Ascot Resources Ltd.

2018 Annual Information Form

Dated July 5, 2018

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About this Annual Information Form

This Annual Information Form ("**AIF**") contains information about Ascot Resources Ltd. ("**Ascot**" or the "**Company**") and its business, including the Company's mineral exploration prospects, risks and other factors that impact the Company's business.

This AIF is dated July 5, 2018. Unless otherwise indicated, all information in this AIF is stated as of March 31, 2018.

The information provided in this AIF is supplemented by disclosure contained in the documents listed below, which are incorporated by reference into this AIF. These documents must be read together with this AIF. The documents listed below are not contained within, nor attached to this document. They may be viewed by the reader on the SEDAR website at www.sedar.com:

Document	**Period end date**	**Filing date**
Audited consolidated financial statements	March 31, 2018	July 9, 2018
Management discussion and analysis	March 31, 2018	July 9, 2018
Updated NI 43-101 Technical Report on Premier-Dilworth Project		June 22, 2018

Currency

All dollar amounts in this AIF are stated in Canadian dollars, unless otherwise specified.

International Financial Reporting Standards

Financial information in this AIF is presented in accordance with the International Financial Reporting Standards as issued by the International Accounting Standards Board.

Cautionary Statement Regarding Forward Looking Statements

Except for statements of historical fact, information contained herein, or incorporated by reference, constitutes "forward-looking information" and "forward-looking statements" within the meaning of applicable securities laws. Such forward-looking information and forward-looking statements include, but are not limited to, statements or information concerning the transfer of title to the Premier property and the Dilworth property, the future financial or operating performance of the Company and its business, operations, properties and condition, the future prices of gold, silver, and other metals, resource potential, quantity and/or grade of minerals, potential size of a mineralized zone, potential expansion of mineralization, the timing and results of future resource estimates and exploration programs, and the timing of other exploration and development plans at the Company's mineral project interests. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "planned", "expect", "project", "predict", "potential", "targeting", "intends", "believe", and similar expressions, or describes a "goal", or variation of such words and phrases or states that certain actions, events or results "may", "should", "could", "would", "might" or "will" be taken, occur or be achieved. Statements relating to mineral resources are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the mineral resources described exist in the quantities predicted or estimated or that it will be commercially viable to produce any portion of such resources.

Forward-looking statements and forward-looking information are not guarantees of future performance and are based upon a number of estimates and assumptions of management at the date the statements are made, including among other things, assumptions about the satisfaction of conditions to closing for the Premier property and the Dilworth property, the future prices of gold, silver and other metals, changes in the worldwide price of other commodities such as fuel and electricity, fluctuations in resource prices, currency exchange rates and interest rates, favourable operating conditions, political stability, obtaining governmental approvals and financing on time, obtaining required licences and permits and renewals thereof, labour stability, stability in market conditions, availability of equipment, accuracy of mineral resource estimates, anticipated costs of administration and exploration expenditures at the Company's mineral properties and its ability to achieve its goals. Many of these assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies, and other factors that are not within the control of the Company and could thus cause actual performance, achievements, actions, events, results or conditions to be materially different from those projected in the forward-looking statements and forward-looking information.

Such forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information, including, without limitation, the following:

- the potential for no commercially mineable deposits due to the speculative nature of the Company's business;
- none of the properties in which the Company has an interest have any mineral reserves;
- the Company's properties are in the exploration stage, and most exploration projects do not result in commercially mineable deposits;
- estimates of mineral resources are based on interpretation and assumptions which are inherently imprecise;
- no guarantee of the Company's ability to obtain all necessary licenses and permits that may be required to carry out exploration and development of its mineral properties and business activities;
- the effect of global economic and political instability on the Company's business;
- risks related to maintaining a positive relationship with the communities in which the Company operates;
- the Company's history of losses and no revenues from operations;
- risks related to the Company's ability to arrange additional financing;
- risks related to a lack of adequate funding;
- risks related to the Company's ability to access a skilled workforce;
- risks relating to the absence of a preliminary economic assessment or feasibility study;
- risks related to title, challenge to title, or potential title disputes regarding the Company's mineral properties;
- risks related to the influence of the Company's significant shareholder over the direction of the Company's business;
- the potential for legal proceedings to be brought against the Company;
- risks related to environmental regulations;
- the highly competitive nature of mineral exploration industry;
- risks related to equipment shortages, access restrictions and lack of infrastructure on the Company's mineral properties;
- the Company's dependence upon key personnel;
- risks related to the Company's ability to hire, train, deploy and manage qualified personnel in a timely manner;
- risks related to directors being, or becoming, associated with other natural resource companies which may give rise to conflicts of interest;
- risks related to mining operations generally;
- risks related to fluctuation of mineral prices and marketability;
- funding and property commitments that may result in dilution to the Company's shareholders;
- the volatility of the price of the Company's Common Shares;
- the uncertainty of maintaining a liquid trading market for the Company's Common Shares;
- risks related to the decrease of the market price of the Common Shares if the Company's shareholders sell substantial amounts of Common Shares;
- risks related to dilution to existing shareholders if stock options or other convertible securities are exercised;

- risks related to the completion of the transfer of title to Boliden's (as defined herein) portion of the Premier-Dilworth Project to the Company; and
- the history of the Company with respect to not paying dividends and anticipation of not paying dividends in the foreseeable future.

Please see "*Risk Factors*" in this AIF for additional information on the risks faced by the Company.

Although the Company has attempted to identify important factors that could cause actual actions, events, results, performance or achievements to differ materially from those described in forward-looking statements and forward-looking information, there may be other factors that cause actions, events, results, performance or achievements not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements or information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Such forward-looking statements and information are made or given as at the date of this AIF and the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required under applicable securities law. The reader is cautioned not to place undue reliance on forward-looking statements or forward-looking information.

About Ascot Resources Ltd.

Ascot is a Canadian-based junior mineral exploration and development company with three properties: the Premier/Dilworth Property, a gold, silver, base metals project located near the town of Stewart in northwestern British Columbia; the Mt. Margaret property, a copper and gold play located in Washington, USA; and Swamp Point, a sand and gravel deposit on the Portland Canal in northwestern British Columbia. The Mt. Margaret property is held in the Company's wholly owned subsidiary, Ascot USA Inc.

Name, Address and Incorporation

Corporate Head Office	**Registered and Records Office**
505 Burrard Street, Suite 1550 Vancouver, BC, V7X 1E5 Canada Email: jharris@ascotgold.com Tel: 778 725-1060 Fax: 778 725-1070	Blake, Cassels & Graydon LLP 595 Burrard Street, Suite 2600 Vancouver, BC, V7X 1L3 Canada

Ascot is a reporting issuer in British Columbia and Alberta. The Company's common shares trade on the TSX Venture Exchange ("**TSX-V**") under the stock symbol "AOT" and on the OTCQX under the symbol "AOTVF" (effective April 19, 2018).

Ascot was incorporated under the *Company Act* (British Columbia) on May 20, 1986, under the name Ascot Resources Ltd. Effective March 29, 2004, the *Company Act* (British Columbia) was replaced by the *Business Corporations Act* (British Columbia). Accordingly, the Company transitioned to the *Business Corporations Act* (British Columbia) on September 9, 2004.

Intercorporate Relationships

Ascot has one wholly-owned subsidiary, Ascot USA Inc., which was incorporated in the state of Washington, United States.

Three Year History

Year ended March 31, 2016

On November 19, 2015, the Company entered into an amending agreement which provided for the extension of the terms of the option agreement among Ascot, Boliden Limited ("Boliden") and Rick Kasum dated March 23, 2007, as amended on June 12, 2009, March 21, 2011, July 10, 2012 and July 19, 2013 (the "**Dilworth Option Agreement**") and the option agreement among Ascot and Boliden dated June 12, 2009, as amended on March 21, 2011, July 10, 2012, July 19, 2013 (the "**Premier Option Agreement**"). The Premier Option Agreement and the Dilworth Option Agreement, together, had called for a final option payment of $13,700,000, which was due by December 30, 2015. This was revised to $6,850,000 due by December 30, 2015, $300,000 due by December 30, 2016, and a final payment of $6,850,000 due by June 30, 2017.

On December 16, 2015, the Company completed a non-brokered private placement of 7,533,967 units at a price of $1.00 per unit for gross proceeds of $7,533,967. Each unit consisted of one common share and one non-transferable, common share purchase warrant. Each whole warrant was exercisable for an additional common share until June 15, 2017 at an exercise price of $1.05 per warrant. In connection with the offering, the finders received a cash commission equal to 7.0% of the gross proceeds raised under the offering by the finders and 513,471 non-transferable warrants. Each finder's warrant was exercisable to purchase one common share until June 15, 2017 at an exercise price of $1.05 per finder's warrant. All securities issued pursuant to the offering were subject to a statutory hold period expiring on the date that is four months and one day following their date of issuance. The net proceeds from the offering were used to make the December 30, 2015 option payment on the Company's Premier / Dilworth property, with the balance used for working capital.

On December 18, 2015, the Company reported 40,892 metres were drilled in 198 holes during 2015.

On December 30, 2015, the Company made two payments under the Premier Option Agreement and the Dilworth Option Agreement: (1) $4,775,000 toward the purchase of the Premier assets; and (2) $2,075,000 toward the purchase of the Dilworth assets.

Year ended March 31, 2017

After Ascot's permit approvals were set aside for the Mt. Margaret option on July 14, 2014, the Company worked with government agencies to amend its Environmental Assessment in a manner consistent with the courts findings. The amended Environmental Assessment was released for public comment in January 2016.

On June 24, 2016 and June 30, 2016, the Company completed the first and second tranches, respectively, of a non-brokered private placement of a total of 3,379,500 units at a price of $1.25 per unit for aggregate gross proceeds of $4,224,375. Each unit consisted of one flow-through share and one-half of one non-transferable, common share purchase warrant. Each whole warrant is exercisable for an additional common share until December 24, 2017 or December 30, 2017, for each respective tranche, at an exercise price of $1.75 per warrant.

In connection with the offering, the finders received a cash commission equal to 7.0% of the gross proceeds raised under the offering by the finders and a total of 234,325 non-transferable warrants. Each finder's warrant is exercisable to purchase one common share until December 24, 2017 or December 30, 2017, for each respective tranche, at an exercise price of $1.25 per finder's warrant. All securities issued pursuant to the offering were subject to a statutory hold period expiring on the date that was four months and one day following the date of issuance.

On July 11, 2016, the Company completed a non-brokered private placement to an accredited investor of 435,000 units at a price of $1.15 per unit for gross proceeds of $500,250. Each unit issued consisted of one common share and one-half of one non-transferable common share purchase warrant. Each whole warrant is exercisable for an additional common share until July 11, 2018 at an exercise price of $1.15 per warrant. In connection with the private placement, the finders received a cash commission equal to 7.0% of the gross proceeds raised by the finders and

30,450 finder's warrants. Each finder's warrant is exercisable to purchase one common share until July 11, 2018 at an exercise price of $1.15 per finder's warrant.

On August 5, 2016, the Company completed a non-brokered private placement to Mr. Eric Sprott or his nominee (the "**Sprott Offering**") of 17,391,306 units (the "**Sprott Units**") at a price of $1.15 per Sprott Unit for gross proceeds of $20,000,001.90. Each Sprott Unit consisted of one flow-through common share and one-half of one non-transferable common share purchase warrant. Each whole warrant is exercisable for an additional common share until August 5, 2018 at an exercise price of $1.50 per warrant.

