A copy of this preliminary prospectus has been filed with the securities regulatory authority in each of the provinces of British Columbia, Alberta and Ontario and with the Canadian Securities Exchange but has not yet become final for the purpose of the sale of securities. Information contained within this preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authorities.

This prospectus constitutes a public offering of the securities only in those jurisdictions where they may be lawfully offered for sale and, in such jurisdictions, only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any securities law of any State of the United States. Accordingly, except as permitted under the Agency Agreement as defined herein, the securities offered hereby may not be offered or sold, directly or indirectly, in the United States of America, its territories, or its possessions, any State of the United States or the District of Columbia (the "United States"), or to, or for the account or benefit of, persons in the United States. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby in the United States to, for the account or benefit, persons in the United States. See "Plan of Distribution".

PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING **DATED: November 13, 2024**

ADONIS MINERALS Corp.

ADONIS MINERALS CORP.
Suite 830-999 West Broadway
Vancouver, British Columbia, V5Z 1K5
Telephone: (778) 288-6893

3,000,000 Common Shares
Price: $0.10 per Common Share
$300,000

This prospectus (the "**Prospectus**") qualifies for distribution and offering (the "**Offering**") to purchasers resident in British Columbia, Alberta and Ontario (the **"Offering Jurisdictions**"), and elsewhere as permitted by applicable law, through Canaccord Genuity Corp. (the "**Agent**"), on a commercially reasonable efforts basis, of an aggregate of 3,000,000 common shares (the "**Offered Shares**") of Adonis Minerals Corp. (the "**Company**"). The Offered Shares are being offered at $0.10 per Share (the "**Offering Price**") for gross proceeds of $300,000. See *"Description of Securities Distributed".* The Offering Price was determined by negotiation between the Company and the Agent.

	Price to Public	Agent's Commission (1)	Net Proceeds to the Company (2)
Per Share	$0.10	$0.01	$0.09
Total Offering	$300,000	$30,000	$270,000

(1) Pursuant to the terms and conditions of an agency agreement (the "**Agency Agreement**") to be entered into between the Agent and the Company, the Company has agreed to pay to the Agent a commission (the "**Agent's Commission**") equal to 10.0% of the gross proceeds of the Offering payable in cash. The Agent will also be paid a corporate finance fee of $35,000 (the "**Corporate Finance Fee**"), of which $25,000 will be payable in cash and $10,000 will be payable through the issuance of 100,000 common shares at a deemed price of $0.10 per common share (the "**Corporate Finance Shares**"). In addition, the Company will issue to the Agent non-transferable warrants (the "**Agent's Warrants**") to acquire common shares (the "**Agent's Warrant Shares**") in an amount equal to 10.0% of the Offered Shares sold in the Offering at an exercise price of $0.10 per Agent's Warrant Share, exercisable for a period of 24 months from the Listing Date (as defined herein). Issuance of the Corporate Finance Shares and the Agent's Warrants shall be qualified by the Prospectus to the maximum extent permissible by National Instrument 41-101. The Agent acknowledges that any combination of the Corporate Finance Shares and Agent's Warrant Shares which exceed 10% of the Offered Shares will not be qualified for distribution under the Prospectus, and will be subject to a four month hold period in accordance with applicable securities laws. The Agent will also be reimbursed by the Company for the Agent's expenses incurred pursuant to the Offering, of which $20,000 has been paid as a retainer. See "*Plan of Distribution*".

(2) Before deducting (i) the cash portion of the Corporate Finance Fee of $25,000 and (ii) the remaining estimated expenses of the Offering, including legal, accounting and audit costs, , all filing fees with the Canadian Securities Exchange (the "**Exchange**") and of the securities commissions in the Offering Jurisdictions and the Agent's expenses, estimated at $102,900. See "*Use of Proceeds*".

The Offering is not underwritten or guaranteed by any person or agent. The Agent, as exclusive agent of the Company for the purposes of the Offering, conditionally offers the Offered Shares for sale on a commercially reasonable efforts basis and subject to prior sale, if, as and when issued by the Company, in accordance with the conditions contained in the Agency Agreement referred to under "*Plan of Distribution.*

Subscriptions for Offered Shares will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. If the Offering is not completed within 90 days of the issuance of a receipt for the Prospectus, or if a receipt has been issued for an amendment to the Prospectus, within 90 days of the issuance of such receipt and in any event not later than 180 days from the date of receipt for the Prospectus, the distribution will cease, and all subscription monies will be returned to the subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

There is no market through which the Shares may be sold, and purchasers may not be able to resell the Offered Shares as purchased under this Prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See "*Risk Factors*". The Company has applied to the Exchange to conditionally approve a listing of the Offered Shares being offered under this Prospectus. The listing is subject to fulfilment by the Company of all of the listing requirements of the Exchange including prescribed distribution and financial requirements.

As of the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

The Company is not a related or connected issuer (as such terms are defined in National Instrument 33-105 Underwriting Conflicts) to the Agent. See "*Relationship between the Company and the Agent*".

Unless otherwise noted, all currency amounts in this Prospectus are stated in Canadian dollars.

Certain legal matters relating to the Offering have been reviewed on behalf of the Company by S. Paul Simpson Law Corporation of Vancouver, British Columbia and on behalf of the Agent by Miller Thomson LLP, Vancouver, British Columbia. No person is authorized to provide any information or to make any representation in connection with this Offering other than as contained in this prospectus.

Due to the nature of the Company's business, an investment in any securities of the Company is speculative and involves a high degree of risk that should be considered by potential investors. The degree of risk in natural resource companies increases substantially where the company's properties are in the exploration stage as opposed to the development stage. The Company's mineral property is in the exploration or pre-exploration stage and are without a known body of commercial ore. An investment in the Company's securities should only be undertaken by those persons who can afford the total loss of their investments. In reviewing this Prospectus, investors should carefully consider the matters described under the heading *"Risk Factors"* of this Prospectus.

Prospective purchasers are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding, or disposing of Company's securities, including the Canadian federal income tax consequences applicable to a foreign controlled Canadian corporation that acquires Company's securities.

Prospective purchasers should rely only on the information contained in this prospectus. Neither the Agent nor the Company has authorized anyone to provide prospective purchasers with different information from that contained in this prospectus. Readers should assume that the information appearing in this prospectus is accurate only as of its date, regardless of its time of delivery and that the Company's business, financial condition, results of operations and prospects may have changed since that date.

Prospective purchasers have certain rights to withdraw from an agreement to purchase securities and may have further remedies depending on their jurisdiction of residence. See *"Purchaser's Statutory Rights of Withdrawal and Rescission"* in this Prospectus.

At the closing, the Offered Shares distributed under this Prospectus will be available for delivery in book-entry form or the non-certificated inventory system of CDS Clearing and Depository Services Inc. ("**CDS**") or, its nominee, and will be deposited in electronic form. Purchasers of Offered Shares will receive only a customer confirmation from the Agent as to the number of Offered Shares subscribed for. Certificates representing the Offered Shares in registered and definitive form will be issued in certain limited circumstances.

CANACCORD GENUITY CORP.
Suite 1200 – 1133 Melville Street
Vancouver, British Columbia,
Canada V6E 4E5
Telephone: (604) 643-7300

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GLOSSARY

The following terms used in this Prospectus have the meanings ascribed to them below. This Glossary of Terms is not exhaustive of the defined terms or expressions used in this Prospectus and other terms and expressions may be defined throughout this Prospectus.

"Agency Agreement" means the agency agreement among the Company and the Agent dated • pursuant to which the Agent has agreed to act as the Company's agent in respect of the Offering.

"Agent" means Canaccord Genuity Corp.

"Agent's Commission" means the commission payable to the Agent in respect of the completion of the Offering pursuant to the Agency Agreement, as more fully described under "*Plan of Distribution*".

"Agent's Warrants" means the warrants to purchase Shares of the Company issued to the Agent as more fully described under "*Plan of Distribution*".

"Agent's Warrant Shares" means the common shares of the Company issuable upon exercise of the Agent's Warrants.

"Audit Committee" means the audit committee of the Board.

"BCBCA" means the *Business Corporations Act* (British Columbia), as amended from time to time.

"Board" means the board of directors of the Company.

"CEO" means the Chief Executive Officer of the Company.

"**CFO"** means the Chief Financial Officer of the Company.

"Closing" means the completion of the Offering.

"Closing Date" means the date on which the Closing occurs, as mutually determined by the Company and the Agent.

"Company" means Adonis Minerals Corp., a company incorporated under the laws of the Province of British Columbia.

"**Corporate Finance Fee**" means the corporate finance fee of $35,000 charged to the Company by the Agent in consideration of corporate finance structuring and administrative services provided by the Agent, of which $25,000 is payable in cash and the balance of $10,000 is payable through the issuance of 100,000 Corporate Finance Shares.

"**Corporate Finance Shares**" means the 100,000 Shares which will be distributed to the Agent pursuant to the Agency Agreement in partial payment of the Corporate Finance Fee, as more fully described under *"Plan of Distribution"*.

"CRA" means the Canada Revenue Agency.

"Effective Date" means the date of issue of the final receipt by the Securities Commissions for this Prospectus.

"Engagement Letter" means the engagement letter between the Company and the Agent dated September 12, 2024 in respect of the Offering, which is to be superseded in its entirety by the Agency Agreement.

"Escrow Agent" means Odyssey.

"Escrow Agreement" means the escrow agreement dated September 30, 2024 among the Company, the Escrow Agent and certain of the Principals as more fully described under "*Escrowed Securities*".

"Exchange" means the Canadian Securities Exchange.

"Forward-Looking Information" means statements contained in this Prospectus that are not historical facts and are forward-looking statements or forward-looking information.

"Horne Project" means the five minerals claims collectively known as the Horne Project located on Vancouver Island, British Columbia and comprising of 1,748.33 hectares, all as more particularly described in the Technical Report.

"Insider" if used in relation to an issuer, means:

(a) a director or senior officer of an issuer;

(b) a director or senior officer of the company that is an Insider or subsidiary of an issuer;

(c) a person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of an issuer; or

(d) an issuer itself if it holds any of its own securities.

"Listing Date" means the date on which the Shares are listed for trading on the Exchange.

"MD&A" means management's discussion and analysis.

"Named Executive Officer" or **"NEO"** means for every reporting issuer, the following individuals: (a) its CEO; (b) its CFO and (c) each of its three most highly compensated executive officers, other than the CEO and CFO, whose total salary and bonus exceeded $150,000; and in the case of the Company means Gordon Lam and Alan Tam as of the date of this Prospectus.

"NI 43-101" means National Instrument 43-101, *Standards of Disclosure for Mineral Projects*.

"NI 45-102" means National Instrument 45-102, *Resale of Securities.*

"NP 46-201" means National Policy 46-201, *Escrow for Initial Public Offerings.*

"NI 52-110" means National Instrument 52-110, *Audit Committees.*

“Odyssey” means Odyssey Trust Company, a trust company having an office in Vancouver, British Columbia and the Company’s registrar and transfer agent and escrow agent.

“**Offered Shares**” means the Shares being offered for sale pursuant to the Offering and this Prospectus.

“Offering” means the offering of Offered Shares of the Company as more fully described under “*Plan of Distribution*”.

“Offering Jurisdictions” means British Columbia, Alberta and Ontario.

“Offering Price” means $0.10 per Offered Share, the price at which the Offered Shares are being offered for sale under this Prospectus.

“Principal” means, with respect to the Company:

(a) a person or company who acted as a promoter of the Company within two years of the initial public offering prospectus;

(b) the directors and senior officers of the Company or any of its material operating subsidiaries;

(c) promoters of the Company during the two years preceding this Offering;

(d) those who own or control more than 10% of the Company's voting securities immediately before and immediately after completion of this Offering if they also have elected or appointed or have the right to elect or appoint a director or senior officer of the Company;

(e) those who own or control more than 20% of the Company's voting securities immediately before and immediately after completion of this Offering; and

(f) associates and affiliates of any of the above.

being in this case, each of Gordon Lam, Leif Smither, Stephen Diakow, Alan Tam and their respective spouses and other immediate family living at the same address.

“Prospectus” means this preliminary prospectus dated November 13, 2024 of the Company.

“Purchase Agreement” means the Purchase Agreement dated January 1, 2024 between the Company and the Vendor pursuant to which the Company has been granted the sole and exclusive right to purchase a 100% interest in the Horne Project.

“Securities Commissions” means the securities regulatory authorities in each of the Offering Jurisdictions.

“SEDAR+” means the System for Electronic Document Analysis and Retrieval, as located on the internet at www.sedarplus.ca.

“Share” means a common share in the authorized share structure of the Company.

“Stock Option Plan” means the 10% rolling stock option plan adopted by the Company.

"Tax Act" means the *Income Tax Act* (Canada) and the regulations promulgated thereunder, as amended from time to time.

"Technical Report" means the geological report titled "NI43-101 Technical Report on the Horne Property, British Columbia" dated April 11, 2024 as prepared for the Company by Derrick Strickland, P. Geo. in respect of the Horne Project.

"United States or U.S." means the United States of America, its territories and possession, any state of the United States and the District of Columbia.

"U.S. Securities Act" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Vendor"** means Nicholas Rodway.

GLOSSARY OF TECHNICAL TERMS

Alteration means any change in the mineralogical composition of a rock that is brought about by physical or sediment, rock and core samples.

Anomaly means a geological feature, especially in the subsurface, distinguished by geological, geophysical or geochemical means, which is different from the general surroundings and is often of potential economic value having a geochemical or geophysical character which deviates from regularity.

Assay means a laboratory analysis to determine the presence, absence or concentration of one or more elemental components, such as gold or copper.

Deposit means a mineralized body which has been physically delineated by sufficient drilling, trenching and/ or underground work, and found to contain a sufficient average grade of metal or metals to warrant further exploration and/ or development expenditures. A deposit does not qualify as a commercially mineable ore body or as containing reserves of ore, until final legal, technical and economic factors have been resolved.

Disseminated means where the ore minerals (usually sulphides) occur disseminated through the host rock.

Epithermal means gold and/or silver and/or base metal mineralization caused by relatively low temperature hydrothermal fluids. Low, intermediate and high sulphidation represent a range of different chemical states for this type of mineralization. This type of deposit is typically spatially related to porphyry deposits.

Fault means a discrete surface or zone of discrete surfaces separating two rock masses across which one mass has slid past the other.

Formation means a distinct layer of sedimentary rock of similar composition.

Geochemical means the distribution and amounts of the chemical elements in minerals, ores, rocks, solids, water and the atmosphere.

Geophysical survey means a scientific method of prospecting that measures the physical properties of rock formations.

Geophysics means the study of the physical properties of rocks and minerals.

Grade means the concentration of an ore metal in a rock sample, given either as weight per cent for base metals or in grams per tonne for precious or platinum group metals.

Hornblende means a dark coloured iron-manganese rich rock-forming minerals of the amphibole family and a common constituent of mafic igneous and intrusive rocks.

Host means a rock or mineral that is older than rocks or minerals introduced into it.

Intrusive means a rock formed by the process of emplacement of magma in pre-existing rock.

Mafic means an igneous rock composed chiefly of one or more ferromagnesian minerals, usually dark coloured and heavy.

Magnetic Survey is one of the tools used by exploration geophysicists in their search for mineral-bearing ore bodies; the essential feature is the measurement of the magnetic-field intensity. Geologists and geophysicists also routinely use it to tell them where certain rock types change and to map fault patterns.

Mineral means a naturally occurring inorganic crystalline material having a definite chemical composition.

Mineralization means the process or processes by which a mineral or minerals are introduced into a rock resulting in concentration of metals and their chemical compounds within a body of rock.

Ore means a metal or mineral, or a combination of these, of sufficient value as to quality and quantity to enable it to be mined at a profit under current economic and technical conditions.

Porphyry means an igneous rock of any composition that contains conspicuous larger crystals in a fine-grained mass.

Pyrite means iron disulfide, $FeS^{2.}$

Pyroxene means a group of chiefly magnesium-iron minerals (including dioside, hedenbergite, augite and pigeonite) that are common rock-forming minerals.

Qualified Person refers to an individual who is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these, has experience relevant to the subject matter of the mineral project and the technical report and is a member in good standing of a recognized professional association.

Quartz means a mineral, the composition of which is silicon dioxide, a crystalline form of silica, which frequently occurs in veins.

Sample means a small portion of rock or a mineral deposit taken so that the metal content can be determined by assaying.

Sampling means selecting a fractional but representative part of a mineral deposit for analysis.

Sedimentary Rock means a rock formed from the consolidation of material derived from pre-existing rocks by processes of denudation, transportation and sedimentation.

Sediment means solid material that has settled down from a state of suspension in a liquid. More generally, solid fragmental material transported and deposited by wind, water or ice, chemically precipitated from solution.

Smelter means a facility where ore concentrates are processed to produce metals.

Sulphide means a group of minerals in which one or more metals are found in combination with sulphur.

Ultramafic means an intrusive rock rich in iron and magnesium and with much less silicon and aluminum than most crustal rocks.

Volcanic means pertaining to the activities, structures or rock types of a volcano.

METRIC EQUIVALENTS

The following table sets forth the conversion from metric into imperial equivalents.

To convert	To imperial measurement units	Multiply by
Kilograms	Pounds	2.2046
Grams	Ounces (troy)	0.0353
Tonnes	Tons (short)	0.9072
Hectares	Acres	2.4711
Kilometers	Miles	0.6214
Meters	Feet	3.2808

ABBREVIATIONS

Ag	Silver	**As**	Arsenic
Au	Gold	°C	Degree Celsius
Cm	centimeters	**Cu**	Copper
EM	Electromagnetic	**Fe**	Iron
g/t	Grams per metric tonne	**GPS**	Global positioning system
Ha	Hectares	**Km**	Kilometre
kV	kilowatt	**M**	Meters
MMI	Mobile metal ions	**Ni**	Nickel
NSR	Net smelter return	**NTS**	National Topographic System
Oz/t	Ounces per metric tonne	**Pb**	Lead
Ppb	Parts per billion	**Ppm**	Parts per million
QA/QC	Quality assurance/ quality control	**QP**	Qualified Person
UTM	Universal Traverse Mercator	**Zn**	Zinc

MARKET AND INDUSTRY DATA

Unless otherwise indicated, information contained in this prospectus concerning the industry and the markets in which the Company operates, including its general expectations and market position, market opportunities and market share, is based on information from independent industry organizations, other third-party sources (including industry publications, surveys and forecasts) and management studies and estimates.

Unless otherwise indicated, the Company's estimates are derived from publicly available information released by independent industry analysts and third-party sources as well as data from its internal research, and include assumptions made by the Company which it believes to be reasonable based on its knowledge of the industry and markets. The Company's internal research and assumptions have not been verified by any independent source, and the Company has not independently verified any third-party information. While the Company believes the market position, market opportunity and market share information included in this prospectus is generally reliable, such information is inherently imprecise. In addition, projections, assumptions and estimates of the Company's future performance and the future performance of the industry and markets in which the Company operates are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described under the heading "*Forward-Looking Statements*" and "*Risk Factors*".

FINANCIAL INFORMATION

The Company prepares its financial statements, which are incorporated by reference into this Prospectus, in accordance with IFRS Accounting Standards (IFRS), as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee.

The historical financial statements of the Company included in this prospectus are reported in Canadian dollars and have been prepared in accordance with IFRS.

MARKETING MATERIALS

Any "template version" of any "marketing materials" (each as defined in NI 41-101) that are prepared in connection with the Offering are not part of this prospectus to the extent that the contents of the template version of the marketing materials have been modified or superseded by a statement contained in this prospectus.

Any template version of any marketing materials that has been, or will be, filed on SEDAR+ before the termination of the distribution of the Offered Shares under the Offering (including any amendments to, or an amended version of, any template version of any marketing materials) is deemed to be incorporated by reference into this prospectus.

GENERAL

Certain capitalized terms and phrases used in this prospectus are defined in the "Glossary".

Prospective purchasers should rely only on the information contained in this prospectus. Neither the Company nor the Agent have authorized any other person to provide additional or different information. If any person provides a prospective purchaser with additional or different or inconsistent information, including information or statements in media articles about the Company, such prospective purchaser should not rely on it.

Prospective purchasers should assume that the information appearing in this prospectus is accurate only as at its date. The Company's business, financial conditions, results of operations and prospects may have changed since that date.

FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements that relate to the Company's current expectations and views of future events. The forward-looking statements are contained principally in the sections entitled "*Summary of Prospectus*", "*Description of the Business*", "*Use of Proceeds*", "S*elected Financial Information and Management's Discussion and Analysis*" and "*Risk Factors*".

In some cases, these forward-looking statements can be identified by words or phrases such as "may", "might", "will", "expect", "anticipate", "estimate", "intend", "plan", "indicate", "seek", "believe", "predict" or "likely", or the negative of these terms, or other similar expressions intended to identify forward-looking statements. The Company has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes might affect its financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to:

- the intention to complete the listing of the Shares on the Exchange and all transactions related thereto;
- the terms, conditions and completion of the Offering, the timing of the Closing Date and the use of proceeds from the Offering;
- the Company's expectation that the proceeds of the Offering and/or revenues derived from its operations will be sufficient to cover its expenses over the next twelve months;
- the success of the Company's exploration activities and programs;
- the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits;
- the estimates of expected or anticipated economic returns from a mining project, as reflected in feasibility studies or other reports prepared in relation to development of projects;
- projections of market prices and costs for the Company's products and the future market for copper and precious metals and conditions affecting same;
- permitting timelines;
- currency fluctuations;
- requirements for additional capital and the Company's expectations regarding its ability to raise capital;
- the Company's plans and expectations for the Horne Project;
- the Company's assessment of potential environmental liabilities on the Horne Project;
- statements relating to the business and future activities of, and developments related to the Company after the date of this Prospectus and thereafter;

- timing and costs associated with completing exploration work on the Horne Project;
- the Company's plan to pursue exploration activities on the Horne Project; including statements of the Company's intent to develop the Horne Project or put the Horne Project into commercial production; and
- the Company's expected business objectives for the next twelve months.

Forward-looking statements are based on certain assumptions and analyses made by the Company in light of the experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate and are subject to risks and uncertainties. In making the forward-looking statements included in this prospectus, the Company has made various material assumptions, including but not limited to (i) obtaining necessary regulatory approvals; (ii) that regulatory requirements will be maintained; (iii) general business and economic conditions; (iv) the Company's ability to successfully execute its plans and intentions; (v) the availability of financing on reasonable terms; (vi) the Company's ability to attract and retain skilled staff; (vii) the accuracy of the interpretation of drilling and other results on the Horne Project; (viii) anticipated results of exploration activities; and (ix) predictable changes to market prices for copper and gold and other predicted trends regarding factors underlying the market for such products.

Although the Company believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and the Company cannot assure that actual results will be consistent with these forward-looking statements.

Given these risks, uncertainties and assumptions, prospective purchasers of Offered Shares should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Company's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "*Risk Factors*", which include:

- the Company is an early stage company with little operating history, a history of losses and the Company cannot assure profitability;
- uncertainty about the Company's ability to continue as a going concern;
- the Company's actual financial position and results of operations may differ materially from the expectations of the Company's management;
- the Company expects to incur significant ongoing costs and obligations relating to the Horne Project;
- the Company may not be able to secure additional financing for current and future operations and capital projects;
- inherent uncertainties and risks associated with mineral exploration;
- the possibility that future exploration, development or mining results will not be consistent with the Company's expectations;
- volatility in the market prices for copper, gold and other natural resources;

- the risk that the Company's title to its properties could be challenged;
- risks related to the Company's ability to attract and retain qualified personnel;
- uncertainties related to global financial and economic conditions;
- risks associated with the Company being subject to government regulation, including changes in regulation, including changes in environmental laws and regulations;
- competition for, among other things, capital acquisitions of resources, undeveloped lands and skilled personnel;
- uninsured risks and hazards;
- risks relating to environmental regulation and liabilities;
- risks associated with potential conflicts of interest;
- the market price for Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control; and
- the Company does not anticipate paying cash dividends in the near future.

If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might vary materially from those anticipated in those forward-looking statements.

Information contained in forward-looking statements in this prospectus is provided as of the date of this prospectus, and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information or future events or results, except to the extent required by applicable securities laws. Accordingly, potential investors should not place undue reliance on forward-looking statements or the information contained in those statements.

ELIGIBILITY FOR INVESTMENT

In the opinion of S. Paul Simpson Law Corporation, counsel to the Company, on the Closing Date, provided that the Offered Shares are on that date listed for trading on a designated stock exchange (which includes the Exchange), the Offered Shares will be qualified investments under the Tax Act for a trust governed by a registered retirement savings plan ("**RRSP**"), registered retirement income fund ("**RRIF**"), registered disability savings plan, deferred profit sharing plan, registered education savings plan or tax-free savings account ("**TFSA**"), all as defined in the Tax Act (collectively, the "**Investment Plans**").

If the Offered Shares are a "prohibited investment" (as defined in the Tax Act) for a trust governed by a TFSA, RRSP or RRIF (a "**Registered Plan**"), the holder of the TFSA or the annuitant of the RRSP or RRIF, as the case may be, (such holder or annuitant being a "Controlling Individual" of the Registered Plan) will be subject to a penalty tax on the Offered Shares as set out in the Tax Act. An Offered Share will generally not be a prohibited investment for a trust governed by a Registered Plan held by a particular holder provided that the Controlling Individual deals at arm's length with the Company for the purposes of the Tax Act and does not have a "significant interest" (as defined in the Tax Act) in either the Company or a corporation, partnership or trust that does not deal at arm's length with the Company for purposes of the Tax Act. In general terms, a Controlling Individual of a Registered Plan will have a significant interest in the Company if the Registered Plan, the Controlling Individual, and other persons not at arm's length with the Controlling Individual together, directly or indirectly, own not less than 10% of the outstanding Shares of the Company.

Prospective purchasers of Offered Shares who intend to hold such Offered Shares in a Registered Plan should consult their own tax advisors to ensure the Offered Shares would not be a prohibited investment in their circumstances

SUMMARY OF PROSPECTUS

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

The Company

The Company was incorporated under the BCBCA on December 15, 2023. The principal business of the Company is the exploration and development of the Horne Project. The Company intends to fund exploration activities on the Horne Project using the proceeds of the Offering. See "*Description of the Business*" and "*Horne Project"*. To date, the principal business of the Company has been the acquisition of the Option, undertaking initial exploration of the Horne Project, and seeking to obtain a listing on the Exchange.

Horne Project

The Company has entered into the Purchase Agreement with the Vendor to acquire a 100% interest in the mineral claims representing the Horne Project in consideration of aggregate cash payments of $25,000 over an 18-month period. See "*Description of the Business*" and "*Horne Project"*.

The Offering

Offering:	3,000,000 Offered Shares
Offering Price:	$0.10 per Offered Share
Offering Size:	$300,000 (before commissions, fees and expenses of the Offering). See *"Use of Proceeds – Funds Available"*.
Agent:	Canaccord Genuity Corp. has been appointed to act as the Company's exclusive agent pursuant to the Agency Agreement to conduct the Offering on a commercially reasonable efforts basis and will be paid the Agent's Commission from the sale of the Offered Shares sold pursuant to the Offering. See "*Plan of Distribution*".
Agent's Commission:	A commission representing 10.0% of the gross proceeds of the Offering will be paid to the Agent in cash. In addition, the Company will pay to the Agent the Corporate Finance Fee in the amount of $35,000 of which $25,000 will be paid in cash, and $10,000 will be payable through the issuance of the Corporate Finance Shares. The Agent will also be granted the Agent's Warrants to acquire the Agents' Warrant Shares in an amount equal to 10.00% of the Offered Shares sold in the Offering, at an exercise price of $0.10 per Agents' Warrant Share for a period of 24 months from the Listing Date. Issuance of the Corporate Finance Shares and Agent's Warrants shall be qualified by the Prospectus to the maximum extent permissible by National Instrument 41-101. The Agent acknowledges that any combination of the Corporate Finance Shares and Agent's Warrants which exceed 10% of

	the Offered Shares issued in the Offering will not be qualified for distribution under the Prospectus, and will be subject to a four month hold period in accordance with applicable securities laws. See "*Plan of Distribution*".
Listing:	There is currently no market through which the Shares may be sold. The Company has applied to list its Shares on the Exchange. Listing is subject to the Company fulfilling all of the listing requirements of the Exchange.

See *"Plan of Distribution".*

Use of Proceeds

The estimated net proceeds of the Offering after deducting (i) the Agent's Commission of $30,000, (ii) the cash portion of the Corporate Finance Fee of $25,000, and the expected remaining costs of the Offering estimated at $102,900, will be $142,100. The Company intends to use the net proceeds of the Offering together with the Company's approximate working capital as at October 31, 2024 of $225,800(1) as follows:

Item	**Amount**
Recommended work program on the Horne Project	$256,148
Payments due pursuant to the Purchase Agreement	$20,000
Estimated general and administrative expenses over the 12 months following the Closing Date	$117,000
Unallocated working capital	$2,252
TOTAL	**$395,400**

Notes:

(1) The Company's working capital accounts for the current liability of $20,000 due pursuant to the Purchase Agreement as well as $7,500 in Offering expenses for listing fees, such that the available cash for the purposes above is $253,300 plus the net proceeds of the Offering of $142,100 for total available funds of $395,400.

See "*Use of Proceeds*".

Eligibility for Investment

On the Closing Date, provided that the Offered Shares are on that date listed for trading on a designated stock exchange (which includes the Exchange), the Offered Shares will be qualified investments under the Tax Act for trusts governed by a registered retirement savings plan ("**RRSP**"), registered retirement income fund ("**RRIF**"), registered disability savings plan, deferred profit sharing plan, registered education savings plan or tax-free savings account ("**TFSA**"), all as defined in the Tax Act (collectively the "**Investment Plans**").

If the Offered Shares are a "prohibited investment" (as defined in the Tax Act) for a trust governed by a TFSA, RRSP or RRIF (a "**Registered Plan**"), the holder of the TFSA or the annuitant of the RRSP or RRIF, as the case may be, (such holder or annuitant being a "**Controlling Individual**" of the Registered Plan) will be subject to a penalty tax on the Offered Shares as set out in the Tax Act. An Offered Share will generally not be a prohibited investment for a trust governed by a Registered Plan held by a particular holder provided that the Controlling Individual deals at arm's length with the Company for the purposes of the Tax Act and does not have a "significant interest" (as defined in the Tax Act) in either the Company or a corporation, partnership or trust that does not deal at arm's length with the Company for purposes of the Tax Act. In general terms, a Controlling Individual of a Registered Plan will have a significant interest in the Company if the Registered Plan, the Controlling Individual, and other persons not at arm's length with the Controlling Individual together, directly or indirectly, own not less than 10% of the outstanding Shares of the Company.

See "*Eligibility for Investment*". Prospective purchasers who intend to hold Offered Shares in a Registered Plan should consult their own tax advisors regarding their particular circumstances.

Risk Factors

Investment in the Offered Shares is highly speculative and involves a significant degree of risk. Prospective investors should carefully consider and evaluate all risks and uncertainties involved in an investment in the Offered Shares, including (i) risks relating to the Offering such as discretion in the use of proceeds from the Offering, additional financial requirements of the Company, no current market for the Company's securities, volatility of publicly traded securities, risks of further dilution, the Company's ability to continue as a going concern, negative cash flow from its operations, and the payment of dividends, and (ii) risks relating to the business of the Company, such as limited operating history and expected continued operating losses, title to properties, inherent risks of the mining industry, uninsurable risks, environmental risks, permits and licenses, competitive risks, dependence on key management, commodity prices, risks associated with early stage mineral exploration, additional funding requirements, conflicts of interest and lack of mineral resources.

An investment in the Company's securities is suitable only for those knowledgeable and sophisticated investors who are willing to risk the loss of their entire investment. Investors should consult their own professional advisors to assess the investment.

The Horne Project is the Company's sole property interest and is in the exploration phase. If the exploration programs to be carried out do not justify further exploration work, the Company may make the decision to abandon the Horne Project and write off the exploration expenses incurred. The Horne Project is not known to contain, and the Company does not provide any assurances that the Horne Project does contain, a body of commercial ore, and the Company's planned work programs will be exploratory in nature.

See "*Risk Factors*" for greater detail of these and other risk factors.

Summary of Selected Financial Information

The following table sets forth selected financial information for the Company for the periods indicated. The following summary of selected financial information is derived from and should be read in conjunction with and is qualified in its entirety by reference to the Company's audited financial statements for the period from incorporation to June 30, 2024 and related notes thereto, together with the Management's

Discussion and Analysis as included elsewhere in this prospectus. See *"Selected Annual Financial Information and Management's Discussion and Analysis"*.

Selected Financial Information	**For the period from December 15, 2023 to June 30, 2024 (audited)**
Operations Data	
Total Revenues	Nil
Total Expenses	$231,344
Net Income (Loss)	($230,502)
Net Income (Loss) per Share – Basic and Fully Diluted	($0.02)
Balance Sheet Data	**As at June 30, 2024 (audited)**
Current Assets	$304,498
Non-Current Assets	$25,000
Total Assets	**$329,498**
Current Liabilities	$27,500
Working Capital	$276,998
Other Liabilities	$12,500
Total Liabilities	**$40,000**
Share Capital	$520,000
Deficit	($230,502)
Total Equity	**$289,498**
Number of Shares Issued and Outstanding	**15,500,001**

CORPORATE STRUCTURE

Name and Incorporation

The Company was incorporated under the BCBCA on December 15, 2023 as "Adonis Minerals Corp."

The head and registered and records office of the Company is located at Suite 830-999 West Broadway, Vancouver, British Columbia, V5Z 1K5.

The Company is not currently a reporting issuer and the Shares are not listed or posted for trading on any stock exchange, but the Company will become a reporting issuer in the provinces of British Columbia, Alberta and Ontario upon the Effective Date.

The Company has no subsidiaries.

DESCRIPTION OF THE BUSINESS

Three Year History

The Company is a mineral exploration company involved in the identification, acquisition and exploration of mineral properties located in British Columbia. The Company is exploring for copper and gold. At present, the Company's mineral property is not at a commercial development or production stage. The Company's sole mineral property is the Horne Project.

