Evergold Corp.

Management's Discussion and Analysis

Three and Nine Month Periods Ended September 30, 2019

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 November 26, 2019 and should be read in conjunction with the interim financial statements of the Company for the three and nine months ended September 30, 2019 and September 30, 2018 (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 interim 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; 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 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.

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 in Canada. The Company's focus quickly turned to the province of British Columbia and the four 100%-owned property assets that now comprise its portfolio: **Snoball**, located in the heart of northwestern B.C.'s so-called "Golden Triangle"; **Golden Lion**, located well to the east of Snoball in similar Stikine terrane rocks, at the north end of the Toodoggone region and 70 kilometres northwest of the Kemess mine; **Holy Cross**, located in central B.C. 60 kilometres due north of New Gold'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 properties were acquired effective April 5, 2016, further to a Mineral Property Acquisition Agreement (the "Agreement"), between the Company and vendor C.J. Greig Holdings Ltd. of Penticton, B.C., a company controlled by Charles J. Greig. Charles J. Greig is as of the time of writing a special advisor, insider, and a principal shareholder of, Evergold Corp. There were no staged cash payment or work commitment elements in the Agreement. In addition, the Agreement called for a 0.5% Net Smelter Returns ("NSR") Royalty on any future production from each of the four properties. There are no buy-back options on the NSRs.

Through the course of 2017 and 2018, the Company largely lay dormant as management focused on other business interests. However, some key exploration work, consisting mainly of geochemical sampling and geophysical surveys, was carried out in both years on the Company's flagship Snoball and Golden Lion properties, with encouraging results. Accordingly, 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, compliant Technical Reports for both the Snoball and Golden Lion properties. Copies of both these documents may be viewed under the Company's 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. The Company is now focused on using the IPO proceeds to advance the exploration of its property portfolio.

Property Assets and Exploration Activities

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 access, 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, a forward-looking First Nation which has demonstrated itself to be strongly supportive of mineral exploration and development, where the related activities are conducted to high standards within areas specifically targeted for mineral exploration, and carried out in a manner respectful of the environment and traditional users of the affected areas. A 100% ownership interest in the property was acquired effective April 5, 2016, further to the Acquisition Agreement described above, details of which may be found in the Company's prospectus dated September 16, 2019, copies of which are available from www.sedar.com. A 0.5% NSR royalty payable to the property vendor on any future production is the sole remaining corporate obligation in relation thereto.

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 Stuhini Group sedimentary rocks to the west, and Hazelton Group volcanics to the east (the BC Geological Survey's so-called "Red Line"). 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. Potential also exists for bulk-tonnage porphyry-style gold-silver-copper in the intrusion itself.

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 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 have ever been drilled.

Quarterly Exploration Activities on the Property

The Company's principal focus during the quarter and year-to-date was its initial public offering, which successfully concluded shortly after period end. Nonetheless, with the support of key service providers the Company completed the construction in August of two important drill and associated helicopter pads on the Snoball property, one located directly on top of Pyramid Peak, and the other along Snoball Ridge approximately one kilometre to the west. Photographs of these pads may be viewed on the Company's home page at www.evergoldcorp.ca. The completion of these pads will allow for the prompt and efficient launch of the first-ever drilling of the Pyramid Peak and Snoball Ridge targets in the pending 2020 field season. The Company is in possession of a drill permit for the Snoball property.

The Pyramid Peak pad in particular is advantageously located and has been constructed to allow for the drilling of holes at multiple azimuths north, west, south and east, as well as vertical. This will eliminate the need for some drill moves and enable rapid drill testing, should early drill results look promising, of the large volumes of rock below the peak itself. Sampling by the Company indicates Pyramid Peak offers the potential for both bulk-tonnage and high-grade vein styles of gold-silver mineralization.

The Snoball Ridge pad, located approximately one thousand metres west of Pyramid Peak, has been sited to target the poorly exposed high-grade gold-silver bearing UT Vein(s), which sampling at various points along the ridge suggests may be but one of several high grade vein zones located between Pyramid Peak and a diorite plug with which the UT Vein appears to be in contact.