In connection with the Sprott Offering, the finders received a cash commission equal to 7.0% of the gross proceeds raised under the Sprott Offering by the finders and 1,217,391 non-transferable warrants ("**Sprott Finder's Warrants**"). Each Sprott Finder's Warrant is exercisable to purchase one common share until August 5, 2018 at an exercise price of $1.15 per Sprott Finder's Warrant.

The proceeds from the Sprott Offering were used to advance exploration at the Company's Premier property. The securities issued thereunder were subject to statutory hold period that expired four months and one day from the date of issuance, and such other restrictions as were required by applicable securities laws.

On August 5, 2016, pursuant to the terms of the Sprott Offering, Greg Gibson was appointed to the board of directors of Ascot Resources Ltd.

On December 16, 2016, the Company closed a brokered private placement of 4,000,997 flow-through shares at a price of $2.25 per flow-through share for gross proceeds of $9,002,243.25. A portion of the private placement was conducted on a guaranteed basis, with the remainder conducted on a reasonable commercial efforts agency basis, in each case by a syndicate of agents led by Primary Capital Inc. and including Red Cloud Klondike Strike Inc. (the "**Agents**"). The proceeds from the flow-through shares were raised for exploration of the Company's Canadian properties. In connection with the private placement, the Agents received an aggregate cash commission equal to 6% of the gross proceeds raised under the private placement. All of the securities issued pursuant to the private placement were subject to a hold period that expired on April 17, 2017.

On December 20,2016, the Company reported that 69,123 metres were drilled in 279 holes during 2016.

The Company made two payments toward the Premier Option Agreement and the Dilworth Option Agreement on December 30, 2016: (1) $100,000 toward the purchase of the Premier assets; and (2) $200,000 toward the purchase of the Dilworth assets.

In March 2017 the Company commenced the surface drilling portion of its $20 million exploration and development program for 2017 at Premier. The surface drilling program is planned to consist of approximately 120,000 metres which is targeted to establish an initial 2 - 3 million ounce high grade gold resource. This work will require up to 8 drill rigs. Later in the season an additional 20,000 metres of drilling is planned to explore grassroots targets and high grade areas in the northern portions of the Premier property. The budget for the surface drilling was $13.0 million.

Year ended March 31, 2018

On April 6, 2017, Ascot provided an update on the surface drilling portion of its exploration and development program at Premier.

On May 25, 2017, Ascot outlined the first set of 2017 drill results for Premier.

On June 30, 2017, the Company paid the final option payments in respect of the Premier and Dilworth properties. The final payment of $4,775,000 in respect of the Premier property option (the "**Premier Payment**") was paid and placed into escrow and will be released to Boliden, subject to the satisfaction of all conditions to closing on the Premier property and the Dilworth property, including pursuant to the Definitive Agreement (as defined herein) with Boliden. The Company, Boliden and Rick Kasum amended the Dilworth Option Agreement to allow the Company to make a final payment of $1,037,500 to Mr. Kasum and title to Mr. Kasum's portion of the Dilworth property has been transferred to the Company. The final payment of $1,037,500 in respect of Boliden's portion of the Dilworth property (the "**Boliden Dilworth Payment**") has also been paid, with such payment placed into escrow and to be released to Boliden concurrently with the release of the Premier Payment. Upon the satisfaction of all conditions to closing on the Premier property and the Dilworth property, the Company will hold a 100% interest in both properties, anticipated to be on or before September 30, 2018.

On July 31, 2017, the Company entered into a definitive asset purchase agreement (the "**Definitive Agreement**") with Boliden pursuant to which the Company will purchase the rights, lands, permits, licenses and other assets held by Boliden in connection with the Premier Gold Mine. The Definitive Agreement was entered into as one of the conditions of Ascot's exercise of its option to purchase the Premier property, under the Premier Option Agreement. Pursuant to the terms of the Definitive Agreement, the Company agreed to pay the Premier Payment subject to adjustment on closing (for clarity, the Premier Payment was paid into escrow on June 30, 2017 and will be released to Boliden as described above). In addition, the Company agreed to pay to Boliden a net smelter royalty of 5% on any future mine production at the Premier Property, which royalty may be purchased by Ascot for the sum of $9,550,000. Pursuant to the Definitive Agreement, Ascot will assume all obligations and liabilities of Boliden in connection with the Premier Property, subject to certain exceptions. In addition, Boliden has a right of first refusal in the event that Ascot wishes to dispose of all or any part of its interest in the Premier Property following the establishment of the presence of significant base metal mineral reserves at the Premier Property. Under the Definitive Agreement, Boliden has the option to enter into a long-term offtake agreement with Ascot upon the commencement of commercial production on the Premier Property. The completion of the transaction is subject to customary closing conditions, including obtaining consents and approvals from governmental authorities in Canada with respect to the transfer of the various permits and licences and the release of certain reclamation security.

On August 24, 2017 the United States Forest Service ("USFS") released a Draft Decision Notice & Finding of No Significant Impact related to two prospecting permits that were submitted by the Company subject to a 45-day objection period. The draft decision is based on the detailed analysis of potential environmental impacts that are contained within a Modified Environmental Assessment related to the prospecting permits.

In October and November 2017, John Toffan, Rick Kasum and Bob Evans stepped down from board and/or management positions with the Company. Mr. Evans remains a member of the Board. During the same period, the Company appointed a new management team: Derek White, President and CEO; John Kiernan, Chief Operating Officer; Carol Li, Chief Financial Officer; Jody Harris, Corporate Secretary and Kristina Howe, VP Investor Relations. Two new board members, Rick Zimmer and Jim Stypula, were also added to the board with Mr. Zimmer appointed to the position of non-executive Chair of the Board.

On December 11, 2017, it was reported that 118,800 metres of drilling, encompassing 379 drill holes, were completed during the 2017 drill program specifically exploring for high priority targets with a focus on the Northern Lights area of the Premier-Dilworth Property. Work in the Northern Lights used a combination of broad drilling to outline the target, as well as tightening drill spacing on specific higher-grade areas for inclusion in a new resource estimate.

On January 16, 2018, John Swann resigned from the board and Don Njegovan was appointed to fill this position. In February, 2018 William (Bill) Bennett was also appointed to the board.

On February 12, 2018, the Company reported that the United States Forest Service ("USFS") recently released a Final Decision Notice & Finding of No Significant Impact related to two prospecting permits that were submitted by Ascot USA Inc (a wholly owned subsidiary of Ascot Resources Ltd) regarding its Mt. Margaret property, a porphyry copper-molybdenum-gold-silver deposit located 22.5 km southwest of Randle, Washington in Skamania county. The USFS decision provides consent to the Bureau of Land Management ("BLM") to issue two hardrock mineral prospecting permit applications on National Forest System lands. Ascot will now wait for the BLM to issue its decision regarding whether to issue the prospecting permits. The BLM decision is also subject to a 45-day appeal period.

On March 22, 2018, the Company completed a brokered private placement of 4,362,350 flow-through common shares at a price of $1.49 per flow-through common share for aggregate gross proceeds of $6,499,902. In connection with the Offering, the Agents received an aggregate cash commission equal to 6% of the gross proceeds raised under the Offering.

On March 27, 2018, the Company changed its fiscal year end to December 31 to have reporting periods more aligned with its peers. December 31, 2018 will be the transition year end.

Recent Developments

On April 18, 2018, the Company announced its 2018 drill program comprised of approximately 45,000 metres in 200 drill holes, targeting infill and expansion in various areas on the Premier-Dilworth property. The majority of Ascot's 2018 drill program will be conducted in the Big Missouri area, which is on the northern part of the property. The drill program will ramp up to involve a total of seven rigs operating simultaneously. The overarching objective of the program is to add additional high-grade resources that can be incorporated into the planned engineering studies. Approximately 80 drill holes will be targeted on high-grade areas near the S1 pit at Big Missouri. Focus has shifted from the previous open pit mining scenario towards developing higher grade, underground resources. Operations may be re-started within a potentially shorter time-frame by the using the existing underground infrastructure.

On May 10, 2018, Ascot reported an updated independent National Instrument 43-101 compliant mineral resource estimate for the Company's Premier-Dilworth Gold-Silver Project located near Stewart, British Columbia. The additional resource includes high-grade zones from the Premier and Northern Lights area that were modeled using a cut-off grade that is suitable for underground mining. The updated independent National Instrument 43-101 compliant mineral resource estimate titled "Technical Report on the Premier-Dilworth Project, Stewart, British Columbia, Canada", was authored by David W. Rennie, P.Eng of Roscoe Postle Associates Inc. ("RPA") and Ronald G. Simpson, P.Geo. of Geosim Services Inc. ("Geosim") (the "Premier-Dilworth Technical Report"). The Premier-Dilworth Technical Report was publicly filed on June 22, 2018. For additional detail on the Premier-Dilworth project, see "Mineral Properties – Premier-Dilworth Project" below.

On May 29, 2018 initial drilling results from the 2018 drill program were released from the first eleven holes from the 602 zone at the Company's flagship Premier-Dilworth project. Several holes intercepted wide intervals of high-grade gold mineralization including 12.1 metres of 11.65g/t gold ("Au") in hole P18-1605 and 9.61 metres of 24.64g/t gold in hole P18-1609 (see news release dated May 29, 2018).

On June 25, 2018, the company reported results from 25 holes drilled at Big Missouri, the second target in the 2018 drill program and located approximately 5 kilometres north of the Premier/Northern Lights Area, intercepting high-grade gold zones. The most notable intercepts are 7.3 metres of 15.34g/t AuEq* in hole P18-1652 and 7 metres of 10.34g/t AuEq in hole P18-1617 (see news release dated June 25, 2018).

In June 2018, the Company engaged a consortium of engineers to provide engineering studies with initial designs for the Premier-Dilworth property. As of the date of this AIF, all the qualified persons have been to the site and it is anticipated that the studies will be completed during the fourth quarter of 2018.

Significant Acquisitions

No "significant acquisition" (as such term is defined in National Instrument 51-102) was completed during the most recently completed financial year.

Description of the Business

Specialized Skill and Knowledge

The nature of the Company's business requires specialized skills and knowledge. Such skills and knowledge include the areas of permitting, geology, implementation of exploration programs, mine development and construction planning, environmental, operations, treasury and accounting. To date, the Company has been successful in locating and retaining employees and consultants with such skills and knowledge and believes it will continue to be able to do so.

Competitive Conditions

As a mineral resource company, the Company may compete with other entities in the mineral resource business in various aspects of the business including: (a) seeking out and acquiring mineral exploration properties; (b) obtaining the resources necessary to identify and evaluate mineral properties and to conduct exploration and development activities on such properties; and (c) raising the capital necessary to fund its operations.

The mining industry is intensely competitive in all its phases, and the Company may compete with other companies that have greater financial resources and technical facilities. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future or to raise the capital necessary to continue with operations.

Cycles

The mining business is subject to mineral price cycles. The marketability of minerals is also affected by global economic cycles.

