

Management Certification

The undersigned, on behalf of Canagold Resources Ltd ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company is current in its disclosure obligations pursuant to the following reporting standard:

SEC Reporting Obligations

- ☒ The Company has a reporting obligation under Section 13 or 15(d) of the Exchange Act
- ☐ The Company has a reporting obligation under Regulation A (Tier 2)
- ☐ The Company has a reporting obligation under Regulation Crowdfunding (CF)
- ☐ Other (please describe)

Other Reporting Obligations

- ☐ The Company is a U.S. bank, bank holding company, or similar financial institution exempt from SEC registration, has a reporting obligation to a U.S. Bank Regulator and follows OTC Markets' Bank Reporting requirements.
- ☐ The Company is exempt from SEC registration and is reporting under the Alternative Reporting Standard

2. Indicate below whether the Company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

3. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes: ☐ No: ☒

4. The Company has a Verified Company Profile on OTCMarkets.com.
5. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
7. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.
8. The Company's transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.¹

Transfer Agent: Computershare

Address: 510 Burrard St, 3rd Floor, Vancouver, BC V6C 3B9 Canada

¹ OTCQX, OTCQB, and OTCID companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program. OTCID companies that act as their own transfer agent may submit data directly to OTC Markets.

9. The Company's most recent Annual Report was prepared by:

Below is a list all 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 or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

Mihai Draguleasa, CFO

10. The Company's Officers, Directors and 5% Control Persons are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

As of (latest practicable date): May 5, 2025

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
SOFIA BIANCHI	CHAIRMAN AND DIRECTOR	SWITZERLAND	708,413 DSUs	N/A	0%
CARMEN LETTON	DIRECTOR	AUSTRALIA	487,033 DSUs	N/A	0%
KADRI DAGDELEN	DIRECTOR	LAKEWOOD, COLORADO	487,033 DSUs	N/A	0%
ANDREW TROW	DIRECTOR	SOUTH AFRICA	487,033 DSUs	N/A	0%
MICHAEL DOYLE	DIRECTOR AND CHIEF TECHNICAL OFFICER	COLUMBIA	72,640 COMMON SHARES, 22,068 RSUs	COMMON SHARES	0.04%
CATALIN KILOFLISKI	CHIEF EXECUTIVE OFFICER	CANADA	544,990 COMMON SHARES, 87,386 RSUs	COMMON SHARES	0.30%
GARRY BILES	CHIEF OPERATING OFFICER AND PRESIDENT	CANADA	424,916 COMMON SHARES, 100,738 RSUs	COMMON SHARES	0.23%
MIHAI DRAGULEASA	CHIEF FINANCIAL OFFICER	CANADA	114,479 COMMON SHARES, 5,520 RSUs	COMMON SHARES	0.06%

COLM KEOGH	VICE PRESIDENT OPERATIONS	CANADA	93,207 COMMON SHARES, 42,679 RSUs	COMMON SHARES	0.05%
CHRIS PHARNESS	VICE PRESIDENT SUSTAINABILITY AND PERMITTING	CANADA	93,109 COMMON SHARES	COMMON SHARES	0.05%
SUN VALLEY INVESTMENTS AG (VIKRAMJEET SODHI AS CONTROL PERSON)	5% CONTROL PERSON	SWITZERLAND	72,139,133 COMMON SHARES	COMMON SHARES	39.19%
GOLDLOGIC CORP (VIKRAMJEET SODHI AS CONTROL PERSON)	5% CONTROL PERSON	BARBADOS	16,499,000 COMMON SHARES	COMMON SHARES	8.96%
LUMATERRE PTY LTD (MATHEW MAUSNER AS CONTROL PERSON)	5% CONTROL PERSON	AUSTRALIA	7,500,000 COMMON SHARES	COMMON SHARES	4.07%
NIMBUS TRADING L.L.C - FZ (MATHEW MAUSNER AS CONTROL PERSON)	5% CONTROL PERSON	UNITED ARAB EMIRATES	4,600,000 COMMON SHARES	COMMON SHARES	2.50%

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

N/A

11. The Company has Convertible Debt as detailed below:

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☒ Check this box to confirm the Company had no Convertible Debt 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 ²	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

² 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.

Total Outstanding
Balance:

Total Shares:

Any additional material details, including footnotes to the table are below :

N/A

Signature:

Name of Principal Executive Officer or Principal Financial Officer: MIHAI DRAGULEASA

Title: CFO

Date: June 6, 2025

Signature: MIHAI DRGAULEASA

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