aware, a consultancy is typically not required to engage with the BOD, except on extremely rare occasions. While I completely understand the conundrum left to Otso management/Lionsbridge, we will oblige as required, but this is not without additional cost.

We hope and expect the Laiva Project will be a success for all shareholders. That said, given the time constraints, we cannot waste more time dealing with the Brunswick component of the BOD.

Lastly, but of paramount importance, we have still have not received payment of the most recent invoice as promised in the amount of US \$90k. While we have released the Resource Technical Report for filing in the absence of promised payment, we will not release even the draft Feasibility until we have reached mutual agreement on the extra work required on many fronts, and ongoing progress payment accordingly.

Best regards,

**Gregory B. Sparks**, P.Eng., Q.P.  
**Managing Director - Metals**

---

**John T. Boyd Company**  
 Dominion Plaza, Suite 2800  
 600 17<sup>th</sup> St  
 Denver, CO 80202-5404

Office: 1 (303) 293-8988  
 Direct: 1 (720) 221-8025  
 Mobile: 1 (970) 749-5583  
 Skype: gregsparkspe  
 e-mail: [g-sparks@jtboyd.com](mailto:g-sparks@jtboyd.com)  
[www.jtboyd.com](http://www.jtboyd.com)



*Before printing think about the Environment*

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This email, its contents, and any files transmitted herewith, are intended solely for the addressee(s) and may be legally privileged and/or confidential. Please be advised that the authorship and content of the material being provided is strictly privileged to John T. Boyd Company, and no change or revision to said work product is permitted.

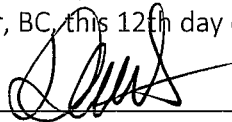
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**From:** [postmaster@lionsbridge.com.au](mailto:postmaster@lionsbridge.com.au) <[postmaster@lionsbridge.com.au](mailto:postmaster@lionsbridge.com.au)>  
**Sent:** Wednesday, October 13, 2021 7:49 PM  
**To:** Gregory Sparks [BOYD COMPANY]  
**Subject:** Undeliverable: Final Resouce Technical Report for Filing

REDACTED

DS

This is Exhibit "U" referred to in the Affidavit of Clyde Wesson sworn by video conference before me at Vancouver, BC, this 12th day of December, 2021.

A handwritten signature in black ink, appearing to be 'D. S.', written over a horizontal line.

A Commissioner for taking Affidavits  
for British Columbia

REDACTED

---

**From:** Brian Wesson <Brian.Wesson@otsogold.com>

**Date:** Tuesday, 30 November 2021 at 7:55 am

**To:** Vladimir Lelekov <Vladimir.Lelekov@otsogold.com>, Clyde Wesson <Clyde.Wesson@otsogold.com>, Nicolas Pascault <Nicolas.Pascault@otsogold.com>, Victor Koshkin <Victor.Koshkin@otsogold.com>, Tom Fenton <tfenton@airdberlis.com>

**Subject:** Processing Weekly Report from 20th to 26th November

Dear All

As requested we have clean up a weekly sheet to try and reflect and give an indication to the board noting it is all subject to the month end reconciliation. Noting ounces are coming up nicely as the company move to commercial production 1 February 2022. The mill gear slipping will lose a week which will impact future weeks.

