

A copy of this preliminary prospectus has been filed with the securities regulatory authorities in the provinces of British Columbia and Alberta and with the Canadian Securities Exchange (the "CSE") but has not yet become final for the purpose of the sale of securities. Information contained in 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.

PRELIMINARY PROSPECTUS

NEW ISSUE

JULY 30, 2015



RISE RESOURCES INC.

\$550,000 (5,500,000 Common Shares)

\$0.10 per Common Share

Rise Resources Inc. (the "**Company**") is hereby offering for sale to the public in the provinces of British Columbia and Alberta (the "**Selling Provinces**"), through its agent, Leede Financial Markets Inc. (the "**Agent**"), on a commercially reasonable efforts basis, 5,500,000 shares of common stock, par value \$0.001 (each, a "**Share**"), at a price of \$0.10 per Share (the "**Offering Price**") for total gross proceeds to the Company of \$550,000 (the "**Offering**"). The Offering Price and the terms of the Offering were determined by negotiation between the Company and the Agent.

The Offering is subject to a minimum subscription of 5,500,000 Shares. Pursuant to securities legislation, unless an amendment to this Prospectus has been filed and the regulator has issued a receipt for the amendment, the distribution period for the Offering must cease within 90 days after the date of the receipt for this Prospectus, provided that the total distribution period for the Offering must cease on or before the date that is 180 days from the date a receipt is issued for this Prospectus. See "*Plan of Distribution*".

The Company's head office is located at 700 – 510 West Hastings Street, Vancouver, BC V6B 1L8.

	Number of Shares	Price to Public (\$)	Agent's Commission (\$) ⁽¹⁾	Net Proceeds to the Company (\$) ^{(2) (3)}
Per Share	1	0.10	0.008	0.092
Offering	5,500,000	550,000	44,000	506,000

⁽¹⁾ In consideration of the services provided by the Agent in connection with the Offering, the Company has agreed to pay the Agent a cash commission on the closing date of the Offering (the "**Closing Date**") equal to 8% of the gross proceeds from the Offering (the "**Agent's Commission**"). In addition, the Company has agreed to issue to the Agent such number of non-transferrable agent's warrants (the "**Agent's Warrants**") as is equal to 8% of the number of the Shares sold pursuant to the Offering, including any Over-Allotment Shares (as hereinafter defined). Each Agent's Warrant entitles the holder to purchase one Share (an "**Agent's Warrant Share**") at a price of \$0.10 per Agent's Warrant Share for a period of 24 months from the

Closing Date. The Company has also agreed to pay the Agent a corporate finance fee of \$25,000 plus GST (the “**Corporate Finance Fee**”), of which \$13,125 (\$12,500 plus GST) has been paid in advance as a non-refundable deposit, and cover the Agent’s out-of-pocket expenses, towards which a retainer of \$25,000 has been paid. The Agent’s Warrants are qualified for distribution by this Prospectus. See “*Plan of Distribution*”.

- (2) Before deducting the balance of the estimated expenses of the Offering of \$13,125, which consists of the unpaid portion of the Corporate Finance Fee (\$12,500 plus GST) to be paid by the Company from the proceeds of the Offering.
- (3) The Company has granted to the Agent an option (the “**Over-Allotment Option**”), exercisable up to and including the Closing Date, to purchase up to an additional number of Shares equal to 15% of the number of Shares sold pursuant to the Offering (825,000 Shares) (the “**Over-Allotment Shares**”), on the same terms as set out above to cover over-allotments, if any, and for market stabilization purposes. The distribution of the Over-Allotment Option and the Over-Allotment Shares issuable upon the exercise of the Over-Allotment Option are qualified by this Prospectus. If the Over-Allotment Option is exercised in full, the additional price to the public, Agent’s Commission and net proceeds to the Company (before deducting expenses of the Offering) will be \$82,500, \$6,600 and \$75,900, respectively.

A purchaser who acquires Over-Allotment Shares acquires those Shares under this Prospectus, regardless of whether the Over-Allotment Shares are ultimately acquired through the exercise of the Over-Allotment Option or secondary market purchases.

There is no market through which the Shares may be sold and purchasers may not be able to resell Shares purchased under this Prospectus. This may affect the pricing of the Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Shares and the extent of issuer regulation. See “Risk Factors”. The Company has applied to list the Shares on the Canadian Securities Exchange (the “**CSE**”). Listing will be subject to the Company fulfilling all of the listing requirements of the CSE, including the Company meeting certain financial and other requirements.

Any investment in the Shares is speculative due to various factors, including the nature of the Company’s business. An investment in these securities should only be made by persons who can afford a total loss of their investment. See “Risk Factors”.

