



INFORMATION CIRCULAR

FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 8, 2015

This information is given as of November 6, 2015 unless otherwise noted.

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of **EXPEDITION MINING INC.** (the “Company”) for use at the Annual and Special Meeting (the “Meeting”) of the shareholders of the Company, to be held on **December 8, 2015** at the time and location and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

All dollar amounts referenced herein are Canadian Dollars unless otherwise specified.

PERSONS OR COMPANIES MAKING THE SOLICITATION

The enclosed form of Proxy is solicited by Management. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders’ nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the Proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company. None of the directors of the Company have advised that they intend to oppose any action intended to be taken by Management as set forth in this Information Circular.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying form of Proxy are directors or officers of the Company. **A shareholder has the right to appoint a person to attend and act for him on his behalf at the Meeting other than the persons named in the enclosed form of Proxy. To exercise this right, a shareholder shall strike out the names of the persons named in the Proxy and insert the name of his nominee in the blank space provided, or complete another Proxy. The completed Proxy should be deposited with the Company’s Registrar and Transfer Agent, Computershare Investor Services Inc., 3rd Floor, 510 Burrard Street, Vancouver, B.C. V6C 3B9 at least 48 hours before the time of the Meeting or any adjournment thereof, excluding Saturdays and holidays.**

The Proxy must be dated and be signed by the shareholder or by his attorney in writing, or if the shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer.

In addition to revocation in any other manner permitted by law, a shareholder may revoke a Proxy either by (a) signing a Proxy bearing a later date and depositing it at the place and within the time aforesaid, or (b) signing and dating a written notice of revocation (in the same manner as the Proxy is required to be executed as set out in the notes to the Proxy) and either depositing it at the place and within the time aforesaid or with the Chairman of the Meeting on the day of the Meeting or on the day of

any adjournment thereof, or (c) registering with the scrutineer at the Meeting as a shareholder present in person, whereupon such Proxy shall be deemed to have been revoked.

NON-REGISTERED HOLDERS OF COMPANY'S SHARES

Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders because the common shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the common shares. More particularly, a person is not a Registered Shareholder in respect of common shares which are held on behalf of that person (the "Non-Registered Holder") but which are registered either: (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the common shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency of which the Intermediary is a participant. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration for the Canadian Depository for Securities, which company acts as nominee for many Canadian brokerage firms).

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as "NOBO's". Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as "OBO's".

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has elected to send the Notice of Meeting, this Information Circular and the Proxy (collectively, the "Meeting Materials") directly to the NOBO's, and indirectly through Intermediaries to the OBO's. The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each OBO, unless the OBO has waived the right to receive them.

Meeting Materials sent to Non-Registered Holders who have not waived the right to receive Meeting Materials are accompanied by a request for voting instructions (a "VIF"). This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it a Non-Registered Holder is able to instruct the Registered Shareholder how to vote on behalf of the Non-Registered Shareholder. VIF's, whether provided by the Company or by an Intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the common shares which they beneficially own. Should a Non-Registered Holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the Non-Registered Holder may request a legal proxy as set forth in the VIF, which will grant the Non-Registered Holder or his/her nominee the right to attend and vote at the Meeting. **Non-Registered Holders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.**

All references to shareholders in this Information Circular and the accompanying form of Proxy and Notice of Meeting are to registered shareholders unless specifically stated otherwise.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed form of Proxy will vote the shares in respect of which they are appointed and, where directions are given by the shareholder in respect of voting for or against any resolution will do so in accordance with such direction.

In the absence of any direction in the Proxy, it is intended that such shares will be voted in favour of the motions proposed to be made at the Meeting as stated under the headings in this Information Circular.

The form of Proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to any matters, which may properly be brought before the Meeting. At the time of printing of this Information Circular, Management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters, which are not now known to the Management, should properly come before the Meeting, the Proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Information Circular, none of the directors or senior officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or senior officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, save and except for those matters pertaining to incentive stock options.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value. On November 6, 2015 (the "Record Date"), 3,889,113 common shares were issued and outstanding, each common share carrying the right to one vote. At a general meeting of the Company, on a show of hands, every common shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each common share of which he is the holder.

Only shareholders of record on the close of business on the Record Date who either personally attend the Meeting or who complete and deliver a Proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to have his or her shares voted at the Meeting or any adjournment thereof.

To the knowledge of the directors and senior officers of the Company, no persons or company beneficially owns, directly or indirectly or exercises control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding common shares of the Company.

The above information was provided by management of the Company and the Company's registrar and transfer agent as of the Record Date.

VOTES NECESSARY TO PASS RESOLUTIONS

Under the Company's Articles, the quorum for the transaction of business at a meeting of shareholders is one person who is, or who represents by proxy, one or more shareholders who, in the aggregate, hold at least 5% of the issued common shares entitled to be voted at the Meeting. A simple majority of the votes of those shareholders who are present and vote either in person or by proxy at the Meeting is required in order to pass an ordinary resolution. A majority of at least two-thirds of the votes of those shareholders who are present and vote either in person or by proxy at the Meeting is required to pass a special resolution.

GENERAL MATTERS

The information prepared herein is with respect to the Company's year ended September 30, 2014; and includes subsequent events to and until the Record Date of this Meeting.

Effective June 23, 2014, while the Company's shares were still listed and posted for trading on the TSX Venture Exchange, the Company consolidated its issued and outstanding share capital on the basis of one post-consolidated share for every five pre-consolidated common shares.

On May 29, 2015, the Company delisted its shares from trading on the TSX Venture Exchange, and transferred to the Canadian Securities Exchange (“CSE”) where the Company’s shares resumed trading effective June 1, 2015 under the trading symbol “EXU”. Effective June 17, 2015 the Company completed a consolidation of its issued and outstanding share capital on the basis of one post-consolidated common share for each three pre-consolidated common shares held.

STATEMENT OF EXECUTIVE COMPENSATION

In this section “Named Executive Officers” mean (a) the Chief Executive Officer (or an individual who acted in a similar capacity), (b) the Chief Financial Officer (or an individual who acted in a similar capacity), (c) the Company’s other most highly compensated executive officer, whose total compensation exceeded \$150,000, 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. As of the fiscal year ended September 30, 2014, the Company had two Named Executive Officers (“NEOs”), namely: Ronald Atlas, Chief Executive Officer (“CEO”), and Jorge Avelino, the Chief Financial Officer (“CFO”) of the Company.

All dollar amounts referenced herein are in Canadian dollars unless otherwise specified.

Oversight and Description of Director and Named Executive Officer Compensation

As at the fiscal year ended September 30, 2014, the Company’s board of directors did not have an executive committee or compensation committee of its Board. The compensation paid by the Company to its NEOs is determined by the Board. The Board evaluates the performance of the NEOs, reviews the Company’s cash position and general public market conditions, establishes executive and senior officer compensation and determines the general compensation structure, policies and programs of the Company. The Board recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives, as well as align the compensation level of each executive to that executive’s level of responsibility; bearing in mind the very limited cash reserves of the Company. In general, a NEO’s compensation is comprised of (i) base salary; (ii) option based awards; and (iii) bonus.

The Company’s Compensation and Corporate Governance Committee is currently comprised of Steven Chan (Chairman), William Galine and Robert Lunde.

The Company’s compensation philosophy for executive officers follows three underlying principles:

- (a) to provide compensation packages that encourage and motivate performance;
- (b) to be competitive with other companies of similar size and scope of operations so as to attract and retain talented executives; and
- (c) to align the interests of its executive officers with the long-term interests of the Company and its shareholders through stock related programs.

When determining compensation policies and individual compensation levels for the Company’s executive officers, the Company takes into consideration a variety of factors, including the overall financial and operating performance of the Company, and the Board’s overall assessment of:

- (a) each executive officer’s individual performance and contribution towards meeting corporate objectives;
- (b) each executive officer’s level of responsibility,
- (c) each executive officer’s length of service; and
- (d) industry comparables.

In keeping with the Company's philosophy to link senior executive compensation to corporate performance and to motivate senior executives to achieve exceptional levels of performance, the Company has adopted a model that includes both base salary or consulting fees and "at-risk" compensation, comprised of participation in the Company's Stock Option Plan, as described below. In addition, the Company may award performance bonuses based on executives meeting short-term performance milestones.

Base Salary – Fees

Base salary and consulting fee levels reflect the fixed component of pay that compensates executives for fulfilling their roles and responsibilities and assists in the attraction and retention of highly qualified executives. Base salaries are reviewed annually to ensure they reflect each respective executive's performance and experience in fulfilling his or her role and to ensure executive retention. Currently base salaries and consulting fees are set at below industry standard levels to make more capital available for development of the Company's business. Compensation is made up with the provision of stock options (see below for description). Salary and consulting fee levels will be reviewed and revised as the Company grows.

Stock Options

Performance-based incentives are granted by way of stock options. The awards are intended to align executive interests with those of shareholders by tying compensation to share performance and to assist in retention through vesting provisions. Grants of stock options are based on:

- (a) the executive's performance;
- (b) the executive's level of responsibility within the Company;
- (c) the number and exercise price of options previously issued to the executive;
- (d) the difference between the executive's salary and that paid by comparable companies; and
- (e) the overall aggregate total compensation package provided to the executive. A Black-Scholes valuation is used to determine the value of any long-term options allocated.

Options are typically granted on an annual basis in connection with the review of executives' compensation packages. Options may also be granted to executives upon hire or promotion and as special recognition for extraordinary performance.

Chief Executive Officer Compensation

The components of Chief Executive Officer compensation are the same as those which apply to the other senior executive officers of the Company, namely base salary or consulting fees, stock option incentives and discretionary performance bonuses (which are subject to targets being achieved). In setting the recommended salary or consulting fees of the Chief Executive Officer, the Company takes into consideration the salaries or fees paid to other chief executive officers in similar industries and in the public company sector, as described above under the heading "Compensation Discussion and Analysis". In setting the salary or fees, performance bonus and long-term incentives for the Chief Executive Officer, the Company evaluates the performance of the Chief Executive Officer in light of his impact on the achievement of the Company's goals and objectives.

Director and NEO Compensation, Excluding Compensation Securities

The following table sets forth all annual and long-term compensation for services paid to or earned by the NEOs and the directors for the two fiscal years ended September 30, 2014 and 2013:

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer, commission (\$)	Option based awards (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Ronald Atlas <i>Former CEO</i> <i>(until Feb. 2015)</i>	2014	133,191 ²	1,098	nil	nil	nil	134,289
	2013	124,655 ²	8,725	nil	nil	nil	133,380
Jorge Avelino <i>CFO</i>	2014	61,355 ³	549	nil	nil	nil	61,904
	2013	65,875 ³	4,363	nil	nil	nil	70,238
William Galine <i>Director</i> ¹ <i>(since Sept. 2014)</i>	2014	78,000	1,098	nil	nil	nil	79,098
	2013	78,000	8,725	nil	nil	nil	86,725
Steven Chan <i>Director</i>	2014	6,000	1,098	nil	nil	nil	7,098
	2013	6,000	8,725	nil	nil	nil	14,725
Corry Silbernagel <i>Director</i> <i>(until Sept. 2014)</i>	2014	5,750	1,098	nil	nil	nil	6,848
	2013	6,000	8,725	nil	nil	nil	14,725
John Watt <i>Director</i> <i>(until June 2014)</i>	2014	4,000	1,098	nil	nil	nil	5,098
	2013	6,000	5,615	nil	nil	nil	11,615
James Chapman <i>Director</i> <i>(until Jan. 2015)</i>	2014	35,300	1,098	nil	nil	nil	36,398
	2013	47,050	5,615	nil	nil	nil	53,465

- 1 Mr. Galine became a director in September 2014; and became CEO and President in February 2015 upon the passing of Mr. Atlas. Previously, Mr. Galine was Vice-President. The compensation disclosure pertaining to Mr. Galine includes his compensation received in fiscal 2013 and 2014 in his capacity as Vice-President.
- 2 Paid to a private consulting company which was wholly owned by Mr. Atlas.
- 3 Paid to a private company that provides financial and accounting services to the Company, of which Mr. Avelino is an employee and managing partner.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to each NEO and directors by the Company in the financial year ended September 30, 2014 for services provided or to be provided, directly or indirectly, to the Company:

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Ronald Atlas <i>Former CEO</i> <i>(until Feb. 2015)</i>	Stock options	6,667	07/23/14	\$0.165	\$0.18	\$0.16	02/14/16 ¹
William Galine <i>Director</i> <i>(since Sept. 2014)</i>	Stock options	6,667	07/23/14	\$0.165	\$0.18	\$0.16	07/23/19
Jorge Avelino <i>CFO</i>	Stock options	3,333	07/23/14	\$0.165	\$0.18	\$0.16	07/23/19
Steven Chan <i>Director</i>	Stock Options	6,667	07/23/14	\$0.165	\$0.18	\$0.16	07/23/19
Corry Silbernagel <i>Director</i> <i>(until Sept. 2014)</i>	Stock options	6,667	07/23/14	\$0.165	\$0.18	\$0.16	09/30/15 ²
John Watt <i>Director</i> <i>(until June 2014)</i>	Stock options	Nil	N/A	N/A	N/A	N/A	N/A
James Chapman <i>Director</i> <i>(until Jan, 2015)</i>	Stock options	6,667	07/23/14	\$0.165	\$0.18	\$0.16	04/30/15 ²

1. Expire one year from the date of Mr. Atlas's death.
2. Expire 90 days following their resignation.

As at September 30, 2014, the directors and NEOs of the Company held the following incentive stock options: Ronald Atlas – 56,668 options; Jorge Avelino – 27,667 options; William Galine – 70,334 options; Steven Chan – 40,001 options; Corry Silbernagel – 56,668 options; John Watt – nil options; and James Chapman – 33,334 options.

