

F3 Gold, LLC
1620 Central Ave NE
Suite 104
Minneapolis, MN 55413

Department of Environment and Natural Resources
Minerals and Mining Program
Joe Foss Building
523 East Capitol Avenue
Pierre, South Dakota 57501-3182

PAID
SEP 14 2020 \$250
Ck# [REDACTED]



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SEP 15 2020
MINERALS & MINING PROGRAM Date: July 8th, 2020

To Whom It May Concern:

On behalf of our client, F3 Gold LLC, Big Rock Exploration is submitting this Exploration Notice of Intent (EXNI) and all supplemental information for the F3 Gold Jenny Gulch Exploratory Drill Program (the "Project").

The Project comprises the execution of exploratory coring from drill pads constructed exclusively on federal lode claims within the Black Hills National Forest (BHNF), in Pennington County, South Dakota. The United States Forest Service (USFS) is the surface manager for all components of the proposed Project.

The Project was submitted to the USFS as a Plan of Operations in November of 2018 and is undergoing NEPA evaluation as an Environmental Assessment (EA). The information presented within this EXNI reflects the most up to date project details at the date of submittal, though further changes may be required in the future by USFS.

Specific Project requirements, reclamation process details and surety bond value(s) will be defined by the USFS in their Record of Decision at the completion of the EA. F3 Gold will seek concurrence from South Dakota Department of Environment and Natural Resources, and allocation of a surety bond with the State of South Dakota.

Included in this Exploration Notice of Intent are the following:

- The EXNI application form - SD Form 0429
- A Supplementary EXNI document containing additional project information
- A Plan of Reclamation Pursuant to Section 8
- A Topographic Map Pursuant to Section 9
- A Fee of \$250 Pursuant to Section 17 in check form
- A completed Certification of Applicant form for F3 Gold LLC

All reasonable efforts have been made to verify the accuracy and validity of information regarding the proposed activities for exploratory drilling and associated reclamation.

If there are any questions or concerns, please do not hesitate to contact me. Thank you in advance for your time and attention.

Regards,

Gabriel Sweet – Senior Geologist
Big Rock Exploration, LLC
1620 Central Ave NE, Ste 104
Minneapolis, MN 55413
Telephone: (781) 715 – 5016

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NOTICE OF INTENT TO CONDUCT
MINERAL EXPLORATION OPERATION
(Excluding Uranium)
Pursuant to SDCL 45-6C

Name of Operator: F3 Gold LLC

Address:

1620 Central Avenue NE
Suite 104
Minneapolis, MN 55413 - 1556

Name and Address of Operator's Resident
Agent in South Dakota:

CT Corporation
319 S Coteau St
Pierre, SD 57501-3187

Telephone Number:

(612) 246-4562

Telephone Number:

(866) 539-8692

Brief Description of the Type of Exploration to be Conducted. Include a list of all minerals to be explored and a description of methods (e.g. drill rig type, proposed depth for each test hole, length of access road construction, and/or other).

see attached

Will the Operator Conduct Uranium Exploration? Y N If Yes, a Permit Pursuant to SDCL 45-6D Must be Obtained.

Date Exploration Will Commence:

see attached - Commencement on approval of Plan of Operations by FS

Legal Description of Land to be Explored by Section, Township, and Range:

The legal description of the location of the operations includes Sections 19, 30, 31, T2N R5E and Sections 13, 14, 24, 25, T2N R4E, Black Hills Meridian

County:

Pennington County, South Dakota

What Legal Authority Does the Operator Have to Conduct Exploration on the Above-Described Land? Attach copy if available.

Deed Lease US Forest Service Permit Pending US Forest Service Permit

Other _____

INSTRUCTIONS (Reference SDCL 45-6C):

This Notice of Intent Must be Accompanied by:

1. A Plan of Reclamation Pursuant to Section 8.
2. A Topographic Map Pursuant to Section 9.
3. A Fee of \$250 Pursuant to Section 17.
4. A Surety Bond in an Amount to be Determined by the Department Pursuant to Section 19.
5. Any Written Landowner Consultations Giving Alternative Preferences for the Reclamation of the Affected Land Pursuant to Section 16.

Applicant affirms that the surface owner has been notified of the proposed mineral development and that said surface owner is aware of his rights to compensation for damages to property pursuant to SDCL 45-5A. Applicant hereby affirms that the mineral exploration will be conducted pursuant and subject to the provisions of SDCL 45-6C, and all regulations promulgated thereunder, that he will grant access to the Board of Minerals and Environment or its agents to the area under notice from the date of the notice and thereafter to assure compliance with the provisions of SDCL 45-6C.

