

## Offering Document under the Listed Financing Exemption

December 7, 2022

Banyan Gold Corp. (the “Company” or “Banyan”)

### PART 1 SUMMARY OF OFFERING

What are we offering?

Offering:	Premium flow-through common shares (the “Premium FTS”) and non-flow through common shares (the “Common Share”)
Offering Price:	\$0.568 per Premium FTS and \$0.40 per Common Share.
Offering Amount:	A maximum of \$9,908,391 under this offering (the “Offering”) consisting of up to 8,978,520 Premium FTS and up to 12,021,480 Common Shares
Closing Date:	On or about December 22, 2022
Exchange:	The Company’s common shares are listed on the TSX Venture Exchange under the trading symbol BYN.
Last Closing Price:	The last closing price of the Company’s common shares on the TSX Venture Exchange on December 6, 2022 was \$0.425

Note: A concurrent offering under other prospectus exemptions will be carried out at the same time consisting of up to 2,800,000 additional Premium FTS at \$0.568 per Premium FTS (the “Concurrent Offering”)

***No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This Offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.***

Banyan is conducting a listed issuer financing under section 5A of National Instrument 45-106 *Prospectus Exemptions*. In connection with this Offering, the Company represents the following is true:

- The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing.
- The Company has filed all periodic and timely disclosure documents that it is required to have filed.
- The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed \$10 000 000.
- The Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.
- The Company will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.

## **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

This offering document contains “forward-looking information” within the meaning of applicable Canadian and United States securities laws, which is based upon the Company’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document are made only as of the date of this offering document. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning future exploration plans at the Company’s mineral properties, including exploration timelines and anticipated costs; completion of the Offering, the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; and completion of the Offering and the date of such completion. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements or forward-looking information, including, without limitation, risks and uncertainties relating to: general business and economic conditions; regulatory approval for the Offering; completion of the Offering; changes in commodity prices; the supply and demand for, deliveries of, and the level and volatility of the price of nickel and other metals; changes in project parameters as exploration plans continue to be refined; costs of exploration including labour and equipment costs; risks and uncertainties related to the ability to obtain or maintain necessary licenses, permits or surface rights; changes in credit market conditions and conditions in financial markets generally; the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; the availability of qualified employees and contractors; the impact of value of Canadian dollar and U.S. dollar, foreign exchange rates on costs and financial results; market competition; exploration results not being consistent with the Company’s expectations; changes in taxation rates or policies; technical difficulties in connection with mining activities; changes in environmental regulation; environmental compliance issues; other risks of the mining industry; and risks related to the effects of COVID-19. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward- looking statements or forward-looking information. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company’s annual filings that are available at [www.sedar.com](http://www.sedar.com). The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

## **PART 2: SUMMARY OF DESCRIPTION OF BUSINESS**

### **What is our business?**

The following is a brief summary of the business the Company carries on or intends to carry on.

The Company is a mining exploration company with gold exploration assets in Canada. Banyan owns or has the right to control 100%, subject to royalties, of over 300 square kilometers of land for exploration in the Yukon Territory, Canada.

The Company has interests in three exploration projects.

1. AurMac - Banyan's primary asset, the AurMac Property is comprised of the Aurex and McQuesten properties, as well as claims staked and owned 100% by Banyan, and adjacent to Victoria Gold's Eagle Gold Mine, in Canada's Yukon Territory. The updated resource for the AurMac Property of 3,990,000 ounces (see Table 1 below) was announced on May 17, 2022 (the "Resource Estimate").

The 173 sq km AurMac Property lies 30 kilometres from Victoria Gold's Eagle Project and adjacent to Hecla Mining's high grade Keno Hill Silver mine. The property is transected by the main Yukon highway and access road to the Victoria Gold open-pit, heap leach Eagle Gold mine. The AurMac Property benefits from a 3-phase powerline, existing power station and cell phone coverage. Banyan has a right to earn up to a 100% interest, in both the Aurex and McQuesten Properties, subject to certain royalties.