During the fiscal year ended September 30, 2014, no stock options were re-priced, cancelled and replaced, had their term extended or were otherwise materially modified.

None of the stock options held by the directors and NEOs as listed above were subject to any vesting provisions or any restrictions or conditions for converting, exercising or exchanging the options.

The following table discloses each exercise by a director or NEO of compensation securities during the financial year ended September 30, 2014:

Exercise of Compensation Securities by Directors and NEOs							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date ¹ (\$)
Ronald Atlas <i>Former CEO</i> <i>(until Feb. 2015)</i>	Stock options	Nil	N/A	N/A	N/A	N/A	N/A
William Galine <i>Director</i> <i>(since Sept. 2014)</i>	Stock options	Nil	N/A	N/A	N/A	N/A	N/A
Jorge Avelino <i>CFO</i>	Stock options	Nil	N/A	N/A	N/A	N/A	N/A
Steven Chan <i>Director</i>	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Corry Silbernagel <i>Director</i> <i>(until Sept. 2014)</i>	Stock options	Nil	N/A	N/A	N/A	N/A	N/A
John Watt <i>Director</i> <i>(until June 2014)</i>	Stock options	Nil	N/A	N/A	N/A	N/A	N/A
James Chapman <i>Director</i> <i>(until Jan, 2015)</i>	Stock options	Nil	N/A	N/A	N/A	N/A	N/A

1. Total value on exercise date is calculated by multiplying the number in the column entitled “Number of underlying securities exercised” by the number in the column entitled “Difference between exercise price and closing price on date of exercise”.

Stock Option Plans and Other Incentive Plans

The only stock option plan or other incentive plan the Company currently has in place is a 10% “rolling” stock option plan (the “Plan”). The underlying purpose of the Plan is to attract and motivate the directors, officers, employees and consultants of the Company and to advance the interests of the Company by affording such persons with the opportunity to acquire an equity interest in the Company through rights granted under the Plan.

The material terms of the Plan are as follows:

1. The aggregate maximum number of options which may be granted under the Plan at any one time is 10% of the number of common shares the Company has outstanding at the time of grant.
2. The term of any options granted under the Plan will be fixed by the board of directors at the time such options are granted, provided that options will not be permitted to exceed a term of ten years.
3. The exercise price of any options granted under the Plan will be determined by the board of directors, in its sole discretion, but shall not be less than the closing price of the Company’s common shares on the day preceding the day on which the directors grant such options, less any discount permitted by the CSE to a minimum of \$0.05 per share.

4. No vesting requirements will apply to options granted thereunder, save for options granted to an employee performing investor relations activities for the Company.
5. All options will be non-assignable and non-transferable.
6. No more than (i) 5% of the issued shares may be granted to any one individual in any 12 month period; and (ii) no more than 2% of the issued shares may be granted to a consultant, or an employee performing investor relations activities, in any 12 month period.
7. If the option holder ceases to be a director of the Company (other than by reason of death), then the option granted shall expire on no later than the 90th day following the date that the option holder ceases to be a director of the Company, subject to the terms and conditions set out in the Plan. If the option holder is engaged in investor relations activities or ceases to be an employee, consultant or management company employee of the Company (other than by reason of death), then the option granted shall expire on no later than the 30th day following the date that the option holder ceases to be employed or contracted by the Company, subject to the terms and conditions set out in the Plan.
8. Disinterested shareholder approval must be obtained for (i) any reduction in the exercise price of an outstanding option, if the option holder is an insider; (ii) any grant of options to insiders, within a 12 month period, exceeding 10% of the Company's issued shares; and (iii) any grant of options to any one individual, within a 12 month period, exceeding 5% of the Company's issued shares.
9. Options will be reclassified in the event of any consolidation, subdivision, conversion or exchange of the Company's common shares.

Since the Company's last AGM, the Company transferred its listing from the TSX Venture Exchange to the CSE and adopted a new Plan. A copy of the Company's Plan is attached to this Information Circular as Schedule "A".

As of the end of the fiscal year on September 30, 2014, there were 1,061,000 (pre-consolidated) options outstanding.

During the year ended September 30, 2014, the Company completed a five for one share consolidation of its issued and outstanding share capital and on June 23, 2014 it granted an aggregate 118,000 post-consolidated stock options to its directors and consultants.

Subsequent to the year ended September 30, 2014, the Company completed a consolidation of its issued and outstanding share capital on a one post-consolidated common share for three pre-consolidated common shares basis on June 17, 2015. A total of 50,001 options expired September 30, 2015, so as at the Record Date, there are 250,005 post-consolidated stock options outstanding.

The Company has no other plan providing for the grant of stock appreciation rights, deferred share units or restricted stock units or any other incentive plan or portion of a plan under which awards are granted.

As of the financial year ended September 30, 2014, the Company's stock option plan was the only equity compensation plan under which securities were authorized for issuance. The following table sets forth information with respect to the Company's stock option plan as at the year ended September 30, 2014:

Plan category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	300,006	\$2.72	88,905
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
<i>Total</i>	300,006		88,905

1. Calculated as the total number of shares authorized for issuance under the Company's stock option plan as September 30, 2014 (being 10% of 3,889,113 outstanding shares, or 388,911 options), less the number of stock options outstanding as at such date.

Employment, Consulting and Management Agreements

There were no agreements or arrangements in place under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the company that were:

- (a) performed by a director or named executive officer, or
- (b) performed by any other party but are services typically provided by a director or a named executive officer,

other than the grant of options under the Plan, and the reimbursement of expenses any director or NEO may have incurred on behalf of the Company, and the following:

- (i) The Company and Mr. Ronald Atlas, former CEO, were party to a management agreement effective July 1, 2010 in which Mr. Atlas was paid a fee of US\$10,000 per month for acting as President of the Company. The agreement was for a term of two years with automatic renewal terms, and could be terminated upon notice in writing and payment of \$120,000. That agreement ended upon the death of Mr. Atlas.
- (ii) Pursuant to a management agreement effective the July 1, 2010, William Galine was paid a fee of \$6,500 per month, for acting as Executive Vice-President of the Company. The agreement was for an initial term of one year with automatic renewal terms, and could be terminated by the Company on payment of 12 months compensation in the amount of \$78,000. In addition, the agreement provides that, for a period of 30 days after a "change of control", Mr. Galine may deem the agreement to be terminated, in which case Mr. Galine would receive a lump sum payment of \$39,000.

Pension disclosure

The Company does not provide any form of pension to any of its directors or Named Executive Officers.

Other than as disclosed herein, the Company does not have any pension or retirement plan which is applicable to the NEOs. The Company has not provided compensation, monetary or otherwise, to any person who now or previously has acted as an NEO of the Company, in connection with or related to the retirement, termination or resignation of such person, and the Company has provided no compensation to any such person as a result of a change of control of the Company.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

None of the directors or senior officers of the Company or any associates or affiliates of the Company are or have been indebted to the Company at any time since the beginning of the last completed financial year of the Company.

MANAGEMENT CONTRACTS

Management functions of the Company are generally performed by directors and senior officers of the Company and not, to any substantial degree, by any other person to whom the Company has contracted.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

The term “informed person” as defined in National Instrument 51-102 *Continuous Disclosure Obligations* means a director or executive officer of the Company, or any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by the person or company as underwriter in the course of a distribution.

To the knowledge of management of the Company, other than as disclosed herein, no informed person or nominee for election as a director of the Company, or any associate or affiliate of an informed person or proposed director, has or had any material interest, direct or indirect, in any transaction since the commencement of the Company’s financial year ended September 30, 2014, or in any proposed transaction which has materially affected or will materially affect the Company or its subsidiary.

During the financial year ended September 30, 2014, the Company paid or accrued consulting fees of \$78,000 and option based awards of \$1,098 to William Galine, pursuant to his management contract as discussed above.

AUDIT COMMITTEE

Pursuant to the policies of the CSE and National Instrument 52-110 *Audit Committees* (“NI 52-110”), the Company is required to have an Audit Committee comprised of at least three directors, the majority of which must not be officers or employees of the Company.

The Company must also have a written charter, which sets out the duties and responsibilities of its audit committee. In providing the following disclosure, the Company is relying on the exemption provided under NI 52-110, which allows for the short form disclosure of the audit committee procedures of venture issuers.

Audit Committee’s Charter

Mandate

The primary function of the audit committee (the “Committee”) is to assist the board of directors (the “Board”) in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company’s systems of internal controls regarding finance and accounting, and the Company’s auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. The Committee’s primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company’s financial reporting and internal control systems and review the Company’s financial statements;

- review and appraise the performance of the Company’s external auditors; and
- provide an open avenue of communication among the Company’s auditors, financial and senior management and the Board.

Composition

The Committee will be comprised of at least three directors as determined by the Board, the majority of whom will be free from any relationship that, in the opinion of the Board, would reasonably interfere with the exercise of his or her independent judgment as a member of the Committee. At least one member of the Committee should have accounting or related financial management expertise. All members of the Committee that are not financially literate must work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Audit Committee’s Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company’s financial statements. The members of the Committee shall be elected by the Board at its first meeting following the annual shareholders’ meeting.

Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- (a) Review and update this Charter annually.
- (b) Review the Company’s financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.
- (c) Confirm that adequate procedures are in place for the review of the Company’s public disclosure of financial information extracted or derived from the Company’s financial statements.

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of the external auditors setting forth all relationships between the external auditors and the Company, consistent with the Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board take appropriate action to oversee the independence of the external auditors.

- (e) Recommend to the Board the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each yearly audit meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of fees paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - (iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee. Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.

- (j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

Review any related-party transactions.

Composition of the Audit Committee

As at September 30, 2014, and as at the Record Date, the following were the members of the Company's Audit Committee:

William Galine (Chair)	Not Independent ¹	Financially literate ¹
Steven Chan	Independent ¹	Financially literate ¹
Robert Lunde	Independent ¹	Financially literate ¹

1 As defined by NI 52-110.

Relevant Education and Experience

In addition to each member's general business experience, each of the Audit Committee members has the ability to read and understand financial statements and held director and/or officer positions with other reporting issuers in the mineral exploration and mining sector where he has been actively involved in financing and fundraising activities.

Each of the Company's Audit Committee members has been a director or officer of several public companies in the natural resource sector and as a director has been responsible for approving financial statements.

William Galine holds a Bachelor of Arts degree from San Diego State University, San Mateo, California and has been a director and officer of several publicly traded issuers listed on the TSX Venture Exchange.

Steven Chan currently consults with public companies in the areas of financing and public relations. He was formerly Vice President of Cambridge House International Inc. He has been instrumental in building Cambridge House as one of Canada's leading investment conference companies, serving the mining and natural resource industry. Mr. Chan has started and managed several private companies, including a consulting company handling investor relations and financings to junior resource companies.

Robert Lunde has over 32 years of business experience in both the private and public sectors. Mr. Lunde has provided corporate and financial management to various companies from the private stage to eventual listing on U.S. and Canadian stock exchanges. He has been a founder of several start-up companies in industries ranging from software development to mining enterprises. Mr. Lunde the founder and President of Rolar Consulting Inc., a private company providing mentorship and fund-raising.

See "Directorships" below.

Audit Committee Oversight

At no time since the commencement of the Company's most recent completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an

exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading “External Auditors”.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company’s external auditor for the fiscal periods ending September 30, 2013 and 2014 are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees¹	Tax Fees²	All Other Fees³
September 30, 2013	\$18,000	nil	\$1,000	nil
September 30, 2014	\$14,000	nil	nil	nil

¹ Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under “Audit Fees”.

² Fees charged for tax compliance, tax advice and tax planning services.

³ Fees for services other than disclosed in any other column.

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“NI 58-101”) the Company is required to disclose its corporate governance practices, as summarized below. The Board will continue to monitor such practices on an ongoing basis and when necessary implement such additional practices as it deems appropriate.

Board of Directors

As at the Record Date for the Meeting the Board of Directors and Officers consists of: William Galine (CEO, Chairman, Executive Vice-President and Secretary); Steven Chan and Robert Lunde, all of whom will be standing for election as Directors at the Meeting.

NI 58-101 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as “independent” directors. An “independent” director is a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with the director’s ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholding. In addition, where a company has a significant shareholder, NP 58-101 suggests that the board of directors should include a number of directors who do not have interests in either the company or the significant shareholder. Of the proposed director nominees of the Company, Steven Chan and Robert Lunde are considered by the Board to be “independent” within the meaning of NI 58-101 and William Galine is considered to be “non-independent”.

The independent directors exercise their responsibilities for independent oversight of management and meet independently of management whenever deemed necessary.

Directorships

The following directors of the Company also serve as directors of other reporting issuers:

Director	Other Reporting Company(s)
Steven Chan	Kermode Resources Ltd. Sedex Mining Corp. Rouge Resources Ltd. Golden Secret Ventures Ltd. Playfair Mining Ltd.
Robert Lunde	New Carolin Gold Corp.

Orientation and Continuing Education

Each new director is given an outline of the nature of the Company's business, its corporate strategy, and current issues within the Company. New directors are also required to meet with management of the Company to discuss and better understand the Company's business and are given the opportunity to meet with counsel to the Company to discuss their legal obligations as directors of the Company.