The Company's primary business activity since incorporation has been to acquire and explore the Horne Project in order to build shareholder value and with a view to obtaining a listing on the Exchange. The Company has undertaken the following steps since its incorporation to develop its business: (1) recruited directors and officers with the skills required to operate a junior public mineral exploration company; (2) identified and acquired a mineral property with sufficient merit to warrant exploration; (3) raised sufficient financing to acquire the Horne Project and complete an initial exploration program, and to make an application for listing on the Exchange; (4) completed an exploration program as well as a technical report on the Horne Project; and (5) engaged the Agent to assist the Company in making an application for listing on the Exchange, and to raise funding under this Prospectus.

An application has been filed by the Company to list the Shares on the Exchange. The Listing is subject to the Company fulfilling all of the requirements of the Exchange, including, but not limited to, minimum public distribution and certain financial and other requirements.

Horne Project

On January 1, 2024, the Company entered into the Purchase Agreement to acquire the right to purchase a 100% interest in the Horne Project. The Vendor is arm's length to the Company.

In order to complete the purchase, the Company must make cash payments to the Vendor in an aggregate amount of $25,000, as follows:

(i) $5,000, upon the effective date of the Purchase Agreement (paid);

(ii) an additional $7,500, on the Listing Date; and

(iii) an additional $12,500, on or before July 1, 2025.

In accordance with the Purchase Agreement, upon completion of the cash payments, the Company will acquire an undivided 100% right title and interest in and to the Horne Project. Until such time, the Vendor is the registered owner of the Horne Project.

The Company conducted a sampling program on the Horne Project from January 19 to February 13, 2024.

Please see *“Mineral Properties”* below. The Company has no other properties.

Recent Financings

The Company completed the following financings since incorporation:

- 1,000,000 Shares issued at $0.005 per Share for aggregate proceeds of $5,000 on December 18, 2023.

- 10,000,000 Shares issued at $0.02 per Share for aggregate proceeds of $200,000, of which 5,000,000 Shares were issued on December 29, 2023 on a ‘flow-through basis’ and the remaining 5,000,000 on January 31, 2024. In the intervening period between the tranches of the financing, the Company entered into the Purchase Agreement and commenced exploration on the Horne Project.

- 4,500,000 Shares issued at $0.07 per Share for aggregate proceeds of $315,000 on June 25, 2024 to generate additional funds for the Company’s planned work programs on the Horne Project and general working capital.

For additional information, please see “*Prior Sales”.*

Trends

There are significant uncertainties regarding the prices of copper, gold and other minerals and the availability of equity financing for the purposes of mineral exploration and development. For instance, the prices of precious metals have fluctuated widely in recent years and wide fluctuations may continue.

Apart from the risk factors noted under the heading “*Risk Factors*”, management is not currently aware of any other trends, commitments, events or uncertainties that would have a material adverse effect on the Company’s business or financial condition.

Principal Products or Services

The Company is in the exploration stage and does not mine, produce or sell any mineral products at this time, nor do any of its current properties have any known or identified mineral resources or mineral reserves.

As the Company is an exploration stage companies with no producing properties, it has no current operating income, cash flow or revenues. The Company has not undertaken any current resource estimate on the Horne Project. There is no assurance that a commercially viable mineral deposit exists on the Horne Project. The Company does not expect to receive income from the Horne Project within the foreseeable future. The Company intends to continue to evaluate, explore and develop the Horne Project through additional equity or debt financing. The Company's primary objectives are to complete exploration on the Horne Project with a view to development. Toward this end, the Company intends to undertake the exploration programs on the Horne Project recommended by the author in the Technical Report. If the results of such programs merit further exploration, the Company may commence further exploration programs.

The Company's principal products under exploration are gold, copper and precious metals. Gold is primarily used in jewelry and investment but is also used in industrial forms including electrical connectors. The major applications of copper are electrical wiring (60%), roofing and plumbing (20%), and industrial machinery (15%). Copper is a major component in electric vehicles used in electric motors, batteries, inverters, wiring and charging stations. Copper is used mostly as a pure metal, but when greater hardness is required, it is put into such alloys as brass and bronze.

There are worldwide gold, copper and precious metals market into which the Company could sell and, as a result, the Company would not be dependent on a particular purchaser with regard to the sale of the metals which it produces, if and when it reaches production.

Specialized Skills and Knowledge

Various aspects of the Company's business require specialized skills and knowledge. Such skills and knowledge include the areas of exploration and development, geology, drilling, permitting, metallurgy, logistical planning, and accommodation and implementation of exploration programs, as well as legal compliance, finance and accounting. The Company expects to rely upon, consultants and others for exploration and development expertise. The Company does not anticipate any difficulties in locating competent employees and consultants in such fields.

Market and Marketing

The Company's principal product under its exploration programs will be gold and copper, but the Company does not produce, develop or sell any products at this time, nor do any of its properties have any known or identified mineral reserves. As the Company will not be producing in the foreseeable future, it will not be conducting any marketing activities and does not require a marketing plan or strategy.

Competitive Conditions

The mineral exploration and mining industry is competitive in all phases of exploration, development and production. The Company competes with a number of other entities and individuals in the search for and the acquisition of attractive mineral properties. As a result of this competition, the majority of which is with companies with greater financial resources than the Company, the Company may not be able to acquire attractive properties in the future on terms it considers acceptable. Finally, the Company competes for investment capital with other resource companies, many of whom have greater financial resources and/or more advanced properties that are better able to attract equity investment and other capital. The abilities of the Company to acquire attractive mineral properties in the future depends not only on its success in exploring and developing its present properties, but also on its ability to select, acquire and bring to production suitable properties or prospects for exploration, mining and development. Factors beyond the control of the Company may affect the marketability of minerals mined or discovered by the Company. See "*Risk Factors*".

Components

All of the raw materials the Company requires to carry on its business are available through normal supply or business contracting channels in British Columbia. The Company has secured personnel to conduct its currently contemplated programs. It is possible that delays or increased costs may be experienced in order to proceed with drilling activities during the current period. Such delays could significantly affect the Company if, for example, commodity prices fall significantly, thereby reducing the opportunity the Company may have had to develop a particular project had such tests been completed in a timely manner before the fall of such prices. In addition, assay labs are often significantly backlogged, thus significantly increasing the time that the Company waits for assay results. Such delays can slow down work programs, thus increasing field expenses or other costs (such as property payments which may have to be made before all information to assess the desirability of making such payment is known, or causing the Company to not make such a payment and terminate its interest in a property rather than make a significant property payment before all information is available).

Cycles

The Company's mineral exploration activities may be subject to seasonality due to adverse weather conditions including, without limitation, inclement weather, snow covering the ground, frozen ground and restricted access due to snow, ice or other weather-related factors.

In addition, the mining business is subject to global economic cycles which affect the marketability of products derived from mining.

Intangible Properties

The Company's business will not be substantially dependent on the protection of any proprietary rights or technologies.

Economic Dependence

The Company is dependent on the Purchase Agreement. In the event the Purchase Agreement were terminated, the Company could lose all of its right and interest in and to the Horne Project.

The Company's business is not substantially dependent on a contract to sell the major part of its products or services or to purchase the major part of its requirements for goods, services or raw materials, or on any franchise or licence or other agreement to use a patent, formula, trade secret, process or trade name upon which its business depends.

It is not expected that the Company's business will be affected in the current financial year by the renegotiation or termination of contracts or sub-contracts.

Environmental Conditions

All aspects of the Company's field operations will be subject to environmental regulations and generally will require approval by appropriate regulatory authorities prior to commencement. Any failure to comply could result in fines and penalties. With all projects at the exploration stage, the financial and operational impact of environmental protection requirements is minimal. Should any projects advance to the production stage, then more time and money would be involved in satisfying environmental protection requirements.

Employees

As of the date of this Prospectus, the Company had the following number of employees and contractors:

Location	Full Time Employees	Contractors
British Columbia	Nil	7

One of the Company's consultants provide geological services and expertise or claim maintenance service to the Company and the anticipated cost of their services are included in the recommended work program for the Horne Project as set forth in the Technical Report. See "*Mineral Properties - Recommendations*". Two of the Company's consultants are Hatch 8 Capital, a private company owned by CEO Gordon Lam, and Alan Tam Inc., a private company owned by CFO, Alan Tam. Please see "*Executive Compensation*" for additional details. The remaining consultants of the Company are the Technical Report author, business development provider, and the Company's audit and legal professional services providers. See "*Use of Proceeds – Principal Purposes*".

The Company utilizes consultants and contractors to carry on most of its activities and, in particular, to supervise certain work programs on its mineral properties. As the Company expands its activities, it is probable that it will hire additional employees. Due to a limited exploration season in its British Columbia operations, the Company anticipates its number of contractors will increase from June to October of each year. In addition, contractors and employees may move between locations from time to time as conditions and business opportunities warrant.

Lending

The Company does not currently hold any investments or owe any material long term liabilities. The Company has not adopted any specific policies or restrictions regarding investments or lending. The Company expects that in the immediate future in order to maintain and develop its mineral properties, it will need to raise additional capital which it expects will be completed via equity. If the Company is unable to raise the necessary capital to meet its obligations as they become due, the Company may have to curtail its operations, including obtaining financing at unfavourable terms.

Bankruptcy and Similar Procedures

There are no bankruptcies, receivership or similar proceedings against the Company, nor is the Company aware of any such pending or threatened proceedings. There has not been any voluntary bankruptcy, receivership or similar proceedings by the Company since its incorporation.

Reorganization

The Company has not completed any reorganizations or restructuring transactions since its incorporation.

Social or Environmental Policies

The Company has not adopted any specific social or environmental policies that are fundamental to its operations (such as policies regarding its relationship with the environment, with the communities in the vicinity of its mineral exploration projects or human rights policies). However, the Company's management, with the assistance of its contractors and advisors, ensures its ongoing compliance with local environmental laws in the jurisdictions in which it does business.

Significant Acquisitions and Dispositions

The Company has not completed any significant acquisitions or dispositions since incorporation.

MINERAL PROPERTIES

The Company's sole mineral project is the Horne Project, located in British Columbia.

The Horne Project

A technical report prepared in accordance with the form requirements of NI 43-101 on the Horne Project dated April 11, 2024 has been prepared for the Company by Derrick Strickland, P. Geo. The Technical Report reviews the Horne Project's geology and mineralization and recommends an initial exploration program. The author of the Technical Report is an independent Qualified Person as defined by NI 43-101.

The following disclosure relating to the Horne Project has been substantially excerpted from the Technical Report. **A complete copy of the Technical Report is available for review, in colour, on SEDAR+ at: www.sedarplus.ca. Alternatively, the Technical Report may be inspected during normal business hours at the Company's registered office at Suite 830 – 999 West Broadway, Vancouver, British Columbia, V5Z 1K5, Vancouver, British Columbia for a period of thirty (30) days following completion of the Offering.**

Property Description and Location

The Horne Project consists of five non-surveyed contiguous mineral claims totalling 1,748.33 hectares located on NTS maps 92F/07 centered at -124.69° Longitude and 49.29°' Latitude. The Mineral claims are shown in Figures 1 and 2, and the claim details are illustrated in the following table:

Table 1: Mineral Claims

Title Number	Claim Name	Issue Date	Good To Date	Area (ha)
1099438	HORNE 1	2022/NOV/23	2031/JAN/01	716.27
1099439	HORNE 2	2022/NOV/23	2031/JAN/01	379.21
1103811	Horne 3	2023/APR/17	2031/JAN/01	21.07
1109797	Horne 3	2023/DEC/31	2031/JAN/01	315.88
1109798	Horne 4	2023/DEC/31	2031/JAN/01	315.90
Total				**1748.33**

The author did not observe any environmental liabilities that have potentially accrued from any historical activity. The author is not aware of any permits obtained for the Horne Project for the recommended work.

The author undertook a search of the tenure data on the British Columbia government's Mineral Titles Online (MTO) website which confirms the geospatial locations of the claim boundaries and the Company's ownership as of March 11, 2024. BC Mineral Titles online indicates that Nicholas Rodway is the current registered 100% owner of all tenured listed above. A review of the MTO website indicates that surface rights for entire Horne Project are privately held. However, this does not constitute as a legal opinion as to the status of the mineral claims that make up the Horne Project.

In British Columbia, the owner of a mineral claim acquires the right to the minerals that were available at the time of claim location and as defined in the Mineral Tenure Act of British Columbia. Surface rights and placer rights are not included. Claims are valid for one year and the anniversary date is the annual occurrence of the date of record (the staking completion date of the claim).

To maintain a claim in good standing the claim holder must, on or before the anniversary date of the claim, pay the prescribed recording fee and either: (a) record the exploration and development work carried out on that claim during the current anniversary year; or (b) pay cash in lieu of work. The amount of work required in years one and two is $5 per hectare per year, years three and four $10 per hectare, years five and six $15 per hectare, and $20 per hectare for each subsequent year. Only work and associated costs for the current anniversary year of the mineral claim may be applied toward that claim unit. If the value of work performed in any year exceeds the required minimum, the value of the excess work can be applied, in full year multiples, to cover work requirements for that claim for additional years (subject to the regulations). A report detailing work done and expenditures must be filed with, and approved by, the B.C. Ministry of Energy and Mines. No work permits would be required to undertake the proposed work program. No permits have been currently applied for.

The Company or author is unaware of any significant factors or risks, besides what is not noted in the technical report, which may affect access, title, or the right or ability to perform work on the Horne Project. The reported historical work and the proposed work is on private forestry land.

All work carried out on a claim that disturbs the surface by mechanical means (including drilling, trenching, excavating, blasting, construction or demolishment of a camp or access, induced polarization surveys using exposed electrodes and site reclamation) requires a Notice of Work permit under the Mines Act and the owner must receive written approval from the District Inspector of Mines prior to undertaking the work. The Notice of Work must include: the pertinent information as outlined in the Mines Act; additional information as required by the Inspector; maps and schedules for the proposed work; applicable land use designation; up to date tenure information; and details of actions that will minimize any adverse impacts of the proposed activity. The claim owner must outline the scope and type of work to be conducted, and approval generally takes 8 or 24 months.

Exploration activities that do not require a Notice of Work permit include prospecting with hand tools, geological/geochemical surveys, airborne geophysical surveys, ground geophysics without exposed electrodes, hand trenching (no explosives) and the establishment of grids (no tree cutting). These activities and those that require permits are outlined and governed by the Mines Act of British Columbia.

The Chief Inspector of Mines makes the decision whether or not land access will be permitted. Other agencies, principally the Ministry of Forests, determine where and how the access may be constructed and used. With the Chief Inspector's authorization, a mineral tenure holder must be issued the appropriate "Special Use Permit" by the Ministry of Forests, subject to specified terms and conditions. The Ministry of Energy and Mines makes the decision whether land access is appropriate, and the Ministry of Forests must issue a Special Use Permit. However, three ministries, namely the Ministry of Energy and Mines; Forests; and Environment, Lands and Parks, jointly determine the location, design, and maintenance provisions of the approved road.

Notification must be provided before entering private land for any mining activity, including non- intrusive forms of mineral exploration such as mapping surface features, and collecting rock, water, or soil samples. Notification may be hand delivered to the owner shown on the British Columbia Assessment Authority records or the Land Title Office records. Alternatively, notice may be mailed to the address shown on these records or sent by email or facsimile to an address provided by the owner. Mining activities cannot start sooner than eight days after notice has been served. Notice must include a description or map of where the work will be conducted and a description of what type of work will be done, when it will take place and approximately how many people will be on the site. It must include the name and address of the person serving the notice and the name and address of the onsite person responsible for operations.

Small portions of the Horne 2 and 3 claims overlap MacMillan Provincial Park (Cathedral Grove). Mining exploration is not allowed within the park boundaries (Figure 2).

A small portion of Horne 4 designated Ungulate winter range (Figure 2). Ungulate Winter Range is a designated area as being necessary for the winter survival of an ungulate species such as moose, deer, caribou, and mountain goats. Mineral exploration in this area is restricted during the winter months.

The Purchase Agreement provided to the author and dated January 1, 2024, between Nicholas Rodway and the Company, states that the Company can acquire 100% interest by paying Rodway the following:

- $5,000 by February 1, 2024
- $7,500 upon listing on the Canadian Stock Exchange
- $12,500 before June 1, 2025

There is no mention of a royalty in the agreement provided to the author.

To the best of the author's knowledge approval from local First Nations communities may also be required to carry out exploration work. The reader is cautioned that there is no guarantee that the Company will be able to obtain approval from local First Nations. However, the author is not aware of any problems encountered by other junior mining companies in obtaining approval to carry out similar programs in nearby areas.

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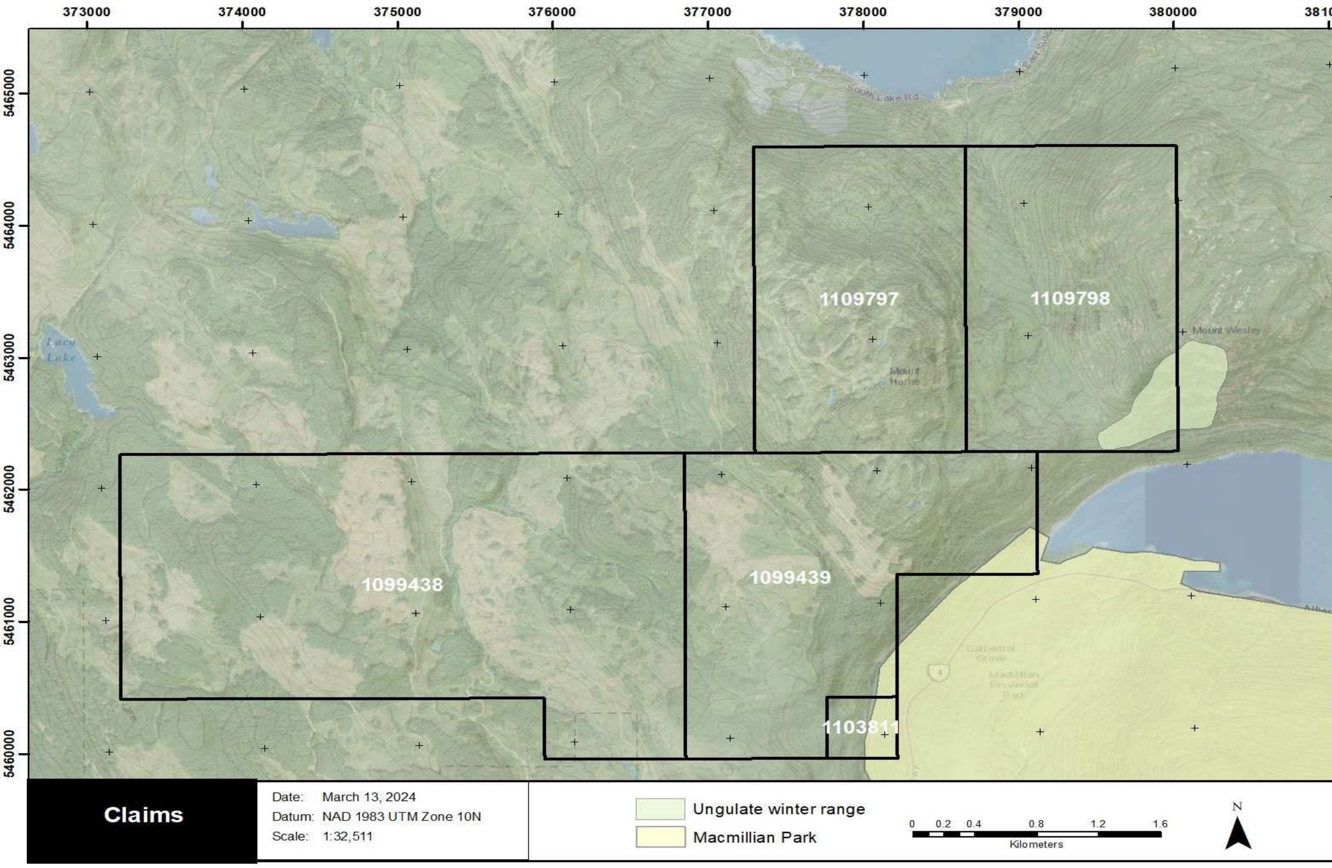
Figure 1: Regional Location Map

Figure 2: Claim Map



Accessibility, Climate, Local Resources, Infrastructure and Physiography

Access to the Horne Project is eight kilometres to the east of the town of Port Alberni along highway 4. Highway 4 passes through the southern end of the Horne Project.

Port Alberni is a resource-based community of approximately 18,000 people with a sheltered deep-sea port accessing the Pacific Ocean and a paved highway accessing the rest of Vancouver Island. An underutilized railway network also exists between most of the major communities on the island, including Port Alberni. Various companies are actively logging portions of the property area and one of them holds surface rights over the north-east and eastern mineral claims of the Horne Project, as well as foreshore leases for booming cut logs along the shores of Alberni Inlet. Main haul roads and forest access roads throughout the property are maintained by various logging companies and the BC Ministry of Forests, Lands, and Natural Resource Operations.

The area is an active logging region with plenty of heavy equipment and operators available for hire. Most of these operators live in Lake Cowichan, Duncan, or Port Alberni. Duncan and Port Alberni are major population centres and are within a 15 minute-to-two-hour drive of the project and provide all amenities including police, hospitals, groceries, fuel, helicopter services, hardware, and other necessary items. Drilling companies are present in these communities, while assay facilities are located in Vancouver, British Columbia.

The Horne Project is located along the eastern side of the Vancouver Island Mountain Range. Rainfall on this side of the mountains, though less than on the Pacific Coast side, can be considerable. Severe winter storms can result in back country roads being blocked and washed out. Most heavy rainfall occurs between October and April with November being the wettest month. Based on Port Alberni weather data (sea level), annual rainfall is in the order of 127 centimetres and snowfall about 15 centimetres annually (Source: https://climate.weather.gc.ca/). The mean monthly temperature ranges from a low of 3º in January to 18º in August. Winds are predominantly from the southeast and blow, on average, 20 km per hour. The windiest months are April and October, and the least windy month is July. Exploration on the Property is best done from May to October, due to the higher elevations within the Property and steep logging roads.

The Horne Project is in the Coastal Western Hemlock biogeoclimatic zone which is more commonly known as the Temperate Rainforest of B.C. The forests within this zone such as those in the Cameron River area, are highly productive and are dominated by western hemlock and pacific silver fir tree species. There are also varying amounts of western red cedar, yellow cedar, and Pacific yew. The hemlock forests have been logged, sometimes twice, and a wide network of old alder covered roads mark the earlier logging efforts. Old overgrown road metal quarries are located along some of these roads. Much of the area has been replanted. Off road, the landscape is rugged and the forest litter deep and difficult to traverse.

History

Government geological work in the area includes mapping by C.H. Clapp (1912 and 1914), J.E. Muller and D.J.T. Carson (1969), J.E. Muller (1977 and 1980), and A. Sutherland Brown (1986).

A geochemical regional sampling program by Gunnex Ltd. in 1960's for Total Heavy Metals (THM), mostly along roads, outlined several moderately anomalous areas, extending in a roughly outlined belt about 6 km long and up to several km wide, toward southeast from the south end of Lacy Lake. This larger anomalous area contains a number of clusters and "spot highs" of medium to high range values.

A helicopter-borne magnetometer survey was carried out in 1962 by Hunting Survey Corporation Limited for Department of National Resources of the C.P. Railway Company (Calgary), prior to the 1960s joint partnership program with Gunnex Ltd. on the E & N Railway Land Grant, between latitudes 40° N and 40° 20' N. The purpose of this survey was to locate magnetite bodies of economic size and grade and to assist in (preliminary) geological mapping of the Land Grant area. Only deposits containing high concentrations of magnetite would be detectable. The results of this survey are shown now on the Geological Survey of Canada aeromagnetic map 5323G, the Port Alberni Sheet.

Reward Resources Ltd. completed a program of reconnaissance geological mapping and rock and silt sampling on the Horne claim group in 1986 (Hawkins, 1986). Nothing of significance was noted on this portion of the Horne property. Reward subsequently optioned the ground to Nexus Resource Corporation, who carried out further exploration in 1987 (Cope and Hawkins, 1987) and 1988 (Cope, 1988). Again, nothing of significance was noted on this portion of the Horne property. This property was subsequently restaked and prospected in 1989-1990 (Hayes, 1990).

Villebon Resources Ltd./ Victoria Diego Resources Corporation 1984 1985:

In June 1984, Villebon Resources/Victoria Diego Resource Corporation carried out a reconnaissance geological mapping and lithogeochemical rock sampling program. They recommended a geological mapping, soil sampling, and geophysical program. A total of 9 grab rock samples were collected. One sample returned 270 ppm Cu.

A 1985 survey consisted of reconnaissance type geological mapping and prospecting and the collection of 199 soil samples and 10 rock samples. Samples were analysed for Cu, Pb, Zn, Ag, and Au and the lab results were plotted for each metal.

The resulting geochemical maps indicate an anomalous area, largely caused by copper but with some support from gold and other metals occurring east of the major geological contact and the limestone lens, in basal or near-basal Karmutsen volcanics. These basaltic rocks are highly sheared and brecciated (agglomeratic), strongly weathered and rusty or limonite stained. Locally, minor copper mineralization was seen in some roadcuts.

Copper had the widest distribution range in soils, from 6 - 450 ppm. The background also has a wide range, from 30 - 80 ppm. The higher background values tend to occur in Karmutsen volcanics to the east of contact, while the Cu values in Sicker volcanics tend to be generally lower both in background and anomalous values. Above 120 ppm was considered to be "possibly" anomalous.

<u>Reward Resources Ltd. 1986:</u>

In 1986 Reward Resources Ltd. collected 10 rock samples. Lithogeochemical values of up to 0.6 ppm Ag, 210 ppm As, 132 ppm Cu, and 100 ppm Zn were obtained in various grab samples.

Six silt samples were collected and returned an anomalous gold value of 40 ppb and 300 ppm As in a background of less than 10 ppm.

<u>Ashworth Exploration Limited 1987:</u>

In 1987, Ashworth Expiration Limited undertook geophysical surveys consisting of VLF-EM and ground magnetics. These surveys revealed a number of similarly trending anomalies, or zones consisting of several, closely parallel anomalies. Some of these are associated with geochemical soil anomalies, while others appear to be associated with fault zones (VLF and mag) or mafic bodies (mag.)

A total of 1,625 B-horizon soil samples were collected along grid lines using 50 metre sample intervals in most parts of the grid, and 25 metre intervals in detailed grid areas. The same grid was also used for control of geological mapping and prospecting.

VLF-EM and magnetic surveys were also run along these lines at 25 metre station intervals. Instruments used were a VLF-2 EM receiver (tuned to Seattle, Washington, transmitter at 24.8 KHz) and a Scintrex MP-2 proton precession magnetometer, respectively. In both cases, reliable readings could not be taken close to the power line due to strong interference from it. Only the in- phase readings were taken during the VLF-EM survey.

<u>Nexus Resource Corporation 1987-88:</u>

Work completed by Nexus Resources Corporation in 1986 and 1987 included geological mapping, rock sampling, and prospecting over the southern portion of the property. Of the collection of 21 rock samples, two samples returned gold values of 50 ppb and 120 ppb. One silt sample was collected and returned values of 11.0 ppm Ag, 220 ppm Zn, 318 ppm Pb, and 819 ppm Cr.

Hayes 1990:

Hayes in 1990 collected seven rock samples and undertook minor mapping. The gold values ranged from 30 ppb to 80 ppb.

Paul Sauinier 2009-2012:

Between 2009 and 2012, Paul Sauinier undertook an exploration program consisting of road soil sampling and rock sampling. A total of 179 soils and 58 rocks were taken, broken down as follows: Lacey Block: 43 rock and 147 soils, Limestone Block: 15 rock and 15 soils. The rock samples were grab samples of alteration and limited mineralization.

The road soil sampling was confined to areas of alteration with samples spaced at 10 metres to 50 metres along the road. The sample locations were measured using a hip chain and recorded as waypoints on Garmin GPS units in the NAD 83 datum. At each sample location, a 500 to 1000- gram sample of the soil from the "B" horizon was taken from the high bank road cut and placed in the corresponding soil bag.

Nicholas Rodway 2023:

In 2023, Nicholas Rodway collected four silt samples. Gold values ranged from 11 ppb to 13 ppb, copper values ranged from 27.8 ppm to 35.5 ppm, and Zinc values from 51 ppm to 76 ppm..

Regional Geology

Vancouver Island consists of three tectonic terranes: the Wrangellia, Pacific Rim, and Crescent. Wrangellia covers the northern 90% of the island, which also extends to the coastal mainland and the Queen Charlotte Islands. The Pacific Rim and Crescent terranes each cover about 5% of the south end of Vancouver Island and are thought to represent exotic tectonic plates, which collided with and became attached to Vancouver Island. Narrow slivers of the Pacific Rim terrane also exist along the southwest coast of the island. The terrane boundaries are marked by pronounced, east-west trending and north-dipping regional fault structures that contain major river systems on the southern island (see Figure 3 in the Technical Report).

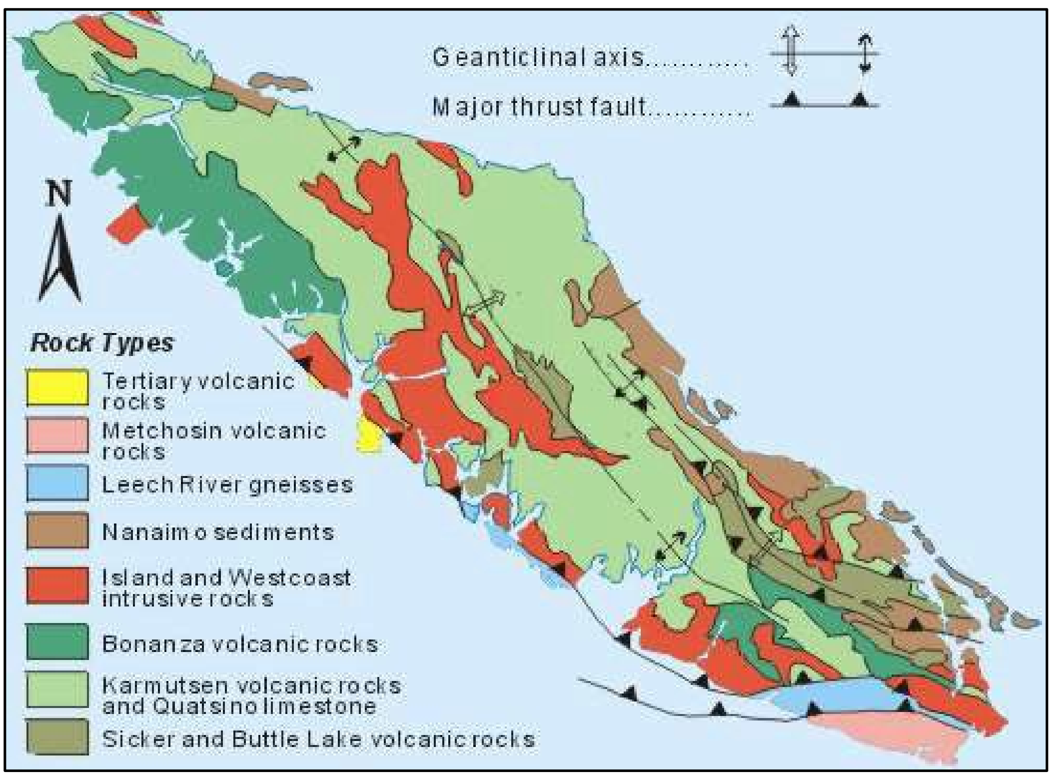
The rocks that make up Vancouver Island range in age from Paleozoic to Pliocene and represent three major volcano-sedimentary events (Paleozoic, Triassic, and Jurassic), one major sedimentary event (Cretaceous) and four major intrusive events (Triassic, Jurassic, Eocene, and Miocene/Pliocene). Major structural features consist of northwest-trending, north-south trending and north-east trending faults and folds. This includes many northwest-trending, low-angle thrust faults and fold axes. The oldest rocks are generally the most structurally disrupted, and areas of high metamorphic grades occur within and locally near the Pacific Rim terrane in the south and along the southwest coast of the island.

Port Alberni is located in Wrangellia in south-central Vancouver Island and is surrounded by some of the most varied and structurally complex geology on the island. Port Alberni also sits between two major uplifts exposing the island's oldest Paleozoic volcano-sedimentary rocks of the Sicker and Buttle Lake Groups, the Cowichan Uplift to the southeast and the Myra Falls Uplift to the northwest. Small stocks of the Triassic Mount Hall Gabbro suite occasionally intrude the Paleozoic rocks southeast of Port Alberni. The immediate Port Alberni area is mainly underlain by Triassic mafic volcanic rocks of the Karmutsen Formation of the Vancouver Group. These are commonly intruded by large granodiorite sills, stocks, and dikes of the Jurassic Island plutonic suite. Locally inliers consist of Triassic Quatsino Formation sedimentary limestones of the Vancouver Group that are overlain by Jurassic volcanics of the Bonanza Group, sandstones, shales, and conglomerates of the Cretaceous Nanaimo Group. All units are occasionally intruded by small quartz diorite stocks and dikes of the Tertiary-Eocene Mount Washington plutonic suite.

Southern Vancouver Island has a complex structural history with frequent rejuvenation of previous structures. All Paleozoic rocks are affected by a series of southeast-trending, upright to overturned, southwest-verging folds. Associated schistosity and lineation are absent from most of the area, only occurring to the west of the Mineral Creek fault. Regional-scale warping of Vancouver Island occurred during the Early to Middle Jurassic, facilitating the emplacement of the Island Plutonic Suite intrusions and producing the geanticlinal Cowichan uplift. The present map pattern is dominated by the northwesterly trending contractional faults of the Tertiary Cowichan fold and thrust system.

These are high angle reverse faults that become listric at mid-crustal levels. They generally place older rocks over younger. The deformation probably took place during the crustal shortening accompanying the formation and emplacement of the Pacific Rim and Crescent terranes out- board of Wrangellia. The north-trending Mineral Creek fault and associated northwest-trending faults, such as the Stokes fault, are subvertical with small, apparently sinistral offsets. They may have formed during minor extension accompanying late-stage post contractional relaxation.

