

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
HARTE GOLD CORP., 13699404 CANADA INC. AND 13699447 CANADA INC.**

MONITOR'S CERTIFICATE

RECITALS

A. Pursuant to an Initial Order of the Ontario Superior Court of Justice (the "**Court**") dated December 7, 2021, which was amended and restated on December 16, 2021 (the "**Initial Order**"), Harte Gold Corp. (the "**Company**") was granted creditor-protection pursuant to the Companies' Creditors Arrangement Act (the "**CCAA**") and FTI Consulting Canada Inc. was appointed as court-appointed monitor of the Company.

B. Pursuant to an Order of the Court dated January 28, 2022 (the "**Approval and Reverse Vesting Order**"), the Court approved the Second Amended and Restated Subscription Agreement made as of January 19, 2022 (as amended by an amending agreement dated February 18, 2022, the "**Subscription Agreement**") between the Company, as issuer, 1000025833 Ontario Inc., as investor (the "**Investor**") and Silver Lake Resources Limited, as guarantor ("**Silver Lake**"), as well as the Transactions as defined in the Subscription Agreement, which, *inter alia*, provided for: (a) the approval of the Subscription Agreement and the Transactions contemplated thereunder; (b) adding 13699404 Canada Inc. and 13699447 Canada Inc. as applicants to these proceedings; (c) vesting out of the Company all Excluded Assets, Excluded Contracts and Excluded Liabilities and discharging Encumbrances against the Company and the Retained Assets, except only the Permitted Encumbrances; (d) authorizing and directing the Company to file the Articles of Reorganization; (e) terminating and cancelling the Subject Interests for no consideration; (f) authorizing and directing the Company to issue the Subscribed Shares, and vesting in the Investor all right, title and interest in and to the Subscribed Shares, free and clear of any Encumbrances (as defined below); and (g) granting certain ancillary relief;

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Approval and Reverse Vesting Order.

THE MONITOR CERTIFIES that it was advised by the Company and the Investor that:

1. The Investor has satisfied the Subscription Price (as defined in the Subscription Agreement) in accordance with the Subscription Agreement;
2. The conditions to Closing as set out in the Subscription Agreement have been satisfied or waived by the Company and the Investor; and
3. This Certificate was delivered by the Monitor at 1:54 p.m. on February 18, 2022.

**FTI Consulting Canada Inc., in its capacity as
Monitor of Harte Gold Corp., 13699404 Canada
Inc. and 13699447 Canada Inc. and not in its
personal or corporate capacity**

Per: _____

Name: Nigel Meakin

Title: Senior Managing Director

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985,
C. C 36, AS AMENDED

Court File No.: CV-21-00673304-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF HARTE
GOLD CORP., 13699404 CANADA INC. AND 13699447 CANADA INC.

Applicants

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**
Proceeding commenced at Toronto

MONITOR'S CERTIFICATE

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