Kind Regards

Brian

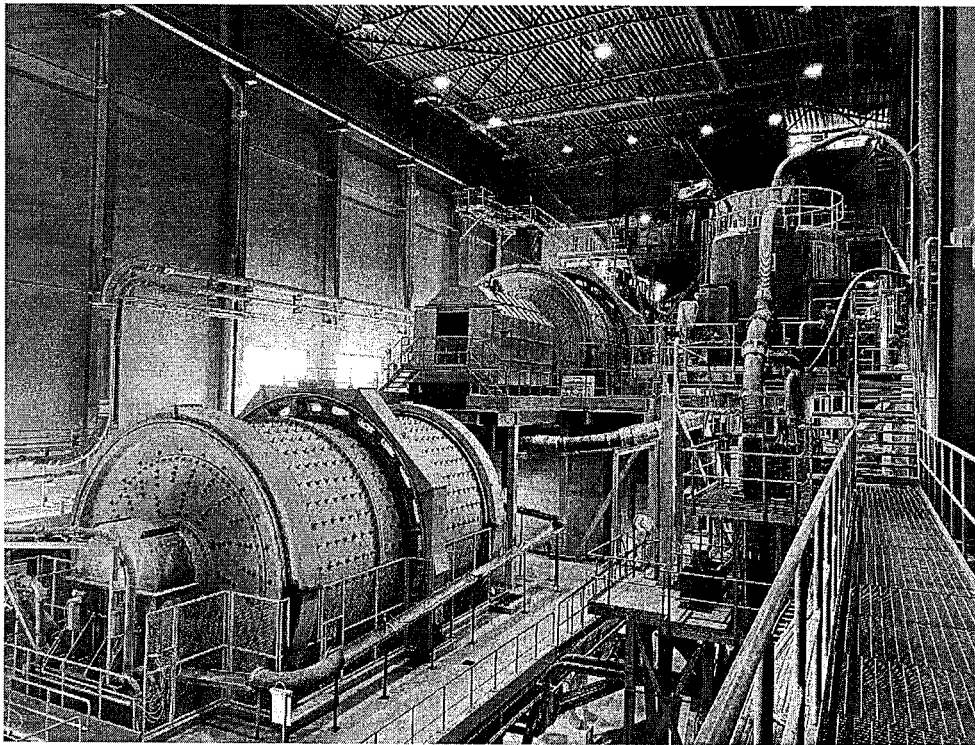


OTSO GOLD OY  
LAIVA MINESITE  
PROCESS DEPARTMENT

# PROCESS PLANT WEEKLY OPERATIONS REPORT

---

WEEK 20<sup>TH</sup> TO 26<sup>TH</sup> NOVEMBER 2021



Date: 27<sup>th</sup> November 2021

Written by: Peter Flitcroft

Position: Process Manager:

83

# PROCESS PLANT WEEKLY REPORT

20<sup>TH</sup> TO 26<sup>TH</sup> NOVEMBER 2021

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## 1 SAFETY AND ENVIRONMENT

No major safety or environmental incidents occurred during the week.

Solutions around the site and originating from the plant continue to be monitored daily. It was noted that a relative spike of phosphorous was seen. This is remaining under investigation.

The Arsenic precipitation plant was operational and results are being monitored.

Assay results have been delayed due to a dispute with the laboratory manager

OWATech have sampled the high copper solutions areas and a proposal is awaited.

Safety and environmental awareness, monitoring and reporting remains ongoing.

Safety preparations such as isolation lists and work permits are being made for the forth coming planned maintenance on 7<sup>th</sup> December.

Arrangements were made to move material from the LG CIL basement to the HG pond 1. This was necessary as Tank 0 was emptied as a consequence of the power outage. The environmental team were fully involved in the decision making and kept the authorities informed.

## 2 PRODUCTION

The following table illustrates the production for the week.

DAY	Wet Crushed	Dry Milled	Mill Downtime	Run Time	tph	CIL Feed Grade	Plant Tail Grade	CIL Efficiency	Est. CIL Gold (oz)
	Tonnes	Tonnes	Hr	%	dry	Est. g/t Au	g/t Au	%	Oz tr
19/11/2021	4 035	4 114	0,7	97 %	177	1,23	0,17	86,2%	139,9
20/11/2021	5 316	4 116	0,8	97 %	178	1,81	0,17	90,7%	217,3
21/11/2021	4 089	3 896	2,1	91 %	178	1,54	0,18	88,4%	170,8
22/11/2021	4 135	2 378	10,5	56 %	176	3,36	0,17	94,8%	243,9
23/11/2021	2 840	2 516	9,9	59 %	179	3,32	0,20	93,9%	252,1
24/11/2021	5 371	4 205	0,6	98 %	179	1,87	0,19	89,7%	226,6
25/11/2021	4 329	3 982	1,3	95 %	175	1,43	0,19	86,7%	158,3
<b>TOTAL</b>	<b>30 115</b>	<b>25 208</b>	<b>25,9</b>	<b>85 %</b>	<b>177</b>	<b>2,08</b>	<b>0,18</b>	<b>91,3%</b>	<b>1408,9</b>

DAY	Volume LG Tailings	Volume HG Pond
	m <sup>3</sup>	m <sup>3</sup>
19/11/2021	10 228	272
20/11/2021	10 266	264
21/11/2021	10 101	262
22/11/2021	8 600	269
23/11/2021	8 275	273
24/11/2021	10 542	288
25/11/2021	10 149	255

TOTAL	68 161	1 883
-------	--------	-------

**Note: CIL assays and efficiencies are estimated based on available assay data.**

The Major reasons for plant stoppage include:

- A total power outage of the main grid at approx. 05:00 on 22<sup>nd</sup> resulted in the direct loss of two hours production and a further 10,5 hrs indirect loss due to the bogging of tank 0 on 23<sup>rd</sup>.

In general, the detox circuit remains operating within parameters and the operator teams have a strategy to react to any disturbances.

The throughput remains below the present target of 200 tph but the 4000 tpd target is being met more consistently. A small amount of secondary crushed ore was fed to the plant from the mobile crushing plant. Volumes of the finer ore remain unmeasured.

The tailings pump system is becoming a constraint. An increase LG leach feed density and consistency is to be targeted.

Feed grades were estimated at 2,08g/t and were higher than the previous week as was estimated recovery at 91,3%.

**A cautionary note: Due to a dispute with the laboratory manager not all assay results have been received and estimates have been made.**

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### 3 OPERATIONAL ACTIVITIES

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#### 3.1 PERSONNEL

Significant levels of overtime have been seen due to staff absences. It has been agreed that a number of further staff will be recruited and join the plant team to cover for absences and, in future, holiday s. Recruitment remains in progress.