In addition, management of the Company takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies that may affect the directors, officers and committee members of the Company as a whole. The Company continually reviews the latest securities rules and policies and is on the mailing list of the CSE to receive updates to any of those policies. Any such changes or new requirements are then brought to the attention of the Company's directors either by way of director or committee meetings or by direct communications from management to the directors.

Ethical Business Conduct

The Board encourages and promotes a culture of ethical business conduct through communication and supervision as part of its overall stewardship responsibility. In addition, the Board has adopted a Code of Business Conduct and Ethics (the "Code") to be followed by its directors. The purpose of the Code is to, among other things, promote honest and ethical conduct, avoid conflict of interest, protect confidential information and comply with the applicable governmental laws and securities rules and regulations.

Some of the directors of the Company also serve as directors and officers of other companies engaged in similar business activities. As such, the Board must comply with the conflict of interest provisions of applicable corporate law as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke any such conflict.

Nomination of Directors and Assessment

The Board determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members. The Board monitors but does not formally assess the performance of individual Board members or committee members or their contributions. The Company conducts the due diligence, reference and background checks on any suitable candidate. New nominees must

have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required and a willingness to serve.

Board Committees

The Company has established two committees: a) an *Audit Committee* comprising of William Galine (Chair), Steven Chan and Robert Lunde; and b) a *Compensation and Corporate Governance Committee* comprising of Steven Chan (Chair), William Galine and Robert Lunde. All Board decisions are made by full board of director meetings or consent resolutions.

Assessments

Neither the Company nor the Board has determined formal means or methods to regularly assess the Board, its committees or the individual directors with respect to their effectiveness and contributions. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of an individual director is informally monitored by the other Board members, having in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

Corporate Disclosure

The Company has established a policy which sets out the criteria for permitting the disclosure of information about the Company to the public, ensuring that non-publicly disclosed information remains confidential, and ensuring that trading of the Company's securities by directors, officers and employees remains in compliance with applicable securities laws. The policy also provides a procedure to facilitate the receipt, retention, review and resolution of complaints, denunciations and warnings given in any form by any employee or former employee of the Company regarding a questionable event.

The Company feels its corporate disclosure practices are appropriate and effective for the Company for the stage of its operations. The Company's method of corporate governance allows for the Company to operate efficiently with simple checks and balances that control and monitor management and corporate functions without excessive administrative burden.

PARTICULARS OF MATTERS TO BE ACTED UPON

A. Election of Directors

Although Management is only nominating four individuals to stand for election, the names of further nominees for directors may come from the floor at the Meeting.

Each director of the Company is elected annually and holds office until the next Annual General Meeting of the shareholders unless that person ceases to be a director before then. In the absence of instructions to the contrary, the shares represented by Proxy will, on a poll, be voted for the nominees herein listed. **Management does not contemplate that any of the nominees will be unable to serve as a director.**

The following table sets out the names of the persons to be nominated for election as directors, the positions and offices which they presently hold with the Company, their respective principal occupations or employments during the past five years if such nominee is not presently an elected director and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular:

Name and Residence of Proposed Directors and Present Offices Held	Date Elected or Appointed Director	Principal Occupation	Number of Shares ¹
William Galine² Reno, Nevada, U.S.A. <i>CEO and Director</i>	September 17, 2014	President and director of the Company.	6,287
Steven Chan² Surrey, B.C. <i>Director</i>	December 2, 2004	Consultant to public companies in areas of financing and public relations.	8,633
Robert Lunde² Vancouver, B.C. <i>Director</i>	February 23, 2015	President of Rolar Consulting Inc., a private company providing fundraising and management services, since July 1995.	Nil
Jorge Avelino Vancouver, B.C. <i>CFO</i>	Nominee	Provides accounting and financial management services to private and public companies. CFO of the Company.	4,667

- 1 Information as to voting shares beneficially owned, not being within the knowledge of the Company, has been furnished by the respective nominees individually.
- 2 Member of Audit Committee and Compensation and Corporate Governance Committee.

No proposed director:

- (a) is, at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity,
 - (i) was 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;
 - (ii) was the 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; or
 - (iii) 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;
- (b) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become 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 proposed director.

In addition, no proposed director has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulating authority that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

The directors and senior officers (including Jorge Avelino, CFO, holding 4,667 common shares) of the Company as a group beneficially own, directly or indirectly, 19,587 common shares of the Company (0.504% of the current issued and outstanding share capital).

With the exception of William Galine, all of the proposed nominees are resident in Canada.

B. Appointment of Auditor

The persons named in the enclosed form of Proxy will vote for the appointment of De Visser Gray LLP, Chartered Accountants, of Vancouver, British Columbia, as auditor of the Company for the ensuing year, until the close of the next annual general meeting of the shareholders, at a remuneration to be fixed by the directors.

C. Ratification of Stock Option Plan

The Company presently has in place a “rolling” stock option plan (the “Plan”) whereby the Company is authorized to grant stock options of up to 10% of its issued and outstanding shares, from time to time. As the Company adopted a new Plan upon its listing on the CSE, the directors wish to have the Shareholders ratify and approve the Plan.

The material terms of the Plan are set forth above under the heading “*Statement of Executive Compensation – Stock Option Plans and Other Incentive Plans*”.

Shareholders will be asked to consider, and if thought fit to approve a resolution ratifying and approving the Company’s Plan.

A full copy of the Plan will be made available at the offices of Owen Bird Law Corporation, 29th Floor, 595 Burrard Street, Vancouver, B.C. V7X 1J5, until the business day immediately preceding the date of the Meeting.

D. Acquisition of BSS Life Sciences Inc.

Pursuant to a share exchange agreement dated effective September 30, 2015 (the “SEA”) among the Company, BSS Life Sciences Inc. (“BSS”), and the shareholders of BSS, the Company agreed to acquire all of the outstanding securities of BSS in an all-share transaction. Under the SEA, the Company will issue a total of 26,500,000 common shares and 10,000,000 share purchase warrants to the security holders of BSS on closing of the transaction.

BSS is a private Vancouver-based company that holds intellectual property rights to a proprietary imaging technology developed for extremely accurate visualization of cancers. The transaction constitutes a reverse-take-over (“RTO”) by the BSS shareholders of the Company; represents a change of business for the Company; and is a “fundamental change” under CSE policies. In conjunction with the RTO, the Company has disposed or will dispose of all of its mineral property assets and interests, including subsidiary companies in which it held such interests. Upon receipt of both CSE and shareholder approval to the RTO, the Company proposes to change its name to Imagin Medical Inc. and to carry on the new business through its wholly owned subsidiary – BSS.

For ease of reference, full disclosure of the details of the transaction are provided in the Company’s news release dated October 6, 2015 and in Appendix I to this Circular.

The acquisition by the Company of BSS is a “related party transaction” as defined in MI 61-101, as William Galine, a director and officer of the Company, is also a minority shareholder of BSS. Mr. Galine has disclosed his interest in BSS and will refrain from voting on any Board resolutions pertaining to the Company’s acquisition of BSS. Mr. Galine will receive 2,500,000 Shares pursuant to his sale of BSS shares to the Company, and will remain as a director of the Company upon closing of the acquisition; however he will resign his position as CEO of the Company, and will not receive any collateral benefits as a result of the transaction.

At the Meeting, Shareholders will be asked to consider, and if thought fit, to pass the following resolutions to approve the Company's acquisition of BSS:

“BE IT RESOLVED THAT:

1. The acquisition (“Acquisition”) by Expedition Mining Inc. (“EXU”) of BSS Life Sciences Inc. (“BSS”), all as more particularly described and set forth in the Management Information Circular (the “Circular”) of EXU dated November 6, 2015 (as the Acquisition may be modified, supplemented or amended), is hereby authorized, approved and adopted.
2. The share exchange agreement (the “Share Exchange Agreement”) between EXU and BSS, dated September 30, 2015, the actions of the directors of EXU in approving the Acquisition, and the actions of the officers of EXU in executing and delivering the Share Exchange Agreement and any amendments thereto, are hereby ratified and approved.
3. Notwithstanding that this resolution has been passed (and the Acquisition adopted) by the shareholders of EXU, the directors of EXU are hereby authorized and empowered, without further notice to, or approval of, the shareholders of EXU:
 - (a) to amend the Share Exchange Agreement or the Acquisition to the extent permitted by the Share Exchange Agreement; or
 - (b) subject to the terms of the Share Exchange Agreement, not to proceed with the Acquisition.
4. Any director or officer of EXU is hereby authorized and directed for and on behalf of EXU to execute, whether under corporate seal of EXU or otherwise, and to deliver such documents as are necessary or desirable to give effect to the Acquisition.
5. Any director or officer of EXU is hereby authorized, for and on behalf and in the name of EXU, to execute and deliver, whether under corporate seal of EXU or otherwise, all such agreements, forms, waivers, notices, certificates, confirmations and other documents and instruments and to do or cause to be done all such other acts and things as in the opinion of such director or officer may be necessary, desirable or useful for the purpose of giving effect to the foregoing resolutions, the Share Exchange Agreement, including:
 - (a) all actions required to be taken by or on behalf of EXU, and all necessary filings and obtaining the necessary approvals, consents and acceptances of appropriate regulatory authorities; and
 - (b) the signing of the certificates, consents and other documents or declarations required under the Share Exchange Agreement or otherwise to be entered into by EXU,

such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing.”

The Board of Directors of the Company has reviewed the terms and conditions of the SEA and RTO and concluded that the terms thereof are fair and reasonable and in the best interests of the Shareholders. The Board unanimously recommends that its Shareholders vote in favour of the RTO. It is a condition to completion of the RTO that the Company receives Shareholder approval.

OTHER MATTERS

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting the shares represented by the Instrument of Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy.

ADDITIONAL INFORMATION

Additional information relating to the Company is available under the Company's profile on the SEDAR website at www.sedar.com. The Company's audited financial statements and management discussion and analysis ("MD&A") for the fiscal year ended September 30, 2014 are available for review under the Company's profile on SEDAR. Shareholders that wish to receive a copy of the Company's financial statements and MD&A may do so by signing the enclosed financial statement request form and returning it to the Company or may request the same by: (i) info@expeditionmining.com or (ii) fax to (604) 662-3904.

APPROVAL

The contents of this Information Circular and the sending thereof to the shareholders of the Company have been approved by the Board of Directors.

DATED at Vancouver, British Columbia, the 6th day of November, 2015.

BY ORDER OF THE BOARD

"William Galine"

Chief Executive Officer

APPENDIX I

**INFORMATION PERTAINING TO THE COMPANY'S PROPOSED
ACQUISITION OF BSS**

Over the Company's three most recently completed fiscal years, the Company has been engaged in locating, acquiring, exploring and, if warranted, developing gold properties located in favourable geo-political climates. In 2011 and 2012, the Company acquired various interests in mineral properties in Nevada U.S.A. and in the Yukon Territory in Canada. The Company considered its Mt. Mervyn property located in the Yukon Territory, Canada to be its only "material property" (as defined in NI 43-101), and SEDAR filed a NI 43-101 compliant technical report on the Mt. Mervyn property on January 31, 2015. The Company will continue to maintain its interest in the Mt. Mervyn property until closing of the acquisition of BSS.

On July 9, 2015, the Company announced it had signed a letter of intent with BSS in which the Company would acquire all of the outstanding securities of BSS in an all-share transaction to be completed by way of a share exchange agreement. On September 30, 2015 the Company entered into a formal Share Exchange Agreement with BSS and its securityholders pursuant to which the Company agreed to acquire all of the issued and outstanding securities of BSS from its securityholders (the "Acquisition"). Closing of the agreement is subject to a number of conditions precedent, including:

- (a) completion of a concurrent equity financing by the Company of not less than \$1,000,000 through the issuance of Units at a price of \$0.15 per Unit;
- (b) obtaining all required regulatory approvals, including the CSE;
- (c) the Company meeting all minimum listing requirements of the CSE;
- (d) satisfactory completion of mutual due diligence investigations;
- (e) the appointment of new officers and directors of the Company; and
- (f) approval of the transaction by the Company's shareholders.

The equity financing condition precedent is expected to be satisfied by (i) BSS having already raised an aggregate of \$332,500 through the issuance of shares and warrants in its capital; and (ii) the Company closing the Concurrent Financing of at least 6,666,666 Units at \$0.15 per Unit for gross proceeds of at least \$1,000,000.

Upon closing of the Acquisition the Company will acquire all of the outstanding securities of BSS in exchange for:

- (a) 21,500,000 Shares to be issued to the BSS shareholders on a pro-rata basis;
- (b) 10,000,000 Warrants (in exchange for the 10,000,000 warrants outstanding in the capital of BSS), to be issued to the holders of BSS warrants on a pro-rata basis; and
- (c) 5,000,000 Performance Shares to certain key BSS shareholders, to be released upon the successful conclusion of the beta prototype pertaining to BSS's underlying technology which satisfactorily demonstrates the commercial viability of products based on such technology.

Upon closing of the Acquisition, the Company will terminate and write off all of its mineral interests, and will no longer carry on any business in the mineral exploration industry. Instead, the Company's sole business will be through the active operations of BSS.

In conjunction with the Acquisition, the Company will complete a Shares-for-debt transaction where it will settle an aggregate of \$155,416 of past debt owed to former directors and officers of Expedition, by the issuance of 1,036,108 Shares.

