CLASS 1 NICKEL AND TECHNOLOGIES LIMITED

CSE FORM 2A
LISTING STATEMENT

AUGUST 14, 2020

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ABOUT THIS LISTING STATEMENT

No person has been authorized to give any information other than that contained in this Listing Statement, or to make any representation in connection with the Company, and, if given or made, such other information or representations must not be relied upon as having been authorized by the Company. The information contained in this Listing Statement is accurate only as of the date of this Listing Statement, regardless of the time of delivery of this Listing Statement. The Company's business, financial conditions, results of operations and prospects may have changed since the date of this Listing Statement.

All capitalized terms used in this Listing Statement, including the Schedules hereto, but not otherwise defined have the meanings set forth under "*Glossary of Terms*".

No person should construe the contents of this Listing Statement as legal, tax or financial advice and should consult with their own legal, tax, financial or other professional advisors in considering the matters contained in this Listing Statement.

Currency

Unless otherwise noted herein and in the documents incorporated by reference, all dollar amounts refer to lawful currency of Canada. All references to "US$" are to the currency of the United States.

Financial Information and Accounting Principles

This Listing Statement includes the following financial statements, attached to this Listing Statement as Schedule "A":

- Comparative audited financial statements for the Company as at and for the fiscal year ended December 31, 2019; and

- Unaudited condensed interim financial statements for the three months ended March 31, 2020.

The financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**"). International Accounting Standards ("**IAS**") were issued by the antecedent International Accounting Standards Council ("**IASC**"), and endorsed and amended by the IASB.

The financial information is not intended to comply with the applicable accounting requirements of the U.S. Securities Act and the related rules and regulations of the SEC which would apply if the Common Shares were being registered with the SEC.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Listing Statement and the documents incorporated by reference herein contain certain statements or disclosures that may constitute forward looking information or statements (collectively, "**forward-looking information**" or "**forward-looking statements**", as applicable) within the meaning of applicable Securities Laws. These forward-looking statements are made as of the date of this document and the Company does not intend, and does not assume any obligation, to update these forward-looking statements, except in accordance with applicable Securities Laws.

In certain cases, forward-looking information can be identified by use of words such as "expects" or "does not expect", "is expected", "estimates", "forecasts", "intends", "anticipates" or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "will", "could", "would", "might" or "occur" or achieve".

Forward-looking information may include, but are not limited to, statements with respect to future exploration and development at the Alexo-Dundonald Project; expectations regarding the ability to raise capital, plans and objectives of management for future operations, forecast business results, anticipated financial performance, the impact of applicable Securities Laws on the shareholders of the Company, the Company's dividend policy, corporate governance, the business plan, objectives and strategy including, without limitation, Total Funds Available, working capital, sources of funding, C1N's capitalization, forecasts of capital expenditures including general and administrative expenses and the sources of the financing thereof, escrowed Common Shares, certain securityholders of C1N, including their interest in the Company, the Board and the Audit Committee.

Readers are cautioned that the foregoing list is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions or expectations in relation to which they are made will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements including, among others, adverse industry events; marketing costs; loss of markets; future legislative and regulatory development; the inability to access sufficient capital from internal and external sources, and/or the inability to access sufficient capital on commercially reasonable terms, as applicable; income tax and regulatory matters; the ability of the Company to implement its business strategies; competition; delays in executing its work program and incurring exploration expenditures on the Alexo-Dundonald Property; currency and interest rate fluctuations; the potential impact of the COVID-19 pandemic on the Company and/or its operations, and other risks and unforeseen eventualities for which the Company is uninsured or for which insurance is unavailable.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements.

Readers are cautioned that the foregoing lists are not exhaustive. The information contained in this Listing Statement, including the information provided under the heading "*Risk Factors*" herein, discusses certain of the items identified above and their impact more fully and identifies additional factors and uncertainties that could affect the performance and operating results of the Company. Readers are urged to carefully consider those factors and the other information contained or incorporated by reference in this Listing Statement.

Furthermore, this Listing Statement includes industry data that has been obtained from third-party sources, including publications as well as industry data prepared by management on the basis of its knowledge of and experience in these markets. Third-party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of included information. Although believed to be reliable, management of the Company has not independently verified any of the data from third-party sources.

The reader is further cautioned that the preparation of financial statements in accordance with IFRS requires management to make certain judgements and estimates that affect the reports amounts of assets, liabilities, revenues and expenses. These estimates may change, having either a negative or positive effect on net earnings, as further information becomes available, and as the economic environment changes. Please refer to the notes to the financial statements appended to this Listing Statement for additional details regarding such judgments, estimates and assumptions.

The Company does not give any assurance nor make any representations or warranty that the expectations conveyed by the forward-looking statements will prove to be correct and actual results may differ materially from those anticipated in the forward-looking statements. Accordingly, readers should not place undue reliance on forward-looking statements in this Listing Statement, nor in the documents incorporated by reference herein. All of the forward-looking statements made in this Listing Statement and in the documents incorporated by reference herein are qualified by these cautionary statements. The forward-looking statements included herein are made as of the date of this Listing Statement and the Company does not undertake any obligation to publicly update or revise any forward-looking statements to reflect new information, subsequent events or otherwise, unless so required by applicable securities laws.

SUMMARY OF LISTING STATEMENT

The following is a summary of the principal features of this Listing Statement and should be read together with the more detailed information and financial data and statements contained elsewhere in this Listing Statement.

The Company

Class 1 Nickel and Technologies Limited ("**C1N**" or the "**Company**") was incorporated on December 12, 1989 as "871900 Ontario Limited" under the *Business Corporations Act* (Ontario). The Company's head office and registered office is located at 82 Richmond Street East, Toronto, Ontario M5C 1P1. C1N was formerly named "Lakefield Marketing Corporation" until it completed a business combination transaction (the "**Transaction**") with Legendary Ore Mining Corporation ("**Legendary**") on September 24, 2019, whereby it changed its name to "Class 1 Nickel and Technologies Limited". The Transaction constituted a reverse take-over of the Company by an arm's length party. The Company intends to change its name to "Class 1 Nickel Limited" at the next annual general and special meeting of shareholders of the Company ("**AGSM**").

Principal Business

The Company is engaged in the business of mineral exploration and the acquisition of mineral property assets in Canada. Its objective is to locate and develop economic base metal properties of merit and to conduct its exploration program on the Alexo-Dundonald Project. The Company currently beneficially owns 100% of the Alexo-Dundonald Project, subject to the following NSR royalties in effect: (a) 0.5% NSR on the Alexo-Kelex Property granted to Tartisan Nickel Corp.; (b) 1.5% NSR on the Alexo-Kelex Property granted to Outokumpu Mines Inc.; and (c) 2.5% NSR on the Dundonald Property granted to Transition Metals Corp. It is the intention of the Company to remain in the mineral exploration business. Should the Alexo-Dundonald Project not be deemed viable, the Company shall explore opportunities to acquire interests in other properties.

The Company intends to fund the exploration of the Alexo-Dundonald Project and its initial commitments thereon using the proceeds of the Pre-Listing Financing (as defined herein). See "*4. Narrative Description of the Business – Mineral Properties – Alexo-Dundonald Technical Report – Exploration and Development"*, below.

Use of Available Funds

The funds currently available to the Company consist of its working capital. As of December 31, 2019, the company reported net assets of $129,458 and a working capital surplus of $129,458. As of July 31, 2020, the most recent month end, the Company had an estimated working capital surplus of approximately $670,690. C1N believes it will have adequate working capital to maintain existing operations for approximately 12 months without requiring additional funding. See "*4. Narrative Description of the Business - Use of Available Funds*".

Risk Factors

C1N is a base metal exploration and development company and as such is subject to a number of significant risks due to the nature of its business. See "*17. Risk Factors*", below, for a detailed discussion of certain factors investors should carefully consider before deciding to invest in securities of the Company. An investment in the Company should be considered highly speculative and involves significant risk due to the nature of the business in which the Company is engaged and the stage of exploration and development of the Alexo-Dundonald Project, among other factors. An investment in C1N should be considered highly speculative and involves a substantial degree of risk and should only be considered by investors who can afford the total loss of their investment. A prospective investor in the Company should be aware that there are various risks that could have a material adverse effect on, among other things, the properties, business and condition (financial or otherwise) of the Company. These risk factors, which are listed below and discussed in more detail under "*17. Risk Factors*", together with all of the other information contained in this Listing Statement, including information contained in the section entitled "Cautionary Note Regarding Forward-Looking Statements", should be carefully reviewed and considered before an investment in the Company is made.

Impact of the COVID-19 Pandemic

COVID-19 is an infectious disease caused by severe acute respiratory syndrome coronavirus 2 ("**SARS-CoV-2**"). Since December 31, 2019, the outbreak of COVID-19 has led governments worldwide to enact emergency measures to combat the spread of the virus. These measures, which include, among other things, the implementation of travel bans, self-imposed quarantine periods and social distancing, have cause material disruption to businesses globally, resulting in an economic slowdown. Such events may result in a period of business disruption, and in reduced operations, any of which could have a material adverse impact on the Company's result of operations, financial condition and the market and trading price of the Company's securities.

As of the date of this Listing Statement, the duration and immediate and eventual impact of the COVID-19 pandemic remains unknown. In particular, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company. While the outbreak of COVID-19 has not caused disruptions to the Company's business, it may yet cause disruptions to the Company's business and operations plans. Such disruptions may result from (i) restrictions that governments and communities impose to address the COVID-19 global pandemic; (ii) restrictions that the Company and its contractors and subcontractors impose to ensure the safety of employees and others; (iii) shortages of employees and/or unavailability of contractors and subcontractors; (iv) interruption of supplies from third-parties upon which the Company relies; and/or (v) inability to raise capital due to the economic uncertainty caused by COVID-19. Further, it is presently not possible to predict the extent or durations of these disruptions. These disruptions may have a material adverse effect on the Company's business, financial condition and results of operations, which could be rapid and unexpected. These disruptions may severely impact the Company's ability to carry out its business plans.

<u>Summary of Financial Information</u>

The following information sets out selected financial information of the Company that is derived from, and should be read in conjunction with, and is qualified in its entirety by reference to: the comparative audited financial statements for the Company for the fiscal year ended December 31, 2019; and the unaudited financial statements for the three months ended March 31, 2020, including the accompanying notes to financial statements, and MD&A. These financial statements and MD&A can be found in their entirety in Schedules "A" and "B" of this Listing Statement, respectively. See "*About this Listing Statement – Financial Information and Accounting Principles*".

Selected Financial Information of C1N

	Year Ended **Dec 31, 2019**	**Year Ended** **Dec 31, 2018**	**Three Months Ended** **Mar 31, 2020**	**Three Months Ended** **Mar 31, 2019**
Revenue	$26,233	$nil	$nil	$nil
Net Loss	$1,560,128	$nil	$168,234	$nil
Net Loss per Basic & Diluted Share	$0.038	$nil	$0.002	$0.00
Total Current Assets	$199,513	$2	$92,660	$2
Total Assets	$199,513	$2	$92,660	$2
Total Long Term Liabilities	$nil	$nil	$nil	$nil
Total Liabilities	$70,055	$6,000	$131,435	$6,000
Working Capital	$129,458	($5,998)	$(38,775)	($5,998)
Net Increase (Decrease) in Cash	$174,205	$nil	($136,256)	$nil
Cash End of Period	$174,205	$nil	$37,949	$nil
Shareholder's Equity	$129,458	$nil	$(38,775)	($5,998)

GLOSSARY OF DEFINED TERMS

Unless the context otherwise requires or where otherwise provided, the following words and terms shall have the respective meanings set forth below when used in this Listing Statement and the Schedules hereto. Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders.

"**Affiliate**"	has the meaning ascribed to such term under the OBCA.
"**AGSM**"	means the upcoming annual general and special meeting of Shareholders to be held in 2020.
"**Alexo-Dundonald Expenditure Commitment**"	means obligation of the Company to spend an aggregate of $1,500,000 on the Alexo-Dundonald Project pursuant to the Alexo-Kelex Agreement and the Dundonald Agreement, of which the Company must spend at least $750,000 on the Alexo-Kelex Property pursuant to the Alexo-Kelex Agreement.
"**Alexo-Dundonald Project**"	means the consolidated mineral project comprised of the Dundonald Property and the Alexo-Kelex Property, consisting of 1,895 hectares and located approximately 45 kilometers northeast of Timmins, Ontario.
"**Alexo-Dundonald Technical Report**"	means the independent technical report regarding the Alexo-Dundonald Project entitled "Amended NI 43-101 Technical Report on the Alexo-Dundonald Nickel Project, Dundonald, Clergue, German and Stock Townships, Ontario, Canada", with an effective date of June 30, 2020, prepared for the Company by Tony Donaghy, B.Sc. (Hons.), P.Geo on behalf of CSA Global Pty. Ltd. and Eugene Puritch, P. Eng., FEC, CET on behalf of P&E Mining Consultants Inc. and filed on the SEDAR profile of the Company.
"**Alexo-Kelex Agreement**"	means the property purchase agreement dated October 18, 2018 between Vanicom, Tartisan and Canadian Arrow whereby Tartisan and Canadian Arrow, as a wholly owned subsidiary of Tartisan, assigned to Vanicom 5,250,000 Legendary Common Shares, reflecting all issued and outstanding Legendary Common Shares. By acquiring Legendary, Vanicom also acquired the following assets of Legendary: (a) 100% interest in the Alexo-Kelex Property, as well as the Mineral Rights in or with respect to the Alexo-Kelex Property; (b) all easements appurtenant to the Alexo-Kelex Property; (c) all geological, geophysical, geochemical and test data and all other information (including internal and external studies, analyses and other work products) in relation to the Alexo-Kelex Property acquired, proved, gained or developed by Tartisan or Canadian Arrow; (d) all improvements to the Alexo-Kelex Property, all fixtures, plant, machinery, equipment, supplies, infrastructure and any other

properties or rights of any description whether real or person, in relation to the Alexo-Kelex Property or the business of each of Tartisan and Canadian Arrow in relation to the Alexo-Kelex Property; (e) all rights, benefits and entitlements of Tartisan under any Authorizations (as defined thereunder) relating to the Alexo-Kelex Property; (f) the Books and Records (as defined thereunder); and (g) the Existing Alexo-Kelex Royalty (collectively, the "**Purchased Tartisan Assets**"). As consideration for the Purchased Tartisan Assets, Vanicom paid the following to Tartisan and Canadian Arrow, as applicable: (a) cash consideration of $150,000 paid to Tartisan; (b) a 0.5% NSR royalty on the Alexo-Kelex Property pursuant to the Tartisan Royalty Agreement; and (c) the issuance of 1,750,000 Vanicom Common Shares at a deemed price of $0.20 per Vanicom Common Share. Under the Alexo-Kelex Agreement, Tartisan retained the option to re-acquire the Alexo-Kelex Property from Vanicom for $1.00 if Vanicom (or any of its affiliates) fails to incur $1,500,000 worth of Exploration Expenditures (as defined thereunder) on the Alexo-Dundonald Project by October 18, 2021, of which $750,000 must be spent on the Alexo-Kelex Property. On September 24, 2019, Legendary became a wholly-owned subsidiary of the Company. A copy of the Alexo-Kelex Agreement can be found on the Company's SEDAR profile.

"**Alexo-Kelex Property**"	means the property generally known as the "Alexo-Kelex Property", consisting of 940.93 hectares and located in the Dundonald and Clergue townships near Timmins, Ontario.
"**Amalgamation Agreement**"	means the amalgamation agreement dated July 19, 2019 between C1N, Subco and Legendary pursuant to which Legendary completed a reverse takeover of C1N.
"**Amended and Restated Somanike Option Agreement**"	has the meaning ascribed thereto in section 3.2 of this Listing Statement under "*General Development of the Business – Significant Acquisitions – Background of Legendary*" on page 14 hereof.
"**Arm's Length Party**"	means a person that is not: (i) a Related Person or employee of the Company, or (ii) a person or company who beneficially owns or controls, directly or indirectly, more than a 5% voting position in the Company (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Company upon exercise or conversion of other securities held).
"**associate**"	has the meaning ascribed to such term under the *Securities Act* (Ontario).
"**Audit Committee**"	means the audit committee of the Board.
"**Board**"	means the board of directors of C1N.

"**business day**"	means a day, other than a Saturday or Sunday, on which the principal commercial banks located in the City of Toronto, in the province of Ontario are open for business.
"**C1N**" or the "**Company**"	means Class 1 Nickel and Technologies Limited (formerly Lakefield Marketing Corporation).
"**Canadian Arrow**"	means Canadian Arrow Mines Limited.
"**CDS**"	means CDS Clearing and Depository Services Inc.
"**CEO**"	means chief executive officer.
"**CFO**"	means chief financial officer.
"**CIM**"	means the Canadian Institute of Mining and Metallurgy.
"**Common Shares**"	means the common shares in the capital of C1N.
"**CSE**"	the Canadian Securities Exchange.
"**CTO**"	means a cease trade order issued under applicable Securities Laws.
"**Dundonald Agreement**"	means the property purchase agreement dated November 9, 2018 between Legendary and Transition whereby Transition assigned to Legendary a 100% interest in the following: (a) a 100% interest in the Dundonald Property, as well as the Mineral Rights in or with respect to the Dundonald Property; (b) all easements appurtenant to the Dundonald Property; (c) all geological, geophysical, geochemical and test data and all other information (including internal and external studies, analyses and other work products) in relation to the Dundonald Property acquired, proved, gained or developed by Transition; and (d) all improvements to the Dundonald Property, all fixtures, plant, machinery, equipment, supplies, infrastructure and any other properties or rights of any description whether real or person, in relation to the Dundonald Property or the business of Transition in relation to the Dundonald Property (collectively, the "**Purchased Transition Assets**"). As consideration for the Purchased Transition Assets, Legendary paid the following to Transition: (a) $150,000 cash consideration; (b) a 2.5% NSR royalty on the Dundonald Property pursuant to the Transition Royalty Agreement; and (c) the issuance of 1,750,000 Vanicom Common Shares, the parent company of Legendary, at a deemed price of $0.20 per Vanicom Common Share and for which Legendary accrued a debt to Vanicom therefor. Under the Dundonald Agreement, Transition retains the option to re-acquire the Dundonald Property from Legendary for $1.00 if Legendary (or any of its affiliates) fails to incur $750,000 worth of Exploration Expenditures (as defined thereunder) on the Dundonald Property by

November 9, 2021. A copy of the Dundonald Agreement can be found on the Company's SEDAR profile.

"**Dundonald Property**"	means the property generally known as the "Dundonald Property", consisting of 954.075 hectares and located in the Dundonald and Clergue townships near Timmins, Ontario.
"**ENDM**"	means the Ontario Ministry of Energy, Northern Development and Mines.
"**Escrow Agreement**"	means the escrow agreement dated August 12, 2020 between the Company, Capital Transfer Agency ULC and holders of Escrowed Securities.
"**Escrowed Securities**"	means the common shares held by the directors, officers and insiders that have been deposited into escrow pursuant to the escrow agreement dated August 12, 2020 between the Company, Capital Transfer Agency ULC and holders of Escrowed Securities.
"**executive officer**"	has the meaning ascribed to such term in NI 51-102.
"**Existing Alexo-Kelex Royalty**"	means the 1.5% NSR royalty on the Alexo-Kelex Property granted to Outokumpu Mines Inc.
"**Governmental Body**"	means any government, parliament, legislature, or any regulatory authority, agency, commission or board of any government, parliament or legislature, or any court of (without limitation to the foregoing) any other law, regulation or rule-making entity (including any central bank, fiscal or monetary authority or authority regulating banks), having or purporting to have jurisdiction in the relevant circumstances, or any person acting or purporting to act under the authority of any of the foregoing (including any arbitrator).
"**IFRS**"	means the International Financial Reporting Standards as issued by the International Accounting Standards Board.
"**Insider**"	if used in relation to an issuer, means: (a) a director or senior officer of the issuer; (b) a director or senior officer of a company that is an insider or subsidiary of the issuer; (c) a person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or (d) the issuer itself if it holds any of its own securities.

"**Investor Relations Activities**"	means any activities or oral or written communications, by or on behalf of the Company or shareholder of the Company that promote or reasonably could be expected to promote the purchase, or sale of securities of the Company, but does not include: (a) the dissemination of information provided, or records prepared, in the ordinary course of business of the Company (i) to promote the sale of its products or services; or (ii) to raise public awareness of the Company, that cannot reasonably be considered to promote the purchase, or sale of securities of the Company; (b) activities or communications necessary to comply with (i) applicable securities legislation, or (ii) the requirements of the CSE or the requirements of any other regulatory body having jurisdiction over the Company; (c) communications by a publisher or, or writer for, a newspaper, magazine or business or financial publication that is of general and regular circulation if (i) the communication is only through the newspaper, magazine or publication, and (ii) the publisher or writer receives no commission or other consideration other than for acting in the capacity of publisher or writer; or (d) such other activities or communications that may be specified by the CSE.
"**Lakefield**"	means Lakefield Marketing Corporation, the Company's corporate name prior to completion of the Transaction.
"**Lakefield Consolidation**"	has the meaning ascribed thereto in section 2.2 of this Listing Statement under *"2. Corporate Structure – Jurisdiction of Incorporation*" on page 10.
"**Lakefield Debt Settlement**"	means the issuance of 6,812,092 Pre-Consolidation Common Shares on August 2, 2018 to a certain non arm's length creditor of the Company for the settlement of $136,243.04 in indebtedness.
"**Lakefield Financing**"	means the private placement of 6,400,000 Common Shares to insiders of Company at a price of $0.005 per Common Share for aggregate proceeds of $32,000.
"**laws**"	means all laws, statutes, codes, ordinances, decrees, rules, regulations, by-laws, statutory rules, principles of law, published policies and guidelines, judicial or arbitral or administrative or ministerial or department or regulatory judgments, orders, decisions, rulings or awards, including general principles of common and civil law, and terms and conditions of any grant of approval, permission, authority or license of any Government Body, statutory body or self-regulating authority, and the term "applicable" with respect to such laws and in the context that refers to one or more persons, means that such laws apply to such person or persons or its or their business, undertaking, property, or securities and emanate from a Government Body (or any

	other person) having jurisdiction over the aforesaid person or persons or its or their business, undertaking, property or securities.
"**Legendary**"	means Legendary Ore Mining Corporation, a private company incorporated under the OBCA on September 22, 2000 which later amalgamated with Subco to create New Legendary.
"**Legendary Common Shares**"	means the common shares in the capital of Legendary.
"**Legendary Debt Settlement**"	means, in connection with the Transaction, the issuance by Legendary of 57,250,000 Legendary Common Shares on August 1, 2019 to Vanicom at a deemed price of $0.02 per Legendary Common Share for the settlement of $1,160,976 in indebtedness.
"**Legendary Financing**"	means, in connection with the Transaction, the non-brokered private placement that closed on September 23, 2019 whereby Legendary issued 17,500,000 Legendary Common Shares at a price of $0.02 per Legendary Common Share for gross proceeds of $350,000.
"**Legendary Reorganization**"	means the internal reorganization of Legendary occurring on September 19, 2019, pursuant to which 62,500,000 Legendary Common Shares were distributed to Vanicom Shareholders.
"**Legendary Shareholders**"	means holders of Legendary Common Shares.
"**Legendary Somanike Option Agreement**"	means the option agreement dated September 24, 2019, which was later amended on April 27, 2020, between Vanicom and Legendary whereby Vanicom granted to Legendary an option to acquire Vanicom's right and option under the Somanike Property Option Agreement for $1.00. In connection with Legendary Somanike Option Agreement, as amended, Legendary issued 2,500,000 Legendary Common Shares to Vanicom under the Legendary Debt Settlement as consideration for Vanicom granting the option to acquire the Somanike Property to Legendary.
"**Listing Statement**"	means this listing statement, including all schedules attached hereto.
"**MD&A**"	means management's discussion and analysis.
"**Mineral Rights**"	means the rights to prospect and explore for, to develop and to mine minerals on, in or under any lands.
"**New Legendary**"	means the wholly owned subsidiary of the Company, which was created upon the amalgamation of Legendary and Subco on September 24, 2019.

"**NI 43-101**"	means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects.*
"**NI 51-102**"	means National Instrument 51-102 – *Continuous Disclosure Obligations.*
"**NI 52-110**"	means National Instrument 52-110 – *Audit Committees.*
"**NP 46-201**"	means National Policy 46-201 – *Escrow for Initial Public Offerings*.
"**NSR**"	means net smelter return.
"**OBCA**"	means the *Business Corporations Act* (Ontario).
"**person**"	means any individual, firm, partnership, joint venture, association, trust, trustee, executor, administrator, legal personal representative, estate, group, body corporate, corporation, unincorporated association or organization, Governmental Body, syndicate or other entity, whether or not having legal status.
"**Pre-Consolidation Common Shares**"	means the common shares in the capital of C1N prior to effecting a 10:1 share consolidation on October 19, 2018.
"**Pre-Listing Financing**"	means the private placement on April 23, 2020 by C1N of 9,500,000 Common Share at a price of $0.10 per Common Share for aggregate gross proceeds of $950,000.
"**Principal**"	has the meaning given in the section entitled "*Capitalization of C1N – Escrowed Securities*".
"**promoter**"	has the meaning ascribed thereto in the *Securities Act* (Ontario).
"**Purchased Tartisan Assets**"	has the meaning ascribed thereto in the definition thereof in Alexo-Kelex Agreement.
"**Purchased Transition Assets**"	has the meaning ascribed thereto in the definition thereof in the Dundonald Agreement.
"**Related Entity**"	means, in respect of the Company, a person that is an affiliated entity of the Company and of which the Company is a control block holder.
"**Related Person**"	means, in respect of the Company: (a) a Related Entity of the Company; (b) a partner, director or officer of the Company or Related Entity; (c) a promoter of or person who performs Investor Relations Activities for the Company or Related Entity; (d) any person that beneficially owns, either directly or indirectly, or exercises voting control or direction over at least 10% of the total voting rights attached

	to all voting securities of the Company or Related Entity; and (e) such other person as may be designated from time to time by the CSE.
“**Qualified Person**”	has the meaning ascribed to it in NI 43-101.
“**SEC**”	means the United States Securities and Exchange Commission.
“**Securities Laws**”	means securities legislation, securities regulations and securities rules, as amended, from time to time and the policies, notices, instruments and blanket orders in force from time to time that are applicable to an issuer.
“**SEDAR**”	means the System for Electronic Document Analysis and Retrieval.
“**Shareholders**”	means the current shareholders of Common Shares.
“**Somanike Drilling Commitment**”	means the obligation to drill at least 750m on certain mineral claims on the Somanike Property by December 31, 2021.
“**Somanike Property**”	means the property generally known as the “Somanike Property”, consisting of 5146.06 hectares and located in the Abitibi area of the Province of Quebec.
“**Somanike Property Option Agreement**”	means the option agreement dated August 20, 2018, as amended on March 20, 2019, September 18, 2019 and June 2, 2020, between Vanicom and Quebec Precious Metals Corporation (“**QPMC**”) whereby QPMC granted Vanicom the right and option to acquire 100% right, title and interest in the Somanike Property. one hundred eleven (111) mineral claims known as the “Somanike Property” located in the Abitibi area of the Province of Quebec.
“**Subco**”	means Bloom Retail Management Inc, a wholly-owned subsidiary of the Company, incorporated on December 14, 2018 and later amalgamated with Legendary to create New Legendary.
“**Tartisan**”	means Tartisan Nickel Corp., a corporation incorporated under the laws of the Province of Ontario.
“**Tartisan Royalty Agreement**”	means the net smelter royalty agreement dated October 25, 2018 between Vanicom and Tartisan whereby Vanicom granted Tartisan a 0.5% NSR royalty in perpetuity on the gross value of all minerals mined from the Alexo-Kelex Property.
“**Tax Act**”	means the *Income Tax Act* (Canada), as amended and the regulations thereunder, as amended.

"**Total Funds Available**"	has the meaning given in the section entitled "*4. Use of Available Funds – Total Funds Available"* on page 17.
"**Transaction**"	means the three-cornered amalgamation between C1N, Subco and Legendary pursuant to the Amalgamation Agreement whereby New Legendary became a wholly-owned subsidiary of C1N.
"**Transition**"	means Transition Metals Corp., a corporation incorporated under the laws of the Province of Ontario.
"**Transition Royalty Agreement**"	means the net smelter royalty agreement dated March 12, 2019 between Legendary and Transition whereby Legendary granted Transition a 2.5% NSR royalty in perpetuity on the gross value of all minerals mined from the Dundonald Property.
"**Vanicom**"	means Vanicom Resources Limited, a corporation incorporated under the laws of Australia.
"**Vanicom Common Shares**"	means the common shares in the capital of Vanicom.
"**Vanicom Shareholders**"	means the holders of Vanicom Common Shares.
"**Vanicom Share Exchange Agreement**"	means the share exchange agreement dated August 2, 2019, as amended on September 4, 2019, between Vanicom and Legendary.
"**U.S. Securities Act**"	means the United States *Securities Act of 1933*, as amended, and the rules and regulations promulgated thereunder.

2. CORPORATE STRUCTURE

Corporate Name and Head and Registered Office

2.1 The full corporate name of the Company is Class 1 Nickel and Technologies Limited (the "**Company**" or the "**C1N**"). The Company's registered and head office is located at 82 Richmond Street East, Toronto, Ontario M5C 1P1. The Company intends to seek shareholder approval to change its name to "Class 1 Nickel Limited" from "Class 1 Nickel and Technologies Limited" at the upcoming AGSM to be held in 2020.

Jurisdiction of Incorporation

2.2 The Company was incorporated under the OBCA on December 12, 1989 under the name "871900 Ontario Limited". By Articles of Amendment filed under the OBCA on July 25, 1991, the Company changed its name from "871900 Ontario Limited" to "Lakefield Minerals Ltd." By way of Articles of Amendment filed under the OBCA on January 23, 2004, the Company changed its name from "Lakefield Minerals Ltd." to "Lakefield Marketing Corporation / Corporation de Marketing Lakefield".

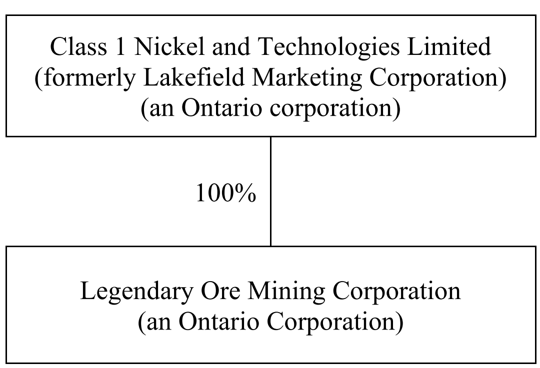
By way of Articles of Amendment filed under the OBCA on October 19, 2018, Lakefield consolidated the issued and outstanding Common Shares at a rate of ten (10) pre-consolidation common shares for one (1) post-consolidation common shares (the "**Lakefield Consolidation**").

By way of Articles of Amendment filed under the OBCA on September 24, 2019, Lakefield changed its name from "Lakefield Marketing Corporation / Corporation de Marketing Lakefield" to "Class 1 Nickel and Technologies Limited".

Inter-Corporate Relationships

2.3 Pursuant to Articles of Incorporation filed under the OBCA on December 14, 2018, the Company incorporated Bloom Retail Management Inc. ("**Subco**") as a wholly-owned subsidiary.

On September 24, 2019, Subco amalgamated with Legendary Ore Mining Corporation ("**Legendary**"), an OBCA corporation incorporated on September 22, 2000 as "1440468 Ontario Inc.", which was later changed to "Legendary Ore Mining Corporation" by way of Articles of Amendment filed under the OBCA on August 27, 2003. Pursuant to the Articles of Amalgamation filed on September 24, 2019, the resulting Subco is named "Legendary Ore Mining Corporation".



Re-Qualifying Following Fundamental Change

2.4 Not applicable. The Company is not re-qualifying following a fundamental change or proposing an acquisition, amalgamation, merger, reorganization or arrangement.

Non-Corporate Issuers

2.5 Not applicable. The Company is incorporated under the laws of Ontario.

3. GENERAL DEVELOPMENT OF THE BUSINESS

Three-Year History

3.1 The Company did not have an operating business during the three most recently completed financial years and the subsequent period up to the completion of the Transaction. Lakefield's main activities during this period involved seeking a strategic transaction to acquire an operating business.

During 2006, Lakefield had insufficient funds to continue as a going concern and ceased all operations. As Lakefield failed to file audited annual financial statements and related MD&A for the year ended December 31, 2005, the OSC issued a temporary cease trade order against Lakefield on July 17, 2006, which was extended by the OSC as a permanent cease trade order on July 28, 2006. As a result of its continued inactivity, on November 24, 2014, Lakefield was dissolved by the Ontario Ministry of Government and Consumer Services. During 2016 and 2017, Lakefield remained in a state of dissolution.

In 2018, Lakefield began to take steps to re-establish itself as an operating business. On February 2, 2018, Lakefield filed Articles of Revival under OBCA in order to re-instate Lakefield's corporate existence. On July 16, 2018, Lakefield satisfied all outstanding reporting obligations under applicable Securities Laws and the OSC revoked the CTO dated July 28, 2006, restoring Lakefield's status as an active reporting issuer in Ontario. Following the Lakefield's revival and reinstatement of its reporting issuer status, on August 2, 2018 Lakefield issued 6,812,092 Pre-Consolidation Common Shares at a deemed price of $0.02 per Pre-Consolidation Common Share, in exchange for the settlement of $136,243.04 of debt owed by the Company to Mr. Robert Salna, a director of the Company at the time of the Lakefield Debt Settlement.

On October 19, 2018, the Company filed Articles of Amendment under the OBCA to effect the Lakefield Consolidation, whereby all of Lakefield's issued and outstanding Common Shares were consolidated on a 10:1 basis. Following the Lakefield Consolidation, Lakefield had 3,629,209 issued and outstanding Common Shares.

Following completion of the Lakefield Consolidation, on November 22, 2018, the Company issued 3,200,000 Common Shares to each of Robert Salna and to Dominique Monardo at a price of $0.005 per Common Share for aggregate proceeds of $32,000. Following the Lakefield Financing, Robert Salna held approximately 38.7% of the then issued and outstanding Common Shares and Dominique Monardo held approximately 40% of the then issued and outstanding Common Shares. Following the Lakefield Financing, the Company had 10,029,209 Common Shares issued and outstanding.

On July 19, 2019, Lakefield, Subco and Legendary entered into the Amalgamation Agreement describing the terms upon which the Transaction will be completed. See "*General Development of the Business – Significant Acquisitions"* for more information regarding the Transaction.

On April 23, 2020, C1N issued an aggregate of 9,500,000 Common Shares pursuant to the Pre-Listing Financing for aggregate gross proceeds of $950,000. Following the Pre-Listing Financing, the Company had 99,529,209 issued and outstanding Common Shares. Mr. David Fitch, promoter of the Company, indirectly subscribed for 6,000,000 Common Shares, bringing his beneficial share ownership in the Company to 39,671,330 Common Shares, or 39.8% of the issued and outstanding Common Shares.

Significant Acquisitions

3.2 On September 24, 2019, the Company completed a business combination transaction (the "**Transaction**") as contemplated by the Amalgamation Agreement (see Item 3.1, above). Under the Amalgamation Agreement, Lakefield, Subco and Legendary effected a three-cornered amalgamation pursuant to Section 174 of the OBCA whereby Legendary Shareholders received 80,000,000 Common Shares in exchange for Legendary Common Shares on a one for one (1:1) basis. The value of the Common Shares issued to Legendary Shareholders under the Transaction was $0.02 per Common Share based on the value of Legendary following the Legendary Debt Settlement. Upon completion of the Transaction, Lakefield changed its name to "Class 1 Nickel and Technologies Limited" and acquired all of the issued and outstanding Legendary Common Shares. Upon closing of the Transaction, Legendary amalgamated with Subco and New Legendary became the operating entity of the Company. The Transaction was an arm's length transaction and constituted a reverse take-over by Legendary of the Company. Following completion of the Transaction, Legendary Shareholders held 88.9% of the Company and Lakefield Shareholders held 11.1% of the Company. Upon the completion of the Transaction, the former directors and officers of the Company resigned from all offices with the Company and new directors and officers were appointed. See "*13. Directors and Officers*" on page 97 hereof.

Background of Legendary

Prior to the Transaction, Legendary, a wholly-owned subsidiary of Canadian Arrow, was a private junior mineral exploration and development company focused primarily on the Alexo-Kelex Property in Timmins, Ontario. Canadian Arrow is a wholly-owned subsidiary of Tartisan. On October 18, 2018, Vanicom Resources Limited ("**Vanicom**") acquired Legendary pursuant to the Alexo-Kelex Agreement with Tartisan and Canadian Arrow. Under the Alexo-Kelex Agreement, Tartisan and Canadian Arrow conveyed to Vanicom all the issued and outstanding Legendary Common Shares. By acquiring Legendary, Vanicom also acquired a 100% interest in the Purchased Tartisan Assets held by Legendary, Tartisan and Canadian Arrow. As consideration for the Purchased Tartisan Assets, Vanicom provided Tartisan: (a) $150,000 cash consideration; (b) a 0.5% NSR royalty on the Alexo-Kelex Property pursuant to the Tartisan Royalty Agreement; and (c) the issuance of 1,750,000 Vanicom Common Shares at a deemed price of $0.20 per Vanicom Common Share. Under the Vanicom Tartisan Alexo-Kelex Agreement, Tartisan retains the option to re-acquire the Tartisan Property from Vanicom for $1.00 if Vanicom (or any of its affiliates) fails to incur $1,500,000 worth of Exploration Expenditures (as defined thereunder) on the Alexo-

Dundonald Project by October 18, 2021, $750,000 of which must be incurred on the Alexo-Kelex Property.

Following Vanicom's acquisition of Legendary, on November 9, 2018 Legendary entered into the Dundonald Agreement with Transition. Under the Dundonald Agreement, Transition assigned, sold, transferred and conveyed to Legendary the Purchased Transition Assets, which included, among other things, a 100% interest in the Dundonald Property. As consideration for the Purchased Transition Assets, Legendary provided Transition: (a) $150,000 cash consideration; (b) a 2.5% NSR royalty on the Dundonald Property pursuant to the Transition Royalty Agreement; and (c) the issuance of 1,750,000 Vanicom Common Shares at a deemed price of $0.20 per Vanicom Common Share, for which Legendary accrued a debt to Vanicom for the issuance of said Vanicom Common Shares. Under the Dundonald Agreement, Transition retains the option to re-acquire the Dundonald Property from Legendary for $1.00 if Legendary (or any of its affiliates) fails to incur $750,000 worth of Exploration Expenditures (as defined thereunder) on the Dundonald Property by November 9, 2021. During the Legendary's three most recently completed financial years, $78,067 (net of HST) worth of exploration expenditures were spent on the Alexo-Dundonald Project. See "*4. Narrative Description of the Business – Mineral Properties – Alexo-Dundonald Technical Report – Exploration and Development*", below.

On July 19, 2019, after acquiring interests in the Alexo-Kelex Property and the Dundonald Property and consolidating the properties into the Alexo-Dundonald Project, Legendary entered into the Amalgamation Agreement with Lakefield and Subco to facilitate Legendary's stated objective of obtaining a CSE listing. As of the date of the Amalgamation Agreement, Legendary remained a wholly-owned subsidiary of Vanicom, a corporation incorporated in Australia.

On August 1, 2019, Vanicom and Legendary entered into a debt settlement (the "**Legendary Debt Settlement**") whereby Vanicom agreed to settle $1,160,976 in indebtedness (the "**Settled Debt**") accrued on behalf of Legendary for 57,250,000 Legendary Common Shares at a deemed price of $0.02 per Legendary Common Share. The Settled Debt included amounts paid by Vanicom on behalf of Legendary to develop the Alexo-Dundonald Property, other strategic interests, the salary of Benjamin Cooper on loan from Vanicom to Legendary, to provide general working capital to Legendary and to enter into and maintain the Somanike Property Option Agreement.

On September 19, 2019, Legendary, a wholly-owned subsidiary of Vanicom, completed an internal reorganization with Vanicom pursuant to which Vanicom distributed the issued and outstanding Legendary Common Shares (62,500,000) to Vanicom Shareholders (the "**Legendary Reorganization**"). Subsequent to the Legendary Reorganization, Vanicom retained no ownership in Legendary and became a Arm's Length Party to Legendary.

On September 23, 2019, pursuant to a non-brokered private placement Legendary issued 17,500,000 Legendary Common Shares to David Fitch, an insider of Legendary, at a price of $0.02 per Legendary Common Share for gross aggregate proceeds of $350,000 (the "**Legendary Financing**"). Following the Legendary Financing, David Fitch held beneficial ownership in 31,392,078 Legendary Common Shares, representing 39.2% of issued and outstanding Legendary Common Shares. David Fitch is currently a promoter of the Company. Please refer to "*18. Promoters*", below, for more information.

On September 24, 2019, Vanicom and Legendary entered into the Legendary Somanike Option Agreement, an agreement whereby Vanicom granted Legendary an option to acquire its rights and option under the Somanike Property Option Agreement, as amended. The Legendary Somanike Option Agreement was entered into following the Legendary Reorganization, which was completed on September 19, 2019. See "*General Development of the Business – Significant Acquisitions – Background of Legendary*".

On April 27, 2020, Vanicom and Legendary entered into an amended and restated Legendary Somanike Option Agreement (the "**Amended and Restated Somanike Option Agreement**"), whereby Vanicom and Legendary clarified the rights and responsibilities of each party thereunder.

Details of the Transaction

The Company was previously named "Lakefield Marketing Corporation", a reporting issuer shell that was previously listed on the CSE until it was delisted on October 16, 2008. The CSE delisted the Company following a permanent cease trade order issued against the Company by the Ontario Securities Commission on July 28, 2006 (the "**Lakefield CTO**"). The Lakefield CTO was issued by the OSC as the Company failed to file audited annual financial statements and related MD&A for the year ended December 31, 2005. On July 16, 2018, Lakefield satisfied all outstanding reporting obligations under applicable Securities Laws and the OSC revoked the Lakefield CTO, restoring the Company's status as an active reporting issuer in Ontario.

On October 19, 2018, the Company filed Articles of Amendment under the OBCA to effect the Lakefield Consolidation, whereby all of the Company's then issued and outstanding Common Shares were consolidated on a 10:1 basis. Following the Lakefield Consolidation, the Company had 3,629,209 issued and outstanding Common Shares.

On November 22, 2018, the Company issued 6,400,000 Common Shares at a price of $0.005 per Common Share for aggregate proceeds of $32,000 (the "**Lakefield Financing**"). Following the Lakefield Financing, the Company had 10,029,209 issued and outstanding Common Shares.

An amalgamation (the "**Transaction**") was completed on September 24, 2019 which constituted a reverse take-over by Legendary of the Company pursuant to an amalgamation agreement dated July 19, 2019 between the Company, Legendary and Subco (the "**Amalgamation Agreement**"). Legendary was a private company incorporated under the OBCA on September 22, 2000.

At the time of entering into the Amalgamation Agreement, Legendary was a wholly-owned subsidiary of Vanicom Resources Limited, an Australian public company incorporated under the laws thereof on June 28, 2018, as Vanicom held all of the 5,250,000 then issued and outstanding Legendary Common Shares.

On August 1, 2019, Legendary issued to Vanicom 57,250,000 Legendary Common Shares at $0.02 per share to settle outstanding indebtedness of $1,160,976 accrued by Vanicom to develop the Alexo-Dundonald Project, which was held by Legendary. Legendary issued the Legendary Common Shares to Vanicom at $0.02 per share to reflect the significant risk assumed by Vanicom in late 2018 and early 2019 when certain expenses were required by Legendary to advance the

Alexo-Dundonald Project but no definitive listing strategy had been developed. The Alexo-Dundonald Project is now the principal property of the Company.

All of the $1,160,976 debt owed to Vanicom by Legendary was incurred in connection with payments made by Vanicom to arm's length parties, except for $126,532 for expenses and salary of Benjamin Cooper related to Mr. Cooper's re-location to Canada and his role managing the development and listing in Canada of Legendary. On September 19, 2019, Vanicom held all of the 62,500,000 Legendary Common Shares that were then issued and outstanding and distributed those Legendary Common Shares to its shareholders.

On September 23, 2019, Legendary issued 17,500,000 Legendary Common Shares at $0.02 per common share to David Fitch under a private placement financing.

On September 24, 2019, Legendary had 80,000,000 issued and outstanding Legendary Common Shares. In connection with the Transaction, the Company issued 80,000,000 Common Shares on a share-for-share basis to the Legendary Shareholders at a value of $0.02 per Common Share. Of the 80,000,000 Legendary Common Shares that were acquired by the Company, 28,190,559 Legendary Common Shares were held by Benjamin Cooper and 33,671,330 Legendary Common Shares were held by David Fitch, for a combined total of 61,861,889 Legendary Common Shares. Following the completion of the Transaction, the former Legendary Shareholders held 88.9% of the 90,029,209 common shares of the Company that were then issued and outstanding and the shareholders of the Company held the remainder.

Immediately prior to closing the Transaction, the Company changed its name to "Class 1 Nickel and Technologies Limited".

On April 23, 2020, the Company issued an aggregate of 9,500,000 Common Shares at $0.10 per share pursuant to a private placement for aggregate gross proceeds of $950,000 (the "**Pre-Listing Financing**"). Of the 9,500,000 Common Shares issued by the Company under the Pre-Listing Financing, David Fitch acquired 6,000,000 Common Shares and Mr. Fitch's family members acquired 3,000,000 Common Shares. Following the Pre-Listing Financing, the Company had 99,529,209 issued and outstanding Common Shares and Mr. Fitch, promoter of the Company, increased his beneficial share ownership in the Company to 39,671,330 Common Shares, or 39.8% of the issued and outstanding Common Shares.

David Fitch and Benjamin Cooper, the promoters of the Company, currently hold 25.1% and 39.8% respectively, of the 99,529,209 common shares of the Company that are currently issued and outstanding.

Trends, Commitments, Events or Uncertainties

3.3 C1N's main focus is the exploration and development of the Alexo-Dundonald Project in accordance with the Phase 1 work program outlined under the Alexo-Dundonald Technical Report. In addition, C1N may exercise its option under the Legendary Somanike Option Agreement and commit capital, if available, to the Somanike Property to satisfy certain requirements required under the Somanike Property Option Agreement, as amended.

In accordance with the Dundonald Property Acquisition Agreement and the Alexo Property Acquisition Agreement, for C1N to maintain title to the Alexo-Dundonald Property, the Company must spend at least $1,500,000 worth of exploration expenditures thereon by October 18, 2021, with at least $750,000 of that figure being spent on the Alexo-Kelex Property acquired from Tartisan under the Alexo-Kelex Property Acquisition Agreement (the "**Alexo-Dundonald Expenditure Commitment**"). The Company intends to raise further capital once listed in order to satisfy the Alexo-Dundonald Expenditure Commitment. In addition, if the Company decides to exercise its option under the Legendary Somanike Option Agreement, C1N must drill at least 750m on the Somanike Property by December 31, 2021 in order to maintain the option to acquire the Somanike Property (the "**Somanike Drilling Commitment**"). Once listed, the Company intends to raise capital to satisfy the Alexo-Dundonald Expenditure Commitment and the Board will evaluate the merits of executing the option under the Legendary Somanike Option Agreement.

In addition, subject to the C1N having sufficient available funds and if the Board determines it is in C1N's best interests, C1N may acquire additional mineral properties located in Canada or elsewhere throughout the world. Also, depending upon the Company's ability to continue to obtain necessary funding to conduct exploration and development activities on its mineral properties and upon the results from such exploration activities, the Company may consider "optioning", disposing or abandoning any or a portion of its mineral properties. The financing, exploration and development of the Alexo-Dundonald Project and, if applicable, the Somanike Property, and any other properties C1N may propose to acquire, will be subject to a number of factors including, the availability of capital, the price of nickel-copper-cobalt sulphide or other minerals, applicable laws and regulations, political conditions, currency fluctuations, the hiring of qualified people and obtaining necessary services in jurisdictions where the C1N operates. The current trends relating to these factors could change at any time and negatively affect the C1N's operations and business. See Section 17 - *Risk Factors* for risk factors affecting the Company.

COVID-19 Global Pandemic

COVID-19 is an infectious disease caused by severe acute respiratory syndrome coronavirus 2 ("**SARS-CoV-2**"). Since December 31, 2019, the outbreak of COVID-19 has led governments worldwide to enact emergency measures to combat the spread of the virus. These measures, which include, among other things, the implementation of travel bans, self-imposed quarantine periods and social distancing, have cause material disruption to businesses globally, resulting in an economic slowdown. Such events may result in a period of business disruption, and in reduced operations, any of which could have a material adverse impact on the Company's result of operations, financial condition and the market and trading price of the Company's securities.

As of the date of this Listing Statement, the duration and immediate and eventual impact of the COVID-19 pandemic remains unknown. In particular, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company. While the outbreak of COVID-19 has not caused disruptions to the Company's business, it may yet cause disruptions to the Company's business and operations plans. Such disruptions may result from (i) restrictions that governments and communities impose to address the COVID-19 global pandemic; (ii) restrictions that the Company and its contractors and subcontractors impose to ensure the safety of employees and others; (iii) shortages of employees and/or unavailability of contractors and subcontractors; (iv) interruption of supplies from third-parties upon which the Company relies; and/or (v) inability to raise capital due to the economic uncertainty caused by COVID-19. Further, it is presently not possible to predict the extent or durations of these disruptions. These disruptions may have a material adverse effect on the Company's business, financial condition and results of operations, which could be rapid and unexpected. These disruptions may severely impact the Company's ability to carry out its business plans.

4. NARRATIVE DESCRIPTION OF THE BUSINESS

4.1 C1N is a junior exploration company incorporated under the laws of the Province of Ontario, Canada. The Company's principal business is the exploration for minerals and the development of nickel-copper-cobalt suphide projects located in Ontario and Quebec, Canada. It is the intention of the Company to remain in the mineral exploration business and should the Alexo-Dundonald Project or the Somanike Property be deemed not viable, the Company shall explore opportunities to acquire interests in other properties.

Alexo-Dundonald Project

The Alexo-Dundonald Project is the Company's material property and is comprised of the Alexo-Kelex Property and the Dundonald Property. Please refer to "*Narrative Description of the Business – Mineral Projects – Alexo-Dundonald Technical Report*" for a comprehensive description of the Alexo-Dundonald Project.

Alexo-Kelex Property

The Company acquired a 100% interest (subject to a vendor buy-back) in the Alexo-Kelex Property under the Alexo-Kelex Agreement dated October 18, 2018 between Vanicom, Tartisan and Canadian Arrow. The Alexo-Kelex Property consists of 55 mining claims and leases covering 940.43 hectares located in the Clergue and Dundonald townships near Timmins, Ontario.

Under the Alexo-Kelex Agreement, Tartisan and Canadian Arrow, a wholly owned subsidiary of Tartisan, and each an Arm's Length Party, assigned to Vanicom all issued and outstanding (5,250,000) Legendary Common Shares as part of the Purchased Tartisan Assets. As consideration for control of Legendary, which held a 100% interest in the Alexo-Kelex Property, Vanicom paid Tartisan $150,000 in cash and 1,750,000 Vanicom Common Shares at a deemed price of $0.20 per Vanicom Common Share. Vanicom also granted to Tartisan a 0.5% NSR on the Alexo-Kelex Property pursuant to the Tartisan Royalty Agreement, which could be bought out by Legendary for $1,000,000. The Alexo-Kelex Property was also subject to an existing 1.5% NSR granted to Outokumpu Mines Ltd which continues to remain in effect.

The Alexo-Kelex Agreement allows Tartisan to re-acquire the Alexo-Kelex Property from Legendary for $1.00 if Legendary fails to incur by October 18, 2021 (a) $750,000 worth of Exploration Expenditures (as defined thereunder) on the Alexo-Kelex Property; and (b) $1,500,000 worth of Exploration Expenditures (as defined thereunder) on the Alexo-Dundonald Project. As of the date of this Listing Statement, the Company has spent $80,402.77 on the Alexo-Dundonald Project, with approximately $40,000 spent on the Alexo-Kelex Property. See "*4. Narrative Description of Business – Mineral Properties – Alexo-Dundonald Technical Report –*

Tenure Agreements and Encumbrances – Status of Exploration Expenditures" for more information.

On September 24, 2019, Legendary became a wholly-owned subsidiary of the Company pursuant to the Transaction.

Dundonald Property

The Company acquired a 100% interest (subject to a vendor buy-back) in the Dundonald Property under the Dundonald Agreement dated November 9, 2018 between Legendary and Transition. The Dundonald Property consists of 40 mineral claims and leases covering 954.075 hectares located in the Clergue and Dundonald townships near Timmins, Ontario.

Under the Dundonald Agreement, Transition, an Arm's Length Party, assigned to Legendary a 100% interest (subject to a vendor buy-back) in the Dundonald Property as part of the Purchased Transition Assets. As consideration therefor, Legendary paid Transition $150,000 in cash and 1,750,000 Vanicom Common Shares at a deemed price of $0.20 per Vanicom Common Share, for which Legendary accrued a debt to Vanicom for the issuance of said Vanicom Common Shares. Legendary also granted Transition a 2.5% NSR royalty on the Dundonald Property pursuant to the Transition Royalty Agreement.

The Dundonald Agreement allows Transition to re-acquire the Dundonald Property from Legendary for $1.00 if Legendary fails to incur by November 9, 2021 $1,500,000 worth of Exploration Expenditures on the Alexo-Dundonald Project. As of the date of this Listing Statement, the Company has spent $80,402.77 on the Alexo-Dundonald Project. See "*4. Narrative Description of Business – Mineral Properties – Alexo-Dundonald Technical Report – Tenure Agreements and Encumbrances – Status of Exploration Expenditures*" for more information.

On September 24, 2019, Legendary became a wholly-owned subsidiary of the Company pursuant to the Transaction.

<u>**Somanike Property**</u>

The Company has the option to acquire a 100% interest in the Somanike Property pursuant to the Legendary Somanike Option Agreement dated September 24, 2019, as amended and restated April 27, 2020, between Legendary and Vanicom. Under the Legendary Somanike Option Agreement, the Company may exercise the option granted to Vanicom under Somanike Property Option Agreement by paying Vanicom $1.00 plus reimbursing Vanicom for all expenses made on the Somanike Property prior to the Company exercising said option. The Somanike Property consists of 110 mining titles covering 5146.06 hectares located in the Abitibi area of the Province of Quebec. The Legendary Somanike Option Agreement was entered into following the Legendary Reorganization, which was completed on September 19, 2019. See "*General Development of the Business – Significant Acquisitions – Background of Legendary*".

To maintain the option to the Somanike Property, the Company must issue to Quebec Precious Metals Corporation ("**QPMC**") on the date the Common Shares are listed on the CSE, Common Shares with an aggregate value of $85,000, with each such Common Share being valued at the closing price of the Common Shares on the CSE on the date of listing (the "**Initial Issuance**

Obligation”). To maintain the option on the Somanike Property in good standing thereafter, the Company must issue to QPMC: (a) on June 15, 2022, Common Shares carrying an aggregate value of $25,000, with each such Common Share being valued in accordance with the VWAP (as defined under the Somanike Property Option Agreement); and (b) on June 15, 2023, Common Shares equal to $50,000, with each such Common Share so issued being valued in accordance with the VWAP (as defined under the Somanike Property Option Agreement) (collectively, the “**Subsequent Issuance Obligations**”). The Company intends to satisfy the Initial Issuance Obligation; however, a determination has not yet been made by the Company regarding the Subsequent Issuance Obligations.

Prior to the Company exercising its option under the Legendary Somanike Option Agreement, Legendary and/or Vanicom must satisfy the Somanike Drilling Commitment, whereby at least 750m of drilling must occur on or before December 31, 2021 on certain mineral claims currently held by Globex Mining Entreprises (“**Globex**”) and which are within the Somanike Property. The Company expects the Somanike Drilling Commitment to cost approximately $120,000. Vanicom acquired the option to acquire the Somanike Property from Quebec Precious Metals Corporation pursuant to a Somanike Property Option Agreement dated August 20, 2018, as amended. The Somanike Property is currently subject to four existing royalties: (a) a 2.0% NSR granted to Jefmar Inc. relating to certain mineral claims within the Somanike Property; (b) a 2.0% NSR granted to Karora Resources Inc. (formerly Royal Nickel Corp.) relating to certain mineral claims within the Somanike Property (the “**Karora Royalty**”); (c) a 1% gross metals royalty granted to Globex relating to the seven (7) mineral claims subject to the Somanike Drilling Commitment; and (d) a 2.0% NSR granted to Virginia Mines Inc. (later acquired by Osisko Gold Royalties) relating to certain mineral claims comprising the Somanike Property. The Somanike Property is also subject to an offtake agreement with Glencore plc (“**Glencore**”) whereby Glencore is entitled to purchase all ore and ore concentrate produced from the mineral claims subject to the 2.0% NSR granted to Karora Resources Inc. (the “**Offtake Agreement**”). To enforce the Offtake Agreement, the mineral claims subject to the Karora Royalty are subject to first-ranking hyptothecs granted to Glencore.

The Company intends to evaluate, assess maintain, and, if warranted, exercise the option under the Legendary Somanike Option Agreement and to explore the Somanike Property for the purposes of identifying mineral resource deposits thereon, as the Board may determine. As of the date of this Listing Statement, Vanicom has spent approximately $261,000 in exploration expenditures on the Somanike Property. Upon exercise of the option under the Somanike Option Agreement, Legendary must reimburse Vanicom for all expenditures made on the Somanike Property prior to exercise of the option, such expenses to be reimbursed either in cash or Common Shares at the election of the Company.

Business Objectives and Milestones

The overall business objective of C1N focuses on identifying, evaluating, acquiring and exploring mineral properties for the purposes of identifying a mineral resource deposit on the Alexo-Dundonald Project and/or the Somanike Property (or any other properties acquired by C1N) for the development of a mine or for corporate transactions that are value-accretive to Shareholders.

Following consultation with its geologists, management has established the below exploration objectives. The Company cautions that these objectives are subject to change based on the results of ongoing exploration, the availability of resources, permitting, weather and other factors within or outside the control of management. Refer to "*17. Risk Factors*" for a complete description of risks affecting the Company's exploration plans.

C1N anticipates that the estimated time period when the business objectives will be achieved are as follows:

Financial quarter	Business objectives expected to be achieved[(1)]	Estimated Cost ($)
Q3 2020	Initiate Phase 1 work exploration on the Alexo-Dundonald Project as recommended under the Alexo-Dundonald Technical Report.	$180,000
Q4 2020	Complete Phase 1 recommended exploration program on the Alexo-Dundonald Project and publish results.	$100,000
Q1 2021	Initiate Phase 2 work program at the Alexo-Dundonald Project as recommended under the Alexo-Dundonald Technical Report.	$1,000,000
Q2 2021	Complete Phase 2 recommended work program on the Alexo-Dundoanld Project and publish results.	$220,000

C1N expects to conduct the Phase 1 and Phase 2 work programs recommended in the Alexo-Dundonald Technical Report in an effort to define the mineral potential of the Alexo-Dundonald Project. C1N may, from time to time, make acquisitions of additional resource properties, assets or businesses, enter into joint-ventures, dispose, abandon or grant options or other rights in its properties as opportunities arise and as the Board determines to be in the best interest of C1N Shareholders. Completion of the Phase 1 and Phase 2 work program as recommended under the Alexo-Dundonald Technical Report will satisfy the $1,500,000 Alexo-Dundonald Exploration Commitment, as required under the Alexo-Kelex Agreement and Dundonald Agreement. See "*4. Narrative Description of the Business – Alexo-Dundonald Project"*.

Use of Available Funds

As at the date of this Listing Statement, the Company had an estimated working capital in the amount of approximately $670,690. The Company must spend $1,500,000 in Exploration Expenditures (as defined under the Alexo-Kelex Agreement) on the Alexo-Dundonald Project by October 18, 2021 (including $750,000 in Exploration Expenditures on the Alexo-Kelex Property).

The following table summarizes the Company's principal purposes, with approximate amounts, for which the available funds as of date of most recent month end described in the preceding paragraph will be used by the Company:

Funds Available as of date of July 31 2020	$670,690
Principal purpose for which available funds will be used:	

- Alexo-Dundonald Project Phase 1 work program[1]	$280,000
- Estimated annual corporate and administrative expenses:	$220,000
Subtotal	$500,000
Estimated unallocated working capital	$170,690

The Company expects to have enough working capital to complete the Phase 1 work program outlined under the Alexo-Dundonald Technical Report and to satisfy the Corporate and Administrative Expenses for the next twelve months. In order to maintain its ownership interest in the Alexo-Dundonald Project by satisfying the Alexo-Dundonald Expenditure Commitment ($1,500,000), C1N will be required to raise an additional $1,220,000 through loans or additional financing. There is no certainty that C1N will be successful in obtaining the necessary financing. C1N cannot guarantee that any such additional financing will be available on favourable terms or at all. See "*17. Risk Factors*".

Alexo-Dundonald Project

For the twelve months following the date of this Listing Statement, C1N's principal business objective is carry out the following recommended work program described under the Alexo-Dundonald Technical Report:

Program	Activity	Proposed expenditures	
		Phase 1	Phase 2
Exploration Alexo-Dundonald	Airborne EM/magnetic survey	120,000	nil
	Surface EM surveys	50,000	50,000
	Core drilling	-	1,000,000
	Borehole EM surveys	-	60,000
	Miscellaneous expenses (rentals etc)	10,000	30,000
	Resource evaluation	80,000	60,000
	Subtotal	**260,000**	**1,200,000**
Project maintenance	Renewal fees/taxes	20,000	20,000
	Option payments	-	-
Subtotal		**20,000**	**20,000**
TOTAL FUNDS ALLOCATED FOR EACH PHASE		**280,000**	**1,220,000**

Management intends to proceed with the recommended Phase 1 work program outlined in the Alexo-Dundonald Technical Report. It is possible, however, that some portion of the Company's available funds allocated for such work programs may be devoted to acquisition, development or exploration opportunities identified by C1N from time to time. Due to the nature of the business of mineral exploration, budgets are expected to be reviewed regularly with respect to both the success of the exploration program and other opportunities which may become available to the Company. Accordingly, C1N may, as work progresses, alter the recommended work program, or may make arrangements for the performance of all or any portion of such work by other persons

[1] See *"4. Narrative Description of the Business – Use of Available Funds – Alexo-Dundonald Project"* below for a summary of the planned exploration and breakdown of estimated costs.

or companies and may use any funds so diverted for the purpose of conducting work or examining other properties acquired by the Company, although the Company has no present plans in this respect.

Somanike Property

If the Company wishes to exercise the option under the Legendary Somanike Option Agreement, the Company or Vanicom must drill by December 31, 2021 at least 750m on certain mineral claims owned by Globex and which comprise part of the Somanike Property. The Company's geologists estimate the cost of drilling 750m on the Somanike Property approximates $120,000. Prior to commencing a 750m drill program on the Globex claims, the Company expects Vanicom to spend $25,000 in preliminary geophysical surveys. The Company, in consultation with Vanicom and Quebec Precious Metals Corporation (the optionor under the Somanike Property Option Agreement), will evaluate the timing of the drill program on the Somanike Property in early 2021.

Corporate and Administrative Expenses

A summary of the estimated annual general and administrative costs for the 12 months immediately following the listing of the Common Shares on the CSE is as follows (the "**Corporate and Administrative Expenses**"):

Item	**Amount ($)**
Professional fees (legal, accounting, tax)	15,000
Consulting fees (management and administration)	150,000
Corporate and shareholder communications	10,000
Rent	12,000
Office (supplies, services, travel)	5,000
Marketing and promotion	13,000
Transfer agent and regulatory fees	15,000
Total	**220,000**

<u>Specialized Skill and Knowledge</u>

All aspects of C1N's business require specialized skills and knowledge. Such skills and knowledge include the areas of geology and mining. See "*13. Directors and Officers*" on page 97 of this Listing Statement for details as to the specific skills and knowledge of C1N's directors and management.

Employees

As of the date hereof, Benjamin Cooper, President, CEO is the only employee of the Company. The Company has retained certain geological consultants to assist in execution of Phase 1 exploration of the Alexo-Dundonald Project. The Company will rely on consultants to conduct the necessary geological and financial work required.

On an ongoing basis, the Board expects to evaluate the required expertise and skills necessary to execute the strategy described herein and will seek to attract and retain individuals required to meeting C1N's objectives. C1N believes its success is dependent on the performance of its management and key individuals, many of whom have specialized skills in exploration in Canada and the nickel industry.

C1N believes it has adequate personnel with the specialized skills required to carry out its operations and anticipates making ongoing efforts to match its workforce capabilities with its business strategy for the Alexo-Dundonald Project as the evolve. See "*17. Risk Factors*" on page 113.

<u>Competitive Conditions</u>

The mineral exploration and development industry is competitive in all phases of exploration, development and production. There is a high degree of competition faced by C1N in Ontario and Quebec for skilled employees, suitable contractors for drilling operations, technical and engineering resources, and necessary exploration and mining equipment. Many competitor companies have greater financial resources, operational expertise, and/or more advanced properties than C1N. Additionally, C1N's operations are in a relatively remote location where skilled resources and support services are more limited than those closer to major urban centres. C1N has in place experienced management personnel and continue to evaluate the required expertise and skills to carry out its operations. As a result of this competition, C1N may be unable to achieve its exploration and development in the future on terms it considers acceptable or at all. See "*17. Risk Factors*", below.

<u>Mineral Properties</u>

Alexo-Dundonald Technical Report

4.3 The "**Alexo-Dundonald Project**" or the "**Project**", in each case, means the exploration stage, past-producing nickel-copper-cobalt sulphide project located near Timmins, Ontario, which combines the Alexo-Kelex Property and Dundonald Property, as described below.

The disclosure of a scientific or technical nature contained in this Listing Statement regarding the Alexo-Dundonald Project is based on the Alexo-Dundonald Technical Report "*Amended NI 43-101 Technical Report on the Alexo-Dundonald Nickel Project Dundonald, Clergue, German and Stock Townships, Ontario, Canada*" dated June 30, 2020, and prepared for the Company by Tony Donaghy, B.Sc. (Hons), P.Geo on behalf of CSA Global Pty Ltd. and Eugene Puritch, P.Eng., FEC, CET on behalf of P&E Mining Consultants Inc., each of whom is an "independent qualified person" for the purposes of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*, adopted by the Canadian Securities Administrators ("**NI 43-101**").

The Alexo-Dundonald Technical Report has been filed with certain Canadian securities regulatory authorities pursuant to NI 43-101 and is available for review on SEDAR. Technical information contained in this Listing Statement has been derived from the Alexo-Dundonald Technical Report. A copy of the Alexo-Dundonald Technical Report may be inspected during normal business hours at the offices of Peterson McVicar LLP, solicitors for the Company, located at 18 King Street East, Suite 902, Toronto, Ontario M5C 1C4, during ordinary business hours for a period of 30 days after the date of this Listing Statement.

The mineral resources ("**Mineral Resources**") in the Alexo-Dundonald Technical Report were estimated using the *CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines* prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council, 11 December 2005.

The following summary of the Alexo-Dundonald Project has been prepared with the consent of Messrs. Tony Donaghy and Eugene Puritch and, in many cases, is a direct extract from the Alexo-Dundonald Technical Report, with conforming changes as the context requires.

<u>Property Description and Location</u>

<u>Area of Property</u>

The Alexo-Dundonald Project covers approximately 1895 Hectares.

<u>Location of Property</u>

The Alexo-Dundonald Project is in the townships of Clergue, Dundonald, German and Stock, approximately 45 km northeast of the town of Timmins, in the Porcupine Mining Division of Ontario, Canada (Figure 1). The historical Alexo Shaft is located on the Project at approximately 513800E and 389450N (NAD 27, UTM Zone 17N – Figure 2).

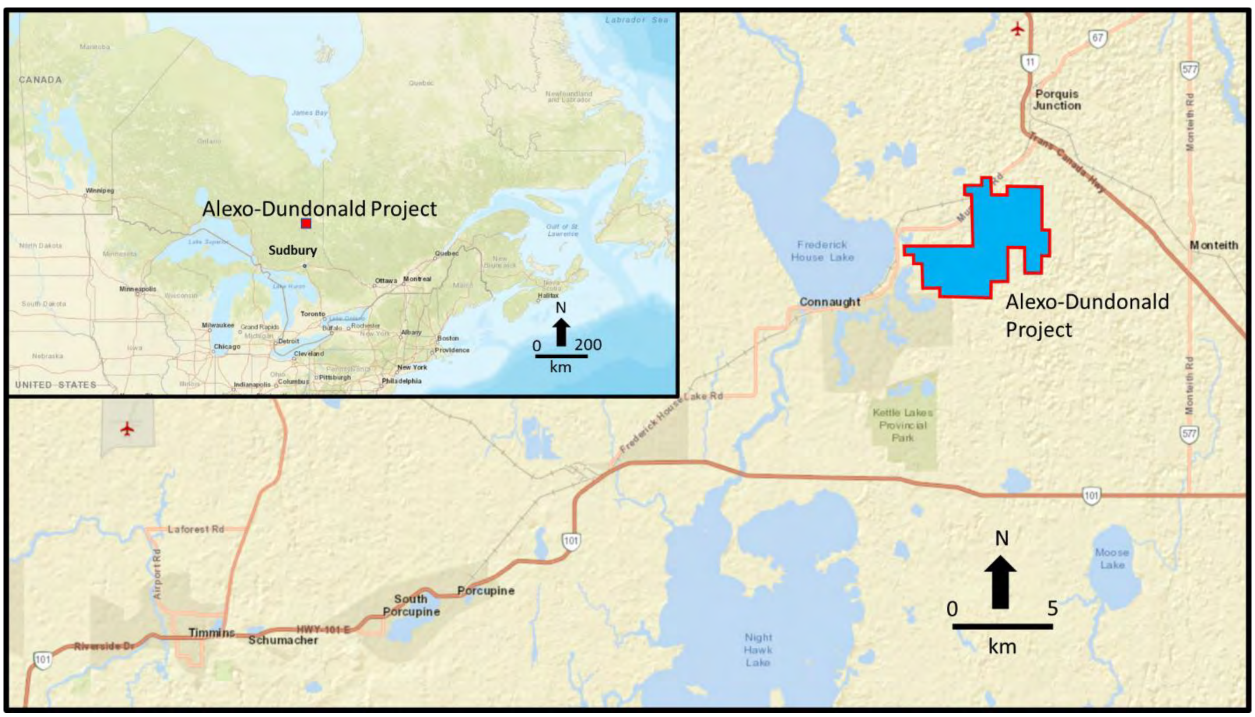


Figure 1: C1N's Alexo-Dundonald Project location

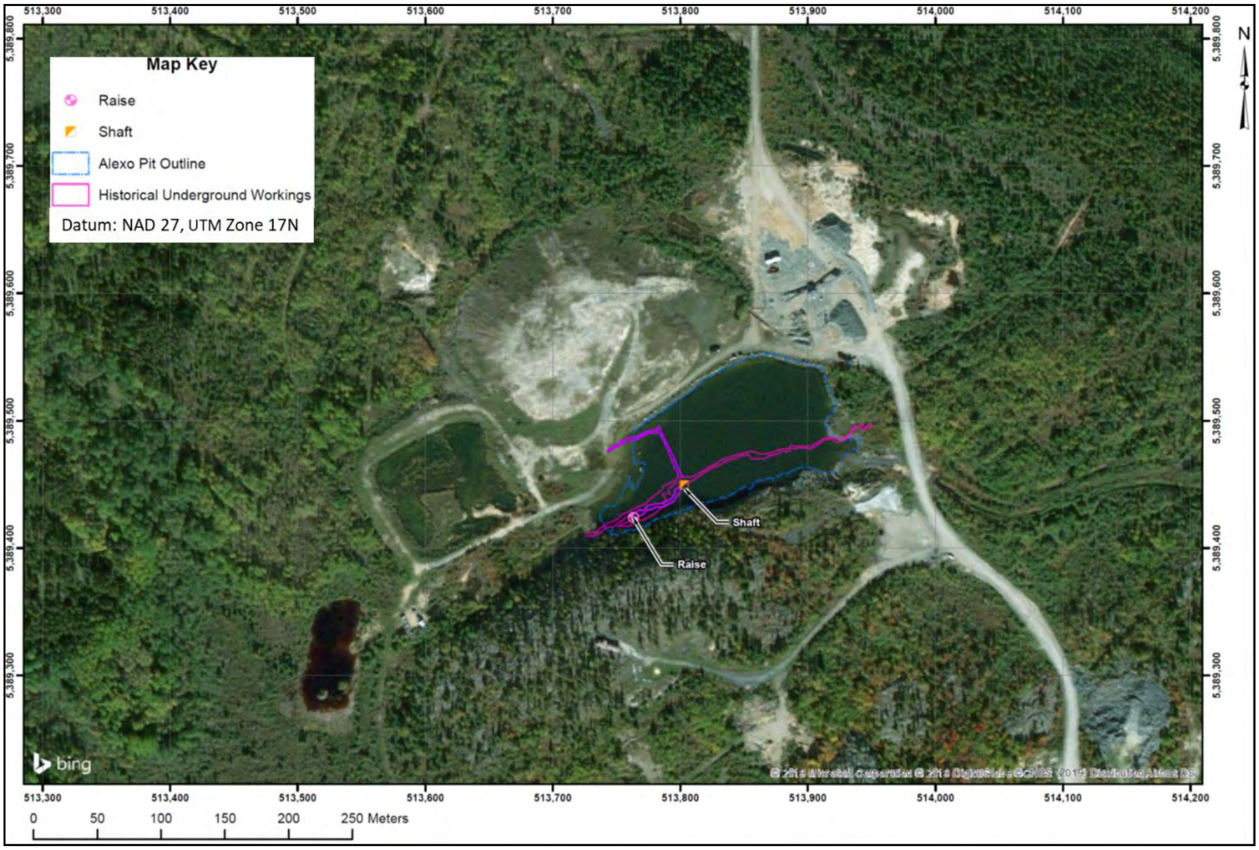


Figure 2: Location of historical mining infrastructure, Alexo

Mineral Tenure

The mineral tenure for the Alexo-Dundonald Project is depicted in Figure 3 and detailed in Table 1. The Project consists of:

- 29 patented claims:
  - One claim with surface rights only (SRO)
  - Nine claims with mining rights only (MRO)
  - 19 claims with both mining and surface rights (MSR).
- 40 leased claims:
  - Nine claims with MRO
  - 31 claims with both MSR
- 21 single cell mining claims.
- Five boundary cell mining claims.

C1N owns all the outstanding equity of Legendary, and Legendary continues to hold the option to earn a 100% interest in the mining claims, leases and properties comprising the Alexo-Dundonald Project, subject to tenure agreements and royalty agreements outlined in "*The Alexo-Dundonald Project - Property Description and Location - Tenure Agreements and Encumbrances*", below.

