Evergold Corp.

Management's Discussion and Analysis

For the Six Months Ended June 30, 2022 and 2021

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Evergold Corp. ("Evergold" or the "Company") has been prepared by management as at August 23, 2022 and should be read in conjunction with the financial statements of the Company for the six months ended June 30, 2022 and 2021 (the "Financial Statements") and related notes. Additional information on the Company may be found at www.evergoldcorp.ca, or under the Company's profile at www.sedar.com.

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

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

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

Forward-Looking Statements

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

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

Company's exploration plans; and market risk consisting of fluctuations in the Company's share price, metal prices, credit market conditions and investor appetite for early-stage exploration companies. See "Risks and Uncertainties".

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

COVID-19 Impacts

Government restrictions as a reaction to COVID-19 have added some degree of complexity and cost to the Company's plans and operations, chiefly in the form of enhanced health and safety protocols and personnel charged with their implementation and compliance. Otherwise the virus has had no materially negative impact on the Company's operations. At the time of writing government restrictions as a reaction to COVID-19 are declining as a risk factor. This trend is expected to continue.

Corporate History and Description of the Business

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

All four Canadian properties were acquired in an all-stock transaction effective April 5, 2016, from vendor C.J. Greig Holdings Ltd. of Penticton, B.C., a company controlled by C.J. (Charlie) Greig, who continues to be the Corporation's principal technical advisor and a significant shareholder. C.J. Greig Holdings Ltd. retains a 0.5% Net Smelter Returns ("NSR") royalty on each of the four properties.

In addition to the Canadian property assets, on February 11, 2021, the Company signed a definitive option agreement giving it the right, subject to certain work commitments and staged payments of cash and shares detailed below, to acquire a 100% ownership position in the high-grade, past producing **Rockland** property, located in western Nevada, south of Yerington. The Rockland property hosts a large, robust, epithermal gold-silver vein system, including known zones of high-grade and bulk-tonnage style gold-silver mineralization that are open for further expansion and that the Company believes it can grow, and add to, with new discoveries. For the purpose of holding the Rockland property asset, the Company has established in Nevada a wholly-owned subsidiary called Evergold (U.S.) Corp..

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

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

To date the Company has completed the financings listed below in support of its exploration plans.

Date	Financings	$ Raised	Shares Issued	Price per Share/Unit
4-Oct-19	Initial public offering, HD[1], no warrants	3,450,000	17,250,000	0.20
21-May-20	Private placement, FT[2], no warrants	1,177,450	1,757,388	0.67
22-Sep-20	Private placement, HD units (1/2 a warrant per share)	1,086,800	2,173,600	0.50
	Private placement, FT, no warrants	195,000	325,000	0.60
23-Feb-21	Private placement, FT units (1/2 a warrant per share)	4,500,000	20,454,546	0.22
	Private placement, HD units (1 full warrant per share)	3,500,000	17,500,000	0.20
	Totals	**13,909,250**	**59,460,534**[3]	

Notes:

(1) Hard Dollars
(2) Flow-Through Dollars
(3) As of May 24, 2022, the Company had a total of 74,843,393 shares outstanding, including shares issued pursuant to the exercise of warrants, options and the acquisition of property.

Recent Developments

Market conditions in the junior mining and exploration space deteriorated significantly in 2022 with an overriding "risk off" market sentiment in which market interest in exploration results is reduced and available capital is limited. In this difficult environment management has been conserving capital and operating with a heightened degree of caution.

Shortly after quarter's end, on July 15, 2022, the Company announced that it has opted to postpone plans, originally announced on May 9, 2022, to carry out another round of drilling at the promising GL1 Main Zone target on the Golden Lion property, on the expectation that construction this summer of a bridge and extension of a road north across the Toodoggone River to Thesis Gold's adjacent 'Ranch' project will in future provide drive-on access to within kilometres of the GL1 Main Zone target, reducing the requirement for helicopters and decreasing costs for the next phase of drilling at Golden Lion, which will now take place when conditions allow.

In its stead, the Company announced tentative plans to carry out first-ever drilling of the 100% owned, drill-permitted, Holy Cross Au-Ag property, located in central B.C. south of Fraser Lake, which has drive-on access, moderate topography, and requires neither helicopter support nor an on-site camp. For all these reasons the property can be explored at much lower cost per metre drilled. The Company plans to carry out an additional 16 line-km induced polarization survey in early September, preparatory to finalizing drill targets, with drilling to be carried out in October. Further details will be announced when plans are complete.