Pro-Forma Capitalization

The Company currently has 3,889,113 common shares issued and outstanding. Upon closing of the Acquisition of BSS, the concurrent financing, the shares-for-debt transaction, and other matters, the capital structure of the Company is expected to be as follows:

	Number of Shares	Percentage of Fully Diluted (%)
Company Shares currently outstanding	3,889,113	6.85%
Shares for debt settlement	1,036,108	1.83%
Shares to be issued to BSS Shareholders	26,500,000	46.69%
Shares issuable under the Private Placement ¹	6,666,666	11.75%
Sub-total	38,091,887	67.12%
Warrants to the BSS Shareholders	10,000,000	17.62%
Warrants issuable under the Private Placement ¹	6,666,666	11.75%
Stock Options ²	2,000,000	3.52%
Total	56,758,553	100%

1. Assumes minimum private placement of \$1,000,000 through the sale of 6,666,666 units at \$0.15 per Unit.
2. The maximum number of options that could be issued is 10% of the issued and outstanding common shares of the Company from time to time. The Company anticipates issuing 2,000,000 options on closing of the Acquisition to 15 individuals, exercisable at \$0.15 per share for five years.

Escrowed Securities

There are currently no common shares of the Company held in escrow. Upon completion of the Acquisition, 11,500,000 Shares issued to certain BSS shareholders will be placed in escrow with the Company's transfer agent pursuant to the terms of a standard three year, timed release, escrow agreement; of which 10% (1,150,000 Shares) will be released upon closing of the Acquisition, and the balance (10,350,000 Shares) will be released as to 15% (1,725,000 Shares) every six months thereafter over 36 months. In addition 5,000,000 performance shares will be issued but held in escrow pending release upon BSS successfully completing a beta prototype pertaining to the BSS technology which satisfactorily demonstrates the commercial viability of products based on such technology.

The Business of BSS

BSS holds the exclusive licence to develop, manufacture and sell a medical imaging device designed to complement white light endoscopy by adding fluorescent imaging for more accurate detection and treatment of various conditions including the detection and treatment of cancer.

Licence Agreement

By way of a Licence Agreement dated May 20, 2015, BSS was granted an exclusive, nontransferable, royalty-bearing license by Lawrence Livermore National Security, LLC (LLNS), to use LLNS's patents and intellectual property rights to manufacture and sell products and services pertaining to in-vivo imaging applications.

Under the Licence Agreement, BSS must:

- complete a commercial prototype by December 31, 2016;
- complete submissions for United States Food and Drug Administration ("FDA") approval by December 31, 2017;
- achieve first commercial sales ("FCS") in the United States within one year of achieving the FDA approval; and
- achieve gross cumulative sales revenues from the sales of licensed products of at least \$10,000,000 within the first three years of achieving FCS.

The sales requirements may be amended and/or extended at the written request of BSS to LLNS, based upon legitimate business reasons specified in reasonable detail in such written request.

BSS must pay certain fees to LLNS for the licence, being (all amounts are in US dollars):

- (i) a nonrefundable issue fee of \$100,000 payable as follows:
 - \$10,000 upon the date of execution of the Agreement (June 22, 2015; paid);
 - \$30,000 by November 22, 2015;
 - \$30,000 by January 22, 2016; and
 - \$30,000 by March 22, 2016.
- (ii) an earned royalty of 3% of net sales, subject to minimum annual royalties of:

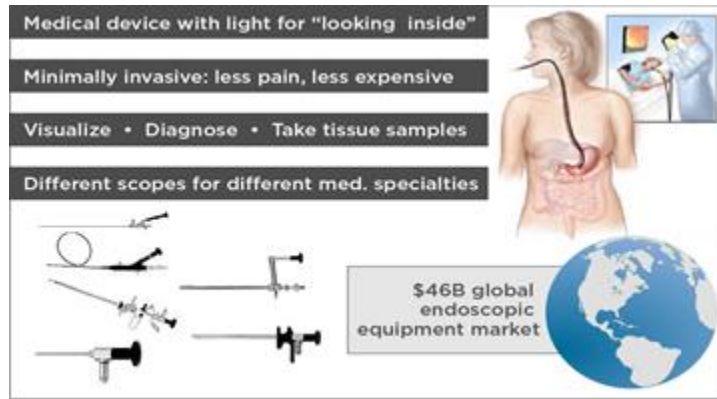
Calendar year	Minimum annual royalty	Due date
2017	\$5,000	February 28, 2017
2018	\$10,000	February 28, 2018
2019	\$10,000	February 28, 2019
2020 and thereafter	\$25,000	February 28 of each year

- (iii) a nonrefundable U.S. Maintenance Patent Fee of \$45,000 to be paid as follows:
 - \$15,000 on or before February 28, 2016;
 - \$15,000 on or before February 28, 2019; and
 - \$15,000 on or before February 28, 2023

Background

Over the last 50 years, there has been an intense effort worldwide to find new methods to detect and treat cancer. The demand for endoscopy has been increasing significantly because of the growing preference

for minimally invasive surgeries, which reduce patients' pain, speed recovery and reduce the overall costs to the healthcare system. The global endoscopy market is currently valued at \$46B. BSS will be focusing on a \$500M segment of this market. The current endoscopy instruments present a well-documented problem associated with the limited ability to distinguish cancer from normal tissue.



Endoscopes

“Endoscopy” simply means, “looking inside” the body. The endoscope is a medical device with an attached light source used by physicians and surgeons, to visualize suspicious masses in the hollow organs of the body, such as the gastrointestinal tract, esophagus, lungs, urinary tract and uterus. An endoscopy procedure is often performed when other tools, such as an MRI, X-ray, or CT scan, are considered inappropriate or unclear. Endoscopies are commonly performed to diagnose cancer, take tissue samples for biopsies, and to remove the cancer when it’s confirmed. The patient may be fully conscious or under general anesthetic.

Current Endoscope Technology – White Light

The light source currently used with the endoscope is called “white light”, or visible light, which is comprised of energy in the form of electromagnetic radiation that vibrates at many different wavelengths. When this energy is separated into its component parts, it is perceived by the eye as different colors and is visible. Energy with wavelengths longer than 780 nanometers (nm) are called *infrared*, and those longer than infrared are called *radio waves*; they are both invisible to the human eye. Wavelengths shorter than 390 nm consist of *ultraviolet*, *X-rays* and *gamma rays*, and are also invisible to the human eye. The wavelengths between 390 nm and 780 nm are visible to the human eye and produce the different colors of the spectrum.

Limitations of White Light Endoscopes for Cancer Detection

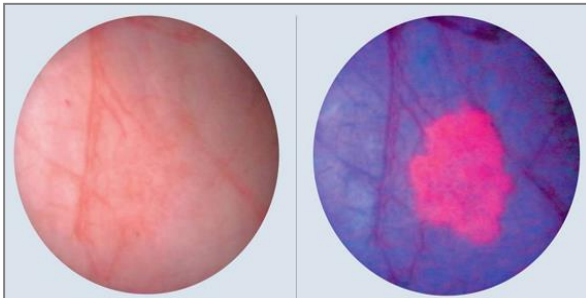
White light is the standard convention and commercially available in all endoscope devices manufactured today. However, white light has limitations for visualizing all cancer types because it can neither pass through tissue or blood, nor illuminate tumors beneath the skin surface. In addition, white light is not effective in visualizing the borders of the tumor to determine where it begins and ends (the margins), especially after the initial removal of the main mass. If the surgeon does not remove all the cancerous growth, and a few cancerous cells remain, the tumor can grow back and spread, or metastasize to other parts of the body.

Another major problem with endoscopes that use only white light is that malignant and premalignant tumors that are flat or very small may look similar to normal tissues. As a result, a physician may not be able to identify some aggressive cancers. In order to be safe, they may collect random and repeat biopsies as the only possible way to ensure that cancer is not missed in high-risk patients. Initial treatment of

bladder cancer is based on a tumor's clinical stage, which is determined by how deep the tumor is thought to have grown into the bladder wall, and whether or not it has spread beyond the bladder. Other factors, such as the size and grade of the tumor, may also affect treatment options. Treatment decisions are ultimately based on the results of exams, cystoscopy, and imaging tests, however accurate they may be.

Because of the limitations of white light for visualizing bladder cancers, various companies have begun to explore the use of blue light in conjunction with imaging agents, or chemical dyes, such as Cysview[®]. This combination has improved the ability to detect even flat cancers and to visualize their margins for more complete removal. Blue light (white light with blue filter) in cystoscopes is now commercially available and FDA approved since 2010. During an operation, the surgeon "switches" between white light (conventional) and blue light imaging to see the same image of the tumor enhanced in red due to its induced fluorescence (*see images in photo, below*).

However, repeated usage at high doses is currently required for visualization. Cysview and other chemical agents can cause various adverse effects, including anaphylaxis shock and hypersensitivity reactions. For this reason, the FDA has limited the use of contrast agents to a one-time use per patient and, as a result, the physicians tend to "save" the dose to use in the operating room in case surgical removal of a tumor is required. Another consequence of the limitation is that the urologist is then not allowed to use this advanced imaging technique for follow-up exams, which becomes a critical problem for patients with multiple or recurrent tumors.



Tumor visualization with endoscope using white light (left) and the blue light with a chemical imaging agent called Cysview (right).

Physicians Looking for Improved Technologies

BSS believes there is an acute need for ultrasensitive imaging instruments that BSS can satisfy. BSS's ultrasensitive imaging systems will enable physicians to accurately detect cancer with minimal or no toxic contrast agent, and lead to the removal of all cancerous cells during the first procedure. This technology will greatly reduce the chances of recurrence and allow safe, multiple follow-up screenings for patients that can be performed during routine monitoring by physicians in an outpatient setting.

The Technology

BSS's inventors have designed, created and tested different prototype systems that not only dramatically improve the accuracy of the images, but which BSS believes will overcome the FDA chemical imaging drug restriction of one-time use per patient. These systems use white light in conjunction with unique fluorescence wavelengths to produce images estimated to be five magnitudes of order (100,000 X) more sensitive than white light alone.

The fluorescence images arise from the two different light sources described below:

i/Blue Imaging System

A unique optical design and targeted imaging dyes have been combined to create the i/Blue Imaging

System, one that management believes surpasses the imaging capability of blue light systems on the market today. This new technology not only brings cancer imaging to a new level, but it should also reduce the amount of imaging agents required by 99%. This considerably smaller dose increases patient safety and means that physicians will be able to perform multiple procedures, not only in the operating room, but also in the less expensive office setting. The smaller dose of the imaging agent permits absorption by the bladder in minutes versus one hour, thus improving the efficiency of both the operating room and the physician's office. Additionally, physicians using the i/Blue Imaging System will have the advantage of BSS's dual imaging technology. The surgeon and O.R. staff will no longer need to "switch" back and forth between the white light and the blue light images because the i/Blue Imaging System blends both lights into one image.

i/Red Image – Ultrasensitive Red Light Cancer Imaging System

The second prototype uses red light and requires no contrast agents at all, but rather, uses the fluorescence produced by the body and tumor when illuminated by the red laser light. BSS believes there will be no need for imaging agents, and therefore physicians will be able to perform a diagnosis in the office for cystoscopy and, if a tumor is detected in an early stage, will be able to remove it at the same time and eliminate the need and costs associated with the O.R. Without the threat of adverse side effects from imaging agents, the physician will be free to conduct multiple follow-up visits with individual patients during routine checkups in the office setting. In the operating room, the i/Red Imaging System will enable the effective sampling of biopsies that cannot be seen under white light and, equally important, enhance the visibility of tumor margins to be sure that all the cancerous cells are removed. Unlike other technologies, red light imaging allows deeper tissue imaging. Additionally, the i/Red System will provide dual imaging technology, blending conventional white light images with those that arise from red light, freeing the surgeon and members of the O.R. staff from having to switch back and forth between different light sources to view the tumors.

Marketplace Advantages

This advanced ultrasensitive imaging technology is based upon improved optical designs and components, and advanced light sensors. The result is increased sensitivity and specificity for the detection of cancers, including premalignant lesions. The Company believes these ultrasensitive imaging systems will decrease bladder cancer recurrence due to the ability to completely remove tumor tissues along the margins. Additionally, the i/Blue and i/Red Imaging Systems both will provide dual imaging. This technology is a blending of conventional white light images with those that arise from blue or red light. This patented technology frees the surgeon and members of the O.R. staff from having to switch back and forth between different light sources to view the tumors.

A significant commercial advantage of this imaging technology is its adaptability to all endoscopes that are currently on the market. This portability feature would be of strategic interest in forming partnerships with the existing dominant corporations in the endoscopy industry because they do not have this patented capability in their existing instruments.

Urology Market Overview

There are 7,500 urologists practicing in approximately 5,000 hospitals and 1,500 American College of Surgeons accredited cancer centers, which are often located in hospitals.

According to the National Cancer Institute (NCI) bladder cancer is the sixth most common cancer in the United States and the third most common cancer in men, with over 72,000 new cases diagnosed annually (380,000 worldwide). It is estimated that approximately 577,400 people are currently living with bladder cancer in the United States, generating over 1,000,000 physician consultations per year. Finding bladder cancer early improves the chances that it can be treated successfully.

Although thousands of urologists treat bladder cancer every day, the American College of Surgeons considers 193 physicians to be the leaders in the field. Comparative studies indicate a lack of “standard of care” between institutions. Low grade non-muscle bladder cancer has a reoccurrence rate of 40%. High grade non-muscle bladder cancer has a reoccurrence rate of 70%. The average reoccurrence rate for this type of cancer is nearly 50%, which is one of the highest reoccurrence rates of all cancers.