Economic Dependence

Other than the Premier Option Agreement, the Dilworth Option Agreement and the Definitive Agreement, Ascot's business is not substantially dependent on any contract such as a contract to sell the major party of its products or services or to purchase the major part of its requirements for good, services or its raw materials, or any franchise or license or other agreement to use a patent, formula, trade secret, process or trade name upon which its business depends.

Changes to Contracts

The Company has made the final option payments in respect of the Premier and Dilworth properties pursuant to the Premier Option Agreement and the Dilworth Option Agreement. In addition, the Company entered into the Definitive Agreement on July 31, 2017. See "*Three Year History – Recent Developments*" for additional details.

Environmental Protection

The Company currently conducts exploration activities. Such activities are subject to various laws, rules and regulations governing the protection of the environment. Corporate obligations to protect the environment under the various regulatory regimes in which the Company operates may affect the financial position, operational performance and earnings of the Company. Management believes all of the Company's activities are materially in compliance with applicable environmental legislation.

Employees

As of March 31, 2018, Ascot had 6 consultants and 8 employees at its head office. The Company relies on consultants to carry on many of its activities including management services and supervision of work programs on its mineral properties..

In addition, upon commencement of the 2018 drill program, the Company had approximately 7 employees at its project site, which number has grown to approximately 12 employees as at the date of this AIF, not including the drilling contractor's personnel.

Foreign Operations

The Company, through its wholly-owned subsidiary Ascot USA Inc., holds a 100% interest in the Mt. Margaret deposit which is located near Randle, Washington (USA). The Company is not dependent upon its operations at Mt. Margaret.

Social or Environmental Policies

Ascot has not adopted formal social or environmental policies.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous materials and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation.

Risk Factors

The exploration, development and mining of natural resources are highly speculative in nature and are subject to significant risks. The risk factors noted below do not necessarily comprise all those faced by the Company. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair the business, operations and future prospects of the Company. If any of the following risks actually occur, the business of the Company may be harmed and its financial condition and results of operations may suffer significantly, along with a possible significant decline in the value and/or share price of the Company's publicly traded stock.

The Company's securities should be considered a highly speculative investment and investors should carefully consider all of the information disclosed in the Company's regulatory filings prior to making an investment in the Company. Without limiting the foregoing, the following risk factors should be given special consideration when evaluating an investment in the Company's securities.

Mineral exploration and development is a highly speculative business and most exploration projects do not result in the discovery of commercially mineable deposits.

Exploration for minerals is a highly speculative venture necessarily involving substantial risk. The expenditures made by the Company described herein may not result in discoveries of commercial quantities of minerals. The failure to find an economic mineral deposit on any of the Company's exploration concessions will have a negative effect on the Company.

None of the properties in which the Company has an interest has any mineral reserves.

Currently, there are no mineral reserves (within the meaning of NI 43-101) on any of the properties in which the Company has an interest. Only those mineral deposits that the Company can economically and legally extract or produce, based on a comprehensive evaluation of cost, grade, recovery and other factors, are considered mineral reserves. The resource estimates contained in the Company's technical report are indicated and inferred resource estimates only and no assurance can be given that any particular level of recovery of gold, silver or other minerals from mineralized material will in fact be realized or that an identified mineralized deposit will ever qualify as a commercially mineable (or viable) reserve. In particular, inferred mineral resources have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. Further, there is currently no certainty that a preliminary economic assessment will be realized at the Company's properties.

Most exploration projects do not result in commercially mineable deposits.

The Company's property interests are at the exploration stage. None of the Company's properties have known commercial quantities of minerals. Development of mineral properties involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The commercial viability of a mineral deposit is dependent upon a number of factors which are beyond the Company's control, including the attributes of the deposit, commodity prices, government policies and regulation and environmental protection. Fluctuations in the market prices of minerals may render resources and deposits containing relatively lower grades of mineralization uneconomic. Further exploration or delineation will be required to determine the economic and legal feasibility of any of the Company's properties. Even if the Company completes its exploration programs and is successful in identifying mineral deposits, it will have to spend substantial funds on further drilling and engineering studies before it will know if it has a commercially viable mineral deposit or reserve. Most exploration projects do not result in the discovery of commercially mineable deposits of ores.

Estimates of reserves and resources, mineral deposits and production costs can be affected by such factors as environmental permit regulations and requirements, indigenous communities' rights, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. As a result, there is a risk such estimates are inaccurate. For example, the Premier-Dilworth Technical Report includes a resource estimate prepared by each of David W. Rennie, P.Eng., RPA and Ronald G. Simpson, P.Geo., Geosim Services Inc., in accordance with NI 43-101. The grade of precious and base metals ultimately discovered may differ from the indicated drilling results. If the grade of the resource was lower, there would be a negative impact on the economics of the Premier-Dilworth Project. There can be no assurance that precious metals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale. The probability of an individual prospect ever having reserves is remote. If a property does not contain any reserves, any funds spent on exploration of that property will be lost. The failure of the Company to find an economic mineral deposit on any of its exploration concessions will have a negative effect on the Company.

Estimates can be imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis, which may prove to be unreliable. In addition, the grade and/or quantity of precious metals ultimately recovered may differ from that indicated by drilling results. There can be no assurance that precious and base metals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale. The grade of the reported mineral resource estimates is uncertain in nature and it is uncertain whether further technical studies will result in an upgrade to them. Further drilling on the mineralized zones is required to complement the current bulk sample and add confidence in the continuity of mineralized zones in comparison to the current block model. Any material change in the quantity of mineralization, grade or ore to waste ratio or extended declines in market prices for gold, silver and precious metals may render portions of the Company's mineralization uneconomic and result in reduced reported mineralization. Any material reductions in estimates of mineralization, or of the Company's ability to extract this mineralization, could have a material adverse effect on the Company's results of operations or financial condition.

There is no guarantee that licenses and permits required by the Company to conduct business will be obtained, which may result in an impairment or loss in the Company's mineral properties.

The Company's current and anticipated future operations, including further exploration, development activities and commencement of production on the Company's properties, require permits from various national, provincial, territorial, state, and local governmental authorities. The Company may not be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects. In addition, the grant of required licenses and permits may be delayed for reasons outside the Company's control. Failure to obtain such licenses and permits on a timely basis, or failure to comply with the terms of any such licenses and permits that the Company does obtain, may adversely affect the Company's business as the Company would be unable to legally conduct its intended exploration, development or mining work, which may result in increased costs, delay in activities or the Company losing its interest in its mineral properties.

Economic and political instability may affect the Company's business.

The volatile global economic environment has created market uncertainty and volatility in recent years, including as a result of global economic uncertainty, reduced confidence in financial markets, bank failures and credit availability concerns. These macro-economic events negatively affected the mining and minerals sectors in general, and the Company's market capitalization has been reduced in periods of market instabilities. Many industries, including the mining industry, are impacted by these market conditions. Global financial conditions remain subject to sudden and rapid destabilizations in response to economic shocks. A slowdown in the financial markets or other economic conditions, including but not limited to consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Company's growth and profitability. Future economic shocks may be precipitated by a number of causes, including a continued rise in the price of oil and other commodities, the volatility of metal prices, geopolitical instability, terrorism, the devaluation and volatility of global stock markets and natural disasters. Any sudden or rapid destabilization of global economic conditions could impact the Company's ability to obtain equity or debt financing in the future on terms favourable to the Company or at all. In such an event, the Company's operations and financial condition could be adversely impacted.

The Company's future profitability and the viability of development depends in part upon the world market price of gold, silver, and other metals. Prices fluctuate widely and are affected by numerous factors beyond the Company's control. The price of gold and silver is influenced by factors including industrial and retail supply and demand, exchange rates, inflation rates, changes in global economies, confidence in the global monetary system, forward sales by producers and speculators as well as other global or regional political, social or economic events. The supply of gold, silver and other metals consists of a combination of new mine production and existing stocks held by governments, producers, speculators and consumers, which could increase due to improved mining and production methods.

Prices and availability of commodities consumed or used in connection with exploration and development and mining, such as natural gas, diesel, oil and electricity, also fluctuate, and these fluctuations affect the costs of production at various operations. These fluctuations can be unpredictable, can occur over short periods of time and may have a material adverse impact on the Company's operating costs or the timing and costs of various projects.

Community relations may affect the Company's business.

Maintaining a positive relationship with the communities in which we operate is critical to continuing successful exploration and development. Community support for operations is a key component of a successful exploration or development project. As a business in the mining industry, we may come under pressure in the jurisdictions in which we explore or develop, to demonstrate that other stakeholders benefit and will continue to benefit from our commercial activities. We may face opposition with respect to our current and future development and exploration projects which could materially adversely affect our business, results of operations, financial condition and share price.

The Company has a history of losses and values attributed to the Company's assets may not be realizable.

The Company has a history of losses and has no revenues from operations. None of the Company's properties is currently in production, and there is no certainty that the Company will succeed in placing any of its properties into production in the near future, if at all. The Company has no proven history of performance, revenues, earnings or success. The Company anticipates continued losses for the foreseeable future until it can successfully place one or more of its properties into commercial production on a profitable basis. It could be years before the Company receives any revenues from any production of metals, if ever. If the Company is unable to generate revenues with respect to its properties, the Company will not be able to earn profits which would adversely affect its business and prospects.

The Company's future liquidity will depend upon its ability to arrange significant additional debt or equity financing.

The Company's future liquidity is dependent upon the ability of the Company to obtain the necessary financing to complete the development of its interests and future profitable production or, alternatively, upon the Company's ability to dispose of its interests on a profitable basis. Given the Company has incurred losses from inception and does not have any operating cash flow, there can be no assurance that additional capital or financing will be available if needed or that, if available, the terms of such financings will be acceptable to the Company. If the Company raises additional funds through the sale of equity securities or securities convertible into equity securities, shareholders may have their equity interest in the Company diluted.

Adequate funding may not be available for further exploration and development.

Sufficient funding may not be available to the Company for further exploration and development of its property interests. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Company's properties.

The Company will require new capital to continue to operate its business and to continue with exploration on its properties, and additional capital may not be available when needed, if at all.

The contemplated development of the Company's mineral interests may be adversely impacted by a lack of access to a skilled workforce.

The development of the Company's mineral interests will depend on availability of a skilled workforce, including but not limited to mining and mineral, metallurgical and geological engineers, geologists, environmental and safety specialists, and mining operators to explore and develop the project. Inadequate access to an available skilled workforce could compromise many aspects of the project's feasibility, viability and profitability, including, but not limited to the construction schedule, capital and operating costs.

Risks Associated with the Financial Results and the Contemplated Development

The Company has not completed a preliminary economic assessment, pre-feasibility study or feasibility study on any of its properties and, accordingly, there is no estimate of mineral reserves.

The Company's mineral properties are subject to title risk and any challenge to the title to any of such properties may have a negative impact on the Company.

The Company's mineral property rights and interests may be subject to prior unregistered agreements, transfers and claims and title may be affected by, among other things, undetected defects. Any challenge to the title or access to any of the properties in which the Company has an interest may have a negative impact on the Company as the Company will incur delay and expenses in defending such challenge and, if the challenge is successful, the Company may lose any interest it may have in the subject property.

The Company has a significant shareholder that may able to exert influence over the direction of the Company's business.