Property Assets and Exploration Activities

Golden Lion Property

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

The helicopter accessible, 5,099-hectare Golden Lion property is located at the north end of the historical Toodoggone mining camp of north-central British Columbia, approximately 308 kilometres north of Smithers, immediately adjacent to Thesis Gold's 'Ranch' exploration prospect, and 24 kilometres north of Benchmark's Lawyers (former Cheni Mine) project. The property is situated within the traditional territories of the Tahltan and Kaska Dena Nations. The Kaska Dena village of Kwadacha (Fort Ware), located over mountains some 85 kilometres to the east, is the nearest community. The Company holds a 100% ownership interest in the property, and a 0.5% NSR royalty is payable on any future production.

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

The Golden Lion showing (GL1 Main Zone) was the focus of considerable work by Newmont in the period from 1982 to 1984, including sampling, mapping, bulldozer trenching, and geophysics, and culminating in the drilling of 22 holes for 2,475 metres in 1984. Despite achieving broad intercepts of epithermal mineralization commencing at surface in several holes, including 87 metres of 1.01 g/t Au in GL-84-020, by drilling only a single shallow-angle hole from each pad, and opting for wide spacing between pads, Newmont's work left the depth potential entirely untested, and large untested gaps at surface.

In 2020 the Company carried out a Phase 1 drill program on the property, comprising 3,017 metres in 16 shallow angle holes, along with an induced polarization ("IP") geophysical survey, and extensive soil sampling programs. At the GL1 Main Zone, where the majority of the 2020 drilling took place and the program's best results were achieved, drilling returned multiple broad assay intercepts of lower-tenor gold and silver-bearing epithermal-style mineralization with local intervals of moderate grade, comparable to historical Newmont drill results. Hole GL-20-009, for example, returned 88.62 metres of 0.71 g/t Au from 4.88 to 93.50 metres, including 16.50 metres of 1.59 g/t Au from 45.00 to 61.50 metres, and hole GL-20-006 returned 61.70 metres of 0.76 g/t Au from 6.80 to 68.50 metres, including 17.50 metres of 1.51 g/t Au from 42.50 to 60.00 metres.

Encouraged by the results of the drilling and IP survey work carried out at GL1 Main in 2020, the latter of which suggested potential system strengthening with depth below previous drilling, the Company returned to the property in 2021 and drilled an additional 1,811 metres in 9 holes on the GL1 Main Zone, in a program cut short by contractor equipment and labour issues. Importantly, the final three holes of this program, which the Company was unable to immediately follow up on, all drilled from the same pad, delivered the discovery of the GL1 Main Zone's first high-grade domain, including the highest grades of gold, silver, zinc and lead ever achieved in drilling on the Golden Lion property, definitively establishing that the GL1 Main Zone carries high grades of gold, silver and base metals within a broader envelope of moderate grade mineralization. Deep hole GL21-025, for example, returned **2.8 metres of 10.4 g/t Au, 651 g/t Ag, 10.9% Zn, 3.7% Pb**, within **40.3 metres of 2.0 g/t Au, 24 g/t Ag, 1.2% Zn, 0.5% Pb**, whereas shallow overcut GL21-024 delivered, at an estimated vertical depth from surface of just 20 metres, **3.3 metres of 11.30 g/t Au, 12 g/t Ag, 1.9% Zn, 2.3% Pb** within **66.0 metres of 1.36 g/t Au, 11 g/t Ag, 0.3% Zn, 0.2% Pb**. Program highs for individual core samples, each 0.5-0.6 metres in length, achieved **44.70 g/t Au, 924.0 g/t Ag, 20.2% Zn and 10.0% Pb**. The results point to excellent potential to build high-grade ounces, and rock value, both near-surface and down dip, as well as along adjacent areas of the major fault associated with the GL1 Main Zone.

Quarterly Exploration Activities

On May 9, 2022, the Company announced plans to follow up on 2021's high-grade results with a Phase 1 drill program at GL1 Main encompassing up to 2,100 metres. Post quarter's end, on July 15, 2022, the Company announced that this program had been postponed. Management remains enthusiastic about prospects for the GL1 Main Zone target, and awaits only a substantial change for the better in market conditions, and lower exploration costs resulting from ongoing improvements to local infrastructure, before returning to it. A key objective of the planned follow-up drill program will be to commence the process of exploring down-plunge and down-dip from the high grade intercepts achieved in 2021, where mineralization is open to expansion including the newly discovered high-grade domain.

