

## OTCQB Certification

I, James Christopher Tworek, CEO of Element79 Gold Corp ("the Company"), certify that:

1. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below:

**REGISTERED or REPORTING WITH THE SEC:**

- ☐ Company is registered under Section 12(g) of the Exchange Act  
☐ Company is reporting under Section 15(d) of the Exchange Act.  
☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act  
☐ Company is reporting under Regulation A (Tier 2)  
☐ Other (describe) \_\_\_\_\_

**EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATIONS:**

- ☒ Company is exempt from registration under Exchange Act Rule 12g3-2(b)  
☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator  
☐ Company is reporting under the Alternative Reporting Company Disclosure Guidelines and is otherwise exempt from registration and not required to file periodic reporting with the SEC

2. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.
3. The company is duly organized, validly existing and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol:		<u>ELMGF</u>	<u>As of (date):</u>
Shares Authorized	(A)	<u>Unlimited</u>	<u>2024-08-12</u>
Total Shares Outstanding	(B)	<u>85,136,183</u>	<u>2024-08-12</u>
Number of Restricted Shares <sup>1</sup>	(C)	<u>7,780,665</u>	<u>2024-08-12</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>21,949,843</u>	<u>2024-08-12</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>55,405,675</u>	<u>2024-08-12</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> <sup>2</sup>	(F)	<u>65.07%</u>	<u>2024-08-12</u>
Number of Beneficial Shareholders of at least 100 shares <sup>3</sup>	(G)	<u>3200</u>	<u>2024-08-12</u>

5. Convertible Debt:

The following is a complete list of all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities that were issued or outstanding at any

<sup>1</sup> Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

<sup>2</sup> Public Float means the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "10 percent Control Person"), or any Affiliates thereof, or any Family Members of officers, directors, and control persons. Family Member shall mean a Person's spouse, parents, children, and siblings, whether by blood, marriage or adoption, or anyone residing in such Person's home. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding unless an exemption applies.

<sup>3</sup> Beneficial Shareholder means any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security. OTCQB traded securities are required to have at least 50 beneficial shareholders unless an exemption applies.

time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification. **(If the note is no longer outstanding as of the current date, but was outstanding during the previously described period, the note must still be disclosed in the table below.):**

☒ Check this box to confirm there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>4</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed). <sup>5</sup>	Reason for Issuance (e.g., Loan, Services, etc.)

Total Outstanding Balance:

Total Shares:

Use the space below to provide any additional details, including footnotes to the table above:

During the year ended August 31, 2023, the Company issued a convertible debenture to Waterton as part of the terms of the updated payment agreement, the final \$2,000,000 milestone payment (the “Debenture”) (Note 4). The convertible debenture is a two-year, zero-coupon debt facility with convertibility options priced at \$0.15 and a 10% default interest rate. Prepayment by the Company is possible with a 60-day advance notice and paid at a 10% premium to the principal amount remaining.

For accounting purposes, the Debenture was separated into its liability and equity components. The Company recorded the initial fair value of the debt component of the convertible debenture at \$1,566,293, using a discount rate of 19%, which is management’s estimate of the prevailing market rate for a company of similar size and operations. The equity component of \$433,707 was determined at the time of issue as the difference between the face value of the Debenture and the fair value of the liability component.

The unamortized discount on the convertible debenture as at August 31, 2023 was \$342,468 (2022 - \$Nil) and the carrying value of the debenture was \$1,657,532 (2022 - \$Nil). For the year ended August 31, 2023, the Company recorded an accretion expense of \$91,239 (2022 - \$Nil).

During the period between August 31, 2022, and the date herein the corporation settled Debt to existing creditors. Corporate creditors are noted below:

NAME	Post consolidation Number of shares	Deemed Share Value \$	Date issued	Affiliate
Mine+ Group	31,955	3.89	2022-09-16	N
Pug Communications Ltd.	30,000	2.00	2022-09-16	N

<sup>4</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any “blockers” or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

<sup>5</sup> International Reporting Companies may elect not to disclose the names of noteholders who are non-affiliates of the company. “Affiliate” is a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially owning 10 percent or more of the Company’s outstanding shares.