Figure 3: Vancouver Island Simplified Geology



Property Geology

Vancouver Group- Karmutsen Formation

The Karmutsen Formation volcanic rocks unconformably to para-conformably overlie the Buttle Lake Formation limestone forming the base of the Vancouver Group. This is the thickest and most widely distributed sequence of rocks on Vancouver Island. The formation which is well exposed southeast of Port Alberni consists mainly of dark grey to black or dark green tholeiitic pillow basalt massive basalt and pillow breccia Flows are commonly aphanitic feldspar porphyritic and amygdaloidal pillow lavas generally occur near the base of the section (see Figure 3 in the Technical Report).

The lower Karmutsen Formation basalts rest unconformably on the underlying Paleozoic rocks. The basalts form pillowed flows, pillow breccias, and hyaloclastite breccias interbedded with massive flows and sills. There is a tendency for the massive flows to dominate the sequence towards the top and the pillowed flows the lower parts. The Karmutsen Formation basalts show amygdule infillings and alteration assemblages typical of the prehnite pumpellyite facies.

Nanaimo Group

Upper Cretaceous Nanaimo Group sedimentary rocks are scattered throughout the area. Extensive exposures occur near Port Alberni, Patlicant Mountain and south and northwest of Mount Moriarty. The formations present comprise the basal portions of the Nanaimo Group. The Comox Formation consists mainly of quartzofeldspathic, cross- j bedded beach facies sandstone and lesser conglomerate. Numerous intercalations of carbonaceous and fossiliferous shale and coal are characteristic.

Clastic sediments of the Upper Cretaceous Nanaimo Group lie unconformably on the older rocks. They are most thickly developed in the Alberni Valley, though only exposed around the margins due to Quaternary cover. The lower Benson Formation comprises basal conglomerates and overlying medium to coarse-grained sandstones. These are succeeded by the black argillites and siltstones of the Haslam Formation. Younger formations of the Nanaimo Group are absent.

Fourth Lake Formation

The base of the Fourth Lake Formation is marked by a sequence of radiolarian ribbon cherts, laminated cherts, and cherty tuffs with thin argillite interbeds 100 to 200 metres thick, informally called the Shaw Creek chert member. This sequence continues westward into the Cowichan Lake area. The cherts pass upwards into monotonous, thinly bedded, turbiditic sandstone-siltstone- argillite intercalations that exhibit graded bedding, flame structures, argillite rip-ups, small-scale sandstone dikes and slump folds. Thicker beds of sandstone, granule sandstone and conglomerate containing clasts of cherty material, volcanic lithic clasts and feldspar and pyroxene crystals are found on the north slope of Hill 60 Ridge and occasionally north of the Chemainus River.

The sedimentary facies of the lower Fourth Lake Formation are suggestive. The radiolarian cherts of the Shaw Creek member, sitting unconformably on the Sicker Group volcanics, probably developed on the open ocean side of the arc. In contrast, the conformable, clastic-dominated sediments exposed on the northeast limb of the Cowichan uplift appear to have accumulated in the marginal basin adjacent to and behind the arc. As erosion proceeded, clastic sediment was shed to both sides of the extinct arc and buried it. Minor, though significant, volcanic rocks are found interbedded with the sediments on the northeast limb of the Cowichan uplift.

Mount Mark Formation

The Mount Mark Formation conformably overlies and laterally interfingers with the Cameron River Formation. However, in places along the southwest limb of the uplift. for example, west of Rift Creek and on the south slopes of Douglas Peak, it lies directly and unconformably on the lower Sicker Group volcanics. The formation consists of massive limestone beds with minor argillite and chert interbeds. The limestones are well bedded, varying from about 15 centimetres up to about 5 metres thick. They are predominantly bio clastic calcarenites and calcirudites, rich in broken crinoid stems ranging up to 2 centimetres in diameter. Fossil clasts are often replaced by silica and weather positively. Some limestone outcrops contain many thin chert beds developed by siliceous replacement of limestone. Thin black argillite and shale beds are developed in places, and maroon tuffaceous shales are seen in the basal part of the sequence in the Horne Lake area. The Mount Mark Formation is the equivalent of the Buttle Lake Formation of Muller (1980) and other authors (for example, Yole, 1969).

Sicker Group

The oldest rocks in the area are those of the Sicker Group. Muller (1980) proposed the following subdivision of the group from youngest to oldest: Buttle Lake Formation, Sediment-Sill Unit, Myra Formation, McLaughlin Ridge Formation, Duck Lake Formation, Mount Mark Formation, and Nitinat Formation.

McLaughlin Ridge Formation

The Nitinat Formation passes upwards transitionally into the McLaughlin Ridge Formation, a sequence of volcaniclastic sediments dominated by thickly bedded, massive tuffites and lithic tuffites with interbedded laminated tuffaceous sandstone, siltstone, and argillite. Associated breccias and lapilli tuffs are usually heterolithic and include aphyric and porphyritic (feldspar, pyroxene, hornblende) lithologies, commonly mafic to intermediate in composition. Felsic tuffs are rare. The McLaughlin Ridge Formation is equivalent to the lower parts of the Myra Formation of Muller (1980).

The Nitinat Formation

The Nitinat Formation consists predominantly of basic volcanic rocks, most commonly flow- breccias, including some massive flows and rare pillow basalts or agglomerates. Locally, medium- grained, generally massive basaltic tuff is interbedded with the flows. The flow-breccia is composed of fragments of basalt up to 30 cm in length containing uralite phenocrysts and black or white amygdules, both from 1 mm to more than 1 cm in size, in a matrix of finer grained, similar basalt(?). Thin sections show that the uralite is replacing diopside. Uralitized gabbroic rocks underlie and intrude the volcanics and are believed to represent feeder dykes, sills, and magma chambers to the volcanics. The Nitinat Formation may be distinguished from the similar Karmutsen Formation by the usual lack of pillow basalts, the abundance of uralite phenocrysts, the pervasive shear foliation, and lower greenschist or higher metamorphic grade.

Duck Lake Formation

The Duck Lake Formation consists dominantly of grey to maroon pillowed and massive basaltic flows. They show significant lithological differences to the younger Karmutsen Formation pillow lavas. Typically, the Duck Lake flows are aphyric and amygdaloidal, although variolitic and feldspar-phyric varieties are common. Pillows, although usually uniform in size within a particular flow, range from 30 centimetres to 3 metres in diameter. Shapes vary from spherical to ellipsoidal and elongate. Amygdules often form concentric zones which are thicker in the curved tops of pillows and are infilled with calcite, chlorite, epidote, and quartz. Veins of quartz and epidote are also common Epidote alteration patches may occur within some pillows and along selvages. Variolitic zones are coincident with, or inside the amygdaloidal zones. Pillow selvages are thin, 50 to 100 millimetres, and chloritic. The pillows are usually tightly packed with very little space between them. Where present, the space is infilled with chert, jasper, tuff, or rarely hyaloclastite.

Structure

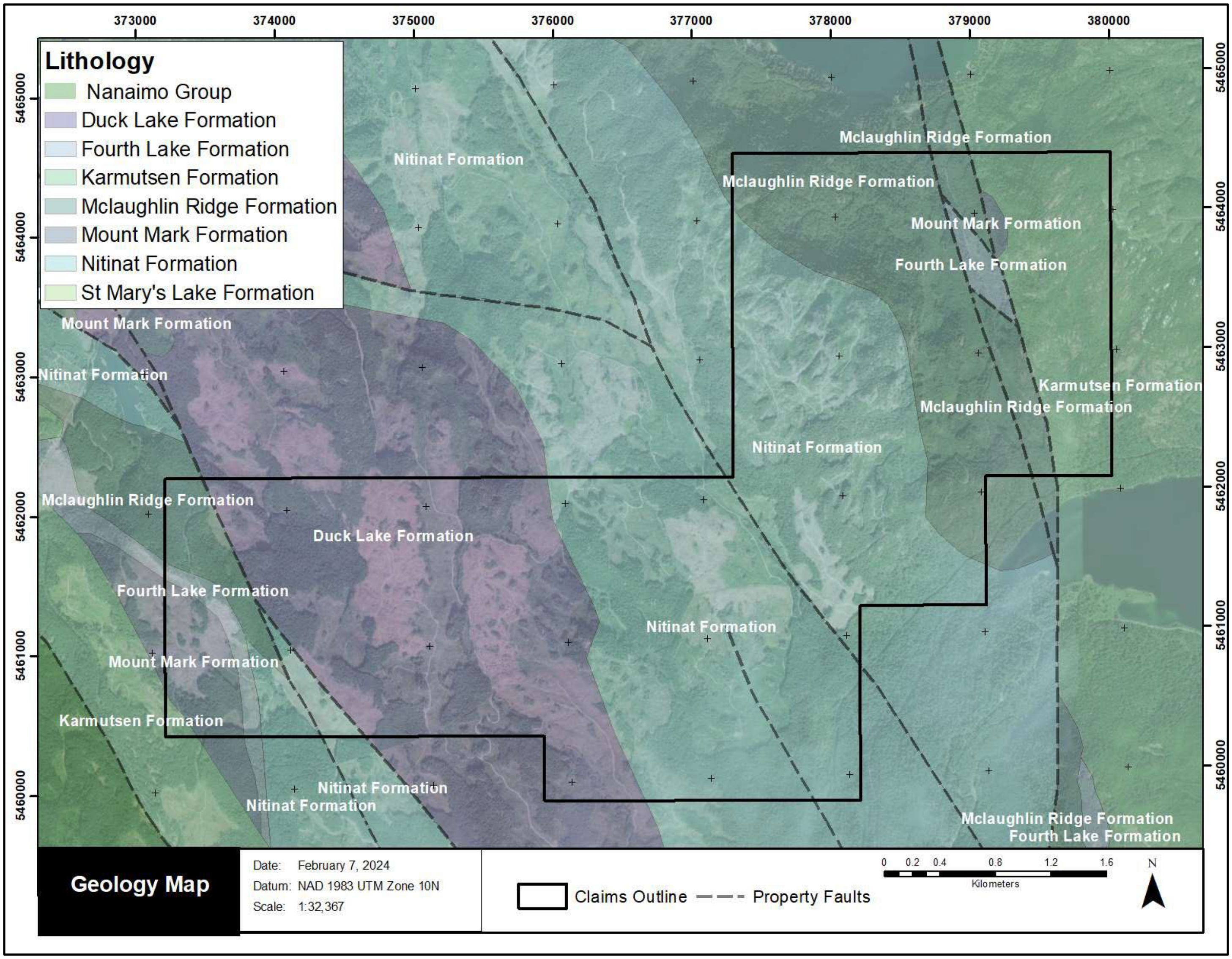
The Buttle Lake Arch, Cowichan-Horne Lake Arch and Nanoose Uplift are north-northwesterly trending axial uplifts and are believed to be among the oldest structural elements in south central Vancouver Island. Folding and uplift occurred before the late Cretaceous, and possibly before the Mesozoic (Muller and Carson, 1969), and more tilting, folding, and uplift occurred after the late Cretaceous. Sicker Group volcanic and sedimentary rocks occur at the cores of these uplifts.

Asymmetric southwest-verging, northwest-trending antiformal fold structures characterized by subvertical southwest limbs and moderately dipping northeast limbs are reported at Buttle Lake, in the Cameron-Nitinat River area, and north of Cowichan Lake. Well-developed foliation developed during metamorphism to chlorite-actinolite and chlorite-sericite schist in steep and overturned limbs of folds. Folding may have occurred prior to intrusion of Triassic(?) mafic sills along axial planar surfaces in folded Sediment-Sill unit rocks. Evidence from K-Ar dating also suggests Jurassic folding. Buttle Lake Formation limestones are relatively undeformed in some places, although in others, as in the Chemainus River Canyon, they are highly deformed, along with other Sicker Group rocks (Brandon and others, 1986).

Vancouver Group units are not as intensely folded; gentle monoclinal and domal structures have been mapped. However, Karmutsen Formation volcanic rocks locally conform to the attitude of underlying Myra and Buttle Lake Formations (Muller, 1980a).

Some early Mesozoic faulting occurred in the area prior to emplacement of Island Intrusions. Middle to Upper Jurassic intrusive activity (Island Intrusions) occurred along north-westerly trends. Extensive west-northwest trending faulting occurred during the Tertiary and is best illustrated by large displacements of Nanaimo Group sediments in some areas, such as the north side of the Chemainus River valley, placing Sicker Group rocks above Nanaimo Group rocks. These faults have been traced for up to 100 km. Such structures may represent large scale under- thrusting from the southwest, in a regime of long-term semi-continual northeast-southwest compression. Nanaimo Group sediments are tilted up to at least 60° from paleohorizontal where they are overlying folded Sicker Group rocks with angular unconformity such as on the south side of the Chemainus River Valley. Minor late north and northeasterly trending tear-faults and block faults offset northwest-trending faults locally. The north trending Alberni Valley fault is traced over 70 km and displaces a section of Karmutsen Formation approximately 1500 m (Muller and Carson, 1969)

Figure 4: Property Geology



<u>Mineralization</u>

There are three (3) documented MinFile showings on the Horne Project: the Horne, Mount Westley, and Old Cu-Ag (see Figure 5 of the Technical Report).

Horne Showing 092F 573:

The area is underlain mainly by Paleozoic Sicker Group rocks of the Nitinat, Myra and Buttle Lake formations and lesser amounts of Triassic basaltic rocks of the Karmutsen Formation. A major north westerly striking fault zone runs through the property with associated local shear deformation and listwanite alteration in Sicker Group volcanic and volcaniclastic rocks.

Mineralization includes pyrite associated with listwanite (quartz carbonate alteration), common disseminated sulphides and fracture-controlled sulphides. Iron bearing sedimentary rocks are also noted.

In 1984, the area was explored as a part of the Comedy Group and was restaked as the Mero 1 3 claims in 1985. In 1987 and 1988, Nexus Resources Corp. completed programs of geochemical sampling, geological mapping, prospecting, geophysical surveys and 1557 metres of diamond drilling on the property, now a part of the Horne claims and Cathedral Group. Rock samples have returned values up to 120 parts per billion gold, 494 parts per million lead, 5.4 parts per million silver and 1424 parts per million zinc (Cope 1988).

Mount Westley Showing 092F 559:

Locally, rusty, altered limestone was initially reported to host veins and some malachite specks. Later prospecting located numerous quartz stringers from 1 to 10 centimetres wide and randomly oriented within rusty, fractured, and sheared basalt. Some minute specks of chalcopyrite and bornite were present. This showing occurs in a fault zone exposed in a roadcut just east of the limestone lenses.

Old Cu-Ag 092F 453:

The Cowichan uplift consists mainly of northwest trending volcanic volcaniclastic sedimentary rocks of the Paleozoic Sicker and Buttle Lake groups. These are bounded by younger mafic volcanics of the Vancouver Group and sediments of the Nanaimo Group. The stratigraphy is very complex with numerous intercalations and rapid lateral facies changes. The rocks are commonly schistose in the vicinity of faults with associated carbonatization and silicification.

Two small copper-stained pits (1 by 1 metre) occur 130 metres apart in silicified volcanics. A north trending fault cuts the volcanics, which are porphyritic andesites. Mineralization consists of numerous quartz veinlets with trace chalcopyrite, bornite, azurite and pyrite.

Sampling of the northern pit assayed 8.57 grams per tonne silver and sampling of the southern pit assayed 76.1 grams per tonne silver. Another sample of the southern pit assayed 17.1 grams per tonne silver and 0.05 per cent copper (Laanela, H. 1987).

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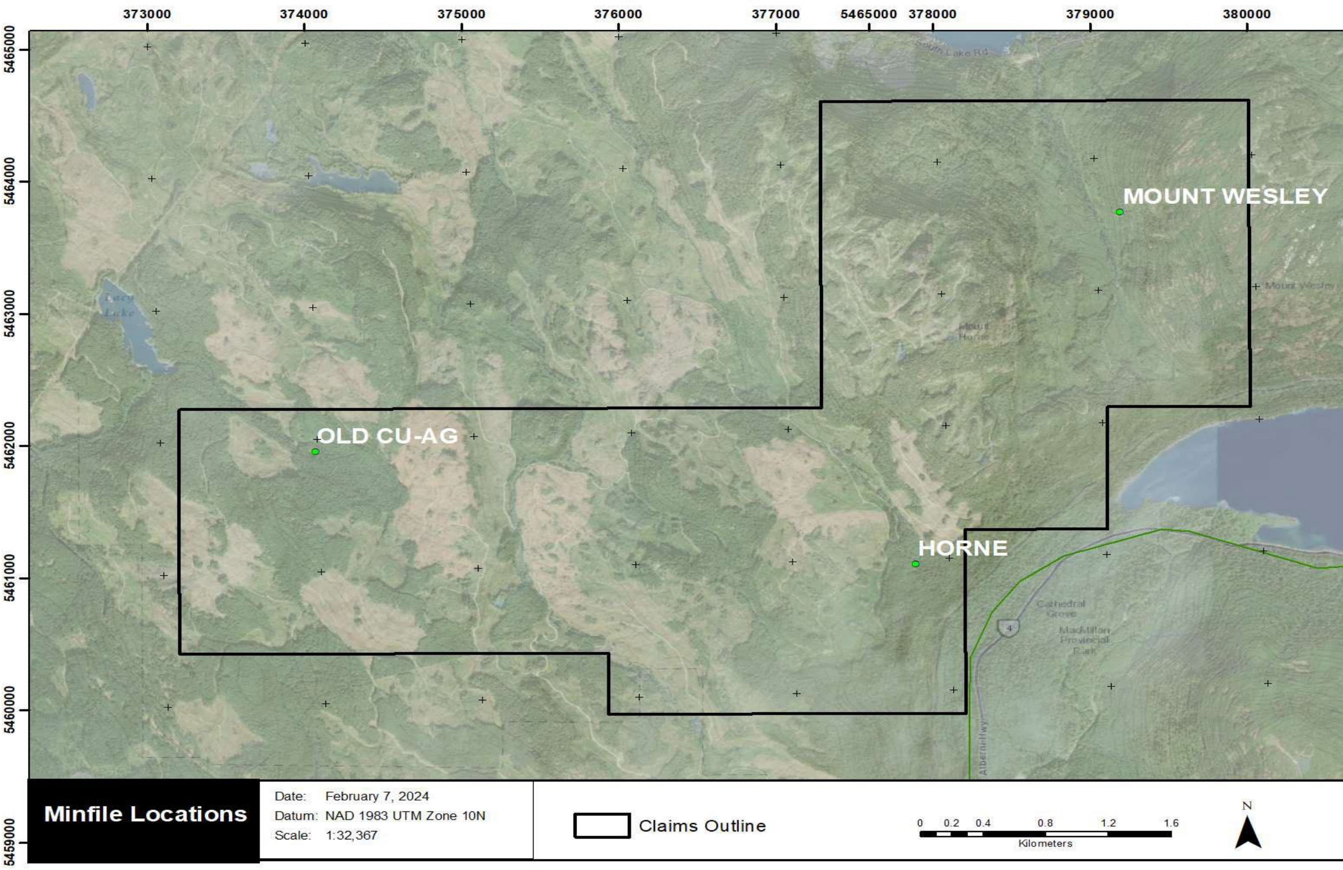
Figure 5 Minfile



Deposit Types

The highly complex geology of Vancouver Island and the Port Alberni area specifically has resulted in the discovery of diverse mineral deposit types containing varied metallic, industrial, and energy minerals. According to the B.C. Ministry of Energy Mines MINFILE database, mineral deposits of economic significance on Vancouver Island are as follows: Porphyry copper- molybdenum-gold-silver, Volcanic massive sulphide copper-zinc-lead-silver-gold, Gold-silver Skarns, and Gold-silver-copper quartz veins.

Gold Copper Vein Model:

Gold-Copper Veins are an example of a vein-type mineralization model. A vein-type deposit is a fairly well-defined zone of mineralization, usually inclined and discordant, and is typically narrow compared to its length and depth. Most vein deposits occur in fault or fissure openings or in shear zones within country rock. A vein deposit is sometimes referred to as a (metalliferous) lode deposit. A great many valuable ore minerals, such as native gold or silver or metal sulphides are deposited along with gangue minerals, mainly quartz and/or calcite, in a vein structure.

As hot (hydrothermal) fluids rise towards the surface from cooling intrusive rocks (magma charged with water, various acids, and metals in small concentrations) through fractures, faults, brecciated rocks, porous layers, and other channels (like a plumbing system), they cool or react chemically with the country rock. Some metal-bearing fluids create ore deposits, particularly if the fluids are directed through a structure where the temperature, pressure, and other chemical conditions are favourable for the precipitation and deposition of ore (metallic) minerals. Moving metal-bearing fluids can also react with the rocks they are passing through to produce an alteration zone with distinctive, new mineralogy.

Epigenetic veins containing sphalerite, galena, chalcopyrite, and silver in a carbonate and quartz gangue are associated with either a metasediment or igneous host. The emplacement of metasediment hosted veins can occur along structures in sedimentary basins that have been deformed and later intruded by igneous rocks. Igneous hosted veins typically occur along tectonic structures marginal to an intrusive stock. Polymetallic veins are often characterized by a set of steeply dipping parallel to offset veins that can vary from a few centimetres to more than 3 m wide. Alteration of polymetallic vein deposits is typically minimal. Exploration for polymetallic veins should consist of geochemical data analysis with identification of elevated zinc, lead, silver, copper, and arsenic values within alteration aureoles. Geophysical exploration methods include locating zones of low magnetic, electromagnetic, and induced polarization responses.

Gold Bearing Skarns

Gold-dominant mineralization genetically associated with a skarn is often intimately associated with bismuth (Bi) or Au-tellurides, and commonly occurs as minute blebs (<40 microns) that lie within or on sulphide grains. The vast majority of Au skarns are hosted by calcareous rocks (calcic subtype). The much rarer magnesian subtype is hosted by dolomites or Mg-rich volcanics. On the basis of gangue mineralogy, the calcic Au skarns can be separated into either pyroxene-rich, garnet-rich, or epidote-rich types; these contrasting mineral assemblages reflect differences in the host rock lithologies as well as the oxidation and sulphidation conditions in which the skarns developed.

Most Au skarns form in orogenic belts at convergent plate margins. They tend to be associated with syn – to late island arc intrusions emplaced into calcareous sequences in arc or back-arc environments (Ray G.E., 1997).

Volcanogenic Massive Sulphides (VMS)

Information in this section describing shallow-marine hot spring VMS deposits was largely obtained from papers by Barrett and Sherlock (1996), Hannington (1999), and Sherlock et al. (1999). VMS deposits occur worldwide, and examples include: Eskay Creek and Equity Silver (British Columbia), Bousquet, Selbaie and La Rondes (Quebec), Greens Creek (Alaska), Boliden and Petinas North (Sweden), Lerokis and Kali Kuning (Indonesia), Hellyer and Roseberry (Tasmania), Iron King (Arizona), and Turner Albright (California).

These deposits range in age from Archean (such as the Bousquet deposits in Quebec) to Miocene (e.g., the Lerokis and Kali Kuning deposits in Indonesia). Eskay Creek in British Columbia is Jurassic in age while Equity Silver is believed to have originally been laid down during the Cretaceous, but to have been extensively remobilized during a younger Eocene plutonic event (Alldrick et al., 2007).

The model for this type of deposit is that the sulphides are laid down on the sea floor at shallow to medium water depths (generally <750 metres and commonly <500 metres). They tend to occur in tectonically active areas where extensional brittle fracturing is accompanied by periods of high- and lower-energy sedimentation with intervening episodes of mafic to felsic submarine volcanism and the expulsion of exhalative, metal-rich fluids onto the sea floor. The sulphides can be laid down either as relatively thick, restricted mounds or as thinner stratiform lenses that may extend hundreds of metres from the vent source. Where sea-floor rifting occurs, the heavy metal-rich sediments may accumulate in topographic lows, and the resulting ore bodies are then often narrow and elongate, having a ruler-like morphology.

Since certain areas of the tectonically active sea floor may have numerous hydrothermal systems discharging onto the sea floor coevally, it is common for these deposits to occur in clusters. Likewise, as sedimentation and volcanism proceeds, the hydrothermal vents may often restart at higher stratigraphic levels, resulting in a number of "nested" or "stacked" mineralized bodies.

The deposits tend to comprise concordant, massive to banded, sulphide lenses which are typically several metres to tens of metres thick and hundreds of metres in horizontal dimension; sometimes there is a peripheral apron of "clastic" massive sulphides, with an underlying crosscutting "stringer" or "feeder" zone of intense alteration and stockwork veining. Textures include massive to well-layered sulphides (typically chemically zoned vertically and laterally), as well as sulphides with a quartz, chert, or barite gangue (more common near top of deposit). Disseminated, stockwork and vein sulphides occur in the footwall. Although many examples share a number of features with epithermal, they differ from the subaerial systems by having abundant base metals and extensive exhalate alteration and mineralization, such as massive pyrite lenses and stratiform barite or manganiferous horizons.

The principal sulphides include pyrite, sphalerite, galena with lesser chalcopyrite, and pyrrhotite. They may often contain significant amounts of sulfosalts (e.g. tetrahedrite-tennantite), as well as arsenopyrite, and high sulphidation minerals such as enargite. In contrast to the classical deep- water Cu-Zn VMS deposits, the shallow marine variety are strongly enriched in the epithermal suite of elements, including Ag, As, Sb and Hg (as is seen at Eskay Creek).

The styles of mineralization can be highly variable. The styles include massive to layered sulphide lenses, breccia-hosted stockworks, disseminated sulphides and epithermal-style veins with open- space-filling textures, as is seen at the Selbaie deposit in Quebec. The mineralization is commonly associated with a distinctive alteration containing abundant carbonate, K-feldspar, or aluminous minerals such as quartz-kaolinite-pyrophyllite, or their metamorphosed equivalents. The latter is seen at the Equity Silver Mine where thermal overprinting has resulted in an advance argillic suite that includes andalusite, corundum, tourmaline and scorzalite.

Exploration

The Company conducted an exploration program on the Horne Project from January 19, 2024, to February 13, 2024. The program consisted of the collection of 903 soil samples from two grids (see Figure 6 to Figure 10 of the Technical Report), the collection of 13 property wide silt samples (see Figure 11 of the Technical Report), the collection of 49 rock samples (see Figure 12 of the Technical Report), and three rock samples for petrographic for analysis (see Figure 12 of the Technical Report).

The two geochemical grids were established to identify possible buried mineralization in areas of possible anomalous gold, copper, and other minerals. Grid lines on the Main Grid are 1000 meters in length and are spaced 50 to 100 meters apart and samples were taken on 50-meter centers (see Figure 6 of the Technical Report). On the Cameron Grid, lines are 500 meters in length, are spaced 100 meters apart, and samples were taken on 50-meter centers (see Figure 6 of the Technical Report).

<u>Soil Results</u>

Gold

On the Central Grid, 5 elevated Au in soil values form a linear features trending north (along the 347800m Easting) with a possible slight offset in the north due to faulting (see Figure 6 of the Technical Report). The majority of the Au anomalies only occur on one line except for the 599 ppb Au sample on line 60700m N which contains a 140 ppb Au sample directly 50m south. 2 sample sites in the northern portion of the grid are also strong showing 201 ppb Au anomaly. This anomaly corresponds to the high gold in rock sample 906185. Further work consisting of trenching could be done to uncover more outcrop of this showing and determine structural parameters. The three high Au in soil values of 298, 156, and 229 ppb Au are located on the northernmost grid lines and are not supported by shoulder anomalies but may represent targets for gold bearing mineralization.

On the Cameron grid, gold samples that contained anomalous concentrations (over 40 ppb Au) occurred across the grid. A 75 ppb Au sample occurs on line 61000N but does not have any shoulder sites. Samples with 45, 41, 36, and 35 ppb Au occur in a coarse north trending pattern but are not supported by shoulder samples.

Copper

19 samples run above average copper values (>128 ppm Cu) in soils and across the Central grid (see Figure 7 of the Technical Report). The strongest anomaly on line 61400N ran 253 ppm Cu and contains a 129 ppm Cu sample south of it. This is in the vicinity of the 1990 ppm Cu in rock sample 906192. This area warrants further follow up with prospecting and mapping.

On the Cameron Grid, 10 samples returned over 60 ppm Cu with the highest being 100 ppm Cu on the eastern portion of line 60400N. Overall, there appears to be a northwest trend within the soils with the strongest response in the southeast portion of the grid.

Manganese

On the Central Grid, numerous samples ran over 5000 ppm Mn. (see Figure 8 of the Technical Report). This could be associated with the pyrolusite noted in the rock samples. The strongest anomaly with shoulders that also returned over 4000 ppm Mn is associated with significant copper results around samples 906192, 906191, and 906188. This area requires further work to delineate the copper occurrences along this trend.

On the Cameron Grid, two samples run over 4000 ppm Mn. One sample in the southeast of the grid returned >10000ppm Mn. This could be associated with significant pyrolusite mineralization.

Vanadium

On the Central Grid, numerous occurrences of over 180 ppm V are reported (see Figure 10 of the Technical Report) . The greatest anomaly occurs in the northwestern area of the grid. Further work in this area of mapping and prospecting is warranted to determine the source of the Vanadium anomalies.

On the Cameron Grid, 6 areas of anomalous vanadium occur. The strongest of which occurs in the southeast with several samples with shoulders above 120 ppm V. Further work in this area of mapping and prospecting is warranted to determine the source of the Vanadium anomaly.

Zinc

On the Central Grid 3, samples of over 600 ppm Zn occur in the vicinity of gold sample 906185 (see Figure 9 of the Technical Report). While these samples lack shoulder sites of significant value, the areas themselves warrant further work to find potential multi - element veins.

On the Cameron Grid, one sample returned 131 ppm Zn. This area is on the southeastern portion of the grid.

Silt Results

Based on the silt sample data, the analysis spans across multiple elements including gold (Au), chromium (Cr), copper (Cu), manganese (Mn), nickel (Ni), vanadium (V), and zinc (Zn) (see Figure 11 of the Technical Report).

Gold (Au) concentrations ranged up to 16 ppb (sample 8191), highlighting potential areas of interest for further exploration in the southeast portion of the property proximal to the Cameron Grid. Chromium (Cr) levels reached up to 62 ppm (sample 8202). Copper (Cu) showed values up to 56.7 ppm (sample 8198). Manganese (Mn) levels were exceptionally high, exceeding 10,000 ppm (sample 8201) in certain areas, pointing towards significant pyrolusite mineralization. Nickel (Ni) concentrations peaked at 43.9 ppm (8202), which, along with the data on copper, may suggest the presence of magmatic sulfide mineralization. Vanadium (V) values up to 83 ppm (8201) were returned. Additionally, zinc (Zn) levels of up to 188 ppm (8201) signal the possibility of zinc-rich mineralization often associated with lead and silver.

Rock Sample Results

Gold Results

The geological sampling has revealed several samples with significant gold (Au) concentrations, with numerous samples (906177-906187) underscoring the potential for mineralization within this area (Figure 12). Among these, sample 906185 is particularly noteworthy, exhibiting an exceptionally high gold concentration of 5940 ppb (5.94 g/t Au). This sample also ran 1260 ppm Cu (copper) with malachite noted in the sample along with chalcopyrite and possible bornite in samples proximal to it. For silver, this sample ran 22.5 ppm Ag. This sample is located along strike with samples 906180-906183 which ran anomalous gold (154-977 ppb Au) and contains semi- massive pyrite forming along the selvage of a quartz carbonate vein across a 15m exposure indicative of a highly mineralized zone. The mineralization occurs within silicified, chloritized, and minor epidote altered andesite, along with disseminated pyrite throughout, suggesting a substantial gold-bearing system.

Other notable samples include 906180, with a gold concentration of 977 ppb, characterized by semi-massive pyrite pods 10cm thick by 70cm long, displaying strong chlorite and epidote alteration. Samples 906181 and 906182, with gold concentrations of 405 ppb and 154 ppb respectively, further contribute to the understanding of the mineralization pattern, showing rusty quartz veins and wallrock alteration with disseminated pyrite and chalcopyrite. Additionally, sample 906183, located east of sample 906182, returned 397 ppb of gold, featuring a quartz vein with silica alteration.

Copper results

Geological sampling has unveiled noteworthy copper (Cu) concentrations indicating the substantial presence of copper mineralization. 4 samples returned significant copper mineralization while 8 samples returned anomalous copper mineralization (see Figure 12 of the Technical Report).

The highest value of copper of 1990ppm Cu in sample 906192 was retrieved from a material that was used to build road base for a recent clear cut. Numerous sugary quartz veins cutting chloritic andesite with ~4% covellite (possible Azurite) with bornite rimming it at trace percent. Sample 906191 ran 417 ppm Cu which occurred in a quartz boudin that is 20cm wide by 40cm long in a siliceous andesite with chlorite, sericite, and epidote alteration which is in a moderately sheared outcrop. Mineralization consisted of 1-10% locally medium grained to coarse grained cubic pyrite and trace malachite. Sample 906188, which was sampled 9m southeast of 906191, returned 100 ppm Cu from a quartz vein along the same shear zone that is 20cm wide trending 300° and dipping -50° northeast. This sample had 5% coarse grained disseminated cubic pyrite and trace malachite.

Together, samples 906191, 906188, and the proximity of sample 906192 occurs along a rough north-northwest trend which is along trend with the Old Cu-Ag showing illustrated in maps in Assessment Report 16138 (Laanela, 1987). These three samples warrant follow up work to locate the source of the float/road base that sample 9061191 is from and the trend the shear zone follows north and south, which could be economically significant.

Sample 906185 ran 1260 ppm Cu and was mentioned previously in the gold results, along a north trend of samples: 906181 (506 ppm Cu), 906183 (215 ppm Cu), 906184 (168 ppm Cu), 906182 (138 ppm Cu), 906187 (115 ppm Cu), 906180 (107 ppm Cu), and 906167 (100ppm Cu) of which form a 565m long trend of significant and anomalous copper mineralization. Several of these samples mention malachite mineralization as well as possible chalcopyrite and bornite. They all form in a siliceous andesite along the selvage of a quartz vein. This distinct copper occurrence, particularly when juxtaposed with the previously mentioned gold concentrations, accentuates the area's potential for multi-commodity mineralization necessitating further investigative and evaluative efforts to ascertain the full scope and economic feasibility of the mineral showings present.