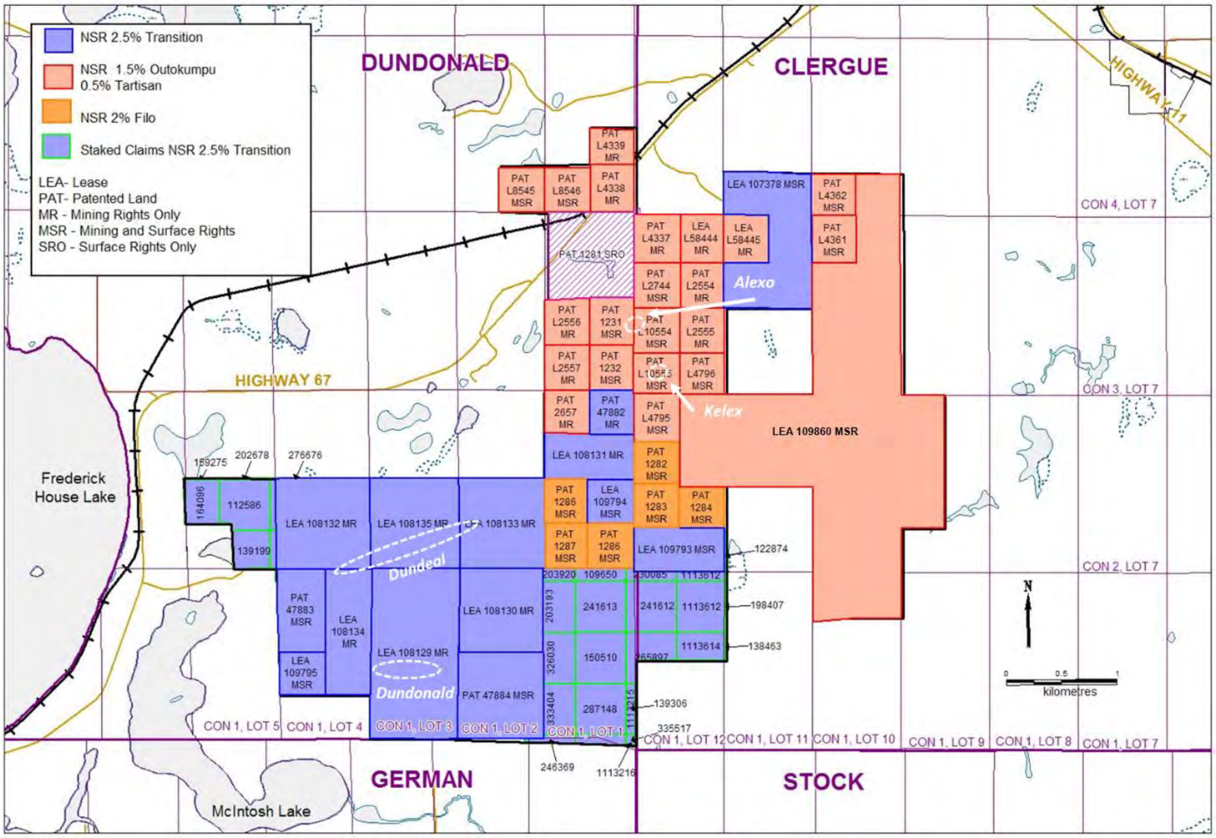


Figure 3: *Plan of mineral tenure and encumbrances, Alexo-Dundonald Project with main deposit locations*

Table 1: Alexo-Dundonald Project tenements

Tenure ID	Tenure type	Recorded holder	Area (ha)	Anniversary date	Amount of work required (C$)	Work credits (C$)	Claim lapse date	Status
335517	Boundary Cell Mining Claim	Legendary	0.99	3-May-21	$200	$0	3-May-21	Active
122874	Boundary Cell Mining Claim	Legendary	3.64	3-May-23	$200	$0	3-May-23	Active
138463	Boundary Cell Mining Claim	Legendary	10.93	3-May-23	$200	$0	3-May-23	Active
139306	Boundary Cell Mining Claim	Legendary	3.65	3-May-23	$200	$0	3-May-23	Active
198407	Boundary Cell Mining Claim	Legendary	19.83	3-May-23	$200	$0	3-May-23	Active
139307	Single Cell Mining Claim	Legendary	2.21	3-May-21	$200	$0	3-May-21	Active
246369	Single Cell Mining Claim	Legendary	0.77	3-May-21	$200	$0	3-May-21	Active
230085	Single Cell Mining Claim	Legendary	4.23	3-May-23	$200	$0	3-May-23	Active
287148	Single Cell Mining Claim	Legendary	21.33	3-May-23	$400	$0	3-May-23	Active
326030	Single Cell Mining Claim	Legendary	13.34	3-May-23	$200	$0	3-May-23	Active
333404	Single Cell Mining Claim	Legendary	13.30	3-May-23	$200	$0	3-May-23	Active
159275	Single Cell Mining Claim	Legendary	0.01	13-Sep-23	$200	$0	13-Sep-23	Active
164096	Single Cell Mining Claim	Legendary	12.00	13-Sep-23	$200	$0	13-Sep-23	Active
112586	Single Cell Mining Claim	Legendary	20.64	30-Oct-23	$200	$0	30-Oct-23	Active
139199	Single Cell Mining Claim	Legendary	12.09	30-Oct-23	$200	$0	30-Oct-23	Active
202678	Single Cell Mining Claim	Legendary	0.18	30-Oct-23	$200	$0	30-Oct-23	Active
202679	Single Cell Mining Claim	Legendary	2.17	30-Oct-23	$200	$0	30-Oct-23	Active
276676	Single Cell Mining Claim	Legendary	0.03	30-Oct-23	$200	$0	30-Oct-23	Active
313935	Single Cell Mining Claim	Legendary	1.77	30-Oct-23	$200	$0	30-Oct-23	Active
109650	Single Cell Mining Claim	Legendary	5.39	20-Nov-23	$200	$0	20-Nov-23	Active
150510	Single Cell Mining Claim	Legendary	21.33	20-Nov-23	$400	$0	20-Nov-23	Active
203193	Single Cell Mining Claim	Legendary	13.36	20-Nov-23	$200	$259	20-Nov-23	Active
203920	Single Cell Mining Claim	Legendary	3.41	20-Nov-23	$200	$0	20-Nov-23	Active
241612	Single Cell Mining Claim	Legendary	21.33	20-Nov-23	$400	$0	20-Nov-23	Active
241613	Single Cell Mining Claim	Legendary	21.33	20-Nov-23	$400	$0	20-Nov-23	Active
265897	Single Cell Mining Claim	Legendary	13.39	20-Nov-23	$200	$0	20-Nov-23	Active
L58444	Lease	Legendary	16.59	31-Oct-31	N/A	N/A	31-Oct-31	MRO
L58445	Lease	Legendary	16.24	31-Oct-31	N/A	N/A	31-Oct-31	MRO
LEA-108129	Lease	Legendary	123.43	30-Sep-28	N/A	N/A	30-Sep-28	MRO
LEA-108130	Lease	Legendary	55.04	30-Sep-28	N/A	N/A	30-Sep-28	MRO
LEA-108131	Lease	Legendary	32.38	30-Sep-28	N/A	N/A	30-Sep-28	MRO
LEA-108132	Lease	Legendary	68.39	30-Sep-28	N/A	N/A	30-Sep-28	MRO
LEA-108133	Lease	Legendary	60.70	30-Sep-28	N/A	N/A	30-Sep-28	MRO
LEA-108134	Lease	Legendary	48.80	30-Sep-28	N/A	N/A	30-Sep-28	MRO
LEA-108135	Lease	Legendary	64.76	30-Sep-28	N/A	N/A	30-Sep-28	MRO
L2554	Patent	Legendary	16.59	Yearly taxes due	N/A	N/A	Yearly taxes due	MRO

Tenure ID	Tenure type	Recorded holder	Area (ha)	Anniversary date	Amount of work required (C$)	Work credits (C$)	Claim lapse date	Status
L2555	Patent	Legendary	16.59	Yearly taxes due	N/A	N/A	Yearly taxes due	MRO
L4337	Patent	Legendary	16.59	Yearly taxes due	N/A	N/A	Yearly taxes due	MRO
L2556	Patent	Legendary	16.19	Yearly taxes due	N/A	N/A	Yearly taxes due	MRO
L2557	Patent	Legendary	16.19	Yearly taxes due	N/A	N/A	Yearly taxes due	MRO
L2657	Patent	Legendary	16.19	Yearly taxes due	N/A	N/A	Yearly taxes due	MRO
L4338	Patent	Legendary	16.19	Yearly taxes due	N/A	N/A	Yearly taxes due	MRO
L4339	Patent	Legendary	16.19	Yearly taxes due	N/A	N/A	Yearly taxes due	MRO
PAT-47882	Patent	Legendary	15.39	Yearly taxes due	N/A	N/A	Yearly taxes due	MRO
LEA-109860	Lease	Legendary	16.24	30-Apr-40	N/A	N/A	30-Apr-40	MSR
LEA-109794	Lease	Legendary	16.19	31-Oct-39	N/A	N/A	31-Oct-39	MSR
LEA-109793	Lease	Legendary	33.08	30-Sep-39	N/A	N/A	30-Sep-39	MSR
LEA-109795	Lease	Legendary	15.59	31-Oct-39	N/A	N/A	31-Oct-39	MSR
LEA-107378	Lease	Legendary	81.09	31-Jul-21	N/A	N/A	31-Jul-21	MSR
L2744	Patent	Legendary	16.59	Yearly taxes due	N/A	N/A	Yearly taxes due	MSR
L4361	Patent	Legendary	16.24	Yearly taxes due	N/A	N/A	Yearly taxes due	MSR
L4362	Patent	Legendary	14.27	Yearly taxes due	N/A	N/A	Yearly taxes due	MSR
L10554	Patent	Legendary	16.59	Yearly taxes due	N/A	N/A	Yearly taxes due	MSR
L10555	Patent	Legendary	16.59	Yearly taxes due	N/A	N/A	Yearly taxes due	MSR
L8545	Patent	Legendary	16.19	Yearly taxes due	N/A	N/A	Yearly taxes due	MSR
L8546	Patent	Legendary	16.19	Yearly taxes due	N/A	N/A	Yearly taxes due	MSR
1231 SEC	Patent	Legendary	16.19	Yearly taxes due	N/A	N/A	Yearly taxes due	MSR
1232 SEC	Patent	Legendary	16.19	Yearly taxes due	N/A	N/A	Yearly taxes due	MSR
L4795	Patent	Legendary	16.59	Yearly taxes due	N/A	N/A	Yearly taxes due	MSR
L4796	Patent	Legendary	16.54	Yearly taxes due	N/A	N/A	Yearly taxes due	MSR
Pcl1282	Patent	Legendary	16.54	Yearly taxes due	N/A	N/A	Yearly taxes due	MSR

Tenure ID	Tenure type	Recorded holder	Area (ha)	Anniversary date	Amount of work required (C$)	Work credits (C$)	Claim lapse date	Status
Pcl1283	Patent	Legendary	16.54	Yearly taxes due	N/A	N/A	Yearly taxes due	MSR
Pcl1284	Patent	Legendary	16.54	Yearly taxes due	N/A	N/A	Yearly taxes due	MSR
Pcl1285	Patent	Legendary	16.19	Yearly taxes due	N/A	N/A	Yearly taxes due	MSR
Pcl1286	Patent	Legendary	16.19	Yearly taxes due	N/A	N/A	Yearly taxes due	MSR
Pcl1287	Patent	Legendary	16.19	Yearly taxes due	N/A	N/A	Yearly taxes due	MSR
PAT-47883	Patent	Legendary	31.86	Yearly taxes due	N/A	N/A	Yearly taxes due	MSR
PAT-47884	Patent	Legendary	64.74	Yearly taxes due	N/A	N/A	Yearly taxes due	MSR
1282	Patent	Legendary	63.58	Yearly taxes due	N/A	N/A	Yearly taxes due	SRO

In Ontario, tenure to a staked claim is maintained by an expenditure of $400 of "assessment work" annually per 21.33 ha claim unit, and $200 per partial claim unit less than the full 21.33 ha unit, commencing in the second year after recording. Excess work credits can be "banked" and applied to subsequent annual work requirements. Staked claims can be converted to lease claims. In Ontario, leases are issued for periods of 21 years and are maintained by annual rents payable to the province (Crown). Leases are renewable for additional 21-year periods. Patented claims are held as fee simple titles and are subject to annual property taxes payable to the Municipality of Iroquois Falls.

Lease 107173 (which include both MSR covering former mining claims P236685, P236686, P236687, P236688, P236689, P236690, P236691, P236692, P236693, P236694, P236695, P236696, P236777, P236778, P236779, P236780, P236781, P236782, P236783, P236784, P236785, P236786, P236787, P236818, P236819, P236820, P236821) is currently in the process of being renewed with the Ontario Ministry of Energy, Northern Development and Mines (ENDM). The renewal application was submitted 10 April 2019. Once that process is completed, the lease will receive a new lease number and expiry date (normally 21 years). C1N management warrants that there is no reason to believe the lease will not be renewed and discussions with the ENDM have indicated that the renewal process is almost complete as of the report date.

C1N management warrants that all tax payments and rents are current with regard to patented and leased claims, and all staked claims are in good standing. C1N management also warrants that there are no current or pending challenges to ownership of the lands.

Tenure Agreements and Encumbrances

Figure 3 depicts the current and historical encumbrances on the tenements.

As announced on SEDAR on 28 August 2018, Vanicom paid C$150,000 in cash, issued 1,750,000 shares of its common stock worth C$350,000 and must incur C$750,000 in exploration expenditures over a 36-month period from the date of the agreement to acquire a 100% interest in the Alexo Project from Tartisan. In the event that the expenditure commitment is not met prior to the expiry date, then Tartisan will have the option to re-acquire the property for a purchase price of $1.00 within 30 days of the expiry date. In addition to this, Tartisan received a 0.50% net smelter return (NSR) royalty on any future production from the project, which can be purchased by Vanicom for C$1.0 million. Tartisan will also be entitled to receive a cash rebate from the financial assurance associated with the reclamation bond proceeds of up to approximately $230,000 through a formal application process with the ENDM. A condition precedent on the agreement was an additional 1.5% NSR payable on minerals produced from the Alexo Property, payable to the royalty holder pursuant to a prior agreement between third parties.

As part of the Alexo Property Acquisition Agreement, Vanicom purchased Legendary that holds the Alexo-Kelex tenements.

As also announced to SEDAR on August 28, 2018, Vanicom (through Legendary) paid $150,000, issued Vanicom Common Shares worth C$350,000 and must incur C$750,000 in exploration expenditures over a 36-month period from the date of the agreement to acquire a 100% interest in the Dundonald Property from Transition. In the event the expenditure commitment is not met prior to the expiry date, then Transition will have the option to re-acquire the property for a purchase price of $1.00 within 30 days of the expiry date. In addition to this, Transition has received a 2.50% NSR royalty on any future production from the project.

As announced on SEDAR on September 24, 2019, C1N completed the Transaction with Legendary, resulting in the reverse takeover of C1N by Legendary.

Status of Exploration Expenditures

As of June 30, 2020, the date of the Alexo-Dundonald Technical Report, the accumulated total exploration expenditures incurred since May 2019 on the Alexo-Dundonald Project were C$80,402.77 (Net of HST). These expenditures consisted of the following:

Item	**Amount ($)**
Drill core re-logging	2,400.00
Drill core re-sampling	1,800.00
Review of past geophysics data	4,875.00
Data interpretation	44,143.27
Geological modelling	27,184.50
Total	**80,402.77**

Environmental Liabilities

A certified closure plan has been approved by the ENDM pursuant to the Mining Act in connection with the Alexo Kelex property (see Figure 4, below) (the "**2011 Closure Plan**"). The Alexo Project Revised Production Closure Plan was prepared for Legendary and dated and approved by the ENDM on January 24, 2005 and amended and approved in March 2011.

As per correspondence dated October 21, 2019, the compliance section of the ENDM confirmed that it was satisfied the rehabilitation measures as per the 2011 Closure Plan have been satisfactorily completed or are satisfactorily in train to be completed. The compliance section supported the return of the difference between the total amount of financial assurance held by the ENDM and the amount required for the remaining closure works as indicated in a letter that was provided to the ENDM by Tartisan representatives by email dated October 17, 2019, namely:

1. Repairs to Revegetation of Waste Rock Pile at Alexo. Projected cost $7,000.
2. Increase the height of the Kelex Pit Berm. Projected cost $7,000.
3. Revegetate the Kelex waste rock pile. Projected cost $11,300.
4. Site water quality monitoring for an additional 3 years. Projected cost $15,100.
5. Sediment sample collection and analysis of the settling pond. Projected cost $900
6. Breach of the berm of the settling pond. Projected cost $3,600.
7. 10% Contingency of $6,230.

Apart from the ongoing water monitoring, Tartisan represented that the remaining remedial works outlined above would be completed by the end of 2019. C1N is now responsible for the remainder of the 2011 Closure Plan works. The remainder of the financial assurance (less the $68,530 held by the ENDM to cover the above works) was refunded to Tartisan.

C1N management warrants that there are no other environmental liabilities on the Alexo-Dundonald Project.

Required Exploration Permits

C1N does not currently hold any exploration plans or permits for exploration work proposed in this report. C1N warrants that it will acquire any and all government permits required to execute the proposed early exploration activities on the Project properties.

Ontario Mining Act regulations require exploration plans and permits, with graduated requirements for early exploration activities of low to moderate impact undertaken on mining claims, mining leases and licenses of occupation. Exploration plans and permits are not required on patented mining claims.

There are a number of exploration activities that do not require a plan or permit and may be conducted while waiting for a plan or permit is effective. These may include the following:

- Prospecting activities such as grab/hand sampling, geochemical/soil sampling, geological mapping
- Stripping/pitting/trenching below thresholds for permits
- Transient geophysical surveys such as radiometric, magnetic
- Other baseline data acquisition such as taking photos, measuring water quality, etc.

Exploration Plan

Those proposing to undertake minimal to low impact exploration plan activities (early exploration proponents) must submit an Exploration Plan. Early exploration activities requiring an Exploration Plan include:

- Geophysical activity requiring a power generator
- Line cutting, where the width of the line is 1.5 m or less
- Mechanized drilling for the purposes of obtaining rock or mineral samples, where the weight of the drill is 150 kg or less
- Mechanized surface stripping (overburden removal), where the total combined surface area stripped is less than 100 m^2 within a 200-m radius
- Pitting and trenching (of rock), where the total volume of rock is between 1 m^3 and 3 m^3 within a 200-m radius.

In order to undertake the above early exploration activities, an exploration plan must be submitted, and any surface rights owners must be notified. Aboriginal communities potentially affected by the exploration plan activities will be notified by the ENDM and have an opportunity to provide feedback before the proposed activities can be carried out.

Exploration Permit

Those proposing to undertake moderate impact exploration permit activities (early exploration proponents) must apply for an exploration permit. Early exploration activities that require an exploration permit include:

- Line cutting, where the width of the line is more than 1.5 m;
- Mechanized drilling, for the purpose of obtaining rock or mineral samples, where the weight of the drill is greater than 150 kg;
- Mechanized surface stripping (overburden removal), where the total combined surface area stripped is greater than 100 m^2 and up to advanced exploration thresholds, within a 200-m radius; and
- Pitting and trenching (rock), where the total volume of rock is greater than 3 m^3 and up to advanced exploration thresholds, within a 200-m radius.

The above activities will only be allowed to take place once the permit has been approved by the ENDM. Surface rights owners must be notified when applying for a permit. Aboriginal communities potentially affected by the exploration permit activities will be consulted and have an opportunity to provide comments and feedback before a decision is made on the permit.

First Nation Consultations

C1N warrants that it will consult with the appropriate First Nation and Metis communities as required per the Ontario Mining Act.

Exploration on Mining Rights Only Mining Claims

Under Ontario's Mining Act, surface rights owners must be notified prior to conducting exploration activities. Where there is a surface rights holder of land, a person who:

1. prospects, stakes or causes to be staked a mining claim;

2. formerly held a mining claim that has been cancelled, abandoned or forfeited;
3. is the holder of a mining claim and who performs assessment work; or
4. is the lessee or owner of mining lands and who carries on mining operations,

on such land, shall compensate the surface rights holder for damages sustained to the surface rights by such prospecting, staking, assessment work or operations.

Other Significant Factors and Risks

Environmental, permitting, legal, title, taxation, socio-economic, marketing, and political or other relevant issues could potentially materially affect access, title or the right or ability to perform the work recommended in this report on the Alexo-Dundonald Property. However, at the time of this report, the Qualified Person and CSA Global are unaware of any such potential issues affecting the Alexo-Dundonald Property.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Topography, Elevation and Vegetation

The area comprises recently glaciated terrain with stream, lake and swamp filled valleys separated by low-level ridges and platform topographic highs of either bedrock foundation or eskers. The Alexo-Dundonald Project has a subdued relief which is typically low lying and boggy. The area in general is poorly drained, a reflection of the low relief. Mean elevation in the area is on the order of 300 m above sea level. The Alexo-Dundonald Project area is underlain by sandy glacio-fluvial outwash material, which supports mature jack pine forest. Much of the Alexo-Dundonald Project area has been recently logged. Outcrop exposure overall averages less than 5% and is 0% over large areas.

Access to Property

The Alexo-Dundonald Property is located within 2 km of Highway 67, a paved road that connects Highway 101 to Highway 11. The Alexo-Dundonald Project area is accessed via gravel roads and cut trails. Hydro-lines are located less than 2 km north of the Alexo-Dundonald Project running parallel to Highway 67. In addition, a spur of the Ontario Northland Railway, which services the Kidd Creek metallurgical complex, passes 2 km north of the Alexo-Dundonald Project and joins the main line approximately 5 km to the east.

Climate

The Timmins area has a typical continental climate characterized by cold, dry winters and warm, dry summers. Average daily temperatures in the Timmins area vary from a low of -24°C in the winter to +24°C in the summer. Average annual precipitation is 581 mm of rain and 352 cm of snow. Most of the rainfall precipitation occurs between June and November.

Season specific mineral exploration may be conducted year-round. Swampy areas and lakes/ponds may be best accessed for drilling and ground geophysical surveys during the winter months when the ground and water surfaces are frozen. Mine operations in the region operate year-round with supporting infrastructure.

Local Resources and Infrastructure

The full range of equipment, supplies and services required for any mining development is available in Timmins that has a population of approximately 50,000 people. The general Timmins area also possesses a skilled mining workforce from which personnel could be sourced for any new mine development.

Regional powerlines extend northeast of Timmins in close proximity to the Alexo-Dundonald Project.

Abundant water resources are present in the lakes, rivers, creeks, and beaver ponds throughout the area. There is sufficient space on the Alexo-Dundonald Project to build a mine, mill and tailings facility and supporting infrastructure if required should a mineable mineral deposit be delineated.

History

Project Results – Previous Owners

Prior to C1N amalgamating the tenements under one ownership, the projects were previously divided (Figure 4) into the Dundonald Property and the Alexo-Kelex Property.

Previous exploration activity and results in the Project area (Table 2) have been extensively reviewed and documented by the NI 43-101 technical reports prepared by Montgomery (2004), Harron (2009) and Puritch *et al* (2010, 2012). The following is a synopsis of their reports. Significant drill intersections reported herein represent the latest rounds of drilling by the last companies to drill on the various target areas within the Project (Canadian Arrow at Alexo-Kelex in 2004–2005 and 2010–2011; First Nickel at Dundonald in 2004–2005; and Falconbridge at Dundeal in 1989) and are presented as an indication of nickel grade and continuity of mineralisation typical of the Project. Readers are referred to the reports listed above for more detailed summaries of previous historical drilling activity.

Figure 4: C1N's Alexo-Dundonald Project – previous tenure and location

Red – Alexo-Kelex tenements previously held first by Canadian Arrow (cf. Puritch et al., 2012), then Tartisan.
Purple – Dundonald Property previously held first by First Nickel Inc. (cf. Harron, 2009) then Transition.
Source: S&P Global Market Intelligence, 2019

Table 2: Previous exploration – Alexo-Dundonald Project

Year(s)	Company	Area	Description
1907	Alexo Kelso	Alexo	Discovery of nickel sulphide at surface.
1912–1919	Alexo Mining Company	Alexo	Mining to 38 m depth.
1943–1944	Harlin Nickel Mines Limited	Alexo	Mining of remnants, drilled 26 holes for 380 m drilling.
1952	Ontario Nickel Mines Limited	Alexo	"Exploration", type unknown presumed to be drilling.
1960	Falconbridge Limited	Dundonald South	Discovery of nickel sulphide at surface.
1952–1976	Noranda Mines Limited	Alexo	Drilling "numerous holes", magnetometer surveys.
1984 and 1988	Ontario Geological Survey	Abitibi Belt	Regional airborne EM surveys were flown of the project area.
1989	Falconbridge Limited	Dundeal	Discovery of nickel sulphide.
1960–2000	Falconbridge Limited	Dundonald South, Dundeal	Geological mapping, magnetic and HLEM surveys, as well as AEM, AMAG, and AVLF-EM surveys over the entire property. During the 40-year period Falconbridge drilled 168 holes totalling 40,515 m. Selective borehole and surface TDEM and mise-a-la masse surveys.
1991	Noranda Mines Limited	Alexo-Dundonald boundary	Drilled three holes. No significant intercepts
1996-1999	Outokumpo	Alexo-Kelex	Exploration work completed on the property in the period from November to February 1999 included: line cutting (79.02 km); ground magnetometer, HLEM, pulse EM, and mise a la masse geophysical surveys; downhole pulse EM surveys; geological mapping; whole rock analysis; enzyme leach and mobile metal ion soil geochemical survey; and 10,859 m of diamond drilling in 49 holes. Discovery of Kelex deposit.
2000–2001	Hucamp Mines Ltd	Dundonald Alexo-Kelex	Drilling 42 holes, stripping and sampling of surface showings. Downhole pulse EM surveys on 10 holes drilled. Downhole mise a la masse.
2004–2005	First Nickel Inc.	Dundonald	Diamond drilling program (179 holes totalling 30,452.5 m), borehole geophysics, geological mapping, ground geophysical surveys, minor surface mechanical stripping and environmental work.
2004–2005	Canadian Arrow	Alexo-Kelex	Mining, diamond drilling (132 holes totalling 12,710.2 m), line cutting, high-resolution magnetometer surveys, PEM-SQUID survey.
2010–2011	Canadian Arrow	Alexo-Kelex	Drilling 17 holes.

The Alexo-Dundonald Project contains the Alexo, Kelex, Dundonald South and Dundeal nickel deposits. Majority of exploration in the past 30 years has consisted of shallow drilling (most drillholes penetrating less than 100 m vertical depth below surface) on tight-spaced (15 m) drill sections on the known near-surface mineralised deposits (Alexo, Kelex, Dundondald South and Dundeal), with the aim of gaining information to estimate shallow-depth resources for these deposits. There has been only limited regional geophysics, and very little drilling, outside the immediate environment of the known deposits. No work has been carried out on the Project since the work documented by Harron (2009) on the Dundonald Property deposits, and the work documented by Puritch *et al* (2012) on the Alexo-Kelex Property deposits.

Alexo-Kelex

Alexo-Kelso discovered what became the Alexo Mine in 1907.

The Alexo deposit has been mined during three periods (Puritch *et al.,* 2010; 2012):

- 1913–1919: Surface and underground mining for production of 51,857 tons at 4.4% Ni, 0.6% Cu between surface and 38 m depth.
- 1943–1944: Mining of remnants and pillars from previous 1913–1919 mine workings; exact production figures are unknown.
- 2004–2005: Open pit mining of 26,224 tonnes at 1.97% Ni, 0.20% Cu from Alexo and 3,900 tonnes at 1.68% Ni and 0.18% Cu from Kelex.

In 1952, the property was purchased from Alexo Mining by Noranda Mines Limited (Noranda). Noranda drilled numerous diamond drillholes and completed a ground magnetometer survey in 1976; however, the results were unavailable.

The Ontario Geological Survey (OGS) completed airborne EM and total field magnetic surveys in 1984 and 1988 (OGS, 1984; 1988) over the general project area. The airborne surveys identified several magnetic anomalies associated with komatiitic sequences and a magnetic anomaly identified as the Dundonald Sill. Several EM conductors, parallel to the stratigraphy, were also identified by the survey.

Outokumpu optioned the Alexo property in 1996. Exploration work completed on the project during the period from 1996 to 1999 included: line cutting (79.02 km); ground magnetometer, horizontal loop EM, pulse EM, and mise a la masse geophysical surveys; downhole pulse EM surveys; geological mapping; whole rock analysis; enzyme leach and mobile metal ion soil geochemical surveys; and 10,859 m of diamond drilling in 49 holes.

Hucamp Mines Ltd (Hucamp) completed 2,802 m in 29 diamond drillholes on the project in 2001 and assayed 348 core samples for nickel, copper, cobalt, platinum, palladium and gold. Holes were drilled on the old Alexo Mine horizon (21 drillholes), on the Kelex deposit (seven drillholes) and one hole was drilled to test an EM anomaly. Hucamp also stripped approximately 5,000 m^2 of overburden along the eastern and western extensions of the Alexo Mine horizon and succeeded in exposing massive sulphide material. The stripped area was mapped and channel sampled at regular intervals. Hucamp also completed 1,321 m of downhole pulse EM surveys on 10 holes drilled at the Alexo Mine and Kelex deposit.

Canadian Arrow completed 40 km of line cutting and a high-resolution magnetometer survey in 2004 on a 50 m line interval on the prospective komatiitic flows on the project.

Crone Geophysics & Exploration Ltd, of Mississauga, Ontario was contracted to complete a surface PEM-SQUID survey in 2004. Six transmitter loops were completed over the project at variable currents between 16 Amps and 20 Amps and time base intervals between 50 ms and 150 ms. Results from the PEM-SQUID survey indicated a conductor with similar characteristics to the known Kelex deposit extending along strike and approximately 200 m east of the nearest known lens of the Kelex massive sulphide. The anomalies were interpreted to represent an eastern extension of the known sulphide mineralization as defined in 2004.

Previous Canadian Arrow diamond drilling locations are depicted in Figure 5 to Figure 7, below, with significant nickel intersections tabulated in Table 3.

A total of 12,710.2 m of drilling in 132 diamond drillholes was completed in 2004–2005 on the Alexo property by Canadian Arrow, including drilling on both the Alexo (2,581.4 m of drilling in 27 holes; see Figure 5, below) and Kelex (8,749.8 m of drilling in 93 holes; see Figure 6, below) deposits.

Drilling was designed to define potentially minable mineralization at 15 m sections in the upper 100 m of the depth extent of the surface deposits. The drill program also tested:

- The down-plunge extension of the Alexo deposit around a known drill intersection from Hucamp drillhole HUX-4-01, which intersected a 1.3 m core length grading 1.7% Ni approximately 125 m to the east of the previously drilled massive nickel sulphide mineralization. Nickel-bearing massive sulphides were successfully intercepted around the HUX-04-01 intersection.
- The eastern extent of the Alexo deposit below the 40 m level. Drilling intersected massive and net-texture sulphide mineralization extending an additional 45 m to the east of the previously defined sulphide mineralization. LAX-13-04, located approximately 45 m to the west of drilling completed in 2001, intersected 4.5 m of 2.2% Ni including 1.3 m of 4.7% Ni. LAX-05-04, located approximately 30 m to the east, intersected 4.9 m of 2.3% Ni including 0.9 m of 6.5% Ni. Hole LAX-26-04 intersected 0.6 m of 3.8% Ni approximately 125 m east of the Alexo open pit at a vertical depth of 100 m. Similarly, drillhole LAX-24-04 intersected 0.2 m of 2.1% Ni approximately 40 m above LAX-26-04. Reported intersections are downhole core lengths, the true thicknesses (widths) of mineralization are unknown.

A total of 8,749.8 m of drilling in 93 diamond drillholes was completed on the Kelex deposit by Canadian Arrow in 2004, to define the extent of the nickel sulphide mineralization identified in the near-surface holes drilled by previous operators (Figure 6). The Canadian Arrow drill program was designed to test off-hole and surface EM anomalies associated with the Kelex deposit. Drilling was also completed on a nominal 15 m section spacing and 30 m down dip spacing in order to define mineralization for potential production.

Drilling at the Kelex deposit outlined a nickel sulphide lens to a depth of 125 m from surface. Holes LOX-01-04, LOX-03-04 and LOX-08-04 were drilled in order to expand the known nickel sulphide mineralization on the Kelex west lens around a 1997 Outokumpu diamond drillhole, ALX-24-97 that intersected 2.0 m of 6.4% Ni. The drilling intersected near surface high-grade massive sulphides with associated disseminated sulphides.

Holes LOX-12-04, LOX-13-04, LOX-14-04 and LOX-15-04 were targeted on an untested previously identified EM anomaly. All four holes intersected massive sulphide mineralization at the basal contact of the host komatiitic peridotite and the footwall andesites.

Holes drilled on the central west lens of the Kelex deposit (Figure 6) include: LOX-22-04 intersected 12.7 m of 1.1% Ni which includes a high-grade intersection of 3.0 m of 3.1% Ni; LOX-18-04 intersected 4.1 m of 3.7% Ni; and LOX-17-04 intersected 2.1 m of 3.4% Ni.

Five holes (LOX-32-04, LOX-35-04, LOX-64-04, LOX-66-04 and LOX-69-04) were systematically drilled on the central lens at the Kelex deposit around Outokumpu drillhole ALX-09-97 that intersected two zones of massive sulphide that graded 3.1% Ni over 2.6 m and 3.1% Ni over 1.9 m.

High-grade nickel sulphide mineralization was intersected at the newly discovered west lens of the Kelex deposit. Drilling in late 2004 focused on the upper 100 m of the deposit to define the extent of the near surface nickel sulphide mineralization.

A total of 1,379 m of drilling in 12 drillholes was completed on the Kelex deposit by Canadian Arrow in 2005 (Figure 6). The program was principally designed to follow up on the results of the PEM-SQUID geophysical survey completed in January 2005 and confirmed the existence of nickel sulphide mineralization at the Kelex 1700 East zone.

In 2010 to 2011, Canadian Arrow completed a 17-drillhole program totalling 2,802 m of drilling on the Kelex deposit (Figure 7). The purpose of the drill program was to identify and extend mineralisation outwards from the existing drill defined areas. Several deeper holes were advanced to test for mineralization at depth, below the then drill limit of 100 m vertical depth. Mineralization was found up to approximately 250 m vertical depth in boreholes 2011-11 through 2011-15.

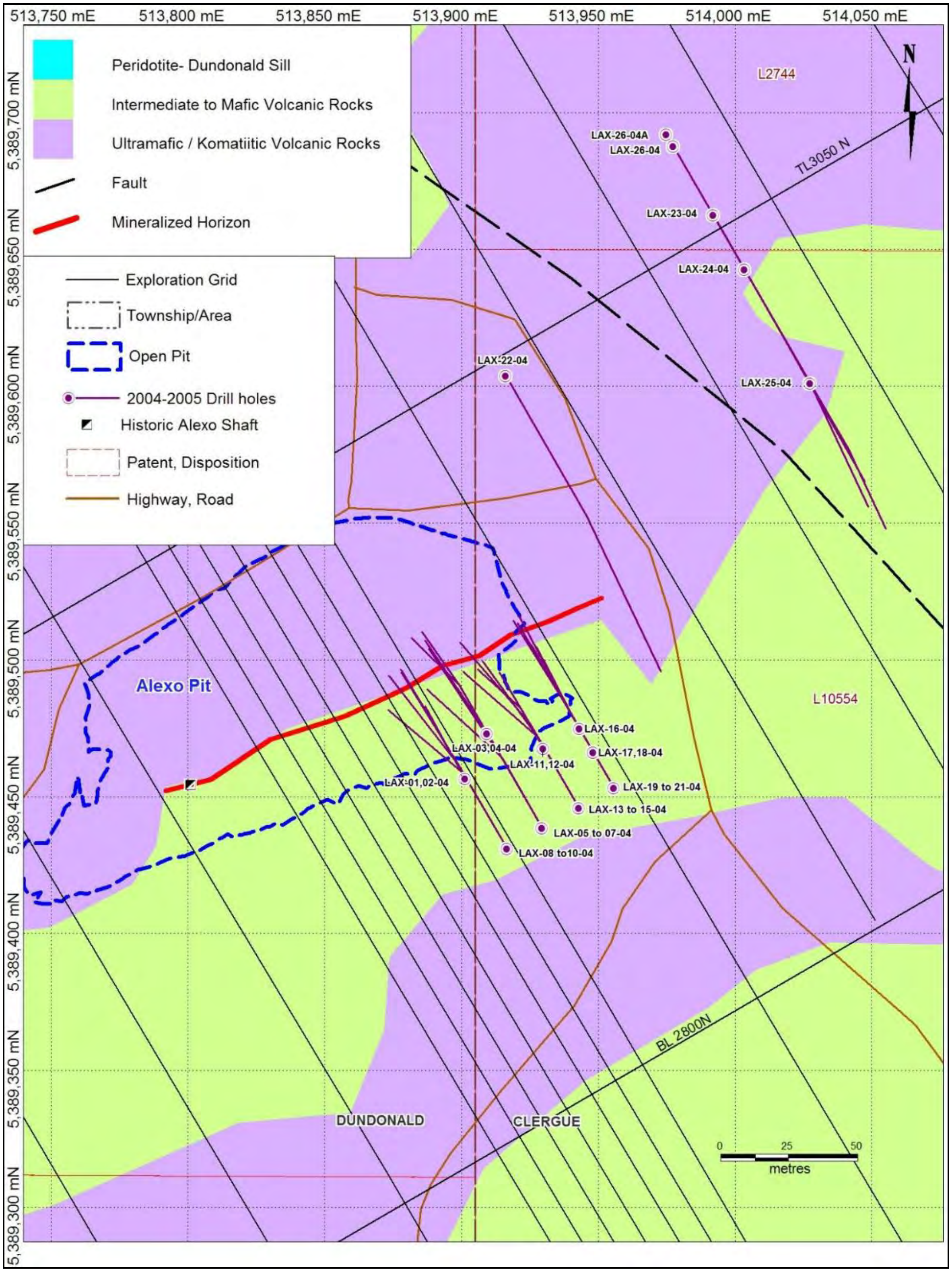


Figure 5: Location of the 2004–2005 Canadian Arrow drillholes on the Alexo deposit
Source: Puritch et al., 2012

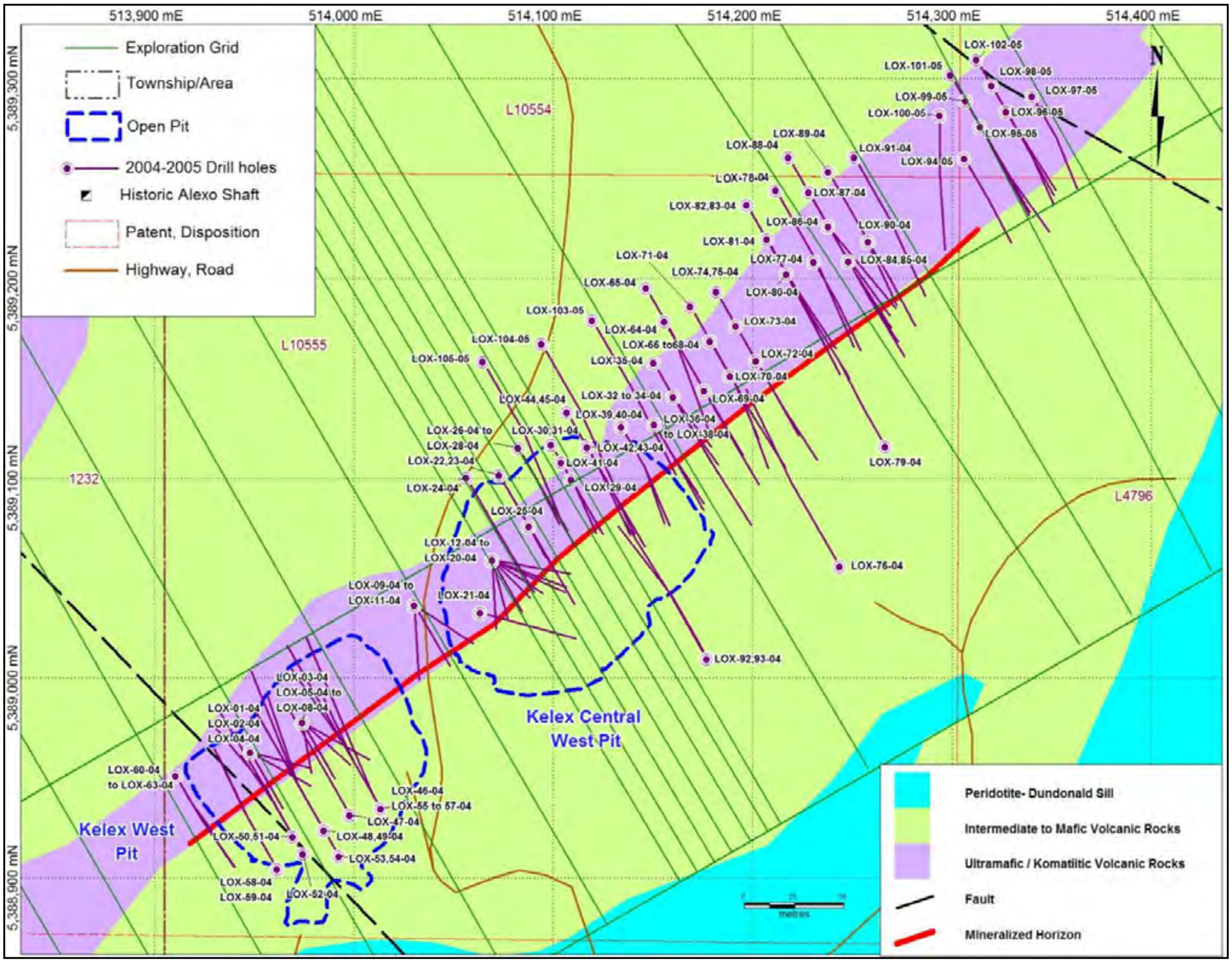


Figure 6: Location of the 2004–2005 Canadian Arrow drillholes on the Kelex deposit

Source: Puritch et al., 2012

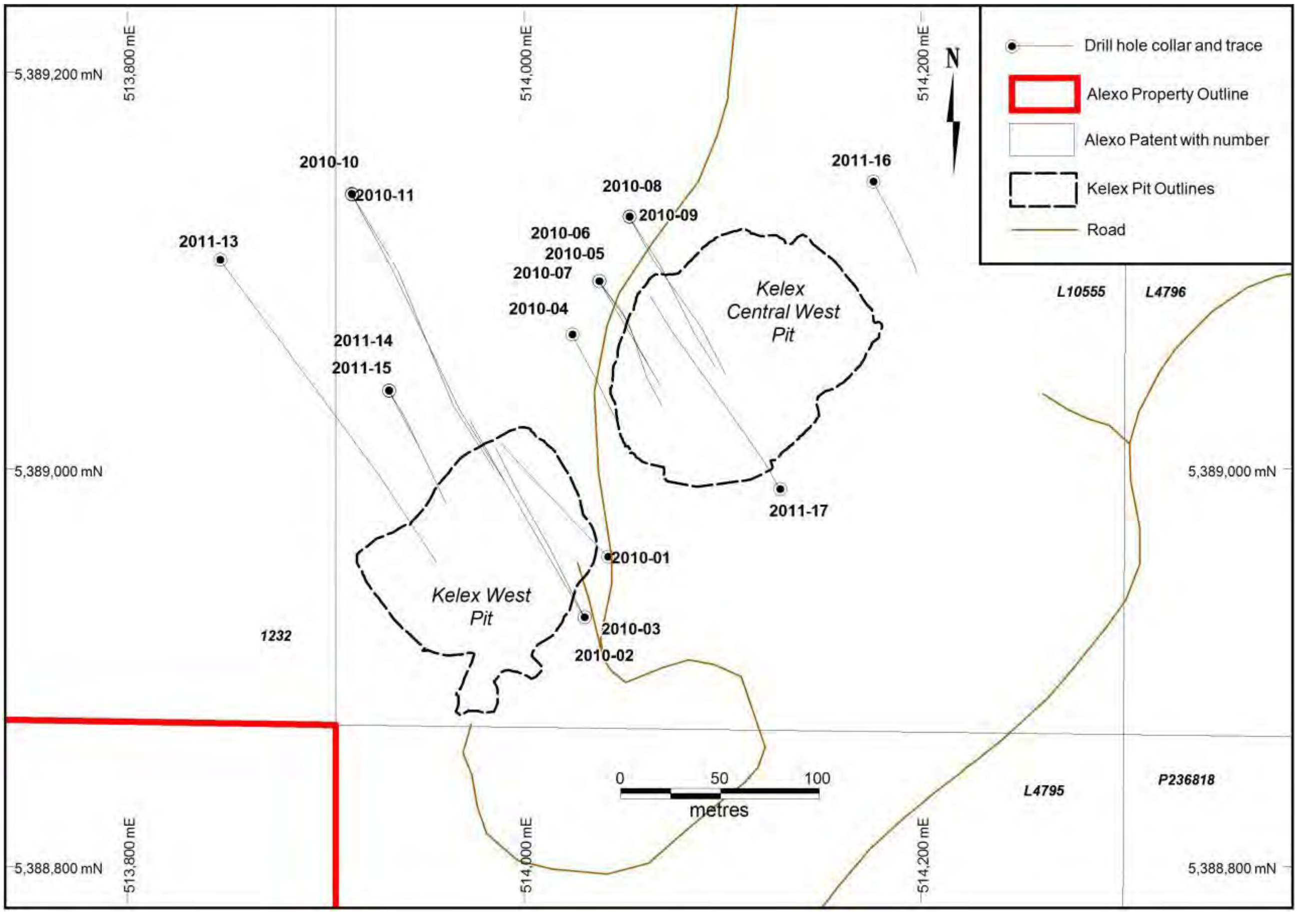


Figure 7: Location of the 2010–2011 Canadian Arrow drillholes on the Kelex deposit

Source: Puritch et al., 2012

Table 3: Significant nickel intersections from previous Canadian Arrow drilling – Alexo-Dundonald Project

Hole ID	Year drilled	From (m)	To (m)	Downhole width (m)	Ni (%)	Zone
LAX-01-04	2004	40.4	42.8	2.4	1.70	Alexo Main
LAX-05-04	2004	64.6	69.5	4.9	2.30	Alexo Main
Including		64.6	65.5	0.9	6.50	
LAX-08-04	2004	75.9	77.5	1.6	1.00	Alexo Main
LAX-09-04	2004	82.9	84.7	1.8	1.70	Alexo Main
LAX-13-04	2004	62.2	66.7	4.5	2.20	Alexo Main
Including	2004	62.8	64.1	1.3	4.70	
LAX-24-04	2004	72.6	72.8	0.2	2.13	Alexo East
LAX-26-04	2004	130.5	131.0	0.5	3.79	Alexo East
LOX-01-04	2004	34.0	35.9	1.9	4.10	Kelex West
LOX-03-04	2004	31.2	32.2	1.0	2.74	Kelex West
LOX-08-04	2004	38.7	40.6	1.9	2.79	Kelex West
Including		39.9	40.6	0.7	7.80	
LOX-47-04	2004	58.9	80.0	21.1	1.30	Kelex West
Including		58.9	61.9	3.0	5.67	
LOX-48-04	2004	72.3	83.2	10.9	0.50	Kelex West
LOX-49-04	2004	74.2	92.4	18.2	1.40	Kelex West
Including		74.2	78.9	4.7	3.60	

Hole ID	Year drilled	From (m)	To (m)	Downhole width (m)	Ni (%)	Zone
LOX-52-04	2004	82.9	87.9	5.0	1.00	Kelex West
Including		82.9	83.5	0.6	5.30	
LOX-53-04	2004	125.7	144.0	18.3	0.80	Kelex West
Including		127.0	135.5	8.5	1.10	
LOX-56-04	2004	133.3	158.0	24.7	0.90	Kelex West
Including		135.3	138.5	3.2	1.20	
And		149.6	157.1	7.5	1.10	
LOX-56-04	2004	164.4	165.5	1.1	1.10	Kelex West
2010-01	2010	78.0	91.0	13.0	0.55	Kelex West
Including		79.3	81.0	1.7	1.34	
2010-02	2010	95.0	119.5	24.5	2.79	Kelex West
Including		97.3	102.0	4.7	1.22	
2010-03	2010	134.3	151.0	32.3	0.45	Kelex West
Including		137.0	141.0	4.0	0.63	
2010-10	2010	218.0	221.0	3.0	0.48	Kelex West
2010-11	2010	249.0	252.7	3.7	1.37	Kelex West
Including		249.0	249.3	0.3	2.51	
And		252.1	252.7	0.6	5.89	
2010-12	2010	247.2	256.0	1.3	0.48	Kelex West
2011-13	2011	225.0	228.0	3.0	0.61	Kelex West
2011-15	2011	155.3	182.2	26.9	1.91	Kelex West
LOX-12-04	2004	28.6	29.8	1.2	2.56	Kelex Central West
LOX-13-04	2004	32.2	33.0	0.8	3.59	Kelex Central West
LOX-14-04	2004	31.9	41.5	9.6	2.38	Kelex Central West
Including		38.0	41.5	3.5	5.35	
Including		39.5	40.5	1.0	7.97	
LOX-15-04	2004	44.4	45.5	1.1	2.47	Kelex Central West
LOX-16-04	2004	47.2	48.9	1.7	1.90	Kelex Central West
LOX-17-04	2004	41.2	46.2	5.0	2.00	Kelex Central West
Including		44.1	46.2	2.1	3.40	
LOX-18-04	2004	33.6	37.7	4.1	3.70	Kelex Central West
Including		34.6	37.7	3.1	4.50	
LOX-19-04	2004	31.1	32.8	1.7	3.30	Kelex Central West
LOX-22-04	2004	56.4	69.1	12.7	1.10	Kelex Central West
Including		66.1	69.1	3.0	3.10	
LOX-23-04	2004	62.0	65.0	3.0	0.66	Kelex Central West
And		69.8	72.1	2.3	1.70	
LOX-24-04	2004	77.4	81.4	4.0	1.00	Kelex Central West
LOX-25-04	2004	32.4	33.8	1.4	4.30	Kelex Central West
LOX-26-04	2004	63.1	65.0	1.9	1.60	Kelex Central West
LOX-27-04	2004	65.0	66.3	1.3	1.80	Kelex Central West
LOX-30-04	2004	50.6	51.0	0.4	3.20	Kelex Central West
LOX-31-04	2004	103.5	109.7	6.2	1.10	Kelex Central West
Including		108.5	109.7	1.2	3.00	
2010-04	2010	68.3	70.1	1.8	0.62	Kelex Central West
2010-05	2010	85.9	86.3	0.4	2.21	Kelex Central West
2010-07	2010	80.3	81.5	1.2	0.61	Kelex Central West
Including		81.3	81.5	0.2	2.50	
2010-08	2010	101.9	103.2	1.3	1.81	Kelex Central West

Hole ID	Year drilled	From (m)	To (m)	Downhole width (m)	Ni (%)	Zone
LOX-32-04	2004	65.6	66.7	1.1	2.30	Kelex Central
LOX-34-04	2004	81.2	84.4	3.2	1.18	Kelex Central
LOX-35-04	2004	101.8	102.8	1.0	6.70	Kelex Central
LOX-64-04 Including	2004	101.5 104.3	105.7 105.7	4.2 1.4	2.00 4.90	Kelex Central
LOX-66-04	2004	76.8	77.7	0.9	2.60	Kelex Central
LOX-69-04	2004	55.2	57.8	2.6	3.90	Kelex Central
LOX-74-04	2004	89.0	89.4	0.4	1.40	Kelex Central
LOX-103-05 Including	2005	114.9 117.2	117.8 117.8	2.9 0.6	1.63 5.20	Kelex Central
2011-16 Including	2011	56.4 59.0	61.3 61.3	4.9 2.3	2.13 3.75	Kelex Central
LOX-38-04	2004	88.2	90.3	2.1	1.40	Kelex Central East
LOX-41-04	2004	61.6	62.3	0.7	1.70	Kelex East
LOX-46-04	2004	88.2	90.5	2.3	0.70	Kelex East
LOX-54-04	2004	146.0	147.5	1.5	1.30	Kelex East
LOX-77-04	2004	82.4	84.5	2.2	4.90	Kelex East
LOX-85-04	2004	72.1	75.1	3.0	0.56	Kelex East
LOX-95-05 Including	2005	63.0 70.3	70.8 70.8	7.8 0.5	0.63 2.46	Kelex East 1700
LOX-96-05 Including	2005	60.4 62.0	64.2 63.2	3.8 1.2	0.98 2.74	Kelex East 1700
LOX-99-05	2005	86.0	90.8	4.8	0.60	Kelex East 1700

Note: Downhole core length does not equate to true thickness (width) which is unknown but will be less than or equal to downhole core length.

Dundonald-Dundeal

Falconbridge Limited (now Glencore Nickel) ("**Falconbridge**"), explored for nickel and base metals on and in the vicinity of the Dundonald Property intermittently following the discovery of nickel mineralization in what is now termed the Dundonald South area in 1960. The Dundeal nickel zone, in the northern portion of the Dundonald Property, was discovered by testing an HLEM anomaly in 1989. The small but very high grade Dundonald Beach lens was also discovered at this time in the Dundonald South area. The Terminus base metals zone was discovered in 1990 during drilling at the Dundeal nickel zone. In 1991, Falconbridge prospecting discovered a platinum group element (PGE) occurrence in the Dundonald Sill, which was named "Casey's Showing".

The Falconbridge exploration work consisted of geological mapping, magnetic and HLEM surveys, as well as AEM, AMAG, and AVLF-EM surveys over the entire property. During the 40-year period from 1960 to 2000, Falconbridge drilled 168 holes totalling 40,515 m. Selective borehole and surface TDEM and Mise-a-la Masse surveys were conducted by Quantec Geoscience mainly focused on the Dundeal and Terminus zones. A more complete history of the Falconbridge work is summarized by Montgomery (2004).

In 2000, Falconbridge optioned the property to Hucamp. Four areas were stripped of overburden by Hucamp during 2000. These areas included the eastern extension of the Dundonald Beach high-grade nickel lens; the "Casey's PGE Showing" area; the Dundeal nickel zone, and the Hucamp discovered "Mighty" PGE Showing area. All areas were mapped and channel sampled. Three trenches were blasted into the Dundonald Beach showing exposing fresh, high grade nickel-copper-PGE sulphide mineralization. A selected Hucamp grab sample of the mineralization from the blasted trench returned 34.82% Ni, 0.30% Co, 3.7 g/t Pt, 5.8 g/t Pd, 0.90 g/t Au, 0.44 g/t Os, 0.47 g/t Ir, 0.84 g/t Rh and 2.4 g/t Ru.

Hucamp completed a total of 13 diamond drillholes representing 2,043 m of drilling on the Dundonald Property in 2001. Two of these holes were drilled to test the potential extension of the Kelex nickel-copper zone onto the Dundonald Property from the adjoining Alexo Property; four were drilled to test a potential western extension of the Dundonald South zone; four were drilled on the Dundonald South zone itself and three were drilled on the Dundonald Sill. All four holes at Dundonald South contained nickel values of potential interest; the best result being 3.26% Ni over a downhole core length of 7.65 m from HUF01-10. In 2001, the Dundonald Property reverted to Falconbridge ownership.

First Nickel Inc. ("**FNI**") entered into an agreement with Falconbridge in 2004 for the Dundonald Property. FNI conducted surface exploration work on the property during 2004 to 2005. The exploration work consisted of a major diamond drilling program (178 holes totalling 30,452.5 m), borehole geophysics, geological mapping, ground geophysical surveys, minor surface mechanical stripping and environmental work.

Significant nickel intersections from the 2004–2005 FNI diamond drilling are tabulated in Table 4.

Table 4: Significant nickel intersections from 2004–2005 FNI drilling – Alexo-Dundonald Project

Hole ID	Year drilled	From (m)	To (m)	Downhole width (m)	Ni (%)	Zone
D04-4	2004	72.6	74.0	1.4	4.66	A
Including		73.5	74.0	0.5	10.95	
D04-7	2004	172.5	176.8	4.3	4.42	A
Including		172.6	174.6	2.0	6.83	
D04-17	2004	201.8	203.5	1.7	11.84	A
Including		203.0	203.5	0.5	17.14	
D04-29	2004	215.0	230.2	15.2	5.26	A
Including		219.0	220.7	1.7	14.46	
And		224.7	226.8	2.1	11.04	
D04-30	2004	221.5	224.0	2.6	5.20	A
Including		222.3	224.0	1.8	6.66	
D04-31	2004	285.3	287.0	1.7	3.87	A
D04-33	2004	249.7	250.9	1.3	3.30	A
D04-38	2004	274.1	275.5	1.4	3.62	A
D05-39	2005	249.1	250.4	1.3	6.17	A
D05-47	2005	62.0	64.0	2.0	2.48	A
D05-49	2005	111.8	114.5	2.7	2.42	A
D04-14	2004	136.5	138.0	1.5	3.77	B
Including		136.5	136.8	0.3	14.78	
D04-16	2004	98.7	101.3	2.6	2.24	D
D04-18	2004	49.0	51.0	2.0	2.49	E
Including		49.0	49.7	0.7	5.68	
S04-9	2004	222.5	224.5	2.0	2.84	E

Hole ID	Year drilled	From (m)	To (m)	Downhole width (m)	Ni (%)	Zone
S05-30	2005	221.5	224.0	2.5	2.40	E
S05-70	2005	269.7	271.0	1.3	1.30	E
S05-76	2005	234.8	236.2	1.4	2.64	E
S05-77	2005	233.4	234.8	1.4	3.65	E
S04-8	2004	146.5	149.5	3.0	2.25	F
S04-17	2004	155.8	157.9	2.1	5.22	F
S04-21	2004	170.5	172.6	2.1	3.67	F
Including		171.4	172.6	1.2	5.77	
S05-30	2005	195.5	197.1	1.6	8.46	F
S05-31	2005	193.5	194.7	1.2	4.10	F
S05-41	2005	114.0	115.7	1.7	4.17	F
S05-48	2005	136.0	137.5	1.5	6.03	F
S05-72	2005	188.0	192.0	4.0	2.37	F
S04-10	2004	92.1	94.0	2.0	3.11	G
S05-28	2005	118.0	120.0	2.0	2.69	G
S05-30	2005	123.5	126.5	3.0	11.19	G
Including		125.2	126.5	1.3	23.74	
S05-37	2005	82.0	83.2	1.2	5.30	G
S05-40	2005	85.9	90.8	4.9	5.99	G
Including		85.9	87.2	1.3	11.79	
S05-45	2005	74.8	75.8	1.0	13.10	G
S05-60	2005	78.0	79.7	1.7	4.67	G
S05-68	2005	56.0	56.8	0.8	9.91	G
S05-73	2005	162.9	164.0	1.1	18.71	G
S05-75	2005	149.0	152.6	3.6	5.91	G
Including		151.5	152.3	0.8	20.90	
S05-78	2005	149.5	152.0	2.5	2.52	G
S05-79	2005	156.0	161.7	5.7	7.63	G
Including		160.9	161.7	0.8	25.60	
S05-86	2005	101.7	103.6	2.0	3.81	G
S05-89	2005	127.0	130.1	3.2	2.10	G
S05-91	2005	129.0	132.1	3.1	5.29	G
Including		129.9	132.1	2.3	6.66	
S05-98	2005	167.6	169.4	1.8	4.37	G
S05-104	2005	173.2	175.1	1.9	2.98	G

Note. Downhole core length does not equate to true thickness (width) which is unknown but will be less than or equal to downhole core length.

A total of 3,397 m of diamond drilling (13 holes) was completed in the Dundeal/Terminus area in 2004–2005 by FNI. Four holes (FNT05-04 to FNT-05-07) were drilled above the steep westward, up-plunge projection of the Dundeal zone in an old Falconbridge hole DUN25-05 (2.58% Ni over 2 m). Further to the west, four holes FNT05-08 to FNT-05-11 were drilled above DUN25-16 (4.43% Ni over 0.35 m). Borehole pulse EM surveying was conducted on all eight drillholes (1,200 m). The Dundeal zone horizon returned weak responses in the holes. Moderate off-hole or in-hole conductors were detected in the footwall andesite volcanics. These were the result of concentrations of pyrrhotite stringers/patches. Weak pyrrhotite-pentlandite mineralization was encountered in each hole at the target basal komatiite horizon. The most significant nickel intercept returned from the near surface Dundeal zone in these holes was 1.86% Ni over 2.2 m in hole

FNT05-08. The other holes returned low nickel values. Reported intersections are downhole core lengths, the true thicknesses (widths) of mineralization are unknown.

Two holes (FNT05-12 and FNT05-13) were drilled to test a deeper portion of the Dundeal zone. FNT05-12 was drilled 150 m west and 70 m above hole DUN25-04 (2.41% Ni over 4.25 m). It returned 1.11% Ni over 9.5 m (~5.8 m true width) which included 1.80% Ni over 3 m (~1.9 m true width) from the Dundeal zone at a vertical depth of 300 m. This nickel intercept led to a second hole (FNT05-13) being drilled 45 m west of hole FNT05-12. Hole FNT05-13 intersected the Dundeal zone returning 1.34% Ni over 12.0 m (~7.6 m true width) including 1.61% over 8.0 m (~5.0 m true width). The FNT05-13 intersection is 210 m west and 70 m above Falconbridge hole DUN25-04 (2.41% Ni over 4.25 m). The two FNI intersections indicate that the Dundeal nickel system is open to the west. Unless otherwise noted, reported intersections are downhole core lengths, the true thicknesses (widths) of mineralization are unknown.

Terminus Zinc-Copper Zone

The Terminus base metals zone was discovered by Falconbridge in 1990 while attempting to drill some deeper holes on the Dundeal nickel zone. One hole (FNT04-1) of the FNI 2004–2005 diamond drilling program intersected the Terminus zone target horizon at a vertical depth of 600 m. This was approximately 175 m below previous Falconbridge hole DUN25-20 which returned a 10.1 m core length of 1.37% Cu, 7.53% Zn, 0.13% Co, 1.1 g/t Au, and 2.9 g/t Ag. The zone consisted of a pyrite-pyrrhotite stringer network and local massive veins over a core length of 18.2 m hosted by silicified komatiitic basalt. No significant gold, zinc, copper or nickel values were returned from the horizon intersected. True thicknesses (widths) of mineralization are unknown.

Historical Mineral Resource Estimates

The estimates noted in this section are "historical" in nature and a Qualified Person has not done the work necessary to verify the historical estimates as current estimates under NI 43-101. As such they should not be relied upon. The authors, CSA Global and C1N are not treating the historical estimates as current Mineral Resources or Mineral Reserves and they are instead presented for informational purposes only. The historical resource estimates for Alexo-Kelex are superseded by the 2019 mineral resource estimate ("**MRE**") presented in "*The Alexo-Dundonald Project - Mineral Resource Estimates*", below.

Puritch *et al* (2010) prepared an MRE for the Alexo and Kelex deposits (Table 5, below). The definitions of Indicated and Inferred Resources were in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum (CIM) Definitions and Standards on Mineral Resources and Mineral Reserves, 11 December 2005.

Indicated and Inferred classifications of all interpolated grade blocks were determined from the nickel interpolations due to nickel being the dominant revenue producing element in the NSR calculation. The mineral resource estimate tabulated below for the Alexo and Kelex deposits was compiled using a $35/t NSR cut-off value for the open pit portion of the Alexo and Kelex deposits and a $85/t NSR cut-off value for the underground portion of the Alexo and Kelex deposits.

Table 5: Puritch et al (2010) historical MRE – Alexo and Kelex deposits

Resource category	Tonnes	Ni (%)	Cu (%)	Co (%)	Au (g/t)	Pt (g/t)	Pd (g/t)	Contained Ni (lb)	Contained Cu (lb)	Contained Co (lb)
Indicated										
Alexo open pit*	18,000	1.36	0.16	0.06	0.04	0.16	0.41	540,000	63,000	24,000
Kelex open pit*	131,000	1.1	0.04	0.04	0.01	0.03	0.06	3,177,000	116,000	115,000
Total open pit* - Indicated	**149,000**	**1.13**	**0.05**	**0.04**	**0.01**	**0.05**	**0.1**	**3,717,000**	**179,000**	**139,000**
Alexo underground	4,000	0.84	0.11	0.04	0.03	0.01	0.25	74,000	10,000	4,000
Kelex underground	90,000	1.00	0.04	0.04	0.01	0.03	0.07	1,984,000	79,000	79,000
Total underground – Indicated	**94,000**	**0.99**	**0.04**	**0.04**	**0.01**	**0.03**	**0.08**	**2,058,000**	**89,000**	**83,000**
TOTAL INDICATED	**243,000**	**1.08**	**0.05**	**0.04**	**0.01**	**0.04**	**0.08**	**5,775,000**	**268,000**	**222,000**
Inferred										
Kelex underground	54,000	0.84	0.04	0.03	0.01	0.02	0.03	1,000,000	48,000	36,000

Notes:

- ** designates resources defined within an optimized pit shell.*
- *Mineral resources which are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, socio-political, marketing, or other relevant issues.*
- *The quantity and grade of reported Inferred Resources in this estimation are uncertain in nature and there has been insufficient exploration to define these Inferred Resources as an Indicated or Measured Mineral Resource and it is uncertain if further exploration will result in upgrading them to an Indicated or Measured Mineral Resource category.*
- *The mineral resources were estimated using the CIM) Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council, 11 December 2005.*

Puritch *et al* (2012) updated the MRE (Table 6, below) of Puritch *et al.* (2010). The definitions of Indicated and Inferred Resources were in accordance with the CIM Definitions and Standards on Mineral Resources and Mineral Reserves, 11 December 2005.

Indicated and Inferred classifications of all interpolated grade blocks were determined from the nickel interpolations due to nickel being the dominant revenue producing element in the NSR calculation. The mineral resource estimate presented below for the Alexo and Kelex deposits was compiled using a $35/t NSR cut-off value for the open pit portion of the Alexo and Kelex deposits and a $70/t NSR cut-off value for the underground portion of the Alexo and Kelex deposits.

Table 6: Puritch et al (2012) historical MRE – Alexo and Kelex deposits

Resource category	Tonnes	Ni (%)	Cu (%)	Co (%)	Au (g/t)	Pt (g/t)	Pd (g/t)	Contained Ni (Mlb)	Contained Cu (Mlb)	Contained Co (Mlb)
Indicated										
Alexo open pit*	18,000	1.36	0.16	0.06	0.04	0.16	0.41	0.54	0.06	0.02
Kelex open pit*	198,000	0.91	0.04	0.04	0.01	0.03	0.05	3.97	0.17	0.17
Total open pit* - Indicated	**216,000**	**0.95**	**0.05**	**0.04**	**0.01**	**0.04**	**0.08**	**4.51**	**0.23**	**0.19**
Alexo underground	6,000	0.75	0.10	0.04	0.03	0.10	0.22	0.10	0.01	0.01
Kelex underground	251,000	0.96	0.04	0.03	0.01	0.03	0.06	5.31	0.22	0.17
Total underground – Indicated	**257,000**	**0.96**	**0.04**	**0.03**	**0.01**	**0.03**	**0.06**	**5.41**	**0.23**	**0.18**
TOTAL INDICATED	**473,000**	**0.96**	**0.04**	**0.03**	**0.01**	**0.03**	**0.07**	**9.92**	**0.46**	**0.37**

Resource category	Tonnes	Ni (%)	Cu (%)	Co (%)	Au (g/t)	Pt (g/t)	Pd (g/t)	Contained Ni (lb)	Contained Cu (lb)	Contained Co (lb)
Inferred										
Kelex underground	66,000	0.82	0.04	0.02	0.01	0.01	0.02	1.19	0.06	0.03

Notes:

- ** designates resources defined within an optimized pit shell.*
- *Mineral resources which are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, socio-political, marketing, or other relevant issues.*
- *The quantity and grade of reported inferred resources in this estimation are uncertain in nature and there has been insufficient exploration to define these inferred resources as an indicated or measured mineral resource and it is uncertain if further exploration will result in upgrading them to an indicated or measured mineral resource category.*
- *The mineral resources in this report were estimated using the CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council, 11 December 2005.*

Harron (2009) reported an MRE for the Dundonald South deposit. The methodology employed followed the CIM Estimation of Mineral Resources and Mineral Reserves Best Practice Guidelines adopted by CIM on 23 November 2003.

The resources estimated in the Dundonald South area were classified as Inferred Mineral Resources as defined by the CIM Standards on Mineral Resources and Reserves 2003. Overall, the mineralized zones that met the grade (>1.5% Ni) and thickness (>2.0 m) cut-off parameters were small and isolated. This observation suggested that both geological and grade continuity were not strong features of the resource estimate and only warranted an Inferred Resource categorization at that time.

The estimated Inferred Mineral Resource for the Dundonald South nickel zones was 116,000 tonnes grading 3.16% Ni, with the A, F and G zones contributing 67% of the resource tonnage (Table 7, below).

Table 7: Harron (2009) historical Inferred MRE – Dundonald South deposit

Zone	Tonnes	Average Ni grade (%)
A	18,300	4.47
B	14,200	2.77
C	2,000	1.72
D	3,400	2.45
E/E2	17,800	2.07
F	24,000	2.62
G	35,100	3.73
H	1,300	1.88
Total	**116,000**	**3.16**

Geological Setting and Mineralization

Regional Geology

Jackson and Fyon (1992), Pilote (2000), Montgomery (2004), Ayer *et al* (2005), Thurston *et al* (2008), Harron (2009), Puritch *et al* (2010, 2012), Zhou and Lafrance (2017) and Zhou *et al* (2018) give the most detailed account of the regional geology. The following is a synopsis of their work. In the following, Ga and Ma refer to billion years and million years before present, respectively.

The Alexo-Dundonald Project area is lies within the Abitibi Sub-Province of the Southern Superior Province. The 2.75–2.67 Ga "granite-greenstone" dominated Abitibi Sub-Province extends some 700 km along the south-eastern edge of the Archaean Superior craton. The volcanic stratigraphy of the Abitibi Sub-Province is divided into seven episodes or assemblages, based on similarity of age intervals, stratigraphy and geochemistry (see Figure 8, below):

- Pre-2750 Ma unnamed assemblage
- 2750–2735 Ma Pacaud assemblage
- 2734–2724 Ma Deloro assemblage
- 2723–2720 Ma Stoughton–Roquemaure assemblage
- 2719–2711 Ma Kidd–Munro assemblage
- 2710–2704 Ma Tisdale assemblage
- 2704–2695 Ma Blake River assemblage.

While the assemblages are age and geochemically correlated across the Abitibi Sub-Province, the local lithological packages that comprise the correlated volcanic episodes in individual areas are often laterally discontinuous. The volcanic assemblages mostly do not contain marker horizons that persist from one region to the next, but rather result from local deposition around separate volcanic centres across the belt in similar tectonic settings, resulting from interaction of contemporaneous pulses of both convergent margin arc and mantle plume derived magmas.

Many of the volcanic episodes are intercalated with and capped by a relatively thin "sedimentary interface zone" dominated by chemical sedimentary rocks of up to 200 m of iron formation, chert breccia, heterolithic debris flows of volcanic provenance, sandstone and/or argillite and conglomerate, representing discontinuous deposition with localized gaps of 2–27 million years between volcanic episodes. The sedimentary interface zones are interpreted as condensed sections, zones with very low rates of sedimentation in a basinal setting, or zones with negligible rates of sedimentation marked by silicification of existing rock types in submarine correlative conformities, disconformities, or unconformities separating the equivalent of group level volcanosedimentary stratigraphic and lithotectonic units.

Granitoid intrusive rocks that penetrate the Abitibi Sub-Province sequences include:

- 2.74–2.69 Ga tonalite-trondhjemite-granodiorite batholiths;
- Smaller 2.70– 2.68 Ga granodiorite intrusions; and
- 2.69–2.67 Ga syenitic stocks.

In general, penetrative tectonic fabric and structures parallel, and are best developed adjacent to, regional faults and large granite batholiths. Early structures include "pre-cleavage" folds, thrust faults, and structures related to granite batholith emplacement. Regional shear zones and folds that developed during and following batholith emplacement strike west, northwest to west-northwest, and northeast to east-northeast. Thrust faults and/or steep reverse faults are also associated with these later structures. The above structures are interpreted to have formed during protracted NeoArchaean, north-south sub-horizontal compression.

The Alexo-Dundonald Project area is underlain by depositional units of the Kidd-Munro assemblage. Units in this age range include the type Kidd-Munro assemblage of the southern Abitibi greenstone belt in Ontario; and directly correlated units of the La Motte-Vassan and Dubuisson Formations of the Malartic Group in Québec.

The Kidd-Munro assemblage is subdivided into lower and upper parts. The lower part of the Kidd-Munro assemblage (2719–2717 Ma) includes localised, regionally discontinuous depositional centres of predominantly intermediate to felsic calc-alkaline volcanic rocks. The upper part of the Kidd-Munro assemblage (2717–2711 Ma) extends across the Abitibi greenstone belt. It consists of tholeiitic and komatiitic volcanic rocks with minor centimetre-to-metre scale graphitic metasedimentary rocks and localised felsic volcanic centres. It has been interpreted that the upper Kidd-Munro assemblage reflects the impact of widespread mantle plume-related magmatism on localized lower Kidd-Munro arc-magmatism volcanic centres.

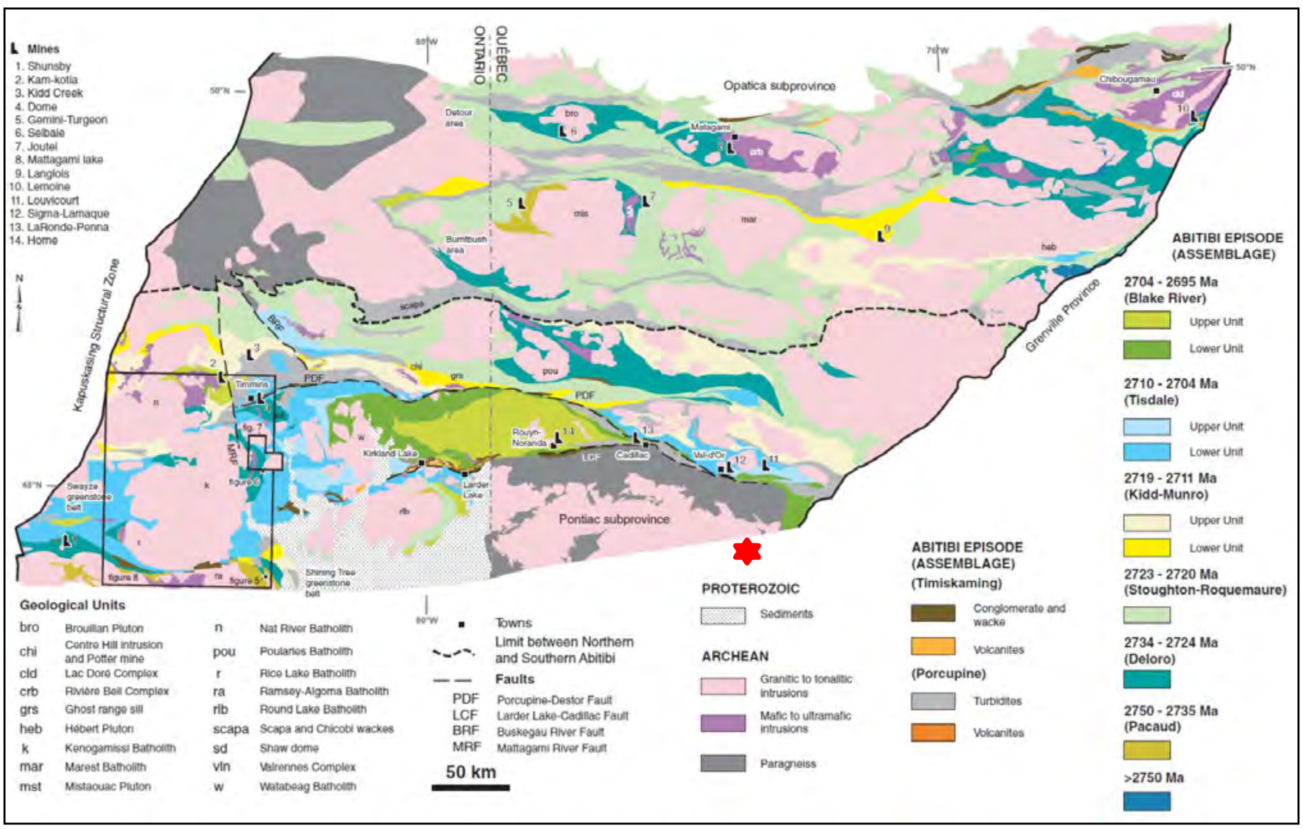


Figure 8: Regional geology of the Abitibi Subprovince and Alexo-Dundonald Project area.
Source: Thurston et al. (2008)

Prospect and Local Geology

The local geology is extensively reviewed by Green and Naldrett (1981), Houle *et al* (2002), Montgomery (2004), Harron (2009) and Puritch *et al* (2010, 2012). The following is a synopsis of their reports.

The Dundonald dome structure is located north of the Dester Porcupine Fault Zone. The Alexo and Dundonald deposits occur along the southern margin of this domal structure, which is predominantly composed of upper Kidd-Munro assemblage volcanic rocks including: komatiitic dunite; peridotite; pyroxenite; basalts which range from high-magnesium iron-rich tholeiitic picrites to high-aluminium basalts; and intermediate to felsic andesite and rhyolite. Sedimentary rocks are commonly thin interflow layers of graphitic argillite with varying amounts of chert and sulphide minerals. Intrusive rocks into the Kidd-Munro assemblage include:

- Differentiated syn-volcanic tholeiitic and komatiitic sills;
- Late to post-tectonic intermediate to felsic plutons; and
- Proterozoic dolerite dykes.

Ultramafic rocks range in composition from komatiitic basalt to dunite. The komatiitic sequences contain multiple flows that range from several hundreds of metres to less than 2 m in thickness and have brecciated flow tops, spinifex-textured zones, pyroxene and olivine orthocumulate, mesocumulate and adcumulate rocks. Thin layers of graphitic argillite occur between thin komatiitic flows in some areas. Flows with a basaltic or pyroxenite composition tend to alter to chlorite-tremolite whereas flows rich in olivine are altered to serpentine and magnetite. Large accumulations of olivine mesocumulate to adcumulate occur within the komatiitic sequence locally where they are prospective channelized flows within footwall embayments.

The komatiite nickel sulphide deposits are at approximately the same stratigraphic level where komatiitic flows overlie a sequence of calc-alkaline volcanic rocks ranging in composition from rhyolite to basalt containing variable amounts of pyrite and pyrrhotite, komatiitic basalt and thin (<1 m) intercalated layers of black graphic argillite (see Figure 9, below). The volcanic sequence is a mixture of flows with pillowed, hyaloclastic and massive textures with individual flows that can be traced for tens to hundreds of metres.

The Dundonald sill (not related to the Dundonald nickel deposit) is a differentiated tholeiitic intrusion which intrudes a sequence of komatiitic volcanic rocks and calc-alkaline felsic volcanic rocks. The sill comprises basal peridotite which grades upwards to dunite olivine mesocumulate to adcumulate to pyroxenitic cumulate with diopside and olivine phenocrysts into a thick sequence of fine to coarse grained gabbro. The gabbroic portion of the sill is the thickest part.

The Alexo deposit sits on the northeast arm of a large “Z”-shaped fold in the Kidd-Munro assemblage, while the Dundonald deposit sits on the southwest arm of the fold (see Figure 9, below). The northeast trending fold has a wavelength of 2.5 km and amplitude of 6 km and is defined by the mapped distribution of the Dundonald sill.

The rocks have been metamorphosed to greenschist facies with minor isolated areas of prehnite-pumpellyite facies and local amphibolite facies at the contract of intrusions. Ultramafic rocks may have abundant secondary metamorphic talc/serpentine with or without magnetite, calcite, tremolite and chlorite.

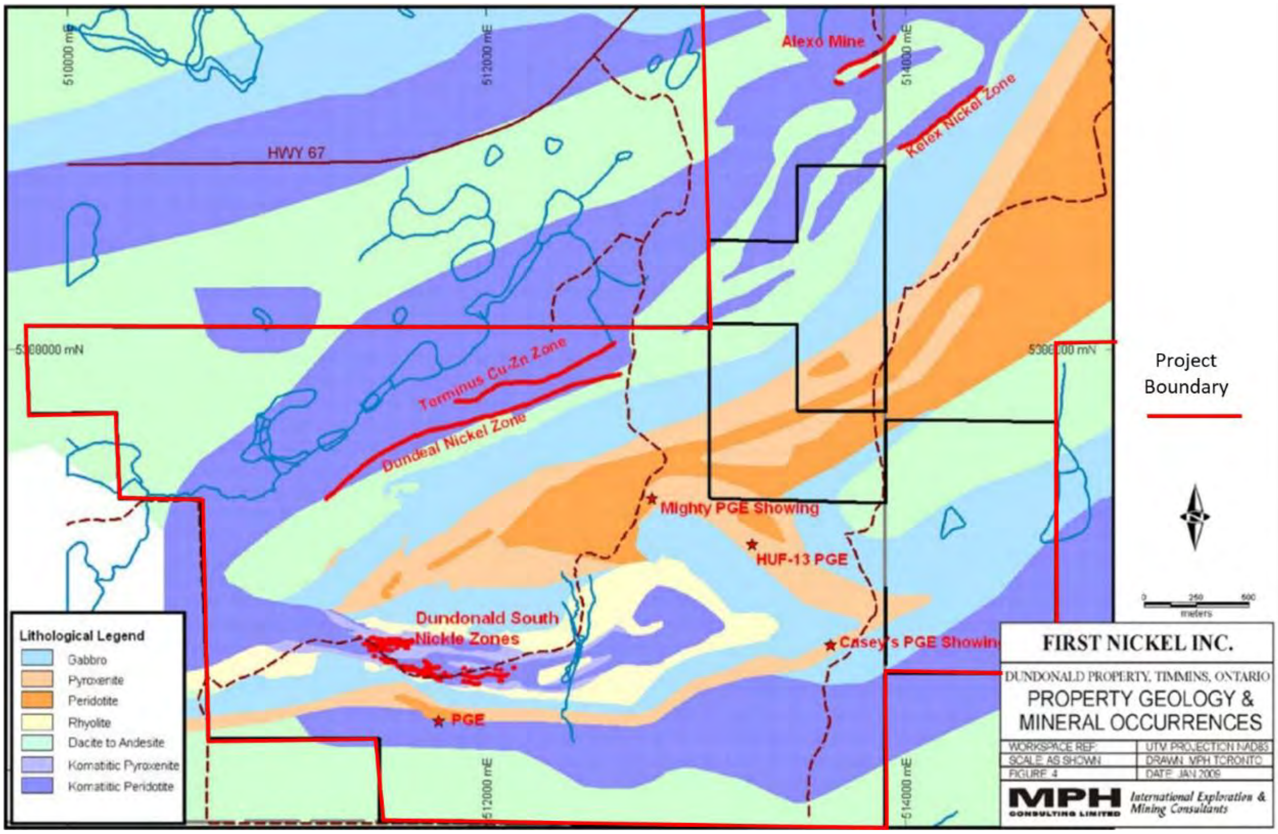


Figure 9: Local geology of the Alexo-Dundonald Project area
Source: Harron (2009)

Mineralization

Target Mineralization Conceptual Model

The primary mineralization style of principal relevance to the Project, and the target focus of C1N's planned exploration activity, is komatiite volcanic-hosted nickel-copper-cobalt sulphides associated with ultramafic lava channels in the Kidd-Munro and equivalent assemblages.

Regional target mineralization styles relevant to exploration on the Alexo-Dundonald Project have been extensively summarized by Clark (1968), Graterol and Naldrett (1971), Green and Naldrett (1981), Imreh (1991), Pilote (2000), Houle *et al* (2002), Naldrett (2004, 2010), Montgomery (2004), Harron (2009), Barnes and Fiorentini (2012), Puritch *et al* (2010, 2012), Fornier and Burden (2013), Adair (2015, 2017a, 2017b), Shirriff *et al* (2018), Zhou and Lafrance (2017) and Zhou *et al* (2018). The following is a synopsis of their reports.

Within the Abitibi Sub-Province, komatiite-hosted mineralisation occurs in:

- The 2750–2735 Ma Pacaud assemblage
- The 2723–2720 Ma Stoughton-Roquemaure assemblage
- The 2719–2711 Ma Kidd-Munro assemblage (the Alexo, the Dundonald and Dundeal deposits in Ontario; the Dumont and Marbridge deposits in Quebec)
- The 2710–2704 Ma Tisdale assemblage (Hart, Langmuir, McWatters, Redstone, Texmont, Sothman, and Bannockburn deposits in Ontario).

The komatiite lavas represent high-temperature ultramafic magmas sourced from the Earth's mantle and erupted onto the Earth's surface. They are restricted in the geological record to the Archean and Paleoproterozoic. This is due primarily to the cooling of the Earth's mantle over time prohibiting the formation of such high-temperature melts of the mantle post the Paleoproterozoic period.

Nickel-copper-cobalt sulphides are interpreted to have formed in-situ within the lava flow by contamination of the ultramafic magma by incorporating external sulphur. As the komatiite lava moved across the Earth's surface, the high temperature lava melted and incorporated substrate lithologies into the lava. This melting of substrate was achieved in long-lived lava channels where prolonged high-heat input into the substrate from the channelized lava flow lead to thermomechanical erosion and incorporation of substrate fragments into the lava (see Figure 10, below). If this substrate comprised sulphide-bearing material, the injection of external sulphur into the komatiite drove the magmatic system to sulphur saturation. The nickel, copper and cobalt within the magmatic system combined with the sulphur and precipitated as sulphide droplets within the magma (see Figure 10, below).