Based upon the Company's review of the insider reports filed with System for Electronic Disclosure by Insiders ("**SEDI**") with respect to Eric Sprott, as at the date of this AIF, the Company believes that Mr. Sprott, directly or indirectly, holds approximately 12.23% of the Company's Common Shares on a non-diluted basis. Accordingly, Mr. Sprott may have influence in determining the outcome of any corporate transaction or other matter submitted to the shareholders of the Company for approval, including business combinations and any proposed sale of all or substantially all of the Company's assets.

Further, the significant ownership of Common Shares by Mr. Sprott may affect the market price and liquidity of the Common Shares as well as the price that investors are willing to pay for Common Shares. If Mr. Sprott sells a substantial number of Common Shares in the public market, the market price of the shares could decrease.

The Company may be subject to litigation, the disposition of which could negatively affect the Company's profits to varying degrees.

All industries, including the mining industry, are subject to legal claims, with and without merit. Due to the nature of its business, the Company may, in the future, be subject to claims (including class action claims and claims from government regulatory bodies) based on allegations of negligence, breach of statutory duty, public nuisance or private nuisance or otherwise in connection with its operations or investigations relating thereto. Defense and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the litigation process could take away from management time and effort and there can be no assurance that the resolution of any particular legal proceeding will not have a material adverse effect on the Company's operations and financial position. Results of litigation are inherently uncertain and there can be no assurances as to the final outcome. The Company's liability insurance may not fully cover such claims.

Environmental regulations are becoming more onerous to comply with, and the cost of compliance with environmental regulations and changes in such regulations may reduce the profitability of the Company's operations.

Environmental legislation on a global basis is evolving in a manner that will ensure stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessment of proposed development, the possibility of affected parties pursuing class action lawsuits and a higher level of responsibility for companies and their officers, directors and employees. The Company's operations are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions of spills, release or emission of various substances produced in association with certain mining industry operations, such as seepage from tailing disposal areas, which could result in environmental pollution. Failure to comply with such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require submissions to and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards and enforcement, and more stringent fines and penalties for non-compliance. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with environmental regulations and changes in such regulations may reduce the profitability of the Company's operations. Compliance with environmental laws and regulations may require significant capital outlays on behalf of the Company and may cause material changes or delays in the Company's intended activities. The environmental impact assessments may impose the condition to the Company of obtaining the authorization from the indigenous communities where the mining activities are to be carried out.

Mineral exploration is a highly competitive industry.

The mineral exploration industry is intensely competitive in all of its phases and the Company must compete in all aspects of its operations with a substantial number of large established mining companies with greater liquidity, greater access to credit and other financial resources, newer or more efficient equipment, lower cost structures, more effective risk management policies and procedures and/or greater ability than the Company to withstand losses. The Company's competitors may be able to respond more quickly to new laws or regulations or emerging technologies, or devote greater resources to the expansion of their operations, than the Company can. In addition, current and potential competitors may make strategic acquisitions or establish cooperative relationships among themselves or with third parties. Competition could adversely affect the Company's ability to acquire suitable new producing properties or prospects for exploration in the future. Competition could also affect the Company's ability to raise financing to fund the exploration and development of its properties or to hire qualified personnel. The Company may not be able to compete successfully against current and future competitors, and any failure to do so could have a material adverse effect on the Company's business, financial condition or results of operations.

The Company may face equipment shortages, access restrictions and a lack of infrastructure.

The Company's interest in mineral properties will require adequate infrastructure, such as roads, bridges and sources of power and water, for future exploration and development activities. The lack of availability of these items on terms acceptable to the Company or the delay in availability of these items could prevent or delay exploitation or development of the Company's mineral properties. In addition, unusual weather phenomena, government or other interference in the maintenance or provision of such infrastructure could adversely affect our operations and profitability. Natural resource exploration, development, processing and mining activities are dependent on the availability of mining, drilling and related equipment in the particular areas where such activities are conducted. A limited supply of such equipment or access restrictions may affect the availability of such equipment to the Company and may delay exploration, development or extraction activities. Certain equipment may not be immediately available, or may require long lead time orders. A delay in obtaining necessary equipment could have a material adverse effect on the Company's operations and financial results.

The Company is dependent on its key personnel.

The Company is dependent upon the continued availability and commitment of its key management, employees and consultants, whose contributions to immediate and future operations of the Company are of central importance. The loss of any member of the senior management team could impair the Company's ability to execute its business plan and could therefore have a material adverse effect on the Company's business, results of operations and financial condition.

If the Company is unable to hire, train, deploy and manage qualified personnel in a timely manner, its ability to manage and grow its business will be impaired.

Recruiting and retaining qualified personnel is critical to the Company's success. The number of persons skilled in acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the business activity grows, additional key financial, administrative and mining personnel as well as additional operations staff may be required. The Company may not be successful in attracting, training and retaining qualified personnel as competition for persons with these skill sets increases. If the Company is not successful in attracting, training and retaining qualified personnel, the efficiency of its operations could be impaired, which could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

Conflicts of interest may arise among the Company's directors as a result of their involvement with other natural resource companies.

Some of the directors of the Company are also directors, officers and shareholders of other natural resource or public companies, and as a result they may find themselves in a position where their duty to another company conflicts with their duty to the Company. Although the Company has policies which address such potential conflicts and the *Business Corporations Act* (British Columbia), has provisions governing directors in the event of such a conflict, none of the Company's constating documents or any of its other agreements contains any provisions mandating a procedure for addressing such conflicts of interest. There is no assurance that any such conflicts will be resolved in favour of the Company. If any such conflicts are not resolved in favour of the Company, the Company may be adversely affected.

Mining operations generally involve a high degree of risk and potential liability and insurance coverage may not cover all potential risks associated with the Company's operations.

Unusual or unexpected formations, power outages, labour disruptions, first nations communities complaints, industrial accidents, flooding, explosions, cave-ins, seismic activity, rock bursts, landslides, pollution, inclement weather, fire, mechanical equipment failure and the inability to obtain suitable or adequate machinery, equipment or labour are several of the hazards and risks involved in the conduct of exploration programs in the Company's mineral properties, any of which could result in personal injury or death, damage to property, environmental damage and possible legal liability for any or all damage. The Company maintains insurance against risks in the operation of its business in amounts that it believes to be reasonable. Such insurance, however, contains exclusions and limitations on coverage and the Company's insurance may not cover all potential risks associated with the Company's operations. There can be no assurance that any such insurance will continue to be available, will be available at economically acceptable premiums or will be adequate to cover any resulting liability. In some cases, such as with respect to environmental risks, coverage is not available or considered too expensive relative to the perceived risk. Losses resulting from any uninsured events may cause the Company to incur significant costs that could have a material adverse effect on the Company's operations and financial condition. In addition, from time to time the Company may be subject to governmental investigations and claims and litigation filed on behalf of persons who are harmed while at its properties or otherwise in connection with the Company's operations. To the extent that the Company is subject to personal injury or other claims or lawsuits in the future, it may not be possible to predict the ultimate outcome of these claims and lawsuits due to the nature of personal injury litigation. Similarly, if the Company is subject to governmental investigations or proceedings, it may incur significant penalties and fines, and enforcement actions against it could result in the closing of certain of the Company's mining operations. If claims and lawsuits or governmental investigations or proceedings are finally resolved against the Company, as applicable, the Company's financial performance, financial position and results of operations could be materially adversely affected.

Metal prices and marketability fluctuate and any decline in metal prices may have a negative effect on the Company.

Metal prices, including gold and silver prices, have fluctuated widely in recent years. The marketability and price of any metals that may be acquired or produced by the Company may be affected by numerous factors beyond the control of the Company. These factors include delivery uncertainties related to the proximity of potential reserves to processing facilities and extensive government regulation relating to price, taxes, royalties, allowable production land tenure, the import and export of minerals and many other aspects of the mining business.

Declines in metal prices may have a negative effect on the Company and on the trading value of its shares.

Funding and property commitments may result in dilution to the Company's shareholders.

The Company may sell equity securities in public offerings (including through the sale of securities convertible into equity securities) and may issue additional equity securities to finance operations, exploration, development, acquisitions or other projects. The Company cannot predict the size of future issuances of equity securities or the size and terms of future issuances of debt instruments or other securities convertible into equity securities or the effect, if any, that future issuances and sales of the Company's securities will have on the market price of the Common Shares. Any transaction involving the issuance of previously authorized but unissued Common Shares, or securities convertible into Common Shares, would result in dilution, possibly substantial, to security holders. Exercises of presently outstanding share options may also result in dilution to security holders.

The board of directors of the Company (the "**Board**") has the authority to authorize certain offers and sales of additional securities without the vote of, or prior notice to, shareholders. Based on the need for additional capital to fund expected expenditures and growth, it is likely that the Company will issue additional securities to provide such capital. Such additional issuances may involve the issuance of a significant number of Common Shares at prices less than the current market price for the Common Shares.

Sales of substantial amounts of the Company's securities, or the availability of such securities for sale, could adversely affect the prevailing market prices for the Company's securities and dilute investors' earnings per share. A decline in the market prices of Company's securities could impair the Company's ability to raise additional capital through the sale of securities should the Company desire to do so.

The price of the Company's Common Shares is volatile.

Publicly quoted securities are subject to a relatively high degree of price volatility. It should be expected that continued fluctuations in price will occur, and no assurances can be made as to whether the price per share will increase or decrease in the future. In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market price of many companies, particularly those considered exploration or development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. The factors influencing such volatility include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The price of the Common Shares is also likely to be significantly affected by short-term changes in precious metal prices or other mineral prices, currency exchange fluctuations and the Company's financial condition or results of operations as reflected in its earnings reports. Other factors unrelated to the performance of the Company that may have an effect on the price of the Common Shares include the following: the extent of analyst coverage available to investors concerning the business of the Company may be limited if investment banks with research capabilities do not follow the Company's securities; lessening in trading volume and general market interest in the Company's securities may affect an investor's ability to trade significant numbers of securities of the Company; and a substantial decline in the price of the securities of the Company that persists for a significant period of time could cause the Company's securities to be delisted from an exchange, further reducing market liquidity.

Securities class-action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

There is no assurance of a sufficient liquid trading market for the Company's Common Shares in the future.

Shareholders of the Company may be unable to sell significant quantities of Common Shares into the public trading markets without a significant reduction in the price of their Common Shares, or at all. There can be no assurance that there will be sufficient liquidity of the Company's Common Shares on the trading market, and that the Company will continue to meet the listing requirements of the exchange on which the Company's Common Shares are listed.

The Company has outstanding common share equivalents which, if exercised, could cause dilution to existing shareholders.

As at June 30, 2018, the Company had 27,285,769 common share equivalents issued consisting of common shares issuable upon the exercise of 17,140,000 outstanding exercisable stock options (with a weighted average exercise price of C$1.43 per share), or issuable upon the conversion of 10,145,769 common share purchase warrants. The exercise of any of these instruments and the subsequent resale of such Common Shares in the public market could adversely affect the prevailing market price and the Company's ability to raise equity capital in the future at a time and price which it deems appropriate. The Company may also enter into commitments in the future which would require the issuance of additional Common Shares and the Company may grant additional share purchase warrants and stock options. Any share issuances from the Company's treasury will result in immediate dilution to existing shareholders' percentage interest in the Company.

The transfer of title to Boliden's portion of the Premier-Dilworth Project is subject to customary closing conditions.