The Resource Estimate for the AurMac Property was prepared May 13, 2022 and consisted of 3,990,000 ounces of gold (see Table 1) hosted within near surface, road accessible pit constrained Mineral Resources contained in three near/on-surface deposits: the Airstrip, Aurex Hill and Powerline Deposits.

Table 1: Pit-Constrained Inferred Mineral Resources – AurMac Property

Deposit	Classification	Tonnage Tonnes	Average Au Grade g/t	Au Content k oz
Airstrip	0.2	42.5	0.64	874
Powerline	0.2	152.0	0.59	2,898
Aurex Hill	0.3	12.5	0.53	215
Total Combined	0.2 - 0.3	207.0	0.60	3,990

Notes:

1. The effective date for the Resource Estimate is May 13, 2022. The updated Resource Estimate for the AurMac Property was prepared by Marc Jutras, P.Eng., M.A.Sc., Principal, Ginto Consulting Inc., an independent Qualified Person in accordance with the requirements of National Instrument 43-101 ("NI 43-101"). Mr. Jutras prepared a technical report supporting the Resource Estimate entitled "Aurmac Property, Mayo Mining District, Yukon Territory, Canada" (the "Technical Report") in accordance with the requirements of NI 43-101, which has been filed on SEDAR at [www.sedar.com](http://www.sedar.com). Please see the news release of May 17, 2022.
2. Mineral resources which are not mineral reserves do not have demonstrated economic viability. The Resource Estimate may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, changes in global gold markets or other relevant issues.
3. The definitions of inferred mineral resources that are contained in the Definition Standards of the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM Definition Standards"), which are incorporated by reference into NI 43-101 were followed to classify the mineral resources in the Resource Estimate. The quantity and grade of reported inferred mineral resources in this estimation are uncertain in nature and there has been insufficient exploration to define these inferred mineral resources as an indicated mineral resource and it is uncertain if further exploration will result in upgrading them to an indicated or measured mineral resource category.
4. Mineral resources are reported at a cut-off grade of 0.2 g/t Au for the Airstrip and Powerline deposits and 0.3 g/t Au for the Aurex Hill deposits, using a US\$/CAN\$ exchange rate of 0.75 and constrained within an open-pit shell optimized with the Lerchs-Grossman algorithm to constrain the Mineral Resources with the following estimated parameters: gold price of US\$1,700/ounce, US\$2.50/t mining cost, US\$5.50/t processing cost, US\$2.00/t G+A, 80% heap leach recoveries, and 45° pit slope. The gold price and cost assumptions are consistent with current pricing assumptions and costs, and in particular are consistent with those employed for recent technical reports for similar pit-constrained Yukon gold projects.
5. The number of tonnes was rounded to the nearest hundred thousand. The number of ounces was rounded to the nearest thousand and final result to three significant figures. Any discrepancies in the totals are due to rounding effects.

2. Hyland Gold Project - the Hyland Gold Project is located 70 kilometres Northeast of Watson Lake, Yukon, along the Southeast end of the Tintina Gold Belt (the “**Hyland Project**”). The Hyland Project is a sediment hosted, structurally controlled, intrusion related gold deposit, within a large land package (over 125 sq km), accessible by a network of existing gravel access roads.

3. Nitra Project – the Nitra Project is located 1 km west of the AurMac project in the Mayo Mining District and consists of claims owned 100% by Banyan covering 126 square kilometers with potential to host gold mineralization related to the Tombstone Intrusives which are known to have created gold deposits in the district. Soil sampling, trenching and three drill holes into the west end of the property have results pending and less than a quarter of the property has been explored with soil samples.

### **Recent Developments**

The following is a brief summary of key recent developments involving or affecting the Company.

Throughout 2022, Banyan has been carrying out its exploration and evaluation work with a primary focus on the AurMac Property where over 50,000 metres (211 drill holes) of diamond drilling were completed between January and November 2022. Geochemical assay results from the drill program have been released through the year with over 100 drill holes still outstanding.