Manganese Results

15 samples ran over 1000 ppm Mn with the highest being sample 906180 with 1900 ppm Mn. Samples 906157 (1030 ppm Mn) and 906172 (1070 ppm Mn) both had visible pyrolusite. Pyrolusite forms as manganese dioxide and along with romanechite are the most common manganese minerals. Samples: 906176 (1140 ppm Mn, 115 ppm Cu); 906167 (1070 ppm Mn, 100 ppm Cu) and 906182 (1040 ppm Mn, 138 ppm Cu) display a weakly anomalous correlation with copper. Sample 906176 was taken proximal to the Horne Showing which was not located during the program and may have been buried by recent logging activity (see Figure 12 of the Technical Report).

Zinc Results

Sample 906185 returned 1680 ppm Zn, this sample has been discussed in copper and gold results.

Nickle, chromium, and vanadium ran typically below the anomalous threshold however, sample (906171) returned 154 ppm Ni as well as 207 ppm Cr, and 110 ppm V, and sample 906176 returned 171 ppm Cr. *

Petrographic Samples

Three rock samples were sent for petrographic analysis, below is a summary of this analysis (see Figure 12 of the Technical Report).

P-01. This sample (906157) was labelled as an Andesitic tuff to possible Dacite and noted for being siliceous and chloritic. Trace disseminated pyrite was noted and a black coarse grained nonmagnetic mineral was noted. From the petrographic report it was noted as dominated by mudstone with minor to accessory plagioclase fragments and lesser latite crystal tuff. It contains veinlets of sericite, quartz, chlorite-(calcite), and minor limonite. For texture and alteration, it is noted as featuring soft-sediment deformation with various veinlets and replacement patches indicating mineral alterations. Plagioclase crystals are a notable component, altered to sericite in some instances.

P-02. This sample (906170) was labelled as a siliceous chert with disseminated medium grained euhedral to blebby 1-3% pyrite. From the petrographic report it was noted to be characterized by bedded latite tuffaceous siltstone/mudstone with two sills of porphyritic latite. It contains plagioclase, quartz, sericite, calcite, and minor pyrite. For texture and alteration, it is noted to exhibit layers of tuffaceous sedimentary rock and porphyritic latite sills with alterations including sericite and pyrite. Veinlets of pyrite, quartz, and calcite are also present.

P-03. This sample (STN-MH-24-14) was labelled as a mafic dyke. From the petrographic report its composition was noted as “basalt A” with abundant plagioclase and clinopyroxene phenocrysts, altered to sericite, chlorite, epidote, and contains leucoxene. Includes fragments of Basalt B and C, show casing a variety of textures and mineral inclusions. Its texture was noted as amygdaloidal and alteration that were highlighted as sericite and epidote, and veins or veinlets of epidote-calcite-(quartz) and tremolite, with associated calcite fillings.

Figure 13 of the Technical Report is a road cut is butted up against a cliff with below being a possible fault. This area contains the most significant mineralization seen on the property to date. Semi massive sulphide pods and quartz veining was observed. Samples 906183 could be on a north limb while sample 906184 and 906185 are on the south limb. It is possible that the andesite in this region is folded with the axial plane of the hinge trending 326°. The current hypothesis’ is that the semi massive sulphide pods seem to converge. This area could contain a series of anticlines and synclines. Quartz veining was noted as trending in the east west regime which was also seen in the mafic dyke to the east. This area could be a possible confluence of a northwest-southeast trending structure and intersecting the east west veining. Regional structures could follow this trend and would serve useful on other portions of the property. Mineralization consists of pyrite, chalcopyrite, malachite, and possible arsenopyrite. Pyrite is at the greatest percentage in pods adjacent to the quartz veining which is >1m in thickness. The pods are discontinuous along vertical strike extent as well as quartz veining. Chalcopyrite and arsenopyrite occur in trace quantities. Malachite was noted along the outer edges of samples and “bleed” over the rock. Wallrock adjacent to these zones is mineralized with disseminated blebby pyrite. Sample 906165 (located to the northwest) could be proximal to a similar structure due to the high content of pyrite noted in the andesite. Mineralization dies off ~100m south of the outcrop.

Figure 6: Gold in Soils

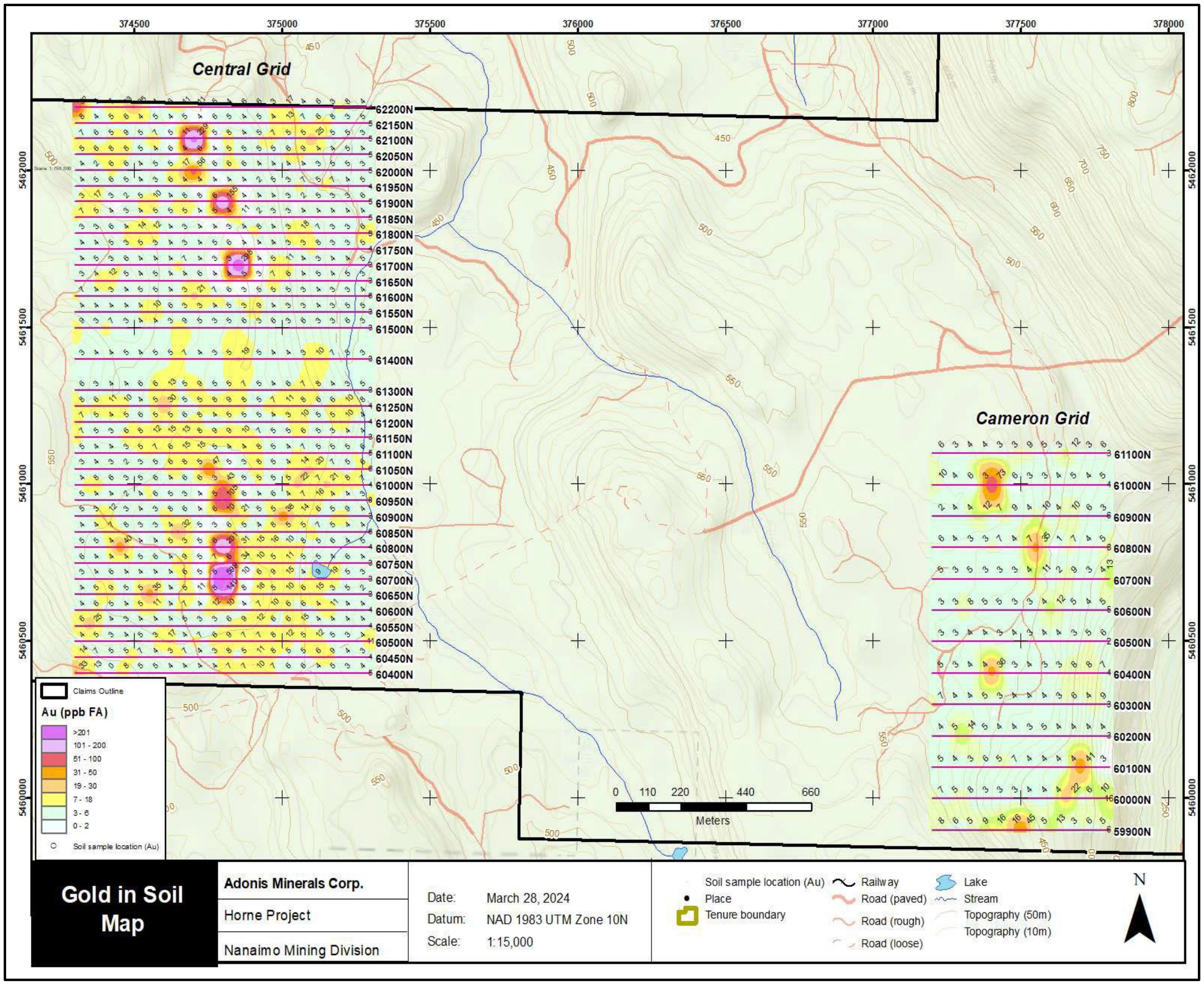


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Figure 7: Copper in Soils

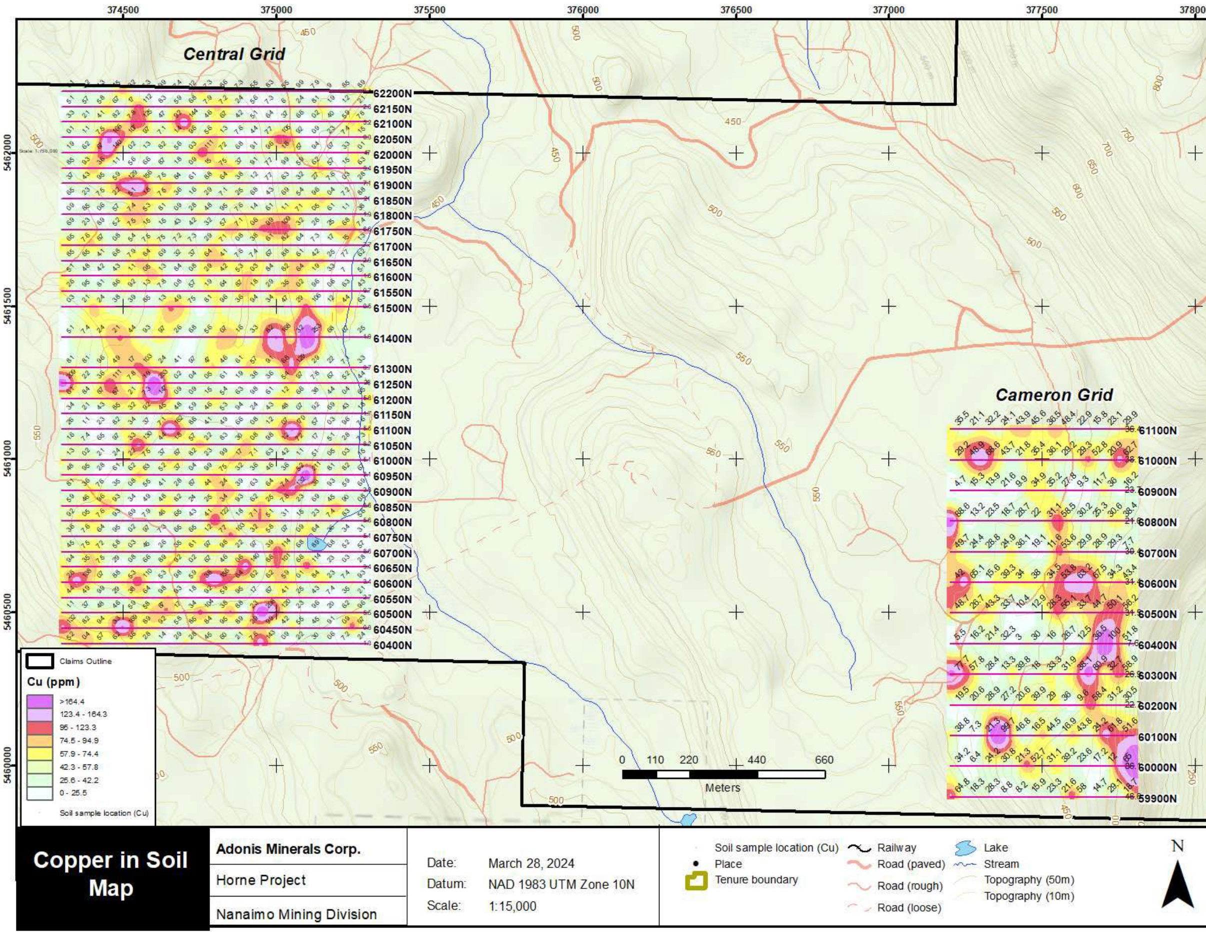

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Figure 8: Manganese in Soils

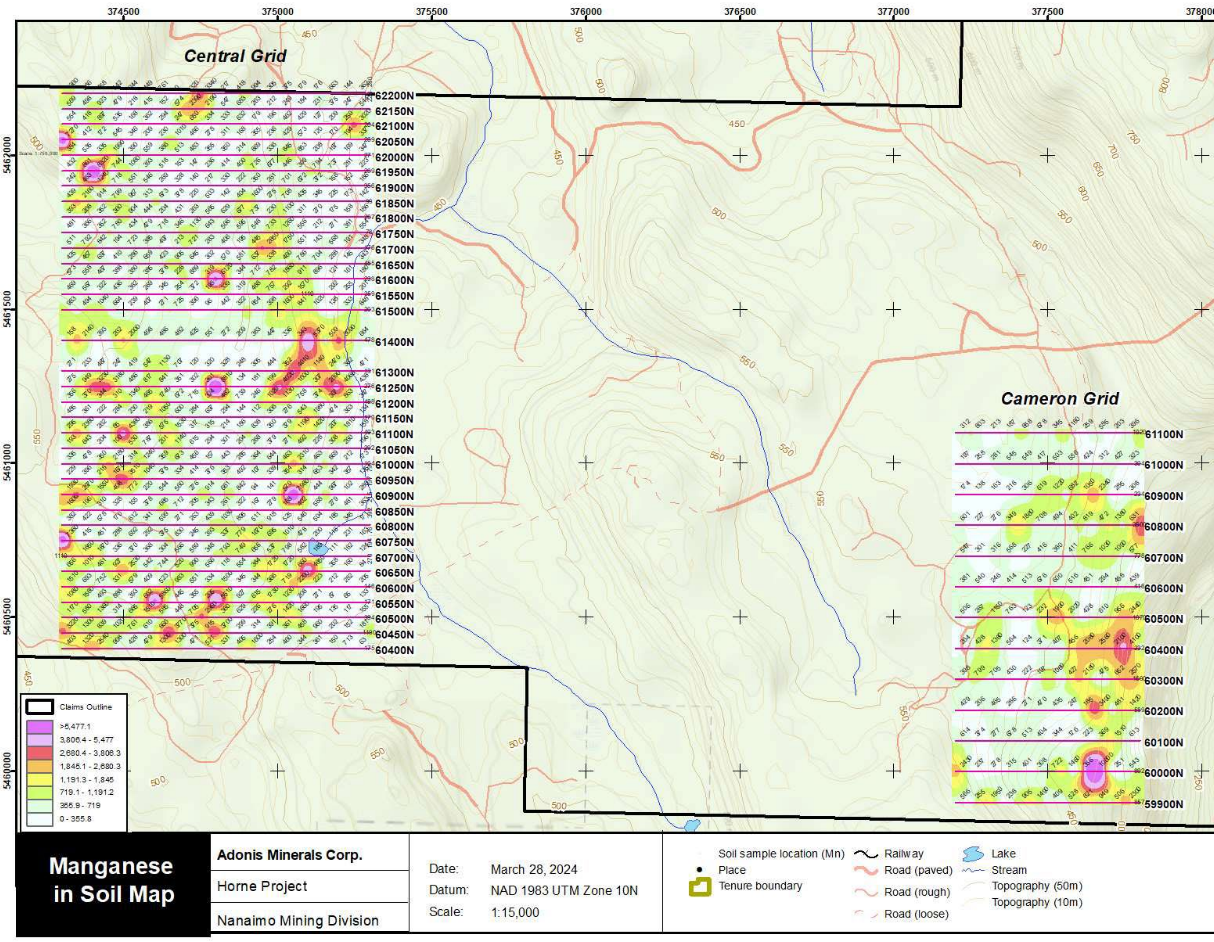

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Figure 9: Zinc in Soils

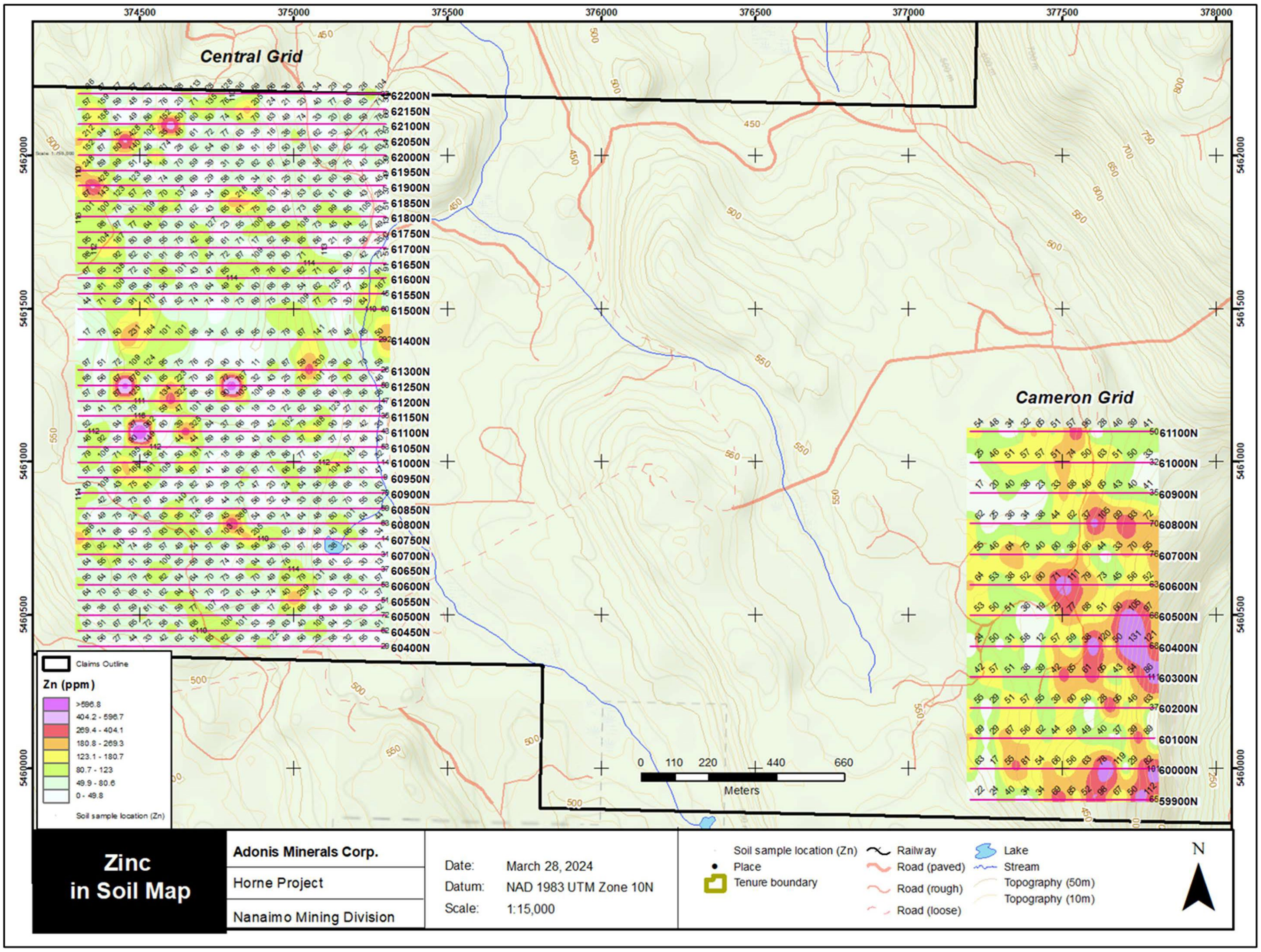

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Figure 10: Vanadium in Soils

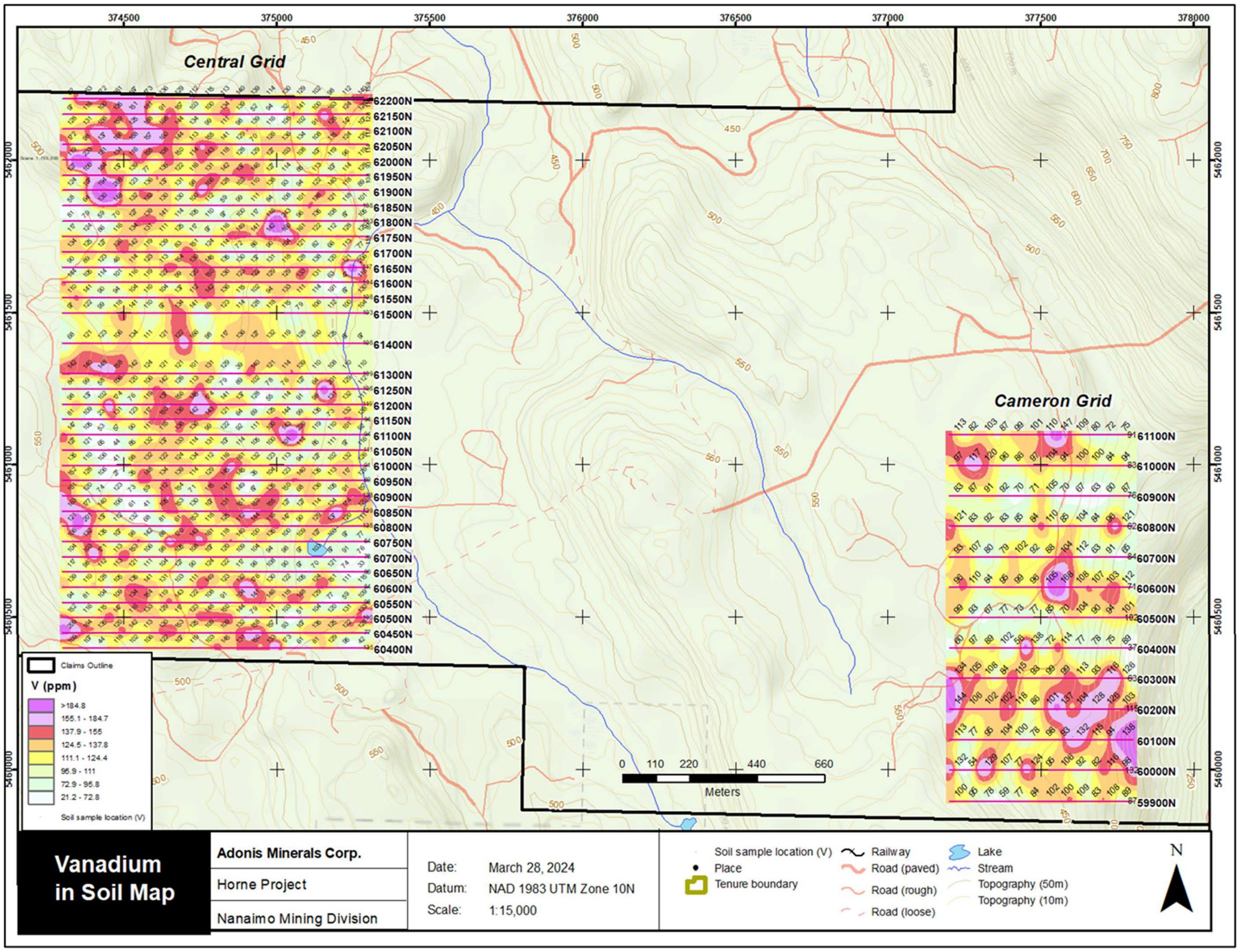

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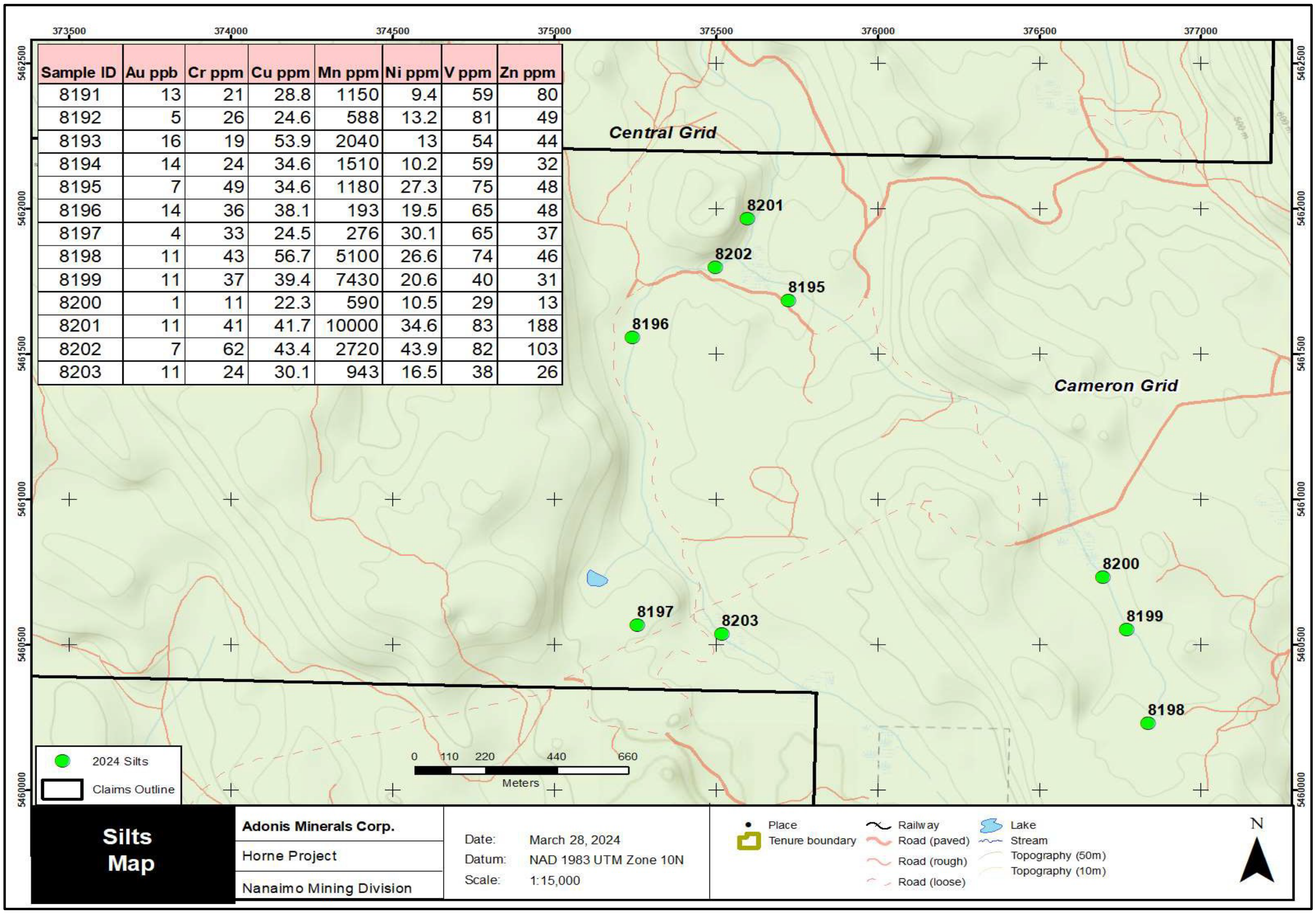
Figure 11: 2024 Silt Sample Locations



Sample ID	Au ppb	Cr ppm	Cu ppm	Mn ppm	Ni ppm	V ppm	Zn ppm
8191	13	21	28.8	1150	9.4	59	80
8192	5	26	24.6	588	13.2	81	49
8193	16	19	53.9	2040	13	54	44
8194	14	24	34.6	1510	10.2	59	32
8195	7	49	34.6	1180	27.3	75	48
8196	14	36	38.1	193	19.5	65	48
8197	4	33	24.5	276	30.1	65	37
8198	11	43	56.7	5100	26.6	74	46
8199	11	37	39.4	7430	20.6	40	31
8200	1	11	22.3	590	10.5	29	13
8201	11	41	41.7	10000	34.6	83	188
8202	7	62	43.4	2720	43.9	82	103
8203	11	24	30.1	943	16.5	38	26

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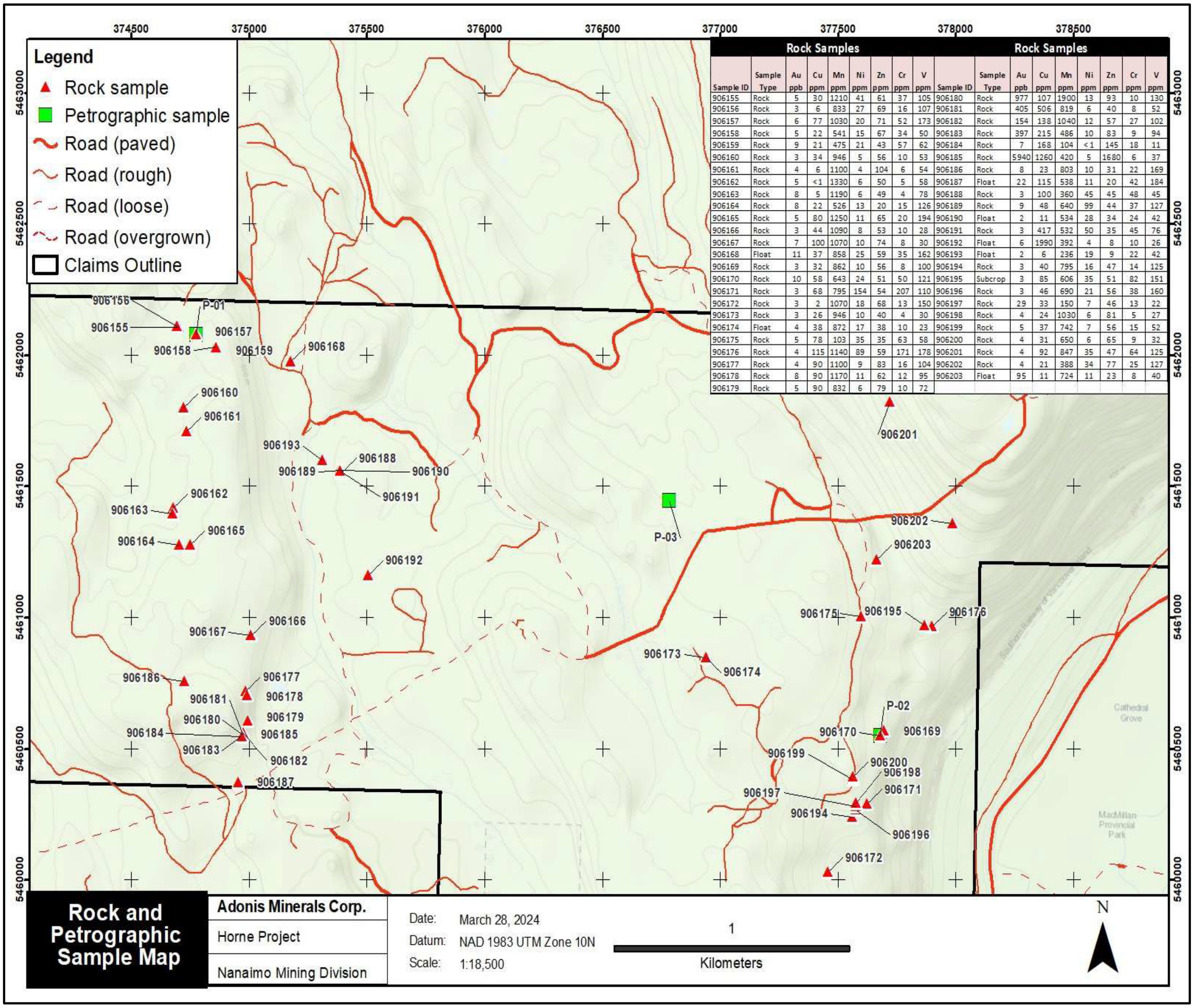
Figure 12: 2024 Rock and Petrography Sample Locations



Rock Samples

Sample ID	Sample Type	Au ppb	Cu ppm	Mn ppm	Ni ppm	Zn ppm	Cr ppm	V ppm	Sample ID	Sample Type	Au ppb	Cu ppm	Mn ppm	Ni ppm	Zn ppm	Cr ppm	V ppm
906155	Rock	5	30	1210	41	61	37	105	906180	Rock	977	107	1900	13	93	10	130
906156	Rock	3	6	833	27	69	16	107	906181	Rock	405	506	819	6	40	8	52
906157	Rock	6	77	1030	20	71	52	173	906182	Rock	154	138	1040	12	57	27	102
906158	Rock	5	22	541	15	67	34	50	906183	Rock	397	215	486	10	83	9	94
906159	Rock	9	21	475	21	43	57	62	906184	Rock	7	168	104	<1	145	18	11
906160	Rock	3	34	946	5	56	10	53	906185	Rock	5940	1260	420	5	1680	6	37
906161	Rock	4	6	1100	4	104	6	54	906186	Rock	8	23	803	10	31	22	169
906162	Rock	5	<1	1330	6	50	5	58	906187	Float	22	115	538	11	20	42	184
906163	Rock	8	5	1190	6	49	4	78	906188	Rock	3	100	360	45	45	48	45
906164	Rock	8	22	526	13	20	15	126	906189	Rock	9	48	640	99	44	37	127
906165	Rock	5	80	1250	11	65	20	194	906190	Float	2	11	534	28	34	24	42
906166	Rock	3	44	1090	8	53	10	28	906191	Rock	3	417	532	50	35	45	76
906167	Rock	7	100	1070	10	74	8	30	906192	Float	6	1990	392	4	8	10	26
906168	Float	11	37	858	25	59	35	162	906193	Float	2	6	236	19	9	22	42
906169	Rock	3	32	862	10	56	8	100	906194	Rock	3	40	795	16	47	14	125
906170	Rock	10	58	643	24	51	50	121	906195	Subcrop	3	85	606	35	51	82	151
906171	Rock	3	68	795	154	54	207	110	906196	Rock	3	46	690	21	56	38	160
906172	Rock	3	2	1070	18	68	13	150	906197	Rock	29	33	150	7	46	13	22
906173	Rock	3	26	946	10	40	4	30	906198	Rock	4	24	1030	6	81	5	27
906174	Float	4	38	872	17	38	10	23	906199	Rock	5	37	742	7	56	15	52
906175	Rock	5	78	103	35	35	63	58	906200	Rock	4	31	650	6	65	9	32
906176	Rock	4	115	1140	89	59	171	178	906201	Rock	4	92	847	35	47	64	125
906177	Rock	4	90	1100	9	83	16	104	906202	Rock	4	21	388	34	77	25	127
906178	Rock	8	90	1170	11	62	12	95	906203	Float	95	11	724	11	23	8	40
906179	Rock	5	90	832	6	79	10	72									

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Figure 13: Semi Massive Sulphide pods in outcrop, Samples 906183, 84 and 85

Drilling

The Company has not performed drilling the Horne Project to date.

Sample Preparation and Analysis

The Company conducted an exploration program on the Horne Project from January 19 to February 13, 2024.