A summary of the compensation options granted by the Company follows:

Agent’s position	Maximum size or number of securities available ^{(1) (2)}	Exercise period or acquisition date	Exercise price or average acquisition price (\$)
Over-Allotment Option ⁽³⁾	825,000 Shares	up to and including the Closing Date	0.10
Compensation option	506,000 Agent’s Warrants ⁽⁴⁾	24 months after the Closing Date	0.10 per Agent’s Warrant Share
Any other option granted by the Company or insider of the Company to the Agent	-	-	-
Total securities under option issuable to the Agent	506,000 Agent’s Warrant Shares	24 months after the Closing Date	0.10 per Agent’s Warrant Share
Other compensation securities issuable to the Agent	-	-	-

- (1) Assuming the Over-Allotment Option is exercised in full.
- (2) The Agent’s Warrants, Over-Allotment Option and Over-Allotment Shares are qualified for distribution under this prospectus. See “*Plan of Distribution*”.
- (3) Over-Allotment Shares will not be retained by the Agent, but are issued to cover over-allotted subscriptions received from subscribers.
- (4) Each Agent’s Warrant entitles the holder thereof to purchase one Agent’s Warrant Share at a price of \$0.10 per Agent’s Warrant Share for a period of 24 months from the Closing Date.

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, a U.S. marketplace, or a marketplace outside Canada and the United States other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

The Company is incorporated under the laws of a foreign jurisdiction and has appointed Cale Thomas, of 700 – 510 West Hastings Street, Vancouver, BC V6B 1L8, as its agent for service of process. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any company that is incorporated under the laws of a foreign jurisdiction, even if the company has appointed an agent for service of process.

The Agent, or registered sub-agents who assist the Agent in the distribution of the Shares, conditionally offers these securities for sale on a commercially reasonable efforts basis, subject to prior sale, if, as and when issued by the Company and accepted by the Agent in accordance with the Agency Agreement dated •, 2015 between the Company and the Agent (the “**Agency Agreement**”), and subject to the approval of certain legal matters on behalf of the Company by Bacchus Law Corporation and on behalf of the Agent by Salley Bowes Harwardt Law Corp. See “*Plan of Distribution*” for further details concerning the Agency Agreement. Subscriptions for the Shares offered under this Prospectus 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.

No person is authorized by the Company to provide any information or to make any representation in connection with the Offering other than as contained in this Prospectus.

AGENT

Leede Financial Markets Inc.
18th Floor, 1140 West Pender Street
Vancouver, BC V6E 4G1

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CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this Prospectus are forward-looking statements or information (collectively “**forward-looking statements**”). The Company is providing cautionary statements identifying important factors that could cause the Company’s actual results to differ materially from those projected in these forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as “may”, “anticipates”, “is expected to”, “estimates”, “intends”, “plans”, “projection”, “could”, “vision”, “goals”, “objective” and “outlook”) are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. In making these forward-looking statements, the Company has assumed that the current market will continue and grow and that the risks listed below will not adversely impact the Company.

By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks, uncertainties and other factors, many of which are beyond the Company’s control, that could influence actual results include, but are not limited to: a continued downturn in general economic conditions; the recoverability of mineral reserves on any property in which the Company acquires an interest; competitive conditions in the mineral resource industry which could prevent the Company from becoming profitable; volatility of the Company’s share price; the inability to secure additional financing; the Company’s intention not to pay dividends; claims, lawsuits and other legal proceedings and challenges; conflict of interest with directors and management; and other factors beyond the Company’s control.

Further, any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by applicable law, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the Company’s business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. See “*Risk Factors*”.

CURRENCY

In this Prospectus, unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to \$ are to Canadian dollars.

PROSPECTUS SUMMARY

The following is a summary of the principal features of the Offering 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 Nevada Revised Statutes on February 9, 2007 under the name Atlantic Resources Inc. On April 11, 2012, the Company completed a merger with its wholly-owned subsidiary, Patriot Minefinders Inc., and formally assumed the subsidiary's name by filing Articles of Merger with the Nevada Secretary of State. On January 14, 2015, the Company completed a name change to Rise Resources Inc. in the same manner. Both subsidiaries were incorporated entirely for the purpose of effecting the respective name changes.

The Company does not currently have any subsidiaries.

The Company's head office is located at 700 – 510 West Hastings Street, Vancouver, BC V6B 1L8 and the name and address of its registered agent in the State of Nevada is Nevada Business Center, LLC, 311 West Third Street, Carson City, NV 89703.