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 access, 5,099 hectare Golden Lion property is located in the Toodoggone region of northcentral British Columbia, approximately 308 kilometres north of Smithers, 70 kilometres northwest of the Kemess copper-gold mine, and 24 kilometres north of the Lawyers (Baker-Cheni Mine) project. The property is situated within the traditional territory of the Kaska Dena Nation, and more particularly the Kwadacha and Tsay Keh Dene communities, located some 80 to 100 kilometres to the east. A 100% ownership interest in the property was acquired effective April 5, 2016, further to the Acquisition Agreement described above, details of which may be found in the Company's prospectus dated September 16, 2019, copies of which are available at www.sedar.com. A 0.5% NSR royalty payable to the property vendor on any future production is the sole remaining corporate obligation in relation thereto.

The Golden Lion property exhibits high grades of gold, silver and copper in selected outcrop, and high values of a spectrum of elements in soil sampling, across three broad priority 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, copper-gold-silver carbonate replacement/skarn, and porphyry-style copper-gold-silver.

Evergold acquired the Golden Lion property in May, 2016 which at that time encompassed just 190 hectares overlying the historical Golden Lion showing area, now constituting the core of the GL1 target area. The Golden Lion showing was the focus of considerable work by Newmont in the period from 1982 to 1984, including sampling, mapping, trenching, and geophysics, and culminating in the drilling of 22 holes for 2,475 metres in 1984. Evergold added another 1,337 hectares of claims in May 2017, following which it carried out its first exploration program that summer, concentrating on the GL1 target area. A second field program was carried out in 2018, focused on the newly-acquired claims to the east and northeast underlying what are now the GL2 and GL3 target areas. The results of these programs were considered highly encouraging, in consequence of which the Company again expanded the property size early in 2019 with the staking of an additional 3,572 hectares.

Quarterly Exploration Activities on the Property

The Company's overriding focus during the quarter and year-to-date was its initial public offering, which successfully concluded shortly after period end. Nonetheless, with the support of key suppliers the Company completed a limited program of rock and soil sampling on the Golden Lion property, the results of which are currently being evaluated and interpreted.

The Company is not presently in possession of a drill permit for the Golden Lion property. Management has however recently visited and is engaged in ongoing consultations with the Kwadacha and Tsay Keh Dene First Nations toward signing of a foundational Exploration Agreement. A helicopter survey of the property and proposed areas of work has also been arranged by management for the Kwadacha leadership.

Holy Cross Property

The road accessible, 1,872.15 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. A 100% ownership interest in the property was acquired effective April 5, 2016, further to the Acquisition Agreement described above, details of which may be found in the Company's prospectus dated September 16, 2019, copies of which are available at www.sedar.com. A 0.5% NSR royalty payable to the property vendor on any future production is the sole remaining corporate obligation in relation thereto.

The primary target type on the Holy Cross property is high-grade and/or bulk-tonnage intrusion-related gold+/-silver+/-copper. The property is predominantly underlain by volcanic rocks of the Middle Jurassic to Eocene age Ootsa Group, which have been intruded by a large Jurassic age quartz monzonite stock on the northern portion of the tenures.

Historically mapped, trenched, sampled and surveyed by Noranda (1987-89) with encouraging results (e.g. 1 gram of gold per tonne (g/t Au) over 8.5 metres in chips, and 24.02 g/t Au and 20.8 g/t Ag from grabs), but never drilled, Holy Cross hosts a robust siliceous alteration system carrying locally elevated gold, copper and silver values over a large area, with attractive coincident geochemical-geophysical anomalies. Part of the property's allure is the heavy glacial drift coverage, which has camouflaged the underlying bedrock.

Quarterly Exploration Activities on the Property

The Company's overriding focus during the quarter and year-to-date was its initial public offering, which successfully concluded shortly after period end. Nonetheless, in September the Company staked an additional 1912 hectares of claims at Holy Cross, bringing the property total to 3784 hectares, and also completed a helicopter magnetometer survey over the entire land package, the results of which will be assessed over the coming winter months and factored into future exploration planning.

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. A 100% ownership interest in the property was acquired effective April 5, 2016, further to the Acquisition Agreement described above, details of which may be found in the Company's prospectus dated September 16, 2019, copies of which are available at www.sedar.com. A 0.5% NSR royalty payable to the property vendor on any future production is the sole remaining corporate obligation in relation thereto.

