

ESGOLD CORP.

INDICATIVE TERM SHEET

Private Placement Offering of Units of the Company

ISSUER:	ESGold Corp. (“ ESGold ” or the “ Company ”).
AMOUNT:	Up to CAD\$500,000
OFFERING:	Up to 5.0 million Units of the Company.
ISSUE PRICE:	C\$0.10 per Unit.
TRANSACTION STRUCTURE:	Private placement offering of Common Company Shares on a best-efforts agency basis (the “ Offering ”). Each Unit being comprised of one common share (“ Common Share ”) of the Company at a price of \$0.10 and one (1) common share purchase warrant (each share purchase warrant a “ Warrant ”) of the Company at the price of \$0.20, each Warrant entitling its holder to purchase one additional common share at a price of \$0.20 for a period of 12 months from the Closing Date (as defined herein) for the aggregate subscription price set forth below (the “ Aggregate Subscription Price ”), upon and subject to the “Terms and Conditions of Subscription for Units of ESGold Corp.” If the common shares of the Company trade at or above \$0.50 for a period of ten (10) consecutive days, then the Warrants will expire after 15 days.
QUALIFYING AND SELLING JURISDICTIONS:	The Offered Securities will be eligible for sale in each of the Provinces of Canada. (“Qualifying Jurisdictions”).
MINIMUM ORDER:	No minimum order to Accredited Investors in the Qualifying Jurisdictions.
USE OF PROCEEDS:	Net proceeds will be used for general administrative Company expenses and maintenance of the Montauban Property asset located in Quebec, Canada
COMMISSION:	The Company may pay certain finders a commission of 8% cash and/or 8% non-transferable share purchase warrants (the “Finder’s Warrants”) at an exercise price \$0.15 per Finder’s Warrant Share for a period of 12 months from the date of issuance on the Offering within the amount permitted by the policies of the Canadian Securities Exchange (the “CSE”).
QUALIFICATION:	The Offered Securities shall be subject to the four-month hold period set out in National Instrument 45-102.
CLOSING:	On or about August 31, 2024 or such other time as agreed between the Company and the Investors (the “ Closing Date ”).