On May 18, 2015, the Company entered into an option agreement (the "**Option Agreement**") with Eastfield Resources Ltd., a British Columbia corporation at arm's length to the Company with its common shares listed for trading on the TSX Venture Exchange under the symbol "ETF" ("**Eastfield**"), pursuant to which Eastfield granted the Company the exclusive and irrevocable option to acquire up to a 75% undivided interest in and to certain mineral claims known as the Indata property located in the Omineca Mining Division in British Columbia, Canada (the "**Property**"). At this time, the Property is owned 91.1% by Eastfield and 8.9% by Imperial Metals Corporation, a British Columbia corporation at arm's length to the Company with its common shares listed for trading on the Toronto Stock Exchange under the symbol "III" ("**Imperial**").

See "*Description of Business*" for further details.

The Offering: A minimum of 5,500,000 Shares at a price of \$0.10 per Share for minimum gross proceeds of \$550,000. See "*Plan of Distribution*".

Over-Allotment Option: The Company has granted the Over-Allotment Option to the Agent, exercisable in whole or in part at any time up to and including the Closing Date, to cover over-allotments, if any, from subscribers at the Offering Price for up to 825,000 additional Shares. See "*Plan of Distribution*".

Agent's Commission: The Agent will receive a cash commission of 8% of the gross proceeds of the Offering on the Closing Date. See "*Plan of Distribution*".

Agent's Warrants: The Company will issue Agent's Warrants to the Agent to purchase such number of Agent's Warrant Shares as is equal to 8% of the number of Shares sold under the Offering at an exercise price of \$0.10 per Agent's Warrant Share for 24 months from the Closing Date. The Agent's Warrants are qualified for distribution under this Prospectus. See "*Plan of Distribution*".

Corporate Finance Fees: Pursuant to the Agency Agreement, the Company has agreed to pay to the Agent the Corporate Finance Fee of \$25,000 plus GST, of which \$13,125 (\$12,500 plus GST) has been paid to the Agent as a non-refundable deposit. The Company has also paid the Agent a \$25,000 retainer towards the Agent's expenses, including legal costs. See "*Plan of Distribution*".

Listing: The Company has applied to list the Shares for trading on the CSE. Listing will be subject to the Company fulfilling all of the listing requirements of the CSE, including the Company meeting certain financial and other requirements. See “*Plan of Distribution*”.

Use of Proceeds: The Company will receive gross proceeds of a minimum of \$550,000 pursuant to the Offering. After deducting the Agent’s Commission of \$44,000 and the balance of the Corporate Finance Fee of \$13,125 (\$12,500 plus GST), the Company will have net proceeds of a minimum of \$492,875. The Company plans to use the total funds available, including its working capital deficiency of approximately \$81,715 as at May 31, 2015, substantially as follows:

Business Objective	Allocation of Proceeds pursuant to the Offering (\$)	Allocation of Proceeds pursuant to the Offering including the Over-Allotment Option ⁽¹⁾ (\$)
Phase I work program	270,000	270,000
Phase II work program	-	-
Consulting fees	72,000 ⁽²⁾	72,000 ⁽²⁾
Professional fees	17,500	17,500
Filing and regulatory expenses	5,500	5,500
Rent	12,000	12,000
Marketing and website development costs	5,000	9,000
General and administrative expenses	21,500	21,500
Unallocated working capital	7,660	79,560
Total	411,160	487,060

⁽¹⁾ Assuming the Over-Allotment Option is exercised in full.

⁽²⁾ Includes \$3,000 per month that the Company proposes to pay to Fred Tejada, its President, Chief Executive Officer, Secretary and director, and \$3,000 per month that the Company proposes to pay to Cale Thomas, its Chief Financial Officer, Treasurer and director; for the provision of consulting services over the next 12 months.

The Company plans to use any net proceeds from the exercise of the Over-Allotment Option to commence the Phase II work program, if warranted, and also for general working capital purposes.

The Company intends to spend the funds available to it as stated in this Prospectus. However, there may be circumstances where for sound business reasons, a reallocation of funds may be necessary. See “*Use of Proceeds*” and “*Plan of Distribution*”.

Risk Factors: An investment in the Shares should be considered highly speculative and investors may incur a partial or total loss of their investment. Investors should consult with their professional advisors to assess an investment in the Shares.

The activities of the Company are subject to the risks normally encountered in an exploration stage company, including: negative cash flow; lack of adequate capital; dependence on one principal project; commodity price fluctuations; complexity of regulatory compliance; title risks; inexperienced management; liquidity concerns and future financing requirements to sustain operations; dilution; no history of operations and revenues, and no history of earnings or dividends; competition; economic changes; and

uninsured risks.

There is currently no public market for the Shares in Canada and there can be no assurance that an active market for the Shares will develop or be sustained after the Offering. The value of the Shares is subject to volatility in market trends and conditions generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. See “*Risk Factors*”.