Once formed, the dense sulphide phase settled within the lava channel to the channel floor, where it accumulated as nickel-copper-cobalt sulphide. At the same time, the ultramafic magma began to crystallize olivine, which as it is also denser than the surrounding magma began to settle to the floor of the lava channel. The process of settling sulphide and olivine crystals within the lava channel is directly analogous to stream sediment dynamics. The dense sulphide and olivine crystal phases accumulated in parts of the channel floor where the flow dynamic changed and reduced the lava streams capability to carry and transport the dense phases, such as changes in flow direction, areas where the flow ponded, depressions and embayments in the lava channel floor etc.

Komatiite lava-channels favourable for sulphide accumulation also accumulated olivine-crystals from the melt under the same gravitational settling model. High MgO content in soil or rock geochemistry is a good proxy for high-olivine content and is used as an exploration vector for channelized lava environments rich in olivine that are favourable for nickel sulphide accumulation. These ultramafic lava channels have often experienced serpentinization of the olivine in the presence of metamorphic, hydrothermal or meteoric water, that breaks down the olivine crystal structure to the hydrous mineral serpentine. Iron present in the olivine mineral lattice is not readily incorporated into the serpentine mineral lattice and the excess iron that results from serpentinization is precipitated as magnetite. Thus, originally olivine-rich channelized environments favourable for nickel sulphide accumulation contain significant secondary magnetite after the serpentinization of the olivine. This secondary magnetite results in a high magnetic susceptibility of the rock and a prominent magnetic anomaly response to magnetic survey techniques.

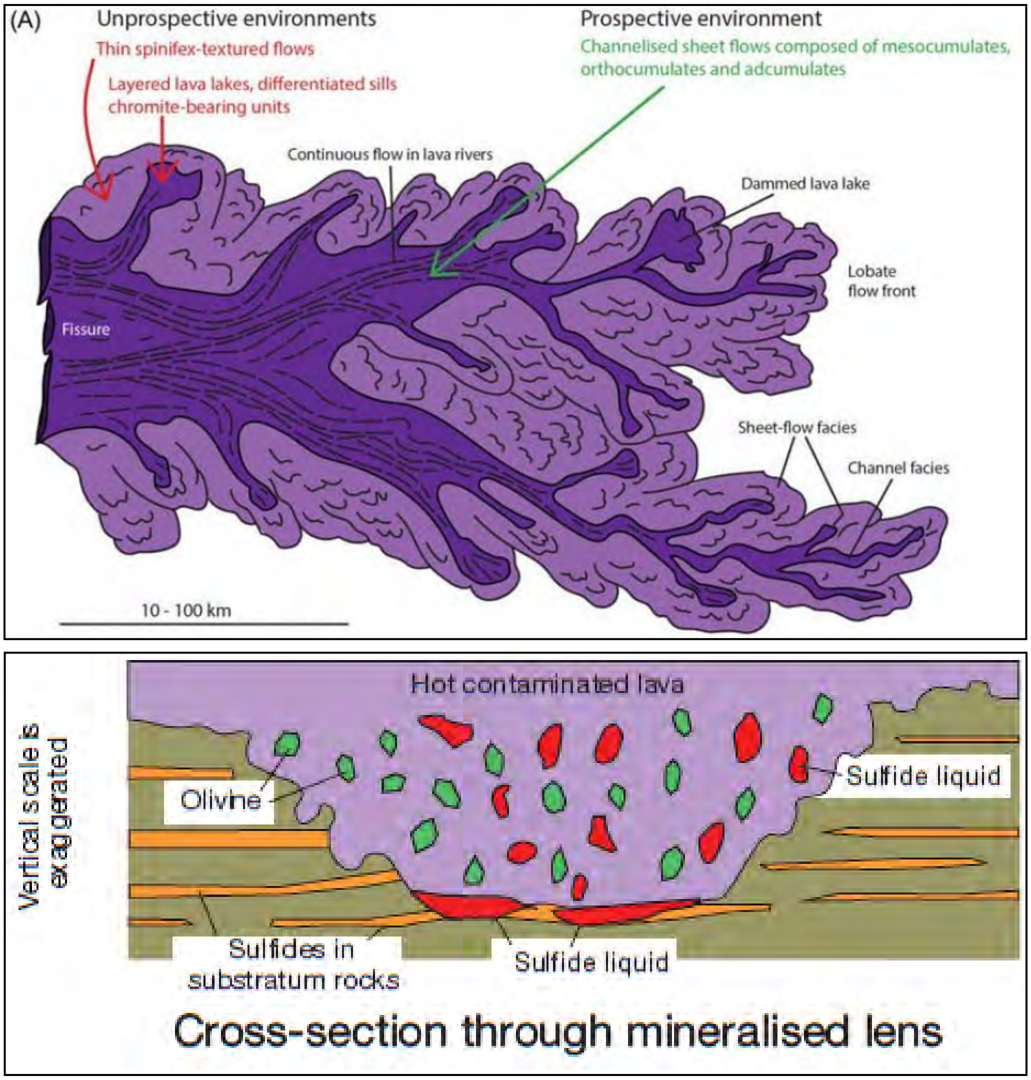


Figure 10: Komatiite flow facies and prospective environments for nickel-copper-cobalt sulphide formation
Source: Naldrett (2010)

Soil geochemistry is effective for detection of magmatic nickel-copper sulphide mineralization if it is outcropping to sub-cropping, and the soil profile does not contain a substantial proportion of transported material. If the host volcanic channel is buried below surface and is not intersected by the Earth's surface, then nickel-copper magmatic sulphide systems are often geochemically blind to surface. They are closed systems bound within the confines of the volcanic channel, with little to no alteration halo or geochemical exchange with the surrounding wall rock, except for minor possible structural leakage of metal-bearing fluids along faults or penetrative deformation cleavage planes that intersect the pre-deformation sulphide. Targeted use of EM surveys remains the preferred tool for direct detection of nickel sulphide mineralization of sufficient quantity and quality for economic extraction, as typical magmatic sulphide assemblages become electrically connected and conductive at 18–20% sulphide content by volume.

Local Mineralized Zones

The Alexo-Dundonald Project contains the Alexo, Kelex, Dundonald South and Dundeal nickel deposits. The mineralization on the Alexo-Dundonald Project has been summarised by Green and Naldrett (1981), Houle *et al* (2002), Montgomery (2004), Harron (2009) and Puritch *et al* (2010, 2012). The following is a synopsis of their reports.

Alexo and Kelex

The Alexo and Kelex deposits are composed of massive to semi-massive nickel sulphide accumulations inhabiting basal embayments along the footwalls of two parallel, but separate, steeply dipping komatiitic peridotite volcanic channels identified as the “Alexo” and “Kelex” flows respectively. Massive to semi-massive sulphide lenses are strung along the footwall contacts of channels. They are overlain by stringer, net-textured, blebby and lower grade disseminated sulphide haloes extending upwards and away from the contact. The zones are composed of massive, veined and disseminated pyrrhotite and pentlandite with trace chalcopyrite.

At Alexo, massive and semi-massive sulphides also extend into the footwall andesite (see Figure 11, below). Massive and semi-massive lenses of sulphide minerals range in thickness from a few centimetres to greater than 12 m with an aureole of net-textured and disseminated sulphides. The disseminated sulphides extend laterally and vertically from the massive zones for several tens of metres. The massive sulphide mineralization consists of approximately 15–20% pentlandite, 80–85% pyrrhotite, with trace chalcopyrite unevenly distributed throughout. The nickel content of the sulphides (nickel tenor) ranges between 7% and 10% nickel in 100% sulphide. Although there is a direct relationship between nickel tenor and nickel grade, the two should not be confused. Nickel tenor is the theoretical maximum nickel content of the rock if the rock volume comprised 100% sulphide with no other silicate or other material, whereas nickel grade refers to the whole-rock nickel content of the rock where the sulphide content is typically diluted by barren silicate material and minerals. Only at the end member stage of the spectrum of disseminated to massive sulphide development does nickel grade approach the theoretical nickel tenor content. The Alexo deposit is further enhanced in areas such as the eastern extension by significant copper, cobalt, platinum and palladium values.

The Kelex deposit is located at the footwall contact of the lowermost known komatiitic peridotite in the sequence. There are a series of massive sulphide lenses that have aureoles of disseminated and net-textured sulphides extending laterally along strike for greater than 600 m as indicated by HLEM and Pulse EM geophysical surveys and recent drilling. Interpretation of drill results indicates the massive sulphides sub-crop at the bedrock overburden interface. The sulphides are composed of 10–20% pentlandite, 80–90% pyrrhotite and trace chalcopyrite. Some of the sulphides have been replaced by magnetite. Based on the Pulse EM surveys, the massive sulphide appears to plunge to the northeast, but magnetic interpretations indicate that the channels may plunge more north or northwest.

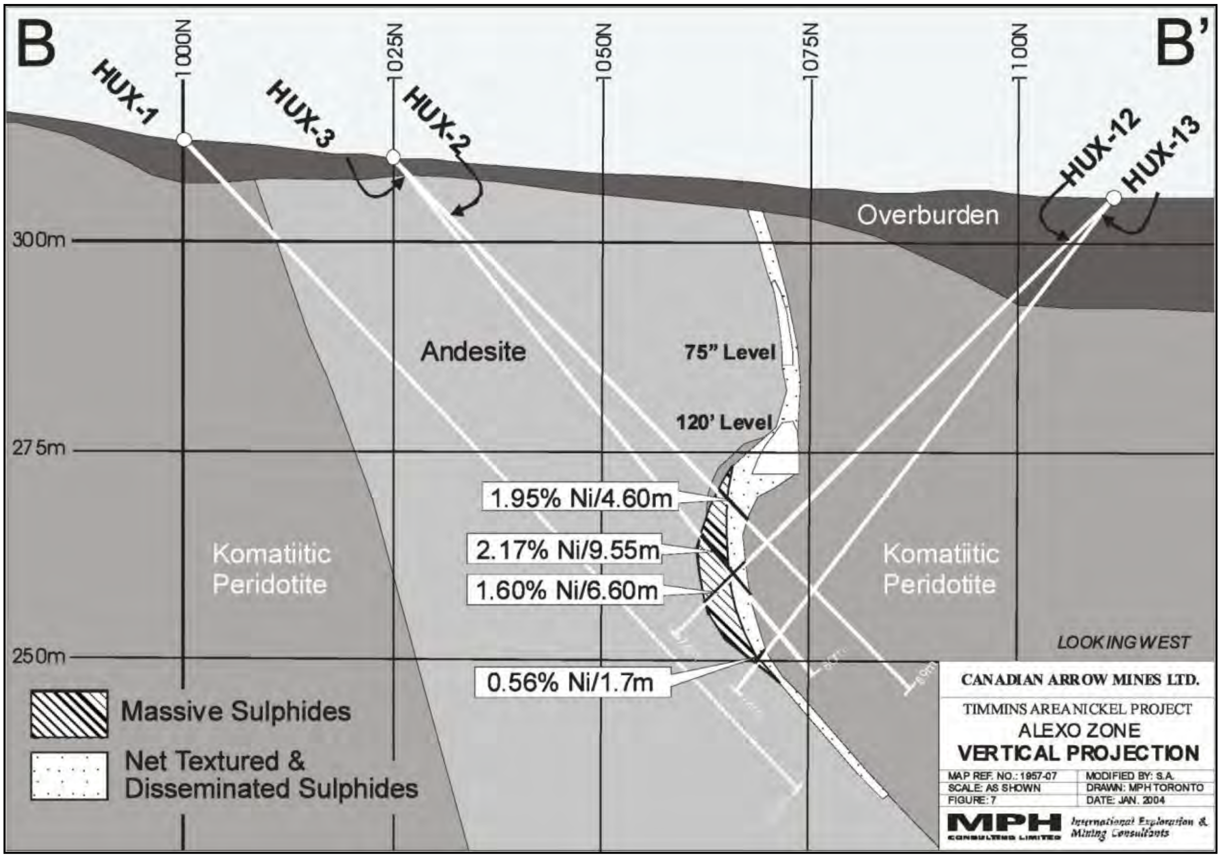


Figure 11: Cross section through the Alexo deposit
Source: Puritch et al. (2012)

The laterally extensive disseminated sulphides can be separated into two groups. The first group is the net-textured to heavily disseminated sulphides. The nickel tenor of the sulphides range between 4% and 15% Ni in 100% sulphide, and usually averages 6%.

The second type of sulphide mineralization is blebby, disseminated and vein sulphide west of and stratigraphically above the Kelex zone. These sulphides have a high nickel tenor that ranges between 25% and 35% Ni in 100% sulphides and are composed primarily of pentlandite and a grey nickel mineral, potentially millerite, with minor pyrrhotite. These sulphides appear to have been enriched in nickel during the serpentinization process.

The Kelex deposit comprises five mineralized zones of massive sulphides within a broader and more continuous halo of stringer and disseminated sulphides (see Figure 12, below): Kelex west, Kelex central-west, Kelex central, Kelex east and Kelex 1700 east zones.

Kelex west mineralization extends over a strike length of 70 m, a down-dip length ranging between 260 m and 60 m and true widths ranging between 0.5 m and 12.5 m. The Kelex west zone displays a wide, pervasive, low-grade halo around a higher-grade massive sulphide core.

The Kelex central west zone is located about 100 m east of the Kelex west zone. Kelex central west mineralization extends over a strike length of 60 m, a down-dip component ranging between 120 m and 42 m and true widths ranging between 1.3 m and 10.0 m.

Kelex central mineralization extends over a strike length of 76 m, a down-dip length ranging between 43 m and 10 m and true widths ranging between 1.5 m and 8.5 m.

Kelex east mineralization extends over a continuous strike length of 43 m, a down-dip length ranging between 62 m and 25 m and true widths ranging between 1.5 m and 3.0 m.

Kelex 1700 east zone is located approximately 80 m beyond the eastward strike extension of the Kelex east zone. The poorly defined zone comprises narrow intersections of massive sulphide flanked by disseminated, blebby and stringer-style sulphide mineralization.

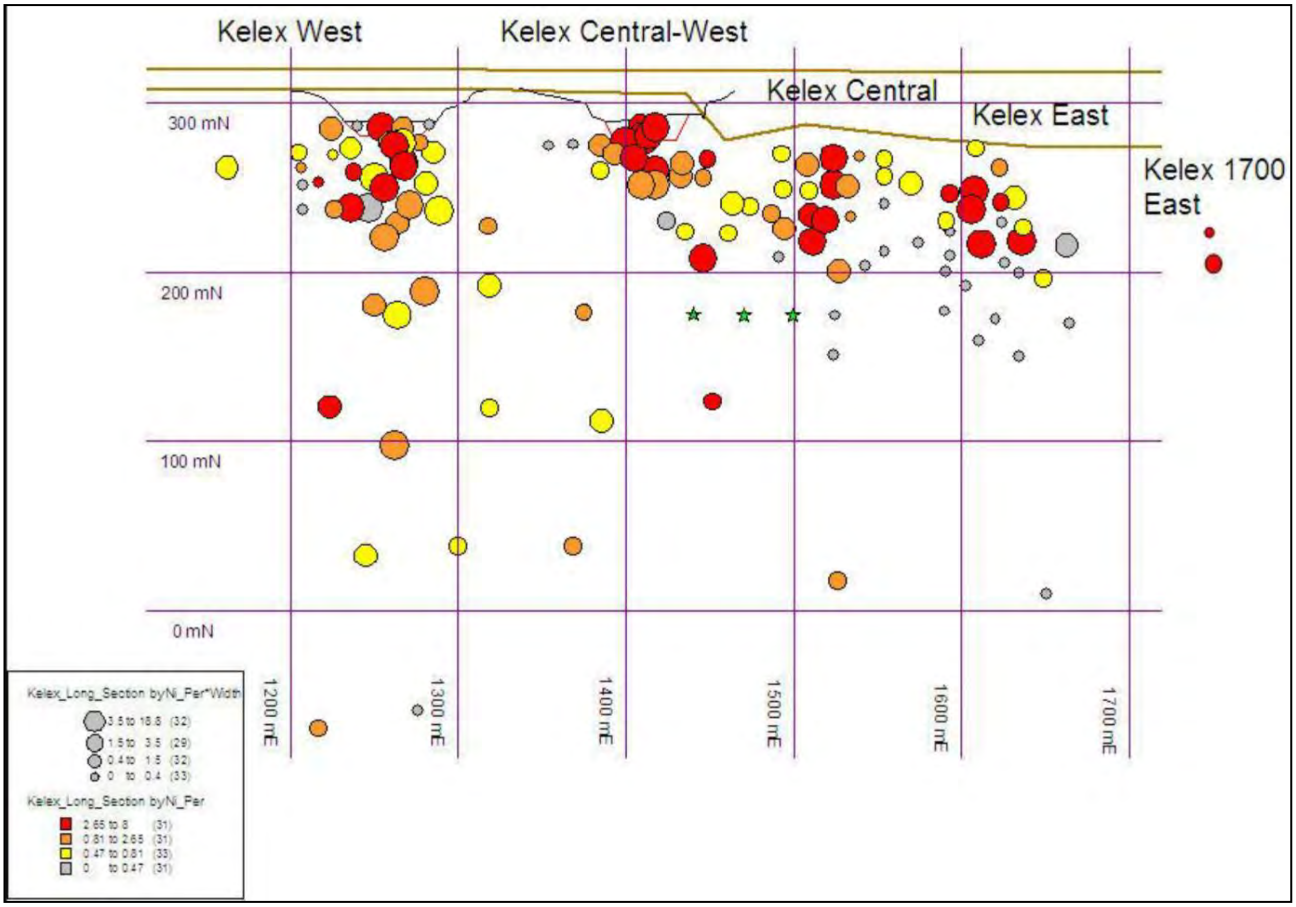


Figure 12: Longitudinal section through the Kelex deposit
Source: Puritch et al (2012)

Dundonald and Dundeal

The Dundonald deposits are characterized by thin sinuous layers of massive sulphide, overlain by thicker layers of net-textured sulphides, and succeeded by disseminated sulphides with vein type mineralization of sulphide penetrating locally into the footwall rocks. They comprise eight east-west nickel-enriched horizons, A to H, in the Dundonald South komatiitic volcanic sequence (see Figure 13, below). The zones consist of relatively narrow (10–20 m wide), thin (0.5–10 m thick) keels, or "shoots", of net-texture, semi-massive to minor massive sulphide in the basal layers of a series of a stacked channelized komatiite flows, surrounded by envelopes of overlying and flanking blebby and disseminated sulphide. The lateral extent of some of the lenses is on the order of 100–

200 m down plunge, but several are apparently small, isolated sulphide pods within the channelized flow sequence (see Figure 14, below). The G zone was traced for a strike length of 600 m and is open to the east. It contains four westerly plunging high-grade nickel shoots that are open to depth. The A zone consists of vertical high-grade nickel shoots open below 260 m. The F zone was traced for 200 m and contains two shallow westerly plunging high-grade nickel shoots.

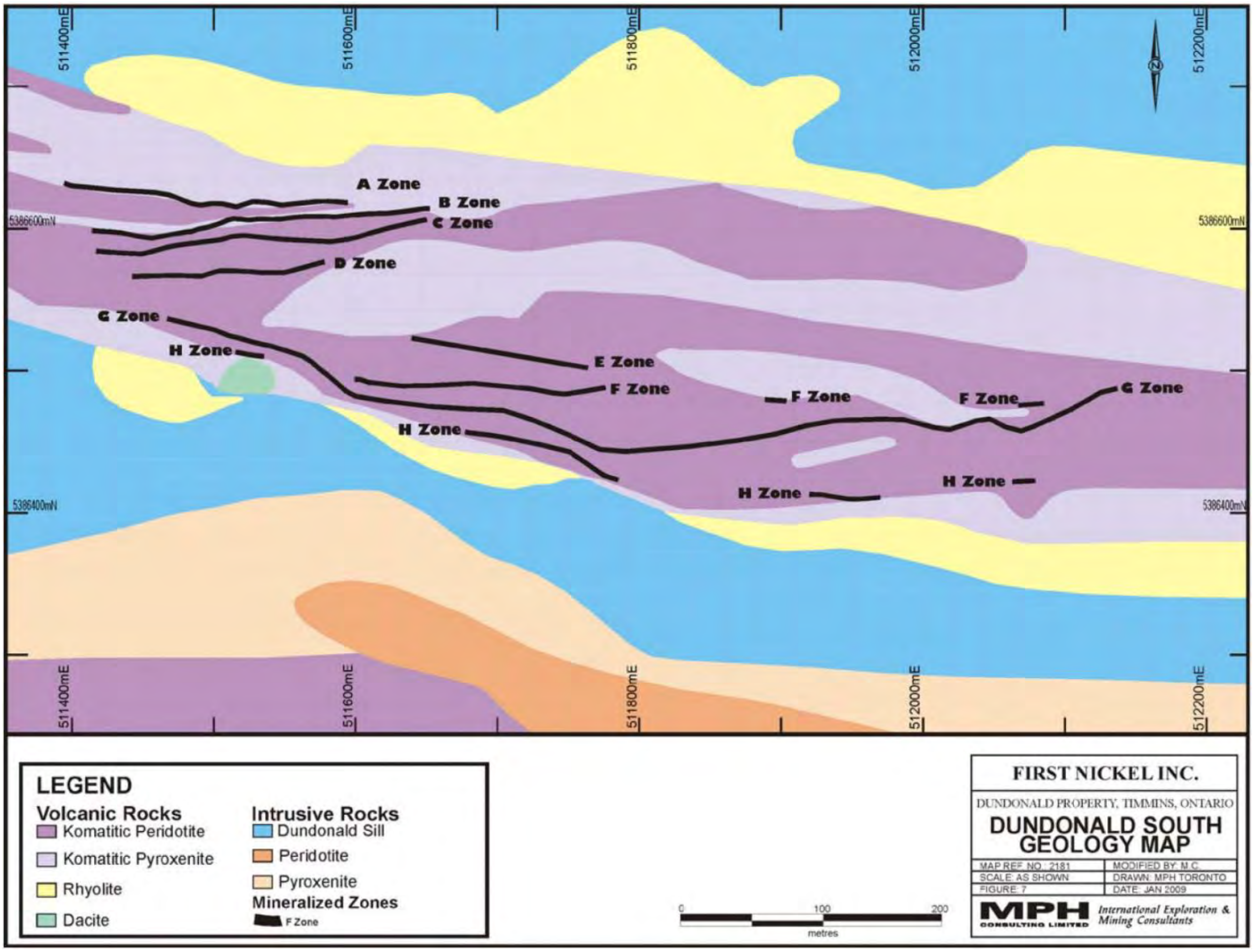


Figure 13: Plan view of the Dundonald deposit

Source: Harron (2009)

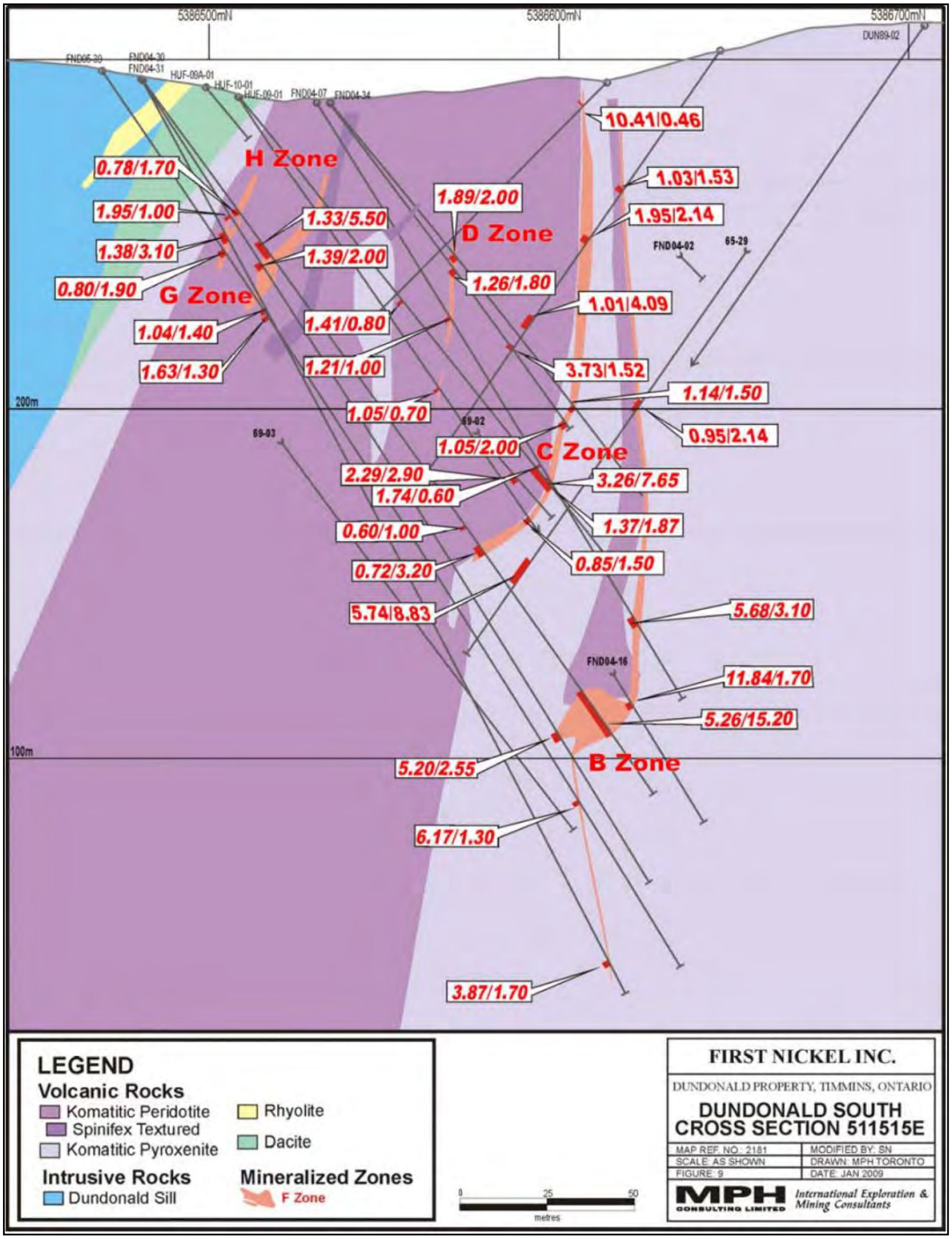


Figure 14: Cross section through Dundonald South on grid 511515E, looking east (% Ni/interval length in metres)
Source: Harron (2009)

Sulphide assemblages vary between the different zones, but are generally pentlandite dominant over pyrrhotite, with significant copper and PGE grades in some of the shoots (e.g. A, F and G zones).

The A zone is a fracture system with brassy pentlandite/pyrrhotite mineralization consisting of thin fracture fillings, patches, and semi-massive to massive zones. The main portion of the A zone is a very steep west plunging to vertical high-grade nickel lens below a vertical depth of 150 m (see Figure 15, below). This lens is 20–25 m wide and is open to depth, below a vertical depth of 260 m. The A zone PGE values are typically 1.5 g/t to 2.8 g/t, except for hole FND04-16 that returned 11.84% Ni and 17.55 g/t PGEs over 1.7 m. A petrographic study of this section revealed the PGEs to be controlled by the nickel arsenic sulphide minerals gersdorffite and nickelline.

B zone mineralization consists of disseminations and blebs to weak net-textured pyrrhotite/pentlandite with local massive sulphide veins. The B zone is lower grade (1–3.8% Ni over 1–1.5 m) than the A zone and has low PGE values (<1 g/t.). The more significant B zone drill intersections occur as a shoot, in the keel area of the peridotite flow. The shoot (10 m wide) is open to the west along a shallow plunge of 15°.

The C zone is situated about 10–20 m stratigraphically above the B zone. Sulphide mineralization consists of fine-grained pyrrhotite/pentlandite disseminations and blebs. The zone is sporadic and discontinuous. A possible nickel mineralized shoot plunges 10° westerly and is open to the west.

The D zone occurs at the top of the E zone komatiite flow. The zone is sporadic and discontinuous. Sulphide mineralization consists of fine-grained pyrrhotite/pentlandite disseminations and blebs in peridotite flow rocks. The D zone nickel grades range from 1% to 3% Ni over narrow intersections 0.5 m to 2.6 m.

The E zone is situated within a trough at the base of the Central komatiitic peridotite flow sequence at about 200 m below surface. To the west it may be correlated with the C zone. The E zone is comprised of at least two stacked nickel mineralized horizons (E and E2) that dip very shallowly 15° to 20° to the south. The E and E2 horizons have been traced by limited drilling for 130 m. They are cut off to the east at 511755E and are open down plunge to the west. Sulphide mineralization consists of 3–10% very finely disseminated fine-grained brassy pentlandite and lesser brown pyrrhotite. The higher sulphide content sections of 5–10% and locally 20% contain blebs and fine stringers to microfractures of pentlandite/pyrrhotite.

The F zone occurs between 100 m and 200 m below surface. It has a shallow variable dip 40–70° to the south. It is continuous from 511600 to 511780E and disappears west of 511600E, but is possibly open to the east as it was encountered at 512070E (see Figure 16, below). The zone is principally located stratigraphically 20–70 m below the G zone in two shoots both plunging west. F zone mineralization is comprised of blebs, fine stringers, semi-massive and massive brassy fine-grained pentlandite/pyrrhotite. The F zone PGE values lie in the range of 1–2 g/t and are generally lower than the G zone values.

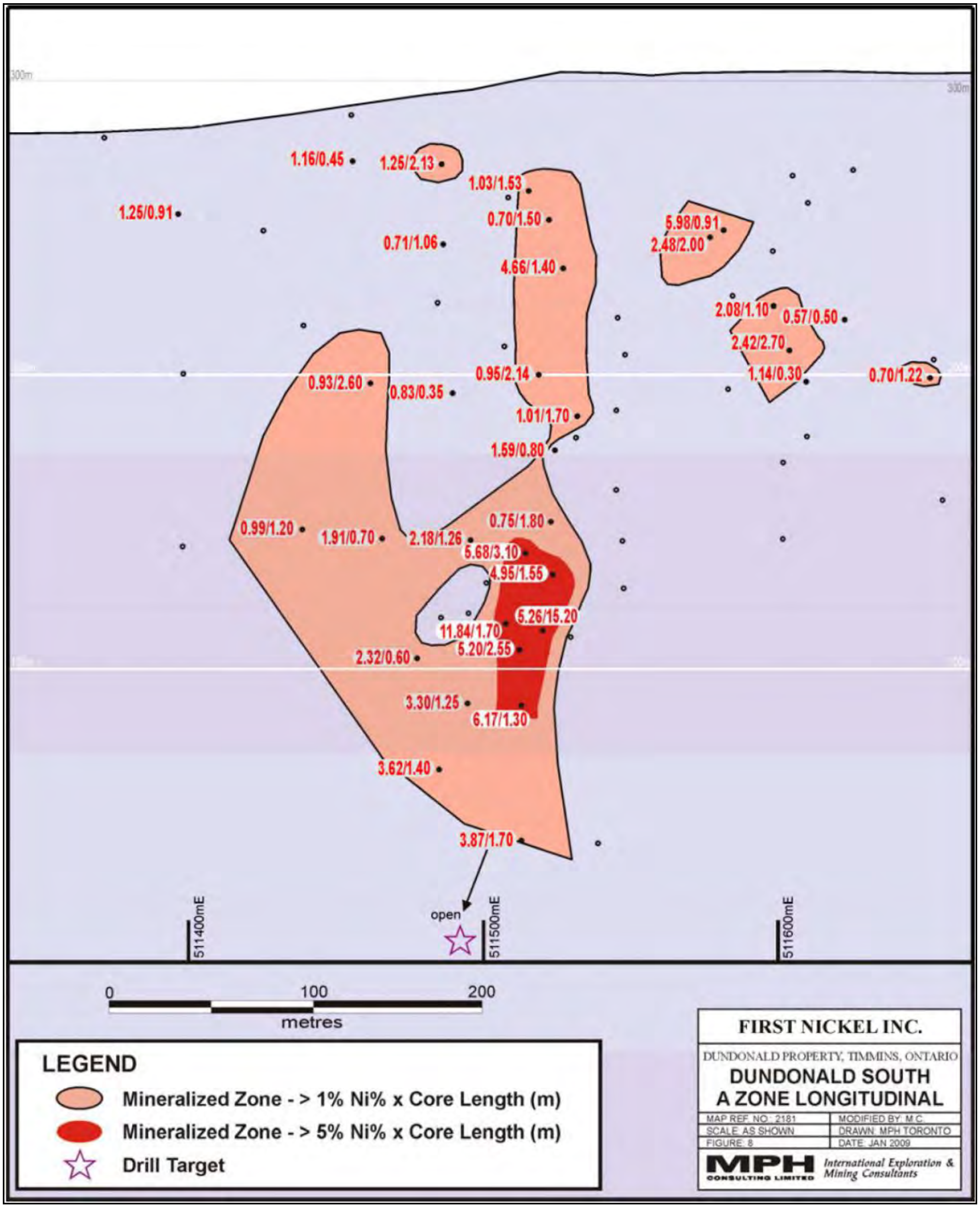


Figure 15: Longitudinal section through the Dundonald South A zone (% Ni/interval length in metres) Source: Harron (2009)

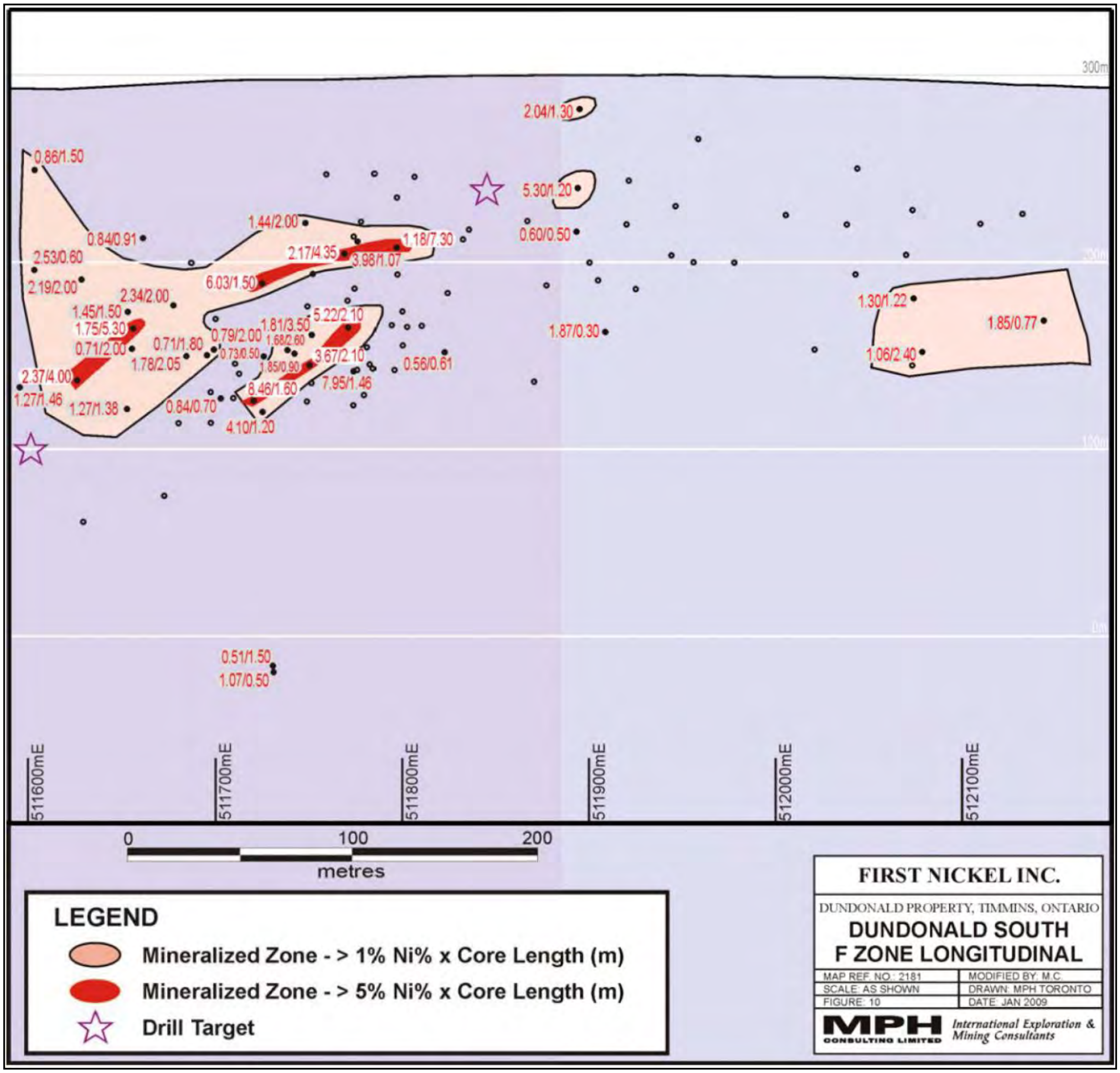


Figure 16: Longitudinal section through the Dundonald South F zone (% Ni/interval length in metres)
Source: Harron (2009)

The G zone is located in the upper portion of the main komatiitic peridotite flow sequence and sub-parallels the Dundonald Sill situated 30–50 m to the south. The G zone has four high-grade nickel shoots all plunging southwest and open down plunge (see Figure 17, below). The eastern shoot (512000–512100E) plunges 25° to the west. It starts at a vertical depth of 65 m and is open below a vertical depth of 100 m. The central east shoot (511900E) begins below a vertical depth of 65 m and has a moderate plunge of 45°. It is open both up and down plunge. The central west shoot (511780–511800E) is 15 m wide and begins at a vertical depth of 100 m. It has a moderate southwest plunge of 45° and is open below a vertical depth of 160 m. The west shoot (511680–511780E) is the most continuous and the longest shoot of the four. It is 120 m long and plunges 45° to the southwest. The west shoot starts at a vertical depth of 75 m and has been traced to a vertical depth of 170 m, where the zone remains open. The typical G horizon mineralization sequence begins with 0.5% scattered brassy pentlandite/pyrrhotite blebs (two to five per metre) that grades into 3–5% larger blebs and fine fractures. The blebby halo is typically 5–10 m thick locally up to 18 m and averages 0.25% to 0.3% Ni. The nickel content of the blebby/fracture section is from 1% to 5%. The blebby/fracture section grades into small massive patches to rarer net textured brassy pentlandite/pyrrhotite (5–15%) that has a nickel grade of 3–7%. This occasionally is followed by semi-massive (10–15% Ni) to massive (15–25% Ni) pentlandite/pyrrhotite at the base. There appears to be an underlying zone below the main G horizon from 511680 to 511800E with a couple of massive sulphide sections.

The H zone is the stratigraphic highest of the nickel sulphide zones. It is a discontinuous zone typically located 30 m north of the southern Dundonald Sill. It is comprised of fine-grained disseminations to blebs of pyrrhotite/pentlandite within the upper spinifex textured thin peridotite flows (m-scale) of the Central komatiitic peridotite flow rocks. Nickel values typically range from 1% to 2.76% and are lower than the F and G zones.

The Dundeal nickel zone is located 1.3 km north of the Dundonald South area (see Figure 9, above). This nickel zone is located on the north side of a west-plunging antiform, 2.2 km southeast and along strike from the Alexo deposit. The mineralisation occurs at the base of the Empire Komatiite Flow and is apparently controlled by a channel or depression in the footwall volcanic rocks. The zone has been traced along strike for 800 m and to a depth of 700 m below surface (see Figure 18, below). It is presently unclear what the exact orientation of this channel is, but it is indicated to plunge moderately to the northeast near surface and steepen with increasing depth, parallel to that at the Alexo deposit to the north. Average true width of the mineralised interval is 2.4 m with the best mineralised intersections in the centre of the channel (with grades up to 3.04% Ni).

Blebby and disseminated sulphides are the most common forms of nickel mineralization followed by occasional net-textured intervals and finally as rare massive veinlets in the footwall. Pyrrhotite and pentlandite occur in sub-equal amounts along with minor chalcopyrite and rarely sphalerite.

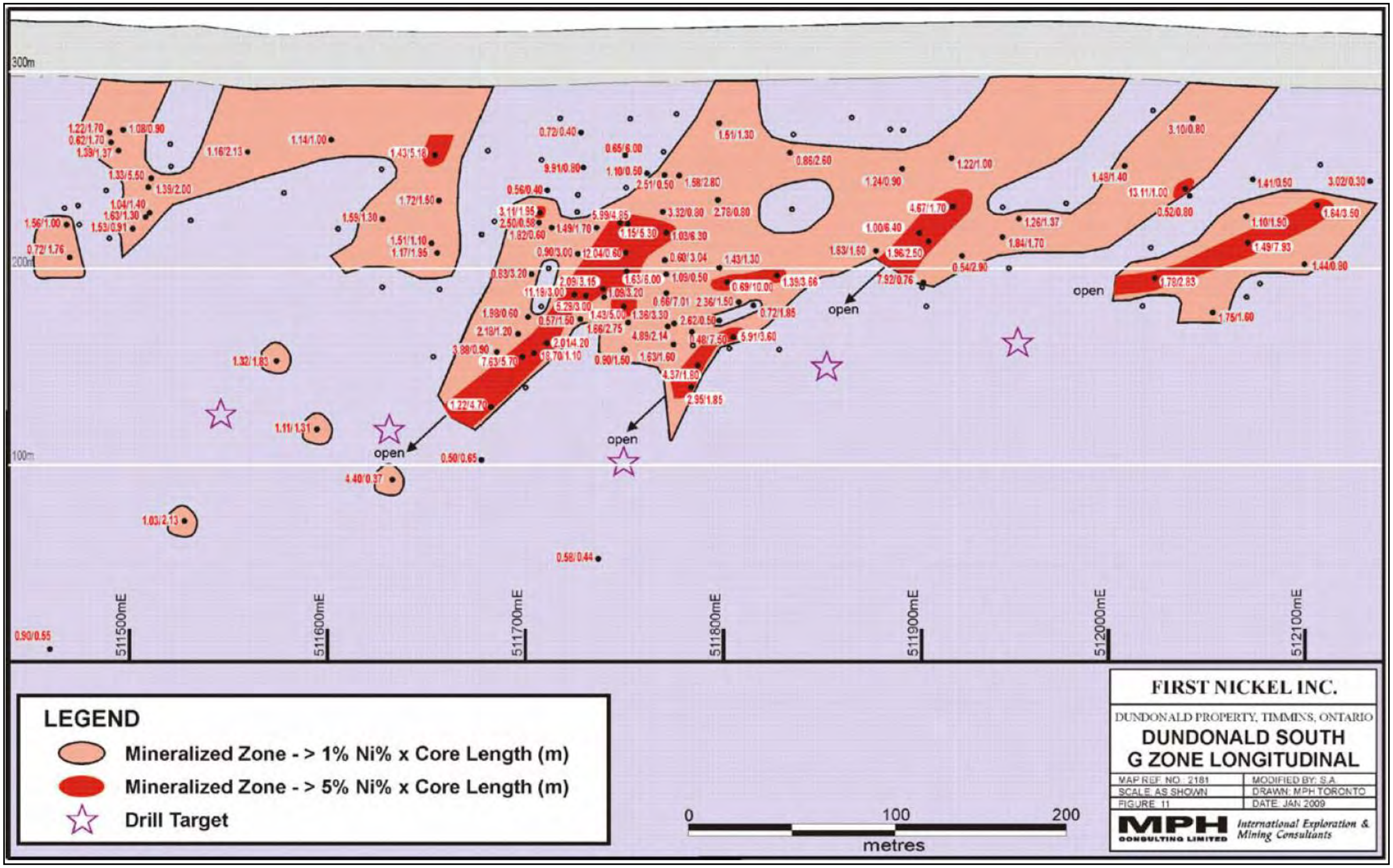


Figure 17: Longitudinal section through the Dundonald South G zone (% Ni/interval length in metres)

Source: Harron (2009)

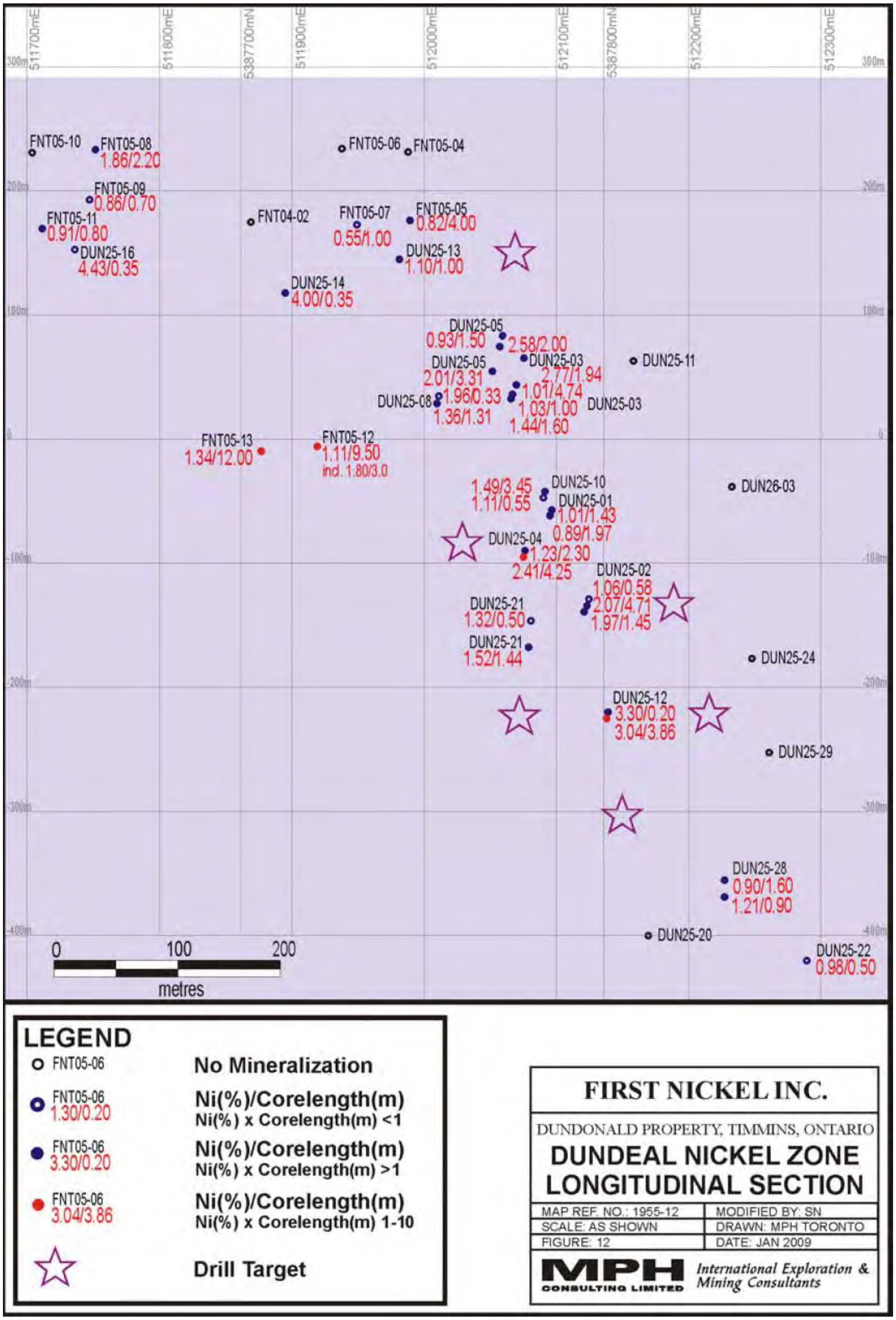


Figure 18: *Longitudinal section through the Dundeal deposit (% Ni/interval length in metres)*
Source: Harron (2009)

Terminus Zinc-Copper Zone

The Terminus zinc-copper zone is located approximately 140 m stratigraphically above the Dundeal nickel zone. It is hosted by a sequence of predominantly komatiitic basalt with lesser argillite and pyroxenite. The host stratigraphy is up to 56 m thick and thins rapidly to the west. Although proximal volcanic facies have not been observed, a fair amount of paleorelief is present, suggesting a chaotic environment possibly proximal to a volcanic vent. Significant zinc-copper mineralization has been outlined over a strike length of 200 m with an indicated plunge to the southeast (see Figure 19, below). The mineralization occurs as banded (bedded?) semi-massive to massive pyrrhotite with variable sphalerite and chalcopyrite hosted by the argillite, and as lower grade, disseminated to fracture controlled chalcopyrite and pyrrhotite that occurs primarily in the volcanic rocks. It is presumed that the Terminus zone represents a small, low grade example of a volcanogenic massive sulphide system locally developed in the volcanic sequence on or near the seafloor at the time of deposition of the sequence. This occurrence does not represent a priority target for future exploration activity on the Alexo-Dundonald Project.

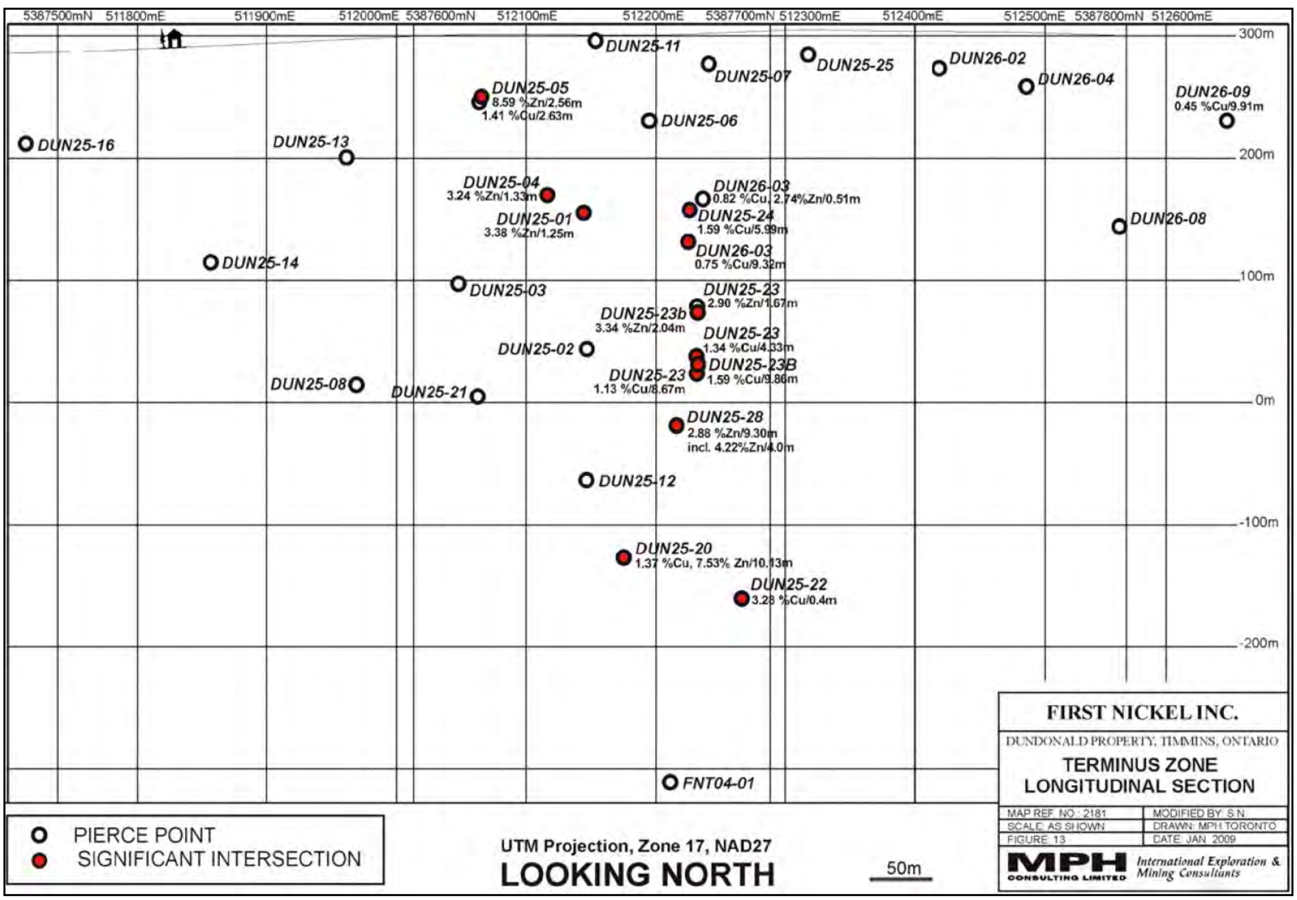


Figure 19: Longitudinal section through the Terminus zinc-copper zone
Source: Harron (2009)

Exploration

Mineral exploration conducted by previous operators within the Project area is discussed in Section 0 (History).

Since May 2019 exploration activities undertaken on the Alexo-Dundonald Project consisted of the following:

- Drill core re-logging to identify potential mineralogical and lithological intervals for the purpose of future drill program targeting
- Drill core re-sampling to identify previously missed potentially economic Mineral Resource expansion areas and future drill program targets
- Review of past geophysics data to target expansion opportunities of current Mineral Resource and identify nearby targets on the Property.
- Data interpretation for the purpose of better understanding Deposit genesis and mineralized trends for future drill program targets.
- Geological modelling to attain a better understanding of deposit mineralized tenor, orientation and geometry.

Drilling

Drilling conducted by previous operators within the Alexo-Dundonald Project area is discussed in "*The Alexo-Dundonald Project – History*", above. No drilling has been conducted on the Alexo-Dundonald Project since that reported by Harron (2009) and Puritch *et al* (2012). C1N has not conducted any drilling on the Alexo-Dundonald Project to the Effective Date.

Sample Preparation, Analyses and Security

No sampling has been conducted on the Alexo-Dundonald Project since that reported by Harron (2009) and Puritch *et al* (2012). C1N has not conducted any sampling on the Alexo-Dundonald Project to the Effective Date.

Previous Third-Party Work

The data reviewed for this report and used for geological modelling and resource estimation combined various phases of historical exploration by various companies. The core handling, logging and sampling procedures implemented for the Outokumpu (ALX series), Hucamp (HUX series), and Canadian Arrow (LAX and LOX series) sampling are summarized by Puritch *et al* (2010). The core handling, logging and sampling procedures implemented for the Canadian Arrow (2010 and 2011 series) sampling are summarized by Puritch *et al* (2012).

The Qualified Person and CSA Global have no reason to believe that the data as presented is not an accurate representation of facts at this stage of exploration on the Project. The following are direct extracts from those reports.

Puritch *et al* (2010):

SAMPLING METHOD AND APPROACH

The data reviewed for this Report and used for geological modelling and resource estimation were the product of various phases of historical and recent exploration by various companies. The core handling, logging and sampling procedures implemented for the Outokumpu, (ALX series) and Hucamp (HUX series) were reviewed through discussions with former Outokumpu and Hucamp personnel.

The ALX series core was transferred to the Outokumpu secure office facility located in Timmins, Ontario. The ALX series holes were logged and the sampling supervised by Paul Davis, M.Sc., P. Geo., who also supervised protocols for the HUX, LAX and LOX series programs thus maintaining continuity/consistency throughout all programs. Packaged samples were directly transported to laboratory shipping centres.

Criteria for core selected for sampling were based on observable sulphide content and host lithology. Nominal sample lengths ranged from 1.0 to 1.5 m in the broader, more homogeneous disseminated style mineralization to as small as 5 cm across massive stringer mineralization. Higher grade intervals were sampled at shorter lengths consistent with mineralization style and/or content. Care was taken not to have sample intervals cross lithologic or mineralization style boundaries. The estimated sulphide species and content correlating to each sample interval were recorded in the core logs. The protocol used a three tag/common number system. One tag went into the sample bag, one tag stayed in the core box and the sample book with the third tag was stored in the office. Core markers were placed at 3 m intervals.

With respect to the Hucamp HUX drill program, the core was logged and sawn in half at a secure facility outside of Porcupine, Ontario by MPH Consulting Limited ("MPH"). Most of the core was returned to the Alexo site, the rest was lost.

The LAX and LOX series holes were logged and sampled onsite. Logging was done by Brian Rigg under the supervision of Mr. Davis. The core was sawn in half with one half retained in the core box and stored onsite. The other half was placed in plastic sample bags with tags and sent directly to the assay laboratory shipping centre in Timmins.

All core is currently stored onsite with the exception of the lost HUX series holes. The site is secured by a locked gate at the entrance to the Property off highway 67.

SAMPLE PREPARATION, ANALYSES AND SECURITY

All aspects of the ALX, HUX, LAX and LOX series sample preparation were under the direction of Paul Davis, M.Sc., P. Geo. All programs prepared the core by sawing in half with one half placed in plastic sample bags and immediately shipped to a laboratory for assay.

The ALX series samples were shipped to the Chimitec-Bondar Clegg Laboratory (now ALS Chemex) in Val d'Or, Québec ("C-BC") for assay. Analyses consisted of acid digestion with an atomic absorption finish for nickel copper and cobalt (Paul Davis, pers. comm.). Precious metals were not assayed. No sample standards or blanks were used. ALS Chemex is a Standards Council *of Canada accredited laboratory conforming to the requirements of CAN-P-1579 and CAN-P-4E (ISO/IEC 17025:2005).*

With respect to the HUX series, half of the core was retained at the MPH facility and half was sent to C-BC for assay. Nickel, copper and cobalt were determined by atomic absorption after HCL: HNO3 digestion and Au, Pt and Pd by fire assay-ICP. Hucamp had a check assay protocol whereby a representative number of sample pulps were checked by Swastika Laboratories Limited ("Swastika") for the above elements. Samples checked within reasonable limits in all cases. No sample standards or blanks were used (K. Montgomery, pers. comm.). Swastika is a Standards Council of Canada accredited laboratory conforming to the requirements of ISO 17043 (CAN-P-43), CAN-P-1579.

The LAX and LOX series samples were sawn in half with one half retained in the core box and stored onsite and the other half placed in plastic sample bags with the respective tag and transferred to the SGS Canada Inc. ("SGS") in Rouyn Noranda, Quebec. Each entire sample was crushed to -10 mesh then a 200 g split was ring pulverized to 85 % passing 75 microns. Gold, platinum and palladium were assayed with a full 30 g assay ton lead collection fire assay-ICP-ES finish. Nickel, copper and cobalt were assayed by sodium peroxide fusion ICP-ES finish. Quality assurance/quality control ("QA/QC") consisted of inserting blanks and standards every 50 samples (Paul Davis, pers. comm.). Every 10th sample was re-assayed for the duplicate. The core was also photographed.

SGS is a Standards Council of Canada accredited laboratory conforming to the requirements of CAN-P-1579 and CAN-P-1579 (ISO/IEC 17025:2005).

Assay certificates of the ALX series and most of the HUX series assays have not been located due to a number of changes in ownership, office moves and changes in management over the years. All logs, assays and survey data were recorded in the Dhlogger^{tm} drill core data management system however, from which the data used in this resource estimate were derived.

P&E conducted a duplicate sampling audit during two site visits in 2010 to facilitate the QA/QC component that is discussed in Section 13 of this Report.

It is the author's opinion that the sample preparation, security and analytical procedures used in these programs are adequate.

Puritch *et al* (2012):

SAMPLE PREPARATION, ANALYSES AND SECURITY

The data reviewed for this Report and used for geological modelling and resource estimation combined various phases of historical exploration by various companies with the most recent drill results. The core handling, logging and sampling procedures implemented for the Outokumpu, (ALX series) and Hucamp (HUX series) are summarized in the Puritch et al. (2010) report.

All aspects of the sample preparation were under the direction of Mr. Kim Tyler, P. Geo. The drill core was logged and sampled onsite. Logging was done by Kim Tyler. The core was sawn *in half with one half retained in the core box and stored onsite. The other half was placed in plastic sample bags with tags and sent directly to the assay laboratory shipping centre in Timmins.*

Criteria for core selected for sampling were based on observable sulphide content and host lithology. Nominal sample lengths ranged from 1.0 to 1.5 m in the broader, more homogeneous disseminated style mineralization to as small as 10 cm across massive stringer mineralization. Higher grade intervals were sampled at shorter lengths consistent with mineralization style and/or content. Care was taken not to have sample intervals cross lithologic or mineralization style boundaries. The estimated sulphide species and content correlating to each sample interval were recorded in the core logs. The protocol used a three tag/common number system. One tag went into the sample bag, one tag stayed in the core box and the sample book with the third tag was stored in the office. Core markers were placed at 3 m intervals.

The entire core from the 2010-2011 drill programs is stored onsite. The site is secured by a locked gate at the entrance to the Property off highway 67.

Analyses consisted of acid digestion with an atomic absorption finish for nickel copper and cobalt. Precious metals (platinum, palladium and gold) are fire assayed with an ICP-AES finish. ALS Chemex is a Standards Council of Canada accredited laboratory conforming to the requirements of CAN-P-1579 and CAN-P-4E (ISO/IEC 17025:2005).

Each entire sample was crushed to -10 mesh then a 200 g split was ring pulverized to 85 % passing 75 microns. Gold, platinum and palladium were assayed with a full 30 g assay ton lead collection fire assay-ICP-ES finish. Nickel, copper and cobalt were analyzed by acid digestion with an atomic absorption finish for nickel copper and cobalt.

Quality assurance/quality control ("QA/QC") consisted of inserting blanks and standards every 25 samples. Every 10th sample was re-assayed as a duplicate. The core was also photographed. Canadian Arrow used granite as their blanks. Standard LBE#3 was prepared by WCM Minerals of Burnaby B.C.

It is the author's opinion that the sample preparation, security and analytical procedures used by Canadian Arrow are adequate.

<u>*Summary Opinion of Qualified Person*</u>

Based on review of available documentation, the Qualified Person is of the opinion that the historical sample preparation, security and analytical procedures utilized are appropriate for the sample media and mineralization type and conform to industry standards. All archived core for both Alexo and Dundonald Property drilling are stored on site and available for inspection.

Data Verification

No new data has been collected on the Alexo-Dundonald Project since that reported by Harron (2009) and Puritch *et al* (2012). C1N has not collected any new data on the Alexo-Dundonald Project to the Effective Date.

Site Visit

The lead author and Qualified Person, Mr Tony Donaghy, has sufficient knowledge of the Alexo-Dundonald Project from previous site visits to both Alexo-Kelex and Dundonald between 2000 and 2005 to assess the Alexo-Dundonald Project on behalf of third parties, and more than 20 years' professional experience in assessing the relevant mineralization styles. Co-author and Qualified Person, Mr Eugene Puritch of P&E Mining Consultants Inc. conducted a site visit to the Alexo Property on 5 May 2010 (Puritch *et al.,* 2010).

No further work has been conducted on the Project since 2011, and no further material information would be gained by a return site visit. The authors and Qualified Persons of this report consider Mr Puritch's 2010 site visit and supervision of work completed for the 2012 technical reporting to NI 43-101 standard (Puritch *et al.,* 2012) current with respect to NI 43-101 requirements. The authors currently have sufficient information to assess the Alexo-Dundonald Project.

Previous Data Validation

Full descriptions of data validation as applied to the data used for geological modelling and resource estimation from the combined various phases of historical exploration have been previously summarised and reported as follows:

- Outokumpu (ALX series), Hucamp (HUX series), and Canadian Arrow (LAX and LOX series) are summarized and reported by Puritch *et al* (2010)
- Canadian Arrow (2010 and 2011 series) are summarised and reported by Puritch *et al* (2012).

CSA Global has no reason to believe that the data as presented is not an accurate representation of facts at this stage of exploration on the Alexo-Dundonald Project. The following are direct extracts from those reports.

Puritch *et al* (2010):

Mr. Eugene Puritch P. Eng., and Mr. David Burga P. Geo. of P&E, conducted the first site visit to the Alexo Property on May 5, 2010 at which time they collected nine samples by quarter sawing the half core remaining in the core box. The drill holes sampled were drilled in 2004.

After being on site and discussing the project with Canadian Arrow, it was decided a second site visit was necessary in order to do an extensive core re-sampling program. The decision was made to re-sample a representative 10 % of the samples comprised in the constrained model due to the fact that there had been no quality control ("QC") procedures in place for the drill programs.

Mr. Antoine Yassa, P. Geo. of P&E, made a second visit to the Property on May 17 to 18, 2010. During Mr. Yassa's visit a total of 62 samples were collected by quarter sawing the half core remaining in the core box. The drill holes sampled were drilled in 1997, 2001 and 2004.

Samples were selected through a range of grades from high to low. At no time were any officers or employees of Canadian Arrow advised as to the identification of samples to be selected.

During both site visits, samples were tagged with unique sample numbers and bagged. Mr. Puritch and Mr. Burga brought the samples back with them to the offices of P&E in Brampton, Ontario and sent them via courier to AGAT Laboratories Ltd. ("AGAT") in Toronto.

Mr. Yassa brought the samples from the second site visit to Dicom courier in Rouyn-Noranda, Québec. From there they were shipped to the offices of P&E, who took them to AGAT.

AGAT is accredited by the Standards Council of Canada, and conforms to the requirements of CAN-P-1579: Requirements for the Accreditation of Mineral Analysis Testing Laboratories. The latest certificate for proficiency testing was issued on October 21, 2010.

Gold, platinum and palladium were analyzed using lead collection fire assay with ICP-OES finish. Nickel, copper and cobalt were analyzed using four-acid digest and AAS finish.

Graphs of all values for samples taken during the site visits (shown combined) versus the original sample values can be seen in Figures 13-1 through 13-6.

Considering the site visit samples were quarter core and therefore weighed less than the original half core, (i.e. difference in sample volume) and considering the fact that core duplicates can't be expected to have excellent precision due to inherent geologic variability, the comparison between the original results and the P&E results demonstrates that the tenor for the six metals are similar.

Figure 13-1: Site Visits 1 and 2 Results for Nickel

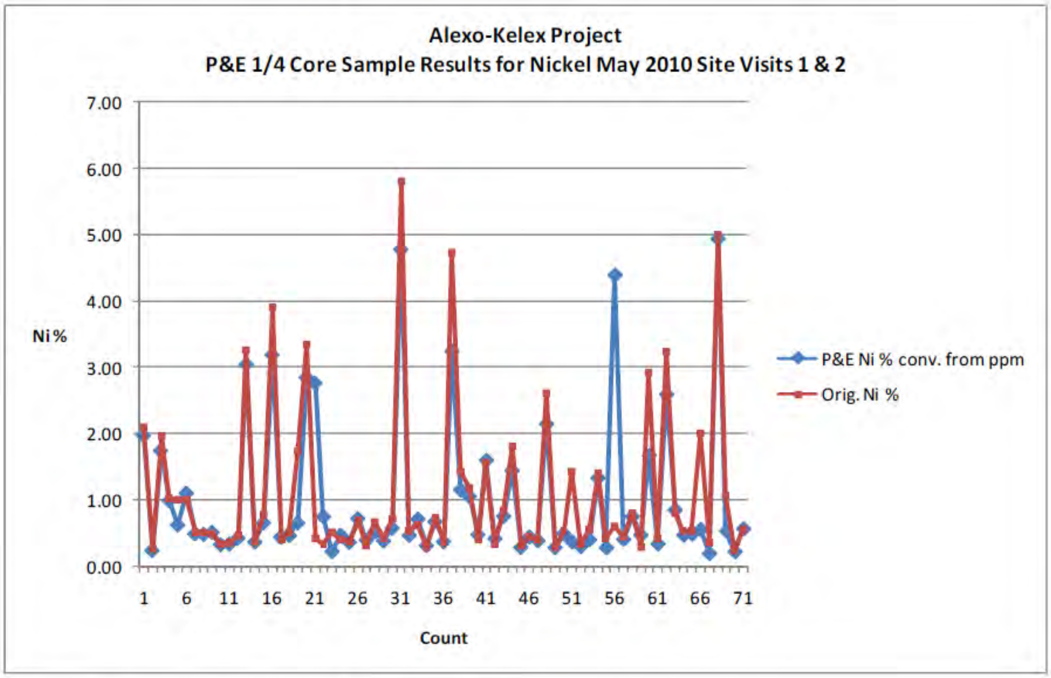


Figure 13-2: Site Visits 1 and 2 Results for Copper

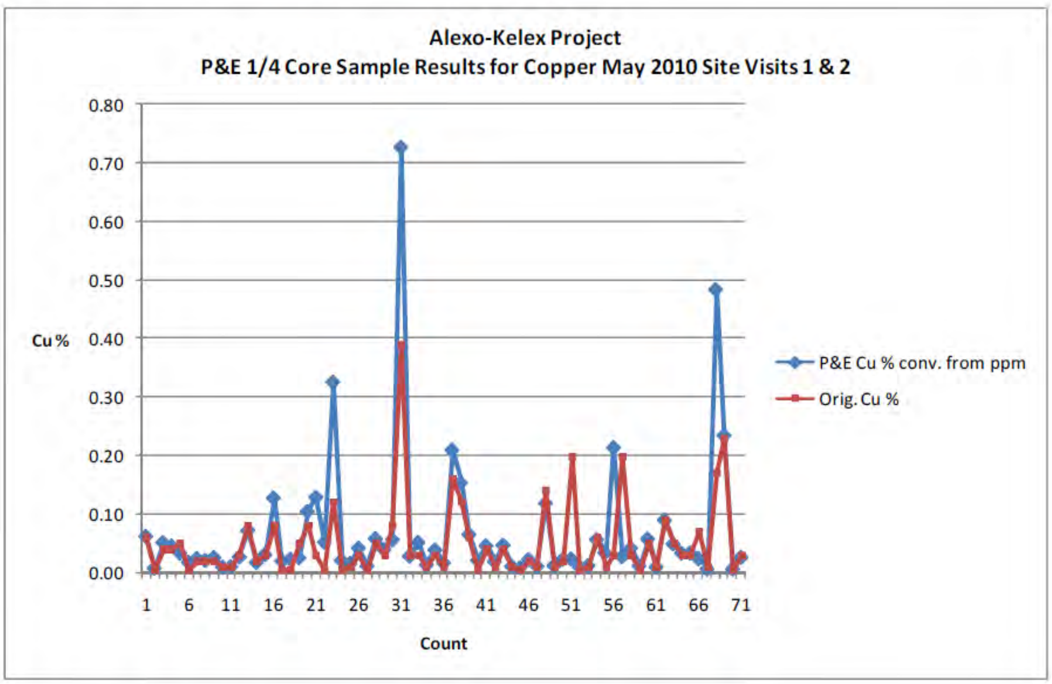


Figure 13-3: Site Visits 1 and 2 Results for Cobalt

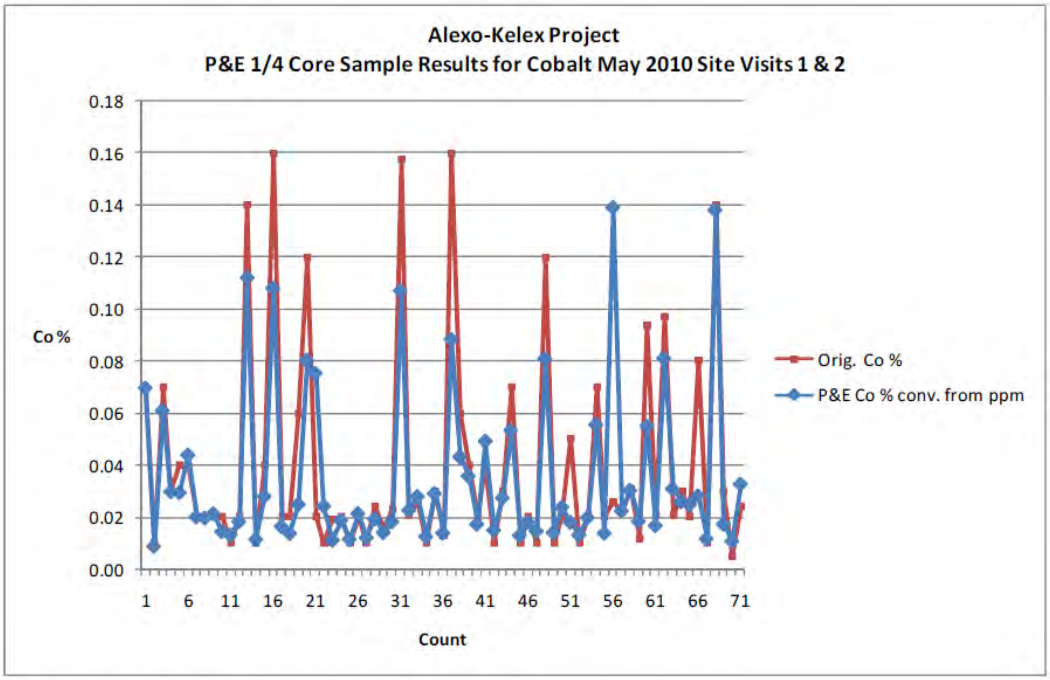


Figure 13-4: Site Visits 1 and 2 Results for Gold

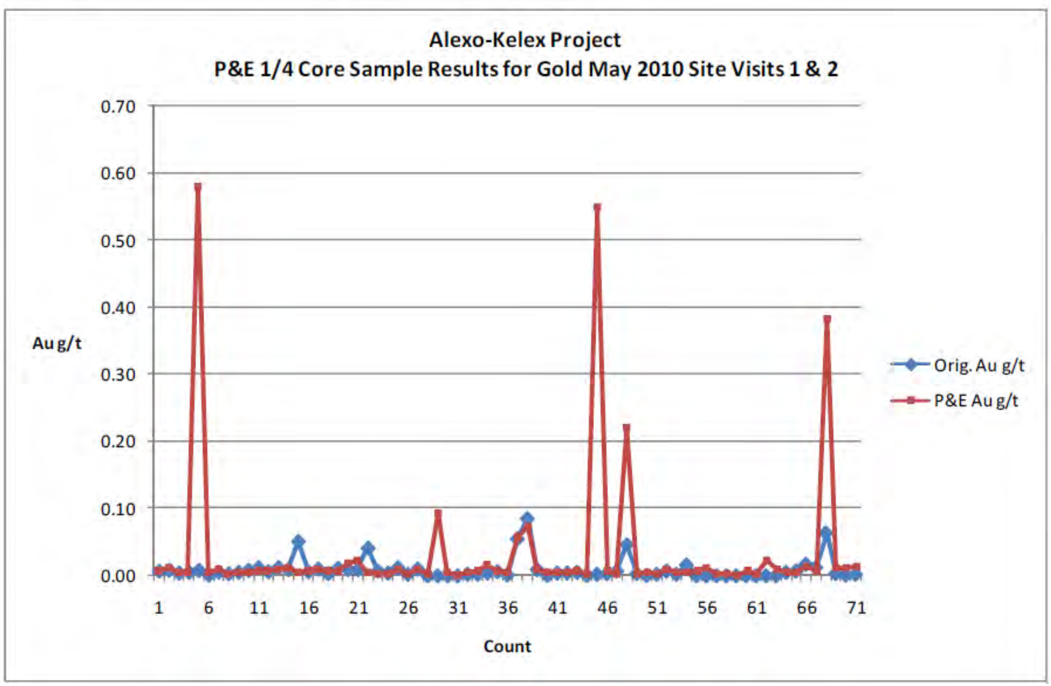


Figure 13.5: Site Visits 1 and 2 Results for Palladium

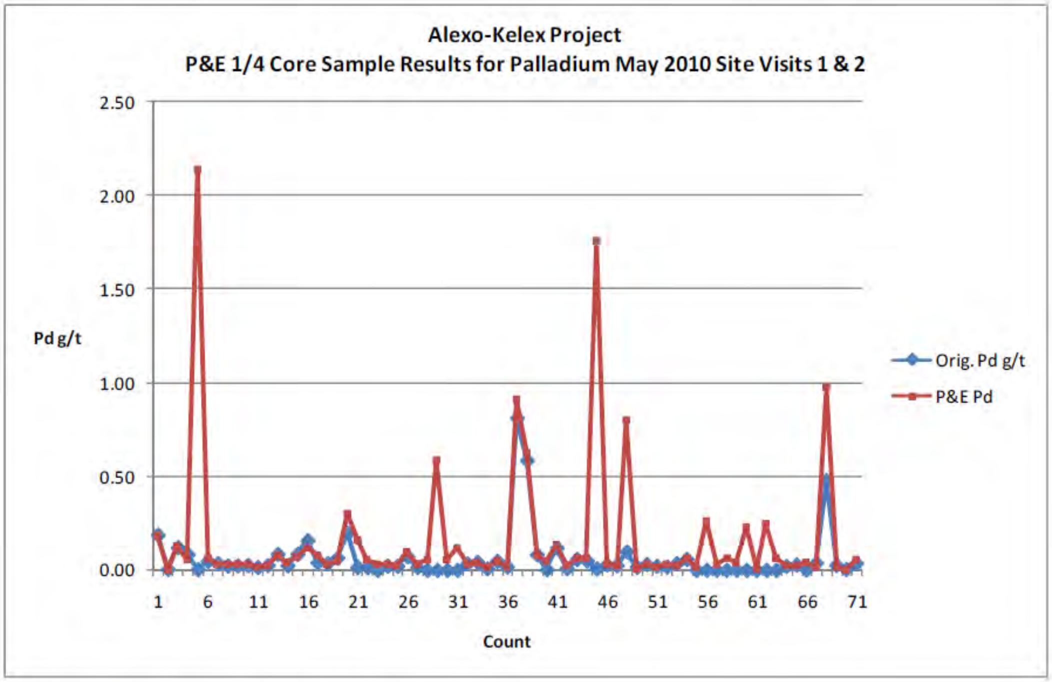
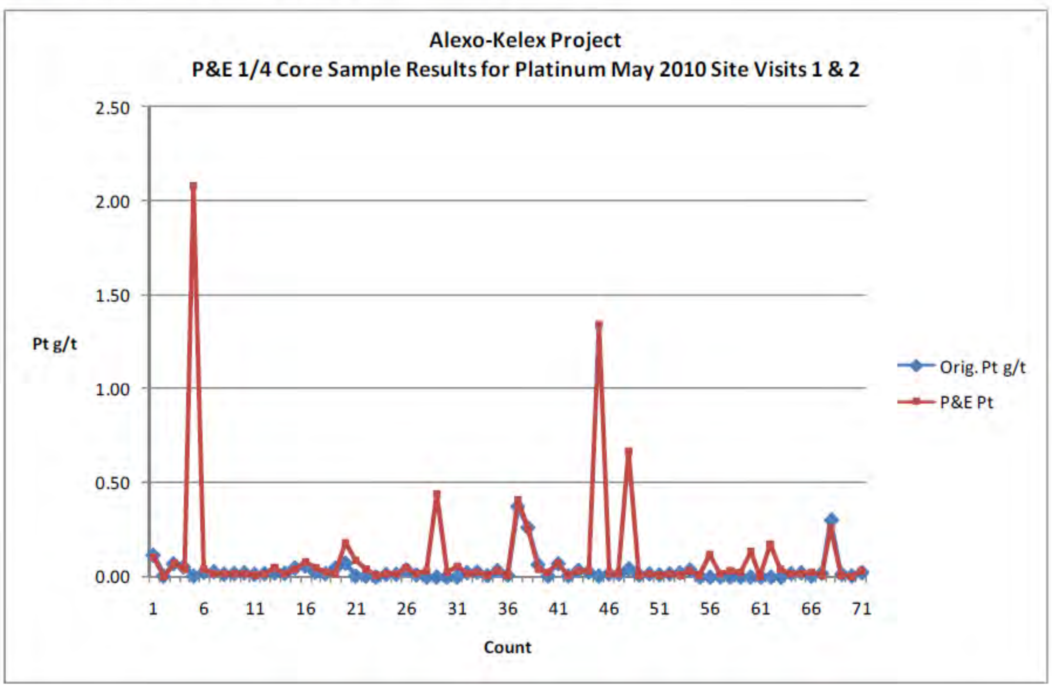


Figure 13.6: Site Visits 1 and 2 Results for Platinum



An examination of the core and review of the core logs by the authors assessed that the quality of the samples was excellent, they were representative and there was no indication that core recovery or any other factor that may have resulted in sample bias was present. Rock quality designation ("RQD") of the core in general was quite good.

Puritch *et al* (2012):

Mr. Antoine Yassa, P. Geo. of P&E, conducted the site visit to the Alexo Property on April 29, 2011 at which time he collected nine samples by quarter sawing the half core remaining in the core box. The drill holes sampled were taken from the 2010-2011 program.