First Nation Relationships, Golden Lion Property

The Golden Lion property falls within the traditional territories of two aboriginal groups: the Tahltan and Kaska Dena, and to the north of that of a third, the Sekani. The closest First Nation is the Kaska Dena community of Kwadacha (Fort Ware), located some 85 kms over the mountains to the east. The Company engages with the Tahltan and Kwadacha communities through periodic in-community and/or virtual meetings, employment fairs, contributions to community newsletters and websites, and the hiring of First-Nations linked contractors and band personnel.

Early in the year the Company renewed for 2022 a Communications and Engagement Agreement and an Opportunity Sharing Agreement with the Tahltan Central Government ("TCG"), and signed its first Exploration Agreement with Kwadacha. Under the Communications and Engagement Agreement with the Tahltan, the Company agrees to keep the Tahltan Nation well informed of ongoing and/or potential economic activities occurring within the Tahltan traditional territory, and to support the activities of the TCG. Under the Opportunity Sharing Agreement with the Tahltan, the Company has agreed to make best efforts to employ Tahltan Nation members and engage Tahltan businesses to carry out or supply goods and services to its exploration activities within the Tahltan traditional territory. Under the Exploration Agreement with the Kwadacha Nation, Kwadacha has agree to support the Company's exploration on the Golden Lion property, and the Company has agreed to engage in good faith and on an ongoing basis with Kwadacha, to keep the Nation well informed of its exploration activities.

Rockland Property

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

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

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

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

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

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

Rockland Mine Target Area

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

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

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

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

Rockland East Target Area

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

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

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

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

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

Few of the companies that previously carried out work on the Rockland property executed systematic exploration programs, with most drilling limited to one or two phases and occurring two or more decades ago. Evergold believes that its exploration team, advancing a program of methodical exploration, can potentially expand known zones of mineralization and generate new discoveries, possibly leading to the definition of significant gold-silver resources.

Quarterly Exploration Activities

During the quarter the Company continued to progress toward drill-permitting the Rockland property, with cultural and environmental surveys presently underway over the Rockland Mine area. The Company also completed during the quarter a 14 line-km Induced Polarization (IP) geophysical survey over Rockland East to complement a 21 line-km Controlled Source Audio Magnetotelluric (CSAMT) geophysical survey carried out over the same area earlier in the year. A program of hyperspectral sampling of select historical reverse circulation drill chip samples was also completed to help with determining alteration mineralogy. These data sets have now been modeled in three dimensions.

Both the CSAMT and IP survey have returned intriguing results, including attractive new coincident chargeability and resistivity anomalies of significant scale that are complemented by surface showings and geochemical anomalies. A draft plan of operations for Phase 1 drilling at Rockland East is currently under review by permitting authorities. Permit receipt is anticipated for September.

Holy Cross Property

The drill-permitted, drive-on access, 1,872-hectare Holy Cross property is located in central British Columbia, Canada, approximately 30 kilometres south of the community of Fraser Lake, and north of the Blackwater gold deposit, presently being advanced to mining. A new powerline to service the latter is to be constructed in the near future over a corner of the property. The Company holds a 100% ownership interest in Holy Cross, and a 0.5% NSR royalty is payable on any future production.

The primary target type on the Holy Cross property is epithermal-style Au-Ag. Work by the Company and previous operators has included IP, magnetic, and audio-magnetotellurics surveys, along with mapping, rock and soil geochemical sampling, and trenching. This work has revealed attractive coincident geochemical-geophysical anomalies. Nonetheless the property has never been drilled.

The property hosts a robust siliceous and pyritic alteration system and carries silver, gold, and copper values over a large area underlain by felsic volcanic and/or high-level intrusive rocks. The alteration and mineralization are closely associated with the felsic rocks, which are interbedded with subordinate feldspar phyric volcanic rocks of intermediate composition, conglomerate and fine-grained sedimentary rocks.

Quarterly Exploration Activities

During the quarter the Company carried out additional soil and rock geochemical sampling at Holy Cross, along with geological mapping, including alteration mapping. This work returned strong values of gold-in-soil (highs to 374 ppb) and numerous high silver values (highs to 12.6 g/t), along with encouraging values for a range of pathfinder elements including As, Pb, Zn, Cu and Te. These latest results highlight the large

scale of the anomalous target area, with values now extending approximately 3,500 metres along a NW-SE trend, and across approximately 1,000 metres perpendicular to trend. Plans are underway to complete additional soil sampling during the third quarter, along with approximately 16 line-kms of IP. All data sets will then be integrated and modeled to derive final drill targets, with drilling targeted to commence in October. Further details will be announced when plans are complete.