A total of 42,750 meters of GPS surveyed grid was located over two separate locations. The grids were established to identify possible buried mineralization in areas of possible anomalous gold, copper, and other minerals. Lines range from 500 -1000 meters in length and are spaced 50 and 100 meters apart on the Main Grid and 100 meters apart on the Cameron Grid. The grid lines were located by compass and GPS. A total of 904 four soil samples, 13 stream sediment, 49 rock samples, and three petrographic samples were taken on the property during the 2024 programme.

On the Main Grid, 35 soil lines 1000 meters in length were surveyed on an east - west orientation and spaced 50 to 100 meters apart for a total of 35,000 meters of grid. 735 soil samples were taken along the grid lines every 50 meters from the "B" Horizon from a consistent depth of 30 to 35 cm with a shovel and spoon. The soil was placed in standard Kraft soil sample bags and labeled with the last five digits of their relative NAD 83 grid location, example – H - 24: 61300N, 36500E.

On the Cameron Grid, thirteen lines, 500 meters in length, spaced 100 meters apart were surveyed and sampled. 168 soil samples were taken along the grid lines every 50 meters from the "B" Horizon from a consistent depth of 30 to 35 cm with a shovel and spoon. The soil was placed in standard Kraft soil sample bags and labeled with the last five digits of their relative NAD 83 grid location, example – H – 24: 60100N, 77500E.

A total of 49 rock samples were collected from various sites within the property boundaries which contained visual indications of alteration. The rock samples consisted of grab and chip samples up to 200 cm in length. Data such as UTM location and the characteristics of the sample site and material collected were noted and were recorded in an excel format. Photographs were taken of each sample and a witness sample for each individual sample was retained and is available for viewing.

The sample material was placed in marked poly bags, zap strapped, placed in large rice bags, zap strapped, and hand-delivered to Activation Laboratories located on Versatile Drive in Kamloops, BC (ISO/IEC 17025 Accredited laboratory).

Thirteen silt samples were collected from 1st and 2nd order creeks draining the property. The focus of a stream sample collection program was to collect and analyze the finest grained material within active stream channels. The finer fraction of sediment deposited following strong stream flow is found at the edges of the stream channel stranded on or along the banks, behind boulders or bushes, or on the inner flanks of bends. Most of the creeks sampled within the property boundary contained such characteristics and were thus sampled.

Material was collected with a long-handled spoon and placed in marked Hubco Sentry sample bags. These bags were then tied shut and photographed in location. Data such as UTM location and the characteristics of the sample which include altitude, stream description, components, compaction, depth, colour, texture, type of drainage (seasonal perennial), direction of drainage, flow rate, drainage width, and trap description were noted and recorded in excel format. All stations are marked in the field in blue and orange flagging with their respective UTM locations marked on the orange flag with permanent marker. Metal tags with the sample number and Project Identifier (H-24 8194) were also hung at each sample location. Two photographs were taken of each sample.

The Hubco silt sample bags were then placed in marked poly bags which were then placed in rice bags, zap strapped, and couriered to Activation Laboratories located on Dallas Drive in Kamloops, BC for 1C-OES 30g Fire Assay and UT1M 1E3-ICP analysis.

Three petrographic samples were taken as duplicates of rock samples taken on the Property during the 2024 program. Samples are identified as a series, example: H-24: P-01 to P-03 and duplicate the rock sample location number, example: H-24 P-01 = H-24 906157. These samples were prepared and reported by Vancouver Petrographics of Langley, BC.

Data Verification

During the project visit, the author collected samples to test the repeatability of sample results obtained from previous sampling campaigns. The author designed the sampling program as a verification measure. The author examined the Horne Project on February 12, 2024, and examined several locations on the project to determine the overall geological setting.

The author is of the opinion that the historical data descriptions of sampling methods and details of location, number, type, nature, and spacing or density of samples collected, and the size of the area covered are all adequate for the current stage of exploration for the Horne Project.

During the site visit the author observed the rock sampling activity by the Company (see Figure 14 and Figure 16 of the Technical Report). In addition, the author observed the recent logging and road building activity undertaken by the logging company (see Figure 15 of the Technical Report).

The author took eight rock samples on the visit. The author collected approximately 1-2 kg of material for each rock sample. The samples were all delivered to Activation Laboratories Ltd. (Actlabs) in Kamloops, British Columbia. Activation Laboratories Ltd. In Kamloops, BC. Actlabs is ISO/IEC 17025 Accredited (Lab 790) by the Standards Council of Canada. All samples underwent assay package 1E3 which includes a 36 element ICP-OES analysis and Gold Fire Assay ICP-OES code 1A2-ICP. Activation Laboratories Ltd. Is independent of the Company and the author.

Figure 12 of the Technical Report shows the location of the authors samples and the 2024 program sample location. Table 3 illustrates select assays from the authors' site visit and the samples collected by the Company. The author collected samples appear to demonstrate repeatability of the data collected by the Company.

The author randomly reviewed and compared 20 assays in electronic data provided by the Company against the assay certificates provided by Actlabs from the 2024 exploration program. The author did not detect any discrepancies.

Table 3: Author Collected Samples and Results

Author Sample No.	Original Sample No.	Au ppb	Ag ppm	Cu ppm	Mn ppm	Zn ppm	V ppm	Au ppb	Ag ppm	Cu ppm	Mn ppm	Zn ppm	V ppm
H24-01	906155	5	< 0.2	30	1210	61	105	23	< 0.2	32	1940	80	110
H24-02	906163	8	< 0.2	5	1190	49	78	15	< 0.2	10	759	32	53
H24-03	906164	8	< 0.2	22	526	20	126	11	< 0.2	31	619	27	141
H24-04	906182	154	0.3	138	1040	57	102	380	0.7	290	765	54	68
H24-05	906183	397	1.6	215	486	83	94	1050	0.5	66	1240	62	83
H24-07	906184	7	< 0.2	168	104	145	11	488	3.1	599	612	270	84
H24-08	906191	3	0.3	417	532	35	76	5	0.2	266	520	28	89
H24-09	906203	95	< 0.2	11	724	23	40	71	< 0.2	7	738	31	55
		Company Samples						Author Samples					

The author collected samples are generally congruent with the samples taken by the Company.

Figure 14: Evidence of 2024 Rock Sampling.

Figure 16: Evidence of 2024 Rock Sampling

Figure 15: Recent Logging on the Property.

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Mineral Processing and Metallurgical Testing

This is an early-stage exploration project and to date no metallurgical testing has been undertaken.

Mineral Resource Estimates

There are no current mineral resources on the Horne Project.

Adjacent Properties

As of March 11, 2024 a check on the British Columbia Mineral Title Online website indicates the Lacy Property owned by Lakewood Resource Corp. is located directly southwest of the Horne Project.

Other Relevant Data and Information

To the authors knowledge, there is no other relevant data or information.

Interpretation and Conclusions

The Technical Report was commissioned by the Company and prepared by Derrick Strickland, P. Geo. As an independent professional geologist, the author was asked to undertake a review of the available data and recommend, if warranted, specific areas for further work on the Horne Project. The Technical Report was prepared to support an Initial Public Offering of the Company on the Canadian Stock Exchange (CSE).

The Horne Project covers the northernmost end of the Paleozoic Cowichan Lake - Horne Lake Uplift area, consisting of Sicker Group volcanic and sedimentary rocks. This area is known for its mineralogically favorable conditions for massive volcanogenic sulfide type, potentially carrying gold and silver.

Sample 906185 displays an exceptionally high concentration of 5940 ppb (5.94 g/t Au). This area is highlighted by the presence of semi-massive pyrite along the selvage of a quartz-carbonate vein within silicified, chloritized, and minor epidote-altered andesite. Other notable samples include 906180 (977 ppb Au), 906181 (405 ppb Au), 906182 (154 ppb Au), and 906183 (397 ppb Au), which showcase varying degrees of gold concentrations and geological features such as quartz veins, chlorite and epidote alteration, and disseminated pyrite and chalcopyrite.

The 2024 sampling program also revealed noteworthy copper concentrations, with 4 samples showing significant mineralization and 8 samples showing anomalous levels of mineralization. Sample 906192 had the highest copper concentration of 1990 ppm Cu, characterized by quartz veins cutting chloritic andesite with covellite and possible azurite and bornite, indicating higher temperatures. Samples 906185 (1260 ppm Cu), along with samples 906181 to 906187, form a trend of significant and anomalous copper mineralization indicative of a robust copper-bearing geological framework. In the southeast portion of the Cameron Grid, strong Cu anomalies are present and warrant further prospecting and geological sampling.

Vanadium in soil anomalies is present across both the Central and Cameron grids. Further work is required to establish the significance of these results.

Geological sampling has identified new and anomalous zones of gold and copper mineralization, warranting further exploration to define the extent and continuity of mineralization.

Following up work on sample 906185 to the north in the areas of recent logging could have exposed untested ground. In the north portion of the Central grid, Au in soil anomalies need to be prospected and mapped as well.

Follow up prospecting and mapping of the area of sample 906192 should be performed and should include the Cu anomalies from the soil survey in the Central and southeast portion of the Cameron Grid.

Significant vanadium anomalies in both the soil grids need to be followed up with geological mapping to establish the source of vanadium results.

The above areas selected for further work should also be mapped in greater detail and prospected. All outcrops should be checked and, where warranted, sampled for assay.

Claims 1109797 and 1109798 and the eastern half of claim 1099439 should be visited and prospected for prospective mineralization. Soil sampling grids could also be established if favorable mineralization is discovered. Silt sampling in the creeks can also be done in conjunction with prospecting.

The author's review of the publicly available data indicated that the unstaked ground directly to the northwest has known historical mineralization. The author is suggesting that this ground be acquired.

Recommendations

The suggested work program includes a compilation of all historical geological, geophysical, and geochemical data available for the Horne Project and the rendering of this data into a digital database in GIS formats for further interpretation. This work will include georeferencing historical survey grids, samples, trenches, geophysical survey locations, and detailed Horne Project geological maps.

The exploration program should include expanding the geochemical grids, prospecting, mapping, resampling historical sites, staking, and to undertake 3D induced polarization ground geophysics in the areas of interest. The estimated cost of the programme is $256,345.

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Table 4: Proposed Budget

Item	Unit	Rate	Number of Units	Total ($)
Creation of GIS Database	Lump Sum	$10,000	1	$ 10,000
Geological mapping and Prospecting 4 person crew	days	$2,500	15	$ 37,500
Geologist Mapping	days	$1,000	15	$ 15,000
Assaying rock samples/Soils	sample	$53	650	$ 34,450
Accommodation and Meals	days	$200	75	$ 15,000
Vehicle 2 truck	days	$175	40	$ 7,000
3D Induced Polarization	days	$6,500	15	$ 97,500
Supplies	Lump Sum	$3,500	1	$ 3,500
Staking	Lump Sum	$4,000		$ 4,000
Reports	Lump Sum	$20,000	1	$ 20,000
Contingency 5%				$ 12,198
Total				$ 256,148

USE OF PROCEEDS

Proceeds and Funds Available

The Company expects to receive $300,000 in gross proceeds from the Offering. The funds expected to be available to the Company upon completion of the Offering and the expected principal purposes for which such funds will be used are described below. The completion of the Offering is subject to all 3,000,000 Offered Shares being placed.

Funds Available

	Amount
Gross proceeds of the Offering	$300,000
Less: Agent's Commissions, Corporate Finance Fee and balance of estimated remaining expenses of the Offering (1)	$157,900
Net Proceeds of the Offering (1)	$142,100
Cash on Hand/Working Capital (2)	$253,300
Net Funds Available (3)	**$395,400**

____

(1) After deduction of (A) the Agent's Commission of $30,000, (B) the cash portion of the Corporate Finance Fee of $25,000, and (C) balance of the estimated expenses of the Offering of an aggregate of $102,900 comprised of legal fees of approximately $50,000, remaining audit fees of approximately $5,000 and remaining filing fees with the Exchange and Securities Commissions of $32,900 as well as the expenses of the Agent estimated at $35,000, less a $20,000 retainer paid by the Company to the Agent.

(2) At October 31, 2024, the Company had an approximate working capital of $335,800 raised through prior issuances of securities. See *"Prior Sales"*. The Company's working capital accounts for the current liability of $20,000 due pursuant to the Purchase Agreement as well as $7,500 in Offering expenses for listing fees, such that the available cash om hand is $253,300 plus the net proceeds of the Offering of $142,100 for total available funds of $395,400.
(3) Any funds received as a result of the exercise of the Agent's Warrants or stock options granted to the Company's directors, officers, employees and consultants will be added to the Company's general working capital.

Principal Purposes

The following table indicates the principal uses to which the Company proposes to use the net funds available:

Item	**Amount**
Recommended work program on the Horne Project (1)	$256,148
Payments due pursuant to the Purchase Agreement	$20,000
General and Administrative Expenses (2)	$117,000
Unallocated Working Capital (3)	$2,252
Net Funds Available	**$395,400**

(1) See *"Mineral Properties"* above for a description of the Horne Project and the work program recommended in the Technical Report by the author of the Technical Report. The budget for this work program includes payments to geological contractors.
(2) General and administrative costs for the next 12 months are expected to comprise: audit fees of $25,000, transfer agent, filing and exchange fees and other costs associated with shareholder communication of $20,000 and consulting fees of $72,000 due to the Company's CEO and CFO collectively (See *"Executive Compensation"* below).
(3) Unallocated funds will be added to the working capital of the Company and invested in short-term interest-bearing obligations and reserved for the phase 2 recommended work program in the Technical Report if such work is warranted based on the results from the phase 1 recommended work program.

Upon completion of the Offering, the Company will have sufficient funds for the next 12-month period to fund operations and to carry out the recommended exploration program on the Horne Project as set out above and in the Technical Report.

The Company's unallocated working capital will be available for further exploration work on the Horne Project, if such work is warranted based on results from the recommended exploration program currently planned.

If not required for further work on the Horne Project, those funds will be available for acquisition, exploration or development of other mineral properties. In the event that none of the Company's existing mineral properties prove to be of merit, the Company will continue to seek additional exploration projects in Canada and remain a resource issuer.

The Company intends to spend the net funds available to it as stated in this Prospectus. However, there may be situations where, due to change of circumstance, outlook, exploration results, property status and or business judgment, a reallocation of funds is necessary in order for the Company to achieve its overall business objectives. The Company will only redirect funds to other properties that may be acquired at a later date on the basis of a recommendation from a professional geologist or engineer. If such a change occurs during the distribution of the securities offered under this Prospectus, the Company may have broad discretion in the application of such net proceeds and, if required, an amendment to this Prospectus will be filed. Pending utilization of the net proceeds derived from the Offering, the Company intends to invest the funds in short-term, interest bearing obligations at the determination of the Company's Chief Financial Officer. Unallocated funds will be added to the working capital of the Company.

Negative Operating Cash Flow

Since inception, the Company has had negative operating cash flow and incurred losses. The Company's negative operating cash flow and losses are expected to continue for the foreseeable future. The Company cannot predict when it will reach positive operating cash flow, if ever. Due to the expected continuation of negative operating cash flow, the Company anticipates that the net proceeds from the Offering will be used to fund future negative operating cash flow.

Stated Business Objectives and Milestones

The Company's long term objectives are the exploration of the Horne Project with a view to development and eventual production.

The short term business objectives of the Company, using the available funds, are as follows: (a) obtain a listing of the Shares on the Exchange and (b) to execute on the recommended work program for Horne Project set forth in the Technical Report.

The listing of the Company on the Exchange is anticipated to occur shortly after completion of the Offering, subject to the Company fulfilling all of the requirements of the Exchange.

Key milestones to achieve the Company's strategy are set forth pursuant to the phase 1 work program recommendations set forth in the Technical Report, which program is expected to be completed in the fall/early winter of 2024 or late winter of 2025, subject to weather conditions. The costs of such work programs will be paid for entirely from the net proceeds of this Offering and from existing working capital. If the results of such exploration programs warrant further exploration, the Company will pursue additional work programs as recommended by a qualified geologist or engineer and may utilize its unallocated working capital to progress the additional work programs on the Horne Project. The Company will need to raise additional funds to conduct such programs through the completion of an equity financing, which will cause further dilution to shareholders, if such financing is available. There can be no assurances that additional financing will be available to the Company in the amount required at any particular time, or, if available, that it can be obtained on terms satisfactory to the Company. The Company may also seek further opportunities to expand its resource base through the exploration for, and acquisition of, projects of merit. See "*Risk Factors*".

DIVIDENDS

The Company has neither declared nor paid any dividends on any of its share capital. The Company intends to retain its earnings, if any, to finance growth and expand its operations and does not anticipate paying any dividends on its shares in the foreseeable future. The payment of dividends on the Shares in the future is unlikely and will depend on the earnings and financial conditions of the Company and such other factors as the Board may consider appropriate. There are no restrictions on the Company paying dividends or distributions, except those set out in the BCBCA.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Selected Financial Information

The Company has elected to have a June 30 financial year end. The first financial year for the Company is the period from incorporation on December 15, 2023 to June 30, 2024.

The following table sets forth financial information for the Company, which has been derived from the Company's audited financial statements for the period from incorporation on December 15, 2023 to June 30, 2024. This summary should be read in conjunction with the Company's financial statements, including the notes thereto, included at Schedule "A" of this Prospectus.

Selected Financial Information	**For the period from December 15, 2023 to June 30, 2024 (audited)**
Operations Data	
Total Revenues	Nil
Total Expenses	$231,344
Net Income (Loss)	($230,502)
Net Income (Loss) per Share – Basic and Fully Diluted	($0.02)
Balance Sheet Data	**As at June 30, 2024 (audited)**
Current Assets	$304,498
Non-Current Assets	$25,000
Total Assets	**$329,498**
Current Liabilities	$27,500
Working Capital	$276,998
Other Liabilities	$12,500
Total Liabilities	**$40,000**
Share Capital	$520,000
Deficit	($230,502)
Total Equity	**$289,498**
Number of Shares Issued and Outstanding	**15,500,001**

Management's Discussion and Analysis

Management's discussion and analysis (the "**MD&A**"), reviewing the Company's financial condition and results of operations for the period from incorporation on December 15, 2023 to June 30, 2024 is attached to this Prospectus as Schedule "B". This discussion provides management's analysis of the Company's historical financial and operating results and provides estimates of the Company's future financial and operating performance based on information that is currently available. This discussion contains forward-looking statements that involve certain risks and uncertainties. See also "*Forward-Looking Statements*" and *"Risk Factors"*.

DESCRIPTION OF SECURITIES DISTRIBUTED

Authorized and Issued Share Capital

The authorized capital of the Company consists of an unlimited number of Shares without par value. As at the date of this prospectus there are 15,500,000 Shares issued and outstanding as fully paid and non-assessable shares.

Common Shares

There are no special rights or restrictions of any nature attached to the Shares. The holders of Shares are entitled to receive notice of and to attend and vote at all meetings of shareholders of the Company and each Share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the Shares are entitled to receive dividends if, as and when declared by the directors and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Shares, to participate ratably in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Company, subject to the rights of the holders of the preferred shares. The Shares are not subject to call or assessment rights, redemption rights, rights regarding purchase for cancellation or surrender, or any pre-emptive or conversion rights.

In addition to the Shares issued and outstanding or to be offered pursuant to the Offering, a further up to 400,000 Shares may be issued as follows:

Type of Security	**Amount**
Agent's Warrant Shares issuable upon the exercise of the Agent's Warrants	300,000
Corporate Finance Shares issuable on the Closing Date	100,000
Total	**400,000**

Securities to be Distributed

An aggregate of 3,000,000 Offered Shares are hereby offered at a price of $0.10 per Offered Share. The securities to be distributed pursuant to the Offering hereunder are qualified by this Prospectus and are more particularly described under the heading "*Plan of Distribution*".

Agent's Warrants

The Company is authorized to issue to the Agent's Warrants entitling the Agent to acquire that number of Agent's Warrant Shares as is equal to 10.0% of the number of Offered Shares sold pursuant to the Offering. Each whole Agent's Warrant entitles the holder thereof to subscribe for one Agent's Warrant Share at a price of $0.10 until the date which is 24 months from the Listing Date. The holding of an Agent's Warrant will not constitute the holder thereof a shareholder of the Company, nor will it entitle the holder to any rights or interests as a shareholder or to receive notice of any meetings of shareholders except upon the exercise of an Agent's Warrant in accordance with its terms. The Agent's Warrants will contain provisions to the effect that, in the event of any change in the number of Agent's Warrant Shares or any reclassification of the Shares into other share, or if the Company shall pay a stock dividend upon its outstanding Shares, or in the case of a consolidation, amalgamation or merger of the Company with or into another company, or any other capital reorganization of the Company not covered by the foregoing or any sale of the properties and assets of the Company as (or substantially as) an entirety to any other company, adjustments will be made in the number of Agent's Warrant Shares to which the holder will be entitled to receive on any exercise of the Agent's Warrants and the exercise price thereof. See "*Plan of Distribution*" for additional information on the Agent's Warrants.

CONSOLIDATED CAPITALIZATION

Other than as disclosed below, there have been no material changes in the Company's share and loan capital since June 30, 2024, the date of its most recently completed financial period.

The Company anticipates issuing 3,000,000 Offered Shares pursuant to the Offering. On completion of the Offering, the Company will have 18,600,000 Shares issued and outstanding. There will be no material change to the Company's loan capital that will result from the completion of the Offering

The following table sets forth information respecting the capitalization of the Company as at June 30, 2024 and as at the date hereof, both before and after giving effect to the Offering. Investors should read the following information in conjunction with the Company's audited financial statements and related notes thereto, along with the associated MD&A, included in this Prospectus.

Designation of Security	Amount authorized	Number outstanding as of June 30, 2024 (1)	Number outstanding as of the date of this Prospectus	Number outstanding assuming completion of the Offering (4)
Common Shares	Unlimited	15,500,001	15,500,000	18,600,000 (2)
Options	10% of the issued and outstanding	Nil	Nil	Nil
Warrants	Unlimited	Nil	Nil	Nil
Agent's Warrants (3)	Unlimited	Nil	Nil	300,000

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(1) As June 30, 2024, the Company has no long-term debt.
(2) Includes 100,000 Corporate Finance Shares issuable to the Agent pursuant to the Agency Agreement.
(3) In addition, pursuant to the Agency Agreement, the Company has agreed to grant to the Agent, the Agent's Warrants on completion of the Offering, at a price of $0.10 per Offered Share, for a period of 24 months from the Listing Date. See "*Plan of Distribution*" and *"Description of Securities Distributed"*.
(4) See "*Use of Proceeds*" for the proceeds after giving effect to the Offering and deducting the expenses of the issue.

As at the date of this prospectus, the Company has no outstanding loans or other debt obligations.

OPTIONS TO PURCHASE SECURITIES

As of the date of this Prospectus, the Company has granted no stock options and is not expected to grant stock options on the Listing Date.

The Company has adopted the Stock Option Plan, approved by the Company's directors on December 18, 2023. The Stock Option Plan will be submitted to the Company's shareholders for ratification and approval at the Company's next annual general meeting anticipated to occur in late March 2025.

The purpose of the Stock Option Plan is to assist the Company in attracting, retaining and motivating directors, officers, employees and consultants of the Company and of its affiliates and to motivate them to advance the interests of the Company by affording them with the opportunity to acquire an equity interest in the Company through options granted under the Stock Option Plan to purchase Shares. If, as and when the Shares of the Company are listed on the Exchange, the Stock Option Plan will be subject to the review and approval of the Exchange.

The Stock Option Plan provides that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance will be 10% of the number of Shares of the Company issued and outstanding, from time to time.

The Stock Option Plan will be administered by the Board, which will have full and final authority with respect to the granting of all options thereunder.

Options may be granted under the Stock Option Plan as the Board may from time to time designate. The exercise prices shall be determined by the Board but shall, in no event, be less than the greater of the closing market price of the Shares on (a) the trading day prior to the date of grant of the stock options; and (b) the date of grant of the stock options, in accordance with the policies of the Exchange. The Stock Option Plan provides that the number of all Shares reserved for issuance will not exceed 10% of the issued and outstanding Shares, from time to time. In addition, the number of Shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding Shares. The maximum number of Shares underlying options granted to any individual director or officer, within a one-year period, may not exceed 5% of the Shares issued and outstanding as at the date of grant of the stock option, unless disinterested shareholder approval is obtained.

Options may be exercised up to 90 days following cessation of the optionee's position with the Company, unless the optionee has been terminated for cause in which case Options will be terminated immediately. Additionally, if the cessation of office, directorship, or consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Options will expire not later than the date which is ten years from the date of grant. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession. The Board of the Company may, in its absolute discretion impose such limitations or conditions on the exercise or vesting of any options granted under the Stock Option Plan as it deems appropriate. On the occurrence of a takeover bid, issuer bid or going private transaction, the Board will have the right to accelerate the date on which any option becomes exercisable.

In the event of a "change in control event", the Stock Option Plan gives the Board the power to make such arrangements as it shall deem appropriate for the exercise of outstanding options or continuance of outstanding options, including to amend or modify the Stock Option Plan or any stock option agreement to permit the exercise of any or all of the remaining options prior to the completion of any such transaction.

For the purposes of the Stock Option Plan, a "change of control event" constitutes any of the following:

(a) a person makes an offer to acquire Shares that, regardless of whether the acquisition is completed, would make the person the beneficial owner of twenty percent (20%) or more of the outstanding Shares of the Company (an "Acquiring Person");

(b) an Acquiring Person makes an offer, regardless of whether the acquisition is completed, to acquire Shares;

(c) the Company proposes to sell all or substantially all of its assets and undertaking;

(d) the Company proposes to merge, amalgamate or be absorbed by or into any other corporation (save and except for a subsidiary) under any circumstances which involve or may involve or require the liquidation of the Company, a distribution of its assets among its shareholders, or the termination of the corporate existence of the Company;

(e) the Company proposes an arrangement as a result of which a majority of the outstanding Shares of the Company would be acquired by a third party; or

(f) any other form of transaction is proposed which the majority of the Board determines is reasonably likely to have similar effect any of the foregoing.

The terms of an option may not be amended once issued. If an option is cancelled prior to its expiry date, the Company, if listed on the CSE, must post notice of the cancellation and shall not grant new options to the same person until 30 days have elapsed from the date of cancellation.

PRIOR SALES

Prior Sales

Since the date of incorporation and prior to the date of this prospectus, 15,500,001 Shares of the Company have been issued as follows:

Date	**Number and class of securities** [(4)]	**Issue price per Common Share**	**Aggregate Proceeds**	**Consideration Received**
December 15, 2023	1 Share [(1)]	$0.005	$0.005	Cash

Date	Number and class of securities [(4)]	Issue price per Common Share	Aggregate Proceeds	Consideration Received
December 18, 2023	1,000,000 Shares [(2)]	$0.005	$5,000	Cash
December 29, 2023	5,000,000 Shares[(3)]	$0.02	$100,000	Cash
January 31, 2024	5,000,000 Shares	$0.02	$100,000	Cash
June 25, 2024	4,500,000 Shares[(4)]	$0.07	$315,000	Cash

Notes:

(1) Initial incorporator's share, which has been repurchased by the Company and cancelled.

(2) All of these Shares will be subject to the terms of the Escrow Agreement between the Company, the holders of such shares and the Escrow Agent. See "*Escrowed Securities*".

(3) All of these Shares were issued on a 'flow-through basis'

(4) 100,000 of the Shares will be subject to the terms of the Escrow Agreement between the Company, the holders of such shares and the Escrow Agent. See "*Escrowed Securities*". Additionally, any Shares listed above and held by a Principal or a Principal's spouse or immediate family will be subject to the terms of the Escrow Agreement. See "*Escrowed Securities*".

Trading Price and Volume

The Shares of the Company are not listed for trading on any stock exchange. The Company has applied to list the Shares on the Exchange. Listing will be subject to the Company fulfilling all of the listing requirements of the Exchange.

ESCROWED SECURITIES

Escrowed Securities

Under NP 46-201*,* securities held by Principals are required to be held in escrow in accordance with the national escrow regime applicable to initial public distributions as set out therein. Equity securities owned or controlled by Principals, including Shares and Shares issued on the exercise of previously issued options are subject to escrow requirements.

The following table sets forth, as of the date of this Prospectus, the number of securities of each class of securities of the Company held, to the knowledge of the Company, in escrow or that are subject to a contractual restriction on transfer and the percentage that number represents of the outstanding securities of that class:

Designation of Class	Number of Escrowed Securities [(1)]	Percentage of Shares prior to giving effect to the Offering	Percentage of Shares after giving effect to the Offering
Common Shares	1,100,000 Shares	7.10%	5.91%

(1) Shares subject to the Escrow Agreement will be held by the Escrow Agent and released pro rata to the shareholders as to 10% on the Listing Date and as to the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months.

Following the Closing Date, the Company will be classified as an "emerging issuer" under NP 46-201. An "emerging issuer" is one that does not meet the "established issuer" criteria. Based on the Company being "emerging issuer", the Escrowed Securities will be subject to a three-year escrow.

If the Company achieves "established issuer" status during the term of the Escrow Agreement, it will 'graduate' resulting in a catch-up release and an accelerated release of any securities remaining in escrow under the 18-month schedule applicable to established issuers as if the Company had originally been classified as an established issuer.

Pursuant to the Escrow Agreement dated as of September 30, 2024 among the Company, the Escrow Agent and the Principals of the Company, as required pursuant to the policies of the Exchange, (collectively with the Principals, the "**Escrow Holders**"), the Escrow Holders agreed to deposit in escrow an aggregate of 1,100,000 Shares (the "**Escrowed Securities**") with the Escrow Agent. Under the Escrow Agreement, 10% of the Escrowed Securities will be released from escrow on the Listing Date (the **"Initial Release**") and an additional 15% will be released on the dates which are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

Pursuant to the terms of the Escrow Agreement, the Escrowed Securities may not be transferred or otherwise dealt with during the term of the Escrow agreement unless the transfers or dealings within escrow are:

(1) transfers to continuing or, upon their appointment, incoming directors and senior officers of the Company or of a material operating subsidiary, with approval of the Company's Board;

(2) transfers to a person or company that before the proposed transfer holds more than 20% of the Company`s outstanding Shares, or to a person or company that after the proposed transfer will hold more than 10% of the Company`s outstanding Shares and has the right to elect or appoint one or more directors or senior officers of the Company or any material operating subsidiary;

(3) transfers to an RRSP or similar trustee plan provided that the only beneficiaries are the transferor or the transferor's spouse, children or parents;

(4) transfers upon bankruptcy to the trustee in bankruptcy or another person or company entitled to escrow securities on bankruptcy; and

(5) pledges to a financial institution as collateral for a *bona fide* loan, provided that upon a realization the securities remain subject to escrow.

Tenders of Escrowed Securities to a take-over bid or business combination are permitted provided that, if the tenderer is a Principal of the successor corporation upon completion of the take-over bid or business combination, securities received in exchange for tendered Escrowed Securities are substituted in escrow on the basis of the successor corporation's escrow classification.

Where the Shares of the Company which are required to be held in escrow are held by a non-individual (a "**holding company**"), each holding company pursuant to the Escrow Agreement, has agreed, or will agree, not to carry out any transactions during the currency of the Escrow Agreement which would result in a change of control of the holding company, without the consent of the Exchange. Any holding company must sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any control person of the holding company not to transfer the shares of that company.

The Escrow Agreement has been filed on SEDAR+ at www.sedarplus.ca and is available for inspection at the offices of the Company's legal counsel at Suite 2080-777 Hornby Street, Vancouver, British Columbia, V6Z 1S4, during normal business hours during the period of primary distribution of the securities being distributed under this Prospectus and for a period of 30 days thereafter.

Shares Subject to Resale Restrictions

Canadian securities legislation generally provides that shares issued by a company during its private stage, commonly referred to as "seed shares", may not be resold until the expiration of certain hold periods. The legislation which imposes and governs these hold periods is National Instrument 45-102 ("**NI 45-102**"). Pursuant to NI 45-102, securities of an issuer issued prior to an initial public offering are either subject to a "seasoning period" lasting four months from the date an issuer becomes a reporting issuer, or both a seasoning period and a "restricted period" of four months from the date of distribution of the securities. During either a seasoning period or a restricted period, securities may not be resold except pursuant to an exemption from applicable prospectus and registration requirements. Where an issuer becomes a reporting issuer in certain Canadian jurisdictions (including British Columbia and Alberta) by filing a prospectus in that jurisdiction, however, the 4-month seasoning period is eliminated. Thus, only securities which are subject to a four-month restricted period will be subject to resale restrictions under NI 45-102 after an initial public offering.

Following the issuance of a receipt for a final prospectus of the Company, none of the Company's securities would be subject to a four-month restricted period under NI 45-102. Currently, all of the issued and outstanding securities of the Company are subject to both the "seasoning period", as described above, and a "restricted period" of four months from the date of their respective issuance.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and senior officers of the Company, as of the date of this Prospectus the only persons who beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the issued Shares of the Company are as follows:

Name and Municipality of Residence of Shareholder	**Number of Shares Presently Owned** (1)	**Percentage of Shares prior to giving effect to the Offering**	**Percentage of Shares after giving effect to the Offering**
John Alevras, Vancouver, B.C.,	2,500,000 Shares	16.13%	13.44% (2))
Luz Mia Poblete, Vancouver, B.C.	1,950,000 Shares	12.58%	10.48%(2))
	4,450,000 Shares	**28.71%**	**23.92%**

(1) All of holders noted above hold their securities both on record and beneficially. None of the holders noted above hold any securities of the Company other than the Shares noted above.

(2) As neither Mr. Alevras nor Ms. Poblete has elected or appointed nor possesses the right to elect or appoint a director or officer of the Company, neither of them is a Principal of the Company and thus only required to deposit those securities of the Company held by them at a cost of less than $0.02 into escrow pursuant to the Escrow Agreement.

DIRECTORS AND OFFICERS

Name, Address, Occupation and Security Holdings

The following is a list of the current directors and officers of the Company, their municipality and province or state of residence, their current positions with the Company, their principal occupations during the past five years and the number of Shares of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised. The statements as to securities beneficially owned, directly or indirectly, or over which control or direction is exercised by the directors and officers hereinafter named in each instance is based upon information furnished by the person concerned and is as at the date of this Prospectus.