On July 31, 2017, the Company entered into the Definitive Agreement with Boliden pursuant to which the Company will purchase the rights, lands, permits, licences and other assets held by Boliden in connection with the Premier Gold Mine. The Definitive Agreement was entered into as one of the conditions of the Company's exercise of its option to purchase the Premier property, under the Premier Option Agreement. The completion of the acquisition of the Premier property is subject to customary closing conditions, including obtaining consents and approvals from governmental authorities in Canada with respect to the transfer of the various permits and licences and the release of certain reclamation security. Transfer of title to Boliden's portion of the Premier and Dilworth properties is subject to the satisfaction of such conditions to closing on the Premier property. Upon satisfaction of all such conditions to closing on the Premier property and the Dilworth property, the Company will hold a 100% interest in both properties, anticipated to be on or before September 30, 2018. Failure to satisfy the closing conditions when and as anticipated may have an adverse effect on the Company.

The Company has not paid dividends and may not pay dividends in the foreseeable future.

Payment of dividends on the Company's Common Shares is within the discretion of the Company's Board and will depend upon the Company's future earnings if any, its capital requirements and financial condition, and other relevant factors. The Company anticipates that all available funds will be invested to finance the growth of its business for the foreseeable future.

Mineral Properties

Premier-Dilworth Project

The Company's only material property is the Premier-Dilworth Project. The Project consists of four principal areas: Premier, Big Missouri, Martha Ellen, and Dilworth. For a complete description of the Premier-Dilworth Project see the independent National Instrument 43-101 compliant technical report titled "Technical Report on the Premier-Dilworth Project, Stewart, British Columbia, Canada" dated June 22, 2018 (the "**Premier-Dilworth Technical Report**") prepared by David W. Rennie, P.Eng. of RPA and Ronald G. Simpson, P.Geo., of Geosim Services Inc. The Premier-Dilworth Technical Report was filed with Canadian securities regulatory authorities on the SEDAR website at www.sedar.com.

Unless otherwise stated, information contained in this section has been derived from the Premier-Dilworth Technical Report, is subject to certain assumptions, qualifications and procedures described in the Premier-Dilworth Technical Report and is qualified in its entirety by the full text of the Premier-Dilworth Technical Report. Reference should be made to the full text of the Premier-Dilworth Technical Report.

PROPERTY DESCRIPTION AND LOCATION

The Premier-Dilworth Gold-Silver Project is located in the Skeena Mining Division, in the Province of British Columbia, Canada. The Big Missouri deposit is located in the central part of the Property at Latitude 56° 7'N, Longitude 130° 1'W. UTM coordinates (NAD 83, Zone 9V) are 437,785 mE, 6,219,530 mN. The Property lies approximately 20 km north-northeast of Stewart, British Columbia, 190 km north of Prince Rupert, and approximately 900 km north- northwest of Vancouver, British Columbia.

LAND TENURE

The Property includes three Mining Leases, 173 Crown Grants, and 54 Mineral Tenures and has a combined area of 7,565 ha. The Property is covered by NTS Mapsheets 104A/04 and 104B/01, and BCGS Mapsheets 104A.001/011/021 and 104B.010/020/030.

Ascot owns 100% of the Property, subject to a number of royalties to various former owners, and completion of a purchase agreement with Boliden.

EXISTING INFRASTRUCTURE

Principal infrastructure on the Property consists of the following:

- Crush-grind-cyanidation processing plant with rated capacity of 2,850 tonnes per day (tpd)
- Mill, shop, assay laboratory, cold storage buildings
- Camp and environmental monitoring office at 6 Level
- 1.6 MWh generator
- Tailings storage facility
- Water monitoring and treatment systems, including settling ponds
- Power line (25 kV from Stewart)
- Access and site roadways

- Underground development and portals

In addition to the above, 700 m from the mill there is a 31 MW power plant, built to supply the Brucejack Mine, belonging to Pretium Resources Inc.

HISTORY

Exploration commenced in the region in the latter part of the 19th century, with the first discoveries in the district occurring in 1898. Claims were first staked on the Big Missouri deposit, located eight kilometres north of Premier, in 1904. The first claims over the present Premier property were staked in 1910 by the Bunting brothers and W. Dilworth.

Exploration and development prior to Ascot's acquisition of the Property is summarized in Table 1-1.

TABLE 1-1 SUMMARY OF PROPERTY HISTORY

Year	Operator	Exploration
1886	United States Army Corps of Engineers	First report of activity in the area was a survey undertaken by the United States Army Corps of Engineers.
1898	Prospectors	Prospectors first trekked inland from the head of the Portland Canal to Meziadin Lake in search of placer gold. Their search failed but later attempts by prospectors through the Klondike area started an influx of settlement in the area.
1904		Big Missouri claims, 8 km north of Premier, were staked.
1905	Stewart Bros.	Post office was established in Stewart by two brothers, John and Robert Stewart.
1907		Townsite of Stewart incorporated.
1910		Population of Stewart almost reached 2000 and later experienced population high of more than 10,000. Premier was first discovered by Charles Buntin and William Dilworth. The Indian Mine, located on Indian Ridge, 5 km north of Premier, was also discovered.
1917-1918		Population of Stewart decreased rapidly in First World War and only three people remained in town during winter of 1917-1918.
1918-1968	Various	The Silbak-Premier Mine reported to have produced 7.3 million tons of gold-silver-lead-zinc-copper mineralization almost continuously with minor amounts from 1976 to 1979 and 1989 to 1996. Original production was from underground mining operations.
1927-1942	Various	The Big Missouri deposit reported to have mined 768,941 tonnes yielding 58,383 oz gold and 52,676 oz silver using underground mining methods.
1952-1953		The majority of the Indian Mine mineralization was produced in 1952 and transported by a two mile aerial tramline for concentration at the Premier Mill. The mine closed in 1953 due to low metal prices.

Year	Operator	Exploration
1972	Consolidated Silver Butte Mines Ltd.	Acquired Big Missouri claims.
1973	Giant Mascot Mines Ltd	Option - 11 holes drilled in 1974 on the Province claim.
1976	Tournigan Mining Explorations Inc.	Acquired the Big Missouri property from Silver Butte.
1976	Tapin Copper Mines	Option – 8 holes drilled and IP survey completed.
1978	Westmin Resources Ltd. (formerly Western Mines Ltd.)	Acquired the Big Missouri property from Tournigan Mines.
1979		Westmin commenced exploration on the properties.
1982		Westmin acquired the Premier Mine property.
1988-1989		The new, 2,000 tpd, Premier Mill facility, was constructed.
1989		Westmin brought the Premier Mill to operation after the consolidation of the Premier Gold Camp. It acquired a 100% interest in Premier and Big Missouri, as well as partial interest in the Indian and Silver Butte mines. The Premier Pit and the S1 and Dago zones at Big Missouri were mined using open pit mining methods.
Dec 1996		The Premier Mill was closed due to low metal prices. The Property has been under care and maintenance since closure in 1996. From 1989 to 1996, Premier was reported to produce 3,039,680 tons grading 0.085 oz/ton Au and 1.67 oz/ton Ag. At the time of the mill closure in 1996, the Property was reported to contain 350,140 tonnes of ore grading 7.19 g/t Au, 37.7 g/t Ag, and 1.6% Zn. Note that this estimate pre-dates NI 43-101, is historical in nature, and should not be relied upon.

Ascot's involvement dates back to 2007, when the first option agreement was made on the Dilworth property. Two years later, Ascot acquired the Big Missouri - Premier property via a second option agreement.

GEOLOGY AND MINERALIZATION

The property is mainly underlain by Jurassic-aged Hazelton Group rocks composed of a thick package of homogeneous andesitic tuffs, lapilli tuffs, and flows which lack reliable bedding or layering. The Unuk River Formation is the oldest component of the Hazelton Group, being overlain in turn to the east by the Betty Creek, Mount Dilworth, and Salmon River formations.

Dikes of Premier Porphyry are the most abundant intrusive rocks in the area and are spatially associated with most mineralized zones.

Mid-Cretaceous tectonism was characterized by greenschist regional metamorphism, east- northeast compression, and regional deformation. Mid-Tertiary biotite granodiorite, representative of the Early Eocene to Late Oligocene Hyder Plutonic Suite of the Coast Plutonic Complex, caused further deformation.

The mineralization on the Property occurs as multi-stage structurally controlled epithermal precious and base metal deposits of Early Jurassic age.

Gold-silver mineralization is associated with quartz breccias, quartz veins, quartz stockwork, and siliceous breccias often within large areas of quartz-sericite-pyrite alteration. Gold and silver values are closely associated with silicification and gold occurs dominantly as electrum with native gold present locally. Silver occurs as its native form, electrum, argentite, and freibergite. The most common sulphides consist of pyrite, sphalerite with minor galena, chalcopyrite, and pyrrhotite.

It is believed that the Dilworth, Martha Ellen, and Big Missouri deposits were originally one large system. Subsequent thrust and lateral faulting as well as intrusive dike swarms created the discontinuity and offset.

EXPLORATION STATUS

Exploration work has been conducted continuously by Ascot since acquisition of the Property in 2007, and has been successful in delineation of Mineral Resources at Big Missouri, Martha Ellen, Dilworth, and Premier. Ascot geologists are of the opinion that there continues to be significant exploration potential on the property. The opportunities developed so far fall into three categories: near-term, medium-term, and long-term. Near-term targets comprise extensions and in-fill of the currently known zones at Premier. Medium-term exploration targets consist of higher-grade zones, similar to Premier, which have been noted to occur at Big Missouri and Martha Ellen. The long-term opportunities are interpreted to be within a five kilometre gap between Big Missouri and Premier. This area is underlain by prospective terrain capped by a veneer of younger, post-mineralization rocks.

Ascot's 2018 exploration budget for the Premier-Dilworth Project, which will encompass targets in all three categories, is C$6.5 million.

MINERAL RESOURCES

Ascot is a mineral exploration company, based in Vancouver, Canada, that is operator of the Project, and can acquire 100% ownership on completion of a purchase agreement with Boliden Canada Ltd. (Boliden). The Property encompasses a number of prospects and former producing mines that have been actively explored since the late 19th century. Historical production from the Silbak Premier Mine from 1918 to 1952 is estimated to have been 2 million oz of gold, 42.8 million oz of silver, 54 million lb of lead, 17.6 million lb of zinc, 4.1 million lb of copper, and 177,785 lb of cadmium. More recently, Westmin Resources Ltd. (Westmin) operated the mine from 1989 to 1996, producing 260,000 oz of gold and 5.1 million oz silver.

The estimates of Mineral Resources for Big Missouri, Martha Ellen, and Dilworth were disclosed in a 2014 Technical Report by GeoSim Services Inc. (GeoSim). Since that time, no work has been done on these deposits and the estimates of Mineral Resources are considered to be current. The estimate for Premier represents the first public disclosure of Mineral Resources for this zone.

Mineral Resources for the Project effective April 30, 2018 are listed in Table 1-2. Canadian Institute of Mining, Metallurgy and Petroleum (CIM) Definition Standards for Mineral Resources and Mineral Reserves dated May 10, 2014 (CIM (2014) definitions) were followed for Mineral Resources.