Snoball Property

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

The helicopter accessible, 3,545-hectare Snoball property is located in northwestern British Columbia, approximately 140 kilometres north-northwest of the village of Stewart, 25 kilometres northwest of the Bob Quinn Lake gravel airstrip, and 12 kilometres as the crow flies from highway 37. The property is situated within the traditional territory of the Tahltan First Nation.

The Company holds a 100% ownership interest in the property, and a 0.5% NSR royalty is payable on any future production.

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

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

Evergold's initial evaluation (2016) of historical sampling results suggested the actual source of a strong multi-element soil and rock anomaly developed by Noranda was up-slope to the north, at higher elevations well above the areas historically drilled. The Company's own soil and rock sampling (2016, 2017, 2018) of areas up-slope strongly reinforced this hypothesis, and pointed to the principal source of the multi-element anomaly as lying along and below Snoball Ridge and Pyramid Peak, neither of which had ever been drilled.

During the 2020 field season, Evergold carried out a Phase 1 drill program at Snoball encompassing a total of 2,799 metres in 13 holes on the Pyramid Peak target, all from a single pad (the "Apex" pad) located on top of the mountain. This work resulted in several narrow high-grade intercepts including 20.8 g/t Au and 54 g/t Ag over 0.70 metres in hole SB20-006, and 12.90 g/t Au and 54 g/t Ag over 1.44 metres in hole SB20-005.

In follow-up to the 2020 field season, four short holes totaling 400 metres were drilled in 2021 from a new pad located downslope to the southwest of the 2020 Apex drill pad. Drilling returned a best intercept of 6.2 g/t Au and 11.9 g/t Ag over 2.4 metres, at surface, in hole SB21-015. Of note, holes SB21-016 and 017, drilled opposite to hole SB21-015, also both cut gold and silver mineralization at surface. Modelling of these results suggests the true width of the zone intercepted in all four holes is approximately 5 metres and likely to be, on balance, high-grade.

Quarterly Exploration Activities

No exploration activities took place on or in relation to the Snoball property during the quarter, and no is anticipated for the remainder of 2022.

First Nation Relationships, Snoball Property

The Snoball property falls within the traditional territory of the Tahltan First Nation. The Company engages with the Tahltan Nation through periodic in-community and/or virtual meetings, employment fairs, contributions to community newsletters and websites, and the hiring of Tahltan linked contractors and band personnel. During the quarter the Company renewed for 2022 a Communications and Engagement Agreement and an Opportunity Sharing Agreement with the Tahltan Central Government ("TCG"). Under the former the Company agrees to keep the Tahltan Nation well informed of ongoing and/or potential economic activities occurring within the Tahltan traditional territory, and to support the activities of the TCG. Under the latter, the Company has agreed to make best efforts to employ Tahltan Nation members and engage Tahltan businesses to carry out or supply goods and services to its exploration activities within the Tahltan traditional territory.

Spanish Lake Property

The road accessible, 1,573-hectare Spanish Lake property is located in the Cariboo Mining District of central British Columbia, Canada, some 80 kilometres east-northeast of Williams Lake and approximately 8 kilometres southeast along strike from the >5 million ounce Spanish Mountain gold deposit. The Company holds a 100% ownership interest in the property, and a 0.5% NSR royalty is payable on any future production.

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

Facing a major industry downturn, Dajin Resources walked away from the property without filing an assessment report. In 2016 Evergold acquired the property, expanded its size and, in 2017, completed a report on the 2011 work.

Quarterly Exploration Activities

No exploration activities took place during the quarter on or in relation to the Spanish Lake property. A limited program of exploration is anticipated for sometime in 2022 or 2023, possibly to include a ground-based IP survey.

Overall Performance and Outlook

Evergold is not a producer and will likely never have revenues, profits, or dividends. Investors should not, therefore, look to the Company for these types of returns. Rather, our mission is to deliver discoveries with the drill bit and to provide our shareholders with the capital gains opportunities that often come with them, and the progression of such discoveries along a development pathway.

It is the norm, in our early-stage part of the business, for the stock prices of companies in our sector to be highly volatile. This is true even where significant discoveries have already been achieved. Stocks often give back everything they gained not long before. This reality is driven by a variety of factors for the most part beyond the control of management. It is only in the longer term that the merits of particular projects typically come to the fore, and an underlying long-term uptrend in the stock price, with firm support at higher levels, is established.

