

► See separate instructions.

Part I	Reporting Issuer
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1 Issuer's name		2 Issuer's employer identification number (EIN)	
HighGold Mining Inc.		None	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Aris Morfopoulos	604-629-1165	aris@highgoldmining.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
#405 - 375 Water St.		Vancouver, B.C. V6B 5C6	
8 Date of action		9 Classification and description	
June 6, 2023		Common Shares	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
42984X109	N/A	CVE: HIGH. OTCMKTS: HGMIF	N/A

42554X100	WVA	04/21/2010, 07:00AM EST	
<b>Part II</b>	<b>Organizational Action</b>	Attach additional statements if needed. See back of form for additional questions.	

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► [See Attachment](#)

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► [See Attachment](#)

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► [See Attachment](#)

**Part II Organizational Action** (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► See Attachment

**18** Can any resulting loss be recognized? ► See Attachment

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ► See Attachment

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign  
Here

Signature ►

Date ►

Print your name ► **Aris Morfopoulos**

Title ► **Chief Financial Officer**

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

**Kendall R. Fisher**

Preparer's signature

Date

**01/18/2024**

Check ☐ if  
self-employed

PTIN

**P01980923**

Firm's name ► **Dorsey & Whitney LLP**

Firm's EIN ► **41-0223337**

Firm's address ► **Columbia Center, 701 Fifth Avenue, Suite 6100, Seattle, WA 98104**

Phone no. **(206) 903-8793**

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

HighGold Mining Inc.

Attachment to Form 8937-Part II

Report of Organizational Actions Affecting Basis of Securities (The Arrangement)

**Consult your tax advisor:** The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “**Code**”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Arrangement (as defined below) on the tax basis of shares in HighGold Mining Inc. (“**HighGold**”) and Onyx Gold Corp. (“**Onyx**”), in the hands of holders of shares of HighGold and Onyx stock who are U.S. taxpayers and who received such shares pursuant to the Arrangement by reason of being holders of shares of HighGold common stock at the commencement of the Arrangement (“**U.S. Shareholders**”). This discussion does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Neither of HighGold or Onyx provides tax advice to its shareholders. You are urged to consult your own tax advisors regarding the particular consequences of the Arrangement to you, including the applicability and effect of all U.S. federal, state and local tax laws, foreign tax laws, and any applicable income tax treaties.

For additional information, please read the Management Information Circular of HighGold dated as of April 25, 2023 (the “**Circular**”), which is available at [www.sedarplus.ca](http://www.sedarplus.ca).

Item 14. Description of organizational action

On June 6, 2023, HighGold, and its wholly-owned subsidiary, Onyx, engaged in a series of transactions pursuant to a Canadian statutory plan of arrangement (the “**Arrangement**”). Specifically, in the Arrangement, HighGold undertook a recapitalization, whereby it reclassified all of its existing shares into Class A Common Shares and created a new class of common shares (the “**New HighGold Shares**”), and such recapitalization, the “**Recapitalization**”). Thereafter, each HighGold shareholder received one New HighGold Share and 0.25 Onyx common shares (“**Onyx Shares**”) in exchange for each post-Recapitalization HighGold Class A Common Share surrendered in exchange therefor. No fractional post-Recapitalization New HighGold Shares or Onyx Shares were issued pursuant to the Arrangement, and HighGold shareholders did not receive any compensation in lieu thereof.

U.S. Shareholders should review the Circular and consult with their own tax advisors regarding the tax consequences of the Arrangement to them in light of their particular circumstances.

Part II Item 15. Description of the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer

HighGold believes that the Arrangement will likely be treated, under the step transaction doctrine or otherwise, as (i) a tax-deferred exchange by HighGold shareholders of their existing HighGold common shares for post-Recapitalization Class A Common Shares, either under Code Section 1036 or Code Section 368(a)(1)(E); and (ii)(a) a tax-deferred exchange by HighGold

shareholders of their post-Recapitalization HighGold Class A Common Shares for New HighGold Shares, either under Code Section 1036 or Code Section 368(a)(1)(E), combined with (b) a distribution of the Onyx Shares to the HighGold shareholders under Code Section 301, but HighGold provides no assurances in this regard.