Samples were selected through a range of grades from high to low. At no time were any officers or employees of Canadian Arrow advised as to the identification of samples to be selected.

During the site visit, samples were tagged with unique sample numbers and bagged. Mr. Yassa brought the samples to Dicom courier in Rouyn-Noranda, Québec. From there they were shipped to the offices of P&E, who took them to AGAT Laboratories in Mississauga.

AGAT is accredited by the Standards Council of Canada, and conforms to the requirements of CAN-P-1579: Requirements for the Accreditation of Mineral Analysis Testing Laboratories. The latest certificate for proficiency testing was issued on June, 2012.

Gold, platinum and palladium were analyzed using lead collection fire assay with ICP-OES finish. Nickel, copper and cobalt were analyzed using four-acid digest and AAS finish.

Although the values of gold, platinum and palladium were low, the graphs are still presented below. Graphs of all values for samples taken during the site visit versus the original sample values can be seen in Figure 12.1 through Figure 12.6.

Considering the site visit samples were quarter core and therefore weighed less than the original half core, (i.e. difference in sample volume) and considering the fact that core duplicates can't be expected to have excellent precision due to inherent geologic variability, the comparison between the original results and the P&E results demonstrates that the tenor for the six metals are similar.

Figure 12.1 Site Visit Results for Nickel

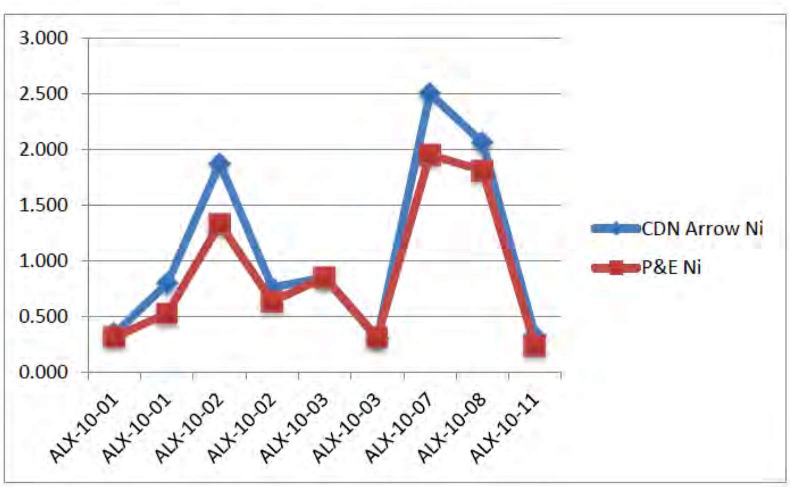


Figure 12.2 Site Visit Results for Copper

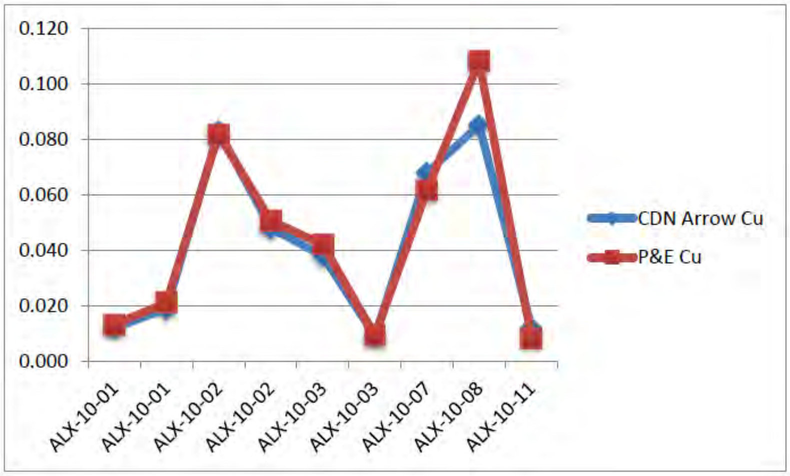


Figure 12.3 Site Visit Results for Cobalt

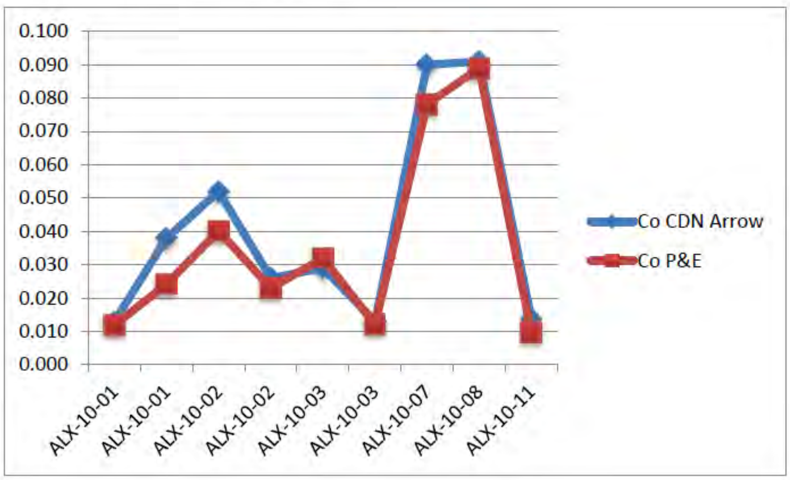


Figure 12.4 Site Visit Results for Gold

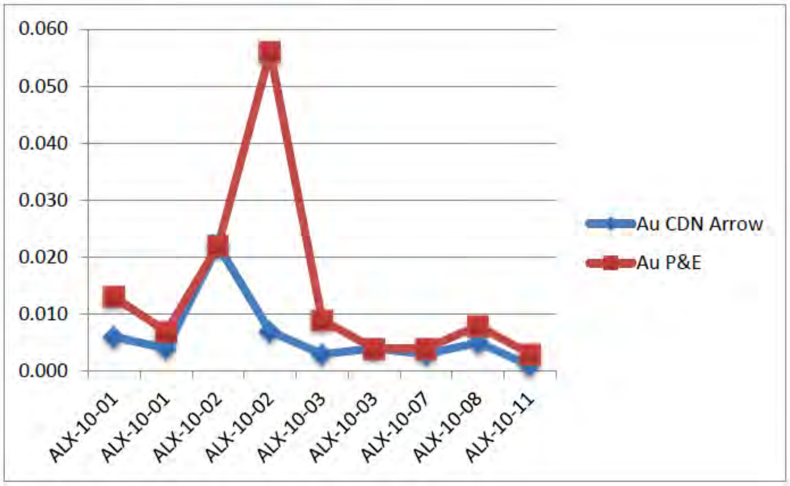


Figure 12.5 Site Visit Results for Palladium

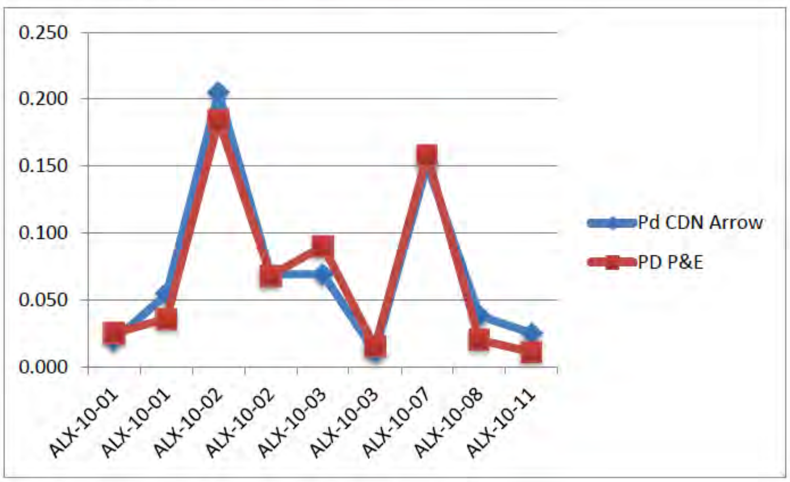
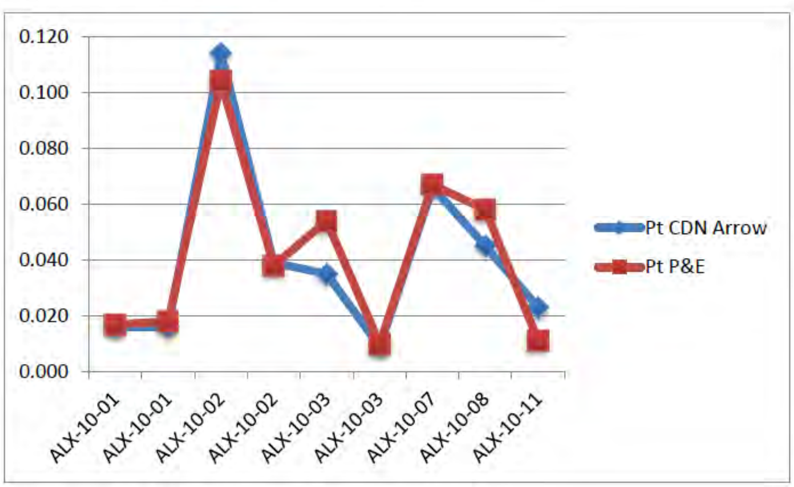


Figure 12.6 Site Visit Results for Platinum



An examination of the core and review of the core logs by the authors assessed that the quality of the samples was excellent, they were representative and there was no indication that core recovery or any other factor that may have resulted in sample bias was present. Rock quality designation ("RQD") of the core in general was quite good.

P&E considers the data to be of good quality and satisfactory for use in a resource estimate.

2019 Mineral Resource Estimate Data Verification

Verification of assay data entry was performed on 737 assay intervals for Ni, Cu, Co, Au, Pt and Pd during the 2011 MRE. A few very minor data entry errors were observed and corrected. The 737 verified intervals were checked against assay lab certificates from SGS Canada. The checked assays represented 100% of the data to be used for this 2019 MRE update and approximately 23% of the entire database.

Summary Opinion of Qualified Person

Based on review of available documentation, the Qualified Person is of the opinion that the dataset is acceptable for the purposes used in this report, including Mineral Resource estimation.

Mineral Processing and Metallurgical Testing

C1N has not conducted any metallurgical testwork on the Alexo-Dundonald Project. Historically, there have not been any mineral processing or tailings facilities constructed on the Alexo-Dundonald Project.

Puritch *et al* (2012) details previous metallurgical testwork that has been conducted on the Alexo and Kelex deposits. The following is based on an extract of that report.

Past Metallurgical Testwork

Prior to 2004, a 10,000-tonne bulk sample taken from the Alexo deposit confirmed that mining and custom milling of the mineralized zone was economic at that time. The grade of the first 6,000 tonnes of the bulk sample assayed 2.46% Ni, 0.31% Cu and 0.07% Co. During the mining of the Alexo bulk sample, all the low-grade and high-grade ore mined was shipped to Sudbury for metallurgical testing and processing by Falconbridge through its mill and smelter facilities.

Most Recent 2011 Testwork

In 2011, Xstrata Process Support ("**Xstrata**") – formerly Falconbridge, now Glencore Nickel – at its laboratories in Falconbridge near Sudbury, Ontario, performed scoping level metallurgical testing and quantitative mineralogy for Canadian Arrow on its Kelex composite (see Table 8, below). The scope included a custom flowsheet assessment and quantitative mineralogy using EPMA microprobe assessment.

Mineralogy and Head Analyses

Xstrata found that the mineral pyrrhotite contained 2,100 ppm (0.21 wt%) Ni on average and pentlandite contained 31% Ni on average. These values were lower than typical nickel levels observed in comparable nickel ores from elsewhere that they had previously tested. Silicate gangue species contained low levels of nickel in solution. Orthopyroxene had the highest nickel levels (700 ppm on average) while biotite and serpentine had lower levels (600 ppm and 400 ppm, respectively). Xstrata stated that it is expected that a proportion of nickel loss will be due to nickel in pyrrhotite and silicate gangue, and that modal mineralogical analysis (QEMSCAN) is required to complete a nickel deportment analysis.

Table 8: Composite head analyses, Kelex deposit

Ni %	Cu %	S %	Co %	MgO %	Pt ppm	Pd ppm
2.13	0.09	14.54	0.08	11.96	0.05	0.12

Source: Puritch et al (2012)

Grinding

The Bond Ball Mill Work Index was 23.7 kWh/tonne, indicating that it was a very hard ore to grind.

Metallurgical Testwork

Duplicate rougher flotation tests at a grind (K80) of 53 microns were carried out on 2.2 kg charges of Kelex composite using a selected flowsheet (see Table 9, below).

Table 9: Grade recovery results, Kelex deposit composite

Product	Mass %	Grade %					Recovery %				
		Ni	Cu	S	Co	MgO	Ni	Cu	S	Co	MgO
Custom Rougher Flowsheet with Dep C											
Ro bypass concentrate	7.9	19.0	0.8	33.1	0.7	1.2	67.8	62.1	17.4	68.9	0.8
Ro-Scav concentrate	12.3	4.0	0.1	28.6	0.1	4.9	22.1	13.3	23.6	21.3	5.0
Total Concentrate	**20.1**	**9.8**	**0.4**	**30.3**	**0.4**	**3.4**	**89.9**	**75.5**	**41.0**	**90.2**	**5.8**
Custom Rougher Flowsheet without Dep C											
Ro-bypass concentrate	7.3	14.6	0.6	33.4	0.6	1.2	56.2	62.4	17.3	57.5	0.9
Ro-Scav concentrate	10.6	5.3	0.1	31.0	0.2	3.1	29.9	15.9	23.5	29.7	2.7
Total Concentrate	**17.9**	**9.0**	**0.3**	**32.0**	**0.3**	**2.5**	**86.0**	**78.2**	**40.8**	**87.2**	**3.6**
Open Circuit Metallurgical Results for Custom Flowsheet											
Ro-bypass concentrate	11.3	12.1	0.5	32.3	0.4	2.4	61.7	60.8	24.2	62.1	2.4
Ro-Scav concentrate	6.5	7.7	0.2	33.3	0.4	1.9	22.5	12.9	15.1	23.1	0.5
Total Concentrate	**19.5**	**9.8**	**0.4**	**33.4**	**0.4**	**1.9**	**86.1**	**74.9**	**43.0**	**86.9**	**3.2**

Source: Puritch et al. (2012)

Xstrata concluded the following:

- In the first test, Dep C was used. The rougher nickel and copper recovery was similar to the recovery typically obtained from other nickel ores with similar head grades and pyrrhotite-to-pentlandite ratio. Nickel and copper recovery could be improved with optimization.

- In the second rougher test for the custom flowsheet, no Dep C was used. The rougher nickel and copper recovery was somewhat lower than was obtained with a depressant.
- An open circuit cleaning flotation test was carried out on the Kelex composite sample using the custom flowsheet.

It was concluded that the MgO grade did not pose a risk for the then Xstrata Falconbridge smelter complex in Sudbury. These results were similar to the metallurgical results obtained from other nickel ores with similar nickel head grades and pyrrhotite-to-pentlandite ratio.

At the time, Xstrata recommended the following:

- Further replicate tests be conducted on new ore samples from the Kelex deposit using the same custom flowsheet
- Modal and liberation analyses using QEMSCAN should be performed on a representative sample to assess the liberation characteristics at the custom grind size
- Canadian Arrow should proceed to locked cycle tests to simulate the custom flowsheet to final concentrate
- Grinding throughput modelling of the tested ore should be conducted using appropriate software
- Pre-concentration followed by flotation for the lower-grade portion of the Kelex deposit should be assessed.

Subsequently, these recommendations are still outstanding, and no further metallurgical testwork has been carried out.

CSA Global has no reason to believe that the data as presented is not an accurate representation of facts at that stage of metallurgical testing on the Alexo-Dundonald Project.

Mineral Resources Estimates

Introduction

The purpose of this report section is to update the Alexo-Kelex deposit resources in compliance with NI 43-101 and CIM standards. This update to the 2011 MRE mainly is based on the metal price variations as all drillhole data has remained unchanged since 2011. This MRE was undertaken by Mr Eugene Puritch (P.Eng. FEC, CET) and Yungang Wu (P.Geo.) of P&E Mining Consultants Inc. of Brampton, Ontario with an Effective Date of June 30, 2020. Mr Puritch is the responsible Qualified Person and author for this section.

Database

All drilling data was provided by former Alexo-Dundonald Project operator, Canadian Arrow, in the form of Microsoft Excel files, drill logs and assay certificates. A total of 42 drill cross-sections were developed on a local grid looking northeast on an azimuth of 60° on a 15-m spacing named from 135-NE to 750-NE. A Gemcom database was developed that contained 227 diamond drillholes, of which 119 were intersected in the updated resource wireframes. A surface drillhole plan is shown in Appendix “A” hereto.

The database was validated in Gemcom with minor corrections required. The assay table of the database contained 3,146 assays for Ni, Cu, Co and 2,117 assays for Au, Pt and Pd. All data are expressed in metric units and grid coordinates are in the NAD83 UTM system. All dollar (“$”) amounts are Canadian dollars (C$) unless otherwise stated.

Data Verification

Verification of assay data entry was performed on 737 assay intervals for Ni, Cu, Co, Au, Pt and Pd during the 2011 MRE. A few very minor data entry errors were observed and corrected. The 737 verified intervals were checked against assay lab certificates from SGS Canada. The checked assays represented 100% of the data to be used for this MRE update and approximately 23% of the entire database.

Domain Interpretation

Domain boundaries were determined from lithology, structure and NSR boundary interpretation from visual inspection of drillhole sections. Two domains were developed and named Alexo and Kelex. These domains were created with computer screen digitizing on drillhole sections in Gemcom by or under the direction of the author and Qualified Person of this section of the Listing Statement. The outlines were influenced by the selection of mineralized material that demonstrated NSR value above $30/t, and zonal continuity along strike and down dip. In some cases, some mineralization below the NSR cut-off was included for the purpose of maintaining zonal continuity and 2 m minimum core length.

On each section, polyline interpretations were digitized from drillhole-to-drillhole but not extended more than 50 m into untested territory. Minimum constrained width for interpretation was 2.0 m of core length. The interpreted polylines from each section were “wireframed” in Gemcom into 3D domains. The wireframes were then truncated with topography and overburden surfaces and the historical open pit mined portions were removed. The resulting solids (domains) were used for statistical analysis, grade interpolation, rock coding and resource reporting purposes (see Appendix “B” hereto).

Rock Code Determination

The rock codes used for the Mineral Resource model were derived from the mineralized domain solids that were developed to control grade block model limits. The list of rock codes used is shown in the following Table 10.

Table 10: Rock codes and descriptions

Rock code	Description
0	Air
10	Alexo Domain
20	Kelex Domain
99	Waste Rock

Rock code	Description
100	Overburden

Grade Capping

The basic statistics of the Mineral Resource wireframe constrained raw assays are presented in the following Table 11.

Table 11: Statistics of the constrained raw assays

Domain	Alexo						Kelex					
Variable	Ni %	Co %	Cu %	Au g/t	Pd g/t	Pt g/t	Ni %	Co %	Cu %	Au g/t	Pd g/t	Pt g/t
No. of samples	146	146	146	146	146	146	938	938	938	938	938	938
Minimum value	0.030	0.005	0.005	0.001	0.003	0.002	0.005	0.002	0.002	0.000	0.000	0.000
Maximum value	6.540	0.230	0.490	0.231	1.498	0.712	7.980	0.210	0.530	0.154	1.410	0.639
Mean	1.290	0.060	0.170	0.040	0.360	0.140	0.810	0.030	0.030	0.010	0.040	0.030
Median	1.020	0.050	0.150	0.020	0.260	0.100	0.460	0.020	0.020	0.000	0.020	0.020
Variance	1.540	0.000	0.010	0.000	0.130	0.020	1.130	0.000	0.000	0.000	0.010	0.000
Standard deviation	1.240	0.040	0.120	0.040	0.360	0.140	1.070	0.030	0.050	0.010	0.090	0.040
Coefficient of variation	0.960	0.740	0.730	1.120	0.990	0.940	1.310	1.160	1.440	2.000	1.980	1.680
Skewness	1.875	1.043	0.460	1.633	1.203	1.162	3.460	3.057	4.477	6.553	7.242	6.462
Kurtosis	6.670	3.832	2.346	6.283	3.704	4.168	16.665	12.451	32.044	62.624	82.250	67.114

Grade capping was investigated on the raw assay values in the mineralised domains to ensure that the possible influence of erratic high values did not bias the database. Extraction files were created for constrained Ni, Cu, Co, Au, Pt and Pd data within each mineralised domain. From these extraction files, log-normal histograms were generated. Refer to Appendix "C" hereto for graphs.

Grade capping was not required for the Alexo domain. The capped values of Kelex are presented in the following Table 12.

Table 12: Kelex capping values

Element	Capping value	No. of assays capped	Mean of raw assays	Mean of capped assays	Raw coefficient of variation	Capped coefficient of variation	Capping percentile
Ni (%)	7	4	0.81	0.81	1.31	1.29	99.6%
Cu (%)	0.3	5	0.03	0.03	1.44	1.33	99.5%
Pt (g/t)	0.4	2	0.03	0.03	1.68	1.57	99.8%
Pd (g/t)	0.7	3	0.04	0.04	1.98	1.75	99.7%
Co (%)	No capping	0	0.03	0.03	1.16	1.16	100.0%
Au (g/t)	No capping	0	0.01	0.01	2.00	2.00	100.0%

The basic statistics of capped assays of Kelex are summarized in the following Table 13.

Table 13: Basic statistics of capped assays of Kelex

Variable	Ni %	Co %	Cu %	Au g/t	Pd g/t	Pt g/t
No. of samples	938	938	938	938	938	938

Variable	Ni %	Co %	Cu %	Au g/t	Pd g/t	Pt g/t
Minimum value	0.005	0.002	0.002	0.000	0.000	0.000
Maximum value	7.000	0.210	0.300	0.154	0.700	0.400
Mean	0.811	0.030	0.032	0.006	0.044	0.025
Median	0.460	0.020	0.020	0.003	0.024	0.016
Variance	1.093	0.001	0.002	0.000	0.006	0.002
Standard deviation	1.046	0.035	0.043	0.011	0.077	0.040
Coefficient of variation	1.289	1.161	1.332	1.997	1.750	1.566
Skewness	3.308	3.057	3.373	6.553	4.794	4.973
Kurtosis	14.949	12.451	17.088	62.624	32.476	36.969

Composites

Length weighted composites were generated for the drillhole data that fell within the constraints of the above-mentioned domains. These composites were calculated for Ni, Cu, Co, Au, Pt and Pd over 1.0-m lengths starting at the first point of intersection between assay data hole and hangingwall of the 3D zonal constraint. The compositing process was halted upon exit from the footwall of the afore-mentioned constraint. Un-assayed intervals were given 0.001 value. Any composites calculated that were less than 0.3 m in length, were discarded so as to not introduce a short sample bias in the interpolation process. The composite data were transferred to Gemcom extraction files for the grade interpolation as X, Y, Z, Ni, Cu, Co, Au, Pt, Pd files. The basic statistics of the composites are shown in the following Table 14.

Table 14: Composite basic statistics

Domain	Alexo						Kelex					
Variable	Ni %	Co %	Cu %	Au g/t	Pd g/t	Pt g/t	Ni %	Co %	Cu %	Au g/t	Pd g/t	Pt g/t
No. of samples	124	124	124	124	124	124	1101	1101	1101	1101	1101	1101
Minimum value	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Maximum value	5.18	0.17	0.45	0.21	1.41	0.66	6.62	0.21	0.30	0.15	0.68	0.39
Mean	1.08	0.05	0.14	0.03	0.31	0.12	0.66	0.02	0.03	0.00	0.03	0.02
Median	0.78	0.04	0.12	0.02	0.18	0.08	0.44	0.02	0.02	0.00	0.02	0.01
Variance	1.08	0.00	0.01	0.00	0.10	0.02	0.76	0.00	0.00	0.00	0.00	0.00
Standard deviation	1.04	0.04	0.11	0.04	0.32	0.12	0.87	0.03	0.04	0.01	0.06	0.03
Coefficient of variation	0.96	0.75	0.81	1.11	1.03	0.98	1.32	1.21	1.30	1.90	1.79	1.53
Skewness	1.70	1.01	0.63	1.72	1.20	1.26	3.78	3.69	3.27	7.63	5.09	5.08
Kurtosis	6.22	3.83	2.57	6.86	3.77	4.66	19.14	18.02	17.06	90.34	35.76	40.49

Variography

Variography was carried out on the constrained composites within the mineralised domains of the deposit model. Kelex variography yielded discernible Ni variograms, which enabled the classification of Indicated and Inferred Mineral Resources. Due to the low grades for the Cu, Co, Au, Pt and Pd, variography on these elements was not successful and resulted in the use of the Ni variograms to inform the Cu, Co, Pt and Pd search ellipse ranges (see Appendix "D" hereto for more information).

Bulk Density

The bulk density used for the resource model was derived from measurements performed by Agat Laboratories on 62 representative samples collected by Antoine Yassa (P.Geo.). The resulting average bulk density model within the constraining domain created from these samples was calculated to be 3.11 t/m^3. Overburden was assigned a bulk density of 1.8 t/m^3.

Block Modelling

The block models of the Alexo-Kelex were constructed using Geovia Gems V6.8 modelling software, and the block model origin and block size are tabulated in Table 15, below. The block model was rotated 30° counter-clockwise. Separate block models were created for rock type, bulk density, percent, class, Ni, Cu, Co Au, Pt, Pd and NSR.

Table 15: Block model definition of Alexo-Kelex

Direction	Origin	No. of blocks	Block size (m)
X	513,909.603	140	5
Y	5,388,757	800	1
Z	330	60	5
Rotation	Counter-clockwise 30°		

The volume percent block model was set up to accurately represent the volume and subsequent tonnage that was occupied by each block inside each constraining domain. As a result, the domain boundaries were properly represented by the percent model's ability to measure infinitely variable inclusion percentages within a particular domain.

The Ni, Cu, Co Au, Pt and Pd composites were extracted from the Microsoft Access database composite table into separate files for each Mineralised Zone. Inverse Distance Squared (ID^2) grade interpolation was utilized for all elements. There were two interpolation passes performed on each domain for each element for the Indicated and Inferred classifications. The resulting Ni and NSR blocks can be seen on the block model cross-sections and plans in Appendix "E" and Appendix "F" hereto. The grade blocks within the domain were interpolated using the following parameters (Table 16):

Table 16: Block model interpolation parameters

Domain	Dip direction	Strike	Dip	Dip range	Strike range	Across dip range	Maximum no. per hole	Minimum no. of sample	Maximum no. of sample
Ni, Cu, Co, Au, Pt and Pd Indicated									
Alexo	350°	80°	-90°	20 m	20 m	5 m	2	3	12
Kelex	330°	60°	-70°	30 m	30 m	5 m	2	3	12
Ni, Cu, Co, Au, Pt and Pd Inferred									
Alexo	350°	80°	-90°	40 m	40 m	10 m	2	1	12
Kelex	330°	60°	-70°	60 m	60 m	10 m	2	1	12

Mineral Resource Classification

For the purposes of this resource, Indicated and Inferred classifications of all interpolated grade blocks were determined from the nickel interpolations due to nickel being the dominant revenue producing element in the NSR calculation. The Indicated Resources were classified for the blocks interpolated with at least three composites from a minimum of two holes; and Inferred Resources were categorized for all remaining grade populated blocks within all mineralised domains. The classifications have been adjusted to reasonably reflect the distribution of each category. See block model classification cross-sections and plans in Appendix "H" hereto.

Mineral Resource Estimate

The MRE was derived by applying an NSR cut-off grade to the block model and reporting the resulting tonnes and grade for potentially mineable areas. The following calculations demonstrate the rationale supporting the NSR cut-off grade that determines the potentially economic portion of the mineralized domains.

NSR cut-off grade calculation components (all currency C$ unless stated otherwise):

- CAD/US$ exchange rate: $0.77
- Ni price: US$7.42/lb (CIBC long term consensus forecast)
- Cu price: US$3.00/lb (Aug 31/19 approx. two-year trailing average)
- Co price: US$250/lb (Aug 31/19 approx. two-year trailing average)
- Au price: US$1,300/oz (Aug 31/19 approx. two-year trailing average)
- Pt price: US$900/oz (Aug 31/19 approx. two-year trailing average)
- Pd price: US$1,100/oz (Aug 31/19 approx. two-year trailing average)
- Ni flotation recovery: 90%
- Cu flotation recovery: 90%
- Co flotation recovery: 40%
- Au flotation recovery: 50%
- Pt flotation recovery: 50%
- Pd flotation recovery: 50%
- Concentration ratio: 16:1
- Ni smelter payable: 85%
- Cu smelter payable: 90%
- Co smelter payable: 50%
- Au smelter payable: 80%
- Pt smelter payable: 80%
- Pd smelter payable: 80%
- Ni refining charges: US$0.50/lb
- Cu refining charges: US$0.15/lb
- Co refining charges: US$3.00/lb
- Au refining charges: US$10.00/oz
- Pt refining charges: US$10.00/oz

- Pd refining charges: US$10.00/oz
- Ni smelter treatment charges: US$250/t.

The above data were derived from other projects similar to Alexo-Kelex.

In the anticipated open pit portion of the Alexo-Kelex deposit, the ore crushing, transport, processing and G&A costs combine for a total of ($2 + $6 + $20 + $2) = C$30/tonne processed which became the open pit NSR cut-off value.

For the constrained mineralization in the Alexo-Kelex Deposit model to be considered as an open pit Mineral Resource which is potentially economic, a first pass pit optimization was carried out utilizing the following criteria:

- Waste mining cost per tonne $2.75
- Ore mining cost per tonne $3.50
- Overburden mining cost per tonne $2.00
- Ore crushing cost per tonne $2.00
- Ore transport to process plant cost per tonne $6.00
- Process cost per tonne $20.00
- General & Administration (G&A) cost per ore tonne $2.00
- Process production rate (ore tonnes per year) 100,000
- Pit slopes (inter ramp angle) 50°
- Sulphide bulk density 3.11 t/m^3
- Waste rock bulk density 2.80 t/m^3
- Overburden bulk density 1.80 t/m^3

In the anticipated underground portion of the Alexo-Kelex deposit, the ore mining, crushing, transport, processing and G&A costs combine for a total of ($28 + $2 + $6 + $20 + $4) = C$60/tonne processed which became the underground NSR cut-off value.

The resulting open pit and underground MRE can be seen in the following Table 17.

Table 17: Alexo-Kelex MRE (1-5)

Resource classification	Tonnes (k)	Ni %	Cu %	Co %	Au g/t	Pt g/t	Pd g/t	Contained Ni (Mlb)	Contained Cu (Mlb)	Contained Co (Mlb)
Indicated										
Alexo Open Pit	23.3	1.43	0.17	0.06	0.04	0.16	0.40	0.73	0.09	0.03
Kelex Open Pit	281.8	0.76	0.03	0.03	0.01	0.02	0.04	4.72	0.19	0.19
Total Pit Constrained – Indicated	**305.1**	**0.81**	**0.04**	**0.03**	**0.01**	**0.03**	**0.07**	**5.46**	**0.27**	**0.22**
Alexo Underground	5.0	0.77	0.10	0.04	0.02	0.08	0.19	0.08	0.01	0.00
Kelex Underground	261.6	0.72	0.03	0.03	0.01	0.03	0.05	4.15	0.17	0.17
Total Underground – Indicated	**266.6**	**0.72**	**0.03**	**0.03**	**0.01**	**0.03**	**0.05**	**4.24**	**0.18**	**0.18**
Total Indicated	**571.7**	**0.77**	**0.04**	**0.03**	**0.01**	**0.03**	**0.06**	**9.69**	**0.46**	**0.39**

Resource classification	Tonnes (k)	Ni %	Cu %	Co %	Au g/t	Pt g/t	Pd g/t	Contained Ni (Mlb)	Contained Cu (Mlb)	Contained Co (Mlb)
Inferred										
Kelex Underground	67.2	0.63	0.03	0.02	0.01	0.01	0.02	0.93	0.04	0.03
Total Underground – Inferred	**67.2**	**0.63**	**0.03**	**0.02**	**0.01**	**0.01**	**0.02**	**0.93**	**0.04**	**0.03**

Notes:

(1) Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability.

(2) The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.

(3) The Inferred Mineral Resource in this estimate has a lower level of confidence than that applied to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of the Inferred Mineral Resource could be upgraded to an Indicated Mineral Resource with continued exploration.

(4) The Mineral Resources in this report were estimated using the CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by the CIM Council (2014).

(5) The historical open pit mined areas were removed from the Mineral Resource Estimate.

Confirmation of Mineral Resource Estimate

The block models were validated using industry standard methods including visual and statistical methods.

Visual examination of composites and block grades on successive plans and sections were performed on-screen in order to confirm that the block models correctly reflect the distribution of composite grades. The review of estimation parameters included:

- Number of composites used for estimation;
- Number of drillholes used for estimation;
- Mean distance to sample used;
- Number of passes used to estimate grade; and
- Mean value of the composites used.

Comparisons of mean grades of composites with the block models at Ni 0.001% are presented in Table 18.

Table 18: Average grade comparison of assays, composites and block models

Domain	Data type	Ni %	Cu %	Co %	Au g/t	Pt g/t	Pd g/t
Alexo	Assays	1.29	0.17	0.06	0.04	0.14	0.36
	Composites	1.08	0.14	0.05	0.03	0.12	0.31
	Block Model ID2*	1.04	0.13	0.05	0.03	0.12	0.28
	Block Model NN**	1.04	-	-	-	-	-
Kelex	Capped Assays	0.81	0.03	0.03	0.01	0.03	0.04
	Composites	0.66	0.03	0.02	0.00	0.02	0.03
	Block Model ID2*	0.64	0.03	0.02	0.00	0.02	0.04
	Block Model NN**	0.65	-	-	-	-	-

**Block model grades were interpolated using Inverse Distance Squared. **Block model grades were interpolated using Nearest Neighbour.*

The comparisons above show the average grades of the block models are almost same as that of composites used for the grade estimation.

A volumetric comparison was performed with the block model volume versus the geometric calculated volume of the domain solids and the differences are shown in Table 19.

Table 19: Volume comparison of block model with geometric solids

Domain	Alexo	Kelex
Geometric volume of wireframes (m^3)	11,572	286,588
Block model volume (m^3)	11,558	286,487
Difference (%)	0.12%	0.04%

Comparisons of the grade-tonnage curve of the nickel grade model interpolated with ID^2 and Nearest Neighbour (NN) on a global resource basis for both Alexo and Kelex are presented in Figure 20.

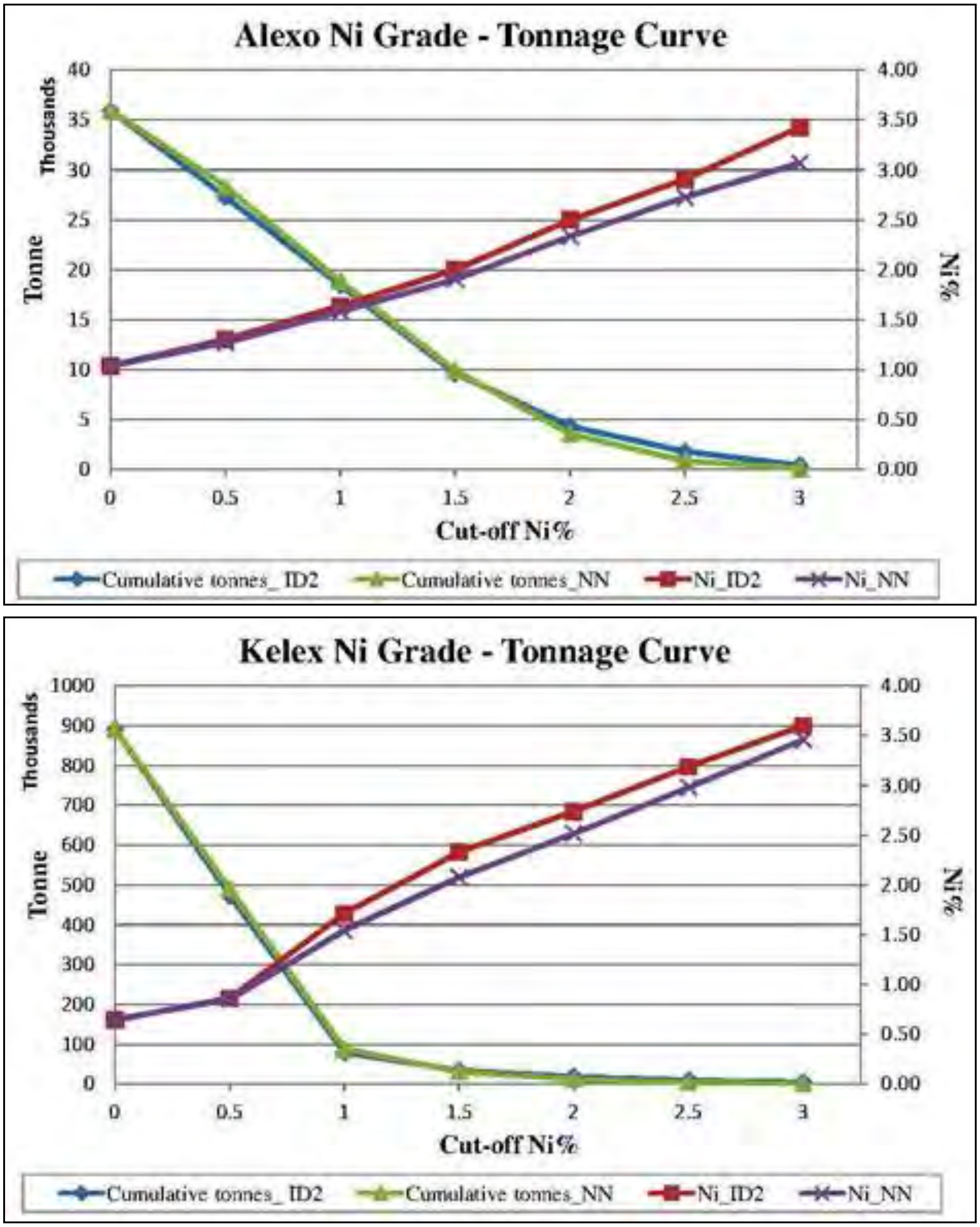
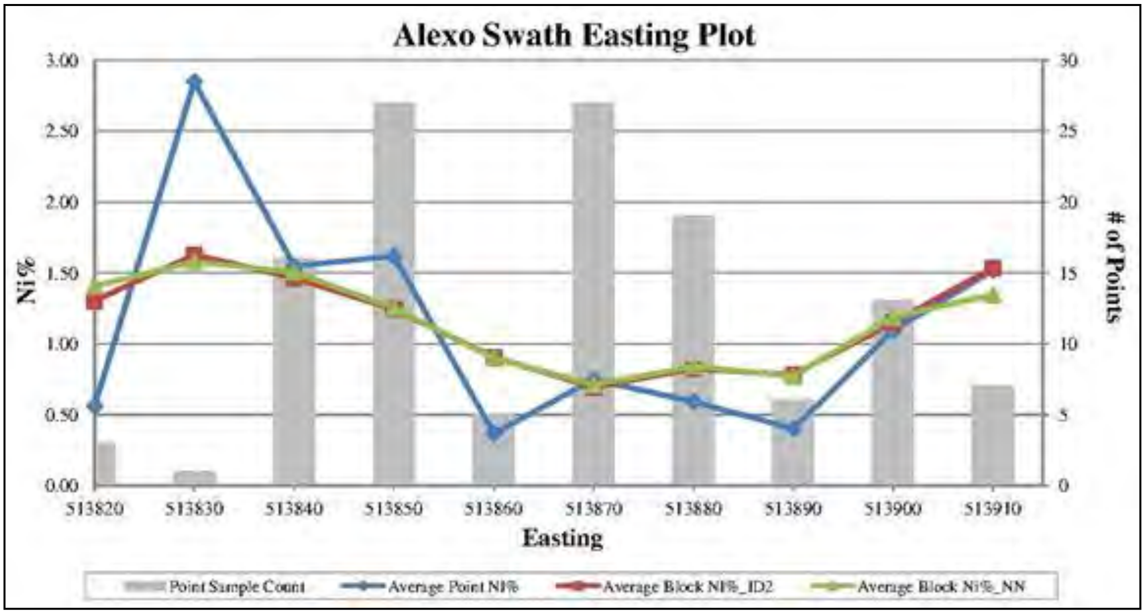


Figure 20: Alexo and Kelex nickel grade-tonnage curve for ID^2 and NN interpolation

Ni local trends were evaluated by comparing the ID^2 and NN estimate against nickel composites. As shown in Figures 12 to 14, nickel grade interpolations with ID^2 and NN agreed well for both Alexo and Kelex.



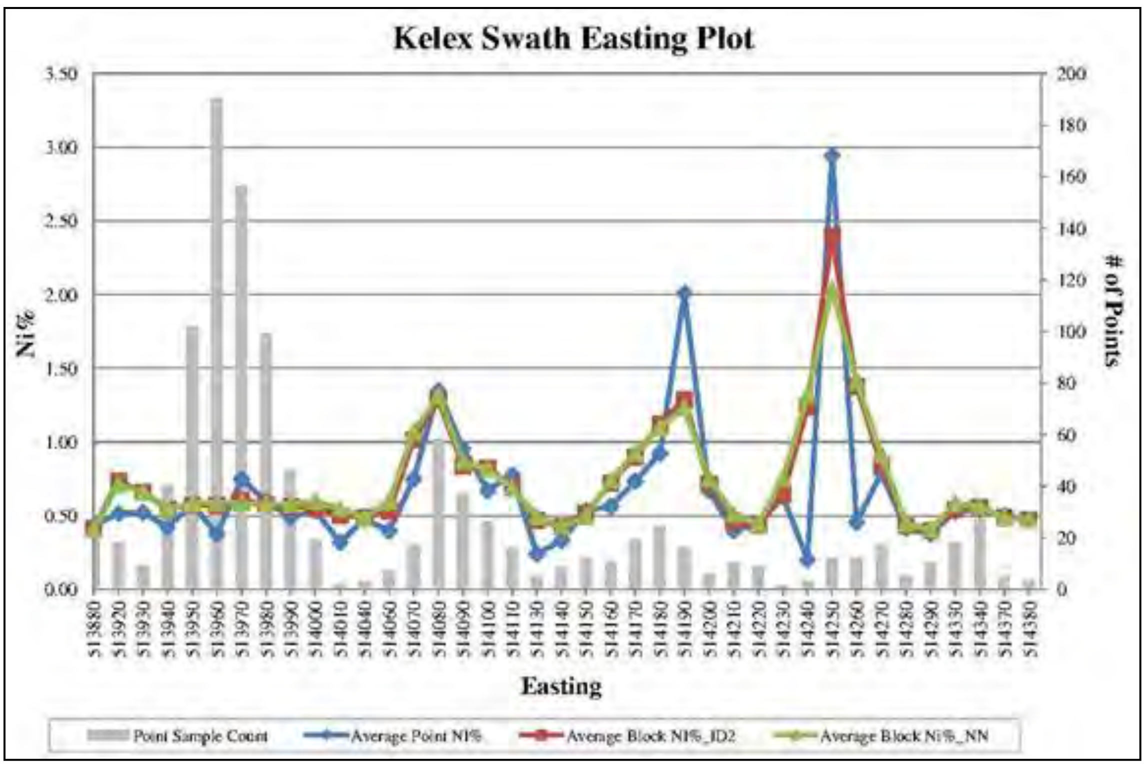
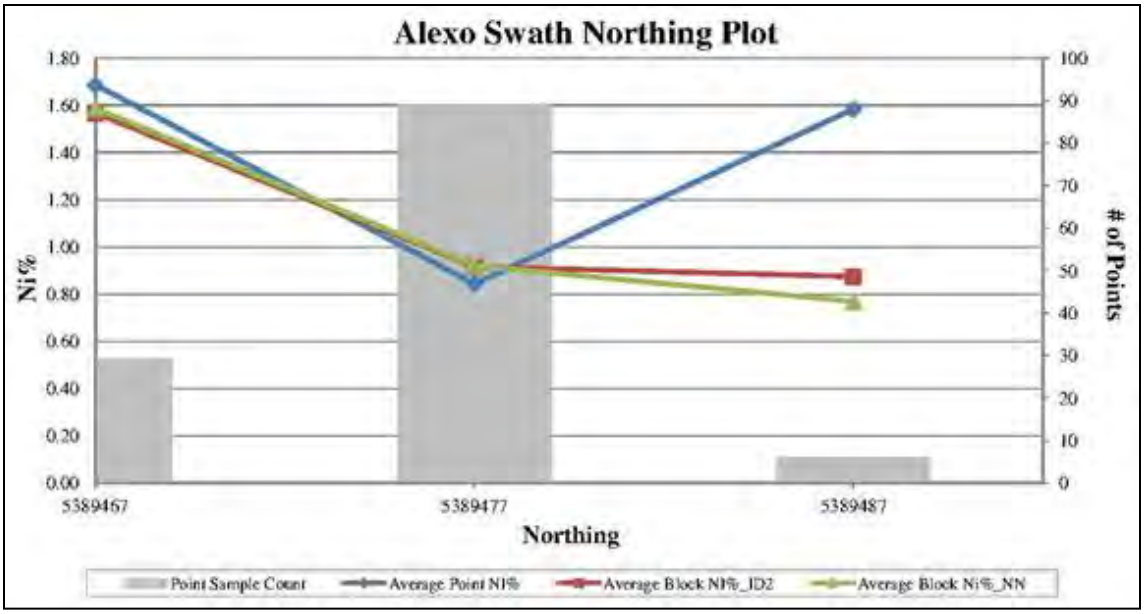


Figure 21: Alexo and Kelex nickel grade swath easting plots



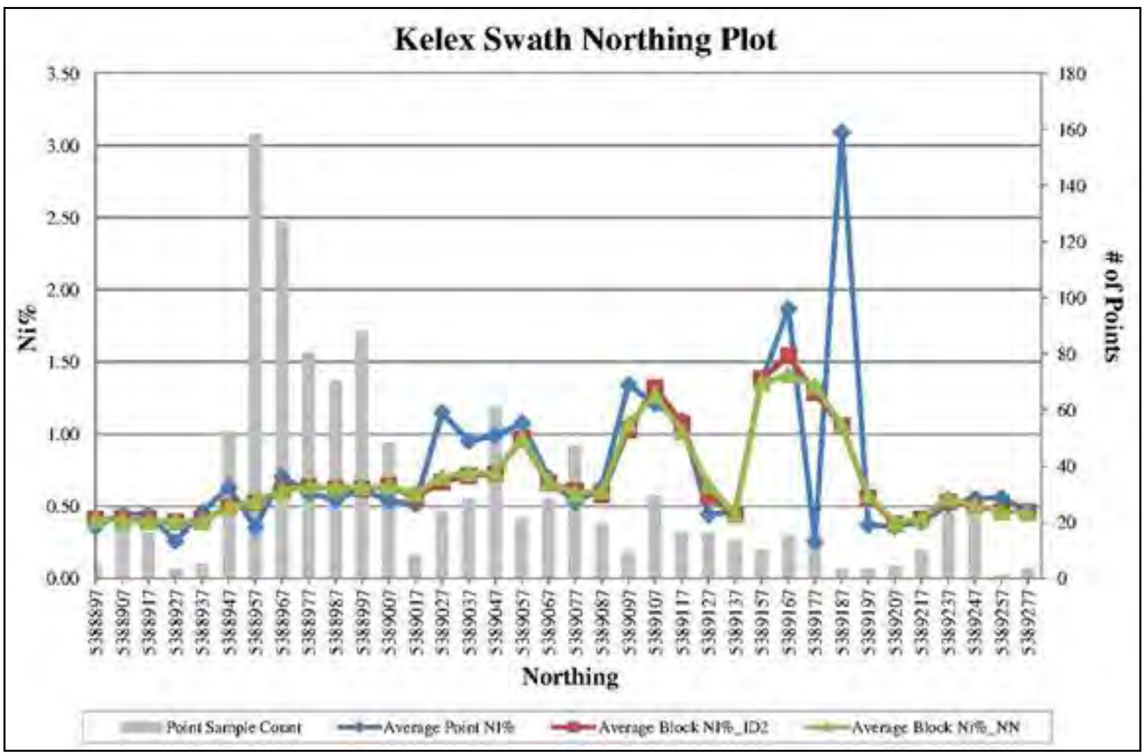
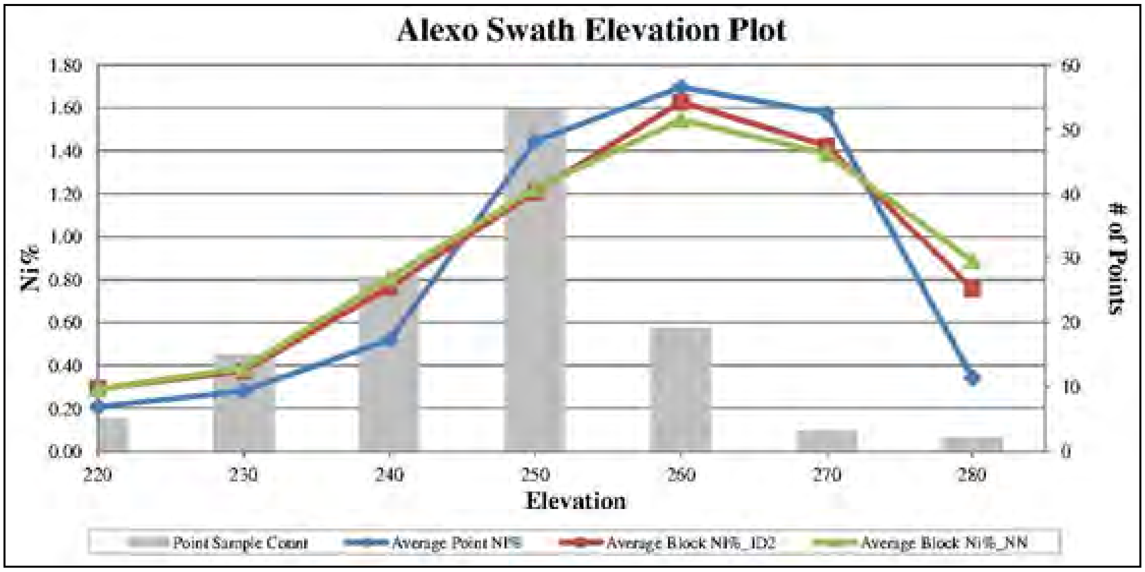


Figure 22: Alexo and Kelex nickel grade swath northing plots



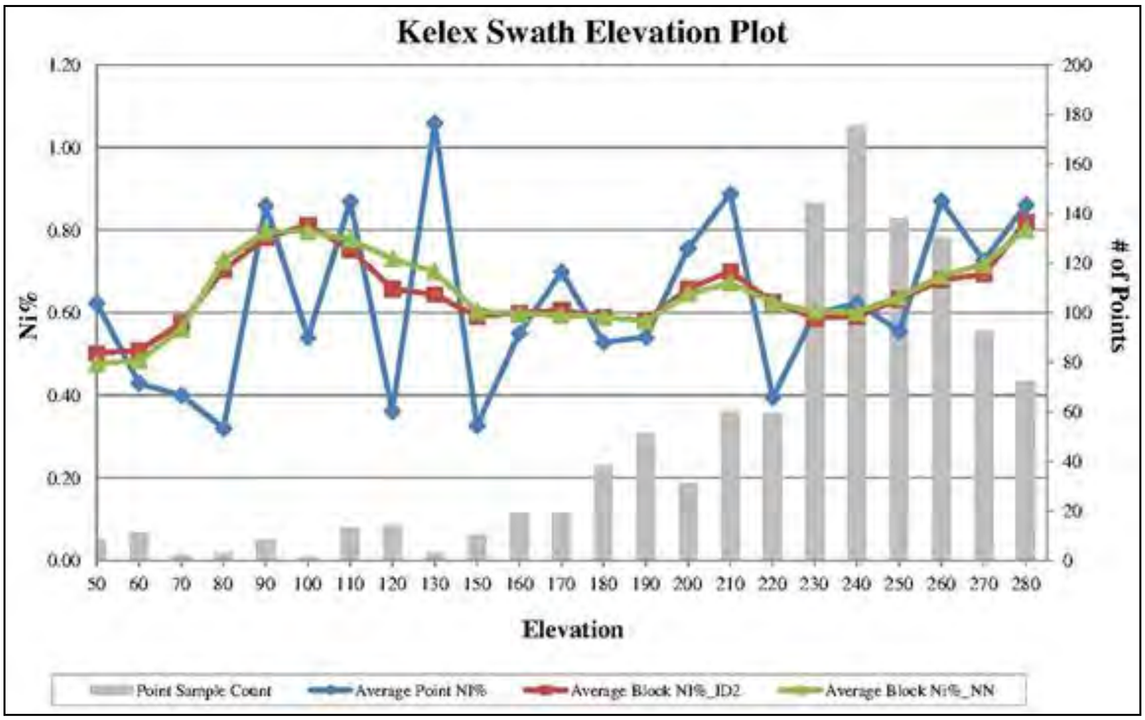


Figure 23: Alexo and Kelex nickel grade swath elevation plots

Mineral Reserve Estimates

No Mineral Reserve has been estimated for the Project.

Exploration and Development

The possibility of other, yet unknown, komatiite lava channels potentially hosting mineralization within the Alexo-Kelex and Dundonald-Dundeal areas must be tested. Similarly, the potential down-plunge extent of existing, known mineralized lava channel environments must also be tested. A program of deep-penetrating ground EM surveys, stratigraphic drilling and drilling below the current workings down plunge of known mineralisation, both coupled with borehole EM, will help to delineate any such potential unknown channelized environments.

Outside the immediate area of the known deposits, exploration has been limited. The airborne EM surveys flown in 1984 and 1988 would not be considered an adequate test of the regional potential given recent advances in the understanding of the geophysical response of nickel sulphide mineralization, and the advancement in the technical capabilities of airborne geophysical survey systems. Flying a modern helicopter-borne EM system should be an exploration priority. Utilising the combined magnetic and airborne EM data gathered from such a survey will allow rapid focus of ground exploration into potential serpentinized (magnetic) ultramafic lava channel environments with either sedimentary sulphides in the immediate vicinity, or potential direct detection of the target nickel sulphide.

Hole ALX-01-96, located 200 m west along strike and 240 m vertical depth below the Alexo deposit, intersected a narrow interval of magmatic nickel sulphide. Significantly, it is the only hole drilled west of, or below, the Main Alexo mineralized horizon. This isolated intersection requires follow-up drilling and borehole EM.

The proposed exploration budget for the Alexo-Dundonald Project is proposed as a phased program subject to continued advancement due to success of the previous phase of work. The total budget proposal would total $1,500,000. Phases 1 and 2 are proposed to be completed before the end of 2021 in accordance with the underlying purchase agreements for the Alexo and Dundonald properties. The proposed work includes preliminary compilation/evaluation, airborne EM and magnetics and some follow-up ground geophysical surveys on the highest priority targets. This would be followed up by a diamond drilling program to assess targets and expand resources at the Kelex and Alexo zones.

To this end, the following is recommended for the first two phases of exploration on the Alexo-Dundonald Project:

- Complete a modern airborne EM and magnetic survey over the entire merged Alexo-Dundonald Project. The intent would be to generate magmatic nickel sulphide targets within komatiite flows and ultramafic intrusions on the Property.
    - Generated targets will be followed up with focused fixed loop EM surveys and then diamond drilling.
- One area of focus would be designed to expand the Kelex and Alexo estimated Mineral Resources outlined in this report. Both mineralized zones have potential for expansion both along strike and to depth. Since these resources have been previously drilled to a certain degree, they would present the best opportunity to fast track a small mining operation if metal prices were deemed favourable in the short to medium term. The proposed airborne EM/magnetic survey would add to the understanding of the potential to expand the resource in the vicinity

of the Kelex and Alexo zones. Opportunities exist to increase the known zones at Alexo-Kelex with a targeted approach of surface EM, further diamond drilling below and along strike of the deposits (below 100 m depth), and borehole EM of the deeper drillholes.

- Another area of focus would be to further evaluate the high-grade mineralization found on the Dundonald portion of the project area, particularly in the Dundonald South area where several identified komatiite-hosted zones have high grade nickel values, particularly in the "A" and "G" zones. Careful structural analysis needs to be completed in order follow these higher-grade zones to depth to see if potential exists for additional high-grade lenses. Opportunities exist to increase known mineralized horizons in the Dundonald South target (e.g. G zone). Further diamond drilling below and along strike of the deposits, and borehole EM of the deeper drillholes.

Exploration should thus be split into two phases, parts of which may run concurrently, depending on results as the programs continue.

Phase 1

This phase would give a basis of knowledge to interpret drill targets for Phase 2. An 800 line-km airborne survey is proposed which would cover the entire consolidated land package at 50 m spaced lines as outlined in Figure 24 below.

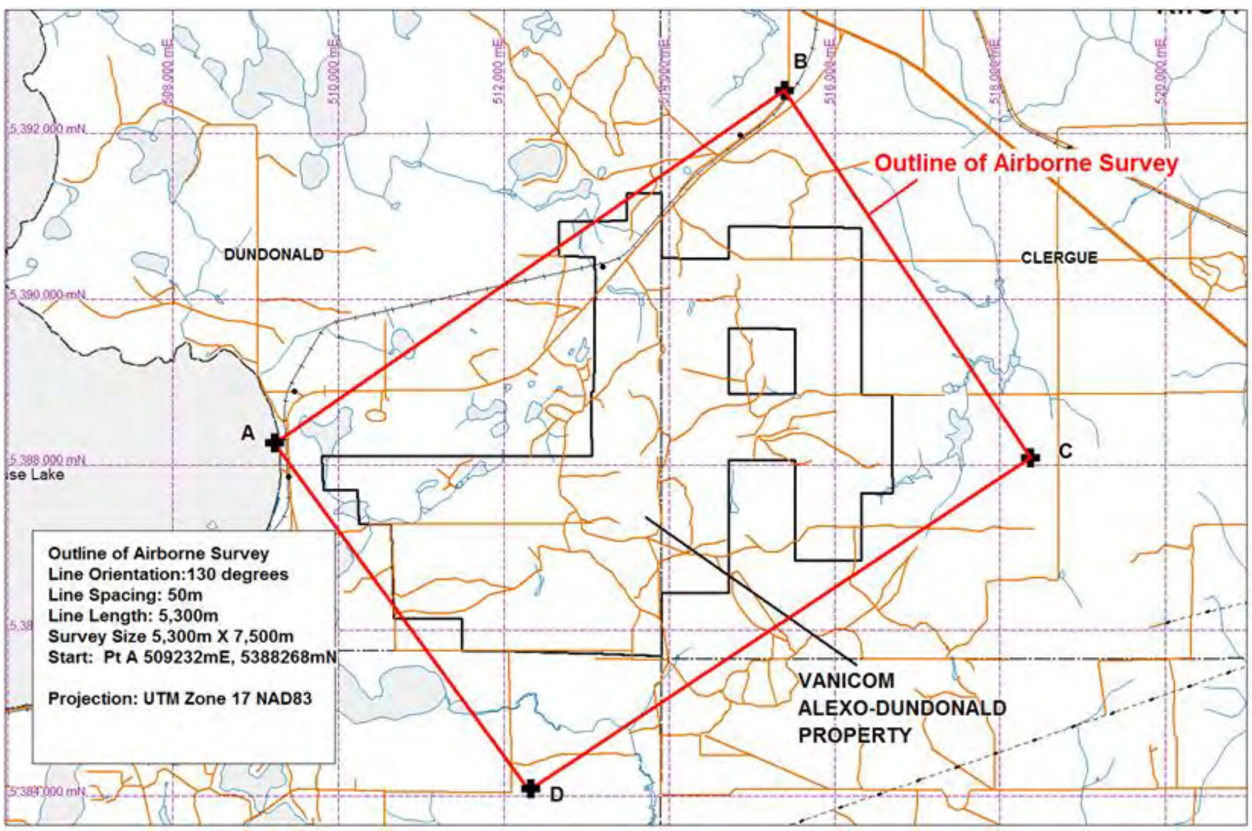


Figure 24: Outline of proposed Phase 1 airborne EM/magnetic survey highlighted in red box

Additional monies should be budgeted to allow for resource evaluation, interpretation, ground truthing and geological/ground geophysical follow-up of newly identified targets from the airborne survey. The total proposed expenditure for Phase 1 is $280,000. No contingency has been added.

Phase 2

This phase of work would be mainly focused on diamond drilling and is not contingent on Phase 1 results, although any targets determined from Phase 1 would be added to the drill target matrix as work progresses in an evolving exploration program. Drilling on the Kelex and Alexo zones would be designed to extend the zones along strike and to depth. Drilling on the Dundonald South area would focus on extending high-grade lenses down plunge. A total of 10,000 m of diamond drilling is proposed at an average cost of $160/m for $1,220,000 total. This would include all costs associated with the drilling (i.e. contractor costs, assay analysis, salaries, miscellaneous expenses). Additional monies are allotted for surface and borehole geophysical surveys, resource and engineering evaluation and geological interpretation.

Recommended Exploration Budget

An outline of the proposed expenditures is presented in the table below.

Table 20: Recommended exploration budget

Program	Activity	Proposed expenditures	
		Phase 1	Phase 2
Exploration Alexo-Dundonald	Airborne EM/magnetic survey	120,000	nil
	Surface EM surveys	50,000	50,000
	Core drilling	-	1,000,000
	Borehole EM surveys	-	60,000
	Miscellaneous expenses (rentals etc)	10,000	30,000
	Resource evaluation	80,000	60,000
	Subtotal	**260,000**	**1,200,000**
Project maintenance	Renewal fees/taxes	20,000	20,000
	Option payments	-	-
Subtotal		**20,000**	**20,000**
TOTAL FUNDS ALLOCATED FOR EACH PHASE		**280,000**	**1,220,000**

5. SELECTED CONSOLIDATED FINANCIAL INFORMATION

Annual and Quarterly Information

Annual Information

5.1 The following is a summary of selected financial information for C1N for the periods indicated, which should be read in conjunction with the comparative audited financial statements of C1N for the fiscal year ended December 31, 2019 and the unaudited consolidated financial statements of C1N for the fiscal three months ended March 31, 2020, which are are included in Schedule "A" attached to and forming part of this Listing Statement. Also, set out below is a summary of selected financial information for C1N and Legendary for the periods indicated. This summary of financial information should also be read together with Section 6 - *Management's Discussion and Analysis*.

Selected Statement of Financial Position Data

	As at March 31, 2020 (unaudited) ($)(1)	**As at December 31, 2019 (audited) ($)**	**As at December 31, 2018 (audited) ($)**	**As at December 31, 2017 (audited) ($)**
C1N				
Current assets	92,660	199,513	2	Nil
Current liabilities	131,435	70,055	6,000	Nil
Total assets	92,660	199,513	2	Nil
Total liabilities	131,435	70,055	6,000	Nil
Legendary				
Current assets	N/A	N/A	2	2
Current liabilities	N/A	N/A	0	Nil
Total assets	N/A	N/A	2	2
Total liabilities	N/A	N/A	0	Nil

Selected Statement of Income (Loss) and Comprehensive Income (Loss)

	Three Months Ended March 31, 2020 (unaudited) ($)(1)	**Year Ended December 31, 2019 (audited) ($)**	**Year Ended December 31, 2018 (audited) ($)**	**Year Ended December 31, 2017 (audited) ($)**
C1N				
Revenue	Nil	26,223	Nil	N/A
Expenses	168,234	1,586,351	6,000	N/A
Net loss and comprehensive loss	168,234	1,560,128	6,000	N/A
Net loss per share basic and diluted	0.002	0.038	-	-
Legendary				
Revenue	N/A	N/A	Nil	Nil
Expenses	N/A	N/A	Nil	Nil
Net loss and comprehensive loss	N/A	N/A	Nil	Nil
Net loss per share basic and diluted	N/A	N/A	Nil	Nil

Notes:

(1) *On September 24, 2019, C1N completed the Transaction, whereby it acquired all of the issued and outstanding shares in the capital of Legendary, as described elsewhere in this Listing Statement. The unaudited consolidated financial statements of C1N for the three and nine months ended September 30, 2019 are prepared on a consolidated basis, which reflect the completion of the Transaction.*

Quarterly Information

5.2 The below quarterly information for C1N summarizes selected financial information for the eight most recently completed quarterly financial periods.

SUMMARY OF SELECT QUARTERLY INFORMATION				
	2020	2019		
	March 31	December 31	September 30	June 30
Total Assets	92,660	199,513	361,441	2
Working Capital (deficiency)	(38,775)	129,458	286,359	(10,498)
Shareholders' Equity (deficiency)	(38,775)	129,458	286,359	(10,498)
Total Revenue	-	26,226	-	-
Operating Expenses	168,234	183,124	1,398,727	4,500
Comprehensive Loss	168,234	156,901	1,398,727	4,500
Basic and Diluted Loss per Share	0.002	0.006	0.189	(0.001)
	2019	2018		
	March 31	December 31	September 30	June 30
Total Assets	2	2	2	2
Working Capital (deficiency)	(5,998)	(5,998)	-	-
Shareholders' Equity (deficiency)	(5,998)	(5,998)	2	2
Total Revenue	-	-	-	-
Operating Expenses	-	6,000	-	-
Comprehensive Loss	-	6,000	-	-
Basic and Diluted Loss per Share	-	(0.001)	(0.00)	(0.00)

The below quarterly information for Legendary summarizes selected financial information for the eight most recently completed financial periods prior to completion of the Transaction.

Fiscal Quarter Ended	Revenue	Net loss	Net loss per share (basic and diluted)	Weighted average number of common shares outstanding
September 30, 2017	Nil	Nil	-	5,100,000
December 31, 2017	Nil	Nil	-	5,100,000
March 31, 2018	Nil	Nil	-	5,100,000
June 30, 2018	Nil	Nil	-	5,100,000
September 30, 2018	Nil	Nil	-	5,100,000
December 31, 2018	Nil	1,410	-	5,100,000
March 31, 2019	Nil	2,250	-	5,100,000
June 30, 2019	Nil	2,250	-	5,100,000

Dividends

5.3 C1N has not declared or paid any dividends since its incorporation and management of the C1N does not foresee paying any dividends in the foreseeable future, since available funds will be used primarily to conduct exploration activities. Any future payment of dividends will be at the discretion of the Board and will depend on the financial condition, business environment, operating results, capital requirements, any contractual restrictions on the payment of distributions and any other factors that the Board deems relevant. C1N is not bound or limited in any way to pay dividends in the event that the Board determines that a dividend was in the best interest of C1N Shareholders.

IFRS

5.4 The financial statements included in this Listing Statement have been, and the future financial statements of C1N shall be, prepared in accordance with IFRS.

6. MANAGEMENT'S DISCUSSION AND ANALYSIS

6.1-6.14 The management's discussion and analysis ("**MD&A**") of C1N for the year ended December 31, 2019 is attached to this Listing Statement as Schedule "B" – MD&A of C1N.

6.15-6.21 The Company's month ended March 31, 2020 interim MD&A are included in Schedule "B" hereto.

7. MARKET FOR SECURITIES

7.1 The Common Shares are or are expected to be listed on the CSE under the symbol "NICO", subject to C1N satisfying the applicable listing conditions of the CSE.

8. CONSOLIDATED CAPITALIZATION

8.1 The following table sets forth the consolidated capitalization of C1N as of the date of this Listing Statement. The table should be read in conjunction with the Financial Statements and MD&A, including the notes thereto, attached to this Listing Statement.

Designation of Security	Amount Authorized or to be Authorized	Amount Outstanding as of December 31, 2019	Amount Outstanding as of the date of this Listing Statement(1)
Common Shares(2)(3)	Unlimited	90,029,209	99,529,209
Options	Nil	Nil	Nil
Warrants	Nil	Nil	Nil

Notes:

(1) *This figure represents the total issued and outstanding securities as at the date of this Listing Statement on a non-diluted basis.*

(2) *On October 19, 2018, the Common Shares were consolidated on the basis of ten (10) pre-consolidation Common Shares for every one (1) post-consolidation Common Shares pursuant to an Articles of Amendment.*

(3) *C1N is authorized to issue unlimited common shares, without par value.*

9. OPTIONS TO PURCHASE SECURITIES

9.1 As of the date of this Listing Statement, C1N has not issued incentive stock options to purchase unissued securities of C1N and the Company has not implemented an incentive stock option plan.

10. DESCRIPTION OF THE SECURITIES

Description of the Company's Securities

10.1 The authorized capital of C1N consists of an unlimited number of Common Shares without par value. As at the date of this Listing Statement, 99,529,209 Common Shares are issued and outstanding.

Common Shares

(1) Each holder of Common Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Company and at all such meetings shall be entitled to one vote in respect of each Common Share held by such holder.

(2) The holders of Common Shares shall be entitled to receive dividends if and when declared by the Board.

(3) In the event of any liquidation, dissolution or winding-up of C1N or other distribution of the assets of C1N among its shareholders for the purpose of winding-up its affairs, the holders of Common Shares shall be entitled, subject to the rights of holders of shares of any class ranking prior to the common shares, to receive the remaining property or assets of the Company.

Miscellaneous Securities Provisions

10.2 The Company has no debt securities outstanding as of the date of this Listing Statement and the Company is not intending to list any debt securities.

10.4 Except for the Common Shares, the Company is not proposing to list any securities on the CSE.

10.5 The rights of holders of common shares may not be modified otherwise than in accordance with the *Business Corporations Act* (Ontario) and the articles and by-laws of the Company.

10.6 As of the date of this Listing Statement, the rights attaching to the common shares are not materially limited or qualified by the rights of any other class of securities and no other class of securities ranks ahead of or equally with the Common Shares.

Prior Sales

10.7 On September 24, 2019, C1N issued an aggregate of 80,000,000 Common Shares to the former Legendary Shareholders in connection with the completion of the Transaction. Each Common Share issued to Legendary Shareholders were valued at $0.02 per Common Share given the value of Legendary following the Legendary Debt Settlement. Following the Transaction, the Company had 90,029,209 issued and outstanding Common Shares.

On April 23, 2020, C1N issued an aggregate of 9,500,000 Common Shares pursuant to the Pre-Listing Financing at a price of $0.10 per Common Share for aggregate gross proceeds of $950,000.

Following the Pre-Listing Financing, the Company had 99,529,209 issued and outstanding Common Shares.

No other Common Shares were issued or sold by the Company within the 12 months immediately before the date of this Listing Statement.

Stock Exchange Price

10.8 The Common Shares have not traded on a Canadian or foreign stock exchange nor have they traded on a Canadian or foreign market within the previous ten (10) years. The Company was previously listed on the CSE; however, the Company was delisted on October 16, 2008 for failure to meet continuous disclosure obligations under applicable securities laws.

11. ESCROWED SECURITIES

11.1 Capital Transfer Agency ULC is the escrow agent under the Escrow Agreement for the Escrowed Securities.

Designation of class held in escrow	Number of securities held in escrow	Percentage of class
Common Shares	66,404,582	66.7%

Based on the provisions of National Policy 46-201, the Escrowed Securities are subject to the following release schedule:

Release Dates	% of Total Escrowed Securities to be Released
Date of listing the Common Shares on the CSE (the "**Listing Date**")	10%
6 months following the Listing Date	15%
12 months following the Listing Date	15%
18 months following the Listing Date	15%
24 months following the Listing Date	15%
30 months following the Listing Date	15%
36 months following the Listing Date	15%
Total	**100%**

12. PRINCIPAL SHAREHOLDERS

12.1 To the best of the knowledge of the directors and officers of C1N, other than as set out below, there are no persons or companies that beneficially own, directly or indirectly, or exercise control or direction over, Common Shares carrying more than 10% of the voting rights attached to the Common Shares.

Name	Number of Common Shares	Percentage of Voting Rights

Benjamin Heath Cooper[(1)]	24,985,000	25.1%
David L. Fitch[(2)]	39,671,330	39.8%

Notes:

(1) Benjamin Cooper holds 15,000,000 Common Shares through Jubilee Growth Funds A/C 2, 9,985,000 Common Share through Paradise Capital Pty Ltd.

(2) David Fitch holds 19,685,316 Common Shares through DL Fitch Nominees Pty. Ltd. ATF David Fitch Family Trust and 19,986,014 Common Shares through CL Fitch Pty. Ltd. ATF Caelan Fitch Family Trust.

Voting Trusts

To the knowledge of C1N, no voting trust exists such that more than 10% of any class of voting securities of C1N are held, or are to be held, subject to any voting trust or other similar agreement.

13. DIRECTORS AND OFFICERS

13.1-13.2 The Board is currently comprised of five directors, each of whom has been appointed to hold office until his successor is elected or appointed, or unless he first resigns.

The following table sets forth the name and residence of each director and executive officer of the Company, as well as such individual's position with the Company, period of service as a director and/or officer (as applicable), and principal occupation(s) within the five preceding years.

Name, Address, Occupation and Security Holdings

Name, province or state and country of residence	Position with the Company	Principal Occupation for past 5 years	Served as Director of the Company since	Number of Common Shares beneficially owned, directly or indirectly, or controlled or directed at present	Percentage of Voting Shares Owned or Controlled(1)
Benjamin Cooper (2) Toronto, Ontario, Canada	Director, President and Chief Executive Officer	Director, President and Chief Executive Officer of the Company; Executive Director of Vanicom Resources Limited (June 2018 – September 2019) Corporate Advisor of Vested Equites Pty Ltd., an Australian private client advisory firm (January 15, 2018 – May 23, 2019); Director of Cooper Corporate & Consulting Pty Ltd., a private consulting business focused on providing corporate advisory and capital raising for public companies (July 2007 - Present).	September 24, 2019	24,985,000	25.1%
David Fitch Southport, Queensland, Australia	Director	Executive Director of QEM Limited, an Australian shale oil and vanadium resource exploration company (July 2018 to March 2020, Non-Executive Director March 2020 to present); Executive Director of Vanicom Resources Limited (June 2018 – September 24, 2019); sole Director of David Fitch Group of Companies, an Australian consortium of private and public companies (June 2013 - Present); Centre Licensee - Kozy Kids Maylands Pty Ltd South Australia, a Australian company operating child-care centres in South Australia (October 2017 - Present); a Director of BioCentral Laboratories Limited, an Australian company producing advanced products for the firefighting industry and dust suppressants for mining and road construction (2013 to present)	September 24, 2019	39,671,330	39.8%
Mathew Gilbertson(2) (3) Stockleigh, Queensland, Australia	Director	Founder and Director of Tablet PC, an Australian reseller of tablet computers and accessories (from January 2013 – present).	September 24, 2019	1,748,252	1.6%
Aamer Siddiqui Toronto, Ontario, Canada	Director and Chief Financial Officer	Manager of financial reporting at Marrelli Support Services Inc., a provider of financial accounting and reporting services to Canadian public companies (December 2018 to present); Manager at Welch LLP, Chartered Professional Accountants (January 2013 to December 2018)	Director since December 16, 2019 Chief Financial Officer since September 24, 2019	Nil	Nil

Name, province or state and country of residence	Position with the Company	Principal Occupation for past 5 years	Served as Director of the Company since	Number of Common Shares beneficially owned, directly or indirectly, or controlled or directed at present	Percentage of Voting Shares Owned or Controlled(1)
David Crevier (2) Montreal, Quebec, Canada	Director	Lawyer (Partner) at Colby Monet LLP, a full service law firm located in Montreal, Quebec; Director of Goldstar Minerals Inc. (September 2016 to present).	April 14, 2020	Nil	Nil
Monique Hutchins Toronto, Ontario, Canada	Corporate Secretary	Managing Director, DSA Corporate Services Inc., Feb. 2019 to present; Director, Business Development and Marketing, and Corporate Secretary, Independent Review Inc., Dec 2010 to Jan. 2019	January 17, 2020	Nil	Nil
Total				**66,404,582**	**66.7%**

Notes:

(1) *Based on 99,529,209 issued and outstanding Common Shares as of the date of this Listing Statement.*

(2) *Member of the Audit Committee.*

(3) *Chair of the Audit Committee.*

13.3 As at the date of this Listing Statement, the directors and executive officers of C1N as a group owned beneficially, directly or indirectly, or exercise control or direction over 66,404,582 Common Shares, or 66.7% of the issued and outstanding Common Shares.

Board Committees

Audit Committee

13.4 The Company has an Audit Committee of which the current members include David Crevier, Mathew Gilbertson (Chair) and Benjamin Cooper. David Crevier and Mathew Gilbertson are independent for the purposes of National Instrument 52-110 – *Audit Committees*. The responsibilities of the Audit Committee include: recommending to the Board an external auditor to be nominated for the purpose of preparing or issuing an auditor's report and the compensation of such auditor, directly overseeing the work of the external auditor, the financial reporting process and the quality, transparency and integrity of the financial statements and other related public disclosures; internal controls over financial reporting; compliance with legal and regulatory requirements relevant to the financial statements and financial reporting; ensuring that there is an appropriate standard of corporate conduct for senior financial personnel and employees including, if necessary, adopting a corporate code of ethics; the external auditors' qualifications and independence; and the performance of the internal audit function and the external auditor. C1N has adopted a Charter of the Audit Committee of the Board, attached hereto as Schedule "C".

Other Board Committees

The Company does not have any other Board committees, but as the Company grows, it intends to establish a compensation committee, a nominating and corporate governance committee, and a technical, safety, environment and social responsibility committee.

Management of the Company

13.5 Please see section 13.1 for the principal business and association of each of the directors and officers.

13.6 To the knowledge of the Company, no director or officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, is, or within 10 years before the date of this Listing Statement has been, a director or officer of any other issuer (including the Company in respect which this Listing Statement is prepared) that, while that person was acting in that capacity:

(a) was subject of a cease trade or similar order, or an order that denied the issuer access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days, except for the following:

(i) David Crevier was a director of GeoVenCap Inc. ("**GeoVen**") when GeoVen failed to file annual audited financial statements, annual management's discussion and analysis and certification of annual filings for the year ended December 31, 2012 (the "**GeoVen Failure to File**"). Accordingly, GeoVen was initially issued a temporary cease trade order by the Authorité des marches financiers on May 7, 2013 and by the Ontario Securities Commission on May 13, 2013 (collectively, the "**Temporary GeoVen CTOs**"). On May 2, 2013 the Alberta Securities Commission issued a permanent cease trade order for the GeoVen Failure to File, followed by the British Columbia Securities Commission issuing the same on May 8, 2013 (collectively, the "**Initial Permanent GeoVen CTOs**"). The Temporary GeoVen CTOs issued by the Authorité des marches financiers on May 7, 2013 and issued by the Ontario Securities Commission on May 13, 2013 were allowed to lapse and a permanent cease trade order was issued by both the Authorité des marches financiers and the Ontario Securities Commission on May 22, 2013 and May 24, 2013, respectively, for the GeoVen Failure to File (collectively, the "**Subsequent Permanent GeoVen CTOs**"). The Initial and Subsequent Permanent GeoVen CTOs have not been revoked as at the date of this Listing Statement;

(ii) David Crevier was a director of Blue Note Mining Inc. ("**Blue Note**") when Blue Note failed to file annual audited financial statements, annual management's discussion and analysis and certification of annual filings for the year ended December 31, 2012 (the "**Blue Note Failure to File**"). Accordingly, Blue Note was initially issued a temporary cease trade order by the Authorité des marches financiers on May 3, 2013 and by the Ontario Securities Commission on May 13, 2013 (collectively, the "**Temporary Blue Note CTOs**"). On May 8, 2013, the British Columbia Securities Commission issued a permanent cease trade order against Blue Note for the Blue Note Failure to File (the "**Initial Permanent Blue Note CTO**"). The Temporary Blue Note CTOs issued by the Authorité des marches financiers on May 3, 2013 and issued by the Ontario Securities Commission on May 13, 2013 were allowed to lapse and a permanent cease trade order were issued by both the Authorité des marches financiers and the Ontario Securities Commission on May 21, 2013 and May 24, 2013, respectively, for the Blue Note Failure to File; the Manitoba Securities Commission and the Alberta Securities Commission also issued permanent cease trade orders against Blue Note for the Blue Note Failure to File on May 24, 2013 and August 19, 2013, respectively (collectively, the "**Subsequent Permanent Blue Note CTOs**"). The Initial and Subsequent Permanent Blue Note CTOs have not been revoked as at the date of this Listing Statement;

(b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

(c) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, except David Crevier who was a director of the following companies:

(i) GeoVen, which filed a notice of intention to make a proposal under the *Bankruptcy and Insolvency Act* (Canada) on November 20, 2013. On December 19, 2013, PricewaterhouseCoopers Inc. was appointed the interim receiver for GeoVen. On February 18, 2014, GeoVen was assigned into bankruptcy under the *Bankruptcy and Insolvency Act* (Canada) and PricewaterhouseCoopers Inc. was appointed as the Licensed Insolvency Trustee. On February 8, 2017, PricewaterhouseCoopers Inc. was discharged as the Licensed Insolvency Trustee for GeoVen.