TABLE 1-2 MINERAL RESOURCES ESTIMATE EFFECTIVE APRIL 30, 2018

Class	Zone	Cut-Off Grade (g/t AuEq)	Tonnage (kt)	Au (g/t)	Ag (g/t)	AuEq (g/t)	Au (koz)	Ag (koz)
Indicated	Big Missouri	0.3	61,900	0.91	5.8	1.01	1,810	11,500
	Martha Ellen	0.3	8,350	1.15	9.9	1.32	309	2,660
	Dilworth	0.3	23,300	0.48	8.8	0.63	357	6,590
	Sub-Total	**0.3**	**93,500**	**0.82**	**6.9**	**0.94**	**2,480**	**20,800**
	Premier	3.5	1,210	7.02	30.6	7.23	273	1,190
Inferred	Big Missouri	0.3	34,700	0.74	8.0	0.88	825	8,320
	Martha Ellen	0.3	3,240	0.70	11.6	0.90	73	1,210
	Dilworth	0.3	41,400	0.45	6.1	0.55	596	8,120
	Sub-Total	**0.3**	**79,300**	**0.59**	**7.2**	**0.71**	**1,490**	**18,200**
	Premier	3.5	1,640	6.01	24.9	6.18	317	1,310

Notes:
1. CIM (2014) definitions were followed for Mineral Resources.
2. Big Missouri, Martha Ellen, and Dilworth:
   a. Mineral Resources are estimated at a cut-off grade of 0.30 g/t gold equivalent (AuEq).
   b. Mineral Resources are estimated using long-term metal prices of US$1,400/oz Au and $24/oz Ag.
   c. Gold equivalence is estimated using the following equation: AuEq = Au g/t + (Ag g/t x 0.017). Includes provisions for gold recovery of 90% and silver recovery of 65%.
   d. The bulk density varies from 2.76 t/m^3 to 2.80 t/m^3 dependent on the rock type.
   e. Mineral Resources are constrained by pit shells.
3. Premier:
   a. Mineral Resources are estimated using a cut-off grade of 3.5 g/t AuEq.
   b. Mineral Resources are estimated using a long-term metal prices of US$1,350/oz Au and US$20/oz Ag.
   c. Gold equivalence is estimated using the following equation: AuEq = Au g/t + (Ag g/t x 0.00695). This includes a provision for silver metallurgical recovery of 45.2%.
   d. A minimum mining width of 2.5 m was used for steeply dipping zones and 3.0 m for flatter dipping zones.
   e. A mean bulk density of 2.84 t/m^3 was used for all zones.
4. Numbers may not add due to rounding.

RPA and GeoSim are not aware of any environmental, permitting, legal, title, taxation, socio- economic, marketing, political, or other relevant factors that could materially affect the Mineral Resource estimate.

BIG MISSOURI, MARTHA ELLEN, DILWORTH

The Mineral Resource estimate is based on three geologic block models. A combination of lithologic, structural, and grade domain models were used to constrain grade estimation. Block dimensions were 10 m x 10 m x 10 m. Density values assigned to the principal lithologies are based on 2,044 specific gravity measurements of pulp samples.

Gold and silver grade estimation was carried out by the inverse distance weighting method (ID^3) using two-metre drill hole composites. Data from 647 core holes (141,166 m) completed by Ascot since 2007 were used for the grade estimation. Data from historical drilling programs (pre-2007) were used to assist in modelling of lithologic and grade domains.

Classified blocks have been constrained by Lerchs-Grossmann optimized pit shells using a gold price of $1,400 per ounce and a silver price of $24 per ounce. Cost assumptions for pit optimization included processing and general and administration (G&A) at $10.00/t and mining at $2.00/t. Assumed metal recovery factors were 95% for gold and 65% for silver. Pit slope was set at 45°.

Table 1-1 presents the Mineral Resource estimates for the Big Missouri, Martha Ellen, and Dilworth zones at a base case cut-off grade of 0.3 g/t AuEq. The effective date of the data used for this Mineral Resource estimate is March 31, 2014.

PREMIER

The Mineral Resource estimate was generated using a block model constrained by wireframe grade shell created using a cut-off grade of 2.0 g/t AuEq. The minimum widths of the wireframes were 2.5 m for steeply dipping zones, and three metres for flat-lying zones. The Premier area was divided into eight sub-domains for interpretation and block modelling. These were the Lunchroom, 609, 602, Obscene, Premier Main, Ben, Prew, and Northern Lights zones.

The database used for the estimate contains records for 64,622 assayed intervals in 1,922 diamond drill holes completed from 1980 to 2017. Block size was 2.5 m x 2.5 m x 2.5 m, and the models were rotated 45° from UTM north. Grades for gold and silver were interpolated using ID^3. An average bulk density of 2.84 t/m^3 was derived for the block model from 2,104 pycnometer determinations collected by Ascot from drill core.

High grade samples were capped at various levels, depending on sub-domain, as described in the text of the Premier-Dilworth Technical Report. Capped samples were composited to a nominal two-metre downhole length. A distance constraint of six metres was applied to high grade composites in two of the sub-domains.

The blocks were classified according to CIM (2014) definitions as follows:

- Blocks within an anisotropic distance of 40 m to a composite were assigned a preliminary classification of Inferred.

Inferred blocks were upgraded to Indicated if they met either of the following sets of criteria:

- Informed by at least three drill holes with an average distance of 17.5 m or less, and none more than 25 m, from a composite; or
- Informed by two drill holes or more and within 10 m of a composite.

A cut-off grade of 3.5 g/t AuEq was applied to the block model for reporting of Mineral Resources. This cut-off grade was derived from a preliminary analysis of current mining and processing costs for underground mining operations.

The Mineral Resources for Premier are current to April 30, 2018 and are summarized in Table 1-2.

ENVIRONMENTAL, PERMITTING AND SOCIAL CONSIDERATIONS

Ascot has not carried out independent environmental studies, permitting, or social or community impact studies. RPA is not aware of any environmental liabilities on the property. Ascot reports that it has all required permits to conduct the ongoing and proposed work on the property. RPA is not aware of any other significant factors and risks that may affect access, title, or the right or ability to perform the proposed work program on the property.

Ascot has access to Westmin's historic water testing, soil testing, and baseline work for the Premier Mine, Dago, and S1 pit areas and Boliden's ongoing monitoring since mine closure in 1996. Boliden continues to collect information on a regular basis including monitoring of water quality and flow at a number of locations, as well as weather measurements.

The security deposit for project reclamation relating to the current drill programs is $37,000, and there is an addition $10,000 bond held for the 2012 drilling program.

INTERPRETATION AND CONCLUSIONS

BIG MISSOURI, MARTHA ELLEN, DILWORTH

GeoSim draws the following conclusions:

- Drilling by Ascot and previous operators has outlined three low-grade gold-silver deposits that extend over a five kilometre trend.

- The Big Missouri Mineral Resource encompasses a strike length of 1,950 m north- south by up to 1,350 m east-west across strike. The deposit remains open and the ultimate limits of mineralization are not well defined.

- The Martha Ellen Mineral Resource measures approximately 960 m north-northwest to south-southeast along strike and averages approximately 200 m across strike.

- The Dilworth Mineral Resource measures approximately 1,650 m north-northwest to south-southeast along strike and averages approximately 400 m across strike.

- Sample preparation, security, and analysis is compliant with industry standards and is adequate to support a Mineral Resource estimate. Quality assurance/quality control (QA/QC) with respect to the results received to date for the 2007 - 2013 exploration programs is acceptable and protocols have been well documented. Legacy drilling results from previous operators were used to assist in lithologic and grade domain modelling but not used for final grade estimation. The database contains all core data collected on the Project to date and has been structured for resource estimation.

Areas of uncertainty that may materially impact the Mineral Resource estimates include:

- Commodity price assumptions
- Pit slope angles
- Metal recovery assumptions
- Mining and process cost assumptions

PREMIER

RPA has prepared a Mineral Resource estimate for the Premier area of the Project. The following observations and conclusions were drawn:

- There is significant exploration potential in a wide range of localities on the Property.

- In general, the intervals between downhole surveys in the holes drilled by Ascot has been too large, and this has resulted in some inaccuracies in plotting hole traces.

- There are many instances of holes oriented nearly parallel to the zones, which has produced some exaggerated apparent widths. These widths were resolved to true widths in the interpretation process and will not adversely impact the resource estimate.

- The pycnometer measurements used to derive specific gravity data do not take into account porosity in the rock mass which could lead to over-estimation of bulk density. In RPA’s opinion, this is unlikely owing to the compact nature of most rock units, however, some checking is warranted.

- The quality of Au and Ag analytical data collected during the 2014 to 2017 Ascot drill programs are sufficiently reliable to support Mineral Resource estimation and sample preparation, analysis, QA/QC, and security was generally in accordance with exploration best practices at the time of collection.

- Some minor concerns with the assay QA/QC blanks results were noted, and these warrant continued monitoring. This issue is not considered to have compromised the assay data.

- Documentation of protocols for logging, core handling, sampling, and data management is incomplete. Ascot is currently addressing this issue.

- The records for the drilling carried out prior to Ascot's acquisition of the Property are not complete.

- Data collection is currently done on spreadsheets, which results in a complicated database structure that hampers downstream validation and general use of the information. Ascot is currently addressing this issue.

- Ascot has conducted a sufficient amount of re-assay work on rejects and core from the legacy drilling to validate this data for use in Mineral Resource estimation, subject to certain constraints. Specifically, grades below approximately 0.3 g/t Au appear to be biased due to detection limit issues. In RPA's opinion, the legacy assay data should not be used in resource estimates of low grade open pit deposits. In higher grade zones, such as Premier, where the lowest grade assays are largely filtered out by the wireframe interpretation process, the legacy assays can be used.

- Drill hole collar orientations appear to deviate significantly from planned orientations for some holes, particularly where collared on dumps. RPA notes that, up to now, the protocols did not include surveying or otherwise recording the actual collar orientation of the holes after drilling had commenced. This has led to some extreme deviations in plotted hole traces between the collar and the first downhole survey point. Ascot is currently addressing this issue.

- Gold and silver grade distributions are observed to be moderately to extremely positively skewed, which indicates that cutting of high grades is warranted.

- The block grade distributions are over-smoothed due to the small block size used in the models and, consequently, the model will not likely provide accurate local grade estimates. This block size was deemed necessary in order to allow the model to honour the three dimensional (3D) wireframes. This issue is exacerbated by the highly variable nature of the grades. Definition drilling and drifting is warranted in order to better model local variations in grade. In RPA's opinion, the global tonnage and grade estimates should be reasonable.

RECOMMENDATIONS

BIG MISSOURI, MARTHA ELLEN, DILWORTH

Some of the recommendations made in the GeoSim 2014 report are now out of date, and these have been omitted from the Premier-Dilworth Technical Report. The currently relevant recommendations from the 2014 report are as follows:

> Additional exploration work is recommended with a view to supporting a Preliminary Economic Assessment (PEA) with the first phase including:
>
> - Infill and delineation drilling to upgrade resource classification and determine the economic limits of the mineralization.
>
> Other general recommendations include:
>
> - Improved QA/QC for geotechnical data entry.
> - Creation and administration of a secure relational database for exploration data.