I declare and affirm under the penalties of perjury that this claim (petition, application, information) has been examined by me, and to the best of my knowledge and belief, is in all things true and correct.

[Signature]
Signature

09/03/2020
Date

President of F3 Gold LLC Title

STATE OF Minnesota

COUNTY OF Washington

On this 3 day of September, 20 20, before me personally appeared

Robert Bergmann who acknowledged himself to be

the President for F3 Gold LLC
(Title) (Operator)

and that he is authorized to execute this Notice for the purposes contained therein.

[Signature]
Notary Public

My Commission Expires: Jan 31, 2024



FOR DEPARTMENT USE ONLY

DATE APPROVED: BOND AMOUNT: EXNI NUMBER: _____
Chairman, SD Board of Minerals & Environment

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F3 Gold Jenny Gulch Exploratory Drilling Program Exploration Notice of Intent – Supplemental Document

Operators

Name of Operator	F3 Gold, LLC
Address	1620 Central Avenue NE Suite 104 Minneapolis, MN 55413
Telephone Number	(612) 246-4562
Name and Address of Operator's Resident Agent in South Dakota	CT Corporation 319 S Coteau St Pierre, SD 57501-3187
Agent Telephone Number	(866) 539-8692

Brief Description of the Type of Exploration to be Conducted. Include a list of all minerals to be explored and a description of methods (e.g. drill rig type, proposed depth for each test hole, length of access road construction, and/or other).

F3 Gold LLC (the "Company") proposes to conduct exploratory core drilling for gold mineralization on federal BLM lode claims held in good standing by the Company within the Jenny Gulch/Silver City area. The proposed project exists within the Black Hills National Forest (BHNF) and is being evaluated under an Environmental Assessment (EA) by the United States Forest Service. Modifications and changes to the drill program parameters and design are ongoing to accommodate Forest Service requests. Information presented herein is up to date at the time of submittal of this Exploration Notice of Intent.

The Company proposes the building of a maximum of 47 drill pad sites and 2 laydowns/drill sites. Existing road infrastructure (Forest Service system roads, trails) are utilized to the greatest extent possible, as approved by the Forest Service. Areas of prior disturbance (e.g., silviculture development such as clear cuts and trails) have been favored in program design wherever possible. Approximately 12,536 linear feet of temporary, overland travel alignment will be required to safely access all proposed drill pads. Of this, 4765 linear feet coincide with existing non-FS system clearings and trails; 7771 linear feet will be new alignment.

Diamond drill holes will be drilled at vertical to sub-vertical angles to a length ranging from 500 feet to 6,000 feet in total depth. Order of drill holes, exact depths and number of drill holes will be predicated on initial drilling results. Each drill site may host multiple holes drilled at variable directions (azimuth) and inclinations (dip). Similarly, some proposed drill sites may not be required and would ultimately not

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be constructed or utilized. For the purpose of this EXNI, the project is anticipated to include up to **100** drill holes.

Will the Operator Conduct Uranium Exploration?

No

Date Exploration Will Commence:

Immediately following approval of this EXNI and the completion of the federal EA and issuance of Record of Decision by the United States Forest Service.

Legal Description of Land to be Explored by Section, Township, and Range:

The legal description of the location of the operations includes Sections 19, 30, 31, T2N R5E and Sections 13, 14, 24, 25, T2N R4E, Black Hills Meridian

County:

Pennington County, South Dakota

**What Legal Authority Does the Operator Have to Conduct Exploration on the Above-Described Land?
Attach copy if available.**

Pending US Forest Service concurrence with Plan of Operations
Record of good standing for BLM lode claims in Company's name

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STATE OF SOUTH DAKOTA
BEFORE THE SECRETARY OF

THE DEPARTMENT OF ENVIRONMENT AND NATURAL RESOURCES

IN THE MATTER OF THE)
APPLICATION OF)

F3 Gold LLC)

STATE OF Minnesota)

COUNTY OF Washington)

CERTIFICATION OF

APPLICANT

I, Robert Bergmann, President of F3 Gold LLC, the applicant in the above matter after being duly sworn upon oath hereby certify the following information in regard to this application:

I have read and understand South Dakota Codified Law Section 1-40-27 which provides:

"The secretary may reject an application for any permit filed pursuant to Titles 34A or 45, including any application by any concentrated swine feeding operation for authorization to operate under a general permit, upon making a specific finding that:

(1) The applicant is unsuited or unqualified to perform the obligations of a permit holder based upon a finding that the applicant, any officer, director, partner, or resident general manager of the facility for which application has been made:

- (a) Has intentionally misrepresented a material fact in applying for a permit;*
- (b) Has been convicted of a felony or other crime involving moral turpitude;*
- (c) Has habitually and intentionally violated environmental laws of any state or the United States which have caused significant and material environmental damage;*
- (d) Has had any permit revoked under the environmental laws of any state or the United States; or*
- (e) Has otherwise demonstrated through clear and convincing evidence of previous actions that the applicant lacks the necessary good character and competency to reliably carry out the obligations imposed by law upon the permit holder; or*

(2) The application substantially duplicates an application by the same applicant denied within the past five years which denial has not been reversed by a court of competent jurisdiction. Nothing in this subdivision may be construed to prohibit an applicant from submitting a new application for a permit previously denied, if the new application represents a good faith attempt by the applicant to correct the deficiencies that served as the basis for the denial in the original application.

All applications filed pursuant to Titles 34A and 45 shall include a certification, sworn to under oath and signed by the applicant, that he is not disqualified by reason of this section from obtaining a permit. In the absence of evidence to the contrary, that certification shall constitute a prima facie showing of the suitability and qualification of the applicant. If at any point in the application review, recommendation or hearing process, the secretary finds the applicant has intentionally made any material misrepresentation of fact in regard to this certification,

consideration of the application may be suspended and the application may be rejected as provided for under this section.

Applications rejected pursuant to this section constitute final agency action upon that application and may be appealed to circuit court as provided for under chapter 1-26.”

I certify pursuant to 1-40-27, that as an applicant, officer, director, partner, or resident general manager of the activity or facility for which the application has been made that I; a) have not intentionally misrepresented a material fact in applying for a permit; b) have not been convicted of a felony or other crime of moral turpitude; c) have not habitually and intentionally violated environmental laws of any state or the United States which have caused significant and material environmental damage; (d) have not had any permit revoked under the environmental laws of any state or the United States; or e) have not otherwise demonstrated through clear and convincing evidence of previous actions that I lack the necessary good character and competency to reliably carry out the obligations imposed by law upon me. I also certify that this application does not substantially duplicate an application by the same applicant denied within the past five years which denial has not been reversed by a court of competent jurisdiction. Further;

“I declare and affirm under the penalties of perjury that this claim (petition, application, information) has been examined by me, and to the best of my knowledge and belief, is in all things true and correct.”

Dated this 3rd day of September, 2020.

Robert Bergmann
Applicant (print)

[Signature]
Applicant (signature)

Subscribed and sworn before me this 3 day of September, 2020.

[Signature]
Notary Public (signature)

My commission expires: Jan 31, 2024



PLEASE ATTACH ANY ADDITIONAL INFORMATION NECESSARY TO DISCLOSE ALL FACTS AND DOCUMENTS PERTAINING TO SDCL 1-40-27 (1) (a) THROUGH (e). ALL VIOLATIONS MUST BE DISCLOSED, BUT WILL NOT AUTOMATICALLY RESULT IN THE REJECTION OF AN APPLICATION

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EXPLORATION RECLAMATION PLAN

Pursuant to SDCL 45-6C-8 and 45-6D-9

In preparing this Reclamation Plan, please address each item in detail, following SDCL 45-6C-8 and 45-6D-9. Also, refer to the reclamation standards outlined under SDCL 45-6C-27 through 45-6C-34, SDCL 45-6D-33 through 45-6D-39, and the state's hole plugging regulations as detailed under ARSD 74:11.

- 1.) Describe the type of reclamation the operator proposes to achieve in the reclamation of the affected land.

see attached - Reclamation Plan

- 2.) Provide a proposed timetable for seeding and replanting indicating when and how the reclamation plan will be implemented. Such timetable shall be developed after consulting with the County District Conservationist as to the nature of the soils and native vegetation in the area of the proposed operation. These recommendations shall be followed, if any are provided, and copies of all correspondence shall be provided to the Department.

see attached - Reclamation Plan

- 3.) Describe how the reclamation plan will rehabilitate the affected land.

see attached - Reclamation Plan

- 4.) Describe the anticipated temporary and permanent plugging and capping procedures to be used (refer to SDCL 45-6C-28 through 45-6C-30, SDCL 45-6D-33 through 45-6D-35, and the state's hole plugging regulations as detailed under ARSD 74:11).

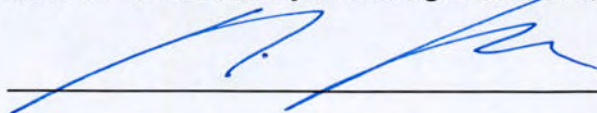
see attached - Reclamation Plan

- 5.) Provide the estimated cost of: a) implementing and completing the proposed reclamation and; b) the estimated cost of plugging and sealing each test hole.

see attached - Reclamation Plan

I declare and affirm under the penalties of perjury that this claim (petition, application, information) has been examined by me, and to the best of my knowledge and belief, is in all things true and correct.