NAME	Post consolidation Number of shares	Deemed Share Value \$	Date issued	Affiliate
Lichtenwald Professional Corp.	2,500	2.00	2022-09-16	N
Crescita Capital LLC	470,000	2.00	2022-09-22	N
Mine+ Group	100,000	3.89	2022-09-26	N
Euro Swiss	64,000	1.25	2022-10-27	N
Mine+ Group	343,097	1.15	2022-10-31	N
Stack Asset Management Ltd -Director held- James Tworek	410,869	1.15	2022-10-31	Y
Diverse Capital PTE Ltd	852,173	1.15	2022-10-31	N
Lichtenwald Professional Corp	130,434	1.15	2022-10-31	N
Fladgate Exploration Consulting Corporation	63,166	1.15	2022-10-31	N
Maynard Communications	300,000	1.00	2023-03-01	N
2855322 Ontario Inc.	20,000	1.00	2023-03-01	N
Victory Marketing Solutions	35,000	1.00	2023-03-01	N
Exploration Facilitation Unlimited Inc.	7,512	1.00	2023-03-01	N
Purple Crown Communications Corp.	21,263	1.00	2023-03-01	N
OCI Inc.	50,000	1.00	2023-03-01	N
1258875 Alberta Ltd.	5,000	1.00	2023-03-01	N
Lichtenwald Professional Corp.	45,000	1.00	2023-03-01	N
SRAX Inc.	8,430	1.00	2023-03-01	N
Crescita Capital LLC	400,000	1.00	2023-03-01	N
Diverse Capital Pte Ltd.	9,598	1.00	2023-03-01	N
1164443 BC Ltd.	9,375	1.00	2023-03-01	N
Pacific Blue Holdings Ltd.	10,000	1.00	2023-03-01	N
Crescita Capital LLC	800,000	0.80	2023-04-04	N
Crescita Capital LLC	600,000	0.57	2023-04-23	N
SIDIS Holdings Ltd	400,000	0.75	2023-05-04	N
2855322 Ontario Inc	26,667	0.75	2023-05-04	N
Victory Marketing Solutions	10,000	0.75	2023-05-04	N
OCI Inc.	50,000	0.75	2023-05-04	N
1258875 Alberta Ltd	26,667	0.75	2023-05-04	N
Diverse Capital Pte Ltd	12,797	0.75	2023-05-04	N
1164443 BC Ltd	12,500	0.75	2023-05-04	N
Euroswiss Capital Partners Inc	106,667	0.75	2023-05-04	N
Rankin PR	17,550	0.75	2023-05-04	N
Quantum Advisory Partners LLP	18,359	0.75	2023-05-04	N
Noble Capital Markets Inc	54,000	0.75	2023-05-04	N
Crescita Capital LLC	700,000	0.57	2023-05-23	N
0865381 BC Ltd	100,000	0.50	2023-06-07	N
1258875 Alberta Ltd.	10,000	0.50	2023-07-28	N
Diverse Capital Pte Ltd.	50,000	0.50	2023-07-28	N
OCI Inc.	62,500	0.50	2023-07-28	N
2855322 Ontario Ltd. O/A Guerilla Capital	40,000	0.50	2023-07-28	N
1164443 BC Ltd.	50,000	0.50	2023-07-28	N
Pacific Blue Holdings Ltd.	100,000	0.10	2024-01-12	N

NAME	Post consolidation Number of shares	Deemed Share Value \$	Date issued	Affiliate
Summit Issuer Advisory Corp.	80,000	0.10	2024-01-12	N
EuroSwiss Capital Partners Inc.	700,000	0.10	2024-01-12	N
GoldInvest Consulting GmbH	80,000	0.10	2024-01-12	N
Kansas Ridge Carriers Inc.	550,000	0.10	2024-01-12	N
Tellus LLC	20,000,000	0.10	2024-01-15	N
MFD Investment Holdings SA	4,821,940	0.10	2024-03-11	N
Dry Gulch Investments LLC Officer owned – Kim Kirkland	2,140,000	0.10	2024-03-11	Y
MFD Investment Holdings SA	260,000	0.10	2024-03-11	N
Victory Marketing Solutions	100,000	0.10	2024-03-11	N
5014186 Ontario Inc.	520,000	0.10	2024-03-11	N
Adelaid Investments LLC	600,000	0.10	2024-03-11	N
Adelaid Investments LLC	687,560	0.10	2024-03-11	N
Crescita Capital LLC	2,867,600	0.10	2024-03-11	N
Aucome Sa de CV	4,000,000	0.10	2024-03-11	N
TaneTane Mergers SA de CV	5,000,000	0.10	2024-03-11	N
Adelaid Investments LLC	1,339,800	0.10	2024-03-11	N
Gabriel Luna Tamez	116,000	0.10	2024-03-11	N
MFD Investment Holdings SA	765,600	0.10	2024-03-11	N
Business by Design	291,500	0.10	2024-03-11	N

6. Disclosure and Administrative Service Providers:

Annual Report Preparation:

List any law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report. (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.)

