

OTCQB Certification

I, **Scott M. Brunsdon, C.F.O.** of Tristar Gold Inc. (“the Company”), certify that:

1. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below:

REGISTERED or REPORTING WITH THE SEC:

- Company is registered under Section 12(g) of the Exchange Act
 Company is reporting under Section 15(d) of the Exchange Act.
 Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
 Company is reporting under Regulation A (Tier 2)
 Other (describe)

EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATIONS:

- Company is exempt from registration under Exchange Act Rule 12g3-2(b)
 Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
 Company is reporting under the Alternative Reporting Company Disclosure Guidelines and is otherwise exempt from registration and not required to file periodic reporting with the SEC

2. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC’s EDGAR system or the OTC Disclosure & News Service, as applicable.
3. The company is duly organized, validly existing and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol:		TSGZF	As of (date):
Shares Authorized	(A)	unlimited	12/31/2023
Total Shares Outstanding	(B)	279,928,441	12/31/2023
Number of Restricted Shares ¹	(C)	47,096,561	12/31/2023
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	81,618,290	12/31/2013
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	151,213,590	12/31/2023
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	54.0%	12/31/2023
Number of Beneficial Shareholders of at least 100 shares ³	(G)	582	12/31/2023

¹ Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

² Public Float means the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a “10 percent Control Person”), or any Affiliates thereof, or any Family Members of officers, directors, and control persons. Family Member shall mean a Person’s spouse, parents, children, and siblings, whether by blood, marriage or adoption, or anyone residing in such Person’s home. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding unless an exemption applies.

³ Beneficial Shareholder means any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security. OTCQB traded securities are required to have at least 50 beneficial shareholders unless an exemption applies.

5. Convertible Debt:

The following is a complete list of all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer’s equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification. **(If the note is no longer outstanding as of the current date, but was outstanding during the previously described period, the note must still be disclosed in the table below.):**

Check this box to confirm there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁴	Name of Noteholder (entities must have individual with voting / investment control disclosed). ⁵	Reason for Issuance (e.g., Loan, Services, etc.)

Total Outstanding Balance:

Total Shares:

Use the space below to provide any additional details, including footnotes to the table above:

Not applicable

6. Disclosure and Administrative Service Providers:

Annual Report Preparation:

List any law firm(s) and attorney(s) (including internal counsel) that acted as the Company’s primary legal counsel in preparing its most recent annual report. (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.)

Scott M. Brunsdon

Ongoing Disclosure and Administrative Services:

⁴ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any “blockers” or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

⁵ International Reporting Companies may elect not to disclose the names of noteholders who are non-affiliates of the company. “Affiliate” is a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially owning 10 percent or more of the Company’s outstanding shares.

List any other attorney or service provider, if different than the primary legal counsel listed above, that assisted the company during the prior fiscal year on any matter related to preparation of company disclosure documents, corporate actions and activities related to submission of a Form 211 or OTC Markets' Application. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

Maxis Law Corporation

800 West Pender Street
Suite 910
Vancouver, B.C. Canada
V6C-2V6
Attention: Morgan Hay

Provides Canadian law and securities advice

PKF of Texas

5847 San Filipe
Suite 2600
Houston, Texas
77057
Attention: Ryan Istre

Indepent public auditor

Dorsey and Whitney LLP

701 5th Avenue
Suite 6100
Seattle, Washington
98104
Attention; Chris Doerksen

Provides US securities law and general US legal advice

7. Investor Relations Providers:

The following is a complete list of third-party providers engaged by the Company, its officers, directors or controlling shareholders, at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, stock promotion, or any other related services to the Company. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

Adelaide Capital Markets Inc.

96 Avenue Road
Toronto, Ontario, Canada
M5R-2H3

Attention : Ms Deborah Honig

Provides general investor relations services and advice

8. Officers, Directors and 5% Control Persons:

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners of five percent (5%) or more of any class of the issuer's equity securities). Preferred shares, options, warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below.