Operator Signature: _____



Title: President of F3 Gold LLC

Date: _____

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F3 Gold Jenny Gulch Exploratory Drilling Program Reclamation Plan

(1) A description of the type of reclamation the operator proposes to achieve in the reclamation of the affected land;

The proposed exploratory drilling project will be conducted in its entirety within the Black Hills National Forest. Therefore, all surface reclamation (regrading, contouring, travel route rehabilitation, seeding, etc.), travel restrictions and timing will be guided by requirements provided by the United States Forest Service, per 45-6C-16; Consultation with surface owner - Preferences for reclamation and travel restrictions. These conditions will be determined and issued in the Record of Decision following completion of the ongoing Environmental Assessment. Seeding mix will be approved by the Pennington County NRCS office.

F3 Gold and its contractors will strive to minimize the surface impact of the exploratory drilling program through constant vigilance and open communication with regulatory authorities. As indicated in the federal Plan of Operations (submitted November 18th, 2018, to United States Forest Service), all contractors working on the project shall employ low-impact methodology aimed at minimizing surface occupancy, the generation of new surface disturbance, and the creation of permanent visual changes to the project area.

Reclamation concurrent with operations will include:

- Stockpiling of removed topsoil for later regrading
- Installment of Best Management Practices (BMPs) to manage drainage and sedimentation during precipitation and snow melt (e.g., berm installation, sediment logs, use of swales and water bars)

All drill pads and staging areas will be reclaimed following the completion of the project.

Reclamation will constitute:

- smoothing and contouring to pre-existing conditions using stockpiled topsoils and excavation materials
- spreading of brushed materials
- reseeding with Black Hills reclamation mix (as directed by the U.S. Forest Service and Pennington County NRCS)

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Safety signage will be removed from the area, and stockpiled brushed materials will be either spread over the pad clearing area, stacked in soil-free piles or removed and disposed of offsite (as guided by the Forest Service and State of South Dakota).

Temporary overland trails used for access to drill pads will be recontoured and re-seeded, and brought back to pre-existing conditions as directed by the Forest Service. Brushed materials will be either spread over the trails, stacked in soil-free piles, or removed and disposed of offsite (as guided by the Forest Service and State of South Dakota).

(2) A proposed timetable for seeding and replanting indicating when and how the reclamation plan will be implemented. Such timetable shall be developed after consulting the local conservation district as to the nature of the soils and native vegetation in the area of the proposed exploration operation. The recommendations of the local conservation district shall be followed if any are provided;

Replanting and reseeding will take place following recontouring and regrading of disturbed areas. All reclamation processes, seed mixes, seasonal constraints and timing and guidance will be based on United States Forest Service requirements and preferences, per 45-6C-16; Consultation with surface owner--Preferences for reclamation and travel restrictions, as well as with local natural resources conservation office.

(3) A narrative description of how the reclamation plan will rehabilitate the affected land;

The goal of the reclamation process will be to restore surface impacts of the proposed exploratory drilling program to pre-project conditions, or as near as possible. Any deviation from this objective will be guided exclusively by the surface owner (United States Forest Service) and State of South Dakota. Reclamation actions will include recontouring drill pads, roads and overland travel routes to conform with surrounding topography; spreading stockpiled topsoils and brushed vegetation to encourage flora regrowth; seeding with local native species as guided by the surface owner and local conservation office. Stabilizing and/or growth medium may be used to encourage regrowth native species, the use of which will be directed by the Forest Service and local conservation office.

(4) A narrative description of the temporary and permanent plugging and capping procedure to be used;

Drill holes will be plugged in accordance with ARSD 74:11:08, using methods that will prevent artesian flow of groundwater toward the surface, and fluid communication between aquifers. Drill holes will be permanently abandoned upon the completion of the drill hole while the drill rig is still on the pad. F3 does not anticipate a need to leave a drill hole open for longer than 30 days following completion. However, in the unlikely event that a drill hole needs to remain open for more than 30 days for downhole data collection purposes, F3 Gold will apply in writing

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to the Board of Minerals and Environment for permission to temporarily keep the test hole open.

(5) The estimated cost of implementing and completing the proposed reclamation and the estimated cost of plugging and sealing each test hole pursuant to the provisions of §§ [45-6C-28](#) and [45-6C-29](#).

F3 Gold will opt to place a statewide surety bond of \$20,000 in lieu of drill program specific surety bonds with the State of South Dakota prior to project commencement.