Strategy

BSS’s strategy is to set a new “standard of care” in detecting cancer by introducing game-changing advances in endoscope technology. BSS will differentiate the physicians’ ability to visually detect cancer through any endoscope on the market today with its i/Blue and i/Red combination optical/laser systems. BSS’s initial commercial application will be its i/Blue Imaging System for the detection and effective removal of bladder cancer. Because there are many organs where imaging agents cannot be administered, the i/Red System, which does not require the use of imaging agents, will significantly broaden the market to all medical specialties that use endoscopes.

A significant commercial advantage of the imaging technology is its adaptability to all endoscopes that are currently on the market. This portability feature would be of strategic interest in forming partnerships with the existing dominant corporations in the endoscopy industry because they do not have this patented capability in their existing instruments.

Product Development Plan and Timing

Intellectual Property

BSS has secured an exclusive license from LLNS to commercialize the technology invented by Dr. Stavros Demos. This Licence agreement includes the three issued patents and two pending patent applications on technology related to exclusive spectroscopic imaging for cancer and other medical applications. These include:

1. Issued U.S. Patent 7,149,567 Near-Infrared Spectroscopic Tissue Imaging for Medical Applications
2. Issued U.S. Patent 7,257,437 Autofluorescence Detection and Imaging of Bladder Cancer Realized Through a Cystoscope
3. Issued U.S. Patent 8,285,015 Simultaneous Acquisition of Differing Image Types
4. U.S. Patent Application No. 11/796,689 Autofluorescence Detection and Imaging of Bladder Cancer Realized Through a Cystoscope
5. U.S. Patent Application No. 13/601,918 Simultaneous Acquisition of Differing Image Types

Partnerships and Work Completed

Preliminary testing was performed *in vivo* on 21 patients undergoing transurethral resection of bladder tumors at the UC Davis Medical Center, a well-respected cancer facility, which produced excellent results. BSS has entered into a partnership with the UC Davis Comprehensive Cancer Center to continue testing commercial prototypes for FDA application on human patients. In addition to clinical testing at UC Davis, BSS has arranged additional testing at the University of California, San Francisco, the Helen Diller Family Comprehensive Cancer Center and the UCLA Jonsson Comprehensive Cancer Center.

Milestones to Commercialization

BSS is planning for the commercialization of its first product, the i/Blue Image System, in late 2017. In the next 12-18 months, BSS will begin an active, pre-selling marketing program. This program will be comprised of participation in trade shows, conducting focus groups, developing physician champions and continuing to build on management's current relationships with twelve key successful independent sales representatives who currently call on urologists.

Below is an outline of the phases that will be completed over the next 12 months with the support of LLNS, Dr. Stavros Demos, and Dr. Ralph deVere White and his staff from UC Davis Comprehensive Cancer Center, as well as a breakdown of the projected costs of \$480,000:

i/Blue Imaging System –12 months milestones and costs

1. Contract with Lawrence Livermore National Laboratory to retrofit and update two existing i/Blue Imaging System Alpha Prototypes - \$280,000
2. Create software to function with above retrofitted Alpha Prototypes - \$135,000
3. Begin 50 patient i/Blue Imaging System bladder cancer study at UC Davis, - \$30,000
4. Work with Clinical Regulatory Organization (CRO) to manage i/Blue study and to determine need and/or parameters of a fluorescence imaging drug reduction study - \$35,000

The above milestones may be dependent upon the Company raising debt or equity capital to the extent not already raised.

Regulatory

Overview

The regulatory path for commercialization of both the i/Blue light and the i/Red light Imaging Systems is an FDA, 510k marketing concurrence. This 90-day medical device regulatory pathway is the conventional route for these types of medical devices.

FDA Classification and 510(k)s

The FDA classifies medical devices into one of the three categories below based on the risks associated with each device.

1. Class I: Devices deemed to be the lowest risk and therefore subject to the lowest regulatory controls. For example, an electric toothbrush is a Class I device.
2. Class II: Devices are higher risk and require greater regulatory controls to provide reasonable assurance of safety and effectiveness. For example, a cardiac monitor and a nebulizer are Class II devices.
3. Class III: Devices are generally the highest risk and must typically follow a Premarket Approval (PMA) route rather than a 510(k) route before they are marketed. For example, replacement heart valves are classified as Class III devices.

The Blue Light and Red light Imaging Systems would be classified as a Class II medical device and require a 510(k) clearance from the FDA prior to marketing, similar to other cystoscopy devices. Between 2011 and 2014, the average time for manufacturers to receive FDA marketing clearance for their Class II medical device was approximately six months.

Method of Distribution and Principal Markets

BSS’s principal market will be surgical urologists in the United States. In the US, BSS will use independent sales representatives who will be managed by Thom McMann, a medical device sales management executive who has been involved with urologic products for over 20 years.

Subject to obtaining the necessary licences, BSS expects international sales to be a key driver of its growth over the long term. It intends to engage three master distributors that are well known to the management team, on a non-exclusive basis, to develop distributor relationships internationally. The Company’s initial focus is expected to be the European Union and China.

Revenue

BSS has not yet begun commercial production of any of its products, and therefore has no revenue to report.

Proposed Method of Production

BSS anticipates completing the evaluation of its Beta models within the first six months of 2016. The Beta units will be refined for production by BSS’s engineering group and all production will be done by a major laser contract manufacturer.

Prior Sales of BSS Shares

The following shares were issued by BSS from and after the date of its incorporation (March 10, 2015):

Date	Quantity of Shares	Price per Share	Total Consideration
March 10, 2015 ¹	1	\$1.00	\$1.00
September 15, 2015	11,500,000	\$0.005	\$57,500
October 2, 2015	5,000,000	\$0.005	\$25,000
October 9, 2015 ²	10,000,000	\$0.025	\$250,000
TOTAL:	26,500,000		\$332,500

1. Subsequently cancelled and returned to treasury.
2. Distribution of units, each unit consisting of one share and one warrant exercisable at \$0.15 for three years.

Use of Available Funds

The Company anticipates that upon closing of the Acquisition it will have consolidated working capital available to it of \$1,143,177 which amount includes the net proceeds of \$930,000 from the Concurrent Financing plus \$250,000 raised in BSS, plus the Company’s working capital deficit as at October 31, 2015 of (\$36,823) (assuming completion of the \$155,416, shares-for-debt transaction). The Company intends to use the funds available to it as follows:

Anticipated Use of Funds	Amount (C\$)
Product development	\$480,000
License Fees	\$120,000

Cost of the Transaction	\$130,000
General & Administrative Expenses – BSS ¹	\$300,000
General & Administrative Expenses – Issuer ²	\$50,000
Unallocated working capital	\$63,177
TOTAL	\$1,143,177

1. Includes US\$10,000 per month payable to Jim Hutchens under a management services agreement. See “Executive Compensation”
2. Includes \$3,500 per month to the CFO. See “Executive Compensation”

Directors and Officers

Following closing of the Acquisition, the directors and officers of the Company will be as follows:

Name, Municipality of Residence and Offices Held	Date Appointed¹	Principal Occupation
Jim Hutchens Massachusetts, USA <i>CEO, President, Director</i>	On Closing	Health care executive (corporate, start up and venture capital).
Jorge Avelino Vancouver, B.C. <i>CFO</i>	Jan. 1, 2007	Provides accounting and financial management services to private and public companies.
Dr. Robin Atlas Massachusetts, USA <i>Director</i>	On Closing	Retired physician.
William Galine Reno, Nevada <i>Director</i>	Sept 17, 2014	CEO of the Company since Feb. 2015 (and prior thereto - Executive Vice President and Secretary of the Company).
Steven Chan Surrey, B.C. <i>Director</i>	Dec. 2, 2004	Consultant to public companies in areas of financing and public relations.
Robert Lunde Vancouver, B.C. <i>Director</i>	Feb. 23, 2015	President of Rolar Consulting Inc., a private company providing fundraising and management services, since July 1995.

The following is a description of each proposed member of management:

Jim Hutchens, Age 67, CEO, President, Director

Jim Hutchens is an entrepreneur with over 30 years of experience in general and marketing management in the medical device industry. As the founder and CEO of Microsurge Inc., a venture-backed, minimally invasive surgery company, he assembled a management team, guided the company’s products through the regulatory process, hired a sales and marketing team, expanded revenues to over \$10 million per annum and sold the company. As the founder and CEO of Choice Therapeutics, an advanced wound care company, Mr. Hutchens implemented similar tactics and with revenue of \$2 million sold the company to Alliqua Biomedical, a NASDAQ list company. At Microvasive Endoscopy, a division of Boston

Scientific, revenues rose from \$300,000 to over \$20 million during his tenure as Vice President, Marketing and Sales. Mr. Hutchens has also served as a senior executive at Smith & Nephew, Millipore, and CR Bard. He is a former member of the Board of Directors of the Brigham and Womens/ Faulkner Hospital. He holds a BS in Business Administration from Boston University.

Jorge Avelino, *Age 65, CFO*

Mr. Avelino joined the Company in February 2005 as a financial consultant responsible for the accounting department and the Company's financial reporting requirements. In March 2007, he was appointed Chief Financial Officer. He has a Business Administration degree from the University of Ateneo, Manila, and over 30 years of accounting and financial management experience in both the private and public sectors. Since 1986 Mr. Avelino has dealt with start-up ventures and public companies involved in the resource and high-tech industries. Prior to dealing with public companies, Mr. Avelino was the general accountant for a Vancouver manufacturing & retail company in the forest industry. He has served as a director or officer of various companies.

Dr. Robin Atlas, *Age 63, Director*

Dr. Robin A. Atlas is Medical Director Emerita of Harvard Vanguard Medical Associates, the largest multi-specialty group practice in New England. Dr. Atlas maintained a primary care internal medicine practice at the flagship Kenmore Center from 1981 until her retirement from active clinical practice in 2001. She served as Chief of Internal Medicine for the Kenmore Office (60,000 patients, 45 clinicians, \$550M budget) from 1984 until 1986, when she became the Director of Medical Specialties for the 14 offices and 350,000 patients of the then Harvard Community Health Plan. In 1994, Dr. Atlas was appointed Deputy Medical Director and, in this capacity, created the department of Utilization Management and Clinical Program Development for the Health Centers Division, which was instrumental in Harvard Vanguard's attaining recognition as the highest performing group practice in Massachusetts on Health Care Consortium quality measures. Dr. Atlas became the Medical Director and Chief Medical Officer for the newly independent Harvard Vanguard Medical Associates in 1997, overseeing all clinical programs and personnel (900 clinicians, 4200 employees, \$90M budget). Dr. Atlas was recognized with the Chief Medical Officer Emerita designation upon her retirement in 2001. Prior to joining the practice at Harvard Community Health Plan/Harvard Vanguard, Dr. Atlas received her B.S. from the University of Illinois in 1974 and her M.D. degree, awarded with Highest Distinction, from Northwestern University Medical School in 1978. She interned and completed an internal medicine residency at Boston's Beth Israel Hospital in 1981.

William Galine, *Age 65, Director*,

Bill Galine, a graduate of San Diego University, has been involved for the past 21 years in corporate finance and marketing. He has worked in public relations and corporate communications since 1984 as a business owner and as a consultant to public companies. He currently also serves as president of Toro Resources Corp.

Steven Chan, *Age 50, Director*

Steven Chan is past Vice President of Cambridge House Conferences: a division of Cambridge House International Inc. He was instrumental in building Cambridge House into Canada's leading investment conference company, serving the mining and natural resource industry. At Cambridge House he worked with every aspect of the mining industry including public companies, brokerage firms, fund managers, letter writers, analysts and retail investors. Currently he consults with public companies in the areas of financing and public relations.

Robert Lunde, Age 57, Director

Mr. Lunde has over 32 years of business experience in both the private and public sectors. Starting with a foundation of trading in the equity markets in the 1980's, Mr. Lunde has provided corporate and financial management to various companies from the pre-public stage to eventual listing on U.S. and Canadian stock exchanges. He has also been a founder of several start-up companies in industries ranging from software development to mining enterprises. Through his private company, Rolar Consulting Inc., Mr. Lunde continues to work with several companies, providing mentorship and his fund-raising capabilities.

Executive Compensation – Pro Forma

The Company anticipates paying or incurring the following annual and long-term compensation for services of the Company's and BSS's executive officers and directors for the 12 months following the date of closing the Acquisition:

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer, commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Jim Hutchens, CEO, Director	2016	US\$120,000	nil	nil	nil	nil	US\$120,000
Jorge Avelino, CFO	2016	C\$42,000	nil	nil	nil	nil	C\$42,000
Dr. Robin Atlas, Director	2016	nil	nil	nil	nil	nil	nil
William Galine, Director	2016	US\$36,000	nil	nil	nil	nil	US\$36,000
Steven Chan, Director	2016	nil	nil	nil	nil	nil	nil
Robert Lunde, Director	2016	nil	nil	nil	nil	nil	nil

Risk Factors

The Company's and BSS's business, operating results and financial condition could be adversely affected by any of the risks outlined below. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not currently known to the Company, or that the Company currently deems immaterial, may also impair the operations of the Company. If any such risks actually occur, the financial condition, liquidity and results of operations of the Company could be materially adversely affected and the ability of the Company to implement its growth plans could be adversely affected.