The Spanish Lake property has excellent potential to host a sediment-hosted vein gold system akin to that at the nearby Spanish Mountain deposit. Drilling by previous operator Dajin Resources in 2011 (12 NQ2 diametre core holes for 2,484 metres) intercepted long intervals of low-grade Spanish Mountain-style gold (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 very low grade gold mineralization. True thicknesses are not known. The results suggest that only the fringes of a newly discovered zone 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.

As grade and intersection lengths increase to the south and west in the southern 2011 drill pattern, a future program of IP and auger soil geochemical sampling target has been proposed to target this under-explored, till-covered area. If results of this work are found to be encouraging, drilling would follow.

Quarterly Exploration Activities on the Property

A small program of reconnaissance geochemical sampling was conducted on the Spanish Lake property during the quarter, the results of which are being assessed, and shall be factored into future exploration planning.

Overall Performance and Outlook

The Company is a loss-making enterprise totally focused on the business of exploring its four early-stage properties for minerals, none of which yet host discoveries, NI 43-101 compliant mineral resources, nor any zones of mineralization that might potentially become economic to mine. As such, the Company has no prospect of generating revenues, and will continue to spend money to explore its property assets, and in consequence continue to generate losses, for the foreseeable future. While the exploration process is underway, the Company's only source of funds is and shall continue to be derived solely from the issuance of equity, in addition to whatever interest it may earn from cash balances and the investment of that portion of the proceeds of such equity issuances not otherwise immediately required for exploration purposes, in short-term investments and money market instruments.

The Company's ability to successfully attract investors and raise money for its plans is predicated upon a combination of factors, including: 1) having strong properties with significant discovery potential that appeal to investors, 2) having management with a track record of success who can effectively promote those properties to the market, 3) having a sound capital structure, 4) offering specific terms on particular financings that are reasonable and offer investors reasonable prospects for gain, and 5) the absence of major economic calamity, reasonably strong metal prices, and a generally positive risk appetite in broader markets at the time the Company seeks to raise additional funds.

Notwithstanding the varied challenges, the Company has to date been successful in its efforts to raise capital, most recently with the closing of its $3.45 million IPO (Oct. 4, 2019) (one of the larger on the TSXV in 2019), and believes it can continue to successfully raise capital in the future. The money raised since the Company was incorporated in 2015 has been carefully spent on exploration activities designed to add value to its properties. This added value has come in the form of the development of multiple drill-ready targets on its properties, each supported by strong geochemistry that can be indicative of metal in the ground, targets that for the most part did not exist before and, with reference in particular to the Snoball and Golden Lion properties, are believed to offer strong, near-term discovery potential.

Overall performance to date is therefore considered robust: capital raised in the past as a private company has been largely deployed into the ground, to good effect in terms of generating specific, new, drill-ready targets. Now, in 2019, the Company has successfully closed, through challenging circumstances, a significant initial public offering of its shares. This IPO was predicated on the first-ever drill-testing of the attractive targets developed, which shall be the overriding focus for the Company in 2020.

Selected Annual Financial Information

The following is a summary of exploration expenditures by property for the first nine months of 2019:

Category	Snoball $	Golden Lion $	Holy Cross $	Spanish Lake $	Total $
Geochemical	316	17,153	4,480	10,875	32,824
Geological	23,929	63,717	5,772	5,510	98,928
Environmental	13,152	12,880	1,841	-	27,874
Camp & lodging	8,877	18,752	1,469	2,676	31,774
Aircraft	57,810	54,522	29,334	-	141,666
Permitting	-	72	195	-	267
Drilling	57,225	375	-	-	57,600
Geophysical	-	56,414	11,000	-	67,414
Vehicles & transport	3,499	842	215	1,450	6,006
Fuel	1,262	171	132	579	2,144
Field travel	-	15,710	-	-	15,710
Miscellaneous	10,928	8,624	1,213	704	21,470
Total	**177,000**	**249,231**	**55,651**	**21,795**	**503,677**

The following is a summary of exploration expenditures by property for the first nine months of 2018:

Category	Snoball $	Golden Lion $	Holy Cross $	Spanish Lake $	Total $
Geochemical	-	26,016	-	-	26,016
Geological	16,238	22,023	4,400	-	42,660
Aircraft	7,501	-	-		7,501
Miscellaneous	-	550	-	69	619
Total	**23,739**	**48,588**	**4,400**	**69**	**76,796**