(ii) Blue Note, which filed a notice of intention to make a proposal under the *Bankruptcy and Insolvency Act* (Canada) on May 16, 2013. On the same date, PricewaterhouseCoopers Inc. was appointed as the trustee in Blue Note's proposal proceedings. On November 16, 2013, PricewaterhouseCoopers Inc. was appointed as Blue Note's Licensed Insolvency Trustee and the first meeting of creditors was held on December 5, 2013. On December 5, 2017, PricewaterhouseCoopers was discharged as the Licensed Insolvency Trustee for Blue Note.

(d) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

13.7 To the knowledge of the Company, no director or officer of the Company, or a shareholder holding sufficient securities of the Company to affect materially the control of the Company has been subject to:

(a) any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

13.8 To the knowledge of the Company, no director or officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has entered into a settlement agreement prior to December 31, 2000 with a Canadian securities regulatory authority that would likely be important to a reasonable investor in making an investment decision.

13.9 To the knowledge of the Company, no director or officer of the Company, or a shareholder holding sufficient securities of the Company to affect materially the control of the Company, or a personal holding company of any such persons has, within the 10 years before the date of this Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer.

13.10 Certain directors and officers of the Company are or may become associated with other mining and/or mineral exploration and development companies which may give rise to conflicts of interest. Directors who have a material interest in any person who is a party to a material contract or a proposed material contract with the Company are required, subject to certain exceptions, to disclose that interest and abstain from voting on any resolution to approve such a contract. In addition, directors and officers are required to act honestly and in good faith with a view to the best interests of the Company. Some of the directors and officers of the Company have either other full-time employment or other business or time restrictions placed on them and accordingly, the Company will not be the only business enterprise of these directors and officers. Further, any failure of the directors or officers of the Company to address these conflicts in an appropriate manner or to allocate opportunities that they become aware of to the Company could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects

Other than described below, none of the directors and officers of the Company are currently directors of other reporting issuers.

(a) David Fitch is currently Executive Director of QEM Limited, a company listed on the Australian Stock Exchange; and

(b) David Crevier is currently a director of Goldstar Minerals Inc., a company listed on the TSX Venture Exchange.

13.11 The following sets out details with respect to the management of the Company.

Benjamin Cooper, Age 47 - Director, President and Chief Executive Officer

Mr. Cooper, a director and President and Chief Executive Officer of C1N, has more than 20 years of experience working in the capital markets as a corporate advisor and public company director in Australia. Most recently, he founded Vanicom Resources Limited, an Australian privately held mineral exploration company and previously Legendary's sole shareholder, and served as an executive director thereof (June 2018 to September 2019). Mr. Cooper also served as corporate advisor (January 2018 to May 2019) to Vested Equities Pty Ltd, an Australian private client advisory firm. As director (July 2007 to Present) of Cooper Corporate & Consulting Pty Ltd, a consulting firm focused on the resource extraction industry, Mr. Cooper has assisted public companies in raising capital through various equity and debt financings, and has served in a number of roles related to the financing, administration, marketing and management of public companies. He has significant experience working as an advisor to resource industry participants. Mr. Cooper is expected to devote 100% of his time to the business of the Company and will serve as an employee of the Company. Mr. Cooper has entered into non-disclosure, non-competition and non-solicitation agreement with the Company as part of his employment agreement dated April 20, 2020. Please refer to "*15. Executive Compensation – Employment, Consulting and Management Agreements*", below.

Mr. Cooper is a member of the Company's audit committee.

David Fitch, Age 42 - Director

Mr. Fitch, a director of the Company, is also currently Non-Executive Director of QEM Limited (March 2020 to present), a vanadium exploration company listed on the Australian Stock Exchange, sole Director of David Fitch Group of Companies (June 2013 to present), which invests in child care, medical and commercial assets, Centre Licensee – Kozy Kids Maylands Pty Ltd South Australia, and a director of BioCentral Laboratories Limited., a company producing advanced products for the firefighting industry and dust suppressants for mining and road construction. Mr. Fitch was previously director of Vanicom Resources Limited (June 2018 to September 2019), and Chief Operating Officer and joint major shareholder of the Fitch Group (2009 to 2014). Mr. Fitch has extensive experience in strategic planning, commercial negotiations, business operations and asset management, with a particular focus on green-field development sites for the commercial and retail sectors and residential development. Mr. Fitch will devote approximately five (5) hours of his time a month to the business of the Company.

Mr. Fitch graduated from Bond University with a Bachelor of Commerce (Accounting) in 1997 and a Bachelor of Jurisprudence in 1999. Mr. Fitch graduated from the Australian Institute of Company Directors in 2002.

Mr. Fitch has not entered into a non-competition or non-disclosure agreement with the Company.

Mathew Gilbertson, Age 46 – Director

Mr. Gilbertson, a director of the Company, also currently serves as an independent board and executive management consultant, specializing in operational efficiency and economic optimization. Mr. Gilbertson is Founder and Director of Tablet PC, a consulting firm (January 2013 – present) that boasts customers such as Macquarie, HP, Microsoft as well as many State and Federal government agencies across Australia. Mr. Gilbertson has more than 25 years of management experience in both the public and private sectors, as an executive and as a board member. As a board member, Mr. Gilbertson has utilized his financial understanding and operational experience to help rescue distressed not-for-profit organisations. Practically, Mr. Gilbertson has worked on technology implementation and integration projects across Australia, US and Europe, and is an executive consultant helping senior leaders utilise technology efficiently. Mr. Gilbertson has extensive operational experience, gained through his extensive construction and mining background and his many years consulting across many different business verticals, which enables him to bridge operational, financial, technical and governance requirements. Mr. Gilbertson will devote five (5) hours of his time a month to the business of the Company and has not entered into a non-competition or non-disclosure agreement with the Company.

Mr. Gilbertson serves as a member of the Company's audit committee and also serves as the chair thereof.

Aamer Siddiqui, Age 29 – Director and Chief Financial Officer

Mr. Siddiqui, CPA, CA, is Chief Financial Officer of the Company. He is also a Manager at Marrelli Support Services Inc., and provides accounting, regulatory compliance, and management advisory services to issuers on the Toronto Stock Exchange, the TSX Venture Exchange and other Canadian and US exchanges. Mr. Siddiqui serves as CFO for several publicly traded junior exploration companies.

Mr. Siddiqui completed his Honours Bachelor of Commerce (Accounting) degree from the University of Ottawa in 2014 and is a licensed Chartered Professional Account and Chartered Accountant.

Mr. Siddiqui is expected to devote 25% of his time to the business of C1N and will provide his services as an independent contractor through Marrelli Support Services Inc. Mr. Siddiqui is subject to a non-disclosure and non-solicitation agreement with the Company; however, Mr. Siddiqui is not subject to a non-competition agreement as part of the services provided to the Company.

David Crevier, Age 71 – Director

David Crevier has been a partner of the law firm Colby Monet LLP, located in Montreal, Quebec, since 1984. Mr. Crevier is a member of the Barreau du Quebec and has practiced as a lawyer since 1975, primarily in the area of commercial law, assisting public and private companies in the natural resource and technology sectors. Mr. Crevier has acted as a director for Goldstar Minerals Inc., a TSX Venture-listed issuer, since September 2016. Mr. Crevier has acted as a director for several publicly traded companies focusing on corporate governance, public filings and internal control systems. Mr. Crevier has previously served as a director or officer of Yorbeau Resources Inc., Cancor Mines Inc., Sierra Metals Inc., GeoVenCap Inc., and Blue Note Mining Inc. Mr. Crevier will devote five (5) hours of his time a month to the business of the Company and has not entered into a non-competition or non-disclosure agreement with the Company.

Mr. Crevier is a member of the Company's audit committee.

Monique Hutchins, Age 51 – Corporate Secretary

Ms. Hutchins holds a BComm degree from Concordia University. Since 2006, Ms. Hutchins has been active in providing corporate and proxy services to corporations and institutional shareholders. Ms. Hutchins began her career with Institutional Shareholder Services (February 2006 to January 2009) as Team Lead and Account Executive. Ms. Hutchins later joined Kingsdale Shareholder Services (February 2009 to June 2010) as Director of Client Management. From December 2010 to January 2019, Ms. Hutchins served as Director of Business Development & Marketing, as well as the corporate secretary to Independent Review Inc. Currently, Ms. Hutchins is the Managing Director of DSA Corporate Services Inc., where she provides corporate secretarial services to a number of small-to-medium cap reporting issuers. Ms. Hutchins currently serves as corporate secretary for GT Gold (TSXV: GTT), Evergold Corp (TSXV: EVER), Guerrero Ventures Inc. (TSXV: GV), Reservoir Capital Corp. (CSE: REO), and Solar Alliance Energy Inc. (TSXV: SOLR). Ms. Hutchins will devote 10% of her time to the business of the Company and will provide her services as an independent contractor.

Ms. Hutchins has entered into a non-disclosure and non-solicitation agreement with the Company; however, Ms. Hutchins is not subject to a non-competition agreement as part of the services she provides to the Company.

14. CAPITALIZATION

Issued Capital

14.1 As at the date of this Listing Statement, C1N has the following issued and outstanding securities according to the below table:

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
Public Float				
Total outstanding (A)	99,529,209	99,529,209	100%	100%
Held by Related Persons or employees of the Company or Related Person of the Company, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Company (or who would control, directly or indirectly, more than a 5% voting position in the Company upon exercise or conversion of other securities held) (B)	84,232,595	84,232,595	84.6%	84.6%
Total Public Float (A-B)	15,296,614	15,296,614	15.4%	15.4%
Freely-Tradable Float				
Number of outstanding securities, subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	68,156,330	68,156,330	68.5%	68.5%
Total Tradable Float (A-C)	31,372,879	31,372,879	31.5%	31.5%

Public Securityholders (Registered)

Class of Security **Size of Holding**	**Number of holders**	**Total number of securities[(1)]**
1 – 99 securities	2	80
100 – 499 securities	2	250
500 – 999 securities	1	500
1,000 – 1,999 securities	58	83,000
2,000 – 2,999 securities	56	113,075
3,000 – 3,999 securities	5	17,930
4,000 – 4,999 securities	Nil	Nil
5,000 or more securities	28	12,047,576
Total	152	12,262,411

Note:

(1) All shares registered in the name of CDS & Co. and CEDE & CO are treated as "beneficially" owned and excluded from these numbers.

Public Securityholders (Beneficial)

Class of Security **Size of Holding**	**Number of holders**	**Total number of securities**
1 – 99 securities	6	260
100 – 499 securities	17	3,900
500 – 999 securities	5	2,660
1,000 – 1,999 securities	4	4,545
2,000 – 2,999 securities	4	8,300
3,000 – 3,999 securities	Nil	Nil
4,000 – 4,999 securities	1	4,812
5,000 or more securities	11	3,009,726
Total	48	3,034,203

Total Public Securityholders (Registered and Beneficial)	200	15,296,614

Non-Public Securityholders (Registered)

Class of Security		
Size of Holding	**Number of holders**	**Total number of securities**[(1)]
1 – 99 securities	Nil	Nil
100 – 499 securities	Nil	Nil
500 – 999 securities	Nil	Nil
1,000 – 1,999 securities	Nil	Nil
2,000 – 2,999 securities	Nil	Nil
3,000 – 3,999 securities	Nil	Nil
4,000 – 4,999 securities	Nil	Nil
5,000 or more securities	8	84,232,595
	8	84,232,595

Note:

(1) All shares registered in the name of CDS & Co. and CEDE & CO are treated as "beneficially" owned and excluded from these numbers.

Non-Public Securityholders (Beneficial)

Class of Security		
Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	Nil	Nil
100 – 499 securities	Nil	Nil
500 – 999 securities	Nil	Nil
1,000 – 1,999 securities	Nil	Nil
2,000 – 2,999 securities	Nil	Nil
3,000 – 3,999 securities	Nil	Nil
4,000 – 4,999 securities	Nil	Nil

Class of Security		
Size of Holding	**Number of holders**	**Total number of securities**
5,000 or more securities	Nil	Nil
	Nil	Nil
Total Non-Public Securityholders (Registered and Beneficial)	**8**	84,232,595

Convertible Securities

14.2 The Company has no issued and outstanding convertible securities.

Other Securities Reserved for Issuance

14.3 There are no securities of the Company reserved for issuance.

15. EXECUTIVE COMPENSATION

15.1 The following statement of executive compensation is prepared in accordance with Form 51-102F6V of National Instrument 51-102 - *Continuous Disclosure Obligations*. As used in this Listing Statement, a "**Named Executive Officer**" or "**NEO**" means each of the following individuals:

(a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer ("**CEO**"), including an individual performing functions similar to a chief executive officer;

(b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;

(c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000, as determined in accordance with subsection 1.3(5), for that financial year; and

(d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

For the year ended December 31, 2019, the Company had the following four (4) NEOs: Benjamin Cooper, Director, President and Chief Executive Officer, Aamer Siddiqui, Director and Chief Financial Officer, Dominique Monardo, former Director, President and Secretary, and Jon Bridgeman, former CFO.

Director and Named Executive Officer Compensation

Summary Compensation Table

The following table sets forth a summary of the compensation paid to the NEOs and directors for the two most recently completed financial years.

Table of compensation excluding compensation securities							
Name and position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of Perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Benjamin Cooper[1] *Director, President and Chief Executive Officer*	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Aamer Siddiqui[2] *Director and Chief Financial Officer*	2019	3,491[6]	Nil	Nil	Nil	Nil	3,491
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Dominique Monardo[3] *Former Director, President and Secretary*	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
William Urseth[4] *Former Director, President and Secretary*	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Jon Bridgeman[5] *Former Director and Chief Financial Officer*	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
David Fitch [7] *Director*	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	N/A	N/A	N/A	N/A	N/A	N/A
Mathew Gilbertson [8] *Director*	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	N/A	N/A	N/A	N/A	N/A	N/A
Inga Gratcheva [9] *Director*	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Eric Lowy [10][11] *Former Director*	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	N/A	N/A	N/A	N/A	N/A	N/A

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of Perquisites ($)	Value of all other compensation ($)	Total compensation ($)
Edward Murphy (12) *Former Director*	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Mr. Cooper was appointed as President and Chief Executive Officer on September 24, 2019.

(2) Mr. Siddiqui was appointed as Chief Financial Officer on September 24, 2019. Mr. Siddiqui received no compensation as a director.

(3) Mr. Monardo resigned as Director, President and Secretary on September 24, 2019.

(4) Mr. Urseth resigned as Director, President and Secretary on February 2, 2018.

(5) Mr. Bridgeman resigned as Director and Chief Executive Officer on September 24, 2019.

(6) These amounts, plus applicable HST, were paid to Marrelli Support Services Inc. for Chief Financial Officer and accounting services provided to the Company. Mr. Siddiqui is a senior employee of Marrelli Support Services Inc.

(7) Mr. Fitch was appointed as director of the Company on September 24, 2019.

(8) Mr. Gilbertson was appointed as director of the Company on September 24, 2019.

(9) Ms. Gratcheva resigned as director of the Company on September 23, 2019.

(10) Mr. Lowy was appointed as director of the Company on September 23, 2019.

(11) Mr. Lowy resigned as director of the Company on December 16, 2019.

(12) Mr. Murphy resigned as director of the Company on September 23, 2019.

External Management Companies

Aamer Siddiqui

Aamer Siddiqui, Chief Financial Officer of the Company, provides his services to the Company in accordance with the terms of a consulting agreement (the "**MSSI Agreement**") dated July 24, 2019, between the Company, Marrelli Support Services Inc. ("**MSSI**"), an external management company, and Aamer Siddiqui. All compensation paid by the Company in respect of Mr. Siddiqui's service to the Company as disclosed herein was or is expected to be paid to MSSI and not directly to Mr. Siddiqui, except for any stock options that may be granted to him. In accordance with the terms of the MSSI Agreement, the Company has agreed to pay MSSI $1,500 per month for the services of Mr. Siddiqui.

Monique Hutchins

Ms. Hutchins provides corporate secretarial services to the Company through DSA Corporate Services Inc., of which she is Managing Director. The key terms of Ms. Hutchins's engagement with the Company are as follows: 1) payment of a monthly fee of $1,500 plus HST; and 2) reimbursement of expenses. Ms. Hutchins became Corporate Secretary of the Company on January 17, 2020. Ms. Hutchins is not entitled to any compensation upon termination of her engagement with the Company. It is expected Ms. Hutchins will devote approximately 10% of her time to the corporate secretarial needs of the Company. The Company is subject to a non-competition agreement with DSA Corporate Services Inc., employer of Ms. Hutchins, whereby the Company agrees not to solicit, recruit, employ, engage, hire or attempt to solicit Ms. Hutchins to work for the Company for twelve months following her engagement with the Company. Ms. Hutchins is not subject to a non-disclosure agreement with the Company.

Stock Options and Other Compensation Securities

No stock options or other compensation securities were issued to directors or NEOs during the year ended December 31, 2019.

Exercise of Compensation Securities by Directors and NEOs

No compensation securities were vested or exercised by directors or NEOs of the Company during the year ended December 31, 2019.

Stock Option Plans and Other Incentive Plans

The Company did not have a stock option plan or any other incentive plans during the year ended December 31, 2019.

Employment, Consulting and Management Agreements

Other than outlined above under External Management Companies, the Company has entered into an employment agreement (the "**CEO Agreement**") with Benjamin Cooper, President and Chief Executive Officer of the Company effective April 20, 2020 for an initial term of one year and renewable yearly thereafter to which Mr. Cooper is paid $120,000 per year.

Termination and Change of Control Benefits

Benjamin Cooper

Unless terminated for cause, the Company may terminate the CEO Agreement by paying Mr. Cooper a lump sum equal to six (6) months of the base salary under the CEO Agreement for each full or partial year Mr. Cooper served the Company as at the date of termination. In the event of a termination of Mr. Cooper within 12 months following a change of control, as defined below, Mr. Cooper is entitled to a payment equal to six (6) months of the base salary under the CEO Agreement for each full or partial year Mr. Cooper served the Company as at the date of the change of control. A change of control is defined as: (i) the occurrence of one transaction or a series of transactions which results in one person, together with any Affiliate of such person, exercising direction or control over 50% of more of the Company's issued and outstanding Common Shares. "Person" includes any individual, partnership, limited partnership, joint venture, syndicate, sole proprietorship, company or corporation or other entity however designated or constituted; (ii) a change in the majority of the Board taking place over a period of three (3) months or less; (iii) a merger or consolidation, after which C1N's prior Shareholders no longer control C1N; and/or (iv) the sale of all or substantially all of the Company's assets or the liquidation of the Company, except where the sale is to an affiliate of C1N.

Other than as noted above, the Company has no compensatory plan or arrangement with respect to NEOs that results or will result from the resignation, retirement or any other termination of employment of any such officer's employment with the Company, from a change of control of the Company or a change in the responsibilities of a NEO following a change in control.

There were no long-term incentive awards made to the NEOs during the most recently completed financial year.

Oversight and Description of Director and NEO Compensation

The Board is responsible for ensuring that the Company has in place an appropriate plan for executive compensation and for setting the compensation of the Company's executive officers and directors.

Compensation for the executive officers is composed primarily of base fees. When determining compensation of NEOs, the Board will (i) review at least annually the Company's remuneration and compensation policies; (ii) retain and terminate any compensation consultant to assist in the evaluation of director compensation, including sole authority to approve fees and other terms of the retention; (iii) review and approve all compensation arrangements with the senior executives of the Company; (iv) review and approve at least annually all compensation arrangements with the directors of the Company; and (v) review the executive compensation sections disclosed in the Company's management proxy circular distributed to Shareholders in respect of the Company's annual meetings of Shareholders.

The Board intends to establish a stock option plan and, in the future, stock options may form part of the compensation awarded to directors and officers of C1N. Performance bonuses are also expected to be considered and, if appropriate, awarded to NEOs from time to time.

Compensation Process

The Board relies on the knowledge and experience of the directors thereon to set appropriate levels of compensation for senior officers. Neither the Company nor the Board currently has any contractual arrangement with any executive compensation consultant who has a role in determining or recommending the amount of form of senior officer compensation.

The Board reviews various elements of the NEO's compensation in the context of the total compensation package (including salary and consulting fees) when determining NEO compensation packages.

Principles/Objectives of the Compensation Program

The primary goal of the Company's executive compensation program is to attract, motivate and retain top quality individuals at the executive level. The program is designed to ensure that the compensation provided to the Corporation's senior officers is determined with regard to the business strategy, objectives and financial resources of C1N, with a view of aligning the financial interests of the senior officers with the financial interests of the Shareholders.

Performance and Compensation

The Company is an exploration stage mining company and does not expect to be generating revenues from operations in the foreseeable future. As a result, the use of traditional performance standards such as corporate profitability is not considered by the Board to be appropriate in the evaluation of corporate or NEO performance. The compensation of senior officers is based, in part, on trends in the mineral exploration industry as well as achievement of the Company's business plans. The Board did not establish any quantifiable criteria during the year ended December 31, 2019 with respect to base compensation payable and did not benchmark against a peer group of companies.

Base Salaries and Consulting Fees

The Company provides senior officers with base salaries or consulting fees which represent their minimum compensation for services rendered, or expected to be rendered. NEOs' base compensation depends on the scope of their expertise, responsibilities, leadership skills, performance, length of service, general industry trends and practices, competitiveness and the Company's existing financial resources. Base salaries are reviewed annually by the Board.

Stock Options

The Company has not implemented an incentive stock option plan. As the Company achieves certain operational milestones, the Board may consider approving an incentive stock option plan to incentivize the next phase of growth.

Compensation Risk Considerations

The Board is responsible for considering, establishing and reviewing executive compensation programs, and whether the programs encourage unnecessary or excessive risk taking. The Company believes current compensation programs are balanced and do not motivate unnecessary or excessive risk taking. The Company does not currently have a policy that restricts directors or NEOs from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange traded funds that are designed to hedge or offset a decrease in market value of equity. However, to the knowledge of the Company, as of the date of this Listing Statement, no director or NEO the Company has participated in the purchased of such financial instruments.

Base salaries are a fixed amount and therefore do not encourage risk taking. While annual incentive awards focus on the achievement of short term or annual goas and short term goals may encourage the taking of short term risks at the expense of long term results, any potential annual incentive award program would represent a small percentage of an employee's compensation opportunities. Annual incentive awards are based on various personal and company wide achievements. Such performance goals are subjective and include achieving individual and/or corporate targets and objectives, as well as general performance in day to day corporate activities which would trigger the award of a bonus payment to the NEO. The determination as to whether a target has been met is ultimately made by the Board and the Board reserves the right to make positive or negative adjustments to any bonus payment if they consider them to be appropriate. Funding of the annual incentive awards is capped at the NEO level and the distribution of funds is at the discretion of the Board.

<u>Pension Plan Benefits</u>

During the year ended December 31, 2019, there were no pension plan benefits in place for the NEOs of the Company.

16. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company, or any associate of any such individual (a) is, or at any time since the beginning of the most recently completed financial year of the Company has been indebted to the Company or any of its subsidiaries or (b) has or had indebtedness to another entity that is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

17. RISK FACTORS

Investing in the Common Shares is speculative and involves a high degree of risk due to the nature of the Company's business. An investment in the Common Shares should only be made by persons who can afford the total loss of their investment. The following risks, as well as risks currently unknown to the Company, could adversely affect the Company's current or future business, properties, operations, results, cash flows, financial condition and prospects and could cause future results, cash flows, financial condition, prospects, events or circumstances to differ materially from those currently expected, including the estimates contained in this Listing Statement. Investors should carefully consider the risks described below and elsewhere in this Listing Statement. The risks described below and elsewhere in this Listing Statement do not purport to be an exhaustive summary of the risks affecting the Company and additional risks and uncertainties not currently known to the Company or not currently perceived as being material may have an adverse effect on the Company.

<u>Description of Risk Factors</u>

17.1 The following are certain risk factors relating to the Company that prospective investors should carefully consider. The risks and uncertainties below are not the only risks facing the Company. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair the business and operations of the Company. If any of the following risks actually occur, the Company's business may be harmed and the financial condition and results of the operation may suffer significantly. Prospective investors should review the risks with their legal and financial advisors and should consider, in addition to the matters set forth elsewhere in this Listing Statement, the following risks:

Early Stage Status and Nature of Exploration

Except for the mineral resource estimates described in above this Listing Statement, any reference to potential quantities and/or grade is conceptual in nature, as there has been insufficient exploration to define any Mineral Resource and it is uncertain if further exploration will result in the determination of any Mineral Resource. Any information, including quantities and/or grade, described in this Listing Statement should not be interpreted as assurances of a potential resource or reserve, or of potential future mine life or of the viability or profitability of future operations.

Few properties that are explored are ultimately developed into producing mines. Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining.

The economics of exploring and developing mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, costs of mining and processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current planned exploration and development programs of the Company will result in economically viable or profitable commercial mining operations. The profitability of the Company's operations will be, in part, directly related to the costs and success of its exploration and development programs, which may be affected by a number of factors. Substantial expenditures are required to establish mineral reserves that are sufficient to support commercial mining operations and to construct, complete and install mining and processing facilities on those properties that are actually developed.

No assurance can be given that any particular level of recovery of minerals will be realized or that any potential quantities and/or grade will ever qualify as a Mineral Resource, or that any such mineral resource will ever qualify as a commercially viable (or mineable) deposit which can be legally and economically exploited. Where expenditures on a property have not led to the discovery of mineral reserves, incurred expenditures will generally not be recoverable.

The Company will incur losses and experience negative operating cash flow for the foreseeable future

For the financial year ended December 31, 2019, the Company had a net loss of approximately $1,560,128. For the three months ended March 31, 2020, the Company had a net loss of $55,900. The Company has incurred various expenses in recent periods and plans to incur further expenses as cash flows allow. The planned increases in expenses may result in larger losses in future periods.

The exploration, development and operation of the Alexo-Dundonald Project will require the commitment of substantial financial resources that may not be available. The amount and timing of expenditures will depend on a number of factors, including the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners and the acquisition of additional property interests, some of which are beyond the Company's control. The Company's business strategies may not be successful, and it may not be profitable in any future period. The Company's operating results have varied in the past and they may continue to fluctuate in the future. In addition, the Company's operating results may not follow any past trends.

The Company currently has no source of operating cash flow and will continue to remain cash flow negative for the foreseeable future. The Company's failure to achieve future profitability and positive operating cash flows would have a material adverse effect on its financial condition and results of operations. If the Company sustains losses over an extended period of time, it may be unable to continue its business. Further exploration, development and maintenance of claims for the Alexo-Dundonald Project will require the commitment of substantial financial resources. It may be several years before the Company will generate any revenues from operations, if at all. There can be no assurance that the Company will realize revenue or achieve profitability.

The Company may not be able to obtain sufficient financing to pursue all of its intended exploration activities or continue on a going concern basis

The Company's primary source of capital is the issuance of securities. The Company will continuously monitor its capital structure and, based on changes in operations and economic conditions, may adjust the structure by issuing new securities as necessary. In the long term, the Company's ability to continue as a going concern is dependent upon continued access to capital markets. The recoverability of the carrying values of the Company's assets is dependent upon the ability of the Company to obtain the necessary financing to complete its exploration activities, achieve mineral discoveries, and advance their development toward potential production.

COVID-19 Global Pandemic

COVID-19 is an infectious disease caused by severe acute respiratory syndrome coronavirus 2 ("**SARS-CoV-2**"). Since December 31, 2019, the outbreak of COVID-19 has led governments worldwide to enact emergency measures to combat the spread of the virus. These measures, which include, among other things, the implementation of travel bans, self-imposed quarantine periods and social distancing, have cause material disruption to businesses globally, resulting in an economic slowdown. Such events may result in a period of business disruption, and in reduced operations, any of which could have a material adverse impact on the Company's result of operations, financial condition and the market and trading price of the Company's securities.

As of the date of this Listing Statement, the duration and immediate and eventual impact of the COVID-19 pandemic remains unknown. In particular, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company. While the outbreak of COVID-19 has not caused disruptions to the Company's business, it may yet cause disruptions to the Company's business and operations plans. Such disruptions may result from (i) restrictions that governments and communities impose to address the COVID-19 global pandemic; (ii) restrictions that the Company and its contractors and subcontractors impose to ensure the safety of employees and others; (iii) shortages of employees and/or unavailability of contractors and subcontractors; (iv) interruption of supplies from third-parties upon which the Company relies; and/or (v) inability to raise capital due to the economic uncertainty caused by COVID-19. Further, it is presently not possible to predict the extent or durations of these disruptions. These disruptions may have a material adverse effect on the Company's business, financial condition and results of operations, which could be rapid and unexpected. These disruptions may severely impact the Company's ability to carry out its business plans.

Limited operating history

Most mining exploration does not have positive results. The Company is an early stage company and the Alexo-Dundonald Project is an exploration stage property. As such, the Company will be subject to all of the business risks and uncertainties associated with any new business enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. The current early stage exploration stage of the Alexo-Dundonald Project means it will require significant additional expenditures before any cash flow may, if ever, be generated. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business. There is little probability of dividends ever being paid on the Common Shares.

The successful exploration and development of the Alexo-Dundonald Project depends on the skills of the Company's management and teams

The Company's business is dependent on retaining the services of its key management personnel with a variety of skills and experience, including in relation to the exploration and development of mineral projects. The success of the Company is, and will continue to be, dependent to a significant extent on the expertise and experience of its directors and senior management. Failure to retain, or loss of, one or more of these people could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects. The Company's success will also depend to a significant degree upon the contributions of qualified technical personnel and the Company's ability to attract and retain highly skilled personnel. Competition for such personnel is intense, and the Company may not be successful in attracting and retaining qualified personnel, or in obtaining the necessary work permits to hire qualified expatriates. The Company's inability to attract and retain these people could have a material adverse effect on its business, financial condition, results of operations, cash flows or prospects.

Resource exploration and development is a speculative business

Resource exploration and development is a speculative business and involves a high degree of risk, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineralized zones which, though present, are insufficient in size, grade or other factors to return a profit from production. The economic viability of any mineralization discovered by the Company will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations, the proximity and capacity of natural resource markets, and government regulations, including regulations relating to prices, taxes, royalties, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. The great majority of exploration projects do not result in the discovery of commercially mineable deposits of ore.

Base metal prices are volatile and may be lower than expected

The Company's business and its ability to sustain operations are dependent on, amongst other things, the market price of various base metals, particularly nickel. Metal prices realized by the Company will affect future development decisions, production levels, earnings, cash flows, the financial condition and prospects of the Company. If the world market prices of base metals were to drop and the prices realized by the Company on metal sales were to decrease significantly and remain at such level for any substantial period, the Company's business, financial condition, results of operations, cash flows and prospects would be negatively affected.

Some factors that affect the price of base metals, particularly nickel, include: industrial demand; forward or short sales by producers and speculators; future levels of production; and rapid short-term changes in supply and demand due to speculative or hedging activities by producers, individuals or funds. Metal prices are also affected by macroeconomic factors including: confidence in the global economy; expectations of the future rate of inflation; the availability and attractiveness of alternative investment vehicles; the strength of, and confidence in, the US dollar, the currency in which the price of metals is generally quoted, and other major currencies; global political or economic events; and costs of production of other metal producing companies. All of the above factors can, through their interaction, affect the price of metals by increasing or decreasing demand or supply.

The prices of metals have fluctuated widely in recent years, and future material price declines could cause commercial production from the Alexo-Dundonald Project or the development of, and commercial production from, the Alexo-Dundonald Project to be less profitable than expected and could render such the property uneconomic. Conducting mining in a low metal price environment would have a material adverse effect on the Company's business, financial condition, results of operations, cash flows and prospects. Depending on the current and expected price of metals, projected cash flows from future mining operations may not be sufficient to warrant commencing mining, and the Company could be forced to discontinue exploration or development. The Company may be forced to sell one or more portions of the Alexo-Dundonald Project to generate cash. Future production from the Alexo-Dundonald Project will be dependent upon metal prices that are adequate to make a deposit economically viable. Furthermore, future mine plans using significantly lower metal prices could result in material write-downs of the Company's investment in the Alexo-Dundonald Project, and in reductions in mineral reserve and mineral resource estimates. The occurrence of any of the foregoing could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows and prospects.

A declining or sustained low price of metals could negatively impact the profitability of the Alexo-Dundonald Project and could affect the Company's ability to finance the exploration and development of other properties in the future. In addition, a declining or sustained low price of metals could require a reassessment of the feasibility of the Alexo-Dundonald Project. Although the price of metals is only one of the several factors that the Company will consider in making a development and production decision on the Alexo-Dundonald Project, if the Company determines from a reassessment that the Alexo-Dundonald Project is not economically viable in whole or in part, then operations may cease or be curtailed and the Alexo-Dundonald Project may never be fully developed or developed at all. The occurrence of any of the foregoing could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows and prospects.

The future price of the Common Shares will vary depending on factors unrelated to the Company's performance or intrinsic fair value

The market price of a publicly-traded stock is affected by many variables not directly related to the corporate performance of the Company, including the market in which it is traded, the strength of the economy generally, the availability of the attractiveness of alternative investments, and the breadth of the public market for the stock. The effect of these and other factors on the market price of the Common Shares on the Exchange in the future cannot be predicted.

The Company's ability to discover commercial quantities of ore is unlikely

Exploration for base metals is a highly speculative venture necessarily involving substantial risk. The programs proposed by the Company are exploratory in nature. There is no certainty that the planned exploration expenditures to be made by the Company described herein will result in discoveries of new zones of mineralization and, potentially, commercial quantities of ore. The Alexo-Dundonald Project does not presently contain any known bodies of commercial ore.

Uninsured and Uninsurable Risk

The Company's business is subject to a wide array of risks and hazards (as further described in this Listing Statement). The Company does not carry insurance against such risks as it is either not possible to obtain, or the cost of doing so would be prohibitive. The Company may therefore become subject to liability for pollution or other hazards which it is not currently insured against and/or in the future may not insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Aboriginal Claims and Consultation Issues

Aboriginal interests and rights as well as related consultation issues may impact the Company's ability to pursue exploration, development and mining at its properties. The Company intends to enter into agreements with First Nations and other Aboriginal communities in order to manage its relationship with those groups but there is no assurance that claims or other assertions of rights by Aboriginal communities or consultation issues will not arise on or with respect to the Company's properties or activities. These could result in significant costs and delays or materially restrict C1N's activities.

Uncertainty of mineral reserve and mineral resource estimates

There are numerous uncertainties inherent in estimating quantities of mineral resources and reserves and grades of mineralization, including many factors beyond the Company's control. In making determinations about whether to advance any projects to development, the Company must rely upon estimates as to the mineral resources, reserves and grades of mineralization on the Company's properties. Until ore is actually mined and processed, mineral reserves and grades of mineralization must be considered as estimates only. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling which may prove to be unreliable. There is no assurance that mineral reserves, resources or other mineralization estimates will be accurate, or that mineralization can be mined or processed profitably. Any material changes in mineral reserves estimates and grades of mineralization will affect the economic viability of placing a property into production and a property's return on capital. The estimates of mineral reserves and mineral resources are determined and valued based on various assumptions including future prices, cut-off grades and operating costs and various geological and lithographical interpretations that may prove to be inaccurate.

Reliance on a Limited Number of Properties

The Company currently only holds title to the Alexo-Dundonald Project and has an option to acquire the Somanike Property. As a result, unless the Company acquires additional property interests, any adverse developments affecting the Alexo-Dundonald Project or the merit in exercising the option to acquire the Somanike Property is likely have an adverse effect upon the Company and would adversely affect the potential mineral resource development, profitability, financial performance and condition and results of the Company and its strategies and plans. While the Company may seek to acquire additional mineral properties that are consistent with its business objectives (such as exercising the Somanike Option), there can be no assurance that the Company will be able to identify suitable additional mineral properties or, if it does identify suitable properties, that it will have sufficient financial resources to acquire such properties or that such properties will be available on terms acceptable to the Company or at all.

Operations during mining cycle peaks are more expensive

During times of increased demand for metals and minerals, price increases may encourage expanded mining exploration, development and construction activities. These increased activities may result in escalating demand for and cost of contract exploration, development and construction services and equipment. Increased demand for and cost of services and equipment could cause exploration, development and construction costs to increase materially, resulting in delays if services or equipment cannot be obtained in a timely manner due to inadequate availability, and increased potential for scheduling difficulties and cost increases due to the need to coordinate the availability of services or equipment, any of which could materially increase project exploration, development or construction costs, result in project delays, or increase operating costs.

Title to the Alexo-Dundonald Project may be disputed

There is no guarantee that title to the Alexo-Dundonald Project will not be challenged or impugned. The Company's claims may be subject to prior unregistered agreements or transfers and title may be affected by unidentified or unknown defects. The Company has conducted an investigation on the title of properties that it has acquired to confirm that there are no claims or agreements that could affect its title to its mineral tenure or surface rights. There is no guarantee that such title will not be challenged or impaired. If title to the Company's properties is disputed, it may result in the Company paying substantial costs to settle the dispute or clear title and could result in the loss of the property, which events may affect the economic viability of the Company. Title insurance generally is not available for mineral tenure or surface rights and the Company's ability to ensure that it has obtained secure claim to title may be constrained.

The Company may fail to comply with the law or may fail to obtain or renew necessary permits and licences

The Company's operations are subject to extensive laws and regulations governing, among other things, such matters as environmental protection, management and use of toxic substances and explosives, health, exploration and development of mines, commercial production and sale of by-products, ongoing and post-closure reclamation, construction and operation of tailings dams, safety and labour, taxation and royalties, maintenance of mineral tenure, and expropriation of property. The activities of the Company require licenses and permits from various governmental authorities.

The costs associated with compliance with these laws and regulations and of obtaining licenses and permits are substantial, and possible future laws and regulations, changes to existing laws and regulations and more stringent enforcement of current laws and regulations by governmental authorities, could cause additional expenses, capital expenditures, restrictions on or suspensions of the Company's operations and delays in the development of its properties. There is no assurance that future changes in such laws and regulations, if any, will not adversely affect the Company's operations. Moreover, these laws and regulations may allow governmental authorities and private parties to bring lawsuits based upon damages to property and injury to persons resulting from the environmental, health and safety practices of the Company's past and current operations, or possibly even the actions of former property owners, and could lead to the imposition of substantial fines, penalties or other civil or criminal sanctions. The Company may fail to comply with current or future laws and regulations. Such non-compliance can lead to financial restatements, civil or criminal fines, penalties, and other material negative impacts on the Company.

The Company is required to obtain or renew further government permits and licenses for its current and contemplated operations. Obtaining, amending or renewing the necessary governmental permits and licenses can be a time-consuming process potentially involving a number of regulatory agencies, involving public hearings and costly undertakings on the Company's part. The duration and success of the Company's efforts to obtain, amend and renew permits and licenses are contingent upon many variables not within its control, including the interpretation of applicable requirements implemented by the relevant permitting or licensing authority. The Company may not be able to obtain, amend or renew permits or licenses that are necessary to its operations, or the cost to obtain, amend or renew permits or licenses may exceed what the Company believes it can ultimately recover from a given property once in production. Any unexpected delays or costs associated with the permitting and licensing process could impede ongoing operations at the Alexo-Dundonald Project. To the extent necessary permits or licenses are not obtained, amended or renewed, or are subsequently suspended or revoked, the Company may be curtailed or prohibited from proceeding with planned development, commercialization, operation and exploration activities. Such curtailment or prohibition may result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Compliance with environmental regulations can be costly

The Company's exploration operations at the Alexo-Dundonald Project are subject to environmental regulation. Regulations cover, among other things, water quality standards, land reclamation, the generation, transportation, storage and disposal of hazardous waste, the construction and operation of tailings dams, and general health and safety matters. There is no assurance that the Company has been or will at all times be in full compliance with all environmental laws and regulations or hold, and be in full compliance with, all required environmental and health and safety approvals and permits. The potential costs and delays associated with compliance with such laws, regulations, approvals and permits could prevent the

Company from economically operating or proceeding with the further exploration of the Alexo-Dundonald Project, and any non-compliance with such laws, regulations, approvals and permits could result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Environmental approvals and permits are currently, and may in the future be, required in connection with the Company's current and planned operations. To the extent such environmental approvals and permits are required and not obtained, the Company's plans and the operation of mines may be curtailed or it may be prohibited from proceeding with planned exploration or development of additional mineral properties. Failure to comply with applicable environmental laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions.

There is no assurance that any future changes in environmental regulations will not adversely affect the Company's operations. Changes in government regulations have the potential to significantly increase compliance costs and thus reduce the profitability of current or future operations.

Environmental hazards may also exist on the properties on which the Company holds interests that are unknown to the Company at present and that have been caused by previous or existing owners or operators of the properties and for which the Company may be liable for remediation. Parties engaged in mining operations, including the Company, may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable environmental laws or regulations, regardless of whether the Company actually caused the loss or damage. The costs of such compensation, fines or penalties could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Social and environmental activism can negatively impact exploration, development and mining activities

There is an increasing level of public concern relating to the effects of mining on the natural landscape, on communities and on the environment. Certain non-governmental organizations, public interest groups and reporting organizations ("**NGOs**") who oppose resource development can be vocal critics of the mining industry. In addition, there have been many instances in which local community groups have opposed resource extraction activities, which have resulted in disruption and delays to the relevant operation. While the Company seeks to operate in a socially responsible manner and believes it has good relationships with local communities in the regions in which it operates, NGOs or local community organizations could direct adverse publicity against and/or disrupt the operations of the Company in respect of one or more of its properties, regardless of its successful compliance with social and environmental best practices, due to political factors, activities of unrelated third parties on lands in which the Company has an interest or the Company's operations specifically. Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of the Company or its relationships with the communities in which it operates, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The mining industry is intensely competitive

The mining industry is intensely competitive. The Company competes with other mining companies, many of which have greater resources and experience. Competition in the mining industry is primarily for: (i) properties which can be developed and can produce economically; (ii) the technical expertise to find, develop, and operate such properties; (iii) labour to operate such properties; and (iv) capital to fund such properties. Such competition may result in the Company being unable to acquire desired properties, to recruit or retain qualified employees and consultants or to acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these resources could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Many competitors not only explore for and mine minerals, but conduct refining and marketing operations on a worldwide basis. In the future, the Company may also compete with such mining companies in refining and marketing its products to international markets. Any inability to compete with established competitors could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The directors and officers may have conflicts of interest with the Company

Certain directors and officers of the Company are or may become associated with other mining and/or mineral exploration and development companies which may give rise to conflicts of interest. Directors who have a material interest in any person who is a party to a material contract or a proposed material contract with the Company are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve such a contract. In addition, directors and officers are required to act honestly and in good faith with a view to the best interests of the Company. Some of the directors and officers of the Company have either other full-time employment or other business or time restrictions placed on them and accordingly, the Company will not be the only business enterprise of these directors and officers. Further, any failure of the directors or officers of the Company to address these conflicts in an appropriate manner or to allocate opportunities that they become aware of to the Company could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Failures of information systems or information security threats can be costly

The Company utilizes hardware, software, telecommunications and other information technology ("**IT**") hardware and services in connection with its operations. Such operations depend, in part, on how well the Company and its suppliers protect networks, equipment, IT systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, terrorism, fire, power loss, hacking, computer viruses, vandalism and theft. The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the Company’s reputation, results of operations, cash flows and financial condition.

Although to date the Company has not experienced any material losses relating to cyber-attacks or other information security breaches, there can be no assurance that it will not incur such losses in the future. The Company’s risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities. Any of these factors could have a material adverse effect on the Company’s results of operations, cash flows and financial position.

The Company may be subject to costly legal proceedings

The Company may be subject to regulatory investigations, civil claims, lawsuits and other proceedings in the ordinary course of its business. The results of these legal proceedings cannot be predicted with certainty due to the uncertainty inherent in regulatory actions and litigation, the difficulty of predicting decisions of regulators, judges and juries and the possibility that decisions may be reversed on appeal. Defense and settlement costs of legal disputes can be substantial, even with claims that have no merit. Management is committed to conducting business in an ethical and responsible manner, which it believes will reduce the risk of legal disputes. However, if the Company is subject to legal disputes, there can be no assurances that these matters will not have a material adverse effect on the Company’s business, financial condition, results of operations, cash flows or prospects.

The Company incurs increased costs as a result of complying with the reporting requirements, rules and regulations affecting public issuers

As a public issuer, the Company is subject to the reporting requirements and rules and regulations under the applicable Canadian securities laws and rules of any stock exchange on which the Company’s securities may be listed from time to time. Additional or new regulatory requirements may be adopted in the future. The requirements of existing and potential future rules and regulations will increase the Company’s legal, accounting and financial compliance costs, make some activities more difficult, time-consuming or costly and may also place undue strain on its personnel, systems and resources, which could adversely affect its business and financial condition.

The Company’s ability to develop commercially marketable ore depends on variables that are unknown at this time

The grade of any ore ultimately mined from a mineral deposit may differ from that produced from drilling results. Production volumes and costs can be affected by such factors as the proximity and capacity of processing facilities, permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. Short-term factors relating to ore reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on the results of operations. Moreover, there can be no assurance that mineral recoveries achieved in small scale laboratory tests will be replicated under production scale conditions. Although precautions to minimize risks will be taken, processing operations are subject to hazards such as equipment failure or failure of tailings impoundment facilities, which may result in environmental pollution and consequent liability.

Changes in climate conditions may affect the Company's operations

A number of governments have introduced or are moving to introduce climate change legislation and treaties at the international, national, state/provincial and local levels. Regulation relating to emission levels (such as carbon taxes) and energy efficiency is becoming more stringent. If the current regulatory trend continues, this may result in increased costs for the Company's operations. In addition, the physical risks of climate change may also have an adverse effect on the Company's operations. These risks include the following:

- extreme weather events (such as prolonged drought) have the potential to disrupt operations at the Alexo-Dundonald Project and may require the Company to make additional expenditures to mitigate the impact of such events; and
- the Company's facilities depend on regular supplies of consumables (diesel, tires, reagents, etc.) to operate efficiently. In the event that the effects of climate change or extreme weather events cause prolonged disruption to the delivery of essential commodities, productivity at the Company's operations may be reduced.

There can be no assurance that efforts to mitigate the risks of climate change will be effective and that the physical risks of climate change will not have an adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Regulatory requirements

Even if the Alexo-Dundonald Project proves to host economic reserves of precious or base metals, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits. Exploration and mining activities may be affected in varying degrees by government policies and regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of the Alexo-Dundonald Property, environmental legislation and mine safety.

Contractual Risk

The Company's exploration activities are carried out by contractors who may not perform their work in a timely, cost-effective and efficient manner, resulting in program delays or negative program outcomes. Any delays or cost-overruns related to the Company's work program, or a negative program outcome, could have a materially adverse consequence on the economic viability of placing a property into production and a property's return on capital.

Infrastructure

Exploration, development and processing activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supplies are important elements of infrastructure, which affect access, capital and operating costs. The lack of availability on acceptable terms or the delay in the availability of any one or more of these could prevent or delay exploration or development of the Alexo-Dundonald Project. If adequate infrastructure is not available in a timely manner, there can be no assurance that the exploration or development of the Alexo-Dundonald Project will be commenced or completed on a timely basis, if at all. Furthermore, unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of necessary infrastructure could adversely affect our operations.

Risks associated with acquisitions

If appropriate opportunities present themselves, the Company may acquire mineral claims, material interests in other mineral claims, and companies that the Company believes are strategic. Other than the option to acquire the Somanike Project, the Company currently has no understandings, commitments or agreements with respect to any other material acquisition and no other material acquisition is currently being pursued. There can be no assurance that the Company will be able to identify, negotiate or finance future acquisitions successfully, or to integrate such acquisitions with its current business. The process of integrating an acquired company or mineral claims into the Company may result in unforeseen operating difficulties and expenditures and may absorb significant management attention that would otherwise be available for ongoing development of the Company’s business. Future acquisitions could result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities and/or amortization expenses related to goodwill and other intangible assets, which could materially adversely affect the Company’s business, results of operations and financial condition.

Management

The success of the Company will be dependent upon the performance of its management and key employees. The loss of any key executive or manager of the Company may have an adverse effect on the future of the Company’s business. The number of persons skilled in acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company’s business activity grows, it will require additional key financial, administrative, geologic and mining personnel as well as additional operations staff. There is no assurance that it will be successful in attracting, training and retaining qualified personnel as competition for persons with these skill sets increases. If the Company is not successful in attracting, training and retaining qualified personnel, the efficiency of its operations could be impaired, which could have an adverse impact on its future cash flows, earnings, results of operations and financial condition.

The success of the Company is currently largely dependent on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Company’s business and prospects. There is no assurance the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business.

The Company is subject to legal and political risks

Mineral exploration and mining activities may be affected in varying degrees by political instability, economic conditions, and changes in government regulations such as investment laws, tax laws, business laws, environmental laws and mining laws, affecting the Company's business. Government limitations, restrictions or requirements may be implemented. There can be no assurance that neighbouring countries' or provinces' political and economic policies in relation to Ontario or Canada, as applicable, will not have adverse economic effects on the exploration, and potentially, the development of the Company's assets, including with respect to ability to access power, transportation, access construction labour, supplies and materials, and market conditions more generally.

The Company may be subject to claims or legal proceedings covering a wide range of matters that arise in the ordinary course of business activities, including relating to former employees. These matters may give rise to legal uncertainties or have unfavourable results. The Company may carry liability insurance coverage and mitigate risks that can be reasonably estimated; however, there is a risk that insurance may not be adequate to cover all possible risks arising from the Company's operations. In addition, the Company may be involved in disputes with other parties in the future that may result in litigation or unfavourable resolution which could materially adversely impact the Company's financial position, cash flow, results of operations, and reputation, regardless of the specific outcome.

It may be difficult to enforce judgments and effect service of process on directors

Some of the directors of the Company reside outside of Canada, therefore, it may not be possible for investors to collect or to enforce judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable Canadian securities laws against such persons. Moreover, it may not be possible for investors to effect service of process within Canada upon such persons.

Force Majeure

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company, including the price of metals on world markets, labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

Influence of Third-Party Stakeholders

Some of the lands in which the Company holds an interest, or the exploration equipment and roads or other means of access which the Company intends to utilize in carrying out its work programs or general business activities, may be subject to interests or claims by third party individuals, groups or companies. In the event that such third parties assert any claims or do not consent to the Company carrying on activities on lands subject to their interests or claims, the Company's work programs may be delayed or prevented, even if such claims are not meritorious. Such claims or delays may result in significant financial loss and loss of opportunity for the Company.

The Company may need to enter into negotiations with landowners and other groups in local communities in Ontario in order to conduct further exploration and development work on its properties. There is no assurance that future discussions and negotiations will result in agreements with landowners and other local community groups in Ontario or if such agreements will be on terms acceptable to the Company so that the Company may continue to conduct exploration and development activities on these properties.

Management of Growth

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operations and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth could have a material adverse impact on its business, plans, operations and prospects.

Dilution

Financing the development of a mineral property through to production, should feasibility studies show it is recommended, would be expensive and the Company would require additional monies to fund development and exploration programs and potential acquisitions. The Company cannot predict the size of future issuances of the Company Common Shares or the issuance of debt instruments or other securities convertible into Common Shares. Likewise, the Company cannot predict the effect, if any, that future issuances and sales of the Company's securities will have on the market and market price of the Common Shares. If the Company raises additional funds by issuing additional equity securities, such financing may substantially dilute the interests of existing shareholders. Sales of substantial numbers of the Company securities, or the availability of such the Company securities for sale, could adversely affect the market, liquidity and any prevailing market prices for the Company's securities.

Dividend Policy

No dividends on Common Shares have been paid by the Company to date. Payment of any future dividends will be at the discretion of the Board after taking into account many factors, including the Company's operating results, financial condition and current and anticipated cash needs. At this time, the Company has no source of cash flow and anticipates using all available cash resources towards its stated business objectives and retaining all earnings, if any, to finance its business activities.

Risk of Litigation

The Company may become involved in disputes with other parties in the future which may result in litigation or other legal proceedings. The results of legal proceedings cannot be predicted with certainty. If the Company is unable to resolve these disputes favourably, it may have a material adverse impact on the ability of the Company to carry out its business plan.

Internal Controls

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

Significant Shareholder

David Fitch holds approximately 39.8% of the issued and outstanding Common Shares and Benjamin Cooper holds approximately 25.1% of the issued and outstanding Common Shares as of the date of this Listing Statement (collectively, the "**Significant Shareholders**"). The shareholding level of the Significant Shareholders gives them significant influence on decisions to be made by shareholders, including the ability to influence the election of directors of the Company as well as the approval of future transactions requiring Shareholder approval. There is a risk that the interests of Significant Shareholders differ from those of other shareholders. The Significant Shareholder's large shareholding may also make the Company less attractive to third parties considering an acquisition of the Company if those third parties are not able to negotiate terms with the Significant Shareholders to support such an acquisition, including acquisitions in which holders of the Company's securities would otherwise receive a premium for such securities over the then- current market price. The Significant Shareholder's influence may have a negative effect on the Company's ability to enter into significant transactions, which could have a negative effect on the share price of the Company relative to its peers that are not subject to the influence of such a shareholder. As a result of the significant holdings of the Significant Shareholders, there is also a risk that the Company's securities are less liquid and trade at a relative discount compared to circumstances where the Significant Shareholders did not have the ability to influence or determine matters affecting the Company.

Enforcement of Legal Rights

Certain of the Company's directors, management personnel and experts are located in foreign jurisdictions. Given that certain of the Company's directors, management personnel and experts are located outside of Canada, investors may have difficulty in effecting service of process within Canada and collecting from or enforcing against the Company or its directors, officers and experts, any judgments obtained by the Canadian courts or Canadian securities regulatory authorities and predicated on the civil liability provisions of Canadian securities legislation or otherwise.

Additional Securityholder Risk

17.2 There is no risk that securityholders of the Company may become liable to make an additional contribution beyond the price of the security.

18. PROMOTERS

David Fitch and Benjamin Cooper are considered to be the Company's promoters as they took the initiative in organizing the business of the Company and sourcing acquisitions for the Company.

David Fitch beneficially owns, directly or indirectly, 39,671,330 Common Shares or approximately 39.8% of the issued and outstanding Common Shares.

Benjamin Cooper beneficially owns, directly or indirectly, 24,985,000 Common Shares or approximately 25.1% of the issued and outstanding Common Shares.

No asset has been acquired, within the two years before the date of this Listing Statement or thereafter or is to be acquired by the Company or by a subsidiary of the Company, from the promoters.

Information about David Fitch and Benjamin Cooper is disclosed elsewhere in this Listing Statement. See *"13. Directors and Officers"* and "`*15. Executive Compensation*".

19. LEGAL PROCEEDINGS

There are no legal proceedings material to the Company or any subsidiary of the Company to which it, or a subsidiary of the Company, is a party or of which any of their respective property is the subject matter, and no such proceedings are known by the Company to be contemplated.

There are no:

(a) penalties or sanctions imposed against the Company by a court relating to provincial and territorial securities legislation or by a securities regulatory authority within the three years immediately preceding the date of this Listing Statement;

(b) other penalties or sanctions imposed by a court or regulatory body against the Company necessary to contain full, true and plain disclosure of all material facts relating to the securities being listed; and

(c) settlement agreements the Company entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority within the three years immediately preceding the date of this Listing Statement.

20. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

20.1 To the knowledge of the Company, no director or executive officer of the Company, or shareholder that beneficially owns or controls, directly or indirectly, more than 10% of the outstanding Common Shares, or any known associates or affiliates of such persons, has or has had any material interest, direct or indirect, in any transaction or in any proposed transaction that has materially affected or is reasonably expected to materially affect the Company or a subsidiary of the Company.

21. AUDITORS, TRANSFER AGENTS AND REGISTRARS

Auditors

21.1 The auditor of the Company is Wasserman Ramsey, Chartered Professional Accountants, 3602 Highway 7, Unit 1008, Markham, Ontario L3R 0M3. The auditor of the Company was first appointed as auditor of the Company on July 31, 2018.

Transfer Agent and Registrar

21.2 The transfer agent and registrar of the Company is Capital Transfer Agency ULC, 390 Bay Street, Suite 920, Toronto, Ontario M5H 2Y2.

22. MATERIAL CONTRACTS

Material Contracts of the Company

22.1 The Company has not entered into any other material contracts within the two years before the date of this Listing Statement, other than contracts entered into in the ordinary course of business, except as follows:

(a) the Amalgamation Agreement - See Item 3.2 - *Significant Acquisitions and Dispositions*;

(b) the Alexo-Kelex Agreement - See Item 3.2 - *Significant Acquisitions and Disposition*;

(c) the Dundonald Agreement - See Item 3.2 - *Significant Acquisitions and Disposition*;

(d) the Legendary Somanike Option Agreement - See Item 3.1 - *General Development of Business;* and

(e) the Escrow Agreement.

The material contracts described above may be inspected without further charge at the offices of Peterson McVicar LLP, solicitors for the Company, located at 18 King St. E., Suite 902, Toronto, Ontario M5C 1C4 during ordinary business hours for a period of 30 days after the date of this Listing Statement, and are available on SEDAR.

22.2 – Special Agreements

The Company is not a party to any co-tenancy, unitholders' or limited partnership agreements.

23. INTEREST OF EXPERTS

No person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of this Listing Statement or prepared or certified a report or valuation described in the Listing Statement:

(a) has received or will receive any direct or indirect interest in the property of the Company or of an associate, affiliate or Related Person of the Company;

(b) has beneficial ownership, direct or indirect, in any securities or property of the Company or of an associate, affiliate or Related Person of the Company; or

(c) is expected to elected, appointed or employed as a director, officer or employee of the Company or of any associate, affiliate or Related Person of the Company, nor is a director, officer or employee of a person or company referred to in this item, expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate, affiliate or Related Person of the Company.

24. OTHER MATERIAL FACTS

There are no material facts that are not disclosed in this Listing Statement that are necessary in order for this Listing Statement to contain full, true and plain disclosure of all material facts relating to the Company and its securities.

25. FINANCIAL STATEMENTS

The comparative audited financial statements of the Company for the fiscal year ended December 31, 2019 and the unaudited consolidated financial statements of the Company for the fiscal three months ended March 31, 2020, are included in Schedule "A" attached to and forming part of this Listing Statement. Corresponding management's discussion and analysis are provided in Schedule "B".

SCHEDULE "A"
FINANCIAL STATEMENTS OF THE COMPANY

[see following pages]

CLASS 1 NICKEL AND TECHNOLOGIES LIMITED
(FORMERLY LAKEFIELD MARKETING CORP.)

CONDENSED INTERIM FINANCIAL STATEMENTS

THREE MONTHS ENDED MARCH 31, 2020

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

Wasserman
Ramsay

Chartered Professional Accountants

3601 Hwy 7 East, Suite 1008, Markham, Ontario L3R 0M3
Tel. (905) 948-8637 Fax (905) 948-8638
email: wram@wassermanramsay.ca

June 16, 2020

Attention: The Audit Committee of Class 1 Nickel and Technologies Limited

Dear Sirs / Mesdames:

In accordance with our engagement letter dated June 3, 2020, we have performed an interim review of the condensed interim statement of financial position of Class 1 Nickel and Technologies Limited as at March 31, 2020, and the condensed interim statements of income (loss) and comprehensive income (loss), cash flows and changes in equity for the three-month ended March 31, 2020. These condensed interim financial statements are the responsibility of Class 1 Nickel and Technologies Limited management.

We performed our interim review in accordance with Canadian generally accepted standards for a review of interim financial statements by an entity's auditor.

An interim review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements. Accordingly, we do not express such an opinion. An interim review does not provide assurance that we would become aware of any or all significant matters that might be identified in an audit.

Based on our interim review, we are not aware of any material modification that needs to be made for these interim financial statements to be in accordance with the IFRS.

This report is solely for the use of the Audit Committee of Class 1 Nickel and Technologies Limited to assist it in discharging its regulatory obligation to review these condensed interim financial statements, and should not be used for any other purpose.

Your truly

Wasserman Ramsay

Chartered Professional Accountants
Licensed Public Accountants

Class 1 Nickel and Technologies Limited (formerly Lakefield Marketing Corp.)

Condensed Interim Statements of Financial Position
(Expressed in Canadian Dollars)
Unaudited

	As at March 31, 2020	As at December 31, 2019
ASSETS		
Current assets		
Cash and cash equivalents	**$ 37,949**	$ 174,205
Prepaid expenses	**23,700**	7,900
Accounts receivable	**12,833**	2,760
Due from related parties (note 6)	**18,178**	14,648
Total assets	**$ 92,660**	$ 199,513
EQUITY AND LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (note 6)	**$ 109,427**	$ 48,047
Loans payable	**22,008**	22,008
Total liabilities	**131,435**	70,055
Shareholder's deficiency		
Share capital (note 5)	**1,695,586**	1,695,586
Deficit	**(1,734,361)**	(1,566,128)
Total shareholder's deficiency	**(38,775)**	**129,458**
Total shareholder's deficiency and liabilities	**$ 92,660**	$ 199,513

The accompanying notes to the unaudited condensed interim financial statements are an integral part of these statements.

Nature of operations and going concern (note 1)
Commitments (note 7)
Subsequent event (note 8)

Approved on behalf of the Board:

"David Crevier" *Director*

"*Mathew Gilbertson*" *Director*

Class 1 Nickel and Technologies Limited (formerly Lakefield Marketing Corp.)

Condensed Interim Statements of Income (Loss) and Comprehensive Loss
(Expressed in Canadian Dollars)
Unaudited

	Three Months Ended March 31, 2020	Three Months Ended March 31, 2019
Operating expenses		
Professional fees	**$ 31,465**	$ 4,590
Exploration and evaluation	**58,356**	-
General and administrative (note 6)	**24,695**	-
Regulatory	**7,793**	-
Travel	**45,925**	-
	168,234	4,590
Net loss and comprehensive loss for the period	**$ 168,234**	$ 4,590
Basic and diluted net loss per share	**$ 0.002**	$ 0.000
Weighted average number of common shares outstanding	**90,029,209**	10,029,209

The accompanying notes to the unaudited condensed interim financial statements are an integral part of these statements.

Class 1 Nickel and Technologies Limited (formerly Lakefield Marketing Corp.)

Condensed Interim Statements of Cash Flows
(Expressed in Canadian Dollars)
Unaudited

	Three Months Ended March 31, 2020	Three Months Ended March 31, 2019
Operating activities		
Net loss for the period	**$ (168,234)**	$ (4,590)
Changes in non-cash working capital items:		
Accounts receivable	**(10,073)**	-
Prepaid expenses	**(15,800)**	-
Amounts payable and other liabilities	**61,381**	4,590
Net cash used in operating activities	**(132,726)**	-
Financing activities		
Due from related parties	**(3,530)**	-
Net cash used in financing activities	**(3,530)**	-
Net change in cash and cash equivalents	**(136,256)**	-
Cash and cash equivalents, beginning of period	**174,205**	2
Cash and cash equivalents, end of period	**$ 37,949**	$ 2

The accompanying notes to the unaudited condensed interim financial statements are an integral part of these statements.

Class 1 Nickel and Technologies Limited (formerly Lakefield Marketing Corp.)

Condensed Interim Statements of Changes in Equity
(Expressed in Canadian Dollars)
Unaudited

	Shares	Share capital	Deficit	Total
Balance, December 31, 2018	**10,029,209**	**$ 2**	**$ -**	**$ 2**
Net loss for the period		-	(4,590)	(4,590)
Balance, March 31, 2019	**10,029,209**	**$ 2**	**$ (4,590)**	**$ (4,588)**
Balance, December 31, 2019	**90,029,209**	**$ 1,695,586**	**$ (1,566,127)**	**$ 129,459**
Net loss for the period		-	(168,234)	(168,234)
Balance, March 31, 2020	**90,029,209**	**$ 1,695,586**	**$ (1,734,361)**	**$ (38,775)**

The accompanying notes to the unaudited condensed interim financial statements are an integral part of these statements.

1. Nature of operations and going concern

Nature of business

Class 1 Nickel and Technologies Limited (formerly Lakefield Marketing Corp.) ("Class 1" or the "Company") was incorporated on September 22, 2000, under the laws of the Province of Ontario. The principal business of the Company is mining exploration and development of minerals and precious metals in Canada. The corporate head office of the Company is located at 44 Victoria Street, Suite #1060, Toronto, Ontario.

Going concern uncertainty

At each reporting period, management assesses the basis of preparation of the financial statements. These financial statements have been prepared on a going concern basis in accordance with IFRS. The going concern basis of presentation assumes that the Company will continue its operations for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. These financial statements do not include any adjustments to amounts and classifications of assets and liabilities that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

For the three months ended March 31, 2020, the Company incurred a net loss of $168,234 respectively (March 31, 2019 - $nil) and had negative operating cash flows of $132,726 (March 31, 2019 - $nil). The Company has an accumulated deficit of $1,734,361 since inception (December 31, 2019 - $1,566,128) and does not have sufficient cash as at March 31, 2020 to meet its expected obligations over the next twelve months. These factors raise significant doubt about the Company's ability to continue as a going concern.

The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon its ability to generate cash flows from operations and to complete negotiations to obtain and successfully close additional funding from debt financing, equity financings or through other arrangements. These conditions indicate the existence of a material uncertainty that may cast significant doubt regarding the Company's ability to continue as a going concern. These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption deemed to be inappropriate. These adjustments could be material.

2. Reverse take-over transaction

On September 23, 2019, the Company completed a business combination (the "Transaction") with Legendary Ore Mining Corporation ("Legendary") by way of a "three-cornered amalgamation", resulting in the reverse take-over of the Company by Legendary's former shareholders.

The Transaction was completed in accordance with the terms of an amalgamation agreement (the "Amalgamation Agreement") between the Company, Legendary and Bloom Retail Management Inc. ("Lakefield Subco"), a wholly-owned subsidiary of the Company. On closing of the Transaction, Legendary amalgamated with Lakefield Subco to form a new corporation, which became a wholly-owned subsidiary of the Company continuing under the name "Legendary Ore Mining Corporation". In exchange for all of the issued and outstanding common shares of Legendary, the Company issued 80 million common shares of the Company to the former Legendary shareholders. As a result, on closing, the former Legendary shareholders held approximately 89% of the 90,029,209 total outstanding shares of the Company.

Immediately prior to the Transaction taking effect, the Company changed its name to "Class 1 Nickel and Technologies Inc.". Upon the completion of the Transaction, the former directors and officers of the Company resigned from all offices with the Company and new directors and officers were appointed.

(Expressed in Canadian Dollars)

2. Reverse take-over transaction (continued)

A summary of the costs in regards to the Transaction are listed below:

Net assets of Lakefield

		Amount
Net assets of Lakefield		
Cash	$	873
Accounts payable, accrued liabilities and loans payable		(27,769)
		(26,896)
Consideration given by Legendary		
5,250,000 shares of Legendary at a value of $0.02 per share	$	200,584
		200,584
Listing expense	**$**	**227,480**

3. Significant accounting policies

Statement of compliance

These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by IASB and interpretations issued by IFRIC.

The policies applied in these unaudited condensed interim financial statements are based on IFRSs, which have been applied consistently to all periods presented. These unaudited condensed interim were issued and effective as of tbd, the date the Board of Directors approved the statements.

The preparation of financial statements in accordance with International Accounting Standards (IAS) 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity or areas where assumptions and estimates are significant to these Condensed Consolidated Interim Financial Statements were the same as those that applied to the Company's annual Consolidated Financial Statements as at and for the year ended December 31, 2019, except as noted below.

3. Significant accounting policies (continued)

New standards not yet adopted

Definition of a Business (Amendments to IFRS 3)
The IASB has issued Definition of a Business (Amendments to IFRS 3) to clarify the definition of a business for the purpose of determining whether a transaction should be accounted for as an asset acquisition or a business combination. The amendments:

- clarify the minimum attributes that the acquired assets and activities must have to be considered a business
- remove the assessment of whether market participants can acquire the business and replace missing inputs or processes to enable them to continue to produce outputs
- narrow the definition of a business and the definition of outputs
- add an optional concentration test that allows a simplified assessment of whether an acquired set of activities and assets is not a business

This amendment is effective for annual periods beginning on or after January 1, 2020. Earlier application is permitted. The Company has adopted this policy during the three months ended March 31, 2020, and there was no material impact to the unaudited condensed interim financial statements.

Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)
The IASB has published Classification of Liabilities as Current or Non-Current (Amendments to IAS 1) which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments:

- clarify that the classification of liabilities as current or non-current should only be based on rights that are in place "at the end of the reporting period"
- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability
- make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability.

This amendment is effective for annual periods beginning on or after January 1, 2022. There is currently a proposal in place to extend effective date for annual periods beginning on or after January 1, 2023. Earlier application is permitted. The extent of the impact of adoption of this amendment has not yet been determined.

4. Mining interest

The “Alexo-Dundonald Project” is an exploration stage, past-producing nickel-copper-cobalt sulphide project, located approximately 45 kilometers northeast of the city of Timmins, Ontario, Canada. Ontario. The Alexo-Dundonald Project combines the Alexo-Kelex and Dundonald properties and consists of 29 patented claims (19 with both mining and surface rights, nine with mining rights only and one with surface rights only), 40 leased claims (31 with both mining and surface rights and nine with mining rights only), 21 single cell mining claims and five boundary cell mining claims.The Company owns all the outstanding equity of Legendary Ore Mining Corporation, which holds a 100% interest in the mining claims, leases and properties comprising the Alexo-Dundonald Project, subject to certain tenure agreements and any rights or claims asserted in connection with historic royalty agreements granted in respect of the Alexo-Kelex and Dundonald properties.

The Alexo deposit was discovered in 1907, and between the years 1913 to 1919, 51,851 tonnes grading 4.5% nickel and 0.7% copper was extracted and sent to Sudbury, Ontario, for processing. Most recently, Canadian Arrow Mines Ltd shipped 6,000 tonnes grading 2.46% nickel, 0.31% copper, and 0.07% cobalt as part of a 10,000 tonne bulk sample permit held at the time, and started the reclamation of the project as part of a Closure Plan approved in 2004 and amended in 2011.

(Expressed in Canadian Dollars)

4. Mining interest (continued)

During the three months ended March 31, 2020, the Company spent $58,356 on exploration and evaulation on this project (2019 - $nil)

In addition, the Company has an option (the "Somanike Option") to acquire a 100% interest in the rights held by Vanicom Resources Limited, in an option to acquire the Somanike property, an exploration stage nickel-copper mine project, including the past-producing Marbridge Nickel Sulphide Mine located near Val d'Or, Quebec. The Company is concentrated on advancing the Alexo Project for the current time being and will continue to evaluate this option on an on-going basis.

5. Share capital

a) Authorized share capital

The authorized share capital consists of an unlimited number of common shares without par value. All issued shares are fully paid.

	Number of common shares	Amount
Balance,December 31, 2018 and March 31, 2019	10,029,209	$ 2
Balance, December 31, 2019 and March 31, 2020	90,029,209	$ 1,695,586

6. Related party transactions

The Company has $14,684 in amounts due from a company with common directors of Class 1. The amounts are accrued in the normal course of operation at their exchange value.

Key management includes directors and other key personnel, including the CEO, President and CFO, who have authority and responsibility for planning, directing, and controlling the activities of the Company.

The Chief Executive Officer of the Company has not received cash remuneration for the three months ended March 31, 2020 (March 31, 2019 - $nil). There is no amounts payable as at March 31, 2020.

The Chief Financial Officer ("CFO") of the Company is a senior employee of Marrelli Support Services Inc. ("MSSI"). During the three months ended March 31, 2020, the Company paid or accrued professional fees of $7,663 (three months ended March 31, 2019 - $2,000) to MSSI. These services were incurred in the normal course of operations for general accounting and financial reporting matters. MSSI also provides bookkeeping services to the Company. As at March 31, 2020, MSSI was owed $7,912 (December 31, 2018 - $nil) with respect to services provided. The balance owed was recorded in the statement of financial position in accounts payable.

7. Commitments

The Company has entered into a lease to rent office space with a related party, for $950 a month for a term of 12 months ending July 1, 2020. Due to the short term nature of the lease, it has not been accounted for under IFRS 16.

8. Subsequent events

Subsequent to March 31, 2020, the Company completed a non-brokered private placement of 9,500,000 common shares of the Company as $0.10 for gross proceeds of $950,000. A director of the Company subscribed for 6,000,000 shares in the placement.

During and subsequent to the three months ended March 31, 2020 the outbreak of the novel strain of coronavirus, specifically identified as “COVID 19”, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID 19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions.

The impact of the global and local restrictions has not caused a significant delay in the operations of the Company, however the exploration activities did experience a brief interruption due to municipal lockdown orders.

CLASS 1 NICKEL AND TECHNOLOGY LIMITED
(FORMERLY LAKEFIELD MARKETING CORP.)

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2019 AND 2018

(EXPRESSED IN CANADIAN DOLLARS)

Wasserman
Ramsay
Chartered Professional Accountants

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Independent Auditors' Report

To the Shareholders of
Class 1 Nickel and Technologies Limited
(formerly Lakefield Marketing Corp.):

Opinion
We have audited the financial statements of Class 1 Nickel and Technologies Limited (formerly Lakefield Marketing Corp) (the "Company"), which comprise the statements of financial position as at December 31, 2019 and 2018, and the statements of loss and comprehensive loss, cash flows and changes in equity for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2019 and 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion
We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that for the year ended December 31, 2019 the Company incurred losses of $1,560,128 resulting in an accumulated deficit in the amount of $1,566,128 at year end. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other information
Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements
Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

<u>Auditor's Responsibilities for the Audit of the Financial Statements</u>

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions,misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditors' report is Kevin Ramsay.

Wasserman Ramsay

Markham, Ontario
May 22, 2020

Chartered Professional Accountants
Licensed Public Accountants

Class 1 Nickel and Technology Limited (formerly Lakefield Marketing Corp.)

Statements of Financial Position
(Expressed in Canadian Dollars)

	As at December 31, 2019	As at December 31, 2018
ASSETS		
Current assets		
Cash and cash equivalents	**$ 174,205**	$ -
Accounts receivable	**2,760**	2
Due from related party (note 7)	**14,648**	-
Prepaid expenses	**7,900**	-
Total assets	**$ 199,513**	$ 2
EQUITY AND LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (note 7)	**$ 48,047**	$ 6,000
Loans payable	**22,008**	-
Total liabilities	**70,055**	6,000
Shareholder's deficiency		
Share capital (note 6)	**1,695,586**	2
Deficit	**(1,566,128)**	(6,000)
Total shareholder's deficiency	**129,458**	**(5,998)**
Total shareholder's deficiency and liabilities	**$ 199,513**	$ 2

The accompanying notes to the financial statements are an integral part of these statements.

Nature of operations and going concern (note 1)
Commitments (note 9)
Subsequent event (note 10)

Approved on behalf of the Board:

"David Fitch" *Director*

"Matthew Gilbertson" *Director*

Class 1 Nickel and Technology Limited (formerly Lakefield Marketing Corp.)

Statements of Income (Loss) and Comprehensive Income (loss)
(Expressed in Canadian Dollars)

	Year Ended December 31, 2019	Year Ended December 31, 2018
Royalty payments	**$ 26,223**	**$ -**
Operating expenses		
Professional fees	**555,140**	-
Exploration and evaluation	**733,936**	-
General and administrative (note 7)	**81,270**	-
Regulatory	**4,501**	-
Listing expense	**227,480**	-
Gain on settlement of debt	**(15,976)**	-
	1,586,351	-
Net loss and comprehensive loss for the year	**$ 1,560,128**	$ -
Basic and diluted net income (loss) per share	**$ 0.038**	$ 0.000
Weighted average number of common shares outstanding	**41,263,456**	5,250,000

The accompanying notes to the financial statements are an integral part of these statements.

Class 1 Nickel and Technology Limited (formerly Lakefield Marketing Corp.)
Statements of Cash Flows
(Expressed in Canadian Dollars)

	Year Ended December 31, 2019	Year Ended December 31, 2018
Operating activities		
Net loss for the year	**$ (1,560,128)**	$ -
Adjustments for:		
Shares issued in debt settlement	**1,145,000**	-
Shares issued in connection with reverse take-over	**200,584**	-
Changes in non-cash working capital items:		
Amounts receivable and sales tax receivable	**(17,406)**	-
Loans payable	**22,008**	-
Prepaid expenses	**(7,900)**	-
Amounts payable and other liabilities	**42,047**	-
Net cash used in operating activities	**(175,795)**	-
Financing activities		
Proceeds from issuance of units in private placement	**350,000**	-
Net cash provided by financing activities	**350,000**	-
Net change in cash and cash equivalents	**174,205**	-
Cash and cash equivalents, beginning of year	**-**	-
Cash and cash equivalents, end of year	**$ 174,205**	$ -

The accompanying notes to the financial statements are an integral part of these statements.

Class 1 Nickel and Technology Limited (formerly Lakefield Marketing Corp.)
Statements of Changes in Equity
(Expressed in Canadian Dollars)

	Shares		Share capital		Deficit		Total
Balance, December 31, 2017	**10,029,209**	**$**	**2**	**$**	**(4,590)**	**$**	**(4,588)**
Net loss for the year			-		-		-
Balance, December 31, 2018	**10,029,209**	**$**	**2**	**$**	**(6,000)**	**$**	**(5,998)**
Shares issued in private placement	17,500,000		350,000		-		350,000
Shares issued for settlement of debt	57,250,000		1,145,000		-		1,145,000
Shares issued in connection with RTO	5,250,000		200,584		-		200,584
Net loss for the year			-		(1,560,128)		(1,560,128)
Balance, December 31, 2019	**90,029,209**	**$**	**1,695,586**	**$**	**(1,566,128)**	**$**	**129,458**

The accompanying notes to the financial statements are an integral part of these statements.

1. Nature of operations and going concern

Nature of business

Class 1 Nickel and Technology Limited (formerly Lakefield Marketing Corp.) ("Class 1" or the "Company") was incorporated on September 22, 2000, under the laws of the Province of Ontario. The principal business of the Company is mining exploration and development of minerals and precious metals in Canada. The corporate head office of the Company is located at 44 Victoria Street, Suite #1060, Toronto, Ontario.

Going concern uncertainty

At each reporting period, management assesses the basis of preparation of the financial statements. These financial statements have been prepared on a going concern basis in accordance with IFRS. The going concern basis of presentation assumes that the Company will continue its operations for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. These financial statements do not include any adjustments to amounts and classifications of assets and liabilities that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

For the year ended December 31, 2019, the Company incurred a net loss of $1,560,128 respectively (December 31, 2018 - $nil) and had negative operating cash flows of $175,795 (December 31, 2018 - $nil). The Company has an accumulated deficit of $1,566,128 since inception (December 31, 2018 - $6,000) and does not have sufficient cash as at December 31, 2019 to meet its expected obligations over the next twelve months. These factors raise significant doubt about the Company's ability to continue as a going concern.

The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon its ability to generate cash flows from operations and to complete negotiations to obtain and successfully close additional funding from debt financing, equity financings or through other arrangements. These conditions indicate the existence of a material uncertainty that may cast significant doubt regarding the Company's ability to continue as a going concern. These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption deemed to be inappropriate. These adjustments could be material.

2. Reverse take-over transaction

On September 23, 2019, the Company completed a business combination (the "Transaction") with Legendary Ore Mining Corporation ("Legendary") by way of a "three-cornered amalgamation", resulting in the reverse take-over of the Company by Legendary's former shareholders.

The Transaction was completed in accordance with the terms of an amalgamation agreement (the "Amalgamation Agreement") between the Company, Legendary and Bloom Retail Management Inc. ("Lakefield Subco"), a wholly-owned subsidiary of the Company. On closing of the Transaction, Legendary amalgamated with Lakefield Subco to form a new corporation, which became a wholly-owned subsidiary of the Company continuing under the name "Legendary Ore Mining Corporation". In exchange for all of the issued and outstanding common shares of Legendary, the Company issued 80 million common shares of the Company to the former Legendary shareholders. As a result, on closing, the former Legendary shareholders held approximately 89% of the 90,029,209 total outstanding shares of the Company.