Name and Municipality of Residence and Position	**Principal Occupation for Past Five Years**	**Date of Appointment to Office**	**Common Shares Held**	**Percentage of Common Shares prior to giving effect to the Offering**	**Percentage of Common Shares after giving effect to the Offering [(3)(4)]**
Gordon Lam, Delta, B.C., CEO and Director [(1)]	President and CEO of Etruscus Resources Corp. (CSE listed exploration company) from January 2018 to June 2021 (director from July 2017 to Present), President and CEO of Golcap Resources Corp. (CSE listed) from June 2020 to October 2021 (director from September 2019 to October 2021), President and CEO of Hercules Resources Corp. (CSE listed exploration company) from January 2021 to October 2023 (director from January 2021 to Present), CEO of Hatch 8 Capital (private investment and consulting company) from October 2014 to Present, CFO of Matoot Games Ltd. (private gaming company) from March 2014 to Present	December 15, 2023	1,100,000[(2)]	7.10%	5.91%

Name and Municipality of Residence and Position	Principal Occupation for Past Five Years	Date of Appointment to Office	Common Shares Held	Percentage of Common Shares prior to giving effect to the Offering	Percentage of Common Shares after giving effect to the Offering (3)(4)
Stephen Gerald Diakow, Delta, B.C., Director (1)	Self-employed mining exploration consultant from April 2013 to Present, President, CEO and Director of Argo Living Soils Corp. (CSE listed) from March 2018 to June 2022; Director of Hercules Resources Corp. (CSE listed) from January 2022 to September 2023) Director of Golcap Resources Corp. (CSE listed) from November 2019 to August 2021, Director of Bantam Capital Corp. (formerly IDG Holdings Inc)(TSXV listed). from May 2007 to May 2021	June 1, 2024	100,000	0.65%	0.54%
Alan Tam, Vancouver. B.C., CFO, Corporate Secretary and Director	CFO of Scope Technologies Corp. (CSE listed) from November 2021 to Present; CFO of Mineral Road Discovery Inc. (formerly Crest Resources Inc.)(CSE listed) from June 2022 to May 2023; CFO of Enlighta Inc., (TSXV listed life sciences company) and its predecessor issuers from January 2012 to December 2022; CFO of Hercules Resources Corp. (CSE listed) from January 2022 to November 2023; CFO of Golcap Resources Inc. (CSE listed) from December 2019 to February 2024, President of Alan Tam Inc. (private accounting consulting company) from January 2012 to Present	June 1, 2024	100,000	0.65%	0.54%
Leif Smither, Vancouver, B.C., Director (1)	Director or Hercules Resources Corp. (CSE listed) from January 2022 to Present; Director of Golcap Resources Inc. (CSE listed) from June 2020 to February 2022; Director of Usha Resources Ltd. (TSXV listed) from August 2018 to Present, Director of Orchid Ventures Inc. (CSE listed) from February 2011 to March 2019, President of Jaxon Mining Inc. (TSXV resource issuer) from June 2014 to October 2016 (director from October 2006 to October 2016)	June 1, 2024	Nil	N/A	N/A

(1) Members of the Audit Committee.

(2) All of these Shares are subject to escrow restrictions. See "*Escrowed Securities*".

(3) As of the date of this Prospectus, the directors and officers of the Company, as a group, beneficially own, directly or indirectly, 8.39% of the issued and outstanding Shares of the Company. Following completion of the Offering,

the directors and officers of the Company, as a group, will beneficially own, directly or indirectly, 6.99% of the then issued and outstanding Shares of the Company.

The term of office of the directors expires annually at the time of the Company's annual general meeting. The term of the office of the officers expires at the discretion of the Company's directors.

None of the directors or officers of the Company have entered into non-competition or non-disclosure agreements with the Company.

Management of Junior Issuers

The following is a brief description of the background of the key management, directors and the promoters of the Company.

Gordon Lam (Age: 49) is the Chief Executive Officer and a director of the Company. He has served the Company since its incorporation. As Chief Executive Officer, Mr. Lam is responsible for the day to day operations, acquisitions and business development of the Company. Mr. Lam will devote approximately 50% of his working time to the affairs of the Company. Mr. Lam is not an employee of the Company. Mr. Lam, as the CEO of the Company, has entered into an oral consulting arrangement with the Company pursuant to which Mr. Lam will receive annual compensation of $48,000 per year. Please see *"Executive Compensation"* below.

Mr. Lam is the CEO and owner of Hatch 8 Capital, a private investment and consulting company. In addition, Mr. Lam is a director of Etruscus Resources Corp., a CSE listed exploration issuer and acted as its CEO from January 2018 to June 2021 and is a director of Hercules Resources Corp., also a CSE listed exploration issuer and acted as its CEO from January 2021 to October 2023. Mr. Lam also served as the CEO and a director of Golcap Resources Corp., a CSE listed exploration issuer from June 2020 to October 2021. In addition, Mr. Lam also currently serves as the Chief Financial Officer of Matoot Games Ltd., a private gaming company. Previously, Mr. Lam has served as an investment advisor with PI Financial Corp. He received his Bachelor of Commerce from the University of British Columbia.

Alan Tam, (Age: 51) is the Chief Financial Officer, Corporate Secretary and a Director of the Company. He has served the Company since June 1, 2024. As Chief Financial Officer, Mr. Tam is responsible for coordination of the financial operations of the Company and for coordinating with the Company's legal counsel, corporate filings and regulatory matters. Mr. Tam will devote approximately 15% of his working time to the affairs of the Company. Mr. Tam is not an employee of the Company. Mr. Tam, as the CFO of the Company, has entered into an oral consulting arrangement with the Company pursuant to which Mr. Tam will receive hourly compensation for his time spent on the Company's affairs, estimated at an average rate of $2,000 per month. Please see *"Executive Compensation"* below.

Mr. Tam is the Chief Financial Officer of Scope Technologies Corp., a CSE listed technology company and the CFO of Roberto Resources Inc. and has experience in finance, financial planning and accounting acting as CFO of several listed issuers. Mr. Tam is a Chartered Professional Accountant, holds a financial planning designation and an economics degree from Simon Fraser University. From 2007 to 2010, Mr. Tam provided financial reporting, strategic planning, tax and internal control advice as a business advisor.

Stephen Gerald Diakow, (Age: 76) is a director of the Company. He has served the Company since June 1, 2024. Mr. Diakow will devote approximately 5% of his working time to the affairs of the Company. Mr. Diakow is not an employee of the Company.

Mr. Diakow has been engaged in mineral exploration for several years. He worked for major mineral exploration companies such as MacDonald Consultants, Union Carbide Mining Exploration, Canadian Superior Mining Exploration and Anaconda Mining Exploration. His skills include evaluating prospects, managing operations and logistics, strategic planning and regulatory issues (mining and exploration permitting, worker safety and environmental protocols). He is a Member of the American Society of Economic Geologists. Mr. Diakow is a Geological Scientific Technician and is a member of the B.C. and Yukon Chamber of Mines. Mr. Diakow served as the President, CEO and a director of Argo Living Soils Corp., a CSE listed agribusiness issuer, from March 2018 to June 2022. Mr. Diakow served as the Chief Executive Officer and President of Velocity Minerals Ltd. from May, 2008 to September, 2015. He was an independent Director each of IDG Holdings Inc. May 2007 to May 2021, Golcap Resources Corp. from November 2019 to August 2021 and Hercules Resources Corp, from January 2022 to September 2023.

Leif Smither, (Age: 52) is a director of the Company. He has served the Company since June 1, 2024. Mr. Smither will devote approximately 20% of his working time to the affairs of the Company. Mr. Smither is not an employee of the Company.

Mr. Smither currently serves as a director of Usha Resources Ltd., a position he has held since August 2018 and as a director of Hercules Resources Corp. as position he has held since January 2022. Mr. Smither was previously a director from October 2006 and President from June 2014 of Jaxon Mining Inc. (TSXV) to October 2016 and a director of Golcap Resources Corp. from June 2020 to February 2022. Mr. Smither completed the Professional Financial Planner course at the Canadian Securities Institute in 1997. He was granted the Professional Financial Advisor designation by the Canadian Securities Institute in 1997. He is currently a non-practicing Professional Financial Advisor.

Other Reporting Issuer Experience

The following table sets out the directors, officers and promoters of the Company that are, or have been within the last five years, directors, officers or promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction:

Name of Director, Officer or Promoter	**Name of Reporting Issuer**	**Exchange**	**Position**	**Period**
Gordon Lam	Etruscus Resources Corp.	CSE	Director	July 2017 to Present
			CEO	January 2018 to June 2021
	Hercules Resources Corp.	CSE	Director	January 2021 to Present
			CEO	January 2021 to October 2023
	Golcap Resources Corp.	CSE	Director	September 2019 to October 2021
			CEO	June 2020 to October 2021

Name of Director, Officer or Promoter	Name of Reporting Issuer	Exchange	Position	Period
Alan Tam	Amcomri Entertainment Inc. (formerly the Wonderfilm Media Corporation	TSXV	CFO	May 2016 to August 2019
			Director	May 2016 to March 2018
	Enlighta Inc. (amalgamation of Avagenesis Corp. and Avapecia Life Sciences Corp.)	TSXV	CFO	December 2016 to December 2022
	Hercules Resources Corp.	CSE	Director and CFO	January 2022 to November 2023
	Golcap Resources Corp	CSE	Director	November 2019 to August 2021
			CFO	December 2019 to February 2024
	ShiftCarbon Inc. (formerly Tracesafe Inc.)	CSE	CFO	August 2017 to March 2021
	Mineral Road Discovery Inc. (formerly Crest Resources Inc.)	CSE	CFO	June 2022 to May 2023
	Scope Technologies Corp.	CSE	CFO and Director	November 2021 to Present
	Roberto Resources Inc.	CSE	CFO and Director	November 2023 to Present
Stephen Gerald Diakow	IDG Holdings Inc.	TSXV	Director	May 2007 to May 2021
	Argo Living Soils Corp.	CSE	Director, President and CEO	March 2018 to June 2022
	Golcap Resources Inc.	CSE	Director	November 2019 to August 2021
	Hercules Resources Corp.	CSE	Director	January 2022 to September 2023
Leif Smither	Usha Resources Ltd.	TSXV	Director	August 2018 to Present
	Orchid Ventures Inc.	CSE	Director	February 2011 to March 2019
	Golcap Resources Corp.	CSE	Director	June 2020 to February 2022

Name of Director, Officer or Promoter	Name of Reporting Issuer	Exchange	Position	Period
	Hercules Resources Corp.	CSE	Director	January 2022 to Present

Aggregate Ownership of Securities

Prior to this Offering, the directors and officers of the Company, as a group, beneficially own, directly or indirectly, 1,300,000 Shares representing 8.39% of the issued and outstanding Shares of the Company. Following completion of the Offering, the directors and officers of the Company, as a group, will beneficially own, directly or indirectly, 6.99% of the then issued and outstanding Shares of the Company.

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed below, no director, officer, Insider or Promoter of the Company has, within the last 10 years, been a director, officer, Insider or Promoter of any reporting issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any statutory exemption for a period of more than 30 consecutive days or was declared a bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or been subject to or instituted any proceedings, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

On September 29, 2022, Alan Tam was the CFO of Crest Resources Inc.("Crest") which was granted a management cease trade order (MCTO) related to the filing of its audited annual financial statements and MD&A for the financial year ended May 31, 2022. An extension to the MCTO was granted by the British Columbia Securities Commission on December 15, 2022. On December 21, 2022, Crest filed the outstanding materials and the management cease trade order was revoked on December 28, 2022.

Penalties and Sanctions

No director, officer, Insider or Promoter of the Company, or any shareholder holding sufficient securities of the Company to affect materially the control of the Company, 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-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

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

Conflicts of Interest

There are potential conflicts of interest to which some or all of the directors, officers, Insiders and Promoters of the Company will be subject to in connection with the operations of the Company. The directors and officers of the Company will not be devoting all of their time to the affairs of the Company. Some of the directors and officers of the Company are directors and officers of other companies. See "*Other Reporting Issuer Experience*". Accordingly, situations may arise where some or all of the directors, officers, Insiders or Promoters of the Company will be in direct competition with the Company.

The directors of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interests which they may have in any project or opportunity of the Company. To the best of the Company's knowledge, other than is disclosed herein, there are no known existing or potential conflicts of interest among the Company, its promoters, directors, officers or other members of management of the Company as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management serve as directors, officers, promoters and members of management of other public companies.

The directors and officers of the Company are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of interest and the Company will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers. Such directors or officers, in accordance with the BCBCA are required to disclose all such conflicts and are expected to govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

Discharge by the directors and officers of their obligations to the Company may result in a breach of their obligations to the other companies, and in certain circumstances this could expose the Company to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligation to act in the best interests of the Company. Such conflicting legal obligations may expose the Company to liability to others and impair its ability to achieve its business objectives.

EXECUTIVE COMPENSATION

Director and Named Executive Officer Compensation

The following table (presented in accordance with Form 51-102F6V, as prescribed by NI 51-102), is a summary of compensation (excluding compensation securities) paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, to the directors and NEOs since incorporation of the Company. As the Company was incorporated in December 2023, the disclosure below is for the period from incorporation on December 15, 2023 to June 30, 2024. For the purpose of this Prospectus, as of June 30, 2024, the Company had two "Named Executive Officers", namely Gordon Lam, CEO and Alan Tam, CFO.

Table of compensation excluding compensation securities							
Name and position [(1)(2)]	**Period from incorporation to June 30, 2024**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Gordon Lam, CEO and Director	2024	$24,000	Nil	Nil	Nil	Nil	$24,000
Alan Tam, CFO, Corporate Secretary and Director	2024	Nil	Nil	Nil	Nil	Nil	Nil

Except as described below, the Company does not anticipate paying any compensation to its directors and officers during the 12 months following completion of the Listing Date other than the grant of Options or reimbursement of reasonable expenses incurred on behalf of the Company.

The Company has an oral consulting arrangement with Alan Tam, Inc., for the provision of the services of Mr. Alan Tam, as the Company's CFO and Corporate Secretary under which the Company will pay an hourly rate to Alan Tam, Inc. pursuant to which the Company estimates it will incur fees of approximately $2,000 per month.

The Company has an oral consulting arrangement with Hatch 8 Capital. for the provision of the services of Mr. Gordon Lam as the Company's CEO under which the Company will pay a fee of $4,000 per month to Hatch 8 Capital following the Listing Date.

External Management Companies.

Except as described below, none of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, directly or indirectly.

As noted above, Mr. Gordon Lam provides his services as CEO of the Company through Hatch 8 Capital and Mr. Alan Tam provides his services as CFO and Corporate Secretary of the Company though Alan Tam Inc.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued to any NEO or director by the Company for the period from incorporation on December 15, 2023 to June 30, 2024 for services provided or to be provided, directly or indirectly, to the Company.

There were no compensation securities outstanding as at period ended June 30, 2024.

No other compensation securities were re-priced, cancelled and replaced, had their term extended, or otherwise materially modified during the period from incorporation on December 15, 2023 to June 30, 2024.

There are no restrictions or conditions for converting, exercising or exchanging the compensation securities.

No compensation securities were exercised by a director or NEO during the period from incorporation on December 15, 2023 to June 30, 2024.

Stock Option Plans and Other Incentive Plans

As the Company is recently incorporated, the Stock Option Plan was adopted by the sole director at the time of incorporation. The Company will submit the Stock Option Plan for ratification by its shareholders at its first annual general meeting of shareholders anticipated to be held on or before March 2025.

The purpose of the Stock Option Plan is to attract and motivate directors, officers and employees of and consultants to the Company and its subsidiaries, if any, and thereby advance the Company's interests by affording such persons with an opportunity to acquire an equity interest in the Company through the stock options. The principal terms of the Stock Option Plan are described above at *"Options to Purchase Securities".*

The Stock Option Plan does not require shareholder approval until such time as the Company seeks to materially amend the Stock Option Plan, including the number of options available under it.

Stock Options and Other Compensation Securities

No compensation securities are expected to be granted or issued to each NEO or director by the Company as at the Listing Date, for services provided, directly or indirectly to the.

No compensation securities will be held by the NEOs and directors as at the Listing Date.

There are no restrictions or conditions currently in place for converting, exercising or exchanging stock options.

Employment, Consulting and Management Agreements

The Company has not currently, but may in the 12 months following the Listing Date, enter into contracts, agreements, plans or arrangements that provides for payments to a director or NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in an NEO's responsibilities.

Compensation Discussion and Analysis

The objective of the Company's compensation program is to compensate the executive officers for their services to the Company at a level that is both in line with the Company's fiscal resources and competitive with companies at a similar stage of development.

The Company compensates its executive officers based on their skill, qualifications, experience level, level of responsibility involved in their position, the existing stage of development of the Company, the Company's resources, industry practice and regulatory guidelines regarding executive compensation levels.

The Board has implemented three levels of compensation to align the interests of the executive officers with those of the Shareholders. First, executive officers may be paid a monthly consulting fee or salary. Second, the Board may award executive officers long term incentives in the form of stock options. Finally, the Board may award cash or share bonuses for exceptional performance that results in a significant increase in shareholder value. The Company does not provide pension or other benefits to the executive officers. The Company does not have pre-existing performance criteria or objectives. All significant elements of compensation awarded to, earned by, paid or payable to NEOs are determined by the Company on a subjective basis. The Company has not used any peer group to determine compensation for its directors and NEO.

The Board has the responsibility to administer compensation policies related to executive management of the Company, including option-based awards. The Board has approved the Stock Option Plan pursuant to which the Board has granted stock options to executive officers. The Stock Option Plan provides compensation to participants and an additional incentive to work toward long-term company performance. The Stock Option Plan has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact and/or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board takes into account the number of options, if any, previously granted to each executive officer and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the Exchange, and closely align the interests of the executive officers with the interests of shareholders.

The Board has not approved any specific policy concerning director compensation and does not plan to pay directors fees. The Company does not anticipate any changes regarding compensation paid to directors in the 12 months following the Listing Date, other than the grant of Options or reimbursement of reasonable expenses incurred on behalf of the Company.

Compensation for the most recently completed financial year should not be considered an indicator of expected compensation levels in future periods. All compensation is subject to and dependent on the Company’s financial resources and prospects.

Pension Disclosure

The Company does not have any pension or retirement plan which is applicable to the NEOs or directors. The Company has not provided compensation, monetary or otherwise, to any person who now or previously has acted as a 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.

Securities Authorized for Issuance under Equity Compensation Plans at June 30, 2024

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price or outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column(a))
Equity compensation plans approved by securityholders	Nil	N/A	1,550,001
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
Total	Nil	N/A	1,550,001

Management Contracts

There are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or senior officers of the Company.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or officer of the Company or any associate or affiliate of them was indebted to the Company as at the date of this Prospectus.

AUDIT COMMITTEE

The Company's audit committee (in this section, the "**Audit Committee**") has various responsibilities as set forth in NI 52-110. The Audit Committee over sees the accounting and financial reporting practices and procedures of the Company and the audits of the Company's financial statements. The principal responsibilities of the Audit Committee include: (i) overseeing the quality, integrity and appropriateness of the internal controls and accounting procedures of the Company, including reviewing the Company's procedures for internal control with the Company's auditors and chief financial officer; (ii) reviewing and assessing the quality and integrity of the Company's internal and external reporting processes, its annual and quarterly financial statements and related management discussion and analysis, and all other material continuous disclosure documents; (iii) establishing separate reviews with management and external auditors of significant changes in procedures or financial and accounting practices, difficulties encountered during auditing, and significant judgments made in management's preparation of financial statements; (iv) monitoring compliance with legal and regulatory requirements related to financial reporting; (v) reviewing and pre-approving the engagement of the auditor of the Company and independent audit fees; and (vi) assessing the Company's accounting policies, and considering, approving, and monitoring significant changes in accounting principles and practices recommended by management and the auditor.

Audit Committee Charter

The full text of the charter of the Company's Audit Committee is set in Appendix "A" attached hereto.

Composition of the Audit Committee

As noted above, the members of the Audit Committee are Leif Smither, Gordon Lam and Stephen Gerald Diakow, of which Stephen Gerald Diakow and Leif Smither are considered independent. Mr. Diakow will serve as chair of the audit committee. All members of the Audit Committee are considered to be financially literate. As the Company will be a 'venture issuer' as defined in NI 52-110 it will rely on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (Composition of the Audit Committee). Pursuant to section 6.1.1, a majority of the members of the Audit Committee are not executive officers, employees or control persons of the Company.

A member of the audit committee is *independent* if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

A member of the audit committee is considered *financially literate* if he or she has 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 reasonably be expected to be raised by the Company.

Relevant Education and Experience

The education and experience of each member of the Audit Committee relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

(a) an understanding of the accounting principles used by the Company to prepare its financial statements;

(b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;

(c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities; and

(d) an understanding of internal controls and procedures for financial reporting.

Gordon Lam: Mr. Lam has extensive business experience in the management of private and public companies. He is the former CEO and a current director of both Etruscus Resources Corp. (a CSE listed issuer) and Hercules Resources Corp. (also a CSE listed issuer), on which he also sits on the audit committees. He was the former CEO and a director of Golcap Resources Corp. (a CSE listed issuer) and sat on its audit committee. He is also currently the CEO of Hatch 8 Capital (October 2014 – present). In addition, Mr. Lam also currently serves as the Chief Financial Officer of Matoot Games Ltd. (March 2014 – present). Previously, Mr. Lam has been self-employed as a consultant (July 2013 –October 2014) and has served as an investment advisor with PI Financial Corp. (January 2009 – July 2013).

Stephen Gerald Diakow: Mr. Diakow holds a Bachelor of Science from the University of British Columbia. Mr. Diakow has been engaged in mineral exploration and has extensive experience in dealing with financial matters pertaining to exploration companies in Canada. Mr. Diakow has experience acting as a director and officer of public companies and currently serves on the audit committee of IDG Holdings Inc. (a TSXV listed issuer). He formerly served on the audit committee of Golcap Resources Corp. (a CSE listed issuer) and Hercules Resources Corp. (a CSE listed issuer).

Leif Smither: Mr. Smither is a non-practicing Professional Financial Advisor and was previously the President of Jaxon Mining Inc. (a TSXV listed issuer). Mr. Smither currently serves as a member of the audit committee of Hercules Resources Corp., a CSE listed issuer, and previously served as a member of the audit committee of Orchid Ventures Inc. (formerly Earny Resources Ltd.), a CSE listed issuer, Golcap Resources Corp, a CSE listed issuer, and Jaxon Mining Inc., a TSXV listed issuer.

All members of the audit committee have experience in dealing with financial statements, accounting issues, internal controls and other matters relating to public companies as well as experience serving on the audit committee of a public company.

Audit Committee Oversight

At no time since incorporation has the Audit Committee made any recommendations to the Board to nominate or compensate any external auditor

Reliance of Certain Exemptions in NI 52-110 regarding De Minimis Non-audit Services or on a Regulatory Order Generally

At no time since incorporation has the Company relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services) (which exempts all non-audit services provided by the Company's auditor from the requirement to be preapproved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies on Certain Exemptions

Except as described in the audit committee charter reproduced above, the Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Services Fees

The Audit Committee has pre-approved the nature and amount of the services provided by Manning Elliott LLP, Chartered Professional Accountants, to the Company to ensure auditor independence. Fees incurred for audit services since incorporation are outlined below:

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Nature of Services	Fees Paid to Auditor in the period from incorporation on December 15, 2023 to June 30, 2024
Audit Fees (1)(5)	$20,000 (estimated)
Audit Related Fees (2)	Nil
Tax Fees (3)	Nil
All other Fees (4)	Nil
Total	$20,000

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
(4) "All Other Fees" includes all other non-audit services".
(5) Estimated fees of $20,000 were accrued as at June 30, 2024.

Exemption in Section 6.1 of NI 52-110

The Company is a "venture issuer" as defined in NI 52-110 and relies on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of the Audit Committee)* and 5 (*Reporting Obligations*) of NI 52-110.

CORPORATE GOVERNANCE

General

National Policy 58-201 establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company`s practices comply with the guidelines; however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore such guidelines have not been adopted. National Instrument 58-101 mandates disclosure of corporate governance practices which disclosure is set out below.

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders of the Company. Corporate governance also takes into account the role of the individual members of management appointed by the Board who are charged with the day-to-day management of the Company. 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.

Composition of the Board

The Board facilitates its exercise of independent supervision over management through frequent meetings of the Board, by reviewing and approving all long term strategic and capital plans, material contracts and business transactions and all debt and equity financings, and by ensuring that the Board includes independent directors. The independent directors also have free access to Company's auditor and legal counsel and may engage independent counsel as needed. Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. The Board has four directors, two of which are considered to be independent. Mr. Diakow and Mr. Smither are considered to be independent directors for the purposes of NI 58-101 and Mr. Lam and Mr. Tam are not considered to be independent due to their relationships as senior officers.

The Board of the Company facilitates its exercise of supervision over Company's management through frequent meetings of the Board.

Mandate of the Board

The Board has responsibility for the stewardship of the Company including responsibility for strategic planning, identification of the principal risks of the Company's business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Company's internal control and management information systems.

The Board sets long term goals and objectives for the Company and formulates the plans and strategies necessary to achieve those objectives and to supervise senior management in their implementation. The Board delegates the responsibility for managing the day-to-day affairs of the Company to senior management but retains a supervisory role in respect of, and ultimate responsibility for, all matters relating to the Company and its business. The Board is responsible for protecting shareholders' interests and ensuring that the incentives of the shareholders and of management are aligned.

As part of its ongoing review of business operations, the Board reviews, as frequently as required, the principal risks inherent in the Company's business including financial risks, through periodic reports from management of such risks, and assesses the systems established to manage those risks. Directly and through the Audit Committee, the Board also assesses the integrity of internal control over financial reporting and management information systems.

In addition to those matters that must, by law, be approved by the Board, the Board is required to approve any material dispositions, acquisitions and investments outside the ordinary course of business, long-term strategy, and organizational development plans. Management of the Company is authorized to act without board approval, on all ordinary course matters relating to the Company's business.

The Board also monitors the Company's compliance with timely disclosure obligations and reviews material disclosure documents prior to distribution. The Board is responsible for selecting the Chief Executive Officer and appointing senior management and for monitoring their performance.

Directorship

The following is a list of each director of the Company who is also a director of other reporting issuers (or equivalent) in a Canadian or foreign jurisdiction as of the date of this Prospectus:

Name of director	Other reporting issuer
Leif Smither	Usha Resources Ltd. Hercules Resources Corp.
Gordon Lam	Etruscus Resources Corp. Hercules Resources Corp.
Alan Tam	Scope Technologies Corp. Roberto Resources Inc.
Stephen Gerald Diakow	N/A

Position Descriptions

The Board has not developed written position descriptions for the chair or the chair of any board committees or for the CEO. Given the size of the Company’s infrastructure and the existence of only a small number of officers, the Board does not feel that it is necessary at this time to formalize position descriptions in order to delineate their respective responsibilities.

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company’s properties, business and industry and on the responsibilities of directors. New directors also receive historical public information about the Company and the mandates of the committees of the Board. Board meetings may also include presentations by the Company’s management and employees to give the directors additional insight into the Company’s business. In addition, new directors are encouraged to visit and meet with management on a regular basis and to pursue continuing education opportunities where appropriate.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company. Further, the Company's auditor has full and unrestricted access to the Audit Committee at all times to discuss the audit of the Company's financial statements and any related findings as to the integrity of the financial reporting process.

Under applicable corporate legislation, a director is required to act honestly and in good faith with a view to the best interest of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction is a director or officer (or an individual acting in a similar capacity) of a party to the contract or voting on the contract or transaction, unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid, and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

Nomination of Directors

The Board will consider its size each year when it considers the number of directors to recommend to the shareholders of the Company for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

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, show support for the Company's mission and strategic objectives, and a willingness to serve.

The Company has adopted advance notice provisions within the Articles of the Company (the “Advance Notice Provisions”).

The Advance Notice Provisions are intended to facilitate an orderly and efficient annual and/or special meeting process and ensure that all shareholders receive adequate notice and information about director nominees. The Advance Notice Provisions provide a clear process for shareholders to follow to nominate directors, and sets out a reasonable time for nominee submissions to be considered.

The Advance Notice Provisions fix a deadline by which holders of record of the Company’s common shares must submit director nominations to the Company prior to any annual or special meeting of shareholders, and sets out the information that a shareholder must include in such notice to the Company. In the case of an annual meeting of shareholders, notice to the Company must be made not less than 30 days nor more than 65 days prior to the date of the annual meeting, unless the annual meeting is to be held less than 40 days after the meeting was first announced, in which case notice may be made no later than the close of business on the 10th day after the announcement. In the case of a special meeting of the shareholders, notice to the Company must be made no later than the close of business on the 15th day following public announcement of the date of the special meeting.

Compensation

The Board is, among other things, responsible for determining all forms of compensation to be granted to the Chief Executive Officer of the Company and other senior management and executive officers of the Company, for evaluating the Chief Executive Officer's performance in light of the corporate goals and objectives set for him/her, for reviewing the adequacy and form of the compensation and benefits of the directors in their capacity as directors of the Company to ensure that such compensation realistically reflects the responsibilities and risks involved in being an effective director. The directors decide as a Board the compensation for the Company's officers, based on industry standards and the Company's financial situation.

Other Board Committees

The Board has no committees other than the Audit Committee as described above under the heading "*Audit Committee".*

Assessments

The Board regularly assesses its own effectiveness and the effectiveness and contribution of each Board committee member and Director.

PLAN OF DISTRIBUTION

The Offering

The Offering consists of 3,000,000 Offered Shares of the Company at a price of $0.10 per Offered Share for gross proceeds of $300,000.

Appointment of the Agent

Pursuant to the Agency Agreement, the Company appointed the Agent as its exclusive agent for the purposes of the Offering, and the Corporation, through the Agent, hereby offers for sale to the public under this Prospectus on a commercially reasonable efforts basis, the Offered Shares at a price of $0.10 per Offered Share in the provinces of British Columbia, Alberta and Ontario. This Prospectus qualifies the distribution of the Offered Shares to the purchasers in the Offering Jurisdictions. The Agent reserves the right, at no additional cost to the Company, to offer selling group participation in the normal course of the brokerage business to selling groups or other licensed dealers and investment dealers, who may or may not be offered part of the Agent's Commission or Agent's Warrants derived from the Offering. The Agent is not obligated to purchase Offered Shares in connection with the Offering. The obligations of the Agent under this Offering may be terminated at any time in the Agent's discretion on the basis of its assessment of the state of the financial markets and may also be terminated upon the occurrence of certain other stated events.

The funds received from the Offering will be held by the Agent and will not be released until the Closing. The total subscription must be raised within 90 days of the date a receipt for the Prospectus is issued, or such other time as may be consented to by persons or companies who subscribed within that period, failing which the Agent will remit the funds collected back to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent, unless an amendment to the Prospectus is filed and the Securities Commissions have issued a receipt for the amendment. If an amendment to the Prospectus is filed and the Securities Commissions have issued a receipt for the amendment, the distribution must cease within 90 days from the date of the receipt for the amendment to the Prospectus and in any event not later than 180 days from the receipt for the final prospectus.

Subscriptions will be received for Offered Shares offered hereby subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time. Upon rejection of a subscription, or in the event the Offering does not complete within the time required, the subscription price and the subscription will be returned to the subscriber forthwith without interest or deduction. Completion of the Offering is subject to the sale of the full number of Offered Shares comprising the Offering.

Other than the offering expenses disclosed elsewhere in this Prospectus and payments to be made to the Agents as disclosed in this section, there are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder, or any other person or company in connection with the Offering.

The directors, officers and other insiders of the Company may purchase Offered Shares from the Offering.

The Agency Agreement provides that, upon the occurrence of certain events or at the discretion of the Agent on the basis of its assessment of the state of financial markets, the Agent may terminate the Offering and the obligations of purchasers to purchase the Offered Shares will then cease.

The Company is not a related or connected issuer (as such terms are defined in National Instrument 33-105) to the Agent.

The Company has agreed, subject to certain exceptions, not to directly or indirectly, offer, issue, sell, offer, grant an option or right in respect of, or otherwise dispose of or agree to or announce any intention to do so, any Shares or any securities convertible into or exchangeable for, or otherwise exercisable to acquire Shares for a period of 120 days after the Closing Date, without the prior written consent of the Agent, such consent not to be unreasonably withheld, except in conjunction with: (i) the grant or exercise of stock options and other similar issuances pursuant to the Stock Option Plan and other share compensation arrangements; (ii) the issue of Shares upon the exercise of convertible securities, warrants or options outstanding prior the Closing Date, (iii) obligations in respect of existing mineral property agreements and (iv) the issuance of securities in connection with property or share acquisitions in the normal course of business.

If, within one year of the Closing Date, the Company proposes to conduct a brokered equity financing, the Company has granted to the Agent a right of first refusal to lead or manage, as agent or underwriter such brokered financing.

Agent’s Compensation

Under the terms of the Agency Agreement, the Company has agreed to pay the Agent’s Commission of 10.0% of the aggregate gross proceeds of the Offering, payable in cash. The Agent will also be paid a Corporate Finance Fee of $35,000, of which $25,000 shall be paid in cash and the remaining $10,000 shall be paid through the issuance of the Corporate Finance Shares. The Company has also agreed to reimburse the Agent for its reasonable expenses of which the Company has advanced $20,000 as a retainer.

The Company has also agreed to grant in aggregate to the Agent the Agent's Warrants on completion of the Offering entitling the Agent to purchase that number of Agent's Warrant Shares equal to 10.0% of the number of Offered Shares sold pursuant to this Offering exercisable at a price of $0.10 per Agent's Warrant Share for a period of 24 months from the Closing Date.

Issuance of the Corporate Finance Shares and Agent's Warrants shall be qualified by the Prospectus to the maximum extent permissible by National Instrument 41-101. The Agent acknowledges that any combination of the Corporate Finance Shares and Agent's Warrants which exceed 10% of the Offered Shares issued pursuant to the Offering will not be qualified for distribution under the Prospectus, and will be subject to a four month hold period in accordance with applicable securities laws.