Fiscal Year	For the 9 months and as at September 30, 2019	For the 9 months and as at September 30, 2018
Operating expenses	$860,645	$91,370
Loss from operations	860,645	91,370
Net loss for the period	860,645	91,370
Loss per share – basic and diluted	0.08	0.01
Total assets	169,571	339,030
Total liabilities	743,831	52,645

Results of Operations

	Three months ended September 30		Nine months ended September 30	
	2019 $	**2018 $**	**2019 $**	**2018 $**
Expenses				
Exploration expenditures	398,033	51,556	503,677	76,796
Management and consulting fees	51,488	-	133,488	-
Professional fees	101,276	3,750	135,698	11,250
Office and miscellaneous	52,947	823	87,782	3,324
Loss from operations	(603,744)	(56,129)	(860,645)	(91,370)
Interest income	-	-	-	-
Income before taxes	**(603,744)**	**(56,129)**	**(860,645)**	**(91,370)**
Tax expense	-	-	-	-
Loss and comprehensive loss for the period	**(603,744)**	**(56,129)**	**(860,645)**	**(91,370)**

Total operating expenses and net loss were $860,645 for the nine months ended September 30, 2019 compared to $91,370 in the comparative period in 2018, an increase of $769,275. The increase was primarily the result of increased exploration activity on the Company's Golden Lion and Snoball properties.

General and administrative expenses totaled $356,968 in the first nine months of 2019, compared to $14,574 in the prior year period as the Company prepared for its initial public offering.

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.

Calendar Year	**2019**	**2019**	**2019**	**2018**
Quarter	**September 30**	**June 30**	**March 31**	**December 31**
Revenue	$nil	$nil	$nil	$nil
Working capital	(559,260)	4,484	210,697	286,385
Operating expenses	603,744	181,213	75,688	43,292
Net loss	603,744	181,213	75,688	43,292
Net loss per share (1)	0.02	0.02	0.01	0.00

Calendar Year	**2018**	**2018**	**2018**	**2017**
Quarter	**September 30**	**June 30**	**March 31**	**December 31**
Revenue	$nil	$nil	$nil	$nil
Working capital	329,677	385,806	415,485	421,047
Operating expenses	56,129	29,680	5,561	29,502
Net loss	56,129	29,680	5,561	29,502
Net loss per share (1)	0.01	0.00	0.00	0.00

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.

Operations to date have established and/or enhanced the technical foundation for the proposed exploration programs for the Snoball and Golden Lion properties by defining, through geological, geochemical, and geophysical studies, specific drill targets and allowing for a scoping of metrics in terms of the potential number of holes and metres to be drilled. To date, the Company has spent $478,229 on the Snoball property, and $459,984 on the Golden Lion property to prepare for the initial drill programs on each.

Related Party Transactions

Evergold has entered into the following transactions with related parties:

	For the 9 months ended		Amount payable as at	
	September 30,		September 30,	December 31,
	2019	2018	2019	2018
	$	$	$	$
Consulting fees paid or accrued to the Company's Chief Executive Officer	100,000	-	76,100	702
Exploration expense paid or accrued to a company controlled by the spouse of a former Director	221,877	56,906	180,073	32,604
Consulting fees paid or accrued to the Company's Chief Financial Officer	33,000	-	20,445	3,390
Totals	354,877	56,906	276,618	36,696

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

The Company 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 Evergold 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; a positive investment climate encompassing strong metal prices, solid stock market conditions, 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.

As at September 30, 2019, the Company had working capital of ($559,260) compared to $286,385 at December 31, 2018.

Shortly after the reporting period for these Financial Statements and MD&A, 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 consists of one common share of the Company and one half of one 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 to 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.

Off-Balance Sheet Arrangements

The Company had no off-balance sheet arrangements as at September 30, 2019.

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 interim financial statements prepared for the 9 months ended September 30, 2019.

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 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. 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. Government to cover remediation of disturbed sites following program completion. As of the date of writing the Company has posted a $25,000 reclamation bond covering anticipated work on the Snoball property, a $20,000 reclamation bond covering anticipated work on the Golden Lion property, and a $5,000 reclamation bond covering anticipated work on the Holy Cross property, for a combined total of $50,000.