For beneficial shareholders that are corporate entities: Provide the name and address of the person(s) owning or controlling such corporate entities. If the corporate entity owning 5% or more does not have a person(s) owning or controlling it, provide a note explaining why. If the corporate entity is a publicly traded company, provide the company's trading symbol and market.

For nominee accounts owning 5% or more: Provide the name of the 5% beneficial shareholder for this account. If there are no beneficial shareholders of 5% or more behind a nominee account, the nominee account does not need to be included in the table below.

For issuers exempt from registration under Exchange Act Rule 12g3-2(b): Complete the table below with the information described above for Officers, Directors and 10% Control Persons.

Name (First, Last)	Position/company affiliation (ex: CEO, 5% control person)	City and State (And Country if outside US)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of shares owned	Percentage of Class of Shares Owned (undiluted)
Nicholas Appleyard	President, CEO and Director	Scottsdale, Az	3,246,166 384,615 700,000	Common Warrants Stock options	1.2 0.9 1.2
Rod Mckeen	Director	North Vancouver, B.C. Canada	333,330 400,000	Common Stock options	0.1 6.4
Mark Jones III	Director	Houston, Texas	8,110,946 250,000	Common Stock options	2.9 4.0
Eric Zaunscherb	Director	Napanee, Ontario Canada	128,000 400,000	Common Stock options	0.01 6.4
Mark Isto	Director	Oakville, Ontario Canada	176,975 400,000	Common Stock options	0.06 6.4
Jessica Van Den Akker	Director	Vancouver, B.C. Canada	187,000 38,500 400,000	Common Warrants Stock options	0.07 0.01 6.4
Carlos Vilhena	Director	Brasilia, Brazil	325,000 250,000	Common Stock options	0.12 3.98
Scott Brunson	CFO	Fountain Hills, Az	1,457,500 625,000	Common Stock options	0.52 9.94
Brian Irwin	Corporate Secretary	Nanaimo, B.C. Canada	325,333 200,000	Common Stock options	0.12 3.18
Marcus, Brewster	COO	Swanage Dorset, U.K.	66,500 300,000	Common Stock options	0.02 3.18
Auramet capital Partners	Mark Edelstein Managing Partner	Teaneck, New Jersey	38,461,538 19,230,769	Common Warrants	13.7 43.1
US Global Investors	Mutual Fund	San Antonio, Texas	28,800,000	Common	10.3

Use the space below to provide any additional details, including conversion terms of any class of the issuer's equity securities:

As at December 31, 2023 outstanding warrants are as follows:

Number of Warrants	Weighted Average Exercise Price	Issuance Date	Expiry Date
11,784,000	Can\$0.25	August 2, 2019	August 5, 2024
3,928,000	Can\$0.25	November 30, 2019	November 30, 2024
3,928,000	Can\$0.25	March 31, 2020	March 31, 2025
12,500,000	Can\$0.30	April 14, 2022	April 14, 2024
6,369,116	Can\$0.20	August 30, 2023	August 30, 2026
6,030,769	Can\$0.20	September 5, 2023	September 5, 2026
44,539,885			

The following table summarizes stock options outstanding at December 31, 2023:

Options Outstanding	Options Vested	Exercise Price	Expiration Date
400,000	400,000	Can\$0.17	8/1/2024
2,210,000	2,210,000	Can\$0.20	11/26/2024
200,000	200,000	Can\$0.28	10/27/2025
200,000	200,000	Can\$0.28	10/27/2025
300,000	300,000	Can\$0.25	12/17/2025
300,000	300,000	Can\$0.27	01/18/2026
300,000	300,000	Can\$0.25	02/07/2026
300,000	300,000	Can\$0.13	09/30/2027
1,775,000	1,775,000	Can\$0.15	11/30/2027
300,000	225,000	Can\$0.16	02/14/2028
6,285,000	6,210,000		

9. Certification:

Date: May 1, 2024

Name of Certifying CEO or CFO: **Scott M. Brunsdon,**

Title: **CFO**

Signature: *"/s/Scott Brunsdon"*