PREMIER

RPA makes the following recommendations:

- The exploration work proposed by Ascot for 2018 should be carried out.
- Definition drilling should be conducted to upgrade the current Mineral Resource classification.
- In future, as much exploration drilling as possible should be carried out from underground. Access to the mine and services should be re-established to facilitate this.
- RPA concurs with GeoSim's recommendation that a relational database system be acquired for the exploration data. Ascot is currently addressing this issue.
- The database should contain all of the drilling data for the entire Project as opposed to the current practice of maintaining separate data sets for the various property areas.
- All protocols employed by the exploration staff for all exploration and data management activities should be clearly documented. Ascot is currently addressing this issue.
- The interval between downhole surveys should be reduced in order to improve projections of drill hole traces. As a starting point, the maximum distance between survey points should be approximately 30 m to 40 m. Ascot is currently addressing this issue.
- The bulk density of a suite of intact core specimens should be measured using a water immersion method to check the pycnometer measurements in the database. The specimens should be selected from a representative group of rock types and should be of sufficient numbers to provide statistically significant results. In RPA's opinion, approximately 300 to 400 determinations should be sufficient, provided no marked differences between the methods are detected.
- Overall protocols for review and analysis of assay QA/QC results should include plotting of control diagrams on a regular basis as the drill programs progress. A database system for handling drill results should expedite these tasks.
- Ascot should pay particular attention to the blank results as there have been a number of recent failures that may indicate some contamination is occurring in the assaying.
- Drill hole survey practices should be amended to include the orientations of the collars in some fashion before the drill has moved off of the pad and the casing removed.
- Engineering studies at a Preliminary Economic Assessment level should be conducted to better define economic parameters for advancement of the Project.

RECOMMENDED EXPLORATION WORK

Ascot plans to conduct drilling on three target areas in 2018. Drilling at Martha Ellen and Big Missouri will be carried out surrounding known narrow high grade intercepts to better delineate these zones and provide the basis for estimation of Mineral Resources for a potential underground mine. A drill program is also planned at Premier to confirm and upgrade existing resources, and potentially expand zones around isolated single drill intercepts. All drilling will be from surface and, in places, helicopter support will be required.

A geophysical test survey will be conducted over known mineralization to evaluate the effectiveness of either Magneto-Tellurics (MT) or Induced Polarization (IP). With success, a single profile will be conducted over untested ground to see if any anomalies can be detected. The planned exploration budget is summarized in Table 1-3.

RPA considers the planned work to be warranted and appropriate and recommends that the program be carried out.

TABLE 1-3 PLANNED EXPLORATION BUDGET
Ascot Resources Ltd. - Premier-Dilworth Project

Task		Budget (C$ x 1,000)
Drilling	(45,000 m)	
	Big Missouri	3,000
	Martha Ellen	1,000
	Premier	1,000
Assays		300
Geophysics	(Test survey and one traverse)	400
Helicopter		200
Personnel		600
Total		**6,500**

Other Properties – Mt. Margaret and Swamp Point

The Company also holds interests in certain properties, described below, which are not material to the Company. While the Company continues to maintain the properties with a view to future exploration and development, there are currently no material exploration activities or expenditures planned with respect to these properties for the current fiscal year.

Mt. Margaret

The Company owns a 50% interest in the Mt. Margaret property, subject to a 1.5% net smelter royalty held by General Moly Inc. The remaining 50% interest in the Mt. Margaret property is held by the federal government of the United States, which interest will convert into a royalty (on terms to be negotiated once the property goes into production).

The Mt. Margaret property covers a large portion of the undeveloped resource known as the Mt. Margaret deposit. This is one of the largest of the Cu-Mo-Au-Ag calc-alkaline porphyries of Miocene age in Washington State. Since discovery in 1969 Duval Corporation conducted numerous exploration programs and mine/metallurgical studies on Mt. Margaret deposit until the eruption of Mt. St. Helens halted all fieldwork in 1980.

The Mt. Margaret porphyry copper-molybdenum-gold-silver deposit is located 22.5 km southwest of Randle Washington in Skamania County. The Mt. Margaret deposit was discovered by Duval Corporation in 1969 and was actively explored annually from 1971-1980. By 1980, a total of 105 diamond drill holes totalling 20,729 metres had been completed.

The historic geological resource "non 43-101 compliant" stated by Duval, dated 1980 (Taylor) using a 0.33% CuEq cut-off.; is quoted below:

Mt. Margaret Geological Resource (1) – Source (CIM Special Volume 37, 1986)					
	Tonnes	CU Grade (%)	Mo Grade (%)	Gold Grade (g/t)	Silver Grade (g/t)
Geological Resource	523MT	0.36	0.011	0.24	1.6

(1) Geological Resources for the Mt. Margaret deposit are referenced in CIM Special Volume 37 as well as several USGS and GSC databases. These historical resource estimates predate the implementation of National Instrument 43-101 ("NI 43-101") guidelines and are not compliant with current accepted reserve and resource classifications as set forth by Canadian Institute of Mining and Metallurgy, Aug 20, 2000 (CIM Guidelines). The Mt. Margaret resource estimates are considered relevant as they have been calculated on the basis of 20,729 metres of diamond drilling in 105 drill holes, However, Ascot has not completed the work necessary to have the historical estimate verified by a Qualified Person as a current mineral resource or mineral reserve estimate. The Company is not treating the estimate as a current NI 43-101 defined resource or reserve estimate and the historical estimate should not be relied upon. There is no current economic evaluation that demonstrates the potential economic viability of the stated resources therefore none of the geological resources should be considered "reserves" under current CIM Guidelines.

Ascot drilled 11 holes at Mt. Margaret in 2010. The intent of the program was to confirm and expand the historic resource estimates.

A plan map of drill hole locations, detailed sections and assay results are available on the Company's website.

The Company's 2011 drill program was scheduled to start in early July, it was planned to drill up to 30 holes on the Company's MS 708 lease to increase the drill density to allow an NI 43-101 resource to be calculated. The drill program was suspended pending the completion of an Environmental Assessment report which was being prepared in conjunction with the prospecting permit application mentioned below.

The Company applied for prospecting permits on land adjacent to its MS 708 lease, the Company wanted to confirm and expand on Duval drilling that indicated this land could have significant economic potential if developed in conjunction with MS 708. The prospecting permits received final approval in December 2012. In March 2013, the U.S. Forest Service denied an appeal of these decisions by an environmental group. In July 2014, following a court challenge of the denied appeal, the court set aside the permit approvals pending further action consistent with the court's findings. The Company worked with the government agencies to amend its Environmental Assessment in a manner consistent with the court's findings. The amended Environmental Assessment was released for public comment in January 2016.

The results of the proposed drill program would be very significant in determining the size and grade of the Mt. Margaret deposit.

Swamp Point

The Swamp Point project is located on the Portland Canal in north western British Columbia, Canada, at Latitude – 58° 28' N, Longitude – 130° 02' W. The Company's legal title to the project is through its ownership of Lots 7360 (upland) and 7359 (foreshore deep water docks) in Cassiar Mining District. The official survey of the lots was completed in 2008, total – 91 hectares. A second foreshore lease to cover the small craft dock area was issued May 2008. In August 2006, the Company was issued a Mines Act Permit, permitting mining of up to 3.3 million tons per year for a minimum of 15 years.

The Company filed a National Instrument 43-101 compliant technical report in respect of the project in January 2006, highlights included a measured mineral resource, pre-feasibility of 46 million tonnes. The Company's consultants completed a pre-feasibility study in January 2006 and a 500 tonne Bulk Sample report in May 2006.

The Swamp Point property is subject to two royalties, $1.00 per cubic metre (approximately $0.46 per tonne) due to the B.C. Provincial Government and a royalty to a private company of 5% of sales less shipping costs on the first seven million tones and 8% thereafter.

Access to Swamp Point is by boat, float plane or helicopter, it is 85 miles from Prince Rupert or 30 miles from Stewart. Water access can be made through deep water barge landing (for barges with ramps), deep water barge dock (for loading aggregates) and a deep water ship dock, which was under construction, but not completed, designed to handle up to Panamax size vessels. There is also a small craft dock inside a steel floating breakwater.

Construction of the deep water ship dock was suspended in July 2008 as a result of the dramatic downturn in the United States housing market. This downturn had a negative effect on the demand for aggregate products in California which the Company had seen as its primary market.

In December, 2010, as there had been minimal activity at Swamp Point for more than two years, management decided to write off the property and associated assets for accounting purposes. In June 2011, in order to reduce its costs at Swamp Point, the Company closed its camp at the mine site and removed most of the associated equipment.

The Company believes that value can still be had from Swamp Point. The proposed LNG projects for northwestern British Columbia should create significant local demand for sand and gravel. Management believes Swamp Point is strategically located to take advantage of this.

Description of Capital Structure

Ascot is authorized to issue an unlimited number of common shares of which 152,281,839 are issued and outstanding as of July 5, 2018 (as of March 31, 2018, being the last day of Ascot's most recently completed financial year, the total number of shares issued and outstanding was 152,251,614).

The holders of common shares of the Company are entitled to receive notice of and attend all meetings of shareholders. Each common share held entitles the holder to one vote.

Shareholders are also entitled to receive dividends if, as and when declared by the Company's board of directors. The Company's shareholders are entitled to share equally in the assets of the Company remaining upon dissolution, liquidation, or winding up of the Company. There are no pre-emptive or conversion rights, and no provisions for redemption, retraction, purchase, cancellation or surrender.

Market for Securities

Trading Price and Volume

The Company's common shares are listed for trading on the TSX-V under the stock symbol "AOT" and on the OTCQX under the symbol AOTVF.

The following table provides information as to the high and low prices of the Company's common shares on the TSX-V during the 12 months of the most recently completed financial year, as well as the volume of common shares traded in each month.

Month	Price (High)	Price (Low)	Volume
April 2017	1.98	1.78	865,600
May 2017	2.10	1.74	1,045,900
June 2017	2.09	1.77	712,900
July 2017	1.94	1.70	572,300
August 2017	1.99	1.67	1,203,900
September 2017	1.80	1.38	1,218,100
October 2017	1.76	1.30	1,719,500
November 2017	1.70	1.29	1,403,200

Month	Price (High)	Price (Low)	Volume
December 2017	1.69	1.34	723,100
January 2018	1.59	1.26	912,700
February 2018	1.49	1.30	587,900
March 2018	1.38	1.20	1,010,800

Prior Sales

<u>Common Shares</u>

The Company issued the following Offered Shares during the most recently completed financial year.