With the above context in mind, we believe shareholders should continue to have confidence in the Company's longer-term prospects, notwithstanding the pronounced weakness year-to-date in the share price, which has more to do with the generally very poor market and economic conditions than the merits of the Company's projects *per se.*

At Golden Lion, the remote, high-cost location, coupled with very soft market conditions, prevents further work this year. Nonetheless the GL1 Main Zone target is showing real promise, and the Company plans to return to it when conditions allow. In contrast to Golden Lion, the Holy Cross property has easy access and is much lower cost to explore. The Company intends to drill Holy Cross – which has never been drilled - commencing in October, and it may rapidly emerge as a discovery of merit once the drills start turning. As for Rockland, Nevada, the property stands above many Nevada early-stage prospects, given its status as a historical small-scale producer on the one hand, and recent work by Evergold which has revealed attractive, large scale geophysical anomalies supported by gold, silver and pathfinder element values in soils and rock.

In the short term, it is management's expectation that market conditions in the junior mining and exploration space, and wider economy, will continue to be unusually challenging. This will mean reduced access to the capital required to grow our exploration-stage company. In this difficult environment management plans to remain active and to add value to our properties as best we can, while operating with the heightened degree of caution that current circumstances warrant.

Selected Quarterly Financial Information

The following is a summary of exploration expenditures by property for the 6 months ended June 30, 2022:

Exploration Expenses by Property and Category 6 Months to June 30, 2022	**Snoball** $	**Golden Lion** $	**Holy Cross** $	**Spanish Lake** $	**Rockland** $	**Total** $
Acquisition costs	-	-	-	-	56,644	56,644
Assaying	-	191	1,291	-	2,786	4,268
Camp	562	10,111	5,789	-	2,026	18,488
Drilling	84	23,410	-	-	-	23,494
Environmental	-	8,842	-	-	13,349	22,192
Geological	7,220	37,899	27,111	-	11,857	84,087
Geophysics	-	-	43,560	-	205,201	248,761
Miscellaneous	8,743	32,879	353	250	42,736	84,961
Surveys	-	81	18,822	-	12,182	31,085
Total	**16,609**	**113,413**	**96,926**	**250**	**346,781**	**573,979**

The following is a summary of exploration expenditures by property for the 6 months ended June 30, 2021:

Exploration Expenses by Property and Category 6 Months to June 30, 2021	**Snoball $**	**Golden Lion $**	**Holy Cross $**	**Spanish Lake $**	**Rockland $**	**Total $**
Acquisition costs	-	-	-	-	10,000	10,000
Aircraft	-	115,754	-	-	-	115,754
Assaying	44,349	25,555	-	-	-	69,904
Camp	72,400	166,188	-	-	-	238,588
Drilling	-	39,000	-	-	-	39,000
Environmental	10,348	-	-	-	-	10,348
Fuel	4,875	131	-	-	-	5,006
Geological	42,237	105,224	-	2,519	77,410	227,390
Miscellaneous	12,021	10,566	206	3,666	52,976	79,435
Surveys	-	5,880	-	-	59,529	65,409
Total	**186,230**	**468,298**	**206**	**6,185**	**199,915**	**860,834**

The following is selected financial information concerning loss and financial position for the 6 months ended June 30, 2022 and June 30, 2021:

Summary of Loss, Assets & Liabilities by Period	**6 Months Ended June 30, 2022 $**	**6 Months Ended June 30, 2021 $**
Operating expenses	1,033,062	1,930,199
Loss from operations	1,033,062	1,930,199
Net loss for the period	979,987	1,792,883
Loss per share – basic and diluted	0.01	0. 03
Total assets	**2,144,485**	6,759,002
Total liabilities	**331,816**	1,207,892

The following is selected financial information concerning operating expenses for comparative periods in 2022 and 2021:

Summary of Operating Expenses and Loss by Period	3 Months Ended June 30,		6 Months Ended June 30,	
	2022	2021	2022	2021
	$	$	$	$
Operating expenses				
Exploration expenditures	255,437	640,516	573,979	860,834
Management and consulting fees	57,750	57,750	115,500	115,500
Share-based compensation	-	198,688	-	608,585
Professional fees	23,484	34,785	31,584	86,223
General and administrative	104,626	131,762	311,999	259,057
Loss from operations	(441,297)	(1,063,501)	(1,033,062)	(1,930,199)
Interest income	-	-	-	-
Income before taxes	(441,297)	(1,063,501)	(1,033,062)	(1,930,199)
Tax expense (recovery)	(34,550)	(137,316)	(53,075)	(137,316)
Loss and comprehensive loss for the period	(406,747)	(926,185)	(979,987)	(1,792,883)

Results of Operations

Total operating expenses and net loss were $1,033,062 and $979,987, respectively, for the six months ended June 30, 2022, compared to $1,930,199 and $1,792,883 in the comparative period in 2021, a decrease of $897,137 and $812,896, respectively. The decrease in net loss was the result of a decline in operating expenses and the recovery of income taxes related to the issuance of flow-through shares in February, 2021. Lower operating expenses were largely due to a reduction in share-based compensation and professional fees, and were partially offset by higher exploration expenditures, largely driven by increased spending at the Company's Nevada property.