Listing Application

The Company has applied to list the Shares, including the Offered Shares, the Agent's Warrant Shares underlying the Agent's Warrants and the Corporate Finance Shares, distributed under this prospectus on the Exchange. Listing of the Shares is subject to the fulfilment by the Company of all the listing requirements of the Exchange.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace or a marketplace outside of Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

Determination of Price

The price of the Offered Shares and the commission payable to the Agent was established through negotiation between the Company and the Agent.

Distributions in the United States

The securities offered under this Prospectus have not been and will not be registered under the U.S. Securities Act or the securities laws of any state. Such securities may not be offered or sold or otherwise transferred or disposed of within the United States or to, or for the account or benefic of, any "U.S. Person" (as such term is defined in Regulation S under the U.S. Securities Act) without registration unless an exemption from registration is available.

RISK FACTORS

The securities offered hereunder must be considered highly speculative due to the nature of the Company's business. Prospective investors should carefully consider the information presented in this Prospectus before purchasing the Offered Shares offered under this Prospectus, and in particular should give special consideration to the risk factors below and in the section entitled *"Forward-Looking Statements"* above.

The risk and uncertainties below are not the only risks and uncertainties facing the Company. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair the business, operations and future prospects of the Company and cause the price of the Shares to decline. If any of the following risks actually occur, the business of the Company may be harmed and its financial condition and results of operations may suffer insignificantly. As a result of these factors, this Offering is only suitable to investors who are willing to rely solely on management of the Company and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Offered Shares. In addition to the risks described elsewhere and the other information in this Prospectus, prospective investors should carefully consider each of, and the cumulative effect of all of, the following risk factors:

Risk Related to the Offering

Discretion in the Use of Proceeds

The Company intends to use the net proceeds from the Offering as set forth under "*Use of Proceeds*"; however, the Company maintains broad discretion concerning the use of the net proceeds of the Offering as well as the timing of their expenditure. The Company may re-allocate the net proceeds of the Offering other than as described under the heading "*Use of Proceeds*" if management of the Company believes it would be in the Company's best interest to do so and in ways that a purchaser may not consider desirable. Until utilized, the net proceeds of the Offering will be held in cash balances in the Company's bank account or invested at the discretion of the Board of Directors. As a result, a purchaser will be relying on the judgment of management of the Company for the application of the net proceeds of the Offering. The results and the effectiveness of the application of the net proceeds are uncertain. If the net proceeds are not applied effectively, the Company's results of operations may suffer, which could adversely affect the price of the Shares.

Additional Financing

The exploration and development of the Horne Project will require substantial additional capital. When such additional capital is required, the Company will need to pursue various financing transactions or arrangements, including joint venturing of projects, debt financing, equity financing or other means. Additional financing may not be available when needed or, if available, the terms of such financing might not be favourable to the Company and might involve substantial dilution to existing shareholders. The Company may not be successful in locating suitable financing transactions in the time period required or at all. A failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition and results of operations. Any future issuance of securities to raise required capital will likely be dilutive to existing shareholders. In addition, debt and other debt financing may involve a pledge of assets and may be senior to interests of equity holders. The Company may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. The ability to obtain needed financing may be impaired by such factors as the capital markets (both generally and in the gold and copper industries in particular), the Company's status as a new enterprise with a limited history, the price of commodities and/or the loss of key management personnel. Further, if the price of gold, copper and other metals on the commodities markets decreases, then potential revenues from the Horne Project will likely decrease and such decreased revenues may increase the requirements for capital. Failure to obtain sufficient financing will result in a delay or indefinite postponement of development or production at the Horne Project. The Company will require additional financing to fund its operations until positive cash flow is achieved. See "*Risk Factors – Negative Cash Flow from Operations*".

No Current Market for Shares

The Company has applied to list the Shares on the Exchange. However, there is currently no market through which the Shares may be sold. The purchasers may not be able to resell the securities purchased under this Prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities and the extent of issuer regulation.

Volatility of Stock Markets

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies has experienced substantial volatility in the past. This volatility may affect the ability of holders of Shares to sell their securities at an advantageous price. Market price fluctuations in the Shares may be due to the Company's operating results failing to meet expectations of securities analysts or investors in any period, downward revision in securities analysts' estimates, adverse changes in general market conditions or economic trends, acquisitions, dispositions or other material public announcements by the Company or its competitors, along with a variety of additional factors. These broad market fluctuations may adversely affect the market price of the Shares.

Financial markets have historically at times experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Shares may decline even if the Company's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the trading price of the Shares may be materially adversely affected.

Before this Offering, there had been no public market for the Company's Shares. An active public market for the Shares might not develop or be sustained after the Offering. The Offering Price of the Offered Shares has been determined by negotiation between the Company and the Agent, and this price will not necessarily reflect the prevailing market price of the Shares following this Offering. If an active public market for the Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the initial public offering price.

Risk Factors Related to Dilution

The Company may issue additional securities in the future, which may dilute a shareholder's holdings in the Company. The Company's articles permit the issuance of an unlimited number of Shares. The Company's shareholders do not have pre-emptive rights in connection with any future issuances of securities by the Company. The directors of the Company have discretion to determine the price and the terms of further issuances. Moreover, additional Shares will be issued by the Company on the exercise of options under the Stock Option Plan and upon the exercise of outstanding warrants.

The following table sets out the immediate dilution to purchasers of Offered Shares under this Prospectus assuming completion of the Offering.

Dilution	**Expressed in Dollars per Share**	**Expressed as a Percentage of Subscription Price**

Offering	$0.05591	55.91%

Dilution has been computed on the basis of total gross proceeds to be raised by this Prospectus and from the sale of securities prior to filing this Prospectus, without deduction of commissions or related expenses by the Company and does not assume the exercise of any stock options or the Agent's Warrants.

It is likely that the Company will enter into more agreements to issue Shares and warrants and options to purchase Shares. The impact of the issuance of a significant number of Shares from these warrant and option exercises could place downward pressure on the market price of the Shares.

Ability of Company to Continue as a Going Concern

The Company is in the exploration stage and is currently seeking additional capital to develop its exploration properties. The Company's ability to continue as a going concern is dependent upon its ability in the future to achieve profitable operations and, in the meantime, to obtain the necessary financing to meet its obligations and repay its liabilities when they become due. External financing, predominantly by the issuance of equity and debt, will be sought to finance the operations of the Company; however, there can be no certainty that such funds will be available at terms acceptable to the Company. These conditions indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

Negative Cash Flow from Operations

During the period ended June 30, 2024, the Company had negative cash flows from operating activities and expects to continue to have negative cash flows and the net proceeds from the Offering will be used to fund such negative cash flow from operating activities. The Company currently has no source of operating cash flow and is expected to continue to do so for the foreseeable future. The Company's failure to achieve profitability and positive operating cash flows could have a material adverse effect on its financial condition and results of operations.

Dividends

The Company does not anticipate paying any dividends on the Shares in the foreseeable future. Dividends paid by the Company would be subject to tax and, potentially, withholdings.

Any decision to declare and pay dividends in the future will be made at the discretion of the Company's board of directors and will depend on, among other things, financial results, cash requirements, contractual restrictions and other factors that the Company's board of directors may deem relevant. As a result, investors may not receive any return on an investment in the Units unless they sell their shares of the Company for a price greater than that which such investors paid for them.

Risks Related to the Business of the Company

Mineral exploration is speculative and uncertain and involves a high degree of risk

The exploration for, and development of, mineral deposits involve a high degree of risk, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines. Resource exploration and development is a speculative business, characterized by a number of significant risks, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits, but also from finding mineral deposits that, although present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors that are beyond the control of the Company and that cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return on investment capital.

All of the properties in which the Company has an interest are without any mineral reserves. Whether a mineral deposit will be commercially viable depends on a number of factors, which include, without limitation, the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices, which fluctuate widely, and government regulations, including, without limitation, regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The combination of these factors may result in the Company expending significant resources (financial and otherwise) on a property without receiving a return. There is no certainty that expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries of an economically viable mineral deposit.

The Company's operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

The long-term commercial success of the Company depends on its ability to explore, develop and commercially produce minerals from its properties and to locate and acquire additional properties worthy of exploration and development for minerals. No assurance can be given that the Company will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Company may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participation uneconomic.

Dependence on the Horne Project

The Company will be an exploration stage company and as such does not anticipate receiving revenue from its mineral properties for some time. The Company will be solely focused on the exploration and development of the Horne Project, which does not have any identified mineral resources or reserves. Unless the Company acquires additional property interests, any adverse developments affecting the Property could have a material adverse effect upon the Company and would materially and adversely affect any profitability, financial performance and results of operations of the Company.

Mineral exploration and development involve a high degree of risk and few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development programs at the Horne Project will result in the definition of bodies of commercial mineralization. There is also no assurance that even if commercial quantities of mineralization are discovered that Horne Project will be brought into commercial production. Failure to do so will have a material adverse impact on the Company's operations and potential future profitability. The discovery of bodies of commercial mineralization is dependent upon a number of factors, not the least of which is the technical skill of the exploration personnel involved. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which are the particular attributes of the deposit (such as size, grade and proximity to infrastructure), metal prices and government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Most of the above factors are beyond the Company's control.

Title to Mineral Properties

While the Company has performed its own due diligence with respect to the validity of the mineral claims comprising the Horne Project, this should not be construed as a guarantee of title. There is no assurance that applicable governmental bodies will not revoke or significantly alter the conditions of the applicable claims that are included in the Horne Project or that such claims will not be challenged or impugned by third parties.

The Horne Project may be subject to prior unregistered agreements of transfer or indigenous land claims, and title may be affected by undetected defects. Until any such competing interests have been determined, there can be no assurance as to the validity of title of the Horne Project and any other mining or property interests derived from or in replacement or conversion of or in connection with the claims comprising the Horne Project or the size of the area to which such claims and interests pertain.

Uncertainties about the resolution of aboriginal rights in British Columbia may affect the Company.

On June 26, 2014, the Supreme Court of Canada (the "**SCC**") released a decision in *Tsilhqot'in Nation v. British Columbia* (the "**William Decision**"), pursuant to which the SCC upheld the First Nations' claim to Aboriginal title and rights over a large area of land in central British Columbia, including rights to decide how the land will be used, occupancy and economic benefits. The court ruling held that while the provincial government had the constitutional authority to regulate certain activity on aboriginal title lands, it had not adequately consulted with the Tsilhqot'in. The SCC also held that provincial laws of general application apply to land held under Aboriginal title if the laws are not unreasonable, impose no undue hardship, and do not deny the Aboriginal tile holders their preferred means of exercising their rights. The Company currently does not hold any properties in the area involved in the William Decision. The Company will continue to manage its operations within the existing legal framework while paying close attention to the direction provided by the Province of British Columbia and First Nations regarding the application of this ruling. Therefore, risks and uncertainties remain consistent with those referenced herein.

Community Groups

There is an ongoing level of public concern relating to the effects of mining on the natural landscape, on communities and on the environment. Certain non-governmental organizations, public interest groups and reporting organizations ("**NGOs**") who oppose resource development can be vocal critics of the mining industry. Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of the Company or its relationships with the communities in which it operates, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Infrastructure

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

Mineral Resources and Reserves

There is no NI 43-101 compliant mineral resource or mineral reserve on the Horne Project. There can be no assurances that an NI 43-101 compliant resource or reserve will ever be estimated on the Horne Project

Because the Company has not defined or delineated any proven or probable reserves on any of its properties, any future mineralization estimates for the Company's properties may require adjustments or downward revisions based upon further exploration or development work or actual production experience. In addition, the grade of ore ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

Fluctuating Price of Metals

Future production, if any, from the Company's mineral properties will be dependent upon the prices of gold, copper and other metals being adequate to make these properties economic. Materially adverse fluctuations in the price of such minerals and metals may adversely affect the Company's financial performance and results of operations. Commodity prices fluctuate on a daily basis and are affected by numerous factors beyond the control of the Company, including levels of supply and demand, industrial development levels, inflation and the level of interest rates, the strength of the U.S. dollar and geopolitical events in significant mineral producing countries. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments.

All commodities, by their nature, are subject to wide price fluctuations and future material price declines will result in a decrease in the value of the commodity held, and/or revenue or, in the case of severe declines that cause a suspension or termination of production by relevant operators, a complete cessation of revenue from streams, royalties or interests in mineral properties applicable to the relevant commodities. There is no assurance that, even if commercial quantities of cobalt are produced, a profitable market will exist for them.

Competitive Risks

The mineral resource industry is competitive in all of its phases. The Company competes with other companies, some of which have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. The Company competes with other exploration and mining companies for the acquisition of leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel. There can be no assurance that the Company can compete effectively with these companies.

Government and Regulatory Risks

The Company's subject to various laws governing exploration, taxes, labour standards and occupational health, safety, toxic substances, land use, water use, land claims of local people and other matters. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner, which could limit or curtail the Company's activities.

Amendments to current laws, regulations and permits governing activities of exploration and mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in expenses or require abandonment or delays in activities.

Failure to comply with any applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing activities to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Environmental Risks

All phases of the Company's operations with respect to the Horne Project will be subject to environmental regulation in Canada. Changes in environmental regulation, if any, may adversely impact the Company's operations and future potential profitability. In addition, environmental hazards may exist on the Horne Project which are currently unknown. The Company may be liable for losses associated with such hazards, or may be forced to undertake extensive remedial cleanup action or to pay for governmental remedial cleanup actions, even in cases where such hazards have been caused by previous or existing owners or operators of the properties, or by the past or present owners of adjacent properties or by natural conditions. The costs of such cleanup actions may have a material adverse impact on the Company's operations and future potential profitability.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

The Company may be subject to reclamation requirements designed to minimize long-term effects of mining exploitation and exploration disturbance by requiring the operating company to control possible deleterious effluents and to re-establish to some degree pre-disturbance land forms and vegetation. Any significant environmental issues that may arise, however, could lead to increased reclamation expenditures and could have a material adverse impact on the Company's financial resources.

License and Permits

In the ordinary course of business, the Company will be required to obtain and renew governmental licenses or permits for exploration, development, construction and commencement of mining at the Horne Project. The Company may not be able to obtain or renew licenses or permits that are necessary to its operations. Any unexpected delays or costs associated with the licensing or permitting process could delay the development or impede the operation of a mine, which could adversely impact the Company's operations and profitability.

Uninsured risks

The business of the Company is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions and floods. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to properties of the Company or others, delays in mining, monetary losses and possible legal liability.

Although the Company maintains insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations and insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Limited Operating History and Lack of Profits

The Company is an early-stage exploration company with a limited operating history. The likelihood of success of the Company's business plan must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with developing and expanding early-stage businesses and the regulatory and competitive environment in which the Company operates.

The Company has no history of earnings and has not commenced commercial production on any of its properties. The Company has experienced losses from operations and expects to continue to incur losses for the foreseeable future. There can be no assurance that the Company will be profitable in the future. The Company's operating expenses and capital expenditures are likely to increase in future years as needed consultants, personnel and equipment associated with advancing exploration, and, if permitted, development and, potentially, commercial production of its properties, are added. The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners, the Company's acquisition of additional properties, government regulatory processes and other factors, many of which are beyond the Company's control. The Company expects to continue to incur losses unless and until such time as its properties enter into commercial production and generate sufficient revenues to fund its continuing operations. The development of the Company's properties will require the commitment of substantial resources. There can be no assurance that the Company will generate any revenues or achieve profitability.

Reliance on Personnel

If the Company is not successful in attracting and retaining highly qualified personnel, the Company may not be able to successfully implement its business strategy.

The Company will be dependent on a number of key management personnel, including the services of certain key employees. The Company's ability to manage its exploration, appraisal and potential development and mining activities will depend in large part on the ability to retain current personnel and attract and retain new personnel, including management, technical and a skilled workforce. The loss of the services of one or more key management personnel could have a material adverse effect on the Company's ability to manage and expand the business.

Adverse General Economic Conditions

The unprecedented events in global financial markets in the past several years, including in relation to the COVID-19 pandemic have had a profound impact on the global economy. Many industries, including the mineral resource industry, were impacted by and continue to be impacted by these market conditions. Some of the key impacts of the financial market turmoil included contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange and precious metal markets and a lack of market liquidity. A similar slowdown in the financial markets or other economic conditions, including but not limited to, inflation, fuel and energy costs, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Company's operations.

Adverse capital market conditions could continue to affect the Company's ability to meet its liquidity needs, as well as its access to capital and cost of capital. The Company needs additional funding to continue development of its internal pipeline and collaborations. The Company's results of operations, financial condition, cash flows and capital position could be materially affected by continued disruptions in the capital markets.

Supply Chain Interruptions

The COVID-19 pandemic resulted in supply chain problems worldwide which continue to persist in varying ways. Disruption at supplier facilities could result in curtailment or suspension of activities. Any disruption in the transportation of or restriction in the flow of goods or the imposition of customs clearance requirements may result in production delays.

The Company is also exposed to price volatility in respect of key inputs, such as fuel. Increases in global fuel prices can materially increase operating costs, erode operating margins and project investment returns, and potentially reduce viable reserves. Conversely, a significant and sustained decline in world oil prices may offset other costs and improve returns

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including resources companies) and, as a result of these and other activities, such directors and officers of the Company 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 issuer, the director shall disclose his interest in such contract or agreement and shall 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 conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA. To the proposed management of the Company's knowledge, as at the date hereof there are no existing or potential material conflicts of interest between the Company and a proposed director or officer of the Company except as otherwise disclosed herein.

PROMOTERS

Except as disclosed below, the Company has no promoters other than its directors and officers. See "*Directors and Officers*" for information concerning the number of Shares held by the directors and officers and their experience. No assets have been acquired or are to be acquired by the Company from the directors and officers. Other than as described in this Prospectus, no promoter of the Company has received or will receive anything of value, including money, property, contracts, options or rights of any kind from the Company in respect of acting as a promoter of the Company. Please see "*Executive Compensation*" for additional information concerning compensation paid to directors and to Named Executive Officers.

Mr. Gordon Lam is considered to be a Promoter within the meaning of the *Securities Act* (British Columbia) for his roles in substantially founding and organizing the Company. The Company has not acquired any assets from or entered into contractual relations with Mr. Lam, except for subscription agreements for Shares entered into with the Company or in relation to reimbursement of expenses. The Company has an oral arrangement with Hatch 8 Capital for the provision of the services of Gordon Lam as the Company's Chief Executive Officer following the Listing Date pursuant to which Hatch 8 Capital will receive consulting fees of $4,000 per month.

Mr. Lam has acquired 1,100,000 Shares pursuant to subscription agreements, of which 1,000,000 Shares were acquired at a price of $0.005 per Share and 100,000 Shares were acquired at a price of $0.07 per Shares, which Shares represent 7.10% of the issued and outstanding Shares as at the date of this Prospectus.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

There are no legal proceedings that the Company is or was a party to, or to its knowledge that any of its property interests is or was the subject of, and no such legal proceedings are known by the Company to be contemplated.

Regulatory Actions

There are no penalties or sanctions imposed against the Company by a court or a regulatory authority and the Company has not entered into any settlement agreements before a court or with a securities regulatory authority.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers hold Shares. See "*Directors, Officers and Promoters*", "*Options to Purchase Securities*" and *"Executive Compensation"*.

Save and except for their interest in the subscription for treasury shares and consulting arrangements as disclosed in "*Executive Compensation*", the directors, officers and principal shareholders of the Company, or any associate or affiliate of the foregoing, have had no material interest, direct or indirect, in any transactions in which the Company has participated within the three year period prior to the date of this Prospectus, or will have any material interest in any proposed transaction, which has materially affected or will material affect the Company.

Certain officers and directors of the Company are also officers and directors of other exploration companies. See "*Risk Factors – Conflicts of Interest"*

RELATIONSHIP BETWEEN THE COMPANY AND THE AGENT

The Company is not a related or connected party (as such terms are defined in National Instrument 33-105 *Underwriting Conflict*s) to the Agent.

AUDITOR, REGISTRAR AND TRANSFER AGENT

The auditor of the Company is Manning Elliott LLP, Chartered Accountants, Suite 1700-1030 West Georgia Street, Vancouver British Columbia V6E 2Y3. The registrar and transfer agent of the Shares of the Company and the Escrow Agent is Odyssey Trust Company., 323 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2.

MATERIAL CONTRACTS

The following are the material contracts of the Company or its affiliates entered into since its incorporation:

(a) Purchase Agreement dated January 1, 2024 between the Company and the Vendor;

(b) Registrar and Transfer Agency Agreement dated September 29, 2024 among the Company and the Transfer Agent;

(c) Escrow Agreement dated September 30, 2024 among the Company, the Escrow Agent and certain shareholders of the Company. See "*Escrowed Securities*".

(d) Agency Agreement dated ●, 2024 among the Company and the Agent. See "*Plan of Distribution*".

The material contracts described above are available under the Company's profile on SEDAR+ at www.sedarplus.ca and may be inspected at the offices of Armstrong Simpson, Suite 830-999 West Broadway, Vancouver, British Columbia during normal business hours during the period of the primary distribution of the Offered Shares being distributed under this prospectus and for a period of thirty days thereafter.

EXPERTS

Experts

The following persons or companies whose profession or business gives authority to a statement made by the person or company are named in the Prospectus as having prepared or certified a part of that document, report, statement or opinion described in the Prospectus:

(1) The information in this Prospectus under the headings "*Summary of Prospectus – Eligibility for Investment"* and *"Eligibility for Investment"* has been included in reliance of the opinion of S. Paul Simpson Law Corporation, counsel to the Company;

(2) The information in this Prospectus at *"Mineral Properties"* has been derived from the Technical Report, the author of which is Derrick Strickland, P. Geo.; and

(3) The audited financial statements of the Company included with this Prospectus have been subject to audit by Manning Elliott LLP, and their audit report is included therein.

Based on information provided by the relevant persons in paragraphs 1, 2 and 3 above, none of such persons or companies have received or will receive direct or indirect interests in the assets of the Company or have any beneficial ownership, direct or indirect, of securities of the Company.

Manning Elliott LLP, the Company's auditors, report that they are independent of the Company in accordance with the Professional Rules of Conduct of the Chartered Professional Accountants of British Columbia.

OTHER MATERIAL FACTS

To management's knowledge, there are no other material facts relating to the securities being distributed that are not otherwise disclosed in this prospectus, or are necessary in order for the prospectus to contain full, true and plain disclosure of all material facts relating to the Company and securities being distributed.

PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the provinces of British Columbia, Alberta and Ontario provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after the later of (i) the date that access to a prospectus and any amendment is provided in accordance with applicable securities legislation and (ii) the date that the purchaser enters into an agreement, subscription or contract to purchase the security. In several of the provinces, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages where the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, or revisions of the price or damages, are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. A purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

LIST OF EXEMPTIONS

The Company has not applied for or received any exemption from National Instrument 41-101, "General Prospectus Requirements", regarding this Prospectus or the distribution of its securities under this Prospectus.

LEGAL MATTERS

Certain legal matters in connection with this Offering will be passed upon by S. Paul Simpson Law Corporation, on behalf of the Company, and by Miller Thomson LLP, on behalf of the Agent. As at the date hereof, the partners and associates of S. Paul Simpson Law Corporation, as a group, and the partners and associates of Miller Thomson LLP, as a group, each beneficially own, directly or indirectly, less than one percent of the outstanding Shares of the Company.

FINANCIAL STATEMENTS

Attached to and forming a part of this Prospectus are:

(a) the audited financial statements of the Company for the period from incorporation on December 15, 2023 until June 30, 2024, attached as Schedule “A”; and

(b) management’s discussion and analysis of the Company for the period from incorporation on December 15, 2023 until June 30, 2024, attached as Schedule “B”.

SIGNIFICANT ACQUISITIONS

The Company has not completed any significant acquisitions since incorporation.

SCHEDULE “A” –FINANCIAL STATEMENTS OF THE COMPANY

Audited Financial Statements for the period from incorporation on December 15, 2023 to June 30, 2024

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ADONIS MINERALS CORP.

Financial Statements
(Expressed in Canadian Dollars)

For the Period from Incorporation on December 15, 2023 to June 30, 2024

manning elliott

17th floor, 1030 West Georgia St., Vancouver, BC, Canada V6E 2Y3

Tel: 604. 714. 3600 **Fax:** 604. 714. 3669 **Web:** manningelliott.com

INDEPENDENT AUDITORS' REPORT

To the Shareholders and Directors of Adonis Minerals Corp.

Opinion

We have audited the financial statements of Adonis Minerals Corp. (the "Company") which comprise:

- the statement of financial position as at June 30, 2024;
- the statement of operations and comprehensive loss for the period from incorporation on December 15, 2023 to June 30, 2024;
- the statement of changes in equity for the period from incorporation on December 15, 2023 to June 30, 2024;
- the statement of cash flows for the period from incorporation on December 15, 2023 to June 30, 2024; and
- the notes to the financial statements, including material accounting policy information and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2024, and its financial performance and its cash flows for the period from incorporation on December 15, 2023 to June 30, 2024 in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Emphasis of Matter - Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the accompanying financial statements, which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the Company's Management Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, British Columbia
November ●, 2024

ADONIS MINERALS CORP.

Statement of Financial Position
(Expressed in Canadian dollars)
As at June 30, 2024

		June 30, 2024
Assets		
Current Assets		
Cash and cash equivalents	$	298,623
Other receivable (note 4)		875
Prepaid expenses (note 5)		5,000
		304,498
Non-current Assets		
Exploration asset (note 6)		25,000
	$	329,498
Liabilities and Shareholders' Equity		
Current Liabilities		
Accounts payable and accrued liabilities	$	20,000
Other liability (note 6)		7,500
		27,500
Non-current Liabilities		
Other liability (note 6)		12,500
		40,000
Equity		
Share capital (notes 8 and 9)		520,000
Accumulated deficit		(230,502)
		289,498
	$	329,498

Going Concern (note 1)
Subsequent Events (note 12)

Approved on behalf of the Board:

"Gordon Lam" Director
Gordon Lam

"Alan Tam" Director
Alan Tam

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

ADONIS MINERALS CORP.

Statements of Operations and Comprehensive Loss
(Expressed in Canadian dollars)
For the Period from Incorporation on December 15, 2023 to June 30, 2024

		Period from Incorporation to June 30, 2024
Expenses:		
Consulting	$	30,524
Exploration and evaluation (note 6)		155,245
General and administration		1,575
Management fee (note 9)		24,000
Professional fees		20,000
Loss before other income(expense)		(231,344)
Other Income(expense)		842
Net loss and comprehensive loss for the year	$	(230,502)
Net loss per share, basic and diluted (note 8)	$	(0.02)
Weighted average number of common shares outstanding:		
Basic and diluted		9,535,355

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

ADONIS MINERALS CORP.

Statements of Changes in Equity
(Expressed in Canadian dollars)
For the Period from Incorporation on December 15, 2023 to June 30, 2024

	Number of shares	Share capital	Accumulated deficit	Equity
Balance December 15, 2023 (date of incorporation)	-	$ -	$ -	$ -
Share issued on incorporation	1	-	-	-
Issuance of common shares for cash (note 8 and 9)	15,500,000	520,000	-	520,000
Loss for the period	-	-	(230,502)	(230,502)
Balance June 30, 2024	15,500,001	$ 520,000	$ (230,502)	$ 289,498

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

ADONIS MINERALS CORP.

Statement of Cash Flows
(Expressed in Canadian dollars)
For the Period from Incorporation on December 15, 2023 to June 30, 2024

		Period from Incorporation to June 30, 2024
Cash and cash equivalents (used) provided by:		
Operations:		
Loss for the period	$	(230,502)
Changes in non-cash operating working capital:		
Prepaid expenses		(5,000)
Other receivable		(875)
Accounts payable and accrued liabilities		20,000
Cash and cash equivalents used in operating activities		(216,377)
Financing:		
Issuance of common shares		520,000
Cash and cash equivalents provided by financing activities		520,000
Investing:		
Acquisition of exploration asset		(5,000)
Cash and cash equivalents used in investing activities		(5,000)
Increase in cash		298,623
Cash and cash equivalents beginning of period		-
Cash and cash equivalents end of period	$	298,623

The Accompanying notes forms an integral part of these financial statements.

1. Nature of Business and Going Concern:

Adonis Minerals Corp. (“Adonis” or “Company”) was incorporated on December 15, 2023 under the *Business Corporations Act* (British Columbia). The Company’s registered office is located at #830-999 West Broadway, Vancouver, British Columbia, V57 1K5.

The Company is engaged in the acquisition, exploration and evaluation of mineral properties and has not yet determined whether any of its properties contain economically recoverable reserves. To date, the Company has not earned any operating revenue and is in the exploration and evaluation stage. The mining exploration business involves a high degree of risk. The recoverability of the amounts expended on mineral interests by the Company is dependent upon the existence of economically viable reserves, the ability of the Company to obtain necessary financing to complete the exploration and development of its mineral properties and upon future profitable production or proceeds from disposition of its mineral interest.

The Company’s financial statements have been prepared on the basis of accounting principles applicable to a going concern, which presumes that the Company will realize its assets and discharge its liabilities in the normal course of business for at least the next twelve months. Management recognizes that the Company will need to obtain additional financial resources in order to meet its planned business objectives. The Company has not generated cash flows from operations and has an accumulated deficit of $230,502 as at June 30, 2024. The Company’s ability to continue as a going concern and to realize the carrying value of its assets and discharge its liabilities when due is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. There are no assurances that the Company will be able to obtain additional financial resources and/or achieve positive cash flows or profitability. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern.

These financial statements do not give effect to any adjustments that would be necessary should the Company be unable to continue as a going concern, and therefore, be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements.

2. Basis of preparation:

(a) Statement of compliance:

The financial statements, including comparatives, have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS"). These financial statements were approved and authorized for issue by the Board of Directors on November ●, 2024.

(b) Basis of measurement:

These financial statements have been prepared on the historical cost basis, except for certain financial instruments, which are recorded at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for the cash flow information.

(c) Functional and presentation currency:

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

(d) Use of estimates and judgments:

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses.

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 judgments made by management in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements include the application of the going concern assumption.

3. Material accounting policies:

(a) Cash and cash equivalents:

Cash includes cash on hand and balances with banks, consisting primarily of operating bank accounts and cashable GICs which are readily convertible to a known amount of cash and subject to an insignificant risk of change in value.

(b) Exploration assets:

All expenditures related to the acquisition of mineral properties are capitalized on a property-by-property basis, net of recoveries which are recorded when receivable, until these mineral properties are placed into commercial production, sold, or abandoned. If commercial production is achieved from a mineral property, the related mineral properties are tested for impairment and reclassified to mineral property in production. If a mineral property is sold or abandoned, the related capitalized costs will be expensed to profit or loss in that period.

All expenditures related to the exploration and evaluation of mineral properties, net of recoveries which are recorded when receivable, are expensed in the period in which they are incurred.

3. Material accounting policies (continued):

(b) Exploration and evaluation assets (continued):

The Company assess exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

Although the Company has taken steps to verify title to the properties on which it is conducting its exploration activities, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, social licensing requirements, unregistered prior agreements, unregistered claims and non-compliance with regulatory and environmental requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and restrictions, and political uncertainty.

(c) Financial instruments:

The Company follows all of the requirements of IFRS 9 Financial Instruments.

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by instrument basis) to designate them as FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

The following table shows the classification of financial instruments under IFRS 9:

	IFRS 9
Cash	FVTPL
Accounts payables	amortized cost

3. Material accounting policies (continued):

(ii) Measurement (continued)

Financial assets at FVTOCI

Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit and loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in profit and loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive income (loss).

(iii) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the credit risk on financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in profit and loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in profit and loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

3. Material accounting policies (continued):

(iv) Derecognition (continued)

Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid or payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit and loss.

(d) Loss per share:

Basic loss per share is calculated using the weighted average number of shares outstanding during the year. 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 loss per share is recognized based on the use of proceeds that could be obtained upon exercise of such options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the period. This calculation generally produces an anti-dilutive effect for loss years.

(e) Income taxes:

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in earnings except to the extent that they relate to a business combination, or to items recognized directly in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable earnings on the acquisition date.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different taxable entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3. Material accounting policies (continued):

(f) Share-based payment transactions:

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined that the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The corresponding amount is recorded to the share-based payment reserve. The fair value of options is determined using the Black-Scholes Option Pricing Model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

The Company did not have any share-based payment transactions.

(g) Flow-through shares:

The Company may, from time to time, issue flow-through shares to finance a portion of its Canadian exploration programs. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On the issuance of a flow-through share, gross proceeds are allocated between the equity (share) and liability (Deferred flow-through liability) components on the issue date to the extent that a premium exists. The equity portion is measured at the estimated fair value and the residual is allocated as a liability.

When the expenditures are renounced, the Company reduces the deferred flow-through liability and records a recovery on settlement of flow-through liability as other income. Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a maximum two calendar year period.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense.

Flow-through shares require the Company to spend an amount equivalent to the proceeds of the issued flow-through shares on Canadian qualifying exploration expenditures. The Company may be required to indemnify the holders of such shares for any tax and other costs payable by them in the event the Company has not made the required exploration expenditures.

(h) Warrants issued in equity financing transactions

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate resource properties. These equity financing transactions may involve issuance of common shares or units. A unit comprises a certain number of common shares and a certain number of share purchase warrants. Depending on the terms and conditions of each financing agreement, the warrants are exercisable into additional common shares prior to expiry at a price stipulated by the agreement. Warrants that

(Expressed in Canadian dollars)

3. Material accounting policies (continued):

are part of units are assigned value based on the residual value method and included in the share warrant reserve. Warrants that are issued as payment for an agency fee or other transactions costs are accounted for as share-based payments. Warrant modifications are not re-measured and adjusted within equity.

(i) Recent accounting pronouncements

New accounting standards issued but not yet effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning on or after July 1, 2024, or later periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below. The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company does not anticipate any material changes to the consolidated financial statements upon adoption of these new revised accounting pronouncements.

IFRS 18 Presentation and Disclosure in Financial Statements was issued by the IASB in April 2024, with mandatory application of the standard in annual reporting periods beginning on or after January 1, 2027. Management is currently assessing the impact of IFRS 18 on the consolidated financial statements. No standards have been early adopted in the current period.

There are no other IFRS or IFRIC Interpretations that are not yet effective that would be expected to have a material impact on the Company.