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. The Company's financial liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms. As at September 30, 2019, the Company had a cash and cash equivalents balance of $3,530 (December 31, 2018 - $176,394) to settle current liabilities of $743,831 (December 31, 2018 - $52,645). Shortly after quarter's end the Company completed its planned initial public offering for gross proceeds of $3.45 million, which enabled the Company to settle all outstanding liabilities. In addition, the IPO provided funds for the execution of Evergold's business plan as detailed in its IPO prospectus, which is largely focused on the drilling of both the Snoball and Golden Lion properties in 2020. The Company's ability to continue as a going concern beyond the 2020 field season will be dependent upon the success of the anticipated Snoball and Golden Lion drill programs and, building off any such success, the Company's ability to raise additional capital from investors.

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 and virtually all purchases are transacted in Canadian dollars. The Company is therefore not exposed to foreign exchange risk.

Price Risk

Though not generally impacting day-to-day operations, the Company is exposed to price risk arising from fluctuating commodity prices, with lower metal prices in particular having the potential to negatively impact the prospect for successful future financings and the viability of proposed projects. Under strong economic conditions, price inflation can also negatively impact the viability of planned exploration programs and project development plans. Accordingly, the Company monitors commodity prices, economic conditions and rates of inflation on a regular basis, to keep appraised of trends.

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, second, that capital resources are deployed cost-effectively into only those properties and those specific exploration 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 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 four 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 November 26, 2019)

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 consists of one common share of the Company and one half of one 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 holder to purchase one common share at a price of $0.20 per common share until October 4, 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.

Concurrent with the closing of the IPO, the Company granted 2,280,000 to directors, officers and consultants to purchase common shares of the Company.

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: 27,621,467 common shares.

Warrants

A summary of the Company's warrants outstanding and exercisable at November 26, 2019 is presented below:

Exercise price	Warrants outstanding	Warrants exercisable	Expiry date
$0.12	2,047,075	2,047,075	May 1, 2022
$0.18	1,091,584	1,091,584	July 12, 2021
$0.20	1,207,500	1,207,500	October 4, 2021
$0.25	8,625,000	8,625,000	October 4, 2021
Total	12,971,159	12,971,159	

Stock options

A summary of the Company's stock options outstanding and exercisable at November 26, 2019 is presented below:

Exercise price	Options outstanding	Options exercisable	Expiry date
$0.20	759,997	759,997	October 4, 2024
$0.25	760,000	-	October 4, 2025
$0.30	760,003	-	October 4, 2026
	2,280,000	759,997	

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 have in recent years been, and continue to be, subject to heightened instability and increased volatility. Access to public capital markets for junior exploration companies has at times been restricted and/or nearly non-existent. These factors could continue to negatively impact the ability of the Company to, in the 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 title of its four 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 supply are important determinants which affect capital and operating costs. The Company's properties lie in remote areas with limited infrastructure. In addition, weather phenomena, terrorism, 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 expected to result in stricter standards and enforcement, larger fines and liability and potentially 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 on the experience, judgment, discretion, integrity and good faith of the management of the Company. The Company does not maintain life insurance policies in respect of its key personnel. The Company could be adversely affected in the event such individuals do not remain with the Company.

Permitting and Licensing Risks

The exploration operations of the Company will require various licenses and permits from various government authorities which are or may be granted subject to various conditions and may be subject to renewal from time to time. There can be no assurance that the Company will be able to comply with such conditions and obtain or retain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects. Failure to comply with these conditions may render the licenses liable to forfeiture.

The activities of the Company are subject to government approvals, various laws governing prospecting, development, land resumptions, production taxes, labour standards and occupational health, mine safety, toxic substances and other matters, including issues affecting local First Nation populations. Although the Company believes that its activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration, production or development. Amendments to current laws and regulations governing operations and activities of exploration and mining, or more stringent implementation thereof, could have a material adverse impact on the business, operations and financial performance of the Company. Further, the exploration and mining licenses and permits issued in respect of its projects may be subject to conditions which, if not satisfied, may lead to the revocation of such licenses. In the event of revocation, the value of the Company's investments in such projects may decline.

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. The future dividend policy of the Company will be determined by its directors.

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, development and production of mineral properties, several risks and, in particular, unexpected or unusual geological or operating conditions, may occur. It is not possible to fully 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. Should liabilities arise in consequence of such uninsured risks, they could potentially reduce or eliminate any future profitability and result in an increase in costs and a decline in the value of the Company's securities.

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 becomes 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, 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.

Force Majeure Risks

The Company's projects may be adversely affected by risks outside the control of the Company, including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

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.