Exploration expenses totaled $573,979 for the six months ended June 30, 2022, compared to 860,834 in the same period last year.

Exploration expenditures on the Company's Snoball property totaled $16,609, much less than the $186,230 spent in the same period in 2021, in consequence of a decision to down-grade Snoball as an exploration prospect because of the uniquely challenging work (i.e. extreme weather and terrain) conditions on the key Pyramid Peak target area.

Expenditures on the Golden Lion property totaled just $113,413, much less than the $468,298 spent in the comparative period in 2021, when the Company was still paying for some legacy costs stemming from the prior (2020) year's larger, more complex multi-element program which involved drilling, geophysics and geochemical programs plus an on-site camp, and was also concurrently preparing for 2021's more complex program. For 2022 the Company had planned a simplified Golden Lion field season that would have been focused entirely on drilling, to the exclusion of other activities such as geophysics and geochemistry, and would also have operated from rented accommodations off-site rather than building an on-site camp. The reduced level of 2022 expenditures year-to-date included $23,410 (2021 - $39,000) spent on drilling preparations (core boxes etc.) for the anticipated (subsequently cancelled) 2022 Golden Lion program, $37,899 on geological (2021 – $105,224), which included modeling of the previous year's drill results and targeting the planned 2022 drill holes, and $8,842 (2021 - $nil) on environmental studies needed to maintain the property exploration permit.

Exploration outlays on the Company's drill-ready Holy Cross property were $96,926 during the first six months of 2022, significantly higher than the $206 spent in the same period in 2021, and included $27,111 (2021 - $nil) spent on geological (mapping, soil geochemical and rock sampling, data modeling), and $43,560 (2021 - $nil) on geophysics, as the Company lay the groundwork for a focused Phase 1 drill program in the second half of 2022, details of which will be announced when planning is complete.

Spanish Lake expenditures were just $250 during the period ending June 30, 2022, compared to $6,185 in the prior year period, when some modeling of historical drill results took place.

Expenditures on the Company's Rockland property increased to $346,781 (2021 - $199,915), as the Company methodically advanced exploration and permitting on the property with mapping, sampling and geophysical programs, and included $2,786 (2021 - $nil) spent on assays, $11,857 (2021 - $77,410) on geological, and $205,201 (2021 - $nil) on geophysics.

Management and consulting fees remained stable with the same period last year ($115,500 in the first six months of 2022 and 2021); lower amounts were spent on professional fees ($31,584 in the six months ended June 30, 2022 versus $86,223 in the first six months of 2021 as a result of the financing in February 2021); and increased amounts ($311,998 in 2022 versus $259,057 in 2021) were spent in the general and administrative category, primarily reflecting higher expenditures on marketing and promotion.

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

Calendar Year	**2022**	**2022**	**2021**	**2021**
Quarter	**June 30**	**March 31**	**December 31**	**September 30**
Revenue	$nil	$nil	$nil	$nil
Working capital	1,715,190	2,121,937	2,690,177	3,156,352
Operating expenses	441,297	591,764	494,393	3,131,092
Net loss	406,747	573,240	466,175	2,515,968
Net loss per share (1)	0.01	0.01	0.01	0.03

Calendar Year	**2021**	**2021**	**2020**	**2020**
Quarter	**June 30**	**March 31**	**December 31**	**September 30**
Revenue	$nil	$nil	$nil	$nil
Working capital	5,453,633	7,068,593	157,407	214,788
Operating expenses	1,063,501	866,697	262,493	4,139,475
Net loss	926,185	866,697	203,073	4,139,475
Net loss per share (1)	0.01	0.02	0.01	0.13

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

Related Party Transactions

Evergold has entered into the following transactions with related parties:

	For the 6 months ended June 30,		Amount payable as at	
	2022	2021	June 30, 2022	December 31, 2021
	$	$	$	$
Consulting fees paid or accrued to the Company's Chief Executive Officer	75,000	75,000	-	-
Exploration expenses paid or accrued to C.J. Greig & Associates Ltd., an exploration services company controlled by a former Director or spouse of a current Director[1]	175,152	254,907	52,847	25,572
Exploration expenses paid or accrued to Alex Walcott & Associates Ltd., and Peter E. Walcott & Associates Limited, exploration services companies controlled by a Director of the Company, and/or a relative of a Director	70,797	-	-	-
Consulting fees paid or accrued to the Company's Chief Financial Officer	27,000	27,000	-	-
Consulting fees paid or accrued to a Company controlled by the Company's Corporate Secretary	10,603	18,314	1,714	1,794
Directors' fees paid or accrued	13,500	13,500	6,750	-
Totals	**372,052**	**388,721**	**61,311**	**27,366**

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

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

During the period ended June 30, 2022, the Company expensed $nil (June 30, 2021 - $527,736) in share-based compensation related to options granted to Officers and Directors of the Company.

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

Liquidity, Capital Resources, and Outlook

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

Through the course of 2020 and early 2021 the Company completed financings on three occasions to supplement capital secured on its IPO in October, 2019, as follows:

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

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

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

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

Although the Company's anticipated near and medium-term capital requirements continue to be met with the proceeds of the February 23, 2021 financing, the Company will in future require additional capital to support exploration activities beyond those currently envisaged. There can be no assurance that the Company will be able to raise the required capital when it has need of it. However, management has shown itself capable of raising capital and advancing corporate plans and shareholder interests through uniquely challenging circumstances, and believes it can continue to do so.

Off-Balance Sheet Arrangements

The Company had no off-balance sheet arrangements as at June 30, 2022 or at December 31, 2021.

Critical Accounting Estimates and Policies

The Company's significant accounting policies and the adoption of new accounting policies are disclosed in Note 3 to the financial statements prepared for the period ended June 30, 2022.

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

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

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

Commitments and Contingencies

Environmental Contingencies

The Company's exploration activities are subject to various provincial, state and federal laws and regulations governing the protection of archaeological heritage and the environment. Prior to the execution of any exploration programs involving site disturbance, such as on-site camps and drilling operations, application must be made to the appropriate B.C. (or in the case of operations in the state of Nevada) Nevada and/or U.S. federal government ministries for an exploration permit. Permit applications must provide specific detail with regard to the Company's plans including, among other things, the nature and estimated total area of surface disturbance, impacts on wildlife, surveys for cultural artifacts, plans for waste disposal, and use of locally-sourced water, etc. Prior to the start of work, reclamation bonds must be posted with the B.C., Nevada or U.S. federal government to cover remediation of disturbed sites following program completion. To the date of writing the Company has posted a $25,000 reclamation bond covering work on the Snoball property, a $34,000 reclamation bond covering anticipated work on the Golden Lion property, and a $38,479 reclamation bond covering anticipated work on the Holy Cross property, for a combined total of $97,479. No bonds have as yet been posted to Nevada or U.S. federal ministries although it is anticipated that they shall be in future.

Management Contracts

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

Indemnity Agreements

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

Flow Through Indemnity Provision

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

Financial Instruments & Risks

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

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

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

Credit Risk

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

Liquidity Risk

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

As at June 30, 2022, the Company had a cash balance of $1,921,310 (December 31, 2021 - $2,973,189) to settle current liabilities of $331,816 (December 31, 2021 - $356,762). Encompassing receivables due (principally HST) plus cash on hand, working capital at June 30, 2022 stood at $1,715,190.

Interest Rate Risk

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

Foreign Currency Risk

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

Price Risk

The Company has noted some recent price inflation for goods and services due to high levels of activity in the exploration sector, and a general shortage of labour. This trend has the potential to throw off program cost estimates in ways that are unpredictable, and potentially damaging. To address this risk, the Company has taken steps to build higher contingencies into its exploration budgets.

Capital Management

When managing capital, the Company's foremost objective is to generate optimal returns for shareholders. This requires first ensuring that Evergold continues as a going concern and, secondly, that capital resources are deployed cost-effectively into only those properties and those specific exploration targets and activities, which management believes have the greatest potential to generate positive returns for shareholders. As the Company is essentially a capital pool established to carry out high-risk / potential high reward exploration, with no short or medium-term prospect whatsoever of generating revenues or profits, management seeks instead to deliver positive returns for shareholders through the share price appreciation and capital gains opportunities that usually go hand-in-hand with significant new mineral discoveries, and the further advancement of those discoveries. Management seeks to have sufficient capital on hand to cover at least six months – and preferably twelve months – corporate overheads, achieve its near-term exploration objectives, and to advance discoveries when achieved as expeditiously as possible. In doing so, it seeks a balance between minimizing shareholder dilution and maintaining an attractive capital structure on the one hand, and the need to achieve and advance discoveries of merit on the other.