Provided the Recapitalization qualifies as a tax-deferred exchange under Code Section 1036 and/or a tax-deferred recapitalization under Code Section 368(a)(1)(E), a HighGold shareholder should, subject to certain passive foreign investment company (“PFIC”) rules, have the same tax basis and holding period in such shareholder’s post-Recapitalization Class A Common Shares as such shareholder had in its pre-Recapitalization HighGold common shares exchanged therefor pursuant to the Arrangement.

Provided the exchange of post-Recapitalization HighGold Class A Common Shares for New HighGold Shares qualifies as a tax-deferred exchange, either under Code Section 1036 or Code Section 368(a)(1)(E), HighGold shareholders should, subject to certain PFIC rules, have the same tax basis and holding period in such shareholder’s New HighGold Shares as such shareholder had in its post-Recapitalization HighGold Class A Common Shares exchanged therefor pursuant to the Arrangement.

U.S. Shareholders should generally have an initial tax basis immediately following the Arrangement in the Onyx Shares equal to their fair market value on June 6, 2023.

#### Part II Item 16. Description of the calculation of the change in basis

For purposes of calculating fair market value, the fair market value of an Onyx Share on June 6, 2023 is estimated at U.S. \$0.373 (based on the CAD \$0.50 price of Onyx Gold Shares sold by the company to arms-length investors during the same period, converted to U.S. dollars using the daily exchange rate published by the Bank of Canada for June 6, 2023).

Each U.S. Shareholder should consult with his, her or its own tax advisors to determine whether they are required to recognize gain in connection with the Arrangement and what measure of fair market value is appropriate.

#### Part II Item 17. (List of applicable Code sections)

HighGold believes that the Arrangement will likely be treated, under the step transaction doctrine or otherwise, as (i) a tax-deferred exchange by HighGold shareholders of their existing HighGold common shares for post-Recapitalization Class A Common Shares, either under Code Section 1036 or Code Section 368(a)(1)(E); and (ii)(a) a tax-deferred exchange by HighGold shareholders of their post-Recapitalization HighGold Class A Common Shares for New HighGold Shares, either under Code Section 1036 or Code Section 368(a)(1)(E), combined with (b) a distribution of the Onyx Shares to the HighGold shareholders under Code Section 301, but HighGold provides no assurances in this regard.

Provided the Arrangement is so treated, the U.S. federal income tax consequences for U.S. Shareholders should be determined under Code Sections 301, 354, 358, 368(a)(1)(E), 1036 and 1223.

In addition, if HighGold is classified as a PFIC, then Code Sections 1291-1298 would be applicable. U.S. Shareholders should consult their own tax advisors regarding the application of the PFIC rules.

Part II Item 18. (Recognition of loss)

HighGold believes that the Arrangement will likely be treated, under the step transaction doctrine or otherwise, as (i) a tax-deferred exchange by HighGold shareholders of their existing HighGold common shares for post-Recapitalization Class A Common Shares, either under Code Section 1036 or Code Section 368(a)(1)(E); and (ii)(a) a tax-deferred exchange by HighGold shareholders of their post-Recapitalization HighGold Class A Common Shares for New HighGold Shares, either under Code Section 1036 or Code Section 368(a)(1)(E), combined with (b) a distribution of the Onyx Shares to the HighGold shareholders under Code Section 301, but HighGold provides no assurances in this regard.

Provided the Arrangement is so treated, each U.S. Shareholder should not recognize any loss pursuant to the Arrangement.

Part II Item 19. (other information)

The Arrangement was effective on June 6, 2023. For a U.S. Shareholder which participated in the Arrangement whose taxable year is a calendar year, the reportable tax year is 2023.