Date of Issuance	Number of Common Shares Issued	Price per Common Share (C$)	Reason for Issuance
March 27, 2018	10,000	$0.95	Option Exercise
March 22, 2018	15,000	$0.95	Option Exercise
March 22, 2018	4,362,350	$1.49	Flow-Through Financing
March 9, 2018	30,000	$0.95	Option Exercise
January 3, 2018	7,000	$1.25	Warrant Exercise
January 2, 2018	14,000	$1.25	Warrant Exercise
December 22, 2017	6,300	$1.25	Warrant Exercise
December 19, 2017	28,000	$1.25	Warrant Exercise
December 18, 2017	46,158	$1.25	Warrant Exercise
December 12, 2017	10,402	$1.25	Warrant Exercise
November 9, 2017	33,768	$1.25	Warrant Exercise
November 1, 2017	30,000	$0.95	Option Exercise
October 24, 2017	25,000	$0.88	Option Exercise
October 24, 2017	14,000	$1.25	Warrant Exercise
September 25, 2017	25,000	$0.88	Option Exercise
September 14, 2017	672	$1.25	Option Exercise
July 11, 2017	16,000	$1.75	Warrant Exercise
June 28, 2017	30,800	$1.25	Warrants Exercise
June 19, 2017	20,000	$0.95	Option Exercise
June 15, 2017	4,547,910	$1.05	Warrant Exercise
June 13, 2017	211,603	$1.05	Warrant Exercise
June 12, 2017	1,095,000	$1.05	Warrant Exercise
June 9, 2017	132,550	$1.05	Warrant Exercise
June 8, 2017	5,000	$1.75	Warrant Exercise
June 6, 2017	131,667	$1.05	Warrant Exercise
June 5, 2017	150,000	$1.05	Warrant Exercise
June 2, 2017	20,000	$1.05	Warrant Exercise

Date of Issuance	Number of Common Shares Issued	Price per Common Share (C$)	Reason for Issuance
May 31, 2017	3,500	$1.05	Warrant Exercise
May 30, 2017	23,000	$1.05	Warrant Exercise
May 29, 2017	100,000	$1.05	Warrant Exercise
May 23, 2017	20,000	$1.05	Warrant Exercise
May 23, 2017	10,000	$1.75	Warrant Exercise
May 5, 2017	195,202	$1.05	Warrant Exercise
April 18, 2017	11,200	$1.25	Warrant Exercise
April 4, 2017	195,209	$1.05	Warrant Exercise

Options

As at March 31, 2018, the Company had outstanding stock options to purchase 17,305,000 common shares of the Company. The Company's stock options are subject to certain vesting conditions, and each fully vested stock option may be exercised for one common share of the Company at its respective exercise price.

The Company issued the following stock options during the year ended March 31, 2018.

Date of Issuance	Number of Stock Options Issued	Exercise Price
February 1, 2018	350,000	$1.37
January 16, 2018	200,000	$1.31
November 1, 2017	670,000	$1.30
October 24, 2017	120,000	$1.48
October 23, 2017	100,000	$1.51
October 7, 2017	600,000	$1.70
October 6, 2017	5,400,000	$1.60

Warrants

As at March 31, 2018, the Company had 10,160,994 common share purchase warrants outstanding. The Company did not issue any warrants during the year ended March 31, 2018. At the date of this AIF, the Company had 10,145,769 common share purchase warrants outstanding.

Directors and Officers

Directors

Ascot's Board of Directors is comprised of seven (7) directors who are elected annually. Ascot's directors hold office until the next annual meeting of shareholders or until a successor is duly elected or appointed. The following table sets forth the names and residence of each of the directors, the date they commenced serving on Ascot's Board of Directors, committee memberships, and their principal occupation as of the date of this AIF and for the preceding five years.

Name, Present Position with the Company and Residence	Principal Occupation [1]	Director since	# of Shares Beneficially Owned or Controlled or Directed, Directly or Indirectly [1]
RICK ZIMMER[4] [5] B.Sc.,B.Eng., MBA, P.Eng Director & Board Chairman *British Columbia, Canada*	Professional Director; Currently also a director of: Capstone Mining Corp. (since 2011); Alexco Resources Corp. (since 2012)	October 6, 2017	58,335 common shares
JAMES STYPULA[3] [4] Director *British Columbia, Canada*	Professional Director	October 6, 2017	83,500 common shares
GREG GIBSON[5] Director *Ontario, Canada*	President and CEO of Sprott Mining and Jerritt Canyon Gold LLC. Director of Latin American Minerals, Barkerville Gold Mines, Kerr Mines, Sprott Mining Inc., and Jerritt Canyon Canada	August 5, 2016	Nil
ROBERT EVANS[2] [4] Director *British Columbia, Canada*	Chartered Accountant; Former Secretary, Treasurer and Chief Financial Officer of Ascot (from 1989 to 2017).	April 27, 1989	105,000 common shares
KENNETH CARTER[3] Director *British Columbia, Canada*	Professional Director, Retired Geologist	April 6, 1993	750,100 common shares
DON NJEGOVAN[2] [3] Director *Ontario, Canada*	Vice President, New Business Development at Osisko Mining Inc. since February 2016. Mr. Njegovan is also a director of Sable Resources.	January 16, 2018	20,000 common shares
WILLIAM BENNETT[2] [5] Director *British Columbia, Canada*	Professional Director; Mr. Bennett was a government MLA in British Columbia for 16 years in the Riding of Kootenay East. In addition to holding portfolios for Local Government and Tourism, Mr. Bennett was named BC Mines Minister three separate times over his 16 years.	February 1, 2018	Nil

Notes:

(1) The information as to principal occupation, business or employment and shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the directors.
(2) Member of the Audit Committee.
(3) Member of the Compensation Committee.
(4) Member of the Governance and Nomination Committee.
(5) Member of the Health, Safety, Environmental and Technical Committee.

Executive Officers

Ascot currently has four executive officers, Derek White (President and Chief Executive Officer); Carol Li (Chief Financial Officer); John Kiernan (Chief Operating Officer); Jody Harris (Corporate Secretary); and Kristina Howe (VP Investor Relations).

The following table sets forth the names and residence of each of the executive officers and their principal occupation as of the date of this AIF and for the preceding five years.

Name, Present Position with the Company and Residence	Principal Occupation [1]
DEREK WHITE President and Chief Executive Officer *British Columbia, Canada*	President and CEO of Ascot Resources Ltd. from October 2017 to present. Mr. White was formerly Principal, Traxys Capital Partners LLP from 2015 to 2017 and prior to that, Mr. White was President & CEO of KGHM International Ltd. from 2012 to 2015. Mr. White was also a director of Magellan Minerals Ltd. from 2006 to May 2016. Mr. White currently also serves as a Director of Orca Gold Inc. and MAG Silver Corp.
CAROL LI Chief Financial Officer *British Columbia, Canada*	Chief Financial Officer of Ascot Resources Ltd. from November 2017 to present. Ms. Li was formerly Vice President, Finance for KGHM International from 2012 to October 2017.
JOHN KIERNAN Chief Operating Officer *British Columbia, Canada*	Chief Operating Officer of Ascot Resources Ltd from October 2017 to present. Mr. Kiernan was VP Project Development for Magellan Minerals (acquired by Anfield Gold Corp) from 2012 to 2016, consulted through Kierstone Capital until joining Ascot and is also a director of Northern Superior Resources Inc. since 2016. Previously he was Manager Project Evaluation for QuadraFNX/ KGHM International, Mining Analyst for PI Financial Corp and VP Mining/Mine Manager for Roca Mines Inc.
JODY HARRIS Corporate Secretary *British Columbia, Canada*	Corporate Secretary of Ascot Resources Ltd. since November 1, 2017. Ms. Harris has also been the Corporate Secretary of MAG Silver Corp. since May 8, 2007. Ms. Harris is a director of the ICSA – BC Branch (P.S.A. Society of Professional Administrators of BC).
KRISTINA HOWE VP, Investor Relations *British Columbia, Canada*	Vice President, Investor Relations from November 2017 to present. Ms. Howe previously consulted to Traxys Capital Partners LLP from 2015 to 2017 and prior to that, Ms. Howe was the Manager of Corporate Communications for KGHM International Ltd, from 2011-2015.

Notes: [1] The information as to principal occupation, business or employment is not within the knowledge of the management of the Company and has been furnished by the executive officers.

Securities Held by Directors and Officers

As at the date of this AIF, Ascot's directors and executive officers, collectively, beneficially owned, or controlled or directed, directly or indirectly a total of 1,016,935 common shares of Ascot, being approximately 0.67% of the number of common shares issued and outstanding. The information as to shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the directors and executive officers.

Cease trade orders, bankruptcies, penalties or sanctions

Cease Trade Orders

No director or executive officer of the Company is, as at the date of the AIF, or has been, within 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company (including the Company), that, while that person was acting in that capacity:

(a) was the subject of a cease trade or similar order, or an order that denied the other relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or

(b) was subject to an event that resulted, after the director, chief executive officer or chief financial officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days.

Bankruptcies

No director or executive officer of the Company, nor a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

(a) is, at the date of this AIF, or has been, within 10 years before the date of this AIF, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such person.

Penalties and Sanctions

No director or executive officer of the Company, nor a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

The Company's directors and officers may serve as directors and/or officers of other companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation, or the terms of such participation.

The directors and officers of the Company are aware of the existence of laws governing the accountability of directors and officers for corporate opportunity and requiring disclosure by the directors of conflicts of interest and the Company will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors and officers. All such conflicts will be disclosed by such directors or officers in accordance with the *Business Corporations Act* (British Columbia).

Legal Proceedings and Regulatory Actions

There are no pending or contemplated legal proceedings to which our Company is a party or of which any of our properties is the subject.

As of March 31, 2018, the Company is not subject to:

(a) any penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority during the financial year ended March 31, 2018; or

(b) any other penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision; or

(c) settlement agreements the Company entered into before a court relating to securities legislation or with a securities regulatory authority during the financial year ended March 31, 2018.

The Company is unaware of any condition of default under any debt, regulatory, exchange related or other contractual obligation.

Interest of Management and Others in Material Transactions

Other than as described below, no director, executive officer or principal shareholder of the Company, or any associate or affiliate of the foregoing, has had any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year prior to the date of this AIF that has materially affected or is reasonably expected to materially affect the Company. Mr. Sprott subscribed for units under the Sprott Offering.

Transfer Agents and Registrars

The Company's transfer agent and registrar for its common shares is:

CST Trust Company
1600 – 1066 West Hastings St.
Vancouver, British Columbia
Canada V6E 3X1

Interests of Experts

The following are the names of persons or companies (a) who have been named as having prepared or certified a report, valuation, statement or opinion described or included in a filing, or referred to in a filing, made under National Instrument 51-102 by the Company during, or relating to, the Company's most recently completed financial year, and (b) whose profession or business gives authority to the report, valuation, statement or opinion made by the person or company:

Name	Description
Graeme Evans, P. Geo	Unless otherwise indicated, the scientific and technical information contained in this AIF was reviewed and approved by Graeme Evans, P. Geo, Consulting Geologist at Ascot, and a "Qualified Person" as defined in NI 43-101.
David W. Rennie, P.Eng.	Co-Authored the Premier-Dilworth Technical Report.
Ronald G. Simpson, P. Geo	Co-Authored the Premier-Dilworth Technical Report.
BDO Canada LLP	The Company's independent auditors, BDO Canada LLP ("**BDO**") have audited Ascot's consolidated financial statements of the Company for the fiscal year-ended March 31, 2017. BDO has confirmed that they are independent within the meaning of the relevant rules and related interpretations of professional conduct of the Chartered Professional Accountants of British Columbia.

To the knowledge of the Company, having made reasonable enquiry, none of the experts listed above, or any "designated professional" of such expert, has any registered or beneficial interest, direct or indirect, in any securities or other property of the Company or any of its associates or affiliates.

To the knowledge of the Company, having made reasonable enquiry, none of the experts listed above or any "designated professional" of such expert, are currently expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company.

Additional Information

Additional information regarding Ascot Resources Ltd. can be found on SEDAR at www.sedar.com.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, if applicable, is contained in Ascot's information circular for its most recent annual meeting of security holders that involved the election of directors.

Additional financial information is provided in Ascot's audited consolidated financial statements and the MD&A for the financial year ended March 31, 2018.