Management cannot deliver sustainable shareholder returns, in the absence of discoveries of merit.

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

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

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

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

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

Disclosure of Outstanding Share Data (as at August 23, 2022)

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

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

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

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

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

The Company has adopted a stock option plan (the "Option Plan") for directors, officers, employees and consultants of the Company. Under the Option Plan, the Company may grant non-transferable options to purchase common shares of the Company for a period of up to ten years from the date of grant. The maximum number of common shares reserved for issuance under the Option Plan together with any common shares reserved for issuance pursuant to any other stock options may not exceed 10% of the issued and outstanding common shares of the Company.

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

Concurrent with the closing of the Company's IPO on October 4, 2019, the Company granted a total of 2,280,000 5-year options to directors, officers and consultants, to purchase common shares of the Company, exercisable in thirds at $0.20, $0.25 and $0.30 respectively, all of which have fully vested. On the same day the Company granted 100,000 options to Peak Investor Marketing Corp ("Peak") exercisable at $0.20, all now fully vested, and expiring 30 days following the conclusion of Peak's agreement with the Company, which is ongoing.

On June 16, 2020, the Company granted 820,000 5-year options to directors, officers, and consultants, exercisable at $0.66 per common share until June 16, 2025, all now fully vested. In addition, the Company issued 20,000 options to Peak Investor Marketing Corp. exercisable at $0.66 per share, all now fully vested, and expiring 30 days following the conclusion of Peak's agreement with the Company, which is ongoing.

On March 26, 2021, the Company granted 4,010,000 5-year options to directors, officers, and consultants, exercisable at $0.26 per common share, all now vested.

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

Common Shares

Authorized: Unlimited number of common shares. Outstanding: 74,843,393 common shares.

Warrants

A summary of the Company's warrants outstanding and exercisable at August 23, 2022 is presented below:

Exercise price	Warrants outstanding	Number of warrants remaining to be exercised at each exercise price	Expiry date
$0.22	2,203,353	2,203,353	February 23, 2023
$0.30	27,727,273	27,727,273	February 23, 2024
$0.70	1,176,652	1,176,652	September 22, 2022
Total	**31,107,278**	**31,107,278**	

Stock Options

A summary of the Company's stock options outstanding and exercisable at August 23, 2022 is presented below:

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

Share Issuances Further to Property Agreements

On February 10, 2021 the Corporation entered into a Definitive Agreement with vendor Enigma Resources LLC ("Enigma"), for an option to purchase the Rockland, Nevada gold-silver property. The option payments required to acquire the Rockland property are as follows:

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

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

Issuances of Equity Year-to-Date

There have been no issuances of equity year-to-date in 2022.

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

Issuances of Options Year-to-Date

There have been no option grants year-to-date in 2022.

The most recent issuance of options occurred on March 26, 2021, when the Company granted 4,010,000 options to directors, officers, and consultants, exercisable at $0.26 per common share until March 26, 2026. Of this total, 50% vest on the date of grant, and 50% vested on September 26, 2021

The Company has adopted a stock option plan (the "Option Plan") for directors, officers, employees and consultants of the Company. Under the Option Plan, the Company may grant non-transferable options to purchase common shares of the Company for a period of up to ten years from the date of grant. The maximum number of common shares reserved for issuance under the Option Plan together with any common shares reserved for issuance pursuant to any other stock options may not exceed 10% of the issued and outstanding common shares of the Company.

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

Risks and Uncertainties

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

Capitalization and Commercial Viability Risks

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

Global Financial Condition Risks

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

Exploration and Development Risks

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

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

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

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

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

Title Risks

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

First Nation Risks

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

Infrastructure Risks

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

Competition Risks

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

Environmental Risks

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

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in exploration and mining operations may be required to compensate those suffering loss or damage by reason of the exploration and mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

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

Reliance on Key Employee Risks

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

Permitting and Licensing Risks

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

No History of Earnings Risks

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

Negative Operating Cash Flow Risks

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

Uninsurable Risks

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

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

Litigation Risks

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

Contractual Risks

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

Novel Coronavirus (COVID-19) Risks

Government restrictions as a reaction to COVID-19 have added some degree of complexity and cost to the Company's plans and operations, chiefly in the form of enhanced health and safety protocols and personnel charged with their implementation and compliance. Otherwise the virus has had no materially negative impact on the Company's operations. At the time of writing government restrictions as a reaction to COVID-19 are declining as a risk factor. This trend is expected to continue.

Disclosure of Internal Controls

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

Additional Information

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