Failure to Effectively Develop and Commercialize New Products

The medical device market is developing rapidly and related technology trends are constantly evolving. This results in frequent introduction of new products, short product life cycles and significant price competition. Consequently, BSS's future success depends on its ability to anticipate technology development trends and identify, develop and commercialize in a timely and cost-effective manner new

and advanced products that its customers demand. New products contribute significantly to its revenues. BSS expects the medical device market to continue to evolve toward newer and more advanced products, many of which it does not currently produce.

Moreover, it may take an extended period of time for BSS's new products to gain market acceptance, if at all. Furthermore, as the life cycle for a product matures, the average selling price generally decreases. Lastly, during a product's life cycle, problems may arise regarding regulatory, intellectual property, product liability or other issues which may affect its continued commercial viability.

Whether BSS is successful in developing and commercializing new products is determined by its ability to: accurately assess technology trends and customer needs and meet market demands; optimize its manufacturing and procurement processes to predict and control costs; manufacture and deliver products in a timely manner; increase customer awareness and acceptance of its products; minimize the time and costs required to obtain required regulatory clearances or approvals; anticipate and compete effectively with other medical device developers, manufacturers and marketers; price its products competitively; and effectively integrate customer feedback into its research and development planning.

High Degree of Government Regulation

BSS is subject to various government regulations with respect to the sales and marketing of its products in the U.S.A. and Canada and by comparable laws in other countries. For example, all medical devices developed for use in the U.S. must first obtain approval from the U.S. Federal Food and Drug Administration ("FDA"), and products sold in the U.S. must be manufactured under U.S. Quality System Regulation for Medical Devices. In Canada, such medical devices must be in compliance with Canadian Medical Device Regulations.

Difficulty or Delay in Obtaining FDA 510(k) Clearance

BSS will need to submit its products to the FDA for 510(k) clearance. While there are many predicate devices for a FDA 510(k) submission, the FDA may require a clinical trial prior to approval. Consequently, FDA 510(k) clearance may require more time and capital than originally anticipated.

Failure to Obtain or Maintain Applicable Regulatory Clearances or Approvals of Products

In addition to the 510(k) clearance with the FDA, BSS will need to obtain and renew licenses and registrations with other regulatory authorities of the countries of each major medical device market. The processes for obtaining regulatory clearances or approvals can be lengthy and expensive, and the results are unpredictable. In addition, the regulatory authorities may introduce additional requirements or procedures that have the effect of delaying or prolonging the regulatory clearance or approval for BSS's existing or new products.

Furthermore, the development of BSS's products will involve the development of new and innovative technologies. Consequently, the clinical testing of the products may yield negative results, requiring reengineering of the products. If BSS is unable to address the negative clinical tests, it will be unable to obtain regulatory approval and generate sales.

If BSS is unable to obtain clearances or approvals needed to market existing or new products, or obtain such clearances or approvals in a timely fashion, its business would be significantly disrupted, and its sales and profitability could be materially and adversely affected.

Product Liability Exposure and Insurance Coverage

BSS's main products will be medical devices used to assist in the diagnosis and ultimately in the monitoring of patients, and the manufacture and sale of these products expose BSS to potential product liability claims if the use of these products causes or is alleged to have caused personal injuries or other

adverse effects. Any product liability claim or regulatory action could be costly and time-consuming to defend. If successful, product liability claims may require BSS to pay substantial damages. BSS currently maintains no product liability insurance to cover potential product liability arising from the use of its products. BSS will eventually obtain this coverage, but there is no guarantee as to when. Product liability insurance available in the United States offers limited coverage compared to coverage offered in many other countries. As a result, future liability claims could be excluded or exceed the coverage limits of BSS's policy. A product liability claim or potential safety-related regulatory action, with or without merit, could result in significant negative publicity and materially and adversely affect the marketability of BSS's products and its reputation, as well as its business, financial condition and results of operations.

Moreover, a material design, manufacturing or quality failure or defect in BSS's products, other safety issues or heightened regulatory scrutiny could each warrant a product recall by BSS and result in increased product liability claims. Also, if these products are deemed by the authorities where BSS sells its products to fail to conform to product quality and safety requirements, BSS could be subject to regulatory action. Furthermore, if the violation is determined to be serious, BSS's business license to manufacture or sell such products could be suspended or revoked.

Domestic and International Competition

BSS will face competition in the domestic and international markets in which it intends to operate. BSS's ability to compete will depend on, among other things, knowledgeable personnel, high product quality, competitive pricing and range of product offerings. Increased competition may require BSS to reduce prices or increase costs and may have a material adverse effect on its financial condition and results of operations.

Capital Requirements and Liquidity

The Company and BSS may be required from time to time to raise additional funds for its clinical development activities and operations. The Company may attempt to raise such funds through public or private equity or debt financing, collaborations with other companies and/or from other sources. There can be no assurance that additional funding or partnerships will be available on terms acceptable to the Company and which would foster successful commercialization of BSS's products. BSS presently has no cash flow from its operations. Revenues, taxes, capital expenditures and operating expenses are all factors which will have an impact on the amount of additional capital that may be required. Any additional equity financings may be dilutive to shareholders. Debt financing, if undertaken, may also involve restrictions on financing and operating activities.

There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion and pursue only those development plans that can be funded through cash flows generated from its existing operations.

Significant Development and Marketing Required

Diagnostics, medical devices and other therapeutic products require significant development, testing and investment prior to any final commercialization. There can be no assurance that such products will be successfully developed, prove to be safe and effective in clinical trials, receive applicable regulatory approvals, be capable of being produced in commercial quantities at reasonable costs, or be successfully marketed.

Reliance on Management and Dependence on Key Personnel

The success of BSS will be largely dependent upon the performance of the directors and officers and their ability to attract and retain key personnel on an ongoing basis. The loss of the services of these persons

may have a material adverse effect on BSS's business and prospects. BSS will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that BSS can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on BSS and its prospects. BSS does not have employment contracts with its key personnel and does not have any key man insurance.

Conflicts of Interest

Certain of the directors and officers of BSS may be engaged in, and may continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers of BSS may become subject to conflicts of interest. The BCBCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the company, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that such conflicts arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in Canada, as well as in other countries around the world, have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Company's Shares will be subject to market trends and conditions generally, notwithstanding any potential success of BSS in developing its products, gaining commercialization, or creating revenues, cash flows or earnings. The value of securities will be affected by market volatility. An active public market for the Company's Shares might not develop or be sustained. If an active public market for the Shares does not develop or continue, the liquidity of a shareholder's investment may be limited and the price of the Shares may decline.

Announcements of technological innovations or new commercial products by BSS or its competitors, developments or disputes concerning patent or proprietary rights, actual or potential medical results relating to products under development by BSS or its competitors, regulatory developments in both the United States and foreign countries, public concern as to the safety of biotechnology products and economic and other external factors, as well as period to period fluctuations in financial results, may have a significant impact on the market price of the Shares.

Potential Dilution of Present and Prospective Shareholdings

In order to finance future operations and development efforts, the Company may raise funds through the issue of Common Shares or the issue of securities convertible into or exercisable for Common Shares. The Company cannot predict the size of future issues of Common Shares or convertible securities or the effect, if any, that future issues and sales of such securities will have on the market price of the Company's Shares outstanding prior to such events. Any transaction involving the issue of previously unissued Shares, or securities convertible into or exercisable for Shares, would result in dilution, which may be substantial, to existing holders of Common Shares.

Competition

BSS competes with other entities that develop and produce products aimed at diagnosing and treating similar conditions to those addressed by BSS's products. Many of BSS's competitors have more financial and other resources, larger numbers of research and development staff, and more experience and

capabilities in researching, developing and testing products in clinical trials, in obtaining FDA and other regulatory approvals, and in manufacturing, marketing and distribution than BSS. BSS's competitors may succeed in developing, obtaining patent protection for, receiving FDA and other regulatory approvals for, or commercializing, products more rapidly than BSS.

Rapidly Changing Technology

Rapid changes and developing technologies that include new diagnostics, medical devices and other treatments could render BSS's products obsolete at any time and thereby adversely affect the financial condition and future prospects of BSS. There can be no assurance that BSS will keep pace with technological developments. Competitors have developed or are developing technologies that could be the basis for competitive products.

Licensed Technology

BSS's business is predicated on licensed technology and intellectual property rights. This subjects BSS to certain risks that would not be present had BSS developed the technology and intellectual property independently. Specifically, the License Agreement subjects BSS to milestone obligations and royalty payments. Some of these obligations are substantial and the failure to meet these obligations may result in the termination of the license and the loss of right to the technology. Any such termination could materially and adversely affect BSS's business and financial condition.

In addition, BSS has no control over the prosecution of patents and other intellectual property rights underlying such licenses.

BSS's license expires when the last of the patents underlying the technology expire. As a result, the ability of BSS to exploit and fully commercialize the technology over time may be limited. This may adversely affect BSS's business and financial condition.

Patent Protection and Infringement

The biotechnology industry is heavily reliant on patented technology, and it is not always clear to industry participants which patents cover which types of products, processes or methods of use. The coverage of patents is subject to interpretation by the courts, and this interpretation is not always uniform. As a result, the industry is litigious by nature as products and processes may be subject to patent infringement and to claims of infringement upon the patents of others. BSS does not own the patents pertaining to the Technology or Product. The patent is held by LLNS; and BSS does not know if LLNS follows a patent program to protect its technology and takes precautions to avoid infringement against the technology of others. As such, BSS cannot guarantee that the products developed by it will be protected by adequate intellectual property rights. As the underlying patents expire, LLNS may be unsuccessful in extending its protection through patent term extensions. The expiration of, or the failure to maintain or extend its patents, could have a material adverse effect on BSS's operations.

If BSS is sued for patent infringement, BSS should need to demonstrate that its products or methods of use either do not infringe the patent claims of the relevant patent and/or that the patent claims are invalid, and BSS may not be able to do this. Proving invalidity, in particular, is difficult since it requires a showing of clear and convincing evidence to overcome the presumption of validity enjoyed by issued patents.

The technologies, products and processes of BSS may be subject to claims of infringement upon the patents of others and, if such claims are successful, could result in the requirement to access such technology by license agreement. There can be no assurance that such licenses would be available on commercially acceptable terms or at all. If BSS is required to acquire rights to valid and enforceable patents but cannot do so at a reasonable cost, its ability to manufacture or market its products would be

materially adversely affected. The cost of BSS's defense against infringement claims by other patent holders may be significant and could negatively impact BSS's operations.

Protection of Intellectual Property Rights in Foreign Jurisdictions

The underlying intellectual property rights pertaining to the Technology may not be able to be protected throughout the world. Filing, prosecuting and defending patents on products in every jurisdiction could be prohibitively expensive. Competitors may use the Technology in jurisdictions where BSS has not obtained patent protection to develop similar products. These products may compete with BSS's products and may not be covered by any of the underlying patents or other intellectual property rights.

The laws of some foreign countries do not protect intellectual property rights to the same extent as the laws of Canada and the United States, and many companies have encountered significant problems in protecting and defending such rights in foreign jurisdictions. The legal systems of certain countries, particularly certain developing countries, do not favour the enforcement of patents and other intellectual property protection, particularly those relating to life sciences which could make it difficult for BSS to stop the infringement of its patents. Proceedings to enforce patent rights in foreign jurisdictions could result in substantial cost and divert BSS's efforts and attention from other aspects of its business.

Fluctuations in Revenue

The Company's quarterly and annual revenues may fluctuate due to several factors, including variations in demand, competitive pressure on selling prices, customer order patterns, the rate of acceptance of BSS's products, product delays or production inefficiencies, regulatory uncertainties or delays, clinical trial timing and costs, timing associated with business development activities, potential licensing of technologies and international market conditions. The impact of one, or a combination of several of these factors, could have a significant adverse effect on the operations of BSS.

Changes in Laws and Regulations

The government and regulatory authorities in Canada, the United States and other markets in which BSS may sell its products may propose and adopt new legislation and regulatory requirements relating to medical products approval criteria and manufacturing requirements. In addition, new legislation or changes to existing legislation affecting BSS and its potential customers could decrease demand for BSS's products and adversely affect its operations and financial condition.

Effects of Foreign Currency Fluctuations

A significant portion of BSS's revenues are expected to be denominated in US dollars, and therefore, are subject to fluctuations in exchange rates. There is a risk that significant fluctuations in exchange rates may impact BSS's operating margins and may therefore have an adverse impact on BSS's results of operations.

Reliance on Key Distributors to Market BSS's Products

BSS may establish one or more arrangements with other companies for the marketing, distribution and sale of its products. Revenues may become dependent on the sales and marketing efforts of such third parties and there can be no assurance that their efforts will be successful. Failure to establish sustainable and successful sales and marketing programs may have a material adverse effect on BSS's operations.

Growth Management

BSS may decide to add or acquire new products, services or businesses or expand internationally. There can be no assurances that the addition of new products, services or business or expansion internationally, if any, will prove successful. Future growth may cause a strain on BSS's management and its operational and financial resources. There can be no assurance that BSS will be able to effectively manage such

growth; and BSS's failure to do so could have a material adverse effect upon its business, prospects, results of operation and financial condition.

No Key Man Insurance

BSS does not have key man insurance in place in respect of any of its senior officers or personnel. Therefore, there is a risk that the unexpected loss of the services of any of its senior officers or key personnel (through serious injury, death or resignation) could have a material adverse effect on BSS's operations.