Immediately prior to the Transaction taking effect, the Company changed its name to "Class 1 Nickel and Technologies Inc.". Upon the completion of the Transaction, the former directors and officers of the Company resigned from all offices with the Company and new directors and officers were appointed. The following is a description of each of the Company's newly appointed directors and officers.

2. Reverse take-over transaction (continued)

A summary of the costs in regards to the Transaction are listed below:

Net assets of Lakefield

	Amount
Net assets of Lakefield	
Cash	$ 873
Accounts payable, accrued liabilities and loans payable	(27,769)
	(26,896)
Consideration given by Legendary	
5,250,000 shares of Legendary at a value of $0.02 per share	$ 200,584
	200,584
Listing expense	**$ 227,480**

3. Significant accounting policies

Statement of compliance

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (“IASB”) and interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”). These financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by IASB and interpretations issued by IFRIC.

The policies applied in these financial statements are based on IFRSs issued and outstanding as of May 22, 2020, the date the Board of Directors approved the statements.

Basis of presentation

These financial statements have been prepared on a historical cost basis, with the exception of financial instruments classified at fair value through profit or loss ("FVTPL") as explained in the notes below. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Functional and presentation currency

These financial statements are presented in Canadian dollars, which is also the functional currency of the Company. All financial information is expressed in Canadian dollars unless otherwise stated and has been rounded to the nearest dollar.

Critical accounting judgments, estimates and assumption

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting year. Estimates and assumptions are continuously evaluated and are based on management’s experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

3. Significant accounting policies (continued)

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statement are discussed below:

Title to mineral property interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company title. Such properties may be subject to prior agreement or transfers and titles may be affected by undetected defects.

Non-current asset impairment

The application of the Company's accounting policy for impairment on exploration and evaluation ("E&E") assets requires judgemental in determining if the facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Exploration and evaluation expenditures

The point when an exploration property moves from exploration to development is subject to management's judgement.

Going concern

The assessment of the Company's ability to continue as a going concern involves judgemental regarding future funding available for its exploration projects and working capital requirements.

Use of estimates

The estimates and associated assumptions are based on historical experience and various factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

3. Significant accounting policies (continued)

(a) Leases and right-of-use assets

In January 2016, the IASB issued IFRS 16 - Leases ("IFRS 16"), replacing IAS 17 - Leases. IFRS 16 provides a single lessee accounting model and requires the lessee to recognize assets and liabilities for all leases on its statement of financial position, providing the reader with greater transparency of an entity's lease obligations.

At January 1, 2019, the Company adopted IFRS 16 and there was no material impact on the Company's financial statements. The Company adopted IFRS 16 using the modified retrospective approach and accordingly the information presented for 2018 has not been restated. It remains as previously reported under IAS 17 and related interpretations.

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of twelve months or less.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by the incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- Amounts expected to be payable under any residual value guarantee;
- The exercise price of any purchase option granted if it is reasonable certain to assess that option;
- Any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right-of-use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- Lease payments made at or before commencement of the lease;
- Initial direct costs incurred; and
- The amount of any provision recognized where the Company is contractually required to dismantle, remove or restore the leased asset.

Lease liabilities, on initial measurement, increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made.

Right-of-use assets are amortized on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if this is judged to be shorter than the lease term.

When the Company revises its estimate of the term of any lease, it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortized over the remaining (revised) lease term.

The Company adopted this standard and there was no impact to the financial statements.

3. Significant accounting policies (continued)

(b) Uncertainty over Income Tax Treatments

On June 7, 2017, the IASB issued IFRIC Interpretation 23 Uncertainty over Income Tax Treatments. The Interpretation provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. The Interpretation is applicable for annual periods beginning on or after January 1, 2019. The Company adopted this standard at January 1, 2019 and there was no material impact on the Company's financial statements.

Exploration and evaluation properties

The Company expenses exploration costs as incurred, other than those acquired through a business combination. Exploration and evaluation expenditures include acquisition costs of mineral exploration properties, property option payments and evaluation activity.

Exploration and evaluation properties acquired through a business combination are capitalized on the consolidated statements of financial position.

Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit.

Property option payments received are recognized in the consolidated statement of loss and comprehensive loss in the period they are received by the Company except for property option payments on properties obtained through a business combination which are recorded against the capitalized value on the consolidated statements of financial position.

Provisions and contingencies

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to exploration and evaluation assets along with a corresponding increase in the restoration provision in the year incurred. Discount rates using a pretax risk free rate that reflect the time value of money are used to calculate the net present value. The restoration asset will be depreciated on the same basis as other exploration and evaluation assets.

Restoration, rehabilitation and environmental obligations

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset or expensed if they relate to exploration and evaluation activities, as soon as the obligation to incur such costs arises. Discount rates using a pretax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either a unit-of-production or the straight-line method as appropriate. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Costs for restoration of subsequent site damage that is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses. The Company has no material restoration, rehabilitation and environmental costs as the disturbance to date is minimal.

3. Significant accounting policies (continued)

Income Taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the statement of financial position liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of assets or liabilities that affect neither accounting nor taxable loss; any differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future.

The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Financial instruments

Effective January 1, 2018, the Company adopted IFRS 9 - Financial Instruments ("IFRS 9"). In July 2014, the IASB issued the final publication of the IFRS 9 standard, which supersedes IAS 39 - Financial Instruments: recognition and measurement ("IAS 39"). IFRS 9 includes revised guidance on the classification and measurement of financial instruments, new guidance for measuring impairment on financial assets, and new hedge accounting guidance. The Company has adopted IFRS 9 on a retrospective basis without restating comparatives, however, this adoption had no impact to the Company's financial statements.

Under IFRS 9, financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains the primary measurement categories for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVTOCI") and fair value through profit and loss ("FVTPL").

Below is a summary showing the previous classification under IAS 39 and the new classification under IFRS 9 for the Company's financial instruments:

Classification	IAS 39	IFRS 9
Due to related parties	Other financial liabilities	Amortized cost
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost

3. Significant accounting policies (continued)

Financial assets
Financial assets are classified as either financial assets at FVTPL, amortized cost, or FVTOCI. The Company determines the classification of its financial assets at initial recognition.

i. Financial assets recorded at FVTPL

Financial assets are classified as FVTPL if they do not meet the criteria of amortized cost or FVTOCI. Gains or losses on these items are recognized in profit or loss.

ii. Amortized cost

Financial assets are classified as measured at amortized cost if both of the following criteria are met and the financial assets are not designated as at FVTPL: 1) the object of the Company's business model for these financial assets is to collect their contractual cash flows; and 2) the asset's contractual cash flows represent "solely payments of principal and interest". The Company's cash, amounts receivable, and advances are classified as financial assets measured at amortized cost.

Financial liabilities
Financial liabilities are classified as either financial liabilities at amortized cost. The Company determines the classification of its financial liabilities at initial recognition.

i. Amortized cost

Financial liabilities are classified as measured at amortized cost unless they fall into one of the following categories: financial liabilities at FVTPL, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition, financial guarantee contracts, commitments to provide a loan at a below-market interest rate, or contingent consideration recognized by an acquirer in a business combination.

The Company's accounts payable and accrued liabilities do not fall into any of the exemptions and are therefore classified as measured at amortized cost.

ii. Financial liabilities recorded FVTPL

Financial liabilities are classified as FVTPL if they fall into one of the five exemptions detailed above.

Transaction costs
Transaction costs associated with financial instruments, carried at FVTPL, are expensed as incurred, while transaction costs associated with all other financial instruments are included in the initial carrying amount of the asset or the liability.

Subsequent measurement
Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized in profit or loss. Instruments classified as amortized cost are measured at amortized cost using the effective interest rate method. Instruments classified as FVTOCI are measured at fair value with unrealized gains and losses recognized in other comprehensive income.

Derecognition
The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled, or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

3. Significant accounting policies (continued)

Expected credit loss impairment model
IFRS 9 introduced a single expected credit loss impairment model, which is based on changes in credit quality since initial application. The adoption of the expected credit loss impairment model had no impact on the Company's financial statements.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full or when the financial asset is more than 90 days past due.

The carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. prices) or indirectly (i.e. derived from prices); and
- Level 3 – inputs for the assets or liability that are not based on observable market data (unobservable inputs).

Related party transactions

Parties are considered to be related if one party has the ability to directly or indirectly control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions that are in the normal course of business and have commercial substance are measured at the exchange amount.

4. Financial instruments

The Company's risk exposure and the impact on the Company's financial instruments are described below.

Fair value

Financial instruments recognized at fair value in the statements of financial position have been prioritised into three levels as per the fair value hierarchy. Level one includes quoted prices (unadjusted) in active markets for identical assets or liabilities. Level two includes inputs that are observable other than quoted prices included in level one. Level three includes inputs that are not based on observable market data. All financial instruments measured at fair value, at December 31, 2019, are as described in note 3.

4 Financial instruments (continued)

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows required by operations and anticipated investing and financing activities. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or as a result of conditions specific to the Company. As at December 31, 2019, the Company has sufficient cash and receivables to settle accounts payable of $70,055 (December 31, 2018 - $6,000).

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and price risk.

Commodity price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices as they relate to the nickel industry to determine the appropriate course of action to be taken by the Company.

5. Mining interest

The "Alexo-Dundonald Project" is an exploration stage, past-producing nickel-copper-cobalt sulphide project, located approximately 45 kilometers northeast of the city of Timmins, Ontario, Canada. Ontario. The Alexo-Dundonald Project combines the Alexo-Kelex and Dundonald properties and consists of 29 patented claims (19 with both mining and surface rights, nine with mining rights only and one with surface rights only), 40 leased claims (31 with both mining and surface rights and nine with mining rights only), 21 single cell mining claims and five boundary cell mining claims.The Company owns all the outstanding equity of Legendary Ore Mining Corporation, which holds a 100% interest in the mining claims, leases and properties comprising the Alexo-Dundonald Project, subject to certain tenure agreements and any rights or claims asserted in connection with historic royalty agreements granted in respect of the Alexo-Kelex and Dundonald properties.

The Alexo deposit was discovered in 1907, and between the years 1913 to 1919, 51,851 tonnes grading 4.5% nickel and 0.7% copper was extracted and sent to Sudbury, Ontario, for processing. Most recently, Canadian Arrow Mines Ltd shipped 6,000 tonnes grading 2.46% nickel, 0.31% copper, and 0.07% cobalt as part of a 10,000 tonne bulk sample permit held at the time, and started the reclamation of the project as part of a Closure Plan approved in 2004 and amended in 2011.

In addition, the Company has an option (the "Somanike Option") to acquire a 100% interest in the rights held by Vanicom Resources Limited, in an option to acquire the Somanike property, an exploration stage nickel-copper mine project, including the past-producing Marbridge Nickel Sulphide Mine located near Val d'Or, Quebec. The Company is concentrated on advancing the Alexo Project for the current time being and will continue to evaluate this option on an on-going basis.

(Expressed in Canadian Dollars)

6. Share capital

a) Authorized share capital

The authorized share capital consists of an unlimited number of common shares without par value. All issued shares are fully paid.

	Number of common shares		Amount
Balance,December 31, 2017, December 31, 2018, and	10,029,209	$	2
Private placement (i)	17,500,000		350,000
Issued for settlement of debt (ii)	57,250,000		1,145,000
issued in connection with RTO (iii)	5,250,000		200,584
Balance, December 31, 2019	90,029,209	$	1,695,586

(i) During the year ended December 31, 2019, the Company completed a non-brokered private placement of 17,500,000 common shares of the Company for aggregate proceeds of $350,000. There were no warrants attached to the issuance of these shares.

(ii) During the year ended December 31, 2019, the Company issued 57,250,000 common shares of the Company to settle debt of $1,145,000. As a result of this transaction a gain of $15,976 was recorded in the statement of loss. There were no warrants attached to the issuance of these shares.

(iii) During the year ended December 31, 2019, the Company issued 5,250,000 common shares of the Company to the shareholders of Lakefield with a listed per unit price of $0.02. The shares were issued in connection with the RTO transaction resulting in the amalgamated entity of Class 1 Nickel and Technology Limited (formerly Lakefield Marketing Corp.). See note 2.

7. Related party transactions

The Company has $14,684 in amounts due from a company with common directors of Class 1. The amounts are accrued in the normal course of operation at their exchange value.

Key management includes directors and other key personnel, including the CEO, President and CFO, who have authority and responsibility for planning, directing, and controlling the activities of the Company.

The Chief Executive Officer of the Company received cash remuneration of $126,532 for the year ended December 31, 2019 (2018 - $nil). There is no amounts payable as at December 31, 2019.

The Chief Financial Officer ("CFO") of the Company is a senior employee of Marrelli Support Services Inc. ("MSSI"). During the year ended December 31, 2019, the Company paid or accrued professional fees of $13,278 (year ended December 31, 2018 - $nil) to MSSI. These services were incurred in the normal course of operations for general accounting and financial reporting matters. MSSI also provides bookkeeping services to the Company. As at December 31, 2019, MSSI was owed $4,919 (December 31, 2018 - $nil) with respect to services provided. The balance owed was recorded in the statement of financial position in accounts payable.

(Expressed in Canadian Dollars)

8. Income taxes

(a) Provision for income taxes

Major items causing the Company's income tax rate to differ from the combined Canadian federal and provincial statutory rate of 26.5% (2018 - 26.5%) were as follows:

	Year ended December 31, 2019	2018
Loss before income taxes	**$ (1,560,128)**	$ -
Expected income tax recovery based on the statutory rate:	**$ (413,434)**	$ -
Adjustments to expected income tax benefit:		
Exploration and evaluation expenditures	**195,000**	-
Unreconcilled differences	**218,434**	-
Deferred income tax recovery	**$ -**	$ -

Year of expiry		
	2026	78,000
	2027	6,000
	2028	900
	2029	36,000
	2030	28,000
	2031	200
	2032	160
	2033	130
	2034	100
	2035	100
	2036	100
	2037	100
	2038	153,000
	2039	620,000
		$ 922,790

9. Commitments

The Company has entered into a lease to rent office space with a related party, for $950 a month for a term of 12 months ending July 1, 2020. Due to the short term nature of the lease, it has not been accounted for under IFRS 16.

10. Subsequent events

Subsequent to December 31, 2019, the Company completed a non-brokered private placement of 9,500,000 common shares of the Company as $0.10 for gross proceeds of $950,000. A director of the Company subscribed for 6,000,000 shares in the placement.

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as “COVID 19”, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID 19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Corporation and its operating subsidiaries in future periods.

SCHEDULE "B"
MD&A

[see following pages]

Class 1 Nickel and Technologies Limited
(Formerly Lakefield Marketing Corporation)

Management's Discussion and Analysis – Quarterly Highlights

For the Three Months Ended March 31, 2020

MANAGEMENT'S DISCUSSION AND ANLAYSIS
THREE MONTHS ENDED MARCH 31, 2020

The following Management Discussion and Analysis ("MD&A") of the financial condition and results of operations of Class 1 Nickel and Technologies Limited (formerly Lakefield Marketing Corporation) ("Class 1" or the "Company") was prepared by management as at June 16, 2020 and was reviewed and approved by the Audit Committee. The following discussion of performance, financial condition and future prospects should be read in conjunction with the audited consolidated financial statements of Class 1 and notes thereto for the three months ended March 31, 2020. The information provided herein supplements but does not form part of the financial statements. All amounts are stated in Canadian dollars unless otherwise indicated. Additional information related to the Company is available for view on SEDAR at www.sedar.com.

CAUTION REGARDING FORWARD LOOKING STATEMENTS

Certain statements contained in this document constitute forward-looking statements. When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", and "believe", used by any of the Company's management, are intended to identify forward-looking statements. Such statements reflect the Company's forecasts, estimates and expectations, as they relate to the Company's views with respect to future events and are subject to certain risks, uncertainties, and assumptions. Many factors could cause the Company's performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not intend and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events, or developments.

NATURE OF BUSINESS

The Company

Class 1was incorporated on December 12, 1989 as "871900 Ontario Limited" under the *Business Corporations Act* (Ontario). The Company's head office and registered office is located at 82 Richmond Street East, Toronto, Ontario M5C 1P1. C1N was formerly named "Lakefield Marketing Corporation" until it completed a business combination transaction (the "**Transaction**") with Legendary Ore Mining Corporation on September 24, 2019, whereby it changed its name to "Class 1 Nickel and Technologies Limited".

Principal Business

The Company is engaged in the business of mineral exploration and the acquisition of mineral property assets in Canada. Its objective is to locate and develop economic base metal properties of merit and to conduct its exploration program on the Alexo-Dundonald Project. The Company currently beneficially owns 100% of the Alexo-Dundonald Project.

The Company intends to fund the exploration of the Alexo-Dundonald Project and its initial commitments thereon using the proceeds of the Pre-Listing Financing.

SUMMARY OF QUARTERLY RESULTS

	Period Ended	
	3/31/2020	3/31/2019
REVENUE	-	-
EXPENSES		
Prof Fees	$ 31,465	$ 4,590
Exploration	58,356	-
General and Administrative	24,695	-
Regulatory	7,793	-
Travel	45,925	-
Gain on debt settlement	-	-
Research and Development	-	-
Wages, benefits, and third-party consultants	-	-
Total Operating Expenses	**$ 168,234**	**$ 4,590**

Results of operations for the three months ended March 31, 2020 as compared to the three months ended March 31, 2019

The Company recorded a comprehensive loss of $168,234 compared to $4,590 in the prior period. The increase in spending is attributable to the fact that in the prior period Class 1 was not operational. During the year ended December 31, 2019 the Company completed a 3-way transaction that resulting in Class 1 becoming an operating exploration entity. As a result in the current three months ended March 31, 2020 the Company has incurred operating expenses of $109,878 and exploration expenditures of $58,356 on its Alexo-Dundonald Project.

Quarterly results vary in accordance with the Company's exploration, financing and noncash expenses. The Company's professional fees vary in each quarter depending on financing activities being undertaken.

LIQUIDITY AND CAPITAL

As at March 31, 2020, cash on hand was $37,949 as compared to $199,513 at December 31, 2019. The decrease is due to operating and exploration spending occurred in the period.

The Company received additional liquidity by way of a successful private placement subsequent to March 31, 2020. See subsequent events.

Going concern uncertainty

At each reporting period, management assesses the basis of preparation of the financial statements. These financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards. The going concern basis of presentation assumes that the Company will continue its operations for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. These financial statements do not include any adjustments to amounts and classifications of assets and liabilities that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

For the three months ended March 31, 2020, the Company incurred a net loss of $168,234 respectively (March 31, 2019 - $nil) and had negative operating cash flows of $132,726 (March 31, 2019 - $nil). The Company has an accumulated deficit of $1,734,361 since inception (December 31, 2019 - $1,566,128) and does not have sufficient cash as at March 31, 2020 to meet its expected obligations over the next twelve months. These factors raise significant doubt about the Company's ability to continue as a going concern.

The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon its ability to generate cash flows from operations and to complete negotiations to obtain and successfully close additional funding from debt financing, equity financings or through other arrangements. These conditions indicate the existence of a material uncertainty that may cast significant doubt regarding the Company's ability to continue as a going concern. These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption deemed to be inappropriate. These adjustments could be material.

While the Company has been successful in obtaining financing to date, there can be no assurance that it will be able to do so in the future on terms favorable for the Company. The Company may need to raise additional capital to fund operations. This need may be adversely impacted by uncertain market conditions, approval by regulatory bodies, and adverse results from operations. The Company believes it will be able to acquire sufficient funds to cover planned operations through the next twelve months by securing additional financing through additional private placements if required. The outcome of these matters cannot be predicted at this time.

TRANSACTIONS WITH RELATED PARTIES

The Company has $14,684 in amounts due from a company with common directors of Class 1. The amounts are accrued in the normal course of operation at their exchange value.

Key management includes directors and other key personnel, including the CEO, President and CFO, who have authority and responsibility for planning, directing, and controlling the activities of the Company.

The Chief Executive Officer of the Company has not received cash remuneration for the three months ended March 31, 2020 (March 31, 2019 - $nil). There is no amounts payable as at March 31, 2020.

The Chief Financial Officer ("CFO") of the Company is a senior employee of Marrelli Support Services Inc. ("MSSI"). During the three months ended March 31, 2020, the Company paid or accrued professional fees of $7,663 (three months ended March 31, 2019 - $2,000) to MSSI. These services were incurred in the normal course of operations for general accounting and financial reporting matters. MSSI also provides bookkeeping services to the Company. As at March 31, 2020, MSSI was owed $7,912 (December 31, 2018 - $nil) with respect to services provided. The balance owed was recorded in the statement of financial position in accounts payable.

OFF BALANCE SHEET ARRANGEMENTS

The Company is not a party to any off-balance sheet arrangements or transactions.

ACCOUNTING POLICIES

New standards not yet adopted

Definition of a Business (Amendments to IFRS 3)

The IASB has issued Definition of a Business (Amendments to IFRS 3) to clarify the definition of a business for the purpose of determining whether a transaction should be accounted for as an asset acquisition or a business combination. The amendments:

- clarify the minimum attributes that the acquired assets and activities must have to be considered a business
- remove the assessment of whether market participants can acquire the business and replace missing inputs or processes to enable them to continue to produce outputs

- narrow the definition of a business and the definition of outputs
- add an optional concentration test that allows a simplified assessment of whether an acquired set of activities and assets is not a business

This amendment is effective for annual periods beginning on or after January 1, 2020. The Company has adopted this policy during the three months ended March 31, 2020, and there was no material impact to the condensed interim financial statements.

Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)

The IASB has published Classification of Liabilities as Current or Non-Current (Amendments to IAS 1) which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments:

- clarify that the classification of liabilities as current or non-current should only be based on rights that are in place "at the end of the reporting period"
- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability
- make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability.

This amendment is effective for annual periods beginning on or after January 1, 2022. There is currently a proposal in place to extend effective date for annual periods beginning on or after January 1, 2023. Earlier application is permitted. The extent of the impact of adoption of this amendment has not yet been determined.

CAPITAL MANAGEMENT

The Company's shareholders' equity comprises its capital under management. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure that optimizes the costs of capital at an acceptable risk level.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

There have been no changes to the Company's approach to capital management during the quarter ended March 31, 2020. The Company is not subject to externally imposed capital requirements.

OUTSTANDING SHARE DATA AS OF REPORT DATE

As of the date of this MD&A the Company had 99,529,209 commons shares outstanding. There are no other equity instruments outstanding.

SUBSEQUENT EVENTS

Subsequent to March 31, 2020, the Company completed a non-brokered private placement of 9,500,000 common shares of the Company as $0.10 for gross proceeds of $950,000. A director of the Company subscribed for 6,000,000 shares in the placement.

During and subsequent to the three months ended March 31, 2020 the outbreak of the novel strain of coronavirus, specifically identified as "COVID 19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID 19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions.

The impact of the global and local restrictions has not caused a significant delay in the operations of the Company, however the exploration activities did experience a brief interruption due to municipal lockdown orders.

RISKS AND UNCERTAINTIES

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR (www.sedar.com).

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position.

Additional risk factors can be reviewed in the "Financial Risks" note disclosure in the Company's December 31, 2019 year end audited financial statements filed on SEDAR.

During and subsequent to the three months ended March 31, 2020 the outbreak of the novel strain of coronavirus, specifically identified as "COVID 19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID 19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions.

The Company has not experienced material operational impacts as a result of the local and federal lockdowns, however management continues to monitor and assess the on-going pandemic and item current and potential future impacts on the operations of the Company.

Class 1 Nickel Technologies Limited
(Formerly Lakefield Marketing Corporation)

Management's Discussion and Analysis

For the Year Ended December 31, 2019

MANAGEMENT'S DISCUSSION AND ANLAYSIS
YEAR ENDED DECEMBER 31, 2019

The following Management Discussion and Analysis ("MD&A") of the financial condition and results of operations of Class 1 Nickel Technologies Limited (formerly Lakefield Marketing Corporation) ("Class 1" or the "Company") was prepared by management as at May 22, 2020 and was reviewed and approved by the Audit Committee. The following discussion of performance, financial condition and future prospects should be read in conjunction with the audited consolidated financial statements of Class 1 and notes thereto for the year ended December 31, 2019. The information provided herein supplements but does not form part of the financial statements. All amounts are stated in Canadian dollars unless otherwise indicated. Additional information related to the Company is available for view on SEDAR at www.sedar.com.

CAUTION REGARDING FORWARD LOOKING STATEMENTS

Certain statements contained in this document constitute forward-looking statements. When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", and "believe", used by any of the Company's management, are intended to identify forward-looking statements. Such statements reflect the Company's forecasts, estimates and expectations, as they relate to the Company's views with respect to future events and are subject to certain risks, uncertainties, and assumptions. Many factors could cause the Company's performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not intend and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events, or developments.

NATURE OF BUSINESS

The Company

Class 1was incorporated on December 12, 1989 as "871900 Ontario Limited" under the *Business Corporations Act* (Ontario). The Company's head office and registered office is located at 82 Richmond Street East, Toronto, Ontario M5C 1P1. C1N was formerly named "Lakefield Marketing Corporation" until it completed a business combination transaction (the "**Transaction**") with Legendary Ore Mining Corporation on September 24, 2019, whereby it changed its name to "Class 1 Nickel and Technologies Limited".

Principal Business

The Company is engaged in the business of mineral exploration and the acquisition of mineral property assets in Canada. Its objective is to locate and develop economic base metal properties of merit and to conduct its exploration program on the Alexo-Dundonald Project. The Company currently beneficially owns 100% of the Alexo-Dundonald Project.

The Company intends to fund the exploration of the Alexo-Dundonald Project and its initial commitments thereon using the proceeds of the Pre-Listing Financing.

SUMMARY OF QUARTERLY RESULTS

SUMMARY OF SELECT QUARTERLY INFORMATION				
	2019			
	December 31	September 30	June 30	March 31
Total Assets	199,513	361,441	2	2
Working Capital (deficiency)	129,458	286,359	(10,498)	(5,998)
Shareholders' Equity (deficiency)	129,458	286,359	(10,498)	(5,998)
Total Revenue	26,223	-	-	-
Operating Expenses	183,124	1,398,727	4,500	-
Comprehensive Loss	156,901	1,398,727	4,500	-
Basic and Diluted Loss per Share	0.006	0.189	0.001	-
	2018			
	December 31	September 30	June 30	March 31
Total Assets	2	2	2	2
Working Capital (deficiency)	(5,998)	-	-	-
Shareholders' Equity (deficiency)	(5,998)	2	2	2
Total Revenue	-	-	-	-
Operating Expenses	6,000	-	-	-
Comprehensive Loss	6,000	-	-	-
Basic and Diluted Loss per Share	(0.001)	(0.00)	(0.00)	(0.00)

Results of operations for the three months ended December 31, 2019 as compared to the three months ended December 31, 2018

The Company reported a comprehensive loss from operations for the three months ended December 31, 2019 of $156,901 as compared to $6,000 for the three months ended December 31, 2018.

The reason for the difference is because in the prior year no activity had occurred in the Company, whereas in the 2019 year ended the Company began significant exploration activity and began the process to complete a reverse-take-over transaction resulting in increased professional fees.

Quarterly results vary in accordance with the Company's exploration, financing and noncash expenses.. The Company's professional fees vary in each quarter depending on financing activities being undertaken.

SELECTED ANNUAL INFORMATION

Comparative information for annual periods from December 31, 2019, 2018 and 2017 has been presented in accordance with IFRS.

SUMMARY OF SELECT ANNUAL INFORMATION			
	2019	**2018**	**2017**
Revenue	26,223	-	-
Operating Expenses	1,586,351	6,000	-
Comprehensive Loss	1,560,128	6,000	-
Basic and Diluted Loss	(0.038)	(0.001)	-
Total Assets	199,513	2	2

Results of Operations

The following discussion addresses the operating results and financial condition of the Company for the year ended December 31, 2019 compared with the year ended December 31, 2018. The MD&A should be read in conjunction with the Company's audited consolidated financial statements and the accompanying notes for the year ended December 31, 2019.

Results of operations for the year ended December 31, 2019 as compared to the year ended December 31, 2018

The Company reported a comprehensive loss from operations for the year ended December 31, 2019 of $1,560,128 compared to a loss for the year ended December 31, 2018 of $6,000.

The reason for the difference is because in the prior year no activity had occurred in the Company, whereas in the 2019 year ended the Company began significant exploration activity totalling $733,936 as well as a significant amount of professional fees of $555,140 to guide the Company through various business combinations and a public market listing arrangement.

LIQUIDITY AND CAPITAL

As at December 31, 2019, cash on hand was $174,205 as compared to $2 at December 31, 2018 an increase of $174,203 due to successful private placements of equity and cash flow provided from royalty payments.

The Company expects to be financed primarily through the completion of equity transactions such as equity offerings and the exercise of stock options and warrants. There is no assurance that future equity capital will be available to the Company in the amounts or at the times desired by the Company or on terms that are acceptable to it, if at all. See "Caution Regarding Forward Looking Statements", and "Risks and Uncertainties".

As at December 31, 2019, the Company had a working capital of $129,458 (December 31, 2018 – working capital deficiency of $5,998). The Company's continuing operations are dependent on its ability to secure equity and/or debt financing and future revenues.

The Company may need to adjust the timeframe for meeting various business objectives and milestones depending on the availability of funds. Notwithstanding the proposed uses of available funds as discussed above, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. It is difficult, at this time, to definitively project the total funds necessary to effect the planned activities of the Company. For these reasons, it is considered to be in the best interests of the Company and its shareholders to afford management a reasonable degree of flexibility as to how the funds are deployed among the uses identified above, or for other purposes, as the need arises. Further, the above uses of available funds should be considered estimates.

Based on the rate of expenditure above, and taking into account the private placement which closed in April 2020 (see below) the Company will have sufficient cash to fund its operations for the twelve months ended December 31, 2020.

At December 31, 2019 the Company had accounts payable and accrued liabilities of $70,055 as compared to $6,000 in the previous year-end.

The Company was successful in raising significant capital subsequent to year end to provide liquidity for the 2020 fiscal year.

Going concern uncertainty

At each reporting period, management assesses the basis of preparation of the financial statements. These financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards. The going concern basis of presentation assumes that the Company will continue its operations for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. These financial statements do not include any adjustments to amounts and classifications of assets and liabilities that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

For the year ended December 31, 2019, the Company incurred a net loss of $1,560,128 (December 31, 2018 - $nil) and had negative operating cash flows of $175,795 (December 31, 2018 - $nil). The Company has an accumulated deficit of $1,566,128 since inception (December 31, 2018 - $6,000) and does not have sufficient cash as at December 31, 2019 to meet its expected obligations over the next twelve months. These factors raise significant doubt about the Company's ability to continue as a going concern.

The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon its ability to generate cash flows from operations and to complete negotiations to obtain and successfully close additional funding from debt financing, equity financings or through other arrangements. While the Company has been successful in arranging financing in the past, there can be no assurance the debt financing or any equity offering will be successful in light of the impact of the COVID-19 on the global capital markets. These conditions indicate the existence of a material uncertainty that may cast significant doubt regarding the Company's ability to continue as a going concern. These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption deemed to be inappropriate. These adjustments could be material.

While the Company has been successful in obtaining financing to date, there can be no assurance that it will be able to do so in the future on terms favorable for the Company. The Company may need to raise additional capital to fund operations. This need may be adversely impacted by uncertain market conditions, approval by regulatory bodies, and adverse results from operations. The Company believes it will be able to acquire sufficient funds to cover planned operations through the next twelve months by securing additional financing through additional private placements if required. The outcome of these matters cannot be predicted at this time.

TRANSACTIONS WITH RELATED PARTIES

The Company paid or accrued the following costs incurred on transactions with the directors and officers and companies controlled by them:

	Year ended December 31	
Nature of Transaction	**2019**	**2018**
Short-term benefits	$ 139,810	$ 6,000
Share based compensation	$ -	$ -

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Key management includes directors and other key personnel, including the CEO, President and CFO, who have authority and responsibility for planning, directing, and controlling the activities of the, Company.

The Chief Executive Officer of the Company received cash remuneration of $126,532 for the year ended December 31, 2019 (2018 - $nil). There is no amounts payable as at December 31, 2019.

The Chief Financial Officer ("CFO") of the Company is a senior employee of Marrelli Support Services Inc. ("MSSI"). During the year ended December 31, 2019, the Company paid or accrued professional fees of $13,278 (year ended December 31, 2018 - $nil) to MSSI. These services were incurred in the normal course of operations for general accounting and financial reporting matters. MSSI also provides bookkeeping services to the Company. As at December 31, 2019, MSSI was owed $4,919 (December 31, 2018 - $nil) with respect to services provided. The balance owed was recorded in the statement of financial position in accounts payable.

OFF BALANCE SHEET ARRANGEMENTS

The Company is not a party to any off-balance sheet arrangements or transactions.

SHARE CAPITAL TRANSACTIONS

During the year ended December 31, 2019, the Company completed a non-brokered private placement of 17,500,000 common shares of the Company for aggregate proceeds of $350,000. There were no warrants attached to the issuance of these shares.

During the year ended December 31, 2019, the Company issued 57,250,000 common shares of the Company to settle debt of $1,145,000. As a result of this transaction a gain of $15,976 was recorded in the statement of loss. There were no warrants attached to the issuance of these shares.

During the year ended December 31, 2019, the Company issued 5,250,000 common shares of the Company to the shareholders of Lakefield with a listed per unit price of $0.02. The shares were issued in connection with the RTO transaction resulting in the amalgamated entity of Class 1 Nickel and Technology Limited (formerly Lakefield Marketing Corp.).

CAPITAL MANAGEMENT

The Company defines its capital under management as shareholders' equity. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral property assets.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company considers its capital structure to consist of capital stock, contributed surplus (reserves) and deficit, which at December 31, 2019 totaled $129,458 (December 31, 2018 – ($5,998)). When managing capital, the Company's objective is to ensure the Company continues as a going concern, to ensure continued development of products as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management reviews and adjusts its capital structure on an ongoing basis. There can be no assurance that the Company will be able to continue to meet its funding requirements.

The Company is dependent on external financing to fund its activities. In order to maintain operations and pay for administrative costs, the Company will spend its existing working capital and issue new shares to facilitate the management of its capital requirements. The Company's capital management objectives, policies and processes have remained unchanged during the year ended December 31, 2019. The Company is not subject to any externally imposed capital requirements.

NEW STANDARDS ADOPTED DURING THE YEAR

In January 2016, the IASB issued IFRS 16 - Leases ("IFRS 16"), replacing IAS 17 - Leases. IFRS 16 provides a single lessee accounting model and requires the lessee to recognize assets and liabilities for all leases on its statement of financial position, providing the reader with greater transparency of an entity's lease obligations.

At January 1, 2019, the Company adopted the following and the impact on the Company's financial statements were not material.

FINANCIAL INSTRUMENTS (MANAGEMENT OF FINANCIAL RISKS)

Fair value

The Company classifies its cash, receivables and deposits as loans and receivables; and accounts payable and accrued liabilities and promissory note payable as other financial liabilities.

The carrying values of cash, prepaid expenses and receivables approximate their fair values due to the short-term maturity of these financial instruments and are classified as level 1. The fair value of the accounts payable and accrued liabilities approximate their carrying value as they are due on demand.

The Company's risk exposure and the impact on the Company's consolidated financial instruments are summarized below.

Credit risk

Credit risk is the risk of potential loss to the Company if a counter party to a financial instrument fails to meet its payment obligations. The Company is exposed to credit risk with respect to its cash and accounts receivable.

The Company's credit risk is primarily attributable to cash and receivables. Management believes that the credit risk concentration with respect to cash and receivables is remote as it maintains accounts with highly rated financial institutions.

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows required by operations and anticipated investing and financing activities. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or as a result of conditions specific to the Company. As at December 31, 2019, the Company has sufficient cash and receivables to settle accounts payable of $70,055 (December 31, 2018 - $6,000).

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity prices. The Company is not exposed to any significant interest rate risk volatility or exchange rate volatility.

SUBSEQUENT EVENTS

Financing

Subsequent to December 31, 2019, the Company completed a non-brokered private placement of 9,500,000 common shares of the Company as $0.10 for gross proceeds of $950,000. A director of the Company subscribed for 6,000,000 shares in the placement.

COVID-19

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Corporation and its operating subsidiaries in future periods.

OUTSTANDING SHARE DATA AS OF REPORT DATE

As of the date of this MD&A the Company had 99,529,209 commons shares outstanding. There are no other equity instruments outstanding.

RISKS AND UNCERTAINTIES

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR (www.sedar.com).

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position.

Nature of Mineral Exploration and Mining

The Company's future is dependent on the Company's exploration and evaluation programs. The exploration and evaluation of mineral deposits involves significant financial risks over a prolonged period of time, which a combination of careful evaluation, experience and knowledge may not eliminate. Few properties that are explored are ultimately developed into economically viable operating mines. Major expenditures on the Company's exploration properties may be required in constructing mining and processing facilities at a site, and it is possible that even preliminary due diligence will show adverse results, leading to the abandonment of projects. It is impossible to ensure that preliminary feasibility studies or final feasibility studies on the Company's projects or the current or proposed exploration programs on any of the properties in which the Company has exploration rights will result in any profitable commercial mining operation. The Company cannot give any assurance that its current and future exploration activities will result in a discovery of mineral deposits containing Mineral Reserves. The Company's exploration and evaluation may be hampered by mining, heritage and environmental legislation, industrial accidents, industrial disputes, cost overruns, land claims and compensation and other unforeseen contingencies.

The Company does not currently operate a mine on any of its properties. There is no certainty that the expenditures made by the Company towards the search for and evaluation of mineral deposits will result in discoveries that are commercially viable. Whether a deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as its size and grade, proximity to infrastructure, financing costs and governmental regulations, including regulations relating to prices, taxes, royalties, infrastructure, land use, importing and exporting of metal concentrates, exchange controls and environmental protection. The effect of these factors cannot be accurately predicted, but the combination of any or all of these factors may result in the Company not receiving an adequate return on invested capital or have a material adverse effect on the Company's business and financial condition. In addition, assuming discovery of a commercial ore-body, depending on the type of mining operation involved, several years can elapse from the initial phase of drilling until commercial operations are commenced. Most of the above factors are beyond the Company's control.

Limited Operating History

The Company's properties are in the exploration stage and are not commercially viable at this time. The Company has not recorded any revenues from mining operations and there is no certainty that the exploration expenditures towards the search and evaluation of mineral deposits will result in discoveries of commercial quantities of ore or that the Company will generate revenue, operate profitably or provide a return on investment in the future. There can be no assurance that significant additional losses will not occur in the future. The operating expenses and capital expenditures may increase in subsequent years with advancing exploration, evaluation, development of properties if proven successful and/or production of the properties. The Company does not expect to receive revenues from operations in the foreseeable future. The Company expects to incur losses until such time as its properties enter into commercial production and generate sufficient revenue to fund its continuing operations. The development of the Company's properties will require the commitment of substantial resources and there can be no assurance that the Company will be able to finance its operations externally.

There can be no assurance that the Company's exploration programs will result in locating commercially exploitable mineral ores or that its properties will be successfully developed. There can be no assurance that the underlying assumed levels of expenses will prove to be accurate.

Ability to Continue as a Going Concern

The Company's ability to continue as a going concern is dependent upon its ability to continue to raise adequate financing to fund its continuing exploration, evaluation activities and development of properties if they are proven successful. There is no assurance that the Company will either achieve or maintain profitability in the future.

Requirement for Further Financing

The further exploration of the various mineral properties in which the Company holds interests and the acquisition of additional properties depends upon the Company's ability to obtain financing through joint ventures of projects, debt financing, equity financing or other means. There can be no assurance that the Company will able to raise the balance of the financing required or that such financing can be obtained without substantial dilution to shareholders. Failure to obtain additional financing on a timely basis could cause the Company to reduce or terminate its operations or lose its interest in one or more of its properties.

In order to continue exploring the Company's mineral properties and acquiring additional properties, management will be required to pursue additional sources of financing. While management has been successful in obtaining such financing in the past, there is no assurance that it will be successful in the future. Failure to obtain sufficient financing may result in delaying or indefinitely postponing exploration, evaluation, development of or production on any or all of the Company's properties if they are proven successful, or even loss of property interest. It may also prevent the Company from meeting its obligations under agreements to which it is a party as a result of which, its interest in the properties may be reduced. There can be no assurance that additional capital or other types of financing, if needed, will be available or, if available, the terms of such financing will be favourable to the Company.

The amount of administrative expenditures is related to the level of financing and exploration activities that are being conducted, which in turn may depend on our recent exploration experience and prospects, as well as general market conditions relating to the availability of funding for exploration-stage resource companies. As a result, there may not be predictable or observable trends in our business activities and comparison of financial operating results with prior years may not be meaningful.

Title Matters

The Company has taken reasonable measures, in accordance with industry standards for properties at the same stage of exploration as those of the Company to ensure proper title to its properties. However, there is no guarantee that title to any of its properties will not be challenged or impugned. Title insurance generally is not available for mining claims in Canada and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be limited. The Company's properties may be subject to prior unregistered liens, agreements, transfers or claims, including native land claims and title may be affected by, among other things, undetected defects. In addition, the Company may be unable to operate the properties as permitted or to enforce its rights with respect to its properties. The failure to comply with all applicable laws and regulations, including a failure to pay taxes, carry out and file assessment work, may invalidate title to portions of the properties where the mineral rights are not held by the Company.

Market Factors and Volatility of Mineral Prices

There is no assurance that a profitable market will exist for the sale of mineralized material which may be acquired or discovered by the Company. There can be no assurance that ore prices received will be such that the Company's properties can be mined at a profit. Prices of minerals have fluctuated widely, particularly in recent years, and are affected by numerous factors beyond the Company's control. Commodity prices are subject to volatile price changes from a variety of factors including international economic and political trends, expectations of inflation, global and regional demand, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods.

Future mineral prices cannot be accurately predicted. A severe decline in the price of a mineral being produced or expected to be produced by the Company would have a material adverse effect on the Company, and could result in the suspension of mining operations by the Company if such mining operations have commenced. Factors impacting the price of ore include political and economic conditions in mineral producing and consuming countries and production levels and costs of production in other jurisdictions.

Environmental Regulations and other Regulatory Requirements

The Company is subject to substantial environmental and other regulatory requirements and such regulations are becoming more stringent. All phases of exploration and development operations are subject to environmental regulations. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties in which the Company holds interests which are presently unknown to the Company and which have been caused by previous or existing owners or operators of the properties.

Although the Company intends to comply fully with all environmental regulations, failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Conflicts of Interest

Certain directors and officers of the Company may become or are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company will be required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict is required under the British Colombia Business Corporations Act to disclose his interest and to abstain from voting on such matter.

Market Price of Common Shares

Securities of micro-cap and small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The price of the Common Shares is also likely to be significantly affected by short-term changes in precious and base metal mineral prices or in its financial condition or results of operations as reflected in its quarterly earnings reports. Other factors unrelated to the Company's performance that may have an effect on the price of the Common Shares include the following: the extent of analytical coverage available to investors concerning the Company's business may be limited if investment banks with research capabilities do not follow the Company's securities; lessening in trading volume and general market interest in the Company's securities may affect an investor's ability to trade significant numbers of Common Shares; the size of the Company's public float may limit the ability of some institutions to invest in the Company's securities; and a substantial decline in the price of the Common Shares that persists for a significant period of time could cause the Company's securities, if listed on an exchange, to be delisted from such exchange, further reducing market liquidity. As a result of any of these factors, the price of the Common Shares at any given point in time may not accurately reflect the Company's long-term value.

SCHEDULE "C"
AUDIT COMMITTEE CHARTER

This charter (the "**Charter**") sets forth the purpose, composition, responsibilities and authority of the Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Class 1 Nickel and Technologies Limited ("**Class 1**" or the "**Company**").

1.0 MANDATE

The Committee shall:

(a) assist the Board in its oversight role with respect to the quality and integrity of the financial information;

(b) assess the effectiveness of the Company's risk management and compliance practices;

(c) assess the independent auditor's performance, qualifications and independence;

(d) assess the performance of the Company's internal audit function;

(e) ensure the Company's compliance with legal and regulatory requirements; and

(f) prepare such reports of the Committee required to be included in any Management Information Circular in accordance with applicable laws or the rules of applicable securities regulatory authorities.

2.0 COMPOSITION AND MEMBERSHIP

The Committee shall be composed of not less than three members, each of whom shall be a director of the Company. A majority of the members of the Committee shall not be an officer or employee of the Company. A majority of the members shall satisfy the applicable independence requirements, and all members shall satisfy the experience requirements, of the laws governing the Company, the applicable stock exchanges on which the Company's securities are listed and applicable securities regulatory authorities.

Each member of the Committee shall be financially literate as such qualification is interpreted by the Board of Directors in its business judgment.

Members of the Committee shall be appointed or reappointed at the annual meeting of the Company and in the normal course of business will serve a minimum of three years. Each member shall continue to be a member of the Committee until a successor is appointed, unless the member resigns, is removed or ceases to be a Director. The Board of Directors may fill a vacancy that occurs in the Committee at any time.

The Board of Directors or, in the event of its failure to do so, the members of the Committee, shall appoint or reappoint, at the annual meeting of the Company a Chairman among their number. The Chairman shall not be a former executive Officer of the Company. Such Chairman shall serve as a liaison between members and senior management.

The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the members therefore provided that:

a) a quorum for meetings shall be at least three members;

b) the Committee shall meet at least quarterly;

c) notice of the time and place of every meeting shall be given in writing or by telephone, facsimile, email or other electronic communication to each member of the Committee at least twenty-four (24) hours in advance of such meeting;

d) a resolution in writing signed by all directors entitled to vote on that resolution at a meeting of the Committee is as valid as if it had been passed at a meeting of the Committee.

The Committee shall report to the Board of Directors on its activities after each of its meetings. The Committee shall review and assess the adequacy of this charter annually and, where necessary, will recommend changes to the Board of Directors for its approval. The Committee shall undertake and review with the Board of Directors an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this charter and set forth the goals and objectives of the Committee for the upcoming year. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board of Directors may take the form of an oral report by the chairperson of the Committee or any other designated member of the Committee.

3.0 DUTIES AND RESPONSIBILITIES

3.1 ***Oversight of the Independent Auditor***

(a) Sole authority to appoint or replace the independent auditor (subject to shareholder ratification) and responsibility for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between Management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Committee.

(b) Sole authority to pre-approve all audit services as well as non-audit services (including the fees, terms and conditions for the performance of such services) to be performed by the independent auditor.

(c) Evaluate the qualifications, performance and independence of the independent auditor, including (i) reviewing and evaluating the lead partner on the independent auditor's engagement with the Company, and (ii) considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence.

(d) Obtain and review a report from the independent auditor at least annually regarding: the independent auditor's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm; any steps taken to deal with any such issues; and all relationships between the independent auditor and the Company.

(e) Review and discuss with Management and the independent auditor prior to the annual audit the scope, planning and staffing of the annual audit.

(f) Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.

(g) Review, as necessary, policies for the Company's hiring of partners, employees or former partners and employees of the independent auditor.

3.2 *Financial Reporting*

a) Review and discuss with Management and the independent auditor the annual audited financial statements prior to the publication of earnings.

b) Review and discuss with Management the Company's annual and quarterly disclosures made in Management's Discussion and Analysis. The Committee shall approve any reports for inclusion in the Company's Annual Report, as required by applicable legislation.

c) Review and discuss, with Management and the independent auditor, Management's report on its assessment of internal controls over financial reporting and the independent auditor's attestation report on Management's assessment.

d) Review and discuss with Management the Company's quarterly financial statements prior to the publication of earnings.

e) Review and discuss with Management and the independent auditor at least annually significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.

f) Review and discuss with Management and the independent auditor at least annually reports from the independent auditors on: critical accounting policies and practices to be used; significant financial reporting issues, estimates and judgments made in connection with the preparation of the financial statements; alternative treatments of financial information within generally accepted accounting principles that have been discussed with Management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and other material written communications between the independent auditor and Management, such as any management letter or schedule of unadjusted differences.

g) Discuss with the independent auditor at least annually any "Management" or "internal control" letters issued or proposed to be issued by the independent auditor to the Company.

h) Review and discuss with Management and the independent auditor at least annually any significant changes to the Company's accounting principles and practices suggested by the independent auditor, internal audit personnel or Management.

i) Discuss with Management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance (if any) provided to analysts and rating agencies.

j) Review and discuss with Management and the independent auditor at least annually the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.

k) Review and discuss with the Chief Executive Officer and the Chief Financial Officer the procedures undertaken in connection with the Chief Executive Officer and Chief Financial Officer certifications for the annual filings with applicable securities regulatory authorities.

l) Review disclosures made by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the annual filing with applicable securities regulatory authorities about any significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data or any material weaknesses in the internal controls, and any fraud involving Management or other employees who have a significant role in the Company's internal controls.

m) Discuss with the Company's General Counsel at least annually any legal matters that may have a material impact on the financial statements, operations, assets or compliance policies and any material reports or inquiries received by the Company or any of its subsidiaries from regulators or governmental agencies.

3.3 ***<u>Oversight of Risk Management</u>***

a) Review and approve periodically Management's risk philosophy and risk management policies.

b) Review with Management at least annually reports demonstrating compliance with risk management policies.

c) Review with Management the quality and competence of Management appointed to administer risk management policies.

d) Review reports from the independent auditor at least annually relating to the adequacy of the Company's risk management practices together with Management's responses.

e) Discuss with Management at least annually the Company's major financial risk exposures and the steps Management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

3.4 ***<u>Oversight of Regulatory Compliance</u>***

a) Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

b) Discuss with Management and the independent auditor at least annually any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting.

c) Meet with the Company's regulators, according to applicable law.

d) Exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board of Directors.

4.0 FUNDING FOR THE INDEPENDENT AUDITOR AND RETENTION OF OTHER INDEPENDENT ADVISORS

The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of issuing an audit report and to any advisors retained by the Committee. The Committee shall also have the authority to retain and, at Class 1's expense, to set and pay the compensation for such other independent counsel and other advisors as it may from time to time deem necessary or advisable for its purposes.

The Committee also has the authority to communicate directly with internal and external auditors.

5.0 PROCEDURES FOR RECEIPT OF COMPLAINTS AND SUBMISSIONS RELATING TO ACCOUNTING MATTERS

1. The Company shall inform employees on the Company's intranet, if there is one, or via a newsletter or e-mail that is disseminated to all employees at least annually, of the officer (the "**Complaints Officer**") designated from time to time by the Committee to whom complaints and submissions can be made regarding accounting, internal accounting controls or auditing matters or issues of concern regarding questionable accounting or auditing matters.

2. The Complaints Officer shall be informed that any complaints or submissions so received must be kept confidential and that the identity of employees making complaints or submissions shall be kept confidential and shall only be communicated to the Committee or the Chair of the Committee.

3. The Complaints Officer shall be informed that he or she must report to the Committee as frequently as such Complaints Officer deems appropriate, but in any event no less frequently than on a quarterly basis prior to the quarterly meeting of the Committee called to approve interim and annual financial statements of the Company.

4. Upon receipt of a report from the Complaints Officer, the Committee shall discuss the report and take such steps as the Committee may deem appropriate.

5. The Complaints Officer shall retain a record of a complaint or submission received for a period of six years following resolution of the complaint or submission.

6.0 PROCEDURES FOR APPROVAL OF NON-AUDIT SERVICES

1. The Company's external auditors shall be prohibited from performing for the Company the following categories of non-audit services:

    (a) bookkeeping or other services related to the Company's accounting records or financial statements;
    (b) financial information systems design and implementation;
    (c) appraisal or valuation services, fairness opinion or contributions-in-kind reports;
    (d) actuarial services;
    (e) internal audit outsourcing services;
    (f) management functions;
    (g) human resources;
    (h) broker or dealer, investment adviser or investment banking services;
    (i) legal services;
    (j) expert services unrelated to the audit; and
    (k) any other service that the Canadian Public Accountability Board determines is impermissible.

2. In the event that the Company wishes to retain the services of the Company's external auditors for tax compliance, tax advice or tax planning, the Chief Financial Officer of the Company shall consult with the Chair of the Committee, who shall have the authority to approve or disapprove on behalf of the Committee, such non-audit services. All other non-audit services shall be approved or disapproved by the Committee as a whole.

3. The Chief Financial Officer of the Company shall maintain a record of non-audit services approved by the Chair of the Committee or the Committee for each fiscal year and provide a report to the Committee no less frequently than on a quarterly basis.

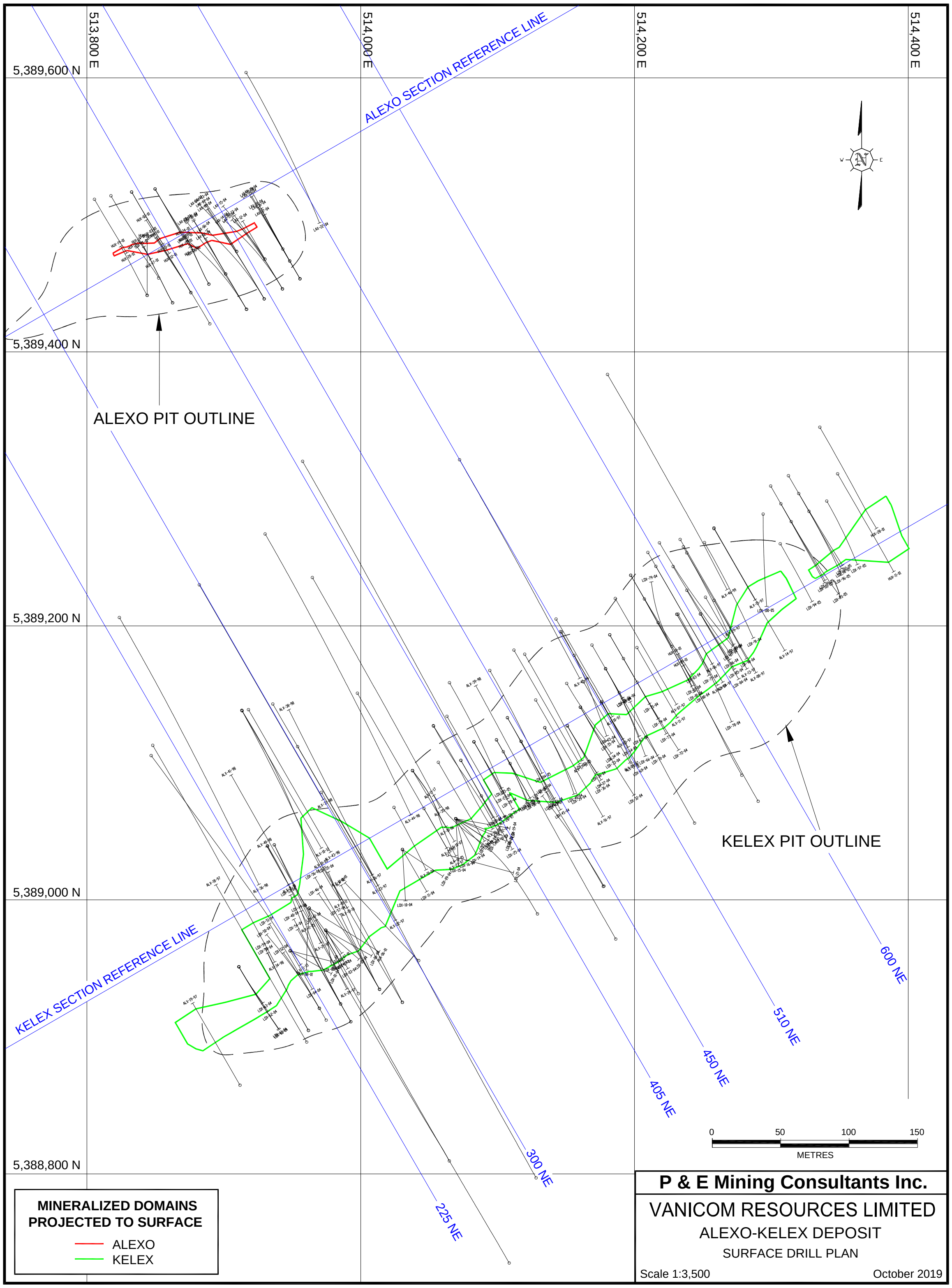
7.0 REPORTING

The Chairman will report to the Board at each Board meeting on the Committee's activities since the last Board meeting. The Committee will annually review and approve the Committee's report for inclusion in the Annual Information Form. The Secretary will circulate the minutes of each meeting of the Committee to the members of the Board.

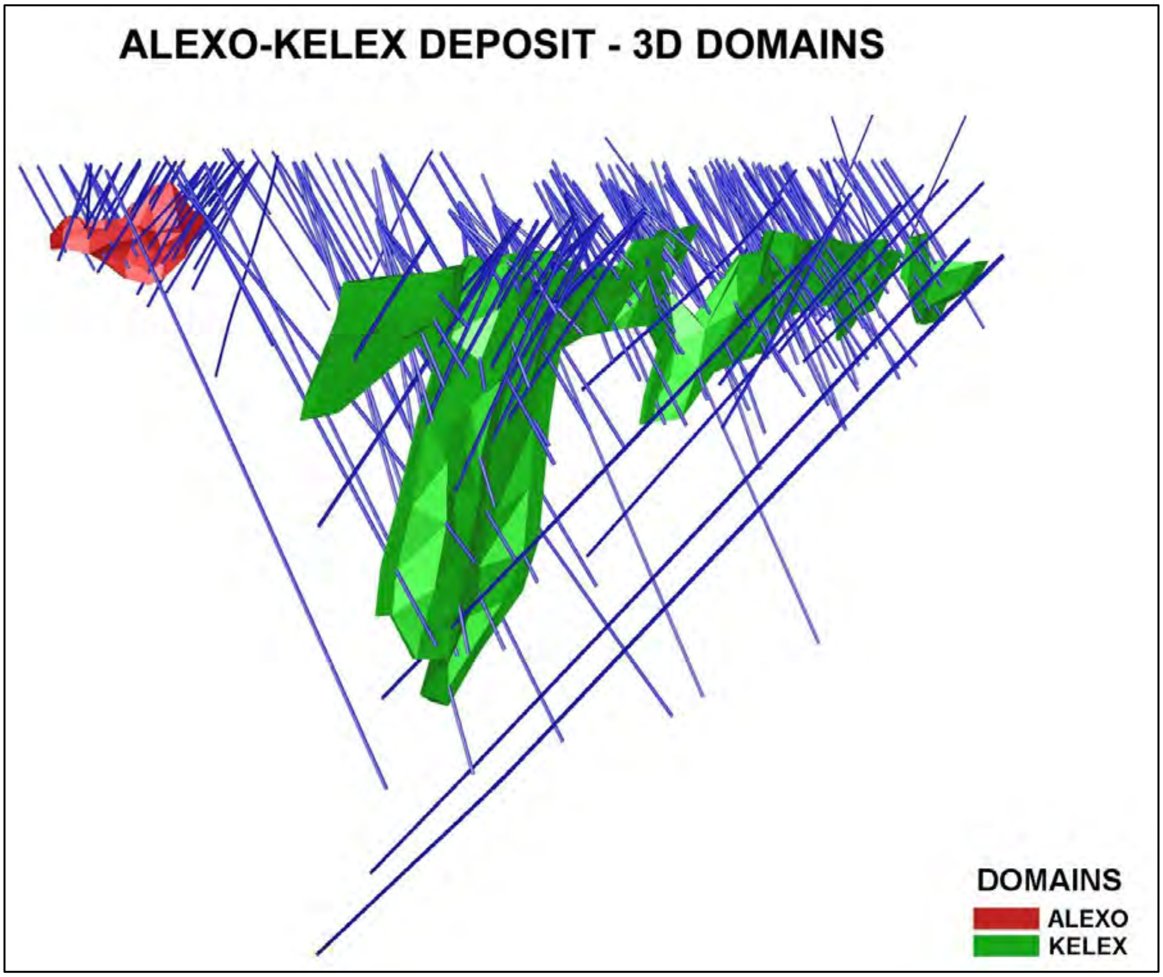
8.0 ACCESS TO INFORMATION AND AUTHORITY

The Committee will be granted unrestricted access to all information regarding Class 1 that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by members of the Committee.

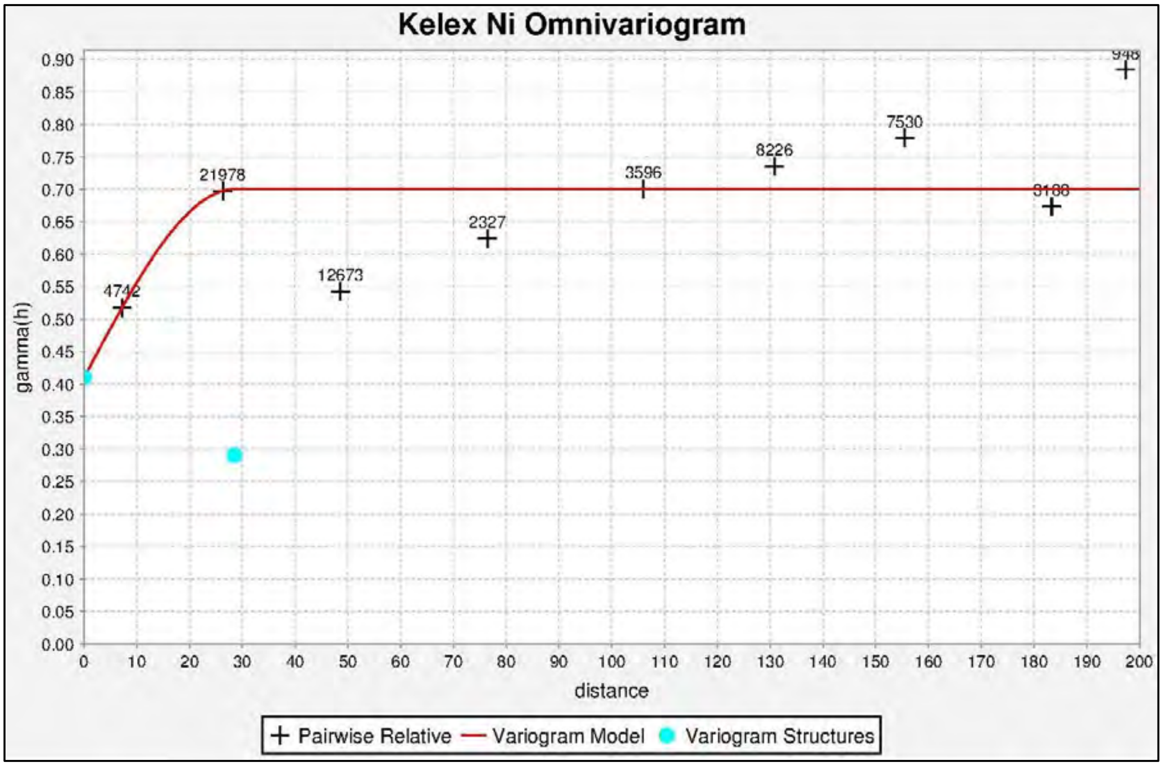
APPENDIX A – SURFACE DRILL PLAN FOR ALEXO-DUNDONALD PROJECT

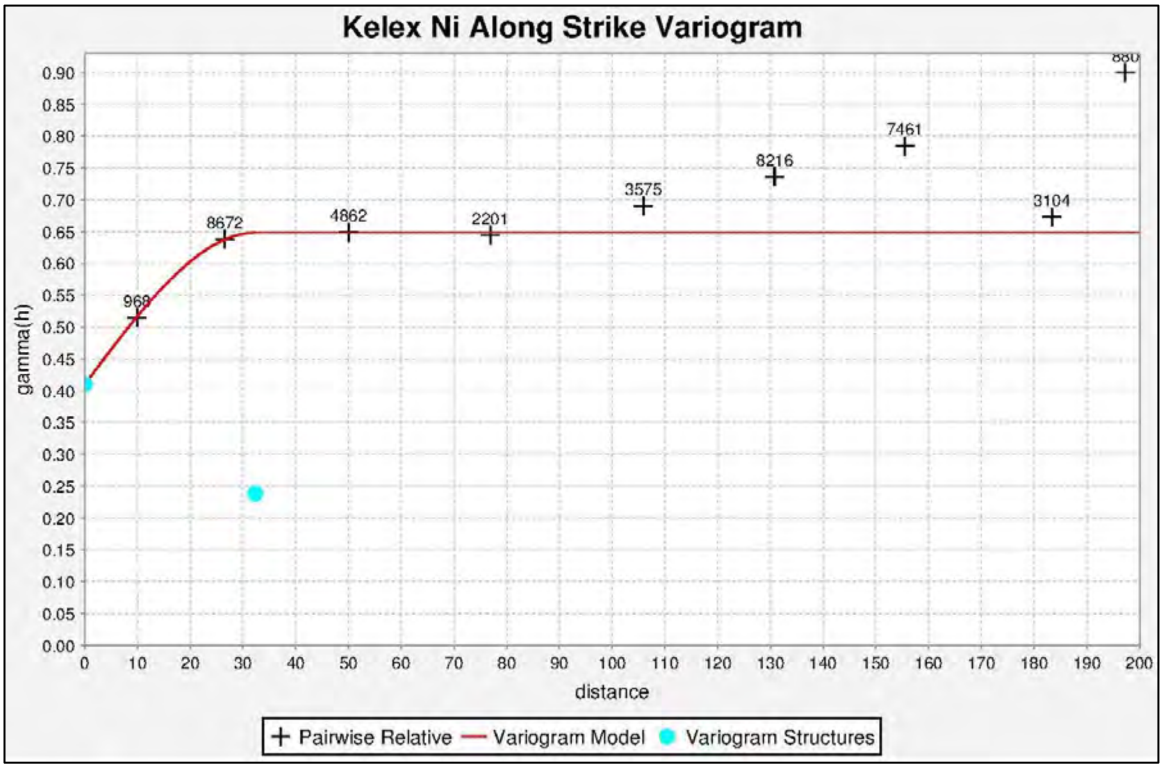


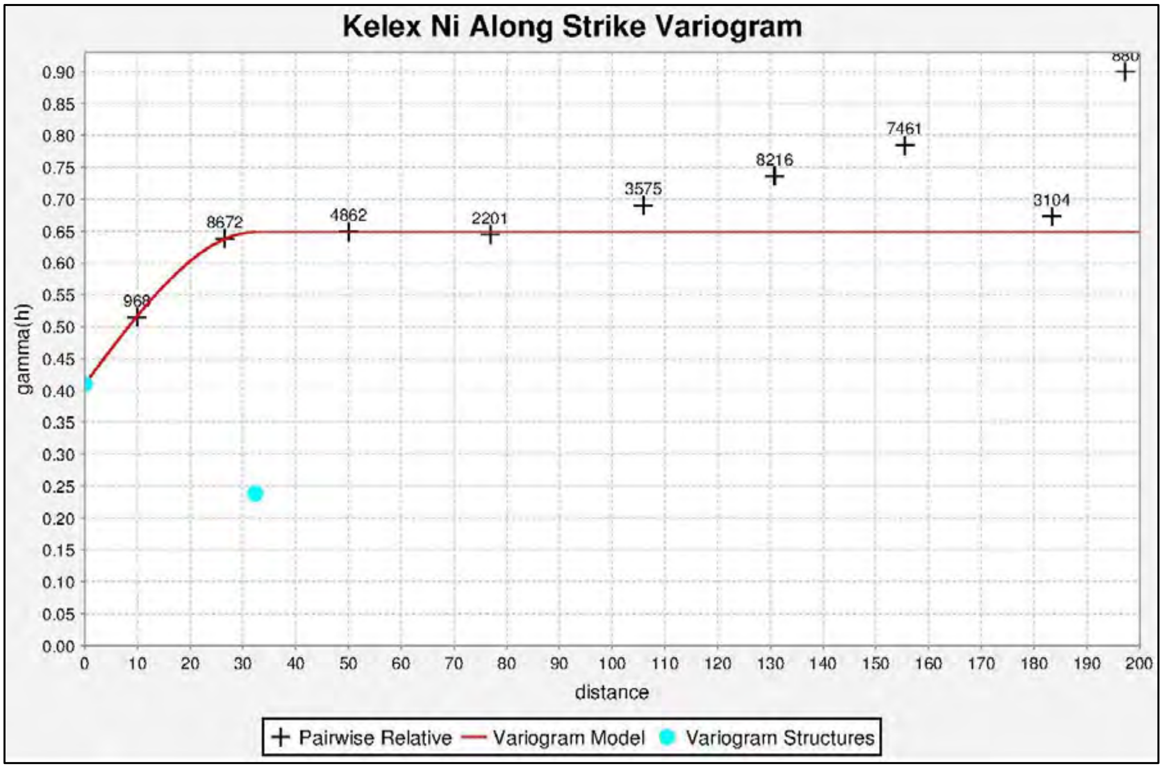
APPENDIX B – 3D DOMAINS FOR ALEXO-KELEX PROPERTY



APPENDIX C – LOG NORMAL HISTOGRAMS FOR ALEXO-KELEX PROPERTY



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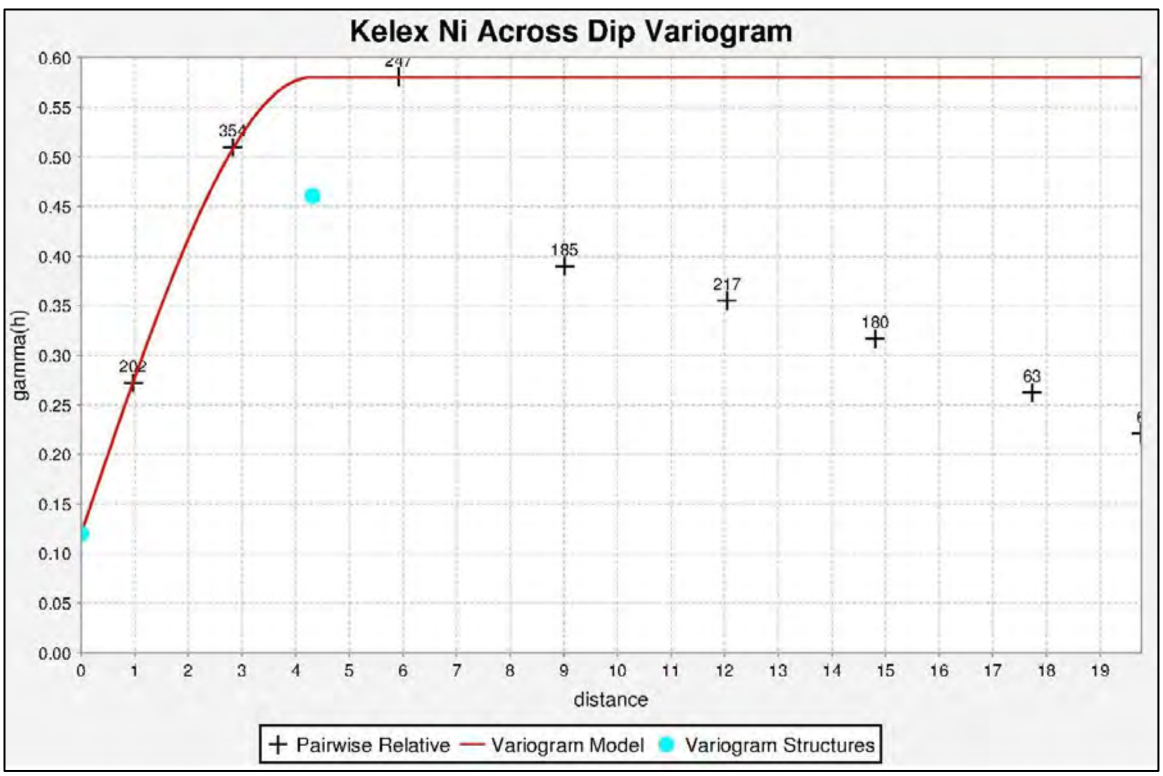
Pairwise Relative
Variogram Model
Variogram Structures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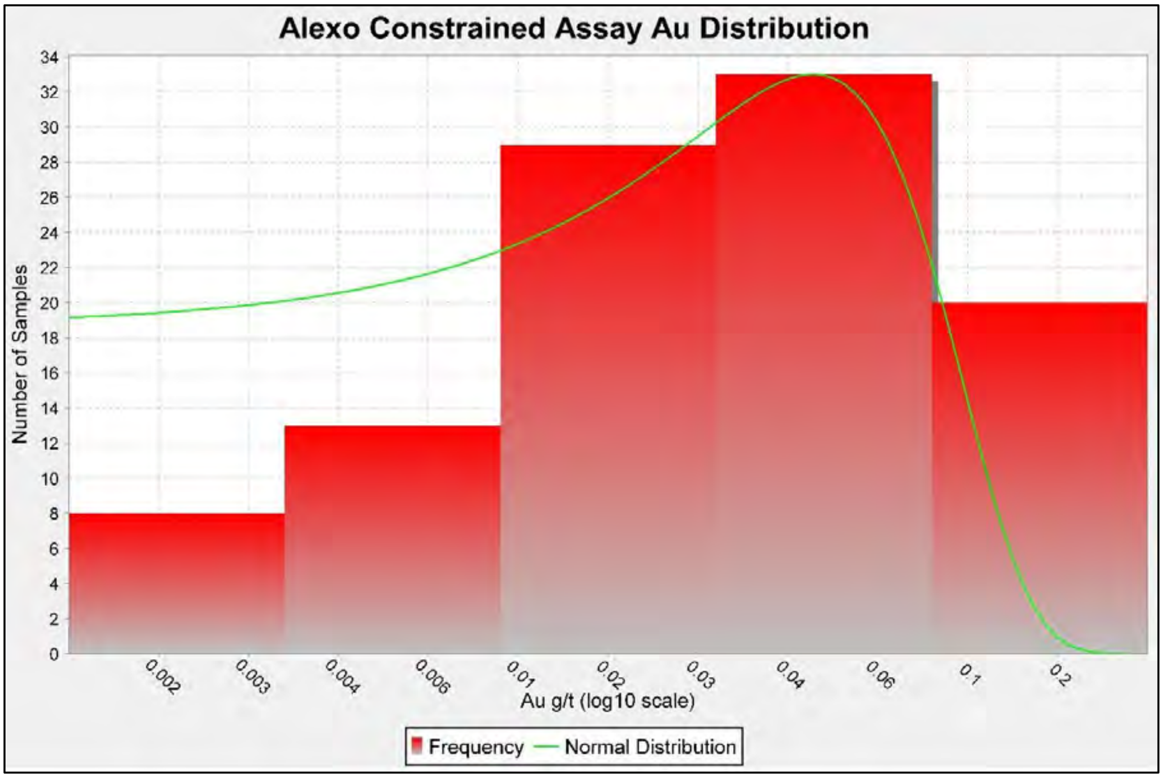
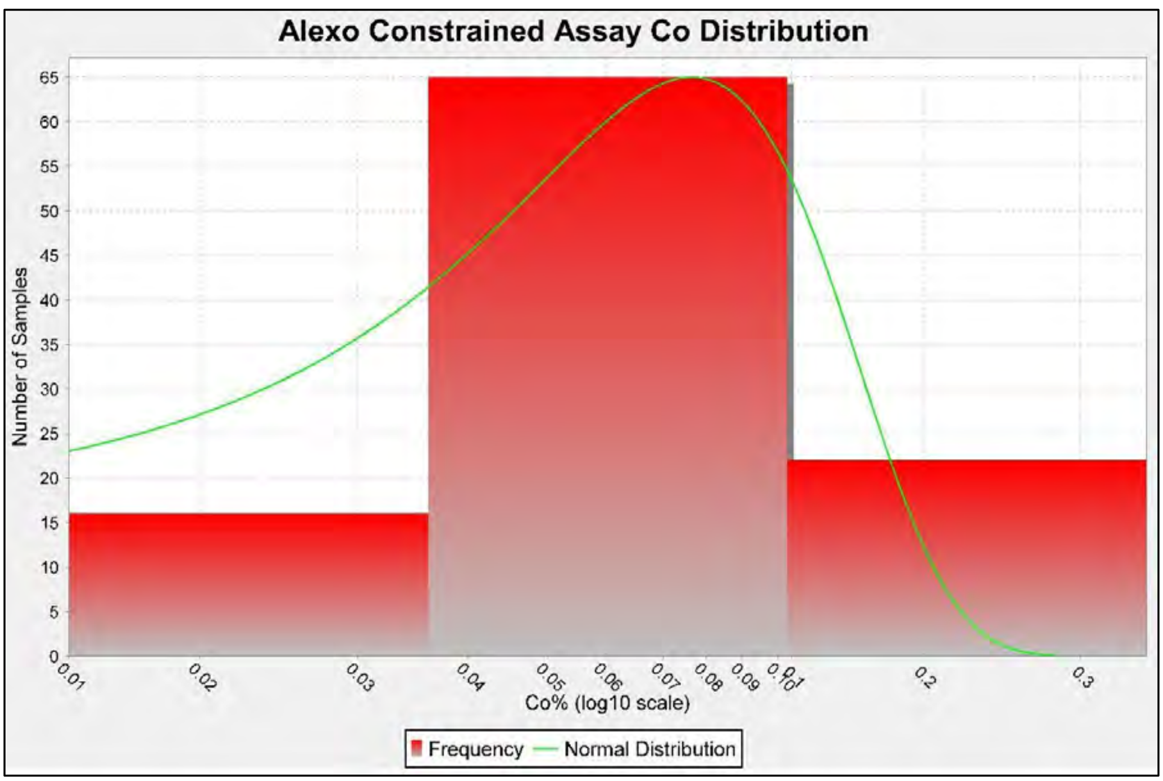
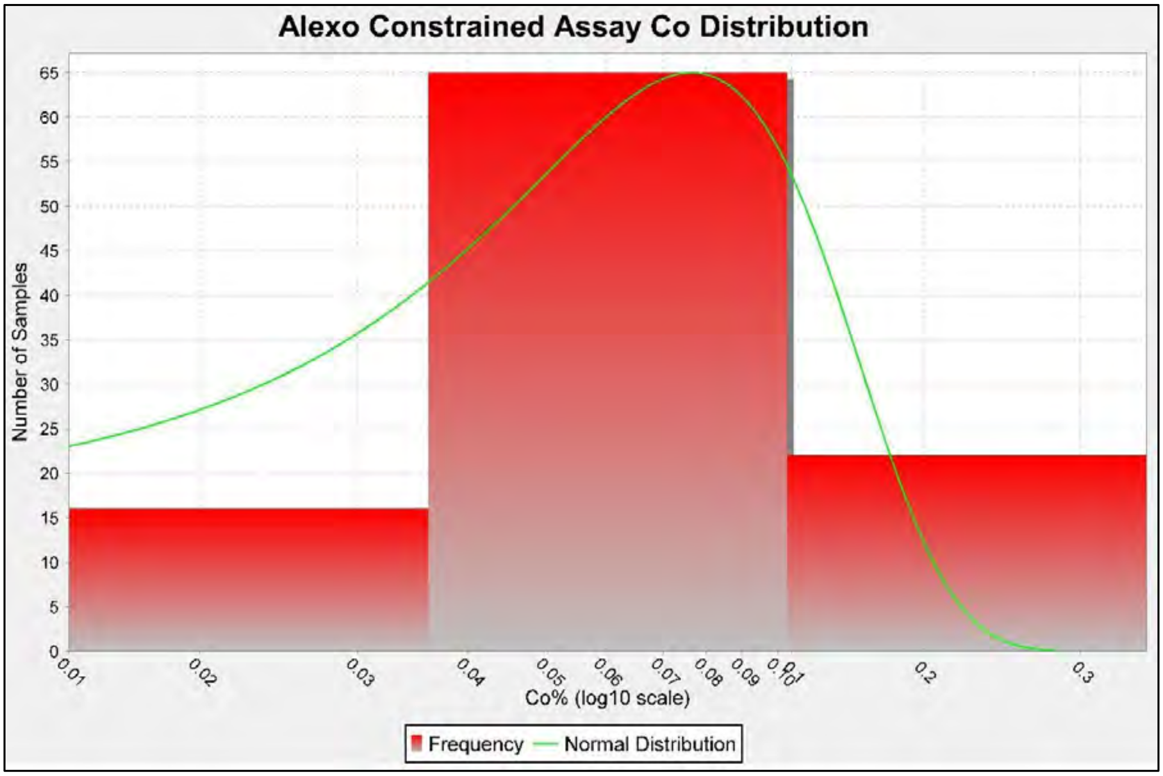
distance
Pairwise Relative
Variogram Model
Variogram Structures