4. Other receivables

The amount in receivables is comprised of GST input tax credit receivable.

5. Prepaid expenses

The amount is comprised of a retainer paid to a law firm.

6. Exploration and evaluation asset

Exploration asset

		Horne Property
Balance, incorporation December 15, 2023	$	-
Acquisition costs (Horne)		25,000
Balance, June 30, 2024	$	25,000

The Horne Project (the "Property") consists of five mineral claims totalling 1,748 hectares situated about 8 kilometers east of the town of Port Alberni on Vancouver Island, British Columbia.

(Expressed in Canadian dollars)

6. Exploration and evaluation asset (continued)

On January 1, 2024, the Company entered into a Purchase Agreement for the Property.

The Purchase Agreement has the following terms:

Date	Cash
On the Effective Date (Paid)	$5,000
On listing of the Company's shares on a Canadian stock exchange	$7,500
Within 18 months of the Effective date	$12,500
Total	**$25,000**

As per the Purchase Agreement 100% interest in the Property was transferred to the Company upon payment of $5,000 and the remaining $20,000 is payable pursuant to the terms of the Purchase agreement as at June 30, 2024. Accordingly, the Company has recorded $20,000 as other liability.

Exploration and evaluation expenditures

Exploration and evaluation expenditures for the period from incorporation to June 30, 2024 were:

	Horne **$** **2024**
Assaying	76,205
Consulting	6,985
Geologists	63,100
Surveying and staking	8,955
	155,245

7. Financial instruments:

(a) Fair values:

The Company has financial instrument which is comprised of cash and accounts payable. The carrying amounts of the Company's financial instruments approximate their fair value due to their nature.

(b) Financial risk management:

The following provides disclosures relating to the nature and extent of the Company's exposure to risks arising from financial instruments, including credit risk, liquidity risk, foreign currency risk and interest rate risk, and how the Company manages those risks.

(*i*) Credit risk:

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

7. Financial instruments (continued):

The Company's credit risk is attributable to cash. The Company manages such risk by holding cash as operating bank accounts with Canadian chartered banks with minimum DBRS ratings of AA (S&P AA-).

(*ii*) Liquidity risk:

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's primary source of liquidity is its cash reserves. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to develop profitable operations in the future. The Company has generated operating losses since inception. As disclosed in Note 1, there can be no assurance these efforts will be successful in the future. All the Company's financial liabilities are subject to normal trade terms. Liquidity risk is assessed high.

(*iii*) Currency risk:

Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Company does not have any significant transaction in foreign currencies and therefore is not exposed to significant currency risk.

(iv) Interest rate risk:

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company is not exposed to significant interest rate risk.

8. Share capital:

(a) Authorized share capital:

Unlimited voting, participating common shares, with no par value.

(b) Issued share capital:

On incorporation, the Company issued one common share for a nominal amount.

On December 18, 2023, the Company issued 1,000,000 common shares as seed capital, at a price of $0.005 per common share, for gross proceeds of $5,000. Please also see note 9.

On December 29, 2023, the Company issued 5,000,000 flow-through common shares in a non-brokered private placement, at a price of $0.02 per common share, for gross proceeds of $100,000.

On January 31, 2024, the Company issued 5,000,000 common shares in a non-brokered private placement, at a price of $0.02 per common share for gross proceeds of $100,000.

On June 26, 2024, the Company issued 4,500,000 common shares in a non-brokered private placement, at a price of $0.07 per common share, for gross proceeds of $315,000. Please also see note 9.

(Expressed in Canadian dollars)

8. Share capital (continued)::

(c) Earnings per share computation:

The following table sets forth the computation of loss per common share:

	Period from Incorporation to June 30, 2024
Loss for the period	$ (230,502)
Weighted average, common shares outstanding	9,535,355
Loss per share, basic and diluted	$ (0.02)

9. Related party transactions and balances:

The Company's Key management personnel include officers and directors of the Company. Related party transactions are in the normal course of operations and have been measured in these financial statements at their exchange amounts, which is the amount of consideration established and agreed to by the related parties.

(a) Balances with related parties:

There were no amounts due to or from related parties as at June 30, 2024.

(b) Key management compensation during the period consisted of the following incurred to a management consulting company controlled by the CEO:

	Period from Incorporation to June 30, 2024
Management fees	24,000

On December 18, 2023, a total of 1,000,000 common shares issued by the Company in the non-brokered private placement were issued to the CEO for gross proceeds of $5,000.

On June 26, 2024, of the total 4,500,000 common shares issued by the Company in the non-brokered private placement, 100,000 common shares were issued to each of the CEO, the CFO and a director for total gross proceeds of $21,000.

(Expressed in Canadian dollars)

10. Capital management:

Since inception, the Company's objective in managing capital is to ensure sufficient liquidity to finance its exploration activities and general and administrative expenses. The Company is not exposed to external requirements by regulatory agencies or third parties regarding its capital.

During the year, the Company received additional capital through equity financing. To maintain or adjust the capital structure, the Company may attempt to issue new shares or issue new debt. The Company's capital resources are determined by the status of the Company's projects and its ability to compete for investor support.

11. Income Tax

In assessing deferred income tax assets, management considers whether it is probable that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the years in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment and concluding the deferred tax assets were not realized

The following table reconciles the amount income tax recoverable on application of the combined statutory Canadian federal and provincial income tax rates :

	Period from Incorporation to June 30, 2024
Loss for the period	$ (230,502)
Canadian statutory income tax rate	27%
Expected income tax (recovery)	$ (62,200)
Permanent difference and other	27,000
Change in unrecognized deductible temporary differences	35,200
Total income tax expense (recovery)	$ -

The significant components of the Company's deferred tax assets and liabilities are as follows:

	2024
Non-capital losses carried forward	$ 20,300
Exploration and evaluation assets	14,900
Deferred tax assets	35,200
Deferred tax assets not recognized	(35,200)
Net deferred tax assets	$ -

The Company has approximately $75,300 of non-capital losses for tax purposes which may be used to reduce income taxes of future years and will expire from 2044.

Tax attributes are subject to review, and potential adjustment, by tax authorities.

12. Subsequent events

On September 12th, 2024, the Company signed an engagement letter with Canaccord Genuity Corp. (the "Agent") to issue up to 3,000,000 common shares by way of an initial public offering at a price of $0.10 per common share. Cash commission is to be paid to the Agent at 10% of the aggregate gross proceeds, Agent's warrants are to be issued is to be paid equal to 10% of the number of shares sold at an exercise price of $0.10, and a corporate finance fee of $35,000 of which $25,000 is to be paid in cash and $10,000 paid by the issuance of 100,000 common shares of the Company at a deemed price of $0.10 per common share.

SCHEDULE "B"

Management's discussion and analysis of the Company for the period from incorporation on December 15, 2023 to June 30, 2024

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ADONIS MINERALS CORP.

Management Discussion and Analysis

For the Period of Incorporation December 15, 2023 to June 30, 2024

Management's Discussion and Analysis

The following discussion and analysis, prepared by management (the "**MD&A**"), reviews Adonis Minerals Corp.'s (the "Company") financial condition and results of operations based on information that is currently available. This discussion contains forward-looking statements that involve certain risks and uncertainties. See also "*Forward-Looking Statements"* and *"Risk Factors"*.

Cautionary Note Regarding Forward Looking Statements

Certain statements contained in the foregoing MD&A constitute forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth below.

Date of Report

This MD&A is dated November 13, 2024.

Overview

The following information should be read in conjunction with the Company's audited financial statements for the period from incorporation on December 15, 2023 to June 30, 2024, together with the notes thereto, prepared by management in accordance with International Financial Reporting Standards and expressed in Canadian Dollars.

This MD&A has been prepared by management and reviewed by the audit committee of the board. For the purposes of preparing this MD&A, management, in conjunction with the Board, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the common shares ("**Shares**"); or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting currency of the Company, unless specifically noted.

Description of Business

The Company was incorporated on December 15, 2023 pursuant to the provisions of the BCBCA. The Company is a minerals exploration company involved in the exploration and development of mineral properties including the initial Horne Property. At present none of the Company's mineral properties are at commercial development or production stage.

Selected Annual Information

The following discussion of the Company's financial performance is based on the audited financial statements for the period from December 15, 2023 (incorporation) to June 30, 2024 which was prepared in accordance with IFRS.

	Period from December 15, 2023 (incorporation) to June 30, 2024 (audited)
Revenue	$ Nil
Loss (per share and fully diluted)	(230,502)
Working capital	276,998
Total assets	329,498
Total liabilities	27,500
Share capital	520,000
Deficit	(230,502)

Overall Performance

Highlights of the Company's activities for the period of incorporation to June 30, 2024:

- On December 18, 2023, the Company completed a private placement of 1,000,000 common shares issued at $0.005 per Share for aggregate gross proceeds of $5,000.

- On December 29, 2023, the Company completed a private placement of 5,000,000 flow through common shares issued at $0.02 per Share for aggregate gross proceeds of $100,000.

- On January 1, 2024, the Company entered into a Purchase Agreement forming the Horne Project totalling 1,748.33 hectares.

- From January 19, 2024 to February 13, 2024, the Company conducted an exploration program on the Horne Property that consisted of the collection of 903 soil samples from two grids, the collection of property wide 13 silt samples, 49 rock samples and three rock samples for petrographic analysis.

- On January 31, 2024, the Company completed a private placement of 5,000,000 common shares at a price of $0.02 per Share for aggregate gross proceeds of $100,000.

- On June 25, 2024, the Company completed a private placement of 4,500,000 common shares at a price of $0.07 per common share for aggregate gross proceeds of $315,000.

Financial Performance

The statements of financial position as of June 30, 2024 indicated total current assets of $329,498 represented primarily cash $298,623 along with GST receivables of $875 and legal prepaid of $5,000.

As at June 30, 2024, the Company had working capital of $276,998. Management's short-term plans are to fund the Company's day-to-day operations through equity or potentially, to a minor extent, debt financing.

Shareholders' equity was comprised of share capital of $520,000 and an accumulated deficit of $230,502 for a net equity of $289,498.

The Company is an exploration stage company and engages principally in the acquisition, exploration and development of mineral properties. The Company capitalizes, on a property-by-property basis, all acquisition costs until the property to which those costs are related is placed into production, sold, or abandoned. The decision to capitalize any exploration is based in economic viability and the available resources to develop the property. The decision to abandon a property is largely determined based on exploration results and management's judgment as to whether the property may be used in a potential transaction with another exploration or mining company.

None of the Company's properties are in production or determined to be economically feasible. Therefore, mineral exploration expenditures are expensed and losses are incurred as a result of general exploration and administrative expenses relating to the operation of the Company's business. Consequently, the Company's net income is not a meaningful measure of its performance or potential.

The key performance drivers for the Company include securing the best geological expertise it can, and acquiring and developing high potential prospective mineral properties. By hiring highly qualified staff and acquiring and exploring projects of superior technical merit, the Company increases its chances of finding and developing an economic deposit.

At this time, the Company is not anticipating profit from operations. Until such time as the Company is able to realize profits from the production and marketing of commodities from its mineral interests, the Company will report an annual deficit and will rely on its ability to obtain equity/or debt financing to fund on-going operations. For information concerning the properties of the Company, please see "*Mineral Properties*".

Additional financing will be required for new exploration and promotional initiatives. Due to the inherent nature of the junior mineral exploration industry, the Company will have a continuous need to secure additional funds through the issuance of equity or debt in order to support its corporate and exploration activities, as well as its share of obligations relating to mineral properties.

Results of Operations For The Period Ended June 30, 2024

Net Loss

During the period ended June 30, 2024, the Company reported a net loss of $230,502 ($0.02 basic and diluted loss per share). The largest items that contributed to the Company's net loss were exploration and evaluation costs, consulting fees, management fees and professional fees.

There was no comparable prior period as the Company was incorporated on December 15, 2023.

Revenue

During the period, the Company did not earn any revenue.

Operating Expenses

During the period ending June 30, 2024, the Company recorded operating expenses of $231,344. The largest factors contributing to operating expenses were exploration and evaluation costs, consulting fees, management fees and professional fees.

As the Company's current operations do not generate revenues, the Company will continue relying on equity and debt financing in order to meet its ongoing day-to-day operating requirements. There can be no assurance that financing, whether debt or equity, will be available to the Company in the amount required at any particular time, or, if available, that it can be obtained on terms satisfactory to the Company.

Summary of Quarterly Results

See "*Selected Financial Information*" above and accompanying financial statements. The Company is not a reporting issuer and has not been required to and has not prepared prior quarterly statements.

Mineral Property

The Company's sole mineral project is the Horne Property, located about eight kilometers east of the town of Port Alberni in British Columbia.

The Horne Project

A technical report prepared in accordance with the form requirements of NI 43-101 on the Horne Project dated April 11, 2024 has been prepared for the Company by Derrick Strickland, P. Geo. (1000315).

The technical report reviews the Horne Project's geology and mineralization and recommends an initial exploration program. The author of the Horne Project Report is an independent Qualified Person as defined by NI 43-101.

A complete copy of the Horne Project Technical Report is available for review, in colour, on SEDAR+ at: www.sedarplus.ca

Liquidity and Capital Resources

The Company is an exploration stage company and therefore has no regular cash inflows. The Company's mineral properties are located in British Columbia. The investment in these properties, which are categorized as capitalized mineral property costs, together with cash, represent the bulk of the Company's asset base. 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

As at June 30, 2024, the Company had $298,623 in cash, with working capital of $276,998. The Company's share capital was $520,000 representing 15,500,001 common shares issued. The Company had accumulated a deficit of $230,502.

There was no comparable prior period as the Company was incorporated on December 15, 2023.

Dividends

The Company has neither declared nor paid any dividends on any of its share capital. The Company intends to retain its earnings, if any, to finance growth and expand its operations and does not anticipate paying any dividends on its shares in the foreseeable future. The payment of dividends on the Shares in the future is unlikely and will depend on the earnings and financial conditions of the Company and such other factors as the Board may consider appropriate. There are no restrictions on the Company paying dividends or distributions, except those set out in the BCBCA.

Off Balance Sheet Arrangements

To the best of management's knowledge, there are no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company.

Related Party Transactions

The Company's key management personnel include officers and directors of the Company. Related party transactions are in the normal course of operations and have been measured in these financial statements at their exchange amounts, which is the amount of consideration established and agreed to by the related parties.

(a) Balances with related parties:

    There were no amounts due to or from related parties as at June 30, 2024

(b) Key management compensation during the period consisted solely of management fees incurred to management consulting companies controlled by the CEO as follows:

	Period from incorporation to June 30, 2024
Management fees	24,000

On December 18, 2023, a total of 1,000,000 shares issued by the Company in the non-brokered private placement were issued to the CEO for gross proceeds of $5,000.

On June 25, 2024, of the total 4,500,000 common shares issued by the Company in the non-brokered private placement, 100,000 common shares were issued to each of the CEO, the CFO and a director for total gross proceeds of $21,000.

Significant Accounting Policies and Critical Accounting Estimates

All significant accounting policies and critical accounting estimates are fully disclosed in Note 3 of the audited financial statements for the period from December 15, 2023 (inception) to June 30, 2024.

Outstanding Share Data

As of the date of this MD&A, the Company had the following securities issued and outstanding:

Type	Amount	Exercise Price	Expiry Date
Common shares[1]	15,500,000	n/a	Issued and outstanding
	15,500,000		Total shares outstanding (fully diluted)

(1) Authorized: Unlimited common shares without par value.

Accounting Standards and Interpretations

Certain new accounting standards and interpretations have been published and are fully disclosed in Note 3 of the audited consolidated financial statements for the period from December 15, 2023 (inception) to June 30, 2024. Management is assessing the impact of these new standards on the Company's accounting policies and financial statement presentation.

Additional Disclosure for Venture Issuers without Significant Revenue

The following table sets forth certain financial information for the Company, which has been derived from the Company's financial statements as contained in this MD&A. This summary should be read in conjunction with the Company's financial statements, including the notes thereto, included elsewhere in this MD&A.

The following table details the Company's expenditures for the period from incorporation December 15, 2023 to June 30, 2024 in respect of the Horne Project, which is the Company's sole mineral property:

Capitalized Acquisition and Exploration Costs Expensed on the Horne Project		**December 15, 2023 to June 30, 2024**
Acquisition Costs		$25,000
Exploration and evaluation (expensed)		$155,245
Total		**$190,245**

Risk Factors

The risk and uncertainties below are not the only risks and uncertainties facing the Company. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair the business, operations and future prospects of the Company and cause the price of the Shares to decline. If any of the following risks actually occur, the business of the Company may be harmed and its financial condition and results of operations may suffer significantly.

Additional Financing

The exploration and development of the Horne Project will require substantial additional capital. When such additional capital is required, the Company will need to pursue various financing transactions or arrangements, including joint venturing of projects, debt financing, equity financing or other means. Additional financing may not be available when needed or, if available, the terms of such financing might not be favourable to the Company and might involve substantial dilution to existing shareholders. The Company may not be successful in locating suitable financing transactions in the time period required or at all. A failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition and results of operations. Any future issuance of securities to raise required capital will likely be dilutive to existing shareholders. In addition, debt and other debt financing may involve a pledge of assets and may be senior to interests of equity holders. The Company may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. The ability to obtain needed financing may be impaired by such factors as the capital markets (both generally and in the gold and copper industries in particular), the Company's status as a new enterprise with a limited history, the price of commodities and/or the loss of key management personnel. Further, if the price of gold, copper and other metals on the commodities markets decreases, then potential revenues from the Horne Project and any other project will likely decrease and such decreased revenues may increase the requirements for capital. Failure to obtain sufficient financing will result in a delay or indefinite postponement of development. The Company will require additional financing to fund its operations until positive cash flow is achieved.

Volatility of Stock Markets

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies has experienced substantial volatility in the past. This volatility may affect the ability of holders of Shares to sell their securities at an advantageous price. Market price fluctuations in the Shares may be due to the Company's operating results failing to meet expectations of securities analysts or investors in any period, downward revision in securities analysts' estimates, adverse changes in general market conditions or economic trends, acquisitions, dispositions or other material public announcements by the Company or its competitors, along with a variety of additional factors. These broad market fluctuations may adversely affect the market price of the Shares.

Financial markets have historically at times experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Shares may decline even if the Company's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the trading price of the Shares may be materially adversely affected.

Risk Factors Related to Dilution

The Company may issue additional securities in the future, which may dilute a shareholder's holdings in the Company. The Company's articles permit the issuance of an unlimited number of Shares. The Company's shareholders do not have pre-emptive rights in connection with any future issuances of securities by the Company. The directors of the Company have discretion to determine the price and the terms of further issuances. Moreover, additional Shares will be issued by the Company on the exercise of options under the Stock Option Plan and upon the exercise of outstanding warrants.

It is likely that the Company will enter into more agreements to issue Shares and warrants and options to purchase Shares. The impact of the issuance of a significant amount of Shares from these warrant and option exercises could place downward pressure on the market price of the Shares.

Ability of Company to Continue as a Going Concern

The Company is in the exploration stage and is currently seeking additional capital to develop its exploration properties. The Company's ability to continue as a going concern is dependent upon its ability in the future to achieve profitable operations and, in the meantime, to obtain the necessary financing to meet its obligations and repay its liabilities when they become due. External financing, predominantly by the issuance of equity and debt, will be sought to finance the operations of the Company; however, there can be no certainty that such funds will be available at terms acceptable to the Company. These conditions indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

Negative Cash Flow from Operations

The Company had negative cash flows from operating activities and expects to continue to have negative cash flows. The Company currently has no source of operating cash flow and is expected to continue to do so for the foreseeable future. The Company's failure to achieve profitability and positive operating cash flows could have a material adverse effect on its financial condition and results of operations.

Mineral exploration is speculative and uncertain and involves a high degree of risk

The exploration for, and development of, mineral deposits involve a high degree of risk, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines. Resource exploration and development is a speculative business, characterized by a number of significant risks, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits, but also from finding mineral deposits that, although present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors that are beyond the control of the Company and that cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return on investment capital.

All of the properties in which the Company has an interest are without any mineral reserves. Whether a mineral deposit will be commercially viable depends on a number of factors, which include, without limitation, the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices, which fluctuate widely, and government regulations, including, without limitation, regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The combination of these factors may result in the Company expending significant resources (financial and otherwise) on a property without receiving a return. There is no certainty that expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries of an economically viable mineral deposit.

The Company's operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

The long-term commercial success of the Company depends on its ability to explore, develop and commercially produce minerals from its properties and to locate and acquire additional properties worthy of exploration and development for minerals. No assurance can be given that the Company will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Company may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participation uneconomic.

Dependence on the Horne Project

The Company will be an exploration stage company and as such does not anticipate receiving revenue from its mineral properties for some time. The Company will be solely focused on the exploration and development of the Horne Project, which does not have any identified mineral resources or reserves. Unless the Company acquires additional property interests, any adverse developments affecting the Property could have a material adverse effect upon the Company and would materially and adversely affect any profitability, financial performance and results of operations of the Company.

Mineral exploration and development involve a high degree of risk and few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development programs at the Horne Project will result in the definition of bodies of commercial mineralization. There is also no assurance that even if commercial quantities of mineralization are discovered that Horne Project will be brought into commercial production. Failure to do so will have a material adverse impact on the Company's operations and potential future profitability. The discovery of bodies of commercial mineralization is dependent upon a number of factors, not the least of which is the technical skill of the exploration personnel involved. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which are the particular attributes of the deposit (such as size, grade and proximity to infrastructure), metal prices and government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Most of the above factors are beyond the Company's control.

Title to Mineral Properties

While the Company has performed its own due diligence with respect to the validity of the mineral claims comprising the Horne Project, this should not be construed as a guarantee of title. There is no assurance that applicable governmental bodies will not revoke or significantly alter the conditions of the applicable claims that are included in the Horne Project or that such claims will not be challenged or impugned by third parties.

The Horne Project may be subject to prior unregistered agreements of transfer or indigenous land claims, and title may be affected by undetected defects. Until any such competing interests have been determined, there can be no assurance as to the validity of title of the Horne Project and any other mining or property interests derived from or in replacement or conversion of or in connection with the claims comprising the Horne Project or the size of the area to which such claims and interests pertain.

Uncertainties about the resolution of aboriginal rights in British Columbia may affect the Company.

On June 26, 2014, the Supreme Court of Canada (the "**SCC**") released a decision in *Tsilhqot'in Nation v. British Columbia* (the "**William Decision**"), pursuant to which the SCC upheld the First Nations' claim to Aboriginal title and rights over a large area of land in central British Columbia, including rights to decide how the land will be used, occupancy and economic benefits. The court ruling held that while the provincial government had the constitutional authority to regulate certain activity on aboriginal title lands, it had not adequately consulted with the Tsilhqot'in. The SCC also held that provincial laws of general application apply to land held under Aboriginal title if the laws are not unreasonable, impose no undue hardship, and do not deny the Aboriginal tile holders their preferred means of exercising their rights. The Company currently does not hold any properties in the area involved in the William Decision. The Company will continue to manage its operations within the existing legal framework while paying close attention to the direction provided by the Province of British Columbia and First Nations regarding the application of this ruling. Therefore, risks and uncertainties remain consistent with those referenced herein.

Community Groups

There is an ongoing level of public concern relating to the effects of mining on the natural landscape, on communities and on the environment. Certain non-governmental organizations, public interest groups and reporting organizations ("**NGOs**") who oppose resource development can be vocal critics of the mining industry. Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of the Company or its relationships with the communities in which it operates, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Infrastructure

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

Mineral Resources and Reserves

There is no NI 43-101 compliant mineral resource or mineral reserve on the Horne Project. There can be no assurances that an NI 43-101 compliant resource or reserve will ever be estimated on the Horne Project

Because the Company has not defined or delineated any proven or probable reserves on any of its properties, any future mineralization estimates for the Company's properties may require adjustments or downward revisions based upon further exploration or development work or actual production experience. In addition, the grade of ore ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

Fluctuating Price of Metals

Future production, if any, from the Company's mineral properties will be dependent upon the prices of gold, copper and other metals being adequate to make these properties economic. Materially adverse fluctuations in the price of such minerals and metals may adversely affect the Company's financial performance and results of operations. Commodity prices fluctuate on a daily basis and are affected by numerous factors beyond the control of the Issuer, including levels of supply and demand, industrial development levels, inflation and the level of interest rates, the strength of the U.S. dollar and geopolitical events in significant mineral producing countries. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments.

All commodities, by their nature, are subject to wide price fluctuations and future material price declines will result in a decrease in the value of the commodity held, and/or revenue or, in the case of severe declines that cause a suspension or termination of production by relevant operators, a complete cessation of revenue from streams, royalties or interests in mineral properties applicable to the relevant commodities. There is no assurance that, even if commercial quantities of copper are produced, a profitable market will exist for them.

Competitive Risks

The mineral resource industry is competitive in all of its phases. The Company competes with other companies, some of which have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. The Company competes with other exploration and mining companies for the acquisition of leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel. There can be no assurance that the Company can compete effectively with these companies.

Government and Regulatory Risks

The Company's subject to various laws governing exploration, taxes, labour standards and occupational health, safety, toxic substances, land use, water use, land claims of local people and other matters. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner, which could limit or curtail the Company's activities.

Amendments to current laws, regulations and permits governing activities of exploration and mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in expenses or require abandonment or delays in activities.

Failure to comply with any applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing activities to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Environmental Risks

All phases of the Company's operations with respect to the Horne Project will be subject to environmental regulation in Canada. Changes in environmental regulation, if any, may adversely impact the Company's operations and future potential profitability. In addition, environmental hazards may exist on the Horne Project which are currently unknown. The Company may be liable for losses associated with such hazards, or may be forced to undertake extensive remedial cleanup action or to pay for governmental remedial cleanup actions, even in cases where such hazards have been caused by previous or existing owners or operators of the properties, or by the past or present owners of adjacent properties or by natural conditions. The costs of such cleanup actions may have a material adverse impact on the Company's operations and future potential profitability.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

The Company may be subject to reclamation requirements designed to minimize long-term effects of mining exploitation and exploration disturbance by requiring the operating company to control possible deleterious effluents and to re-establish to some degree pre-disturbance land forms and vegetation. Any significant environmental issues that may arise, however, could lead to increased reclamation expenditures and could have a material adverse impact on the Company's financial resources.

License and Permits

In the ordinary course of business, the Company will be required to obtain and renew governmental licenses or permits for exploration, development, construction and commencement of mining at the Horne Project. The Company may not be able to obtain or renew licenses or permits that are necessary to its operations. Any unexpected delays or costs associated with the licensing or permitting process could delay the development or impede the operation of a mine, which could adversely impact the Company's operations and profitability.

Uninsured risks

The business of the Company is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions and floods. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to properties of the Company or others, delays in mining, monetary losses and possible legal liability.

Although the Company maintains insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations and insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Limited Operating History and Lack of Profits

The Company is an early-stage exploration company with a limited operating history. The likelihood of success of the Company's business plan must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with developing and expanding early-stage businesses and the regulatory and competitive environment in which the Company operates.

The Company has no history of earnings and has not commenced commercial production on any of its properties. The Company has experienced losses from operations and expects to continue to incur losses for the foreseeable future. There can be no assurance that the Company will be profitable in the future. The Company's operating expenses and capital expenditures are likely to increase in future years as needed consultants, personnel and equipment associated with advancing exploration, and, if permitted, development and, potentially, commercial production of its properties, are added. The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners, the Company's acquisition of additional properties, government regulatory processes and other factors, many of which are beyond the Company's control. The Company expects to continue to incur losses unless and until such time as its properties enter into commercial production and generate sufficient revenues to fund its continuing operations. The development of the Company's properties will require the commitment of substantial resources. There can be no assurance that the Company will generate any revenues or achieve profitability.

Reliance on Personnel

If the Company is not successful in attracting and retaining highly qualified personnel, the Company may not be able to successfully implement its business strategy.

The Company will dependent on a number of key management personnel, including the services of certain key employees. The Company's ability to manage its exploration, appraisal and potential development and mining activities will depend in large part on the ability to retain current personnel and attract and retain new personnel, including management, technical and a skilled workforce. The loss of the services of one or more key management personnel could have a material adverse effect on the Company's ability to manage and expand the business.

Adverse General Economic Conditions

The unprecedented events in global financial markets in the past several years, have had a profound impact on the global economy. Many industries, including the mineral resource industry, were impacted by and continue to be impacted by these market conditions. Some of the key impacts of the financial market turmoil included contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange and precious metal markets and a lack of market liquidity. A similar slowdown in the financial markets or other economic conditions, including but not limited to, inflation, fuel and energy costs, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Company's operations.

Adverse capital market conditions could continue to affect the Company's ability to meet its liquidity needs, as well as its access to capital and cost of capital. The Company needs additional funding to continue development of its internal pipeline and collaborations. The Company's results of operations, financial condition, cash flows and capital position could be materially affected by continued disruptions in the capital markets.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including resources companies) and, as a result of these and other activities, such directors and officers of the Company 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 issuer, the director shall disclose his interest in such contract or agreement and shall 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 conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA. To the proposed management of the Company's knowledge, as at the date hereof there are no existing or potential material conflicts of interest between the Company and a proposed director or officer of the Company except as otherwise disclosed herein.

Corporate Governance

The Company's Board of Directors and its audit committee substantially follow the recommended corporate governance guidelines for public companies to ensure transparency and accountability to the shareholders. The current Board of Directors is 4 individuals comprised of 2 independent members and 2 executive officers/directors. The audit committee consists of 3 financially literate members comprised of 2 independent directors and the chief executive officer who is a director.

SCHEDULE “C”

AUDIT COMMITTEE CHARTER

1.0 Purpose of the Committee

1.1 The Audit Committee represents the Board in discharging its responsibility relating to the accounting, reporting and financial practices of the Company and its subsidiaries, and has general responsibility for oversight of internal controls, accounting and auditing activities and legal compliance of the Company and its subsidiaries.

2.0 Members of the Committee

2.1 The Audit Committee shall consist of no less than three Directors a majority of whom shall be "independent" as defined under NI 52-110, while the Company is in the developmental stage of its business. The members of the Committee shall be selected annually by the Board and shall serve at the pleasure of the Board.

2.2 At least one Member of the Audit Committee must be "financially literate" as defined under NI 52-110, having sufficient accounting or related financial management expertise to read and understand a set of financial statements, including the related notes, that present a breadth and level of complexity of the accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

3.0 Meeting Requirements

3.1 The Audit Committee will, where possible, meet on a regular basis at least once every quarter, and will hold special meetings as it deems necessary or appropriate in its judgment. Meetings may be held in person or telephonically and shall be at such times and places as the Audit Committee determines. Without meeting, the Audit Committee may act by unanimous written consent of all members which shall constitute a meeting for the purposes of this charter.

3.2 A majority of the members of the Audit Committee shall constitute a quorum.

4.0 Duties and Responsibilities

4.1 The Audit Committee’s function is one of oversight only and shall not relieve the Company’s management of its responsibilities for preparing financial statements which accurately and fairly present the Company’s financial results and conditions or the responsibilities of the external auditors relating to the audit or review of financial statements. Specifically, the Audit Committee will:

(a) have the authority with respect to the appointment, retention or discharge of the independent public accountants as auditors of the Company (the “auditors”) who perform the annual audit in accordance with applicable securities laws, and who shall be ultimately accountable to the Board through the Audit Committee;

(b) review with the auditors the scope of the audit and the results of the annual audit examination by the auditors, including any reports of the auditors prepared in connection with the annual audit;

(c) review information, including written statements from the auditors, concerning any relationships between the auditors and the Company or any other relationships that may adversely affect the independence of the auditors and assess the independence of the auditors;

(d) review and discuss with management and the auditors the Company's audited financial statements and accompanying MD&A, including a discussion with the auditors of their judgments as to the quality of the Company's accounting principles and report on them to the Board;

(e) review and discuss with management the Company's interim financial statements and interim MD&A and report on them to the Board;

(f) pre-approve all auditing services and non-audit services provided to the Company by the auditors to the extent and in the manner required by applicable law or regulation. In no circumstances shall the auditors provide any non-audit services to the Company that are prohibited by applicable law or regulation;

(g) evaluate the external auditor's performance for the preceding fiscal year, reviewing their fees and making recommendations to the Board;

(h) periodically review the adequacy of the Company's internal controls and ensure that such internal controls are effective;

(i) review changes in the accounting policies of the Company and accounting and financial reporting proposals that are provided by the auditors that may have a significant impact on the Company's financial reports, and report on them to the Board;

(j) oversee and annually review the Company's Code of Business Conduct and Ethics;

(k) approve material contracts where the Board of Directors determines that it has a conflict;

(l) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding the audit or other accounting matters;

(m) where unanimously considered necessary by the Audit Committee, engage independent counsel and/or other advisors at the Company's expense to advise on material issues affecting the Company which the Audit Committee considers are not appropriate for the full Board;

(n) satisfy itself that management has put into place procedures that facilitate compliance with the provisions of applicable securities laws and regulation relating to insider trading, continuous disclosure and financial reporting;

(o) review and monitor all related party transactions which may be entered into by the Company; and

(p) periodically review the adequacy of its charter and recommending any changes thereto to the Board.

5.0 Miscellaneous

5.1 Nothing contained in this Charter is intended to extend applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Audit Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Audit Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

CERTIFICATE OF THE COMPANY

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

November 13, 2024
Vancouver, British Columbia

(Signed) *"Gordon Lam"*
Chief Executive Officer
Adonis Minerals Corp.

(Signed) "*Alan Tam*"
Chief Financial Officer
Adonis Minerals Corp.

On behalf of the Board of Directors

(Signed) *"Leif Smither*"
Director
Adonis Minerals Corp.

(Signed) "*Stephen Gerald Diakow"*
Director
Adonis Minerals Corp.

CERTIFICATE OF THE PROMOTER

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

November 13, 2024
Vancouver, British Columbia

(Signed) *"Gordon Lam"*
Gordon Lam

CERTIFICATE OF THE AGENT

To the best of our knowledge, information and belief, this Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

November 13, 2024
Vancouver, British Columbia

CANACCORD GENUITY CORP.

"Glenda Chin" /s/
Director, Underwriting and Retail Syndication