Shareholder Control

If certain of BSS's shareholders act together, they may be able to exert a significant degree of influence over BSS's management and affairs and over matters requiring shareholder approval, including the election of directors and approval of significant corporate transactions. This concentration of ownership may facilitate or delay or prevent a change in control of BSS and might affect the market price of its Shares. The interests of controlling shareholders may not always coincide with BSS's interests or the interests of other shareholders. In addition, if such a shareholder or group of shareholders holds its Shares for the purpose of investment, and if it were to sell those Shares in the market in the future, it could have significant influences on the market price of the Shares, depending on the market environment at the time of such sale.

Legal Proceedings

BSS may become, in the ordinary course of its business, a party to litigation including, among others, claims in respect of indemnifications BSS has extended to third parties in the normal course of business; matters alleging employment discrimination, product liability, patent or other intellectual property rights infringement, patent invalidity or breach of commercial contract. In general, litigation claims can be expensive and time consuming to bring and to defend against and could result in settlements for damages that could significantly and adversely impact BSS's results of operations and financial condition.

Limited Number of Products

BSS has only two products which it is seeking to develop and commercialize. Failure to bring the products to market will effectively end all active business operations of BSS. At present, BSS does not have other products to fall back on. The success of BSS's operations may depend upon: (i) the availability of other product opportunities; (ii) BSS's ability to identify, select, acquire, grow and market those products; and (iii) BSS's ability to generate funds for future products. BSS can expect to encounter competition from other entities who may seek to acquire similar opportunities. These groups which may compete for the same products as BSS, may be better capitalized, have more personnel, and have a longer operating history.

Dividends

Neither the Company nor BSS has paid dividends since their respective incorporations, and currently neither has any intention to change its dividend policy in the near future.

Financial Statements

The financial statements of the Company are available for review on SEDAR.

The following is a summary of the financial statements of BSS which are attached hereto as Schedule 1, and form part of this Circular:

	Period from Incorporation (March 10, 2015) to June 30, 2015
Revenue	\$Nil
G&A Expenses	\$58,234
Income/(loss)	(\$58,234)
Loss per share	(\$0.06)
Current Assets	\$33,505
Intangible Assets	\$12,703
Total Assets	\$46,208
Current Liabilities	\$46,192
Long-term liabilities	\$Nil
Shareholders' Equity	\$16

The following table is a summary of the pro-forma statement of financial position of the Company assuming completion of the Acquisition, the concurrent financing, shares-for-debt, and related matters contemplated herein; which are attached hereto as Schedule 2, and form part of this Circular. The pro-forma statements are based on the Company's financial statements as of June 30, 2015 and BSS's financial statements dated September 30, 2015.

	As at Sept. 30, 2015
Cash and Cash Equivalents	\$1,336,287
Total Current Assets	\$1,377,586
Intangible and Other Assets	\$13,923
Total Assets	\$1,391,509
Current Liabilities	\$153,854
Long-term liabilities	nil
Working Capital	\$1,223,732
Shareholders' Equity	\$1,237,655

Schedule 1
Financial Statements of BSS

BSS Life Sciences Inc.

Financial Statements

September 30, 2015

(Expressed in Canadian Dollars)

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INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF BSS LIFE SCIENCES INC.

We have audited the accompanying financial statements of BSS Life Sciences Inc., which comprise the statement of financial position as at September 30, 2015, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the 205-day period then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of BSS Life Sciences Inc. as at September 30, 2015, and its financial performance and its cash flows for the 205-day period then ended, in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to note 1 in the financial statements, which describes matters and conditions that indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

Smythe LLP

Chartered Professional Accountants

Vancouver, British Columbia
October 26, 2015

BSS LIFE SCIENCES INC.
Statement of Financial Position
As at September 30
(Expressed in Canadian Dollars)

	2015
Assets	
Current	
Cash	\$ 4,990
Subscriptions receivable (note 6)	28,515
	33,505
Non-current	
Intangible asset (note 5)	12,703
	\$ 46,208
Liabilities	
Current	
Accounts payable (note 8)	\$ 46,192
Shareholders' Equity	
Share Capital (note 6)	47,500
Obligation to Issue Shares (note 11)	10,750
Deficit	(58,234)
	16
	\$ 46,208

Approved on behalf of the Board:

David Toyoda (signed)
 Director

Jim Hutchens (signed)
 Director

The accompanying notes are an integral part of these financial statements

BSS LIFE SCIENCES INC.
Statement of Loss and Comprehensive Loss
205-Day Period Ended September 30
(Expressed in Canadian Dollars)

	2015
Expenses	
Professional fees (note 8)	\$ 35,615
Consulting fees	14,068
General and administrative	8,551
Net Loss and Comprehensive Loss for the Period	\$ (58,234)
Basic and Diluted Loss Per Share	\$ (0.06)
Weighted Average Number of Common Shares Outstanding	897,562

The accompanying notes are an integral part of these financial statements

BSS LIFE SCIENCES INC.
Statement of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	<u>Share Capital</u>		Obligation to Issue Shares	Deficit	Total
	Number	Amount			
Balance, March 10, 2015 (date of incorporation)	1	\$ 1	\$ -	\$ -	\$ 1
Repurchase and cancellation of common share	(1)	(1)	-	-	(1)
Shares issued for cash	11,500,000	57,500	-	-	57,500
Subscriptions received	-	-	10,750	-	10,750
Share issue costs	-	(10,000)	-	-	(10,000)
Net loss for the period	-	-	-	(58,234)	(58,234)
Balance, September 30, 2015	11,500,000	\$ 47,500	\$ 10,750	\$ (58,234)	\$ 16

The accompanying notes are an integral part of these financial statements

BSS LIFE SCIENCES INC.
Statement of Cash Flows
205-Day Period Ended September 30
(Expressed in Canadian Dollars)

	2015
Operating Activities	
Net loss for period	\$ (58,234)
Change in working capital balances:	
Accounts payable	46,192
Cash Used by Operating Activities	(12,042)
Investing Activity	
Purchase of intangible asset	(12,703)
Financing Activities	
Proceeds from shares issued	28,985
Subscriptions received	10,750
Share issue costs	(10,000)
Cash Provided by Financing Activities	29,735
Inflow of Cash	4,990
Cash, Beginning of Period	-
Cash, End of Period	\$ 4,990

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

BSS LIFE SCIENCES INC.
Notes to the Financial Statements
For the 205-Day Period Ended September 30, 2015
(Expressed in Canadian Dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

BSS Life Sciences Inc. (the “Company”) was incorporated in British Columbia, Canada, on March 10, 2015. The principal business of the Company is to research, develop and commercialize medical devices in the bio-chemical industry.

The head office and records of the Company are located at 700 – 595 Burrard Street, Vancouver, British Columbia, V7X 1S8.

These financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards (“IFRS”) with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business.

Several conditions cast significant doubt on the validity of this assumption. At present, the Company has no operating income. The Company has incurred net loss of \$58,234 since incorporation, has limited resources, no sources of operating cash flow and no assurances that sufficient funding will be available to continue operations for an extended amount of time. As at September 30, 2015, the Company has a net working capital deficiency of \$12,687 and deficit of \$58,234. Without additional financing, the Company may not be able to fund its ongoing operations and complete development activities. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favourable terms. These uncertainties cast doubt on the Company’s ability to continue as a going concern. The Company will need to raise sufficient working capital to maintain operations.

If the going concern assumption were not appropriate for these financial statements, then adjustments would be necessary in the carrying value of assets and liabilities, the reported expenses and the statement of financial position classifications used. Such adjustments could be material.

2. BASIS OF PRESENTATION

(a) Statement of compliance

These financial statements are prepared in accordance with IFRS, as issued by the International Accounting Standards Board (“IASB”). These financial statements have been prepared on a historical cost basis, except for financial assets and liabilities classified as financial instruments at fair value through profit or loss (“FVTPL”), which are stated at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These financial statements are presented in Canadian dollars, which is the Company’s functional currency.

The significant accounting policies set out in note 3 have been applied consistently to the period presented.

(b) Approval of the financial statements

These financial statements of the Company were approved by the Board of Directors and authorized for issue on October 26, 2015.

BSS LIFE SCIENCES INC.
Notes to the Financial Statements
For the 205-Day Period Ended September 30, 2015
(Expressed in Canadian Dollars)

2. BASIS OF PRESENTATION (continued)

(c) New accounting pronouncement

IFRS 9 *Financial Instruments* (2014)

On July 24, 2014, the IASB issued the complete IFRS 9, which replaces the earlier versions of IFRS 9 (2009, 2010 and 2013). IFRS 9 (2014) includes finalized guidance on the classification and measurement of financial assets. The final standard also mends the impairment model by introducing a new “expected credit loss” model for calculating impairment, and new general hedge accounting requirements. IFRS 9 (2014) is effective for the Company’s annual periods beginning after October 1, 2018 with earlier adoption permitted.

The Company is currently evaluating the impact of IFRS 9 on its financial statements and expects to apply the standard in accordance with its future mandatory effective date. The extent of the impact of adoption of this pronouncement has not yet been determined.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Financial instruments

(i) Financial assets

The Company classifies its financial assets in the following categories: held-to-maturity, FVTPL, loans and receivables, and available-for-sale (“AFS”). The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at recognition.

Fair value through profit or loss

Financial assets are classified as FVTPL when the financial asset is held-for-trading or it is designated as FVTPL. A financial asset is classified as FVTPL when it has been acquired principally for the purpose of selling in the near future; it is part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit-taking or if it is a derivative that is not designated and effective as a hedging instrument. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at FVTPL are measured at fair value, and changes therein are recognized in profit or loss. Cash is included in this category of financial assets.

Loans and receivables

Loans and receivables are initially recognized at the transaction value and subsequently carried at amortized cost less impairment losses. The impairment loss on receivables is based on a review of all outstanding amounts at year-end. Bad debts are written off during the year in which they are identified. Interest income is recognized by applying the effective interest rate method. Subscription receivable is included in this category of financial assets.

BSS LIFE SCIENCES INC.
Notes to the Financial Statements
For the 205-Day Period Ended September 30, 2015
(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Financial instruments (continued)

(i) Financial assets (continued)

Held-to-maturity

Held-to-maturity financial assets are recognized on a trade-date basis and are initially measured at fair value using the effective interest rate method. The Company has no assets classified as held-to-maturity.

Available-for-sale

AFS financial assets are non-derivatives that are either designated as AFS or not classified in any of the other financial assets categories. Changes in the fair value of AFS financial assets other than impairment losses are recognized as other comprehensive income and classified as a component of equity. The Company has no assets classified as AFS.

(ii) Financial liabilities

The Company classifies its financial liabilities in the following category:

Borrowings and other financial liabilities

Borrowings and other financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in the income statement over the period to maturity using the effective interest method.

Borrowings and other financial liabilities are classified as current or non-current based on their maturity date. Financial liabilities include accounts payable.

(iii) Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 - Inputs for assets or liabilities that are not based on observable market data.

The Company's financial instruments classified as Level 1 in the fair value hierarchy are cash, subscription receivable, and accounts payable.

BSS LIFE SCIENCES INC.
Notes to the Financial Statements
For the 205-Day Period Ended September 30, 2015
(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Financial instruments (continued)

(iv) Impairment of financial assets

The Company assesses, at each reporting date, whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or group of financial assets.

(b) Research and development costs

Research costs, including costs for new patents and patent applications, are expensed in the period in which they are incurred. Development costs are expensed in the period in which they are incurred unless certain criteria, including technical feasibility, commercial feasibility, and intent and ability to develop and use the technology, are met for deferral and amortization. No research or development costs have been incurred to date.

(c) Intangible assets

Intangible assets of the Company include technology rights and patents acquired from third parties, and are recorded at cost less accumulated amortization and accumulated impairment losses. Initial acquisition cost is based on the fair value of the consideration paid or payable, and will be amortized on a straight-line basis over the estimated useful life of the underlying technologies with finite lives. Once the Company commences research and development activities, the intangible assets will be amortized on a straight-line basis over 10 years. The Company reviews the estimated useful lives and carrying values of its technology rights and patents as part of its periodic assessment for impairment of non-financial assets.

The carrying amounts for technology rights and patents do not necessarily reflect present or future value and the ultimate amounts recoverable will be dependent upon the successful development and commercialization of products based on these underlying technologies.

(d) Impairment of non-financial assets

Impairment tests on non-financial assets are undertaken annually at the financial year-end and whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets.

An impairment loss is charged to profit or loss, except to the extent they reverse gains previously recognized in other comprehensive income (loss).

BSS LIFE SCIENCES INC.
Notes to the Financial Statements
For the 205-Day Period Ended September 30, 2015
(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Loss per share

Basic loss per share is calculated using the weighted average number of common shares outstanding during the period. The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method the dilutive effect on earnings per share is calculated presuming the exercise of outstanding options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to repurchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive.

Shares held in escrow, other than where their release is subject to the passage of time, are not included in the calculation of the weighted average number of common shares outstanding.

(f) Income taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss, except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income/loss.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current period and any adjustment to income taxes payable in respect of previous periods. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Current tax expense is the expected tax payable on the taxable income for the period using tax rates enacted or substantively enacted at period-end, adjusted for amendments to tax payable with regard to previous years.

Deferred tax assets and liabilities are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled.

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in profit or loss in the period that substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it provides a valuation allowance against that excess.

BSS LIFE SCIENCES INC.
Notes to the Financial Statements
For the 205-Day Period Ended September 30, 2015
(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Share capital

Instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

The proceeds from issuance of units are allocated between common shares and warrants based on the residual method. Under this method, the proceeds are allocated first to share capital based on the fair value of the common shares at the time the units are priced and any residual value is allocated to a warrants reserve.