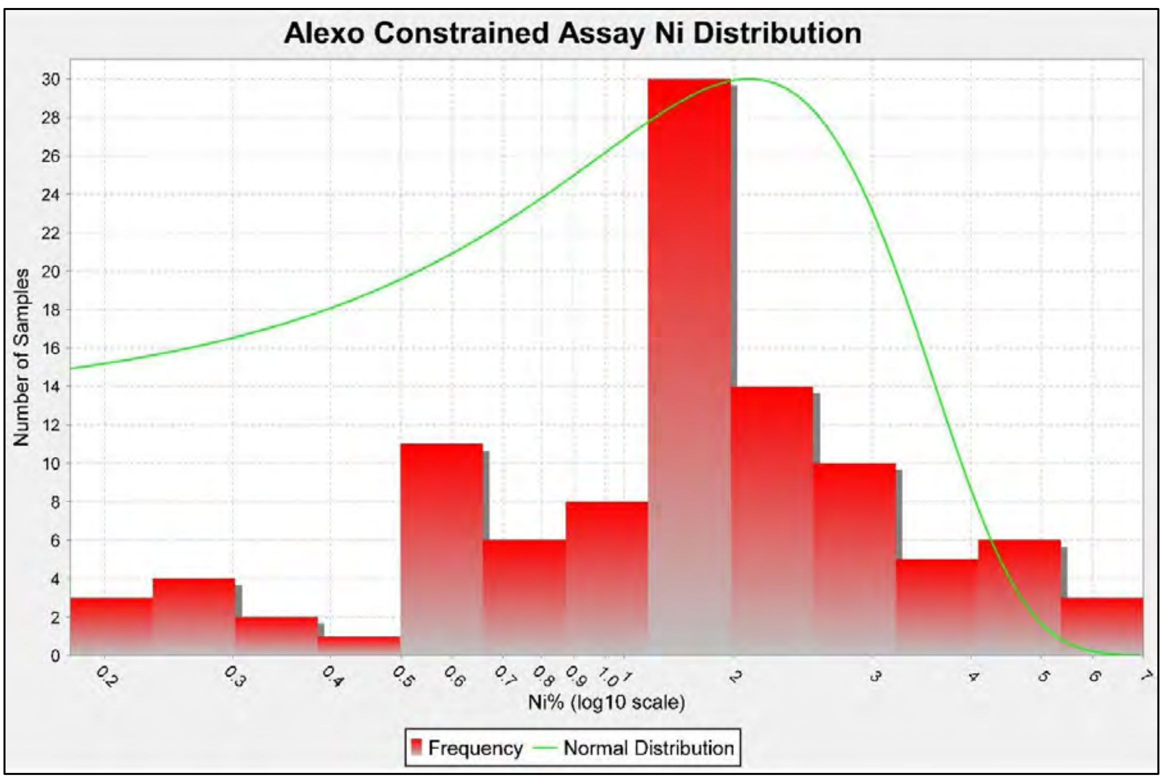
APPENDIX D – VARIOGRAPHS FOR ALEXO-KELEX PROPERTY



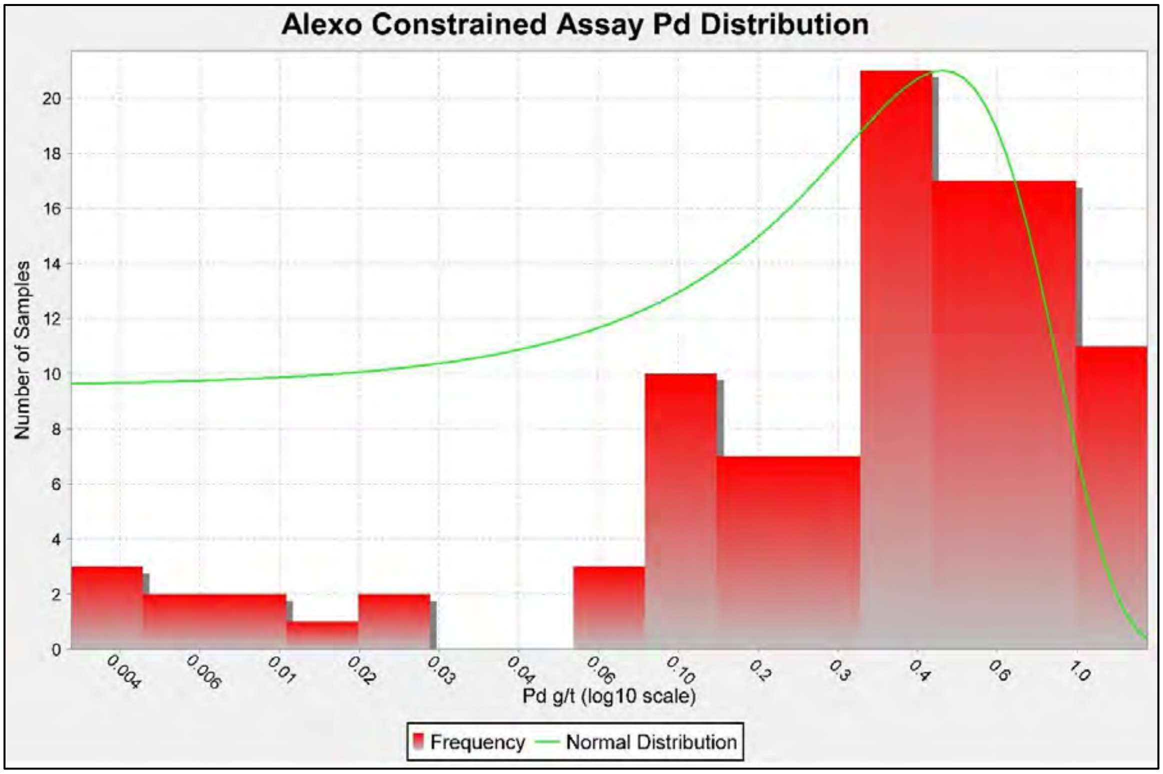


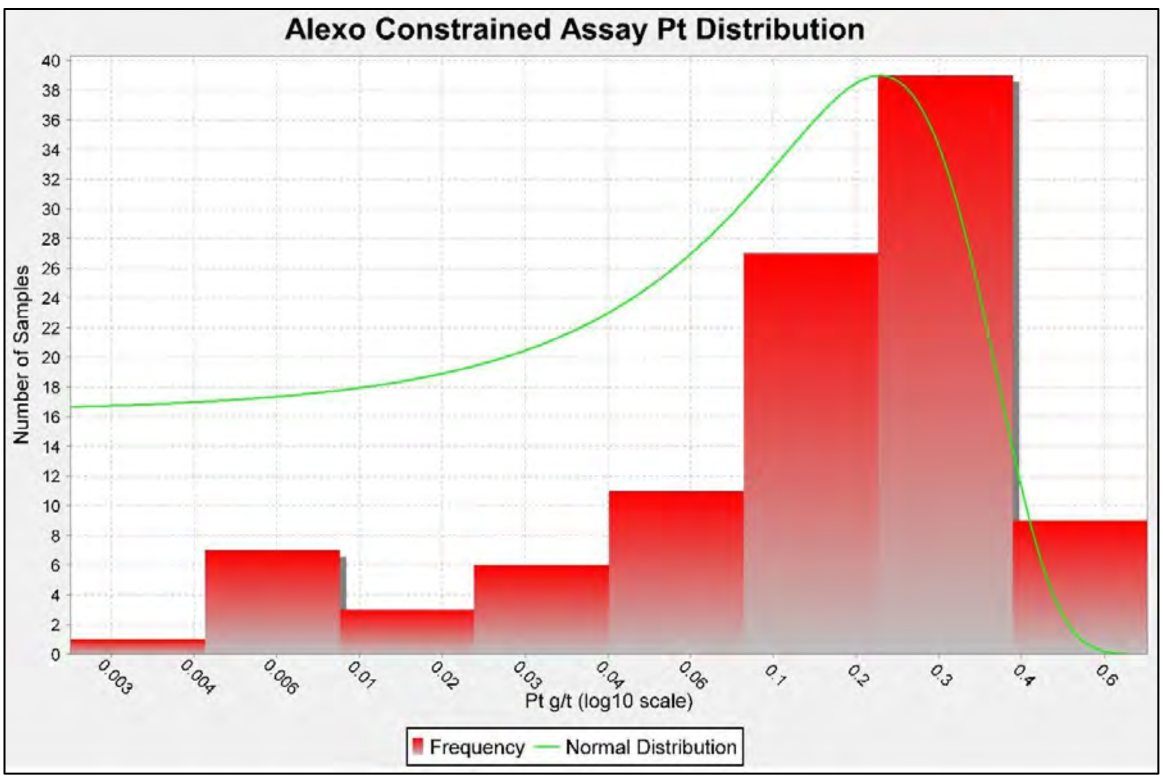


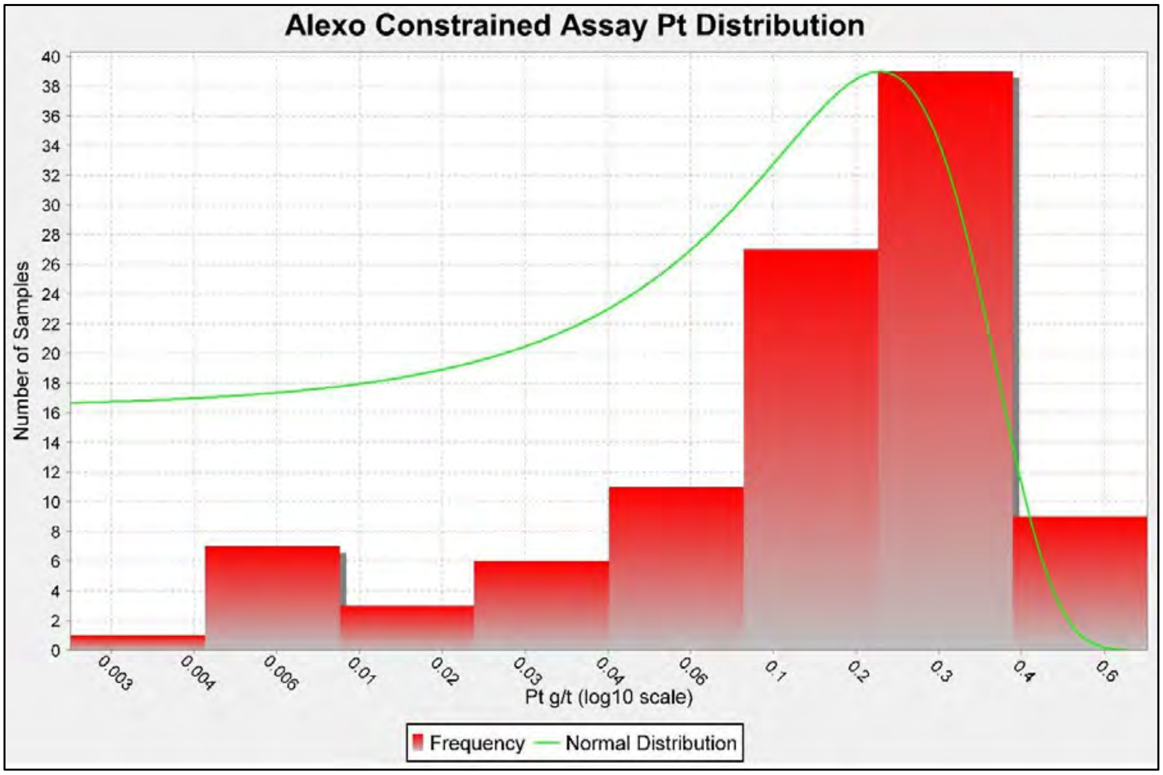
Alexo Constrained Assay Co Distribution
Number of Samples
Co% (log10 scale)
0.01
0.02
0.03
0.04
0.05
0.06
0.07
0.08
0.09
0.1
0.2
0.3
Frequency
Normal Distribution

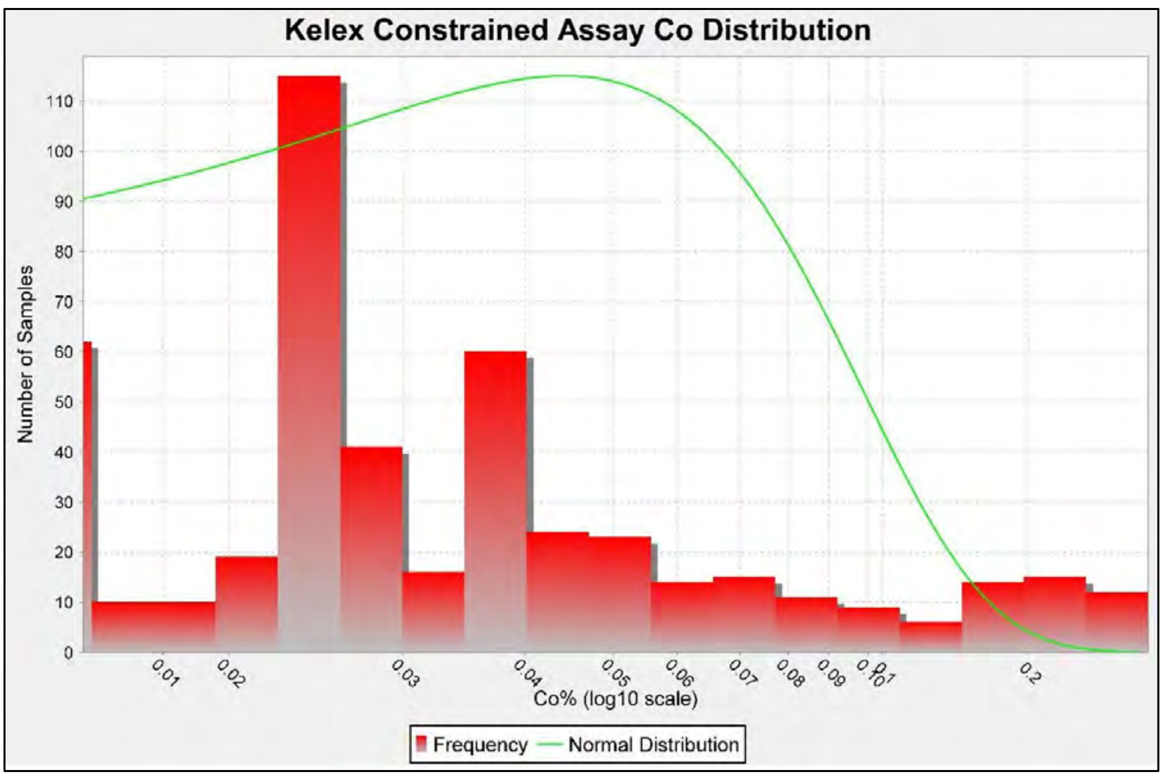


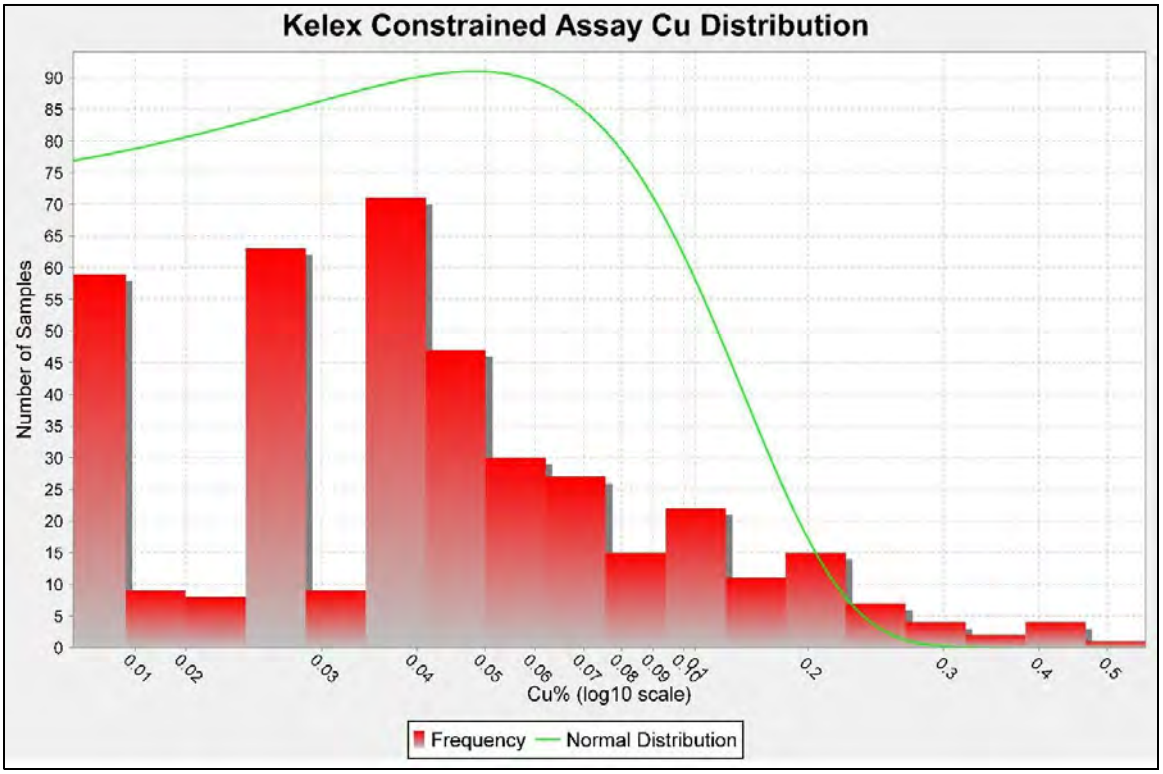
Alexo Constrained Assay Ni Distribution
Number of Samples
Ni% (log10 scale)
0.2
0.3
0.4
0.5
0.6
0.7
0.8
0.9
1
2
3
4
5
6
7
Frequency
Normal Distribution

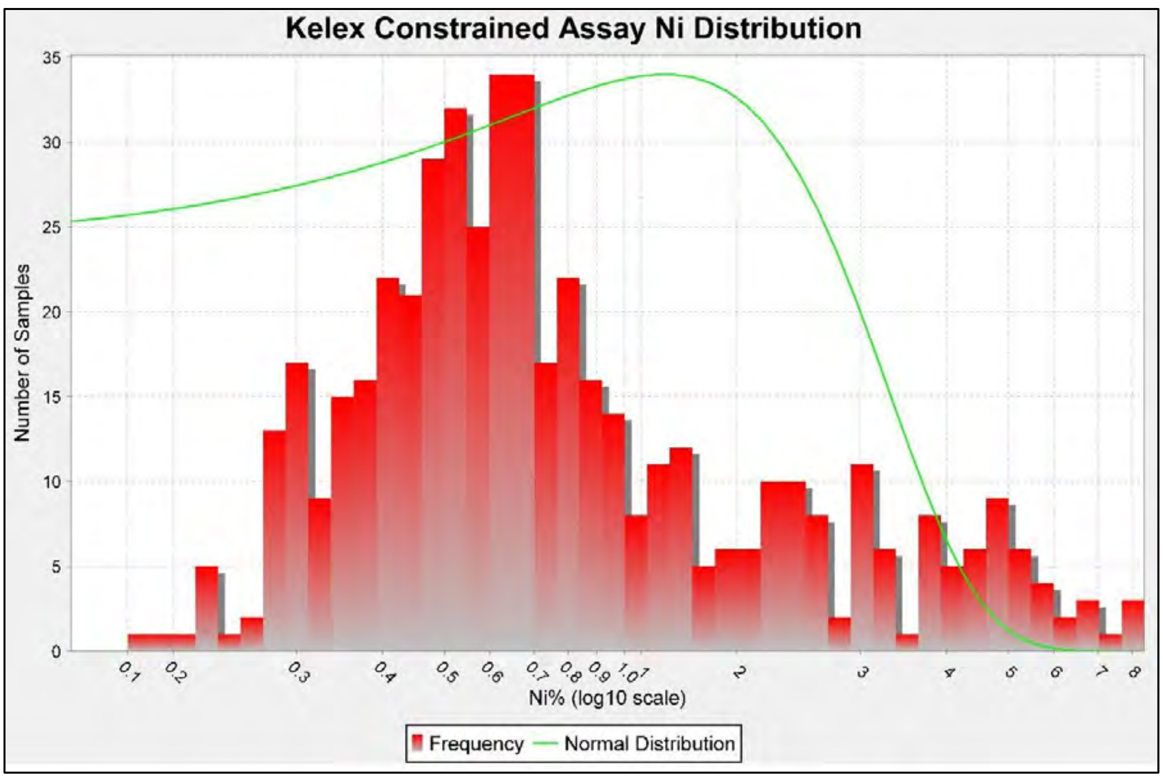

Alexo Constrained Assay Pd Distribution
Number of Samples
0
2
4
6
8
10
12
14
16
18
20
0.004
0.006
0.01
0.02
0.03
0.04
0.06
0.10
0.2
0.3
0.4
0.6
1.0
Pd g/t (log10 scale)
Frequency
Normal Distribution

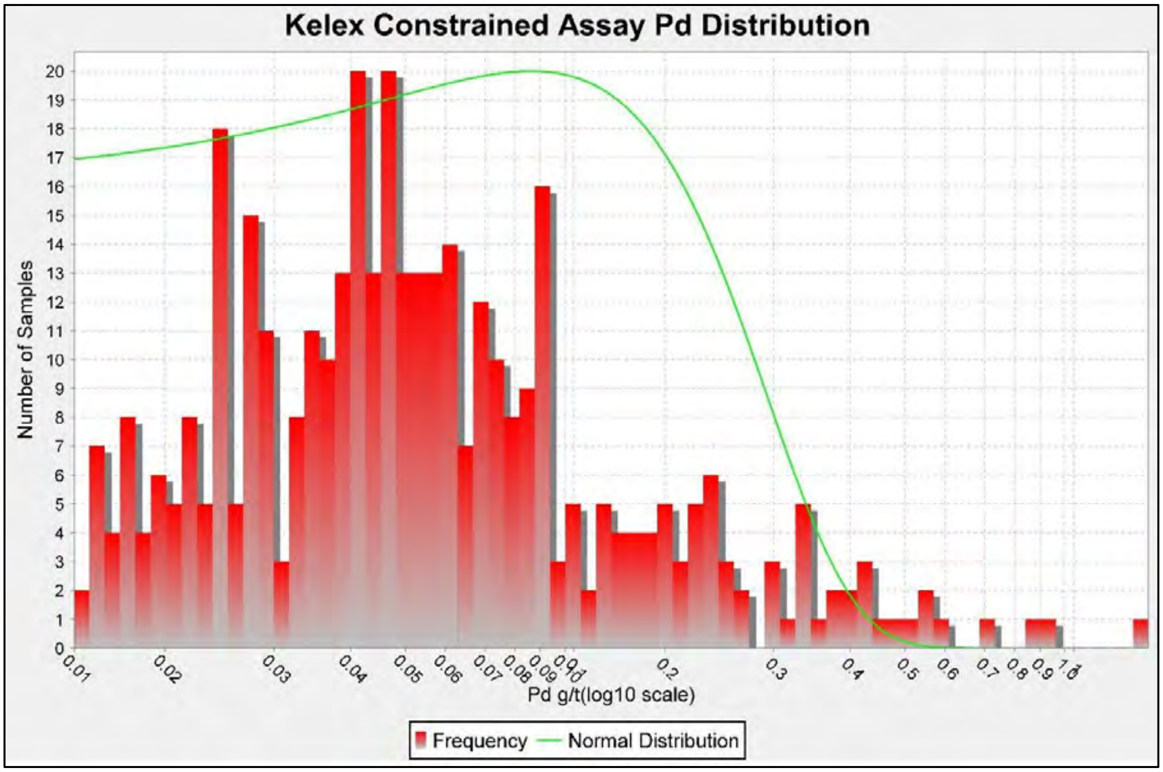

Alexo Constrained Assay Pt Distribution
Number of Samples
0
2
4
6
8
10
12
14
16
18
20
22
24
26
28
30
32
34
36
38
40
0.003
0.004
0.006
0.01
0.02
0.03
0.04
0.06
0.1
0.2
0.3
0.4
0.6
Pt g/t (log10 scale)
Frequency
Normal Distribution

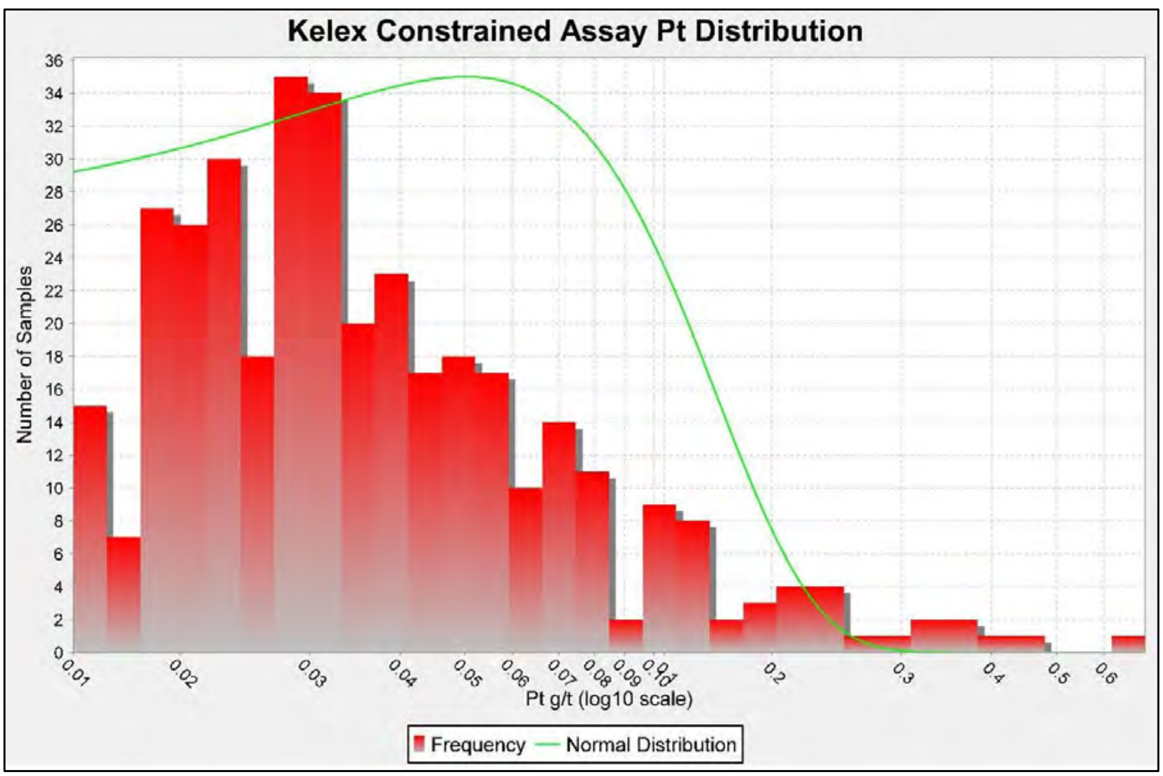

Alexo Constrained Assay Pt Distribution
Number of Samples
0
2
4
6
8
10
12
14
16
18
20
22
24
26
28
30
32
34
36
38
40
0.003
0.004
0.006
0.01
0.02
0.03
0.04
0.06
0.1
0.2
0.3
0.4
0.6
Pt g/t (log10 scale)
Frequency
Normal Distribution


Kelex Constrained Assay Co Distribution
Number of Samples
0
10
20
30
40
50
60
70
80
90
100
110
0.01
0.02
0.03
0.04
0.05
0.06
0.07
0.08
0.09
0.1
0.2
Co% (log10 scale)
Frequency
Normal Distribution

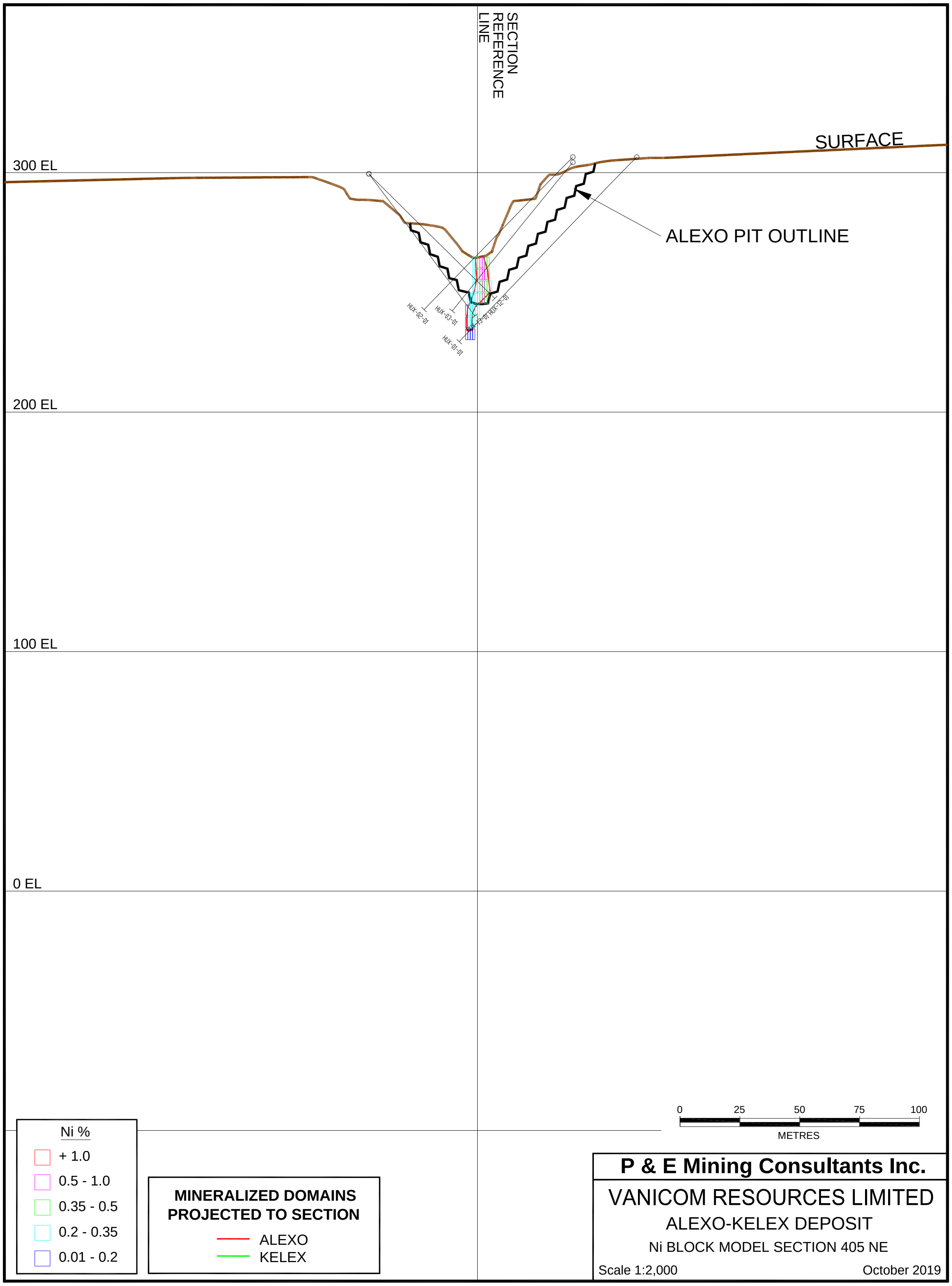

Kelex Constrained Assay Cu Distribution
Number of Samples
Cu% (log10 scale)
Frequency
Normal Distribution

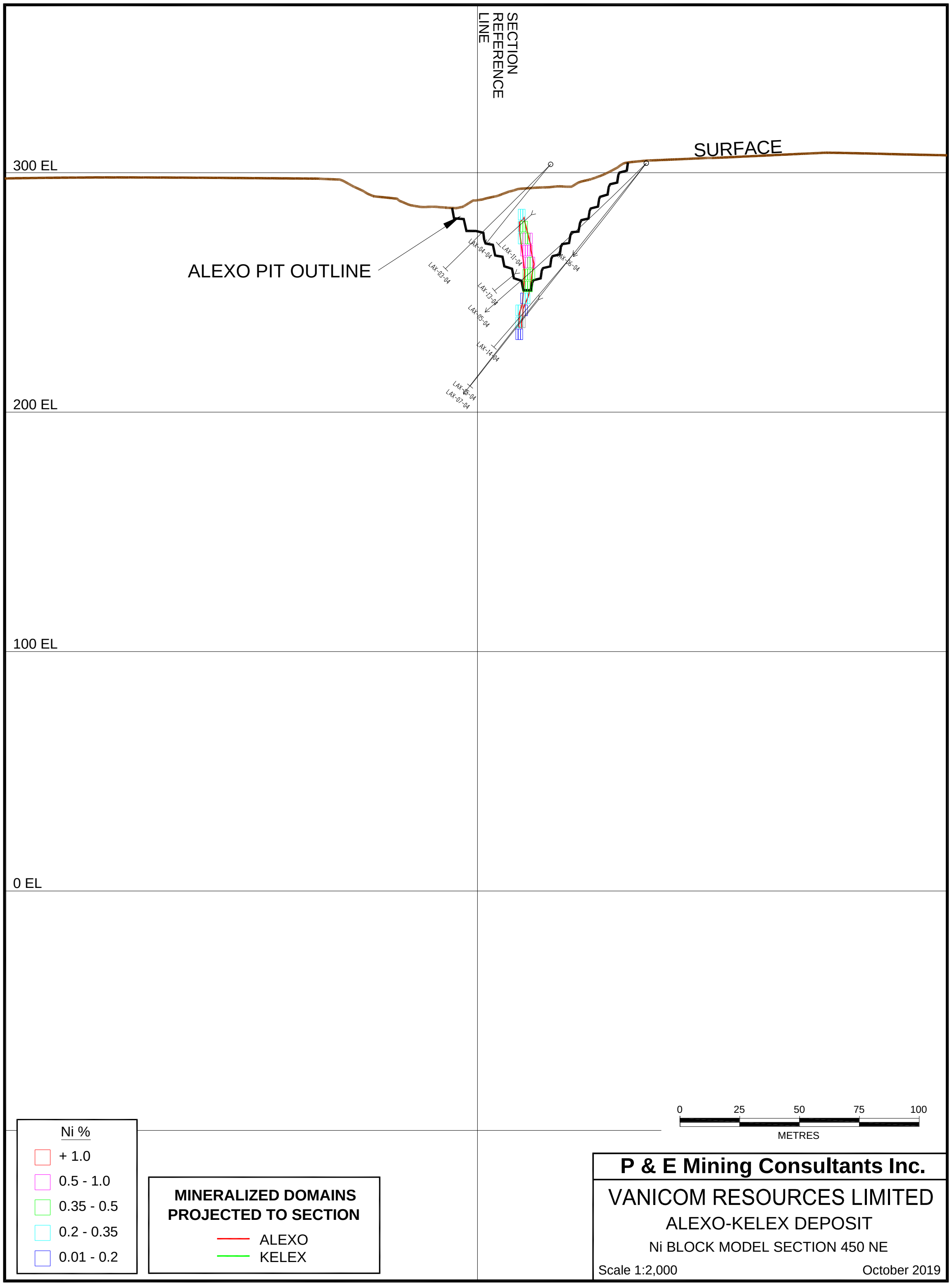

Kelex Constrained Assay Ni Distribution
Number of Samples
Ni% (log10 scale)
Frequency
Normal Distribution


Kelex Constrained Assay Pd Distribution
Number of Samples
Pd g/t(log10 scale)
Frequency
Normal Distribution


Kelex Constrained Assay Pt Distribution
Number of Samples
Pt g/t (log10 scale)
Frequency
Normal Distribution

APPENDIX E – NICKEL BLOCK MODEL CROSS SECTIONS AND PLANS FOR ALEXO-DUNDONALD PROJECT





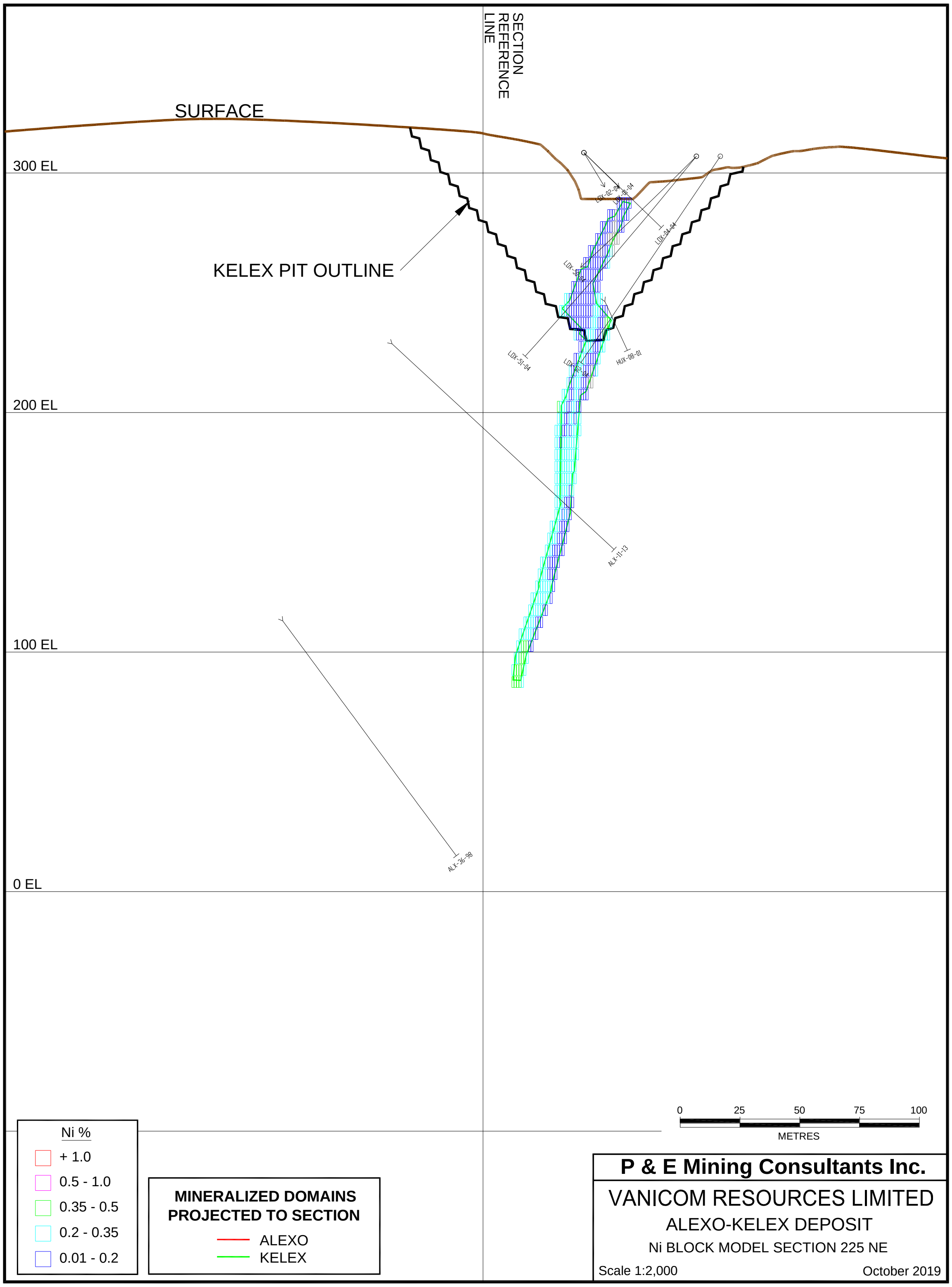
P & E Mining Consultants Inc.

VANICOM RESOURCES LIMITED

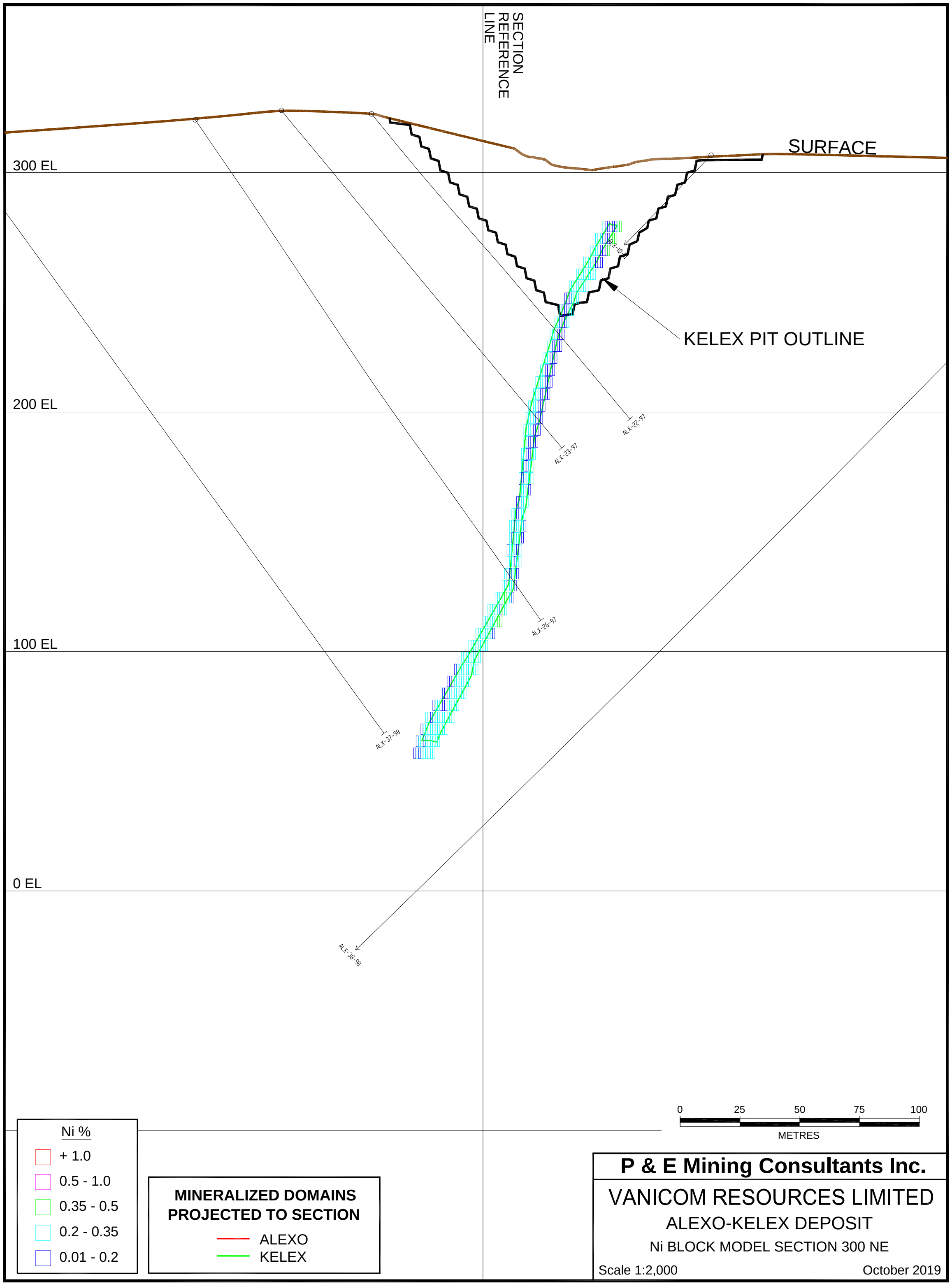
ALEXO-KELEX DEPOSIT

Ni BLOCK MODEL SECTION 450 NE

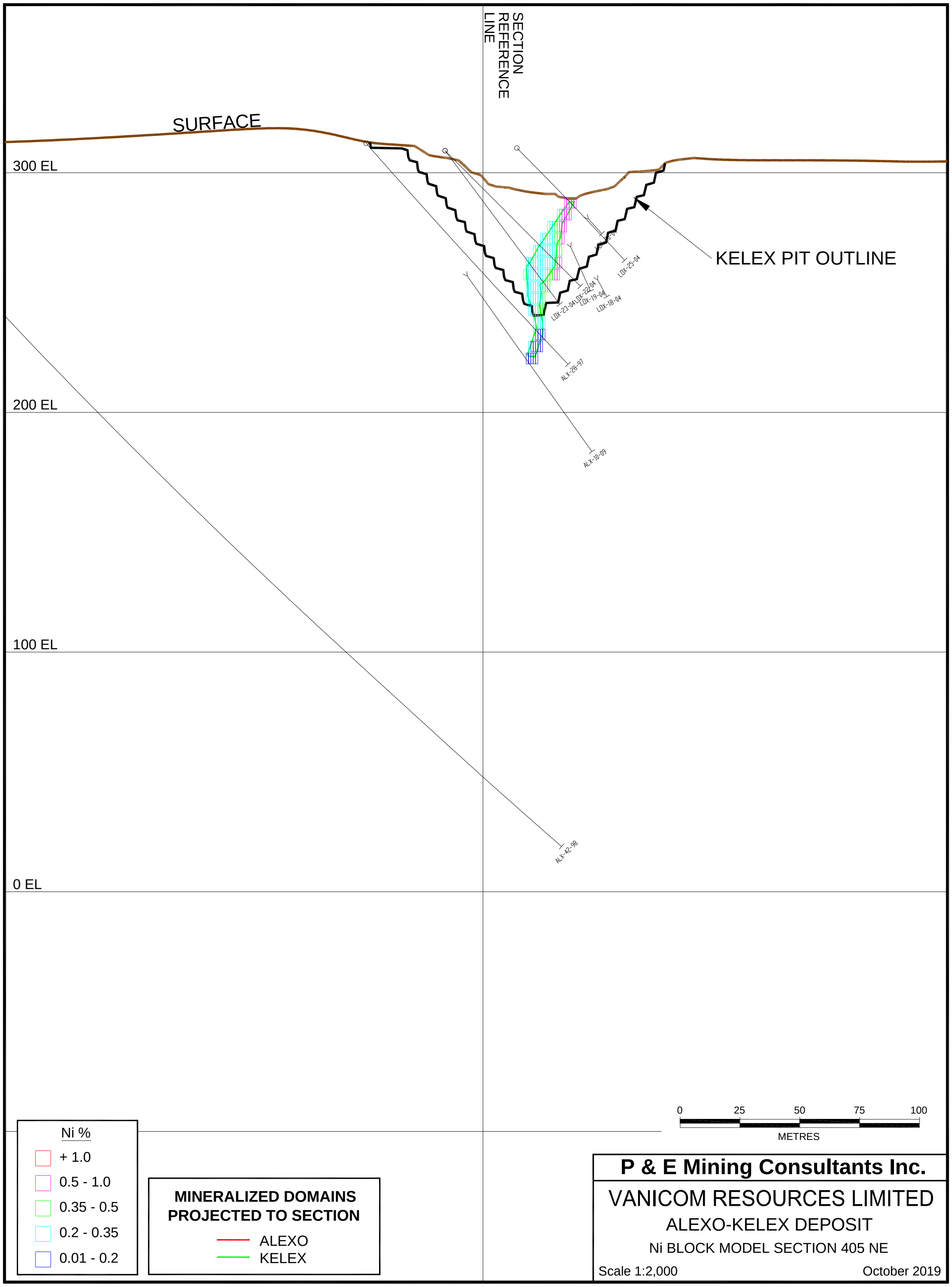
Scale 1:2,000 October 2019



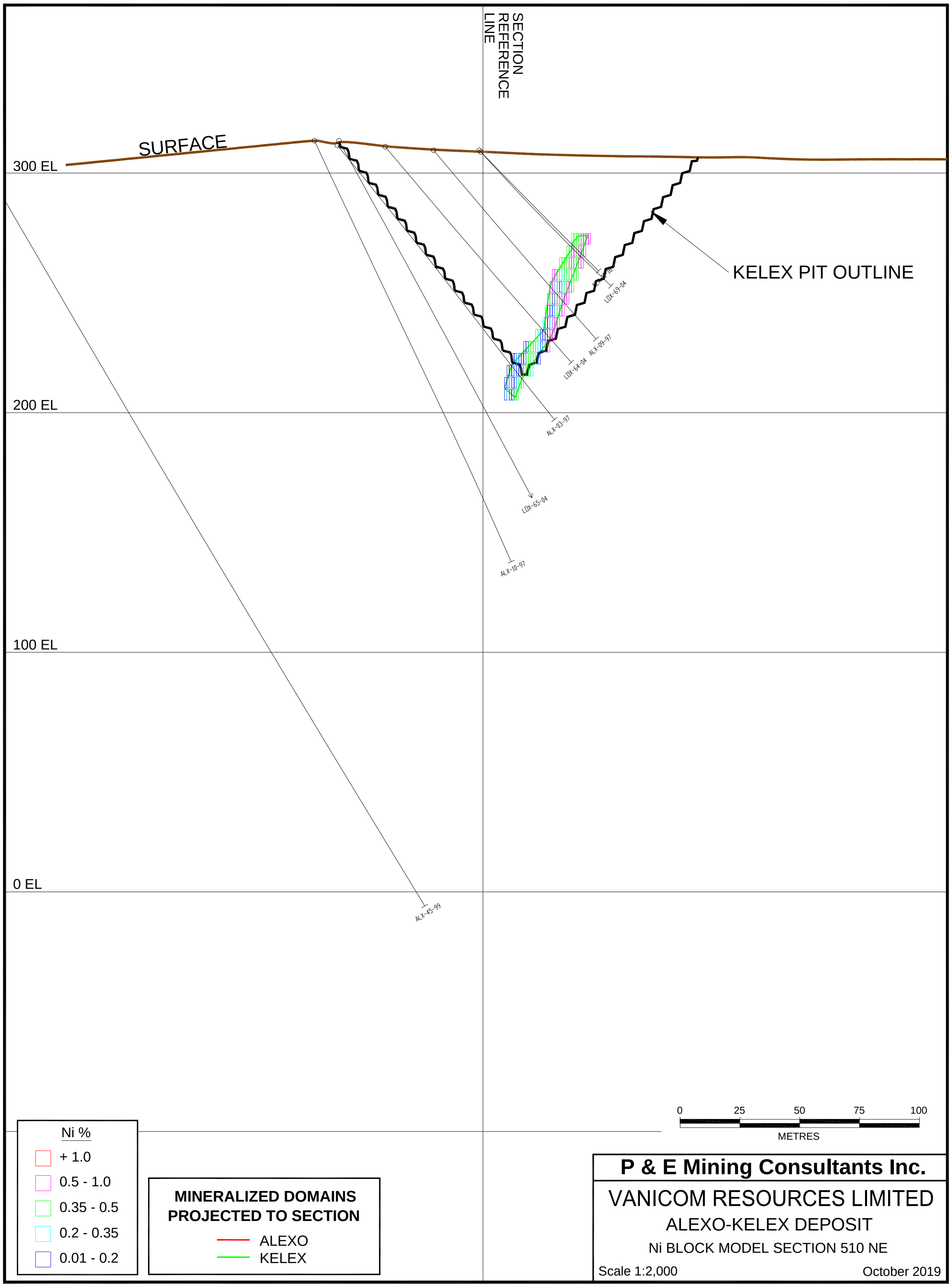
SECTION REFERENCE LINE
SURFACE
300 EL
KELEX PIT OUTLINE
200 EL
100 EL
0 EL
0
25
50
75
100
METRES
Ni %
+ 1.0
0.5 - 1.0
0.35 - 0.5
0.2 - 0.35
0.01 - 0.2
MINERALIZED DOMAINS PROJECTED TO SECTION
ALEXO
KELEX
P & E Mining Consultants Inc.
VANICOM RESOURCES LIMITED
ALEXO-KELEX DEPOSIT
Ni BLOCK MODEL SECTION 225 NE
Scale 1:2,000
October 2019

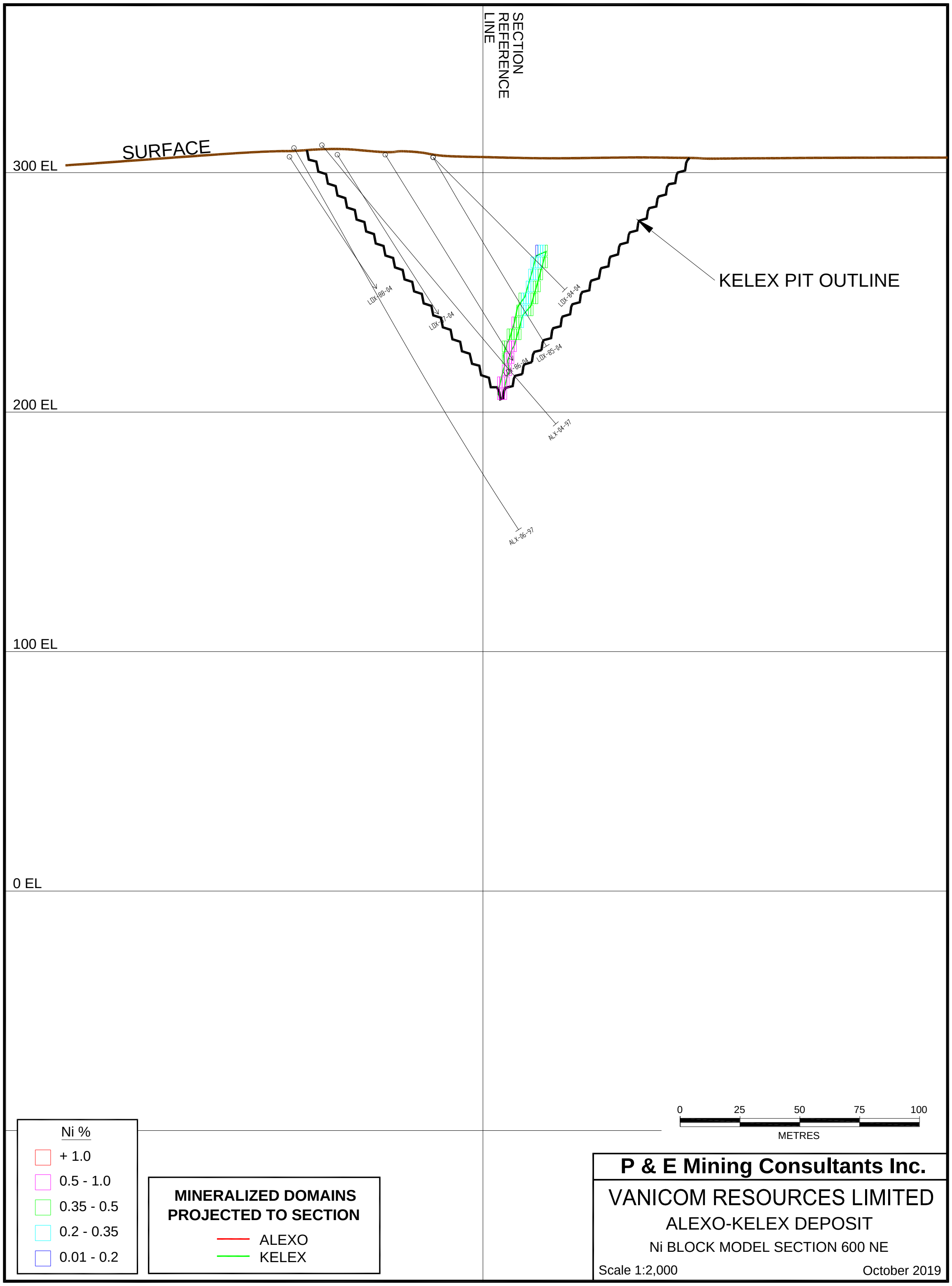


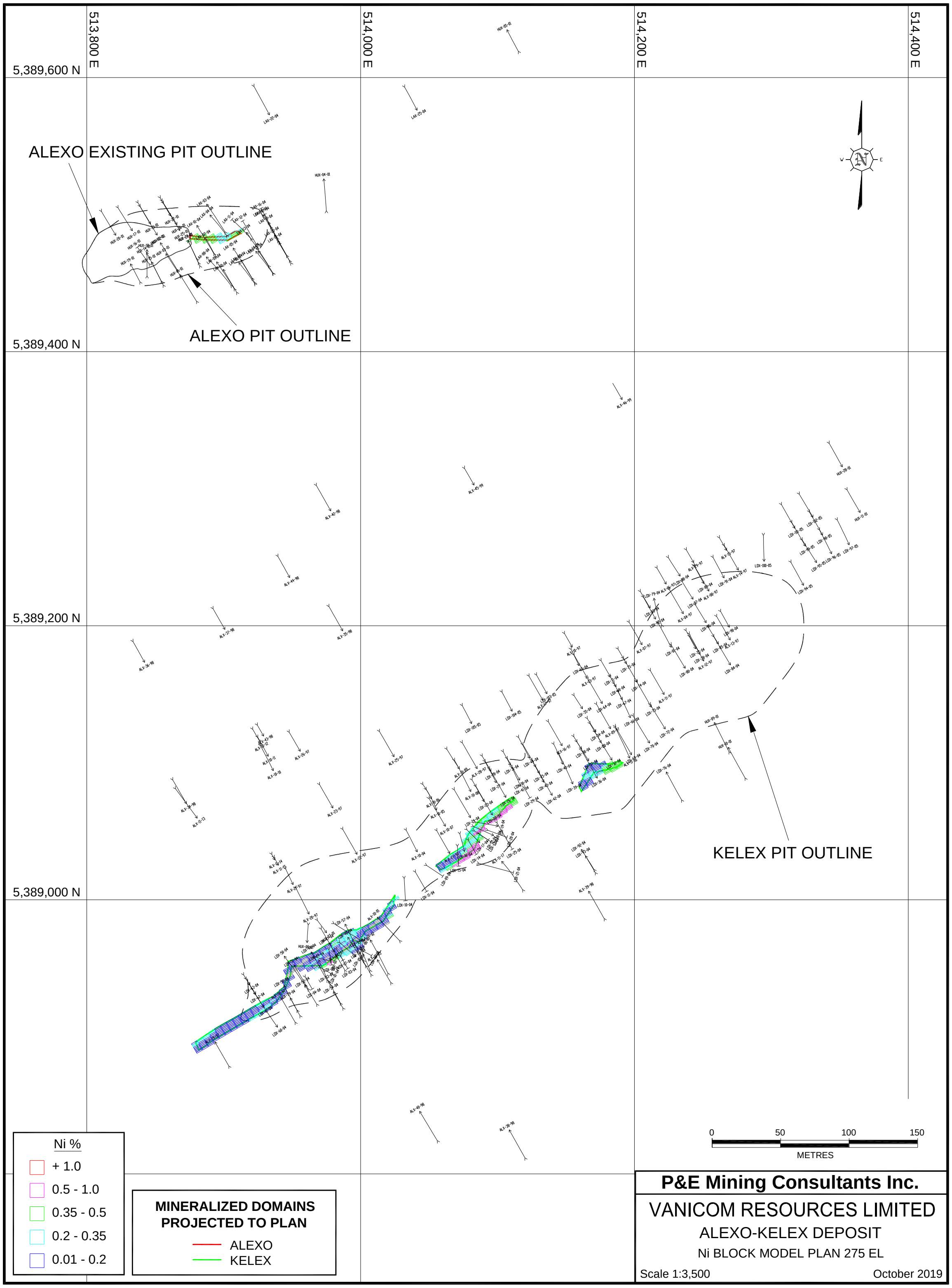
SECTION REFERENCE LINE
SURFACE
300 EL
200 EL
100 EL
0 EL
KELEX PIT OUTLINE
0
25
50
75
100
METRES
Ni %
+ 1.0
0.5 - 1.0
0.35 - 0.5
0.2 - 0.35
0.01 - 0.2
MINERALIZED DOMAINS PROJECTED TO SECTION
ALEXO
KELEX
P & E Mining Consultants Inc.
VANICOM RESOURCES LIMITED
ALEXO-KELEX DEPOSIT
Ni BLOCK MODEL SECTION 300 NE
Scale 1:2,000
October 2019



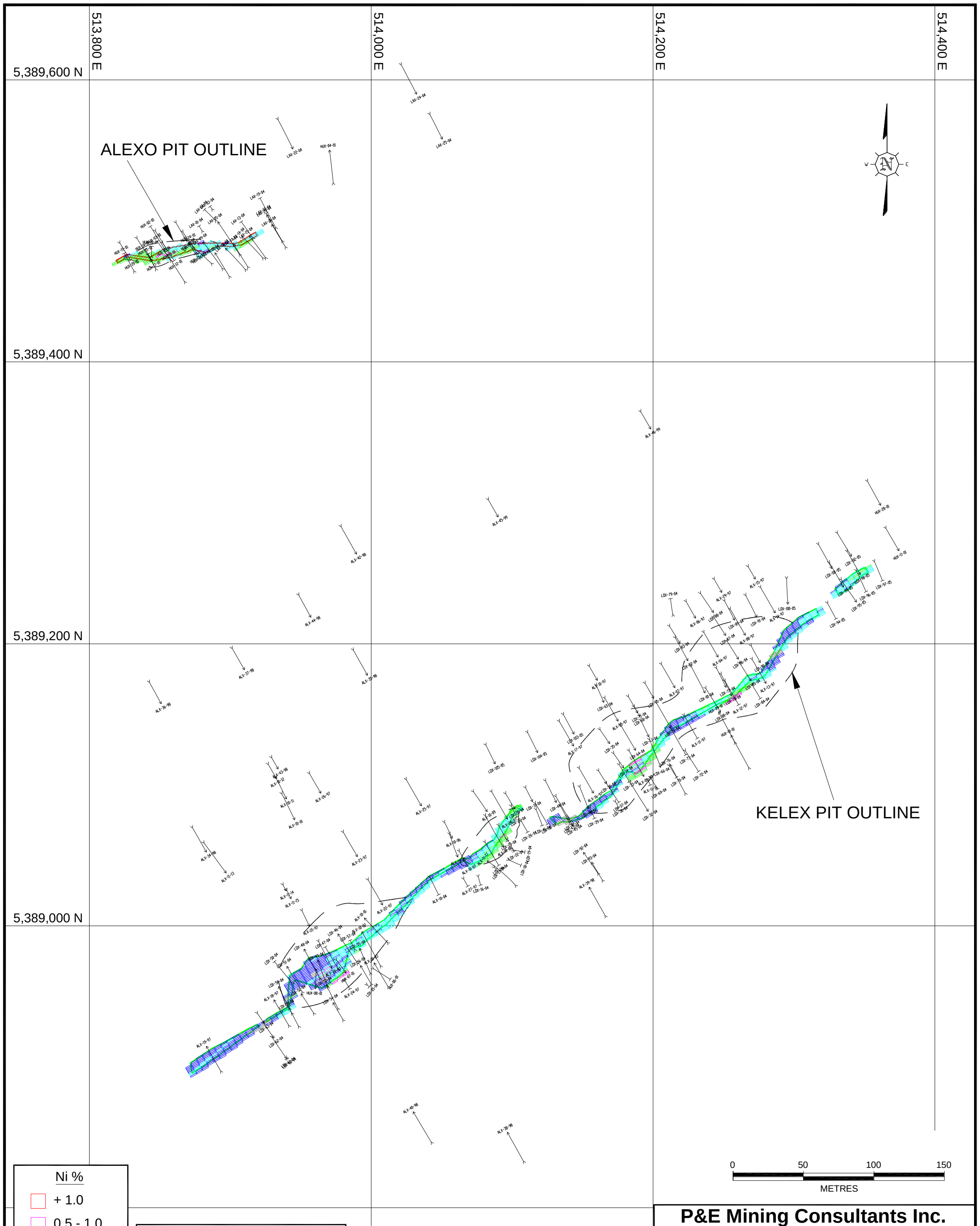
SECTION REFERENCE LINE
SURFACE
300 EL
200 EL
100 EL
0 EL
KELEX PIT OUTLINE
LDX-25-04
LDX-18-04
LDX-19-04
ALX-28-97
ALX-18-09
ALX-42-98
0 25 50 75 100
METRES
Ni %
+ 1.0
0.5 - 1.0
0.35 - 0.5
0.2 - 0.35
0.01 - 0.2
MINERALIZED DOMAINS PROJECTED TO SECTION
ALEXO
KELEX
P & E Mining Consultants Inc.
VANICOM RESOURCES LIMITED
ALEXO-KELEX DEPOSIT
Ni BLOCK MODEL SECTION 405 NE
Scale 1:2,000
October 2019


SECTION REFERENCE LINE
SURFACE
300 EL
200 EL
100 EL
0 EL
KELEX PIT OUTLINE
LDX-69-04
ALX-09-97
LDX-64-04
ALX-03-97
LDX-65-04
ALX-10-97
ALX-45-99
0
25
50
75
100
METRES
Ni %
+ 1.0
0.5 - 1.0
0.35 - 0.5
0.2 - 0.35
0.01 - 0.2
MINERALIZED DOMAINS PROJECTED TO SECTION
ALEXO
KELEX
P & E Mining Consultants Inc.
VANICOM RESOURCES LIMITED
ALEXO-KELEX DEPOSIT
Ni BLOCK MODEL SECTION 510 NE
Scale 1:2,000
October 2019


SECTION REFERENCE LINE
SURFACE
300 EL
200 EL
100 EL
0 EL
KELEX PIT OUTLINE
Ni %
+ 1.0
0.5 - 1.0
0.35 - 0.5
0.2 - 0.35
0.01 - 0.2
MINERALIZED DOMAINS PROJECTED TO SECTION
ALEXO
KELEX
0
25
50
75
100
METRES
P & E Mining Consultants Inc.
VANICOM RESOURCES LIMITED
ALEXO-KELEX DEPOSIT
Ni BLOCK MODEL SECTION 600 NE
Scale 1:2,000
October 2019



513,800 E
514,000 E
514,200 E
514,400 E
5,389,600 N
5,389,400 N
5,389,200 N
5,389,000 N
ALEXO EXISTING PIT OUTLINE
ALEXO PIT OUTLINE
KELEX PIT OUTLINE
0
50
100
150
METRES
Ni %
+ 1.0
0.5 - 1.0
0.35 - 0.5
0.2 - 0.35
0.01 - 0.2
MINERALIZED DOMAINS
PROJECTED TO PLAN
ALEXO
KELEX
P&E Mining Consultants Inc.
VANICOM RESOURCES LIMITED
ALEXO-KELEX DEPOSIT
Ni BLOCK MODEL PLAN 275 EL
Scale 1:3,500
October 2019



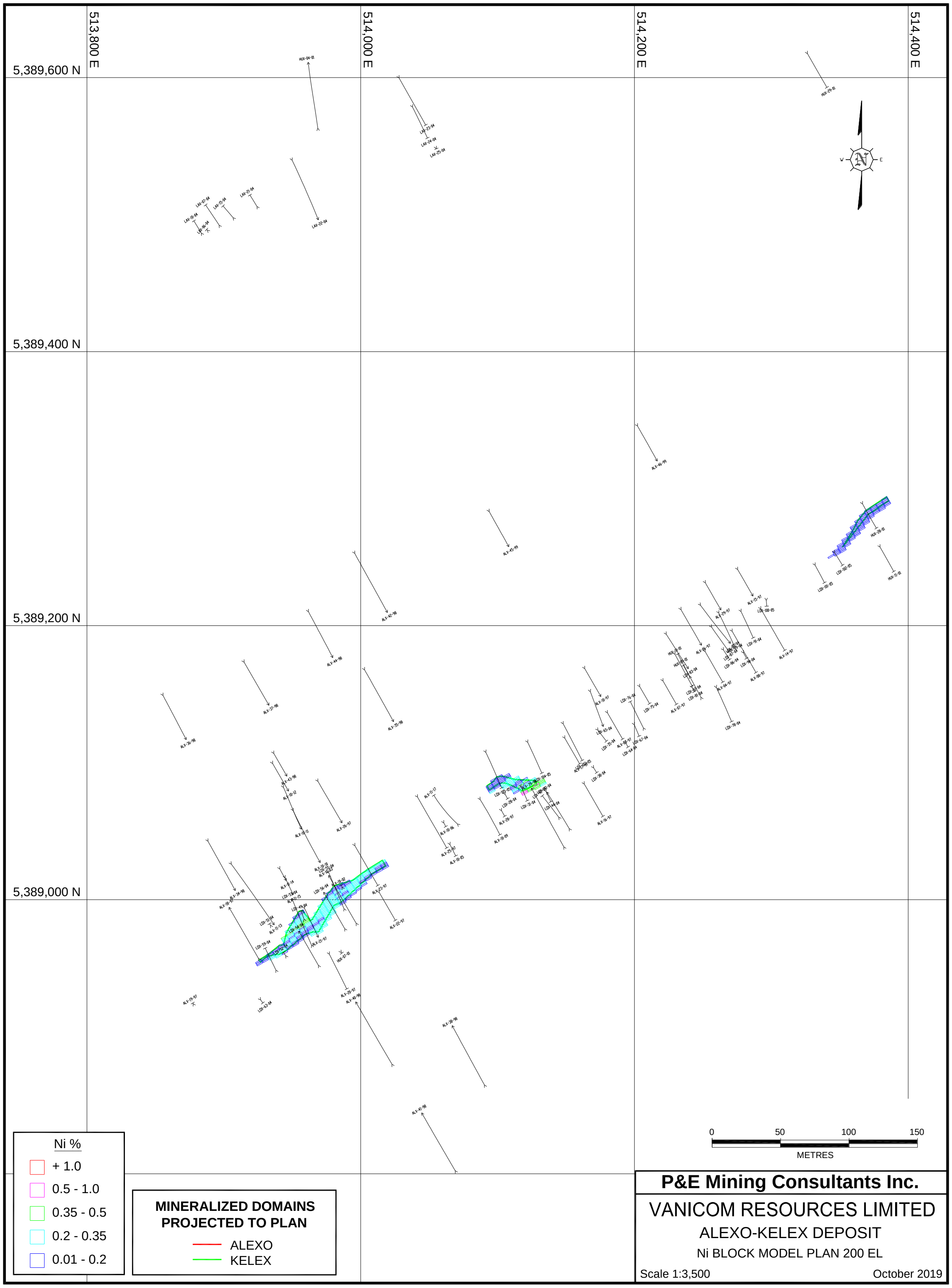
P&E Mining Consultants Inc.

VANICOM RESOURCES LIMITED

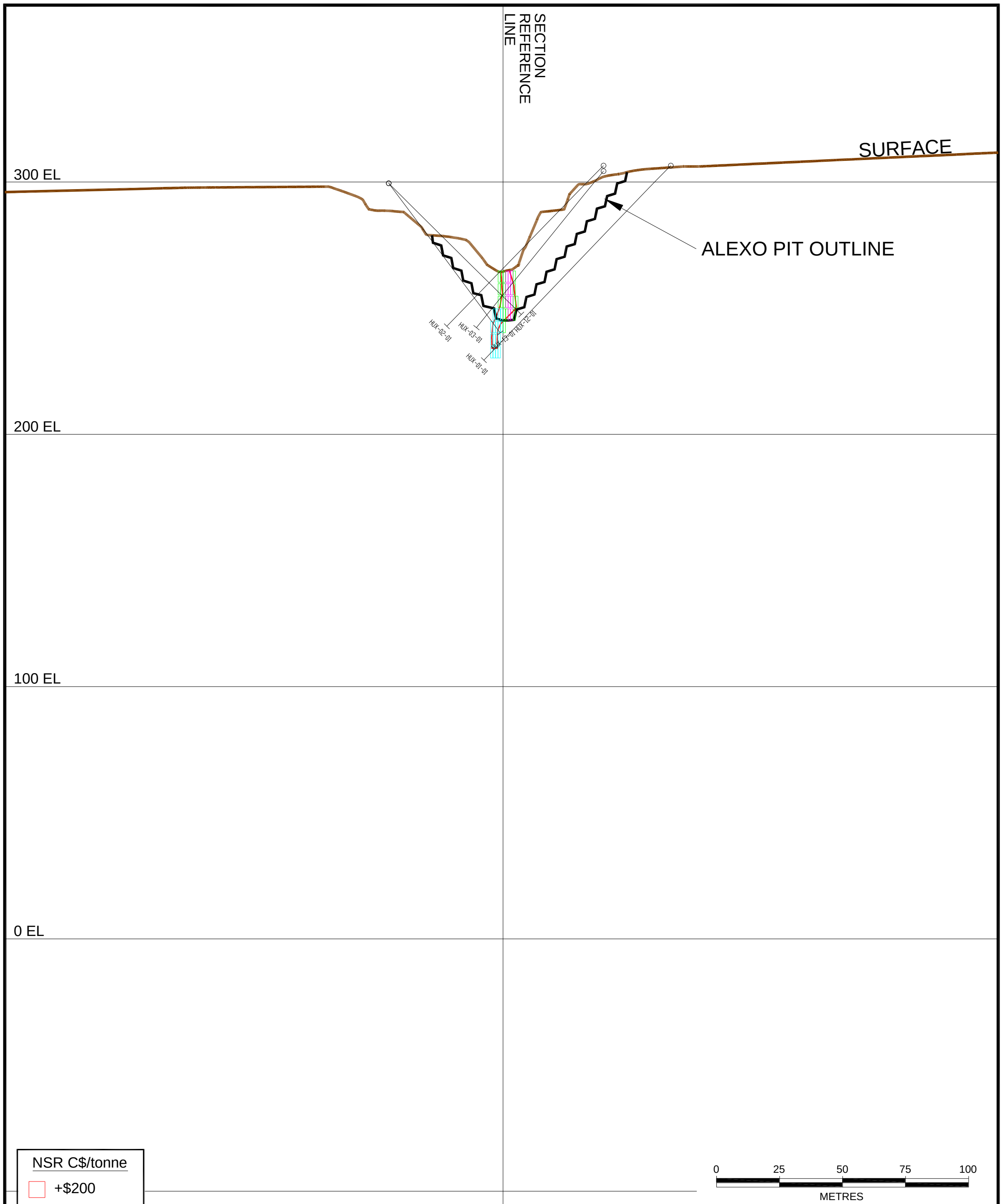
ALEXO-KELEX DEPOSIT

Ni BLOCK MODEL PLAN 250 EL

Scale 1:3,500 October 2019


513,800 E
514,000 E
514,200 E
514,400 E
5,389,600 N
5,389,400 N
5,389,200 N
5,389,000 N
Ni %
+ 1.0
0.5 - 1.0
0.35 - 0.5
0.2 - 0.35
0.01 - 0.2
MINERALIZED DOMAINS
PROJECTED TO PLAN
ALEXO
KELEX
0
50
100
150
METRES
P&E Mining Consultants Inc.
VANICOM RESOURCES LIMITED
ALEXO-KELEX DEPOSIT
Ni BLOCK MODEL PLAN 200 EL
Scale 1:3,500
October 2019

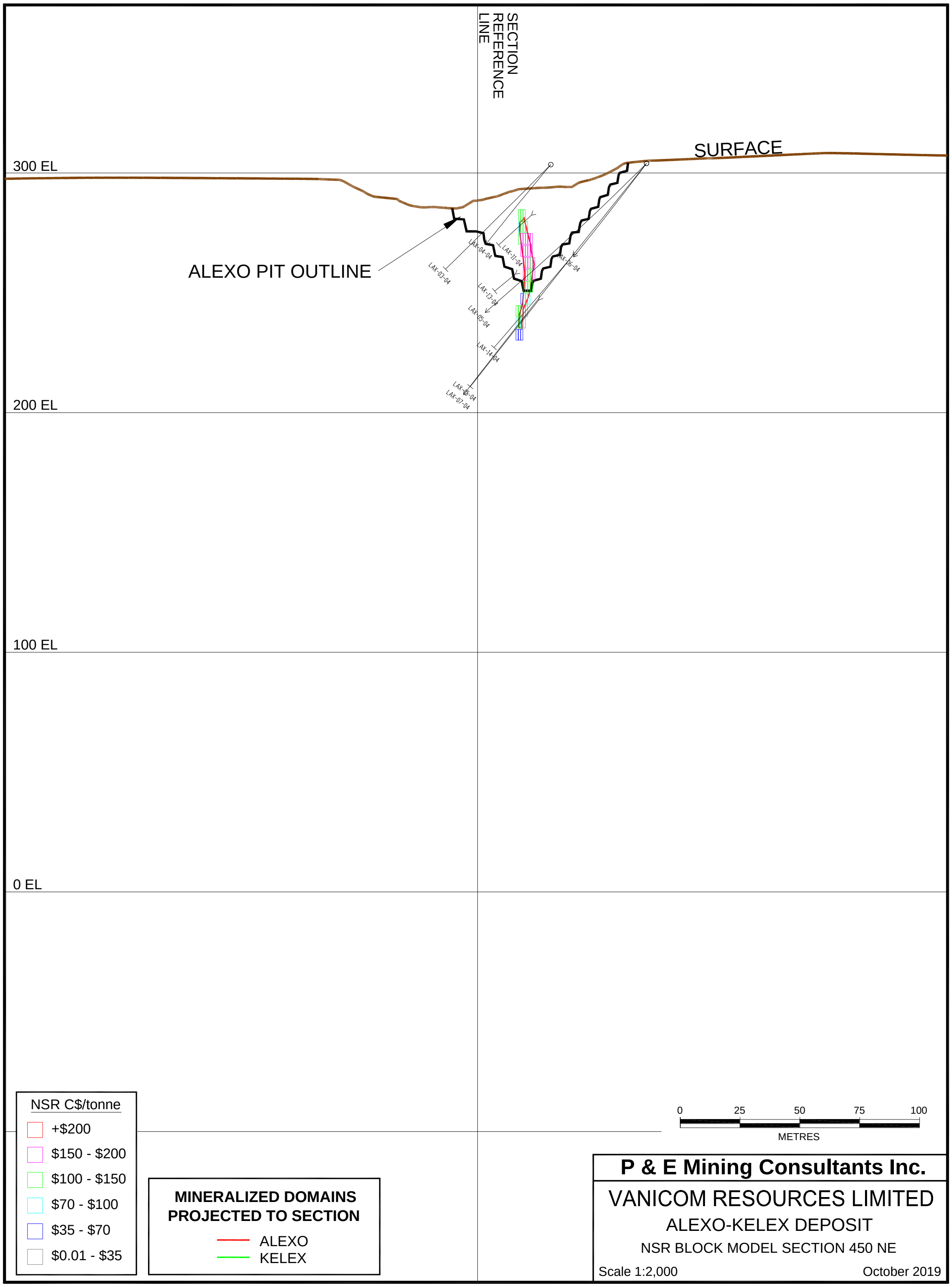
APPENDIX F – NSR BLOCK MODEL CROSS SECTIONS AND PLANS FOR ALEXO-DUNDONALD PROJECT

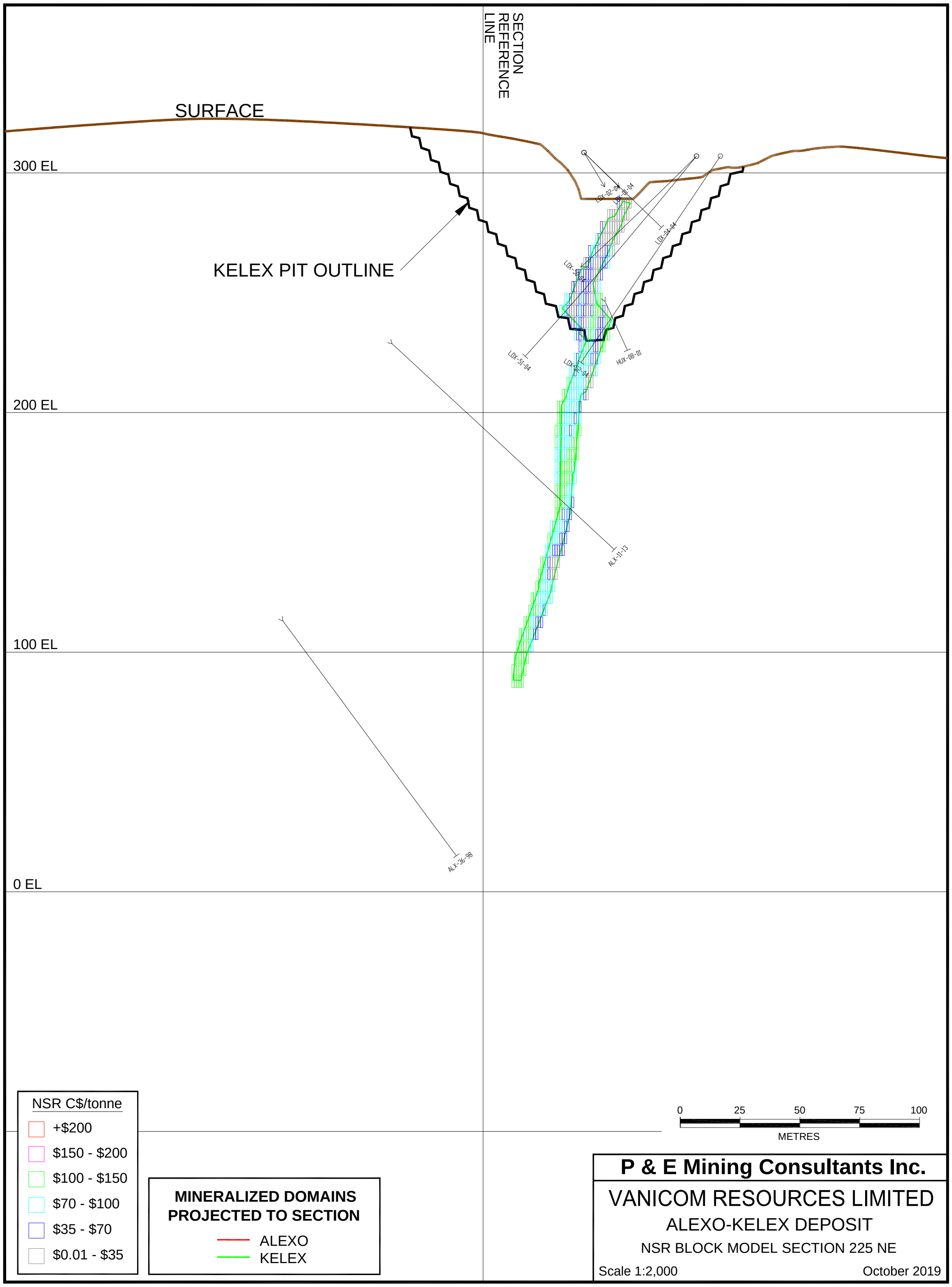


NSR C$/tonne
+$200
$150 - $200
$100 - $150
$70 - $100
$35 - $70
$0.01 - $35

MINERALIZED DOMAINS PROJECTED TO SECTION
ALEXO
KELEX

P & E Mining Consultants Inc.
VANICOM RESOURCES LIMITED
ALEXO-KELEX DEPOSIT
NSR BLOCK MODEL SECTION 405 NE
Scale 1:2,000
October 2019


SECTION REFERENCE LINE
SURFACE
300 EL
200 EL
100 EL
0 EL
ALEXO PIT OUTLINE
NSR C$/tonne
+$200
$150 - $200
$100 - $150
$70 - $100
$35 - $70
$0.01 - $35
MINERALIZED DOMAINS PROJECTED TO SECTION
ALEXO
KELEX
0
25
50
75
100
METRES
P & E Mining Consultants Inc.
VANICOM RESOURCES LIMITED
ALEXO-KELEX DEPOSIT
NSR BLOCK MODEL SECTION 450 NE
Scale 1:2,000
October 2019



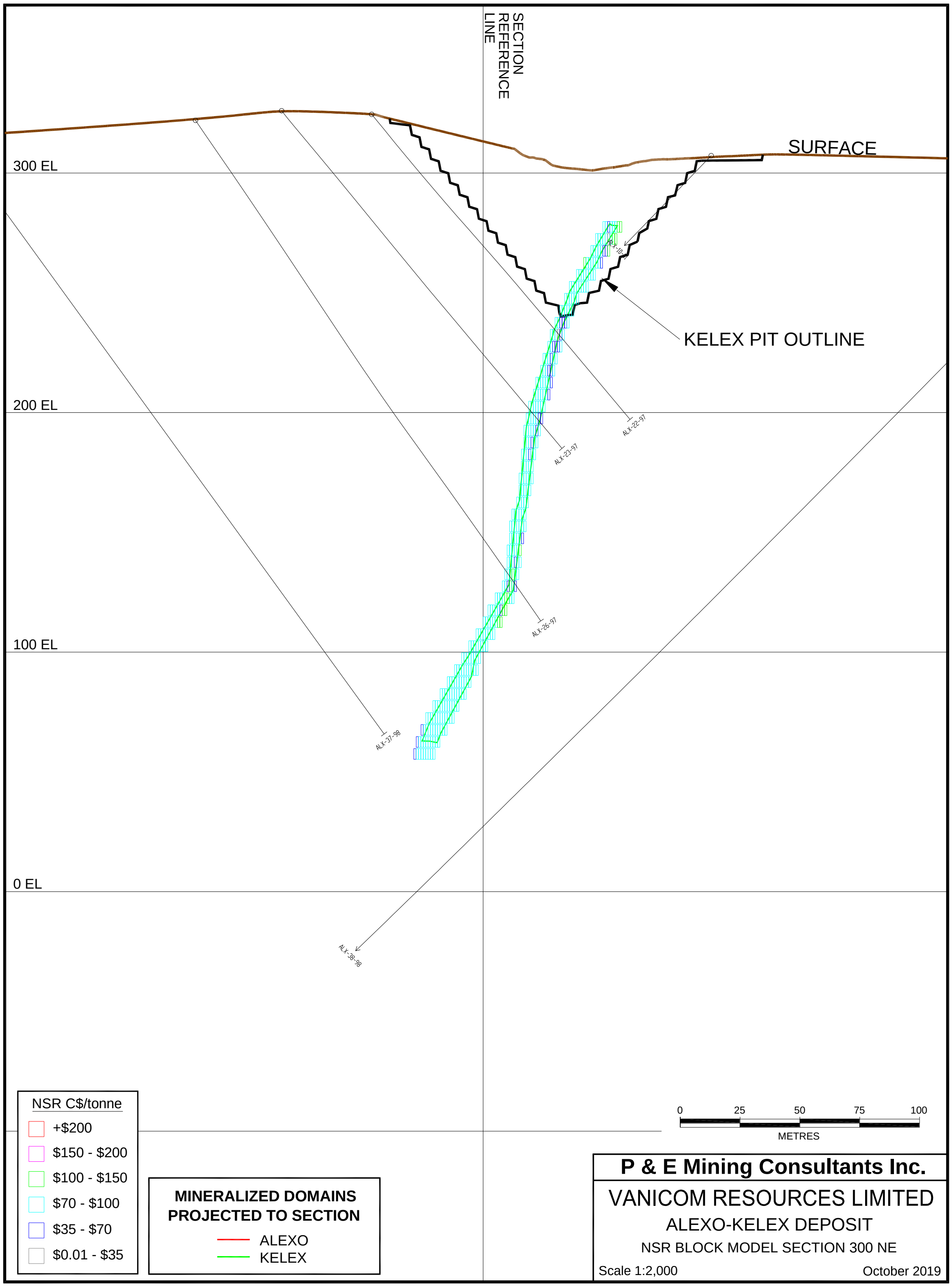
P & E Mining Consultants Inc.