On May 17, 2022 the Company announced the Resource Estimate and on June 29, 2022 published the Technical Report on SEDAR.

On June 27, 2022 the Company closed a financing to raise aggregate gross proceeds of \$17 million.

### **Material Facts**

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

### **What are the business objectives that we expect to accomplish using the available funds?**

Our business objectives for the next 12 months are:

Timeline	Objective
Q1 2023	Planned – 25,000 metres diamond drilling on the AurMac Property beginning in March 2023 and continuing through September 2023, testing potential higher grade areas and expanding the extent of known mineralization. Metallurgy and technical work towards advancing and de-risking the AurMac Property.

### **PART 3: USE OF AVAILABLE FUNDS**

#### **What will our available funds be upon the closing of the Offering?**

##### *Available Funds*

The net proceeds of the Offering and the funds which will be available to us after this Offering are as follows:

A.	Maximum amount to be raised by this Offering	9,908,391
B.	Selling commissions and fees	nil
C.	Estimated Offering costs (including legal, accounting, audit, TSX Venture, etc.)	46,000
D.	Net Proceeds: $D = A - (B + C)$	9,862,391
E.	Working capital as at most recent month end (deficiency)	6,987,478
F.	Additional sources of funding <sup>(1)</sup>	1,590,400
G.	Total available funds with minimum concurrent financing: $G = D + E + F$	18,440,269

(1) See **Concurrent Offering** above.

#### **How will we use the available funds?**

We will use the available funds as follows:

**Description of intended use of available funds  
listed in order of priority**

	With Concurrent Offering
Exploration and Evaluation Expenditures	10,385,546
General and Administrative Expenses <sup>1</sup>	5,054,723
Unallocated	3,000,000
<b>Total</b>	<b>18,440,269</b>

<sup>1</sup>General and Administrative Expenses for 24 months

The above noted allocation and anticipated timing represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from the Offering and Concurrent Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan.

The most recent audited annual financial statements and interim financial report of the Company included a going-concern note. The Company is still in the exploration stage and the Company has not yet generated positive cash flows from its operating activities, which may cast doubt on the Company's ability to continue as a going concern. The Offering is intended to permit the Company to continue to explore its properties and conduct additional drilling with the goal of updating mineral resource estimates, and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

**How have we used the other funds we have raised in the past 12 months?**

The net proceeds of the June 27, 2022 offering were disclosed to be used to fund exploration and development expenses for exploration and for general working capital purposes.

Use of Proceeds	Disclosed Amount	Use to date	Variance
Fund exploration and development expenses for the AurMac and Nitra Properties, capital for AurMac Property and for general working capital	\$16,677,211  (100% of net proceeds)	\$10,142,125	\$6,525,086*

\*Note: Remaining funds to be spent from the June 27, 2022 financing include \$3,589,771 in flow through expenditures.

**PART 4: FEES AND COMMISSIONS**

**Who are the dealers or finders that we have engaged in connection with this Offering, if any, and what are their fees?**

The Company does not plan on paying any fees and commissions on the financing carried out under this offering document.

## **PART 5: PURCHASER'S RIGHTS**

### **Rights of Action in the Event of a Misrepresentation**

If there is a misrepresentation in this offering document, you have a right:

- (a) to rescind your purchase of these securities with the Company, or
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

## **PART 6: ADDITIONAL INFORMATION**

**Where can you find more information about us?**

A security holder can access the Company's continuous disclosure at [www.sedar.com](http://www.sedar.com) and our website at [www.banyangold.com](http://www.banyangold.com).

## **PART 7: DATE AND CERTIFICATE**

Dated December 7, 2022.

**This offering document, together with any document filed under Canadian securities legislation on or after December 7, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

*"Tara Christie"*

*"David Rutt"*

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Tara Christie, Chief Executive Officer

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David Rutt, Chief Financial Officer