(h) Significant accounting judgments, estimates and assumptions

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amount of assets, liabilities and contingent liabilities at the date of the financial statements, and reported amounts of revenues and expenses during the reporting period. 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.

Significant areas requiring the use of management estimates include:

- The utilization of deferred income tax assets; and
- The useful lives of the intangible assets.

Significant areas requiring the use of management's judgments include:

- Treatment of development costs

Costs to develop products are capitalized to the extent that the criteria for recognition as intangible assets in IAS 38 *Intangible Assets* are met. Those criteria require that the product is technically and economically feasible, which management assessed based on the attributes of the development project, perceived user needs, industry trends and expected future economic conditions. Management considers these factors in aggregate and applies significant judgment to determine whether the product is feasible. The Company has not capitalized any development costs as at September 30, 2015.

- Recoverability of the carrying value of intangible assets

Evaluating the recoverability requires judgments in determining whether future economic benefits from sale or otherwise are likely. Evaluation may be more complex where activities have not reached a stage that permits a reasonable assessment of the viability of the asset. Management must make certain estimates and assumptions about future events or circumstances including, but not limited to, the interpretation of marketing and sales data, as well as the Company's financial ability to continue marketing and sales activities and operations.

BSS LIFE SCIENCES INC.
Notes to the Financial Statements
For the 205-Day Period Ended September 30, 2015
(Expressed in Canadian Dollars)

4. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

The Company's risk exposure and the impact on the Company's financial instruments are summarized below:

(a) Credit risk

Credit risk is the risk of an unexpected loss if a third party to a financial instrument fails to meet its contractual obligations. The Company's cash is held at a single major Canadian financial institution. The Company considers credit risk on its cash to be minimal. The Company's subscription receivable consists of amounts receivable from its shareholders and considers credit risk on its subscription receivable to be minimal.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. At September 30, 2015, the Company had cash of \$4,990 available to meet short-term business requirements and current liabilities of \$46,192. The Company's accounts payable have contractual maturities of less than 30 days and are subject to normal trade terms.

(c) 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 other price risk. The Company is not exposed to significant market risk.

5. INTANGIBLE ASSET

On June 22, 2015, the Company and Lawrence Livermore National Security ("LLNS") entered into a license agreement, whereby the Company has exclusive right to develop, manufacture and sell a medical imaging device designed to complement white light endoscopy by adding fluorescent imaging for more accurate detection and treatment of various conditions, including the detection and treatment of cancer.

As consideration for the license agreement, the Company is required to pay a non-refundable license issue fee of US\$100,000 due on the effective date and payable as follows:

- US\$10,000 (paid) due on execution of the agreement;
- US\$30,000 due within five months after the effective date;
- US\$30,000 due within seven months after the effective date; and
- US\$30,000 due within nine months after the effective date.

In addition, the Company is required to pay to LLNS a non-refundable US Maintenance Patent Fee of US\$45,000 as follows:

- US\$15,000 to be paid on or before February 28, 2016;
- US\$15,000 to be paid on or before February 28, 2019; and
- US\$15,000 to be paid on or before February 28, 2023.

BSS LIFE SCIENCES INC.
Notes to the Financial Statements
For the 205-Day Period Ended September 30, 2015
(Expressed in Canadian Dollars)

5. INTANGIBLE ASSET (continued)

In the event that the Company grants sublicenses, LLNS will collect an issue fee equal to or greater than the license issue fee. The Company will pay to LLNS 50% of any license issue fee from sublicensing.

In addition, the Company will pay LLNS an earned royalty of 3% on net sales.

The license agreement will remain in effect until the expiration or abandonment of the last of the patent rights.

6. SHARE CAPITAL

(a) Authorized

Unlimited common shares without par value.

(b) Issued and outstanding

On September 15, 2015, the Company issued 11,500,000 common shares at a price of \$0.005 per common share for total proceeds of \$57,500. Subscriptions receivable of \$28,515 were received subsequent to September 30, 2015. Share issue costs totaled \$10,000.

7. CAPITAL MANAGEMENT

The Company plans to develop, manufacture and sell a medical imaging device for various health-related concerns, which involves a high degree of risk. The Company has not determined whether it will be successful in its endeavours and does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of share capital. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations, and is not subject to any externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid.

There have been no changes to the Company's approach to capital management during the period.

Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will continue this financing.

8. RELATED PARTY TRANSACTIONS

As at September 30, 2015, accounts payable includes \$3,750 payable to an officer for expense reimbursement.

BSS LIFE SCIENCES INC.
Notes to the Financial Statements
For the 205-Day Period Ended September 30, 2015
(Expressed in Canadian Dollars)

9. INCOME TAXES

A reconciliation of income tax expense to the amount computed at the statutory rate is as follows:

	2015
Loss before income taxes	\$ (58,234)
Statutory rate	26%
Income tax recovery computed at statutory tax rate	(15,141)
Items not deductible for tax purposes	203
Unused tax losses and tax offsets not recognized in tax asset	14,938
	\$ -

Significant unrecognized tax benefits and unused tax losses for which no deferred tax asset is recognized as of September 30, 2015 are as follows:

	2015
Share issuance cost	\$ 8,000
Non-capital loss carry-forward	58,000
	\$ 66,000

The Company has available for deduction against future taxable income non-capital losses of approximately \$58,000. These losses, if not utilized, will expire in 2035. Future tax benefits that may arise as a result of these non-capital losses have not been recognized in these financial statements and have been offset by a valuation due to the uncertainty of their realization.

10. SEGMENTED INFORMATION

The Company has one operating segment, the development of medical imaging devices. All its assets are based in Canada.

11. EVENTS AFTER THE REPORTING DATE

Subsequent to September 30, 2015, the Company completed the following private placements:

- On October 2, 2015, the Company issued 5,000,000 common shares at a price of \$0.005 per common share for total proceeds of \$25,000. No cash has been received up to the date of filing for these shares.
- On October 9, 2015, the Company issued 10,000,000 units at a price of \$0.025 per unit for total proceeds of \$250,000. Each unit consists of one common share and one share purchase warrant exercisable at \$0.15 for a period of three years. As at September 30, 2015, subscriptions of \$10,750 had been received.

Schedule 2
Pro Forma Statement of Financial Position

The following table sets out certain financial information for Expedition Mining Inc. (the “Company”) as at June 30, 2015 and BSS Life Sciences Inc. (“BSS”) as at September 30, 2015, as well as pro forma consolidated financial information for the Resulting Issuer, after giving effect to the Company’s acquisition of BSS as at September 30, 2015. All amounts are denominated in Canadian dollars.

Pro forma consolidated statement of financial position (unaudited)

	Company	BSS	Pro forma adjustments	Notes	Resulting Issuer
	As at June 30, 2015	As at Sept. 30, 2015			As at Sept. 30, 2015
	\$	\$	\$		\$
ASSETS					
Current assets					
Cash and cash equivalents	67,047	4,990	1,000,000	2(b)	
			239,250	2(g)	
			25,000	2(f)	1,336,287
Trade and other receivables	7,034	28,515			35,549
Security deposits	5,750	-			5,750
Total current assets	<u>79,831</u>	<u>33,505</u>			<u>1,377,586</u>
Non-current assets					
Property, plant and equipment	1,220	-			1,220
Intangible asset	-	12,703			12,703
Exploration and evaluation assets	1	-	(1)	2(c)	-
Total non-current assets	<u>1,221</u>	<u>12,703</u>			<u>13,923</u>
Total assets	<u>81,052</u>	<u>46,208</u>			<u>1,391,509</u>
LIABILITIES AND SHAREHOLDERS’ EQUITY (DEFICIENCY)					
Current liabilities					
Trade and other payables	143,078	46,192	120,000	2(d)	
			(155,416)	2(e)	153,854
Total liabilities	<u>143,078</u>	<u>46,192</u>			<u>153,854</u>
Equity (Deficiency)					
Share Capital	25,527,873	47,500	(25,527,873)	2(a)	
			1,000,000	2(b)	
			155,416	2(e)	
			250,000	2(g)	
			25,000	2(f)	1,477,916
Obligation to issue shares	-	10,750	(10,750)	2(g)	-
Reserves	3,919,385	-	(3,919,385)	2(a)	-
Retained earnings/(deficit)	(29,509,284)	(58,234)	29,509,284	2(a)	
			(62,026)	2(a)	
			(1)	2(c)	
			(120,000)	2(d)	(240,261)
Total equity (deficiency)	<u>(62,026)</u>	<u>16</u>			<u>1,237,655</u>
Total liabilities and shareholders’ equity	<u>81,052</u>	<u>46,208</u>			<u>1,391,509</u>

Notes to the pro forma consolidated financial statements

1. Basis of preparation

The accompanying unaudited pro forma consolidated financial statement has been prepared by management to show the effect of the proposed acquisition (the “transaction” or “acquisition”) by Expedition Mining Inc. (“Expedition” or the “Company”) of the shares of BSS Life Sciences Inc. (“BSS”) on the basis of the assumptions and adjustments made by management as described in Note 2.

The pro forma consolidated financial statement has been prepared in accordance with International Financial Reporting Standards and has been compiled from information derived from the unaudited interim financial statements of Expedition as at and for the nine month period ended June 30, 2015 and the audited financial statements of BSS as at and for the 205 day period ended September 30, 2015.

The unaudited pro forma consolidated statement of financial position is not necessarily indicative of the financial position of the Company on the date of the completion of the proposed acquisition of BSS.

This unaudited pro forma consolidated financial statement should be read in conjunction with the financial statements of Expedition and BSS and other disclosure of the Company in respect of the proposed acquisition transaction.

Pro forma statements of income (loss) and comprehensive income (loss) have not been prepared due to the fact that Expedition has no operations other than the costs associated with general and administrative expenses.

Completion of the transaction is subject to a number of conditions including, but not limited to approval by the shareholders of Expedition and the TSX Venture Exchange (“TSXV”).

2. Pro forma consolidated statement of financial position and adjustments

The unaudited pro forma consolidated statement of financial position gives effect to the proposed acquisition as if it and the related matters described below had occurred on September 30, 2015.

Under the proposed transaction, Expedition will acquire all of the issued shares of BSS such that BSS will become a wholly-owned subsidiary of the Company.

Expedition will issue a total of 26,500,000 common shares to the shareholders of BSS in consideration for acquiring their shares of BSS, following which it will have a total of 38,091,887 common shares issued and outstanding. See notes 2(a), (b), and (e) for the share issuances that comprise the 34,202,774 shares to be issued.

The following assumptions and adjustments were used to compile the pro forma consolidated statement of financial position:

- (a) Expedition will issue a total of 21,500,000 common shares, and 5,000,000 performance shares to be released from escrow upon the successful conclusion of the beta prototype pertaining to the BSS technology which satisfactorily demonstrates the commercial viability of products based on such technology. For accounting purposes, the transaction will be treated as a reverse takeover with the equity accounts being presented as a continuation of BSS and, accordingly, the share capital of Expedition will be eliminated. The net liabilities of Expedition acquired and recorded with an offsetting increase to deficit, as a result of the reverse takeover, are as follows:

Cash and cash equivalents	\$ 67,047
Accounts receivable	7,034
Security deposits	5,750
Equipment	1,220
Exploration and evaluation assets	1
Trade and other payables	<u>(143,078)</u>
Net liabilities acquired	<u>\$ (62,026)</u>

- (b) As part of the acquisition agreement, Expedition is required complete a private placement to raise a total of \$1,000,000 via the issue of 6,666,666 units. Each unit will consist of one common share of the Company and one share purchase warrants. Each warrant will entitle the holder to purchase one additional common share of the Company at a price of \$0.25 for the first year and at \$0.35 for the second year. The Company may choose to accelerate the expiry date of the warrants if the Company's shares close at a minimum of \$0.50 for a period of 20 consecutive trading days.
- (c) As BSS has no intention of remaining a mineral exploration company going forward, the remaining mineral properties of Expedition on the statement of financial position were written off. This resulted in a write-off of \$1.
- (d) Management has estimated that approximately \$120,000 in professional fees and other regulatory costs will be incurred in connection with the transaction. A pro forma adjustment has been made to record this amount as an additional accrued liability.
- (e) In conjunction with the acquisition, the Company will complete a shares-for-debt transaction where it will settle an aggregate of \$155,416 of past debt owed to former directors and officers of Expedition, by the issuance of 1,036,108 common shares.
- (f) On October 2, 2015, BSS issued 5,000,000 common shares at a price of \$0.005 per common share for total proceeds of \$25,000.
- (g) On October 9, 2015, BSS issued 10,000,000 units at a price of \$0.025 per unit for total proceeds of \$250,000. Each unit consisted of one common share of BSS and one common share purchase warrant. Each warrant is exercisable at \$0.15 per share for a period of three years from the grant date.

3. Share Capital

The table below reconciles the outstanding common shares of the Company upon completion of the transaction:

	Number of Shares	Amount
Expedition pre-acquisition shares	3,889,113	\$ 47,500
BSS private placement (on October 2, 2015)	-	25,000
BSS private placement (on October 9, 2015)	-	250,000
Share exchange	26,500,000	-
Shares from private placement	6,666,666	1,000,000
Shares-for-debt transaction	1,036,108	155,416
Total	38,091,887	\$ 1,477,916

4. Income Taxes

The pro forma effective tax rate for September 30, 2015 is nil. There is no tax effect of pro forma adjustments related to Expedition and BSS because both entities have net deferred income tax assets which have not been recognized due to uncertainty as to whether those assets will be realized.