Training and levels of confidence continue to improve within the operational teams.

#### 3.2 CRUSHER

The crusher operated to maintain a full crushed ore stockpile.

The crusher commenced 24/7 operations on 23<sup>rd</sup>.

Commissioning of the mobile crusher is ongoing. The actual placement of the crusher remains under discussion.

#### 3.3 MILLING AND HG (SULPHIDE) CIRCUIT

In general, when operating, the milling rate has improved as operators gain confidence.

The objective remains to achieve 4000 tpd consistently and more if possible.

The HG circuit was utilised at higher levels. HG concentrate is continually transferred to the HG CIL. The higher head grades increased the amount of HG concentrate. The spiral concentrate mass pull is being increased to bring more to the HG circuit.

#### 3.4 CIL

The LG CIL circuit was affected by the power outage. The agitators were off for approximately 13 minutes. Unfortunately, tank 0 (the pre-leach tank) could not be re-started immediately which resulted in a bogged and settled tank. The tank was drained to release the agitators. The basement is close to capacity and a mechanical excavator was employed to remove material to the HG pond 1.

Tank 0 was freed and remains on standby.

Tank 5 gearbox remains under repair.

Both detox circuits are operational; stability of the LG circuit has improved and there is a strategy in place to react to disturbances.

Provision of services to the Process Analytical TAC and WAD cyanide analyser continues. The commissioning engineer's visit has been cancelled due to the COVID travel ban imposed on South African flights on 26<sup>th</sup> November. It is planned to self-commission the analyser.

The manual titration of detox solution samples continues and results in significant work for the process staff. The online analysers will help reduce this.

### 3.5 RECOVERY CIRCUIT

A gold pour was undertaken on 26th of November.

Observations during the gold room operations have highlighted a number of work flow improvements are needed.

Approximately 550 oz was poured (assays are pending). The adjustments to the flux mix have improved the slag and it is planned to reduce the amount of re-smelting required.

The carbon management and elution will be actively managed to improve bar quality in the coming weeks.

The regeneration kiln was re-commissioned during the week.

### 3.6 TAILINGS DISPOSAL

#### 3.6.1 HIGH GRADE PONDS

The HG Pond 1 remains stable. Material from the LG CIL basement has been deposited in the pond. It will be profiled when the climate warms in the spring.

The HG Pond 2 received the tailings stream from the HG CIL.

The OWAtch water treatment container is operating well but requires piping to be insulated.

#### 3.6.2 LOW GRADE TSF

Hartikainen continue to construct the south and west walls supervised by Geobotnia.

The discharge of tailings to the TSF continued during the week. The new discharge points are being actively monitored by the TSF team.

### 3.7 METALLURGICAL BALANCE

A basic MetBal continues to develop and a daily report is being issued.

A number of density gauges remains to be installed.

### 3.8 REAGENTS

All major reagents are being actively managed to ensure stock levels and re-ordering remain optimal.

The process operation is moving towards stability and will allow optimisation of reagents to commence.

### 3.9 MISCELLANEOUS

Plant instrumentation, pH, O2 meters etc continue to be re-commissioned.



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#### 4 PLANNED ACTIVITIES

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The following activities are planned:

- Review and optimisation of the LG detox circuit; installation of dissolved oxygen meters; developments of operator control philosophy; optimisation of cyanide additions; review of reagent strengths and preparation SOP. Ongoing.
- Installation of the wad analyser. – self install due to travel restrictions from Southern Africa.
- Review of the overall circuit to identify potential automation and controls, pH, cyanide, etc.
- Increase the proportion of secondary ROM ore to the feed blend..

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No. s-2110503  
Vancouver Registry

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

IN THE MATTER OF THE COMPANIES' CREDITORS  
ARRANGEMENT ACT, R.S.C. 1985, C. C-36

AND

IN THE MATTER OF OTSO GOLD CORP., OTSO GOLD OY,  
OTSO GOLD AB, AND 2273265 ALBERTA LTD.

PETITIONER(S)

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**AFFIDAVIT**

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mcmillan

McMillan LLP  
1500 – 1055 West Georgia Street  
Vancouver, BC V6E 4N7  
Telephone: 604.689.9111  
Fax: 604.685.7084

**Attention: Vicki Tickle/Daniel Shouldice**

File No. ●

---

*Data Rooms*

- 117. We have sent Otso an archive of the two data rooms that we maintained.
- 118. As I am located in Sydney, New South Wales, Australia, and counsel is located in Vancouver, British Columbia, I was not physically present before the commissioner while swearing this affidavit, but was linked with the commissioner utilizing video conferencing technology, and we followed the process described in the British Columbia Supreme Court COVID-19 Notice No. 2, dated March 27, 2020.

SWORN BEFORE ME at the City of )  
Vancouver, in the Province of British )  
Columbia, this 12<sup>th</sup> day of December, )  
2021. )

\_\_\_\_\_)  
A commissioner for taking affidavits )  
for British Columbia )



\_\_\_\_\_) **CLYDE WESSON**