Davidson & Company  
1200-609 Granville St.  
Vancouver BC  
Catherine Tye  
604-687-0947

Ongoing Disclosure and Administrative Services:

List any other attorney or service provider, if different than the primary legal counsel listed above, that assisted the company during the prior fiscal year on any matter related to preparation of company disclosure documents, corporate actions and activities related to submission of a Form 211 or OTC Markets' Application. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

David Smalley Law Corp.  
Barristers & Solicitors  
David Smalley  
Suite 2000, 1111 West Georgia Street  
Vancouver, B.C. V6E 4G2  
(604) 684-4535

Pacific Blue Holdings  
Corporate Governance and Administration  
Monita Faris  
1100-1111 Melville Street Vancouver BC

7. Investor Relations Providers:

The following is a complete list of third-party providers engaged by the Company, its officers, directors or controlling shareholders, at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, stock promotion, or any other related services to the Company. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

Distorted Studio  
Thirmizi Samsooden  
416-937-3553  
Corporate Marketing and relations

TDM Financial  
Daniel Minton  
406-862-5400  
Marketing materials

GoldInvest.de  
Björn Junker  
[b.junker@goldinvest.de](mailto:b.junker@goldinvest.de)  
+49.171.4965380  
German NR and content creation – Investor relations

INN  
Chris Smith  
[Csmith@investingnews.com](mailto:Csmith@investingnews.com)  
Corporate profile, lead generation, interviews

Capital 10x  
Duane Hope  
[duane@capital10x.com](mailto:duane@capital10x.com)  
Interviews and lead generation

Mine Plus Group  
Manolis Pattakos  
[ppantazidou@mineplusgroup.com](mailto:ppantazidou@mineplusgroup.com)  
Financial structures and Mining development consulting

TAstocks.com  
Luke Komavli  
[Luke.komavli@gmail.com](mailto:Luke.komavli@gmail.com)  
Content creation, social media, video and broadcasting

## 8. Officers, Directors and 5% Control Persons:

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners of five percent (5%) or more of any class of the issuer's equity securities). Preferred shares, options, warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below.

**For beneficial shareholders that are corporate entities:** Provide the name and address of the person(s) owning or controlling such corporate entities. If the corporate entity owning 5% or more does not have a person(s) owning or controlling it, provide a note explaining why. If the corporate entity is a publicly traded company, provide the company's trading symbol and market.

**For nominee accounts owning 5% or more:** Provide the name of the 5% beneficial shareholder for this account. If there are no beneficial shareholders of 5% or more behind a nominee account, the nominee account does not need to be included in the table below.

**For issuers exempt from registration under Exchange Act Rule 12g3-2(b):** Complete the table below with the information described above for Officers, Directors and 10% Control Persons.

Name (First, Last)	Position/company affiliation (ex: CEO, 5% control person)	City and State (And Country if outside US)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of shares owned	Percentage of Class of Shares Owned (undiluted)
TWOREK, James Christopher	CEO & Director	Calgary, AB, Canada	Common Shares 885,815 Stock Options 70,000 Warrants 25,000	Common shares	1.04%  1.14% fully Diluted
GILLIS, Tammy	CFO	Aldergrove, BC, Canada	Common Shares 100,000	Common Shares	0.12%
MARAGAKIS, Antonios	Director	Vancouver, BC, Canada	Common Shares 70,639 Stock Options 95,000 Warrants 1,975	Common shares	0.084%  0.20% fully Diluted
PETTIGREW, Neil Thomas	Director	Thunder Bay, ON, Canada	Common Shares 1,216,478 Stock Options 80,000 Warrants 62,500	Common shares	1.43%  1.65% fully Diluted
KANJI-AQUINO, Zahara	Director	Coquitlam, BC, Canada	Common Shares 176,522 Stock Options 15,000	Common shares	0.21%  0.23% fully Diluted
TUMUR, Lkhagvadorj	Director	Singapore	Common Shares 126,087 Warrants 200,000	Common shares	0.15%  0.15% fully Diluted
KIRKLAND, Kim	COO	Lamoille, NV, USA	Common shares 2,964,303 Options 40,000	Common shares	3.48%  3.58% fully Diluted
Tellus LLC Daniel Perez Castro		Sharjah Medi City, Sharjah, UAE	Common Shares 20,000,000	Common shares	23.49%

Use the space below to provide any additional details, including conversion terms of any class of the issuer's equity securities: Options outstanding are exercisable between \$0.50 and \$13.70

9. Certification:

Date: August 22, 2024

Name of Certifying CEO or CFO: James Christopher Tworek

Title: CEO

Signature: /s/ James Tworek

(Digital Signatures should appear as "/s/ [OFFICER NAME]")