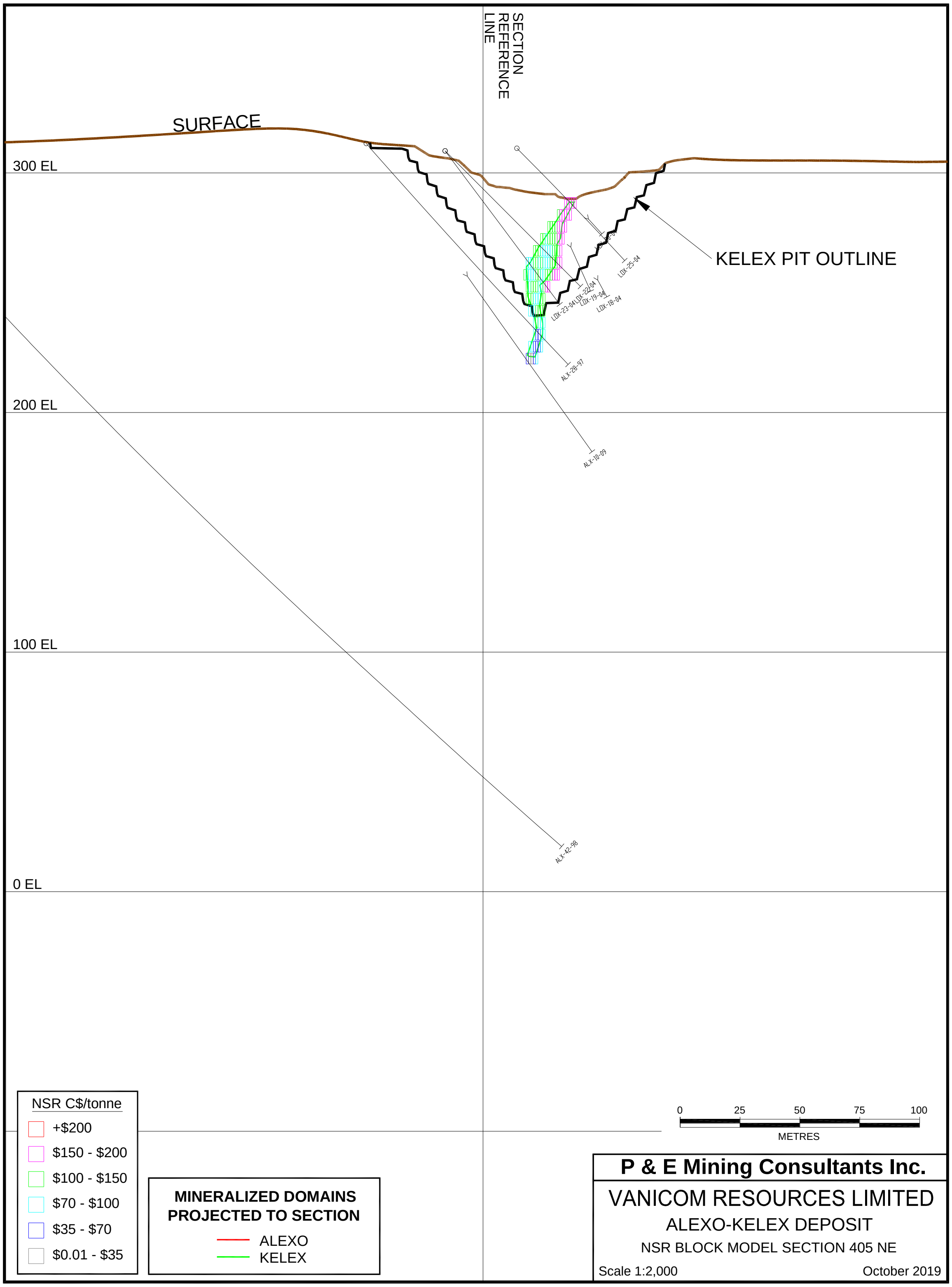
VANICOM RESOURCES LIMITED

ALEXO-KELEX DEPOSIT

NSR BLOCK MODEL SECTION 225 NE

Scale 1:2,000 October 2019


SECTION REFERENCE LINE
SURFACE
300 EL
200 EL
100 EL
0 EL
KELEX PIT OUTLINE
ALX-22-97
ALX-23-97
ALX-26-97
ALX-37-98
ALX-38-98
NSR C$/tonne
+$200
$150 - $200
$100 - $150
$70 - $100
$35 - $70
$0.01 - $35
MINERALIZED DOMAINS PROJECTED TO SECTION
ALEXO
KELEX
0 25 50 75 100
METRES
P & E Mining Consultants Inc.
VANICOM RESOURCES LIMITED
ALEXO-KELEX DEPOSIT
NSR BLOCK MODEL SECTION 300 NE
Scale 1:2,000
October 2019



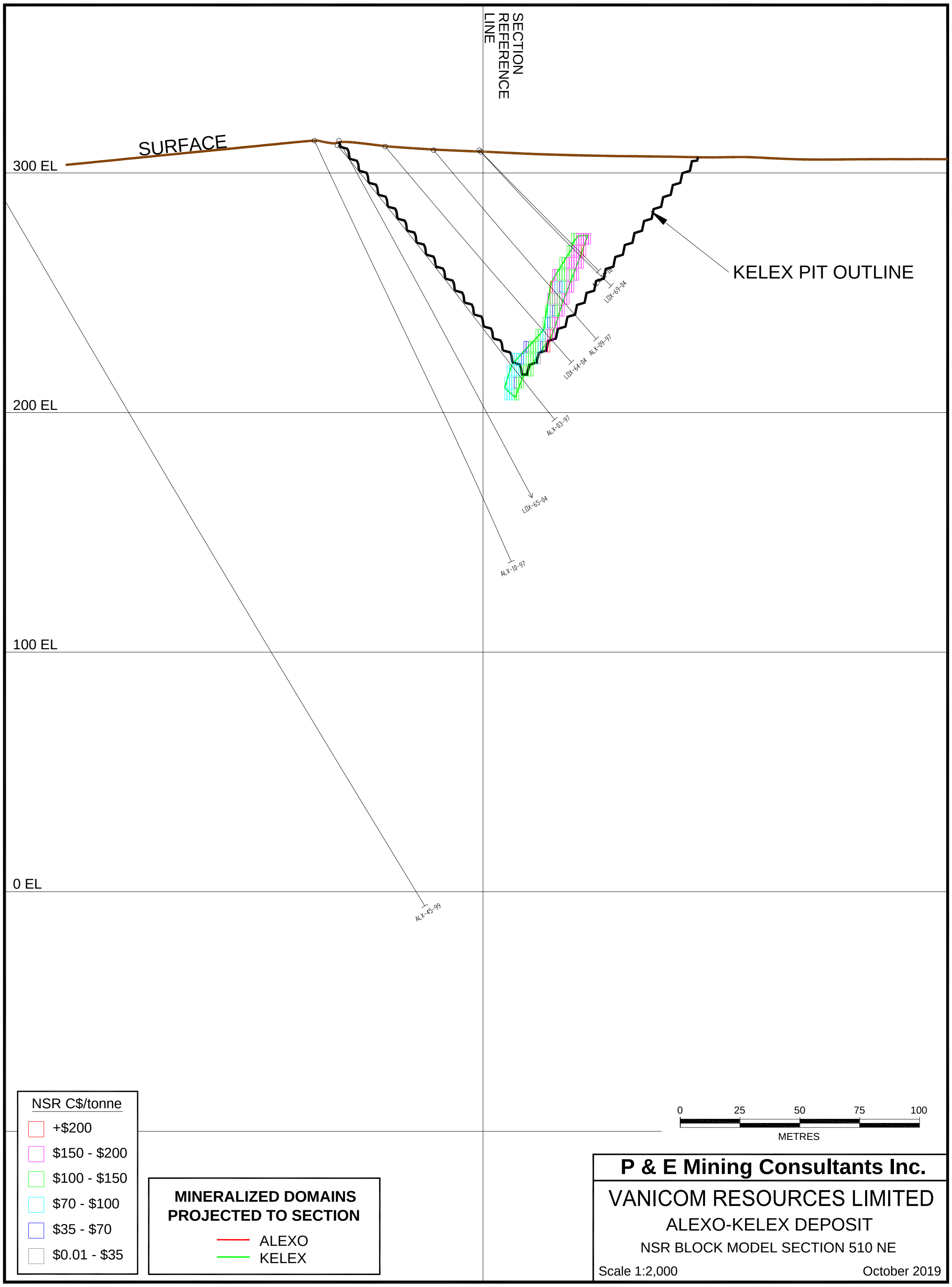
P & E Mining Consultants Inc.

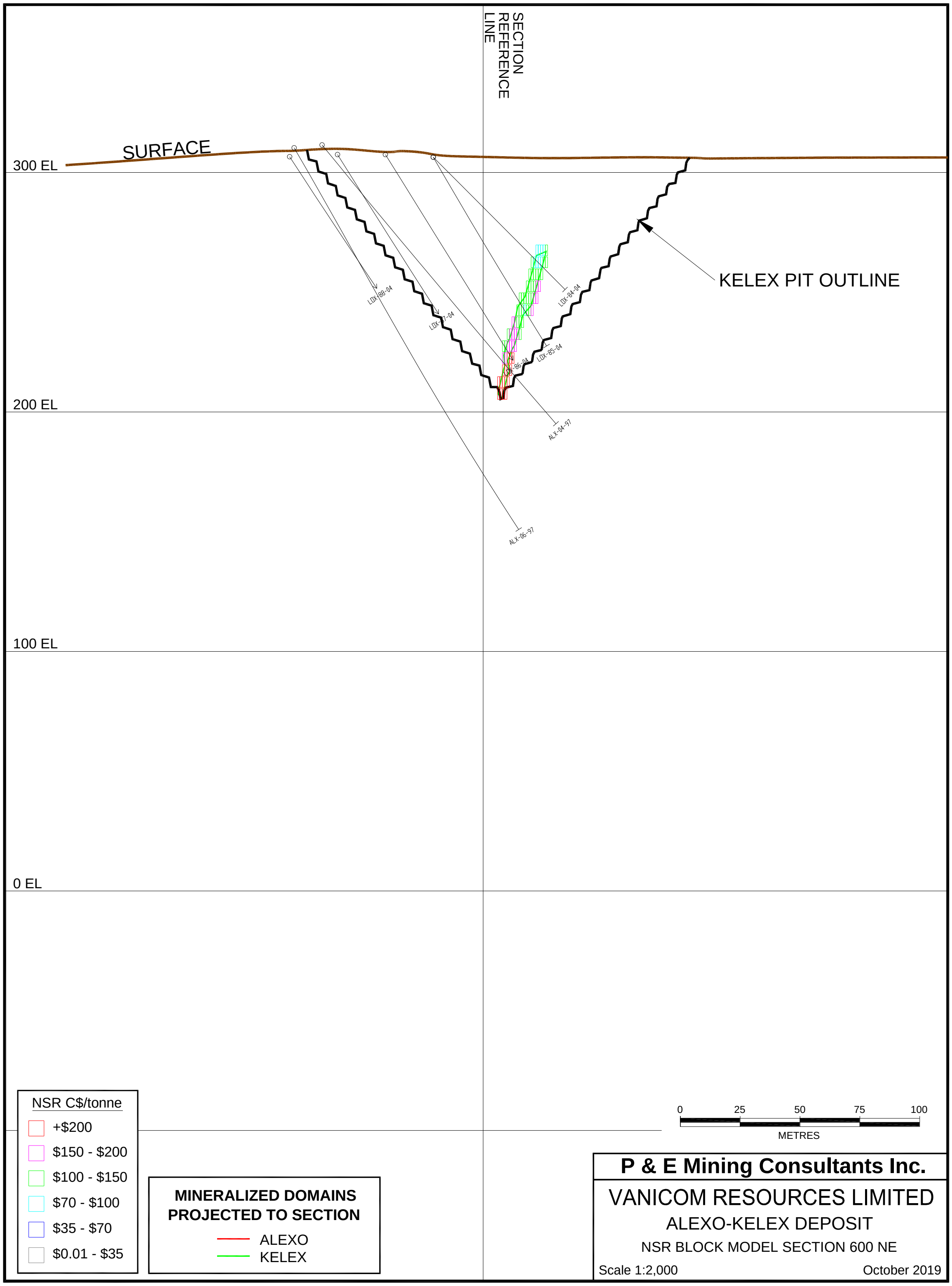
VANICOM RESOURCES LIMITED

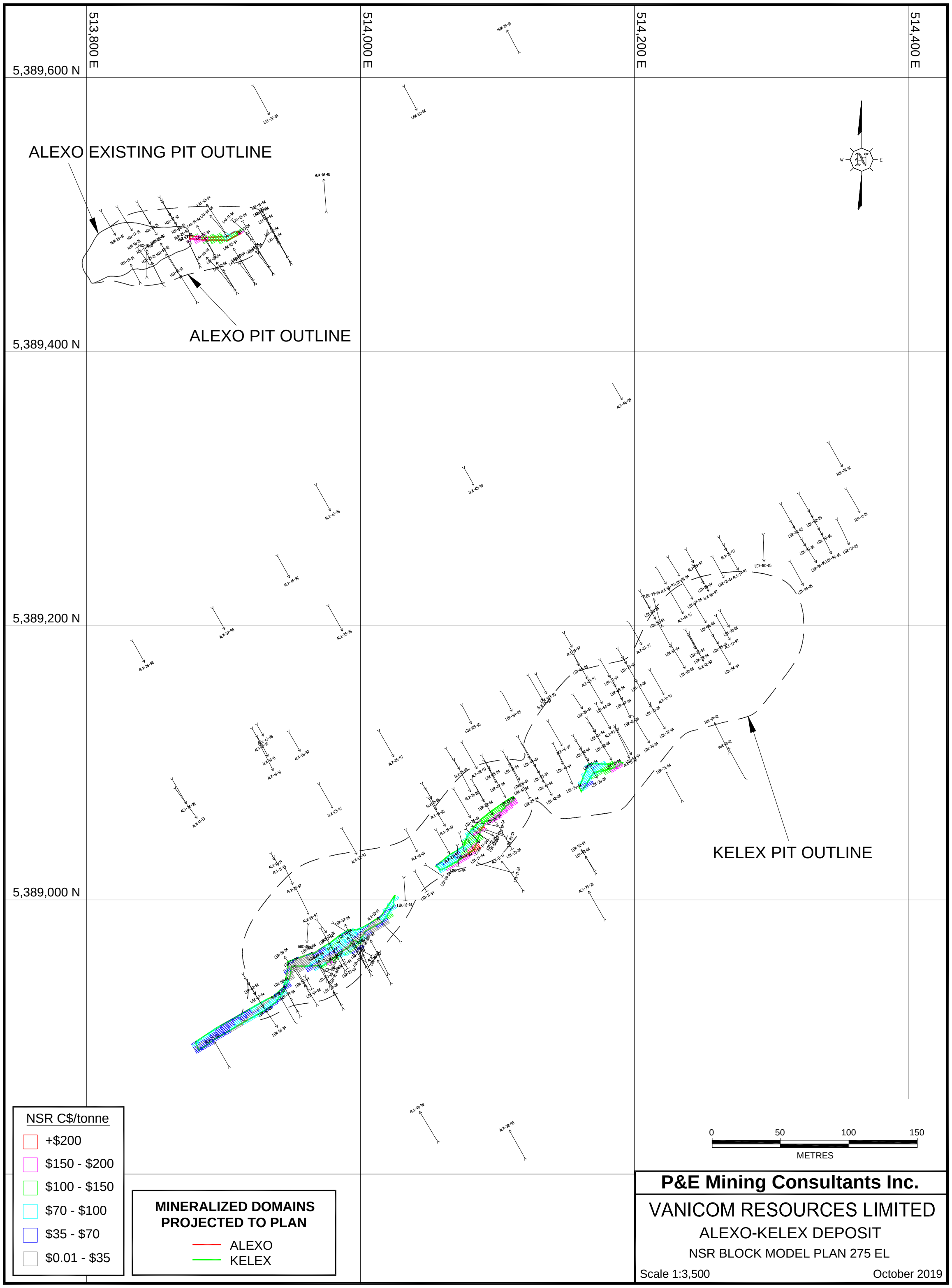
ALEXO-KELEX DEPOSIT

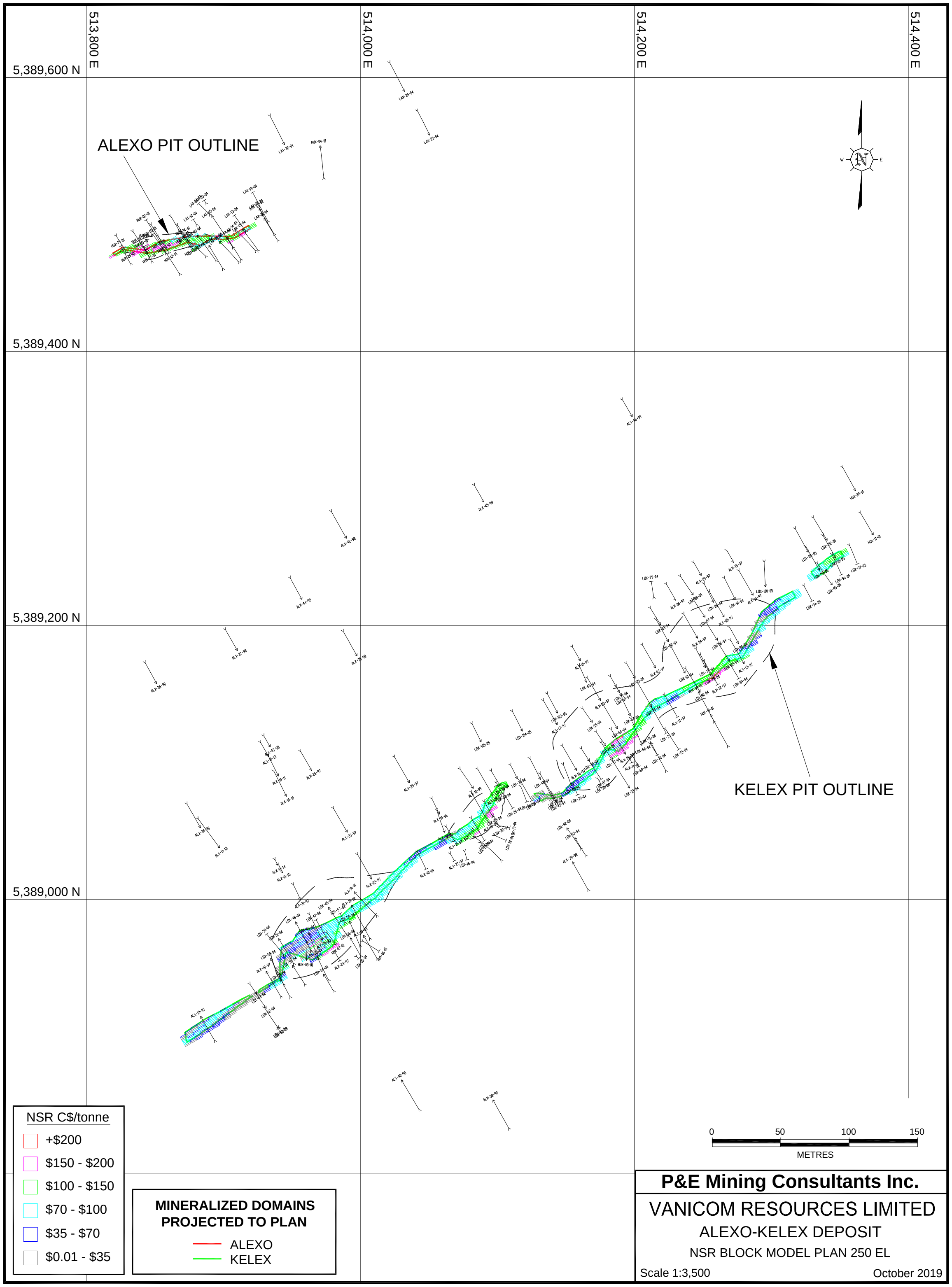
NSR BLOCK MODEL SECTION 405 NE

Scale 1:2,000 October 2019

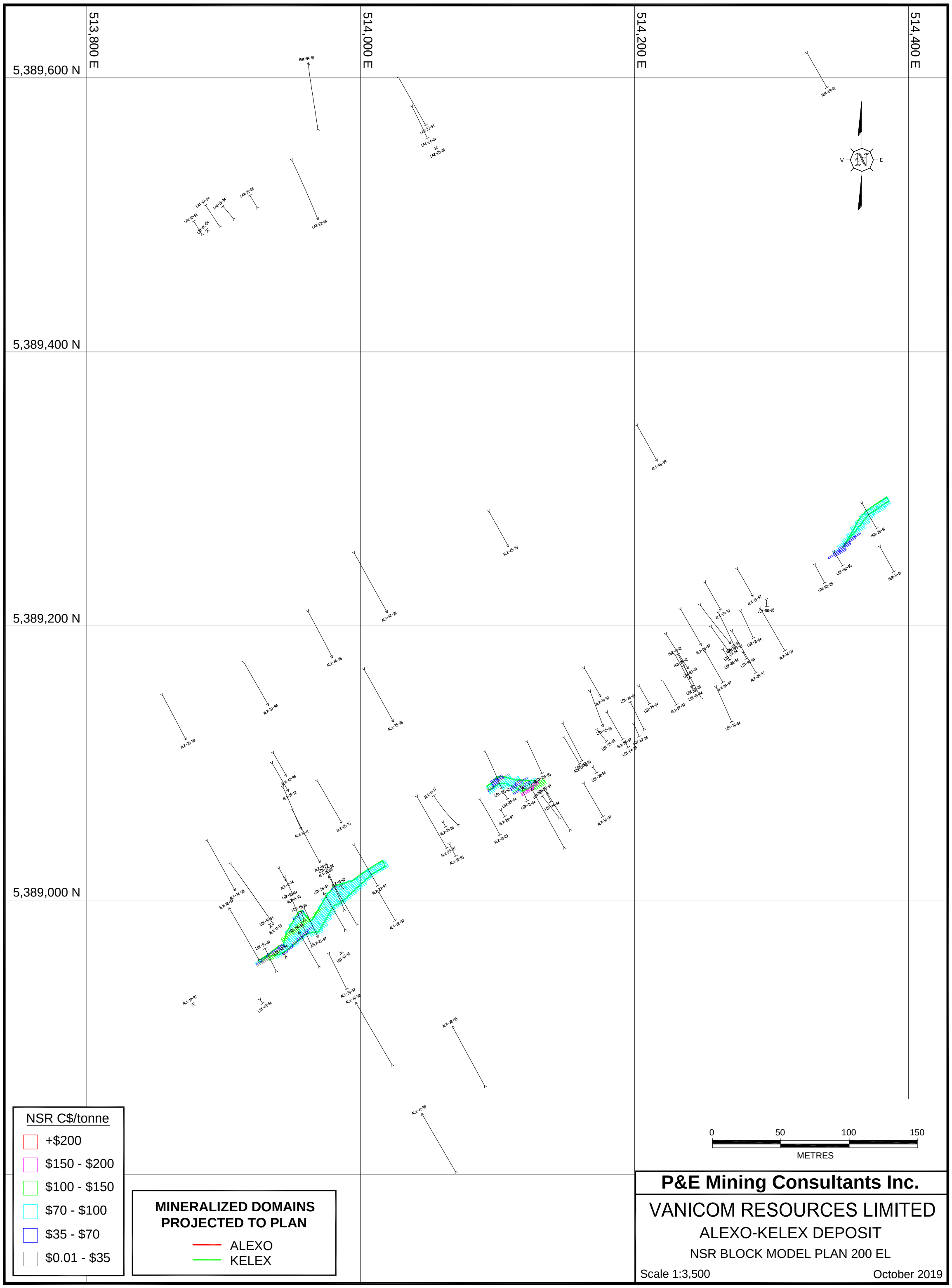

SECTION REFERENCE LINE
SURFACE
300 EL
200 EL
100 EL
0 EL
KELEX PIT OUTLINE
LDX-69-04
ALX-09-97
LDX-64-04
ALX-03-97
LDX-65-04
ALX-10-97
ALX-45-99
NSR C$/tonne
+$200
$150 - $200
$100 - $150
$70 - $100
$35 - $70
$0.01 - $35
MINERALIZED DOMAINS PROJECTED TO SECTION
ALEXO
KELEX
0
25
50
75
100
METRES
P & E Mining Consultants Inc.
VANICOM RESOURCES LIMITED
ALEXO-KELEX DEPOSIT
NSR BLOCK MODEL SECTION 510 NE
Scale 1:2,000
October 2019


SECTION REFERENCE LINE
SURFACE
300 EL
200 EL
100 EL
0 EL
KELEX PIT OUTLINE
NSR C$/tonne
+$200
$150 - $200
$100 - $150
$70 - $100
$35 - $70
$0.01 - $35
MINERALIZED DOMAINS PROJECTED TO SECTION
ALEXO
KELEX
0
25
50
75
100
METRES
P & E Mining Consultants Inc.
VANICOM RESOURCES LIMITED
ALEXO-KELEX DEPOSIT
NSR BLOCK MODEL SECTION 600 NE
Scale 1:2,000
October 2019


513,800 E
514,000 E
514,200 E
514,400 E
5,389,600 N
5,389,400 N
5,389,200 N
5,389,000 N
ALEXO EXISTING PIT OUTLINE
ALEXO PIT OUTLINE
KELEX PIT OUTLINE
N
NSR C$/tonne
+$200
$150 - $200
$100 - $150
$70 - $100
$35 - $70
$0.01 - $35
MINERALIZED DOMAINS
PROJECTED TO PLAN
ALEXO
KELEX
0
50
100
150
METRES
P&E Mining Consultants Inc.
VANICOM RESOURCES LIMITED
ALEXO-KELEX DEPOSIT
NSR BLOCK MODEL PLAN 275 EL
Scale 1:3,500
October 2019



513,800 E
514,000 E
514,200 E
514,400 E
5,389,600 N
5,389,400 N
5,389,200 N
5,389,000 N
ALEXO PIT OUTLINE
KELEX PIT OUTLINE
N
NSR C$/tonne
+$200
$150 - $200
$100 - $150
$70 - $100
$35 - $70
$0.01 - $35
MINERALIZED DOMAINS PROJECTED TO PLAN
ALEXO
KELEX
0
50
100
150
METRES
P&E Mining Consultants Inc.
VANICOM RESOURCES LIMITED
ALEXO-KELEX DEPOSIT
NSR BLOCK MODEL PLAN 250 EL
Scale 1:3,500
October 2019



P&E Mining Consultants Inc.

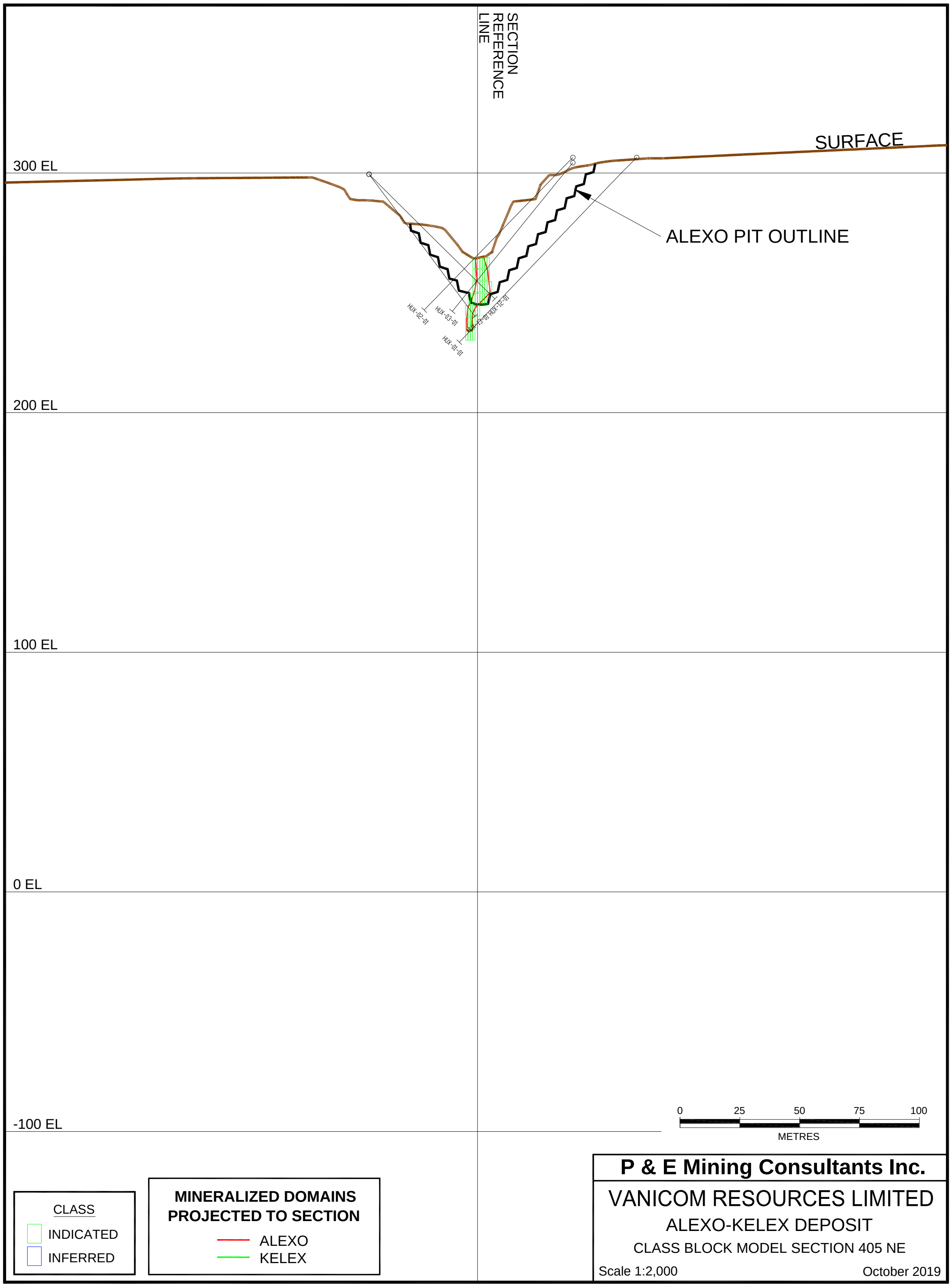
VANICOM RESOURCES LIMITED

ALEXO-KELEX DEPOSIT

NSR BLOCK MODEL PLAN 200 EL

Scale 1:3,500 October 2019

APPENDIX G – CLASSIFICATION BLOCK MODEL CROSS SECTIONS AND PLANS FOR ALEXO-DUNDONALD PROJECT



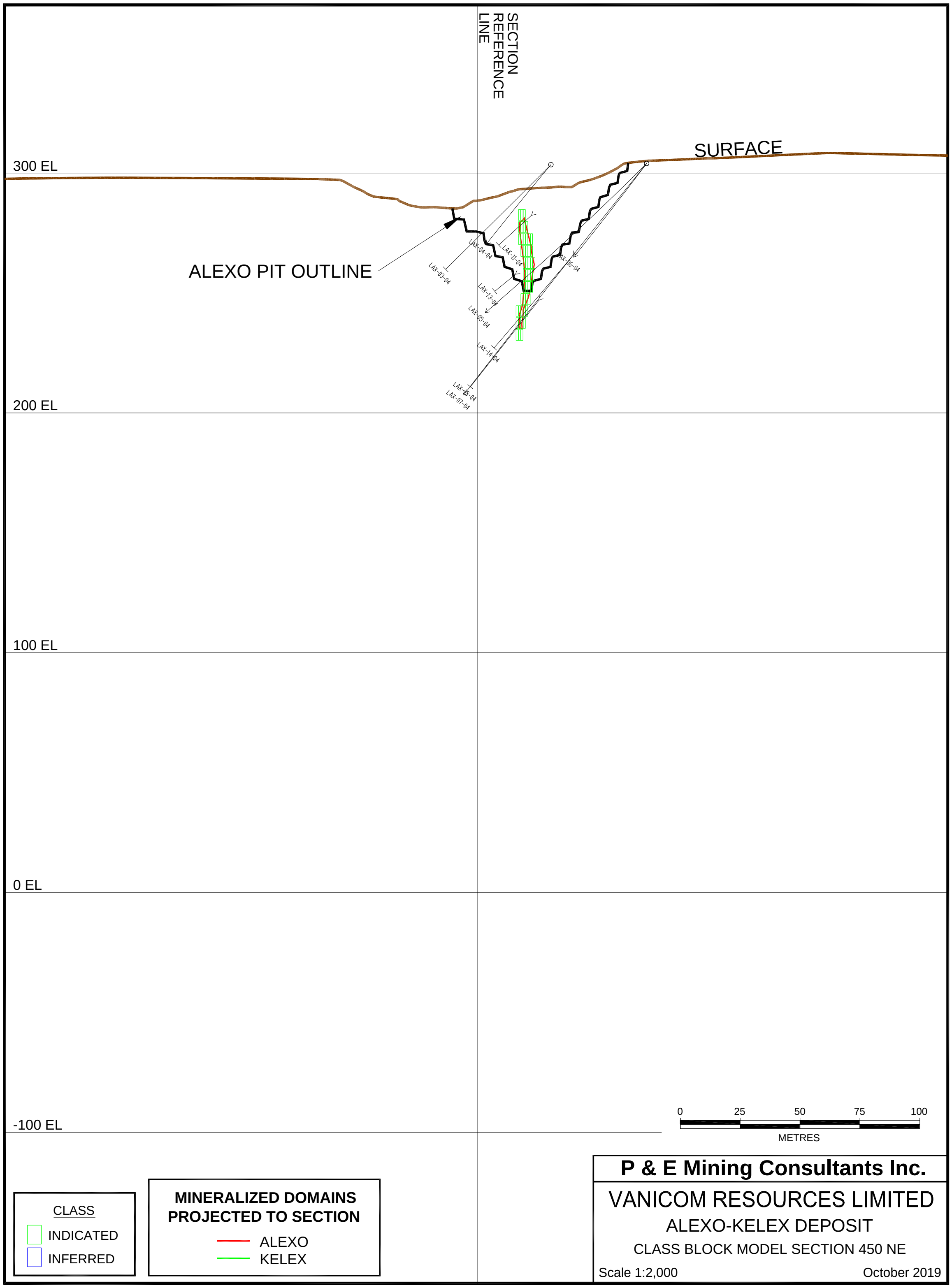
P & E Mining Consultants Inc.

VANICOM RESOURCES LIMITED

ALEXO-KELEX DEPOSIT

CLASS BLOCK MODEL SECTION 405 NE

Scale 1:2,000 October 2019



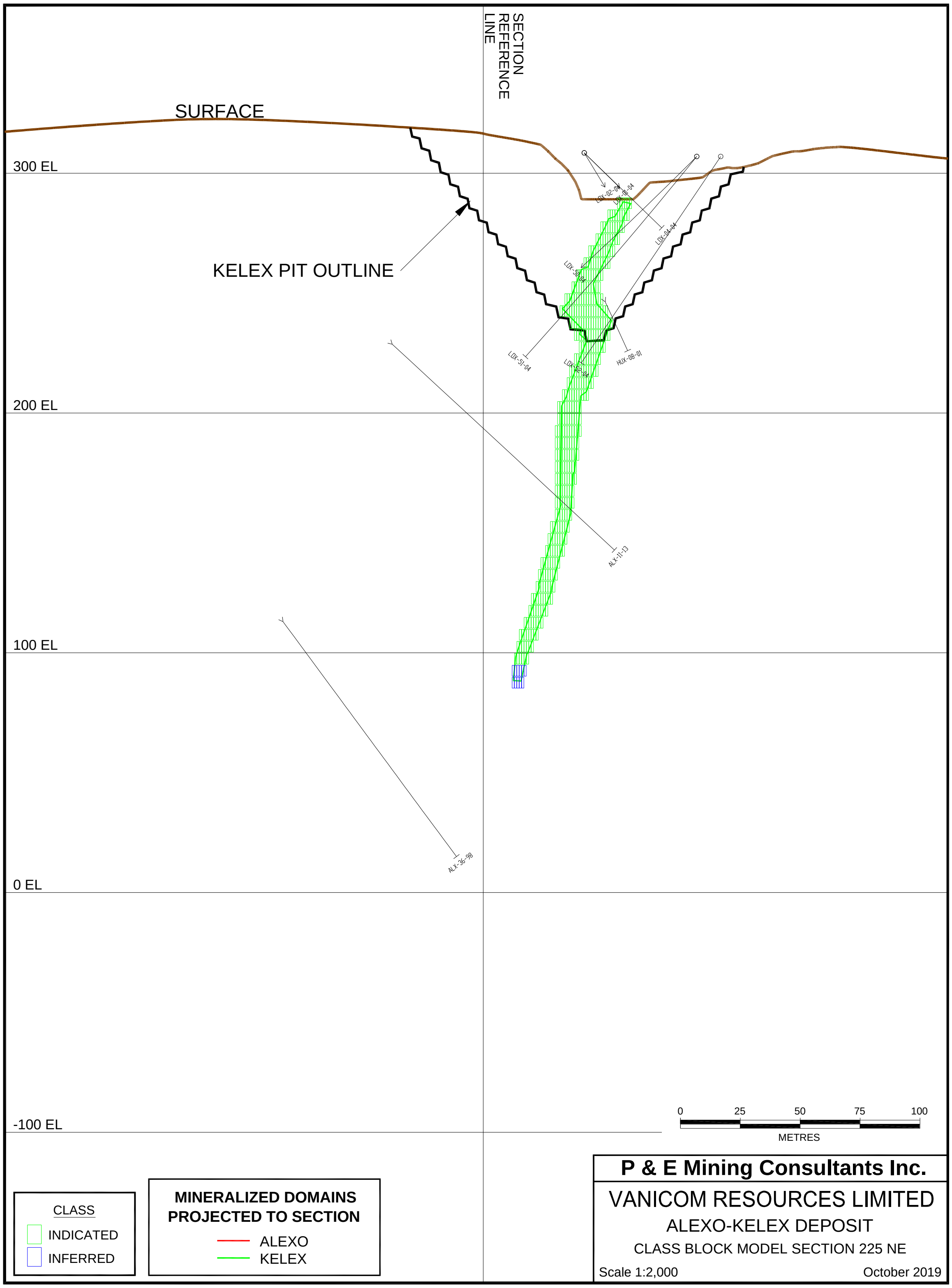
P & E Mining Consultants Inc.

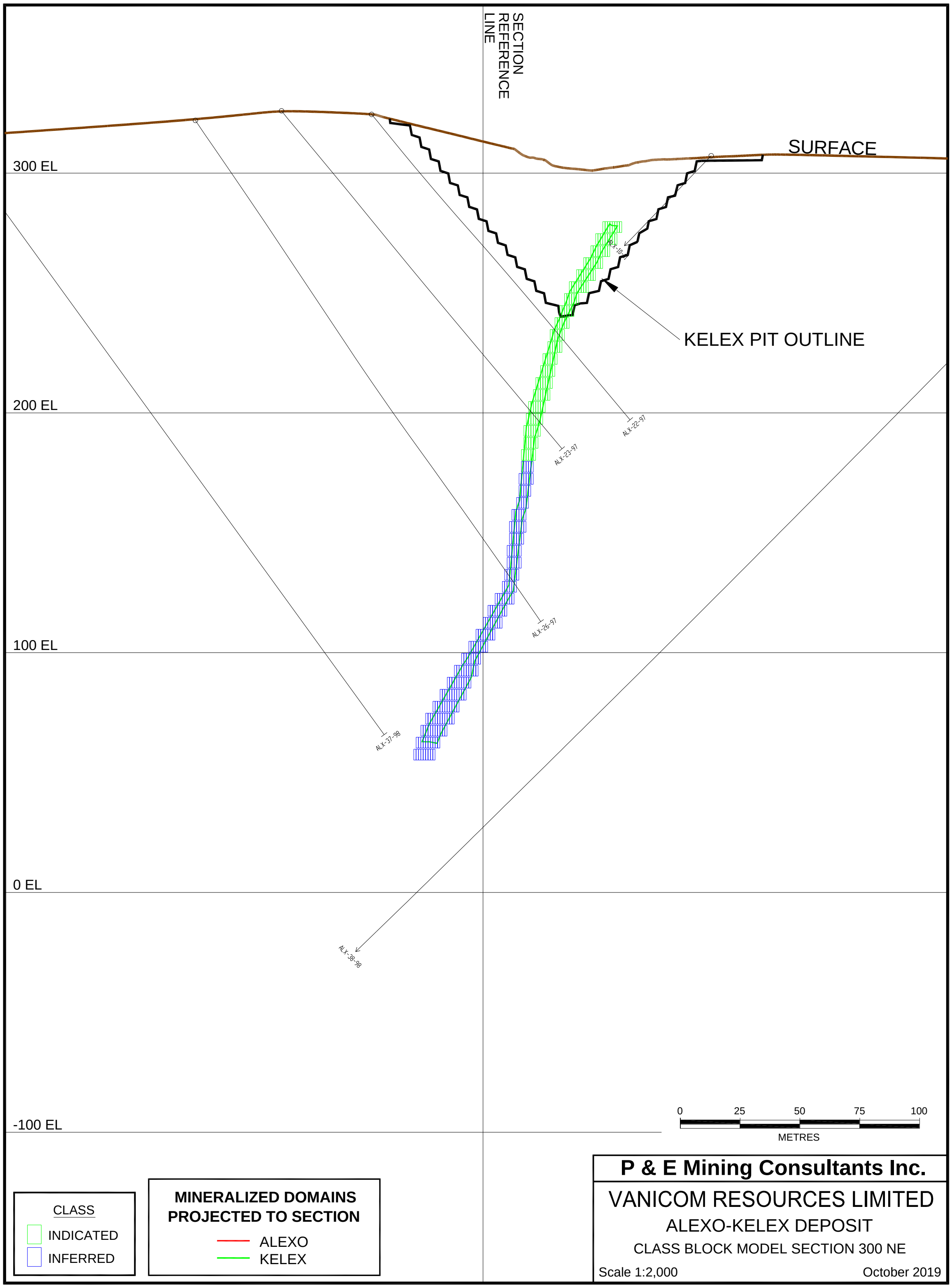
VANICOM RESOURCES LIMITED

ALEXO-KELEX DEPOSIT

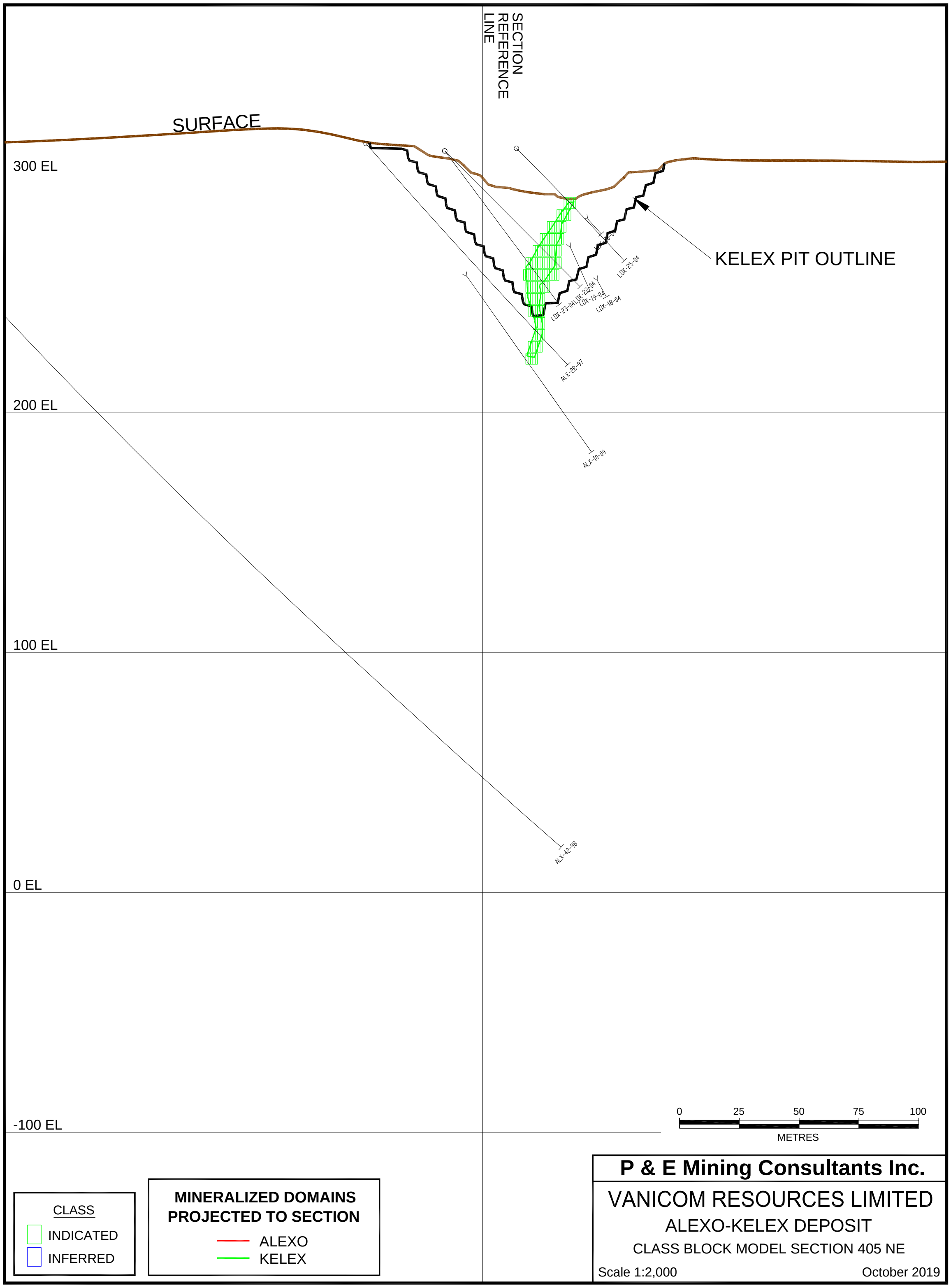
CLASS BLOCK MODEL SECTION 450 NE

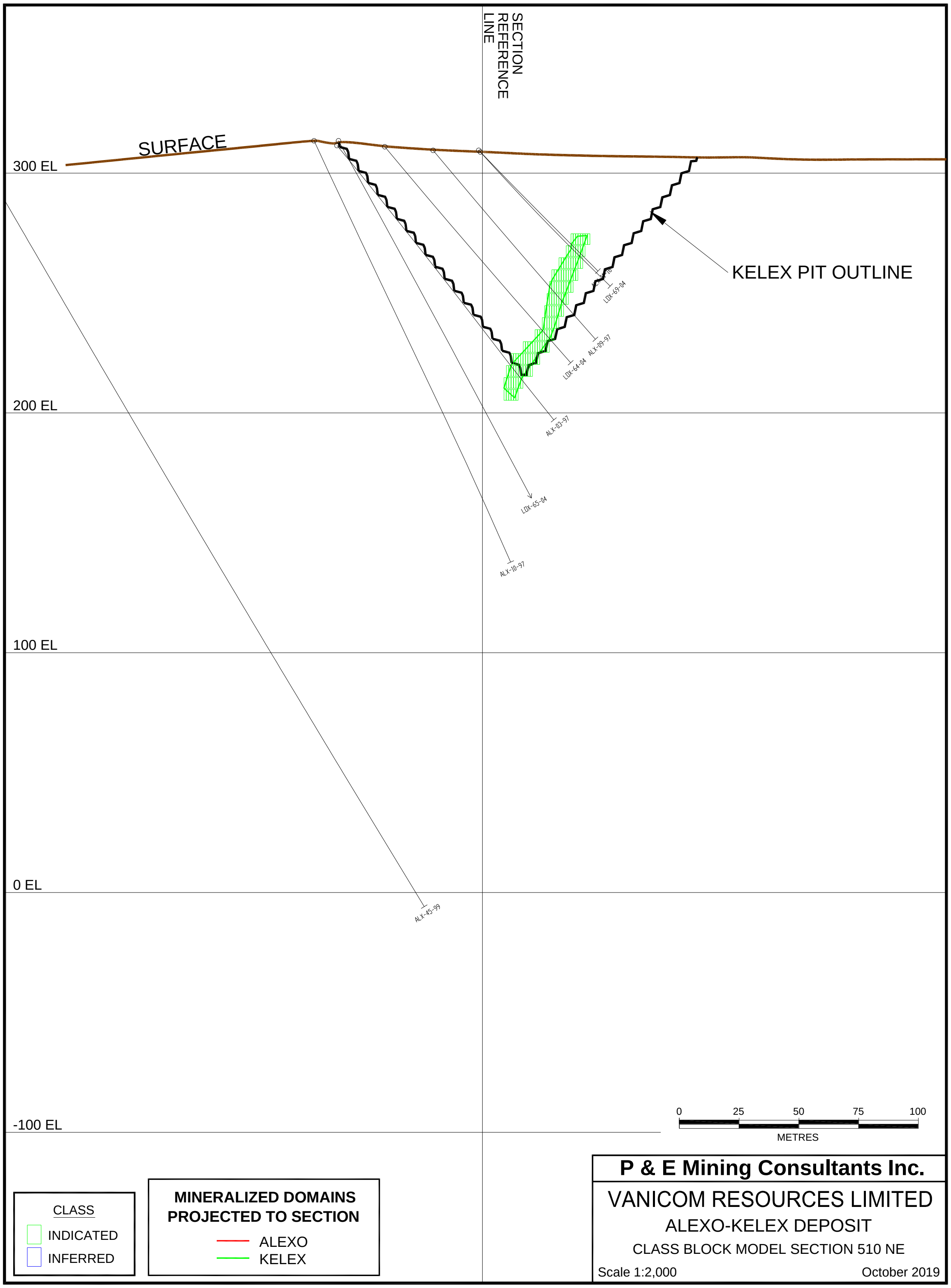
Scale 1:2,000 October 2019

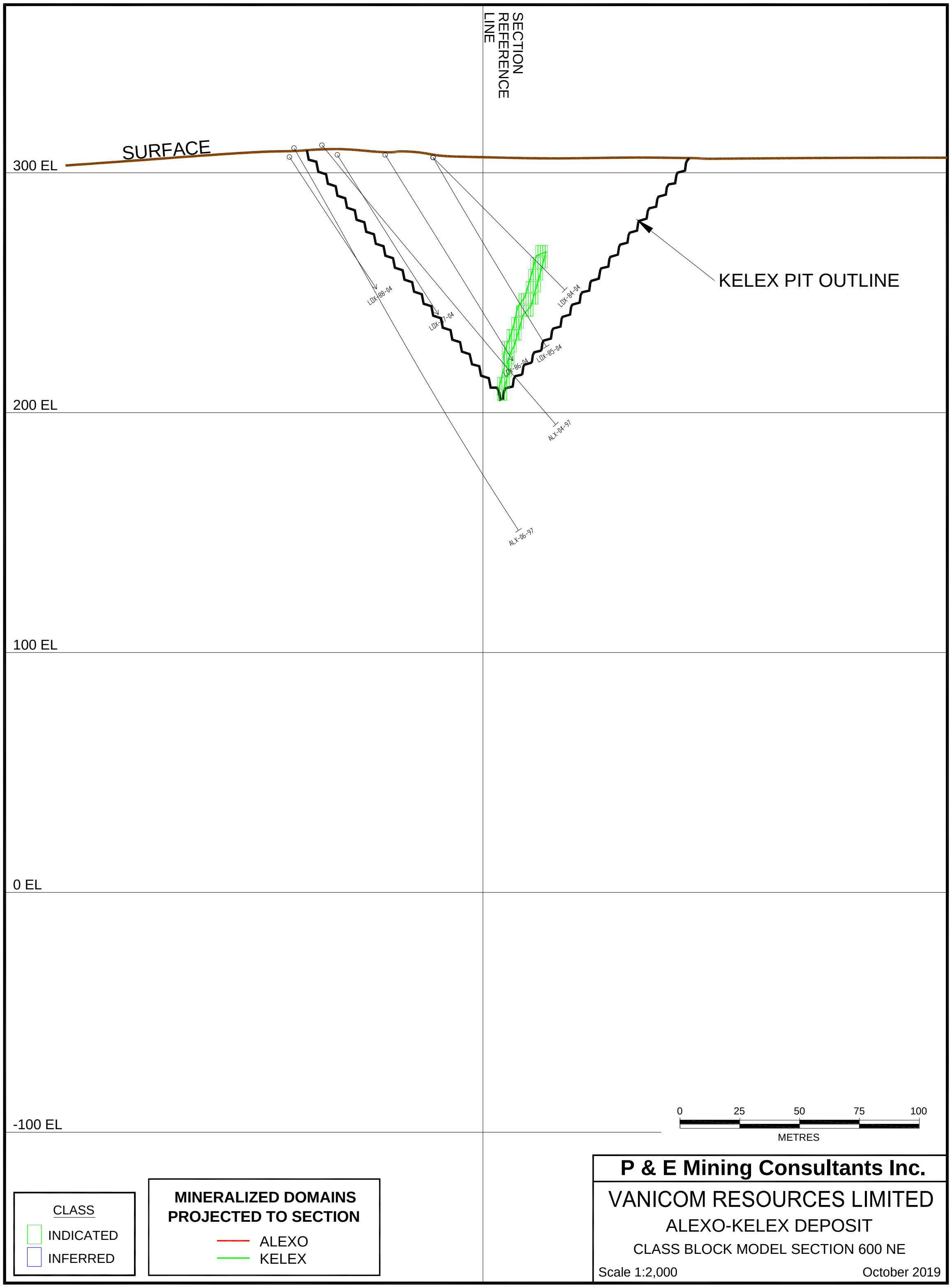

SECTION REFERENCE LINE
SURFACE
300 EL
KELEX PIT OUTLINE
200 EL
100 EL
0 EL
-100 EL
0
25
50
75
100
METRES
CLASS
INDICATED
INFERRED
MINERALIZED DOMAINS PROJECTED TO SECTION
ALEXO
KELEX
P & E Mining Consultants Inc.
VANICOM RESOURCES LIMITED
ALEXO-KELEX DEPOSIT
CLASS BLOCK MODEL SECTION 225 NE
Scale 1:2,000
October 2019



SECTION REFERENCE LINE
SURFACE
300 EL
200 EL
100 EL
0 EL
-100 EL
KELEX PIT OUTLINE
ALX-22-97
ALX-23-97
ALX-26-97
ALX-37-98
ALX-38-98
0
25
50
75
100
METRES
CLASS
INDICATED
INFERRED
MINERALIZED DOMAINS PROJECTED TO SECTION
ALEXO
KELEX
P & E Mining Consultants Inc.
VANICOM RESOURCES LIMITED
ALEXO-KELEX DEPOSIT
CLASS BLOCK MODEL SECTION 300 NE
Scale 1:2,000
October 2019


SECTION REFERENCE LINE
SURFACE
300 EL
200 EL
100 EL
0 EL
-100 EL
KELEX PIT OUTLINE
ALX-28-97
ALX-18-09
ALX-42-98
LDX-25-04
LDX-18-04
0
25
50
75
100
METRES
CLASS
INDICATED
INFERRED
MINERALIZED DOMAINS PROJECTED TO SECTION
ALEXO
KELEX
P & E Mining Consultants Inc.
VANICOM RESOURCES LIMITED
ALEXO-KELEX DEPOSIT
CLASS BLOCK MODEL SECTION 405 NE
Scale 1:2,000
October 2019


SECTION REFERENCE LINE
SURFACE
300 EL
200 EL
100 EL
0 EL
-100 EL
KELEX PIT OUTLINE
LDX-69-04
ALX-09-97
LDX-64-04
ALX-03-97
LDX-65-04
ALX-10-97
ALX-45-99
0
25
50
75
100
METRES
CLASS
INDICATED
INFERRED
MINERALIZED DOMAINS PROJECTED TO SECTION
ALEXO
KELEX
P & E Mining Consultants Inc.
VANICOM RESOURCES LIMITED
ALEXO-KELEX DEPOSIT
CLASS BLOCK MODEL SECTION 510 NE
Scale 1:2,000
October 2019



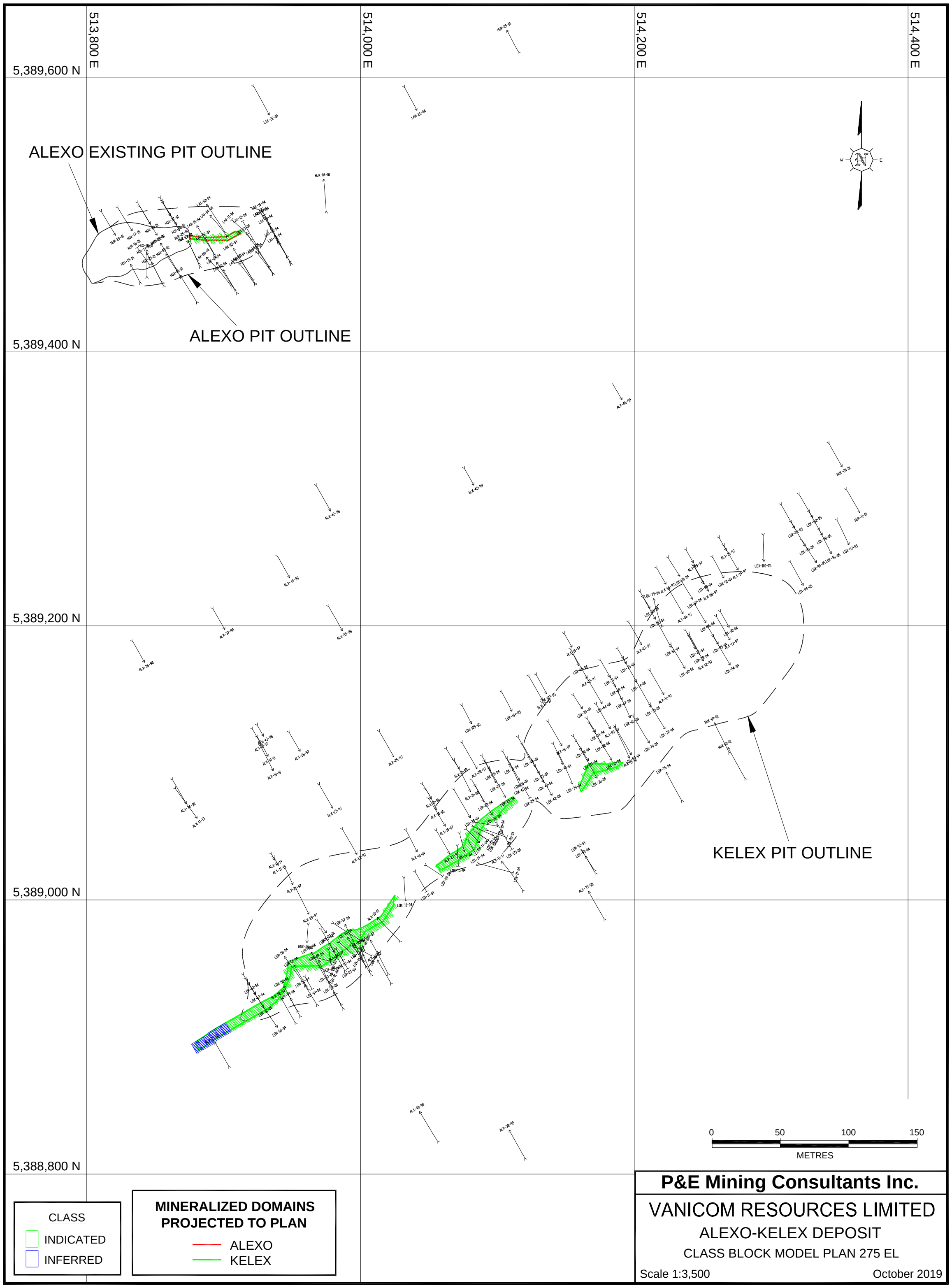
P & E Mining Consultants Inc.

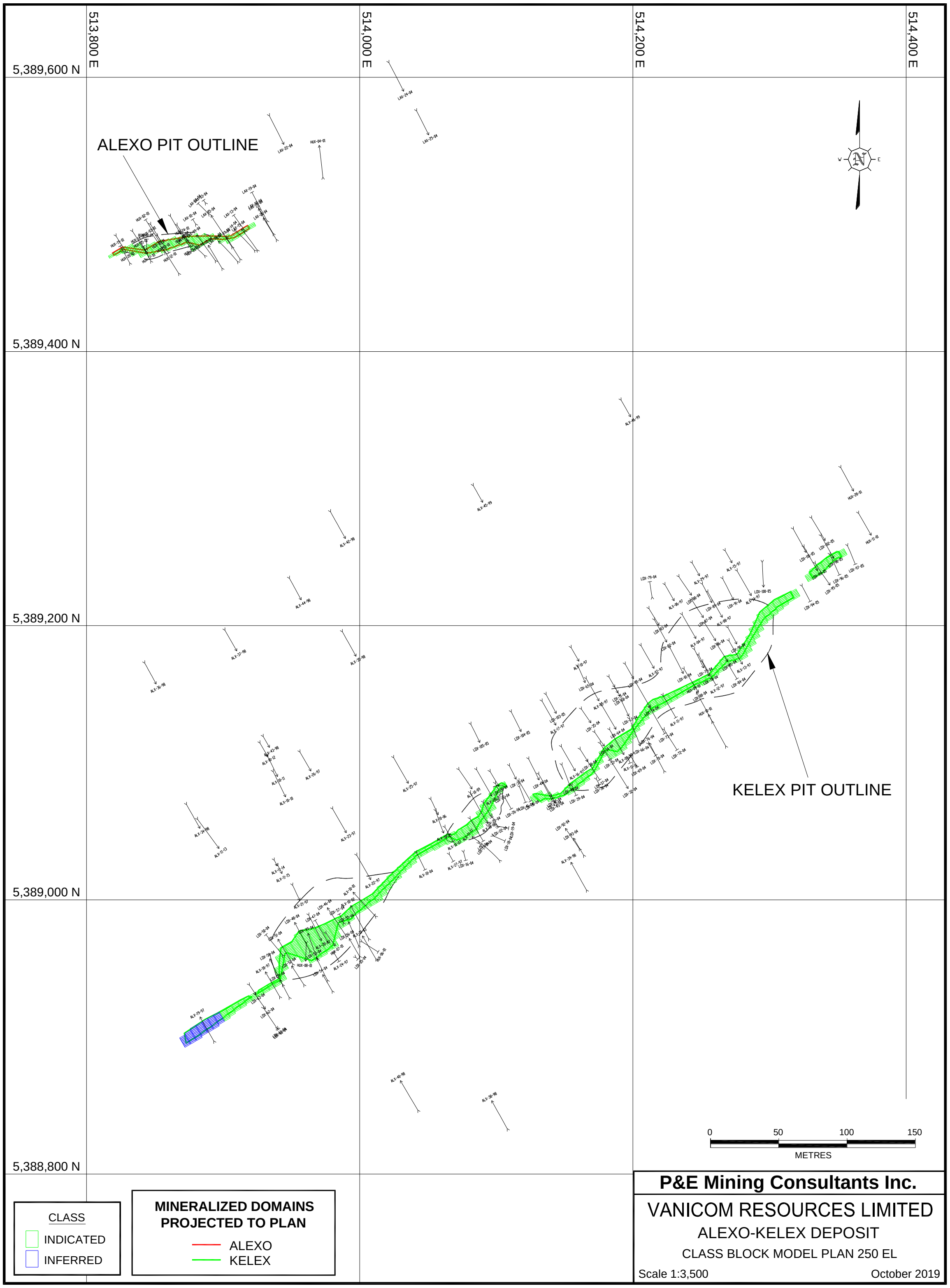
VANICOM RESOURCES LIMITED

ALEXO-KELEX DEPOSIT

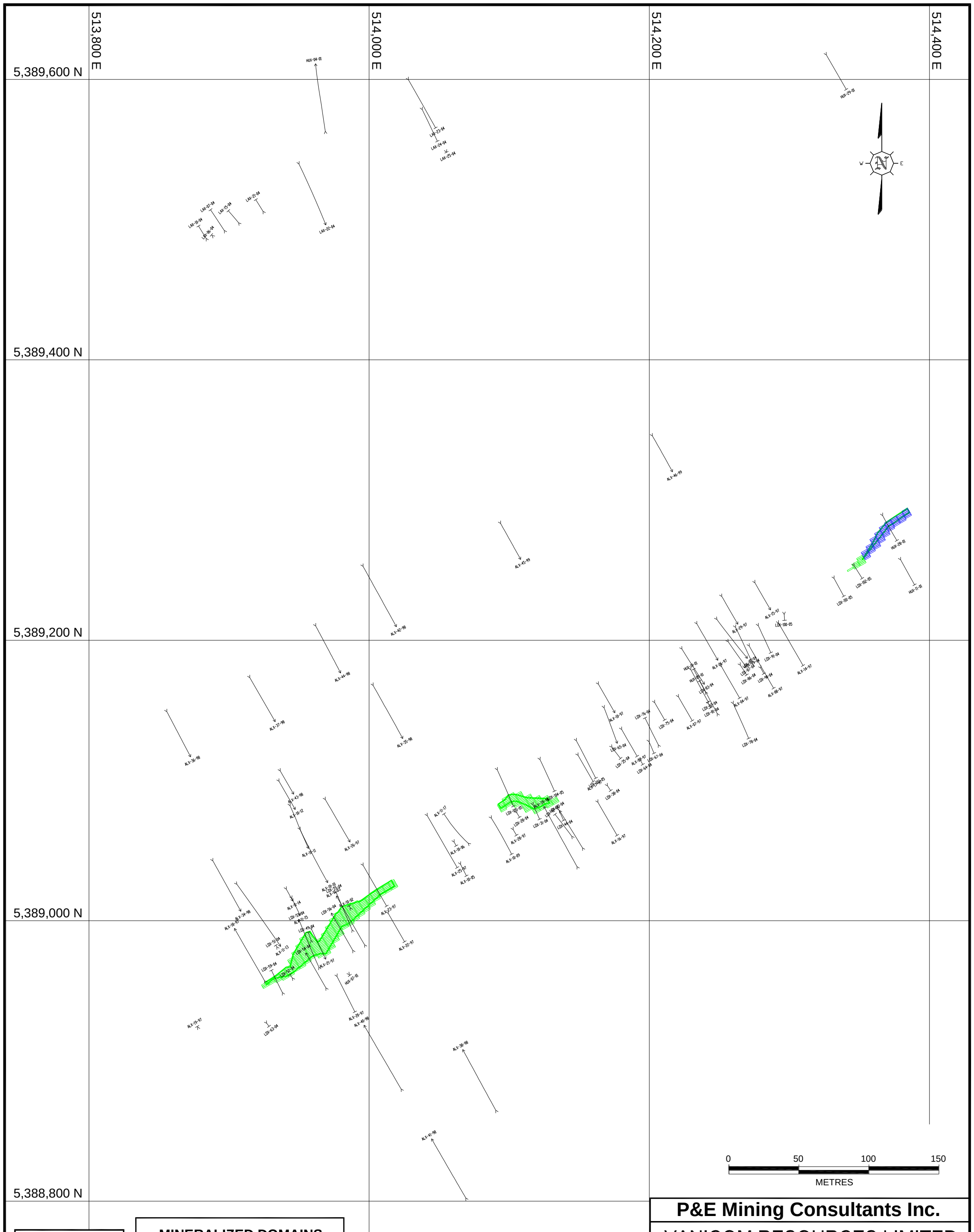
CLASS BLOCK MODEL SECTION 600 NE

Scale 1:2,000 October 2019


513,800 E
514,000 E
514,200 E
514,400 E
5,389,600 N
5,389,400 N
5,389,200 N
5,389,000 N
5,388,800 N
ALEXO EXISTING PIT OUTLINE
ALEXO PIT OUTLINE
KELEX PIT OUTLINE
0
50
100
150
METRES
CLASS
INDICATED
INFERRED
MINERALIZED DOMAINS
PROJECTED TO PLAN
ALEXO
KELEX
P&E Mining Consultants Inc.
VANICOM RESOURCES LIMITED
ALEXO-KELEX DEPOSIT
CLASS BLOCK MODEL PLAN 275 EL
Scale 1:3,500
October 2019



513,800 E
514,000 E
514,200 E
514,400 E
5,389,600 N
5,389,400 N
5,389,200 N
5,389,000 N
5,388,800 N
ALEXO PIT OUTLINE
KELEX PIT OUTLINE
0
50
100
150
METRES
CLASS
INDICATED
INFERRED
MINERALIZED DOMAINS PROJECTED TO PLAN
ALEXO
KELEX
P&E Mining Consultants Inc.
VANICOM RESOURCES LIMITED
ALEXO-KELEX DEPOSIT
CLASS BLOCK MODEL PLAN 250 EL
Scale 1:3,500
October 2019



P&E Mining Consultants Inc.

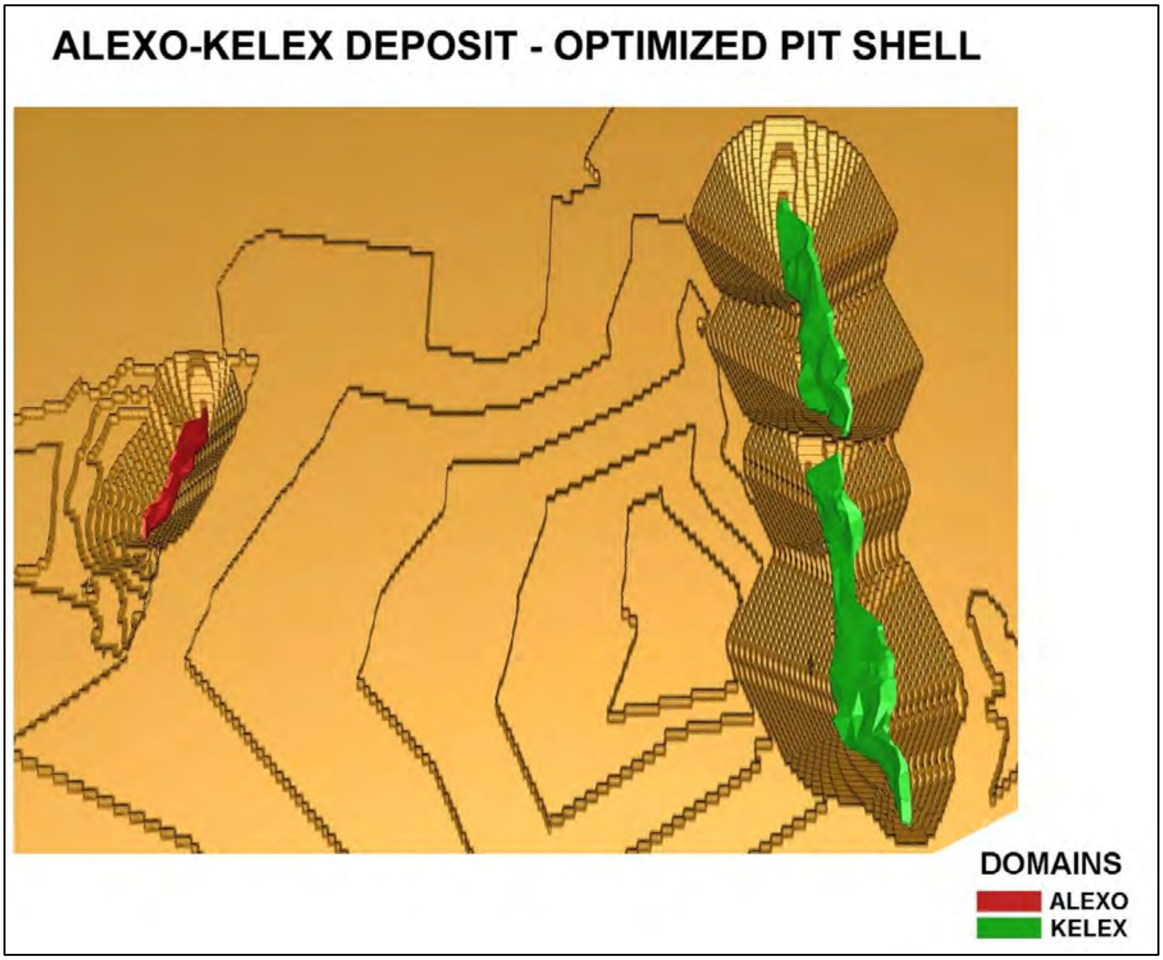
VANICOM RESOURCES LIMITED

ALEXO-KELEX DEPOSIT

CLASS BLOCK MODEL PLAN 200 EL

Scale 1:3,500 October 2019

APPENDIX H – OPTIMIZED PIT SHELL FOR ALEXO-KELEX PROPERTY



CERTIFICATE OF CLASS 1 NICKEL AND TECHNOLOGIES LIMITED

Pursuant to a resolution duly passed by its board of directors, Class 1 Nickel and Technologies Limited hereby applies for the listing of the above-mentioned securities on CSE. The foregoing contains full, true and plain disclosure of all material information relating to Class 1 Nickel and Technologies Limited. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Toronto, this 14th day of August, 2020.

(signed) "Benjamin Cooper" Benjamin Cooper President and Chief Executive Officer	*(signed) "Aamer Siddiqui"* Aamer Siddiqui Chief Financial Officer
(signed) "David Crevier" David Crevier Director	*(signed) "Mathew Gilbertson"* Mathew Gilbertson Director
(signed) "David Fitch" David Fitch Promoter	*(signed) "Benjamin Cooper"* Benjamin Cooper Promoter