Summary of Financial Information:

The table below summarizes selected financial data for the periods indicated and should be read in conjunction with the audited financial statements of the Company for the years ended July 31, 2014 and 2013 (the “**Audited Financial Statements**”), the interim unaudited financial statements of the Company for the nine month periods ended April 30, 2015 and 2014 (the “**Interim Financial Statements**”) and the “*Management’s Discussion and Analysis*” section included elsewhere in this Prospectus.

Summary Components of Statement of Operations and Comprehensive Loss	For the nine months ended April 30, 2015 (US\$) (Unaudited)	For the nine months ended April 30, 2014 (US\$) (Unaudited)	For the year ended July 31, 2014 (US\$)	For the year ended July 31, 2013 (US\$)
Revenue	-	-	-	-
Expenses	38,666	84,453	157,730	679,789
Loss and comprehensive loss	38,666	84,453	157,730	679,789
Basic and diluted loss per Share	0.00	0.11	0.00	0.01

Summary Components of Balance Sheets	April 30, 2015 (US\$) (Unaudited)	July 31, 2014 (US\$)	July 31, 2013 (US\$)
Current assets	93,788	9,152	27,259
Total assets	93,788	9,152	27,259
Current liabilities	160,083	725,607	585,984
Total liabilities	160,083	725,607	585,984
Working capital deficiency	66,295	716,455	558,725
Accumulated deficit	1,088,321	1,049,655	891,925

Business Objectives:

The Company’s short term business objectives are to: (i) complete the Offering; (ii) list the Shares for trading on the CSE; and (iii) complete phase I of its exploration program on the Property.

CORPORATE STRUCTURE

Name, Address and Incorporation; Intercorporate Relationships

The Company was incorporated in the State of Nevada on February 9, 2007 under the name Atlantic Resources, Inc. On April 11, 2012, the Company completed a merger with its wholly-owned subsidiary, Patriot Minefinders Inc., and formally assumed the subsidiary's name by filing Articles of Merger with the Nevada Secretary of State. On January 14, 2015, the Company completed a name change to Rise Resources Inc. in the same manner. Both subsidiaries were incorporated entirely for the purpose of effecting the respective name changes.

The Company does not currently have any subsidiaries.

The head office of the Company is located at 700 – 510 West Hastings Street, Vancouver, BC V6B 1L8, and the name and address of its registered agent in the State of Nevada is Nevada Business Center, LLC, 311 West Third Street, Carson City, NV 89703.

DESCRIPTION OF BUSINESS

General

On May 18, 2015, the Company entered into the Option Agreement with Eastfield pursuant to which Eastfield granted the Company the exclusive and irrevocable option to acquire up to a 75% undivided interest in and to the Property. In order to earn the initial 60% interest, the Company is required to pay Eastfield an aggregate of \$350,000 in cash and incur a minimum of \$2,000,000 in aggregate exploration expenditures on the Property by April 3, 2019. In order to earn the additional 15% interest, the Company is required to pay Eastfield \$100,000 within 90 days of earning the 60% interest and incur a further \$500,000 in aggregate annual exploration expenditures on the Property until such time as the Company is able to complete a feasibility study on the Property. Upon the completion of a feasibility study, the additional 15% interest will be deemed to have been earned.

On May 25, 2015, the Company paid Eastfield \$20,000 in cash and provided Eastfield with a copy of a completed technical report on the Property (the "**Technical Report**") in compliance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"), thereby completing the first milestone required to earn an undivided 60% interest in and to the Property. The Technical Report was prepared by R.J. (Bob) Johnston, P. Geo., and is dated May 19, 2015. Mr. Johnston is a "qualified person" as that term is defined in NI 43-101 ("**QP**").

The Property is currently governed by a joint venture agreement between Eastfield and Imperial dated March 3, 1986 (the "**JV Agreement**"), which agreement also governs the relationship of those companies with respect to the Property. Among other things, the JV Agreement provides that a party's interest in the Property will be proportionally reduced if such party elects not to participate in an exploration program approved by the management committee established by the JV Agreement for an operating year, and that if a party's interest in the Property decreases to less than 2%, such party shall be deemed to have forfeited its interest and such interest shall be distributed to the remaining parties on a pro rata basis.

At this time, the Property is owned 91.1% by Eastfield and 8.9% by Imperial. The Company has been advised by Eastfield that Imperial does not intend to participate in the Phase I or Phase II work programs, and as such, Imperial's interest in the Property will accordingly decrease.

Option Agreement

The Option Agreement sets out the Company's obligations in respect of the Property as well as the terms and conditions governing its relationship with Eastfield. In order to earn the initial 60% interest in the Property, the Company is required to pay Eastfield an aggregate of \$350,000 in cash and incur a

minimum of \$2,000,000 in aggregate exploration expenditures on the Property by April 3, 2019, as follows:

Completion Date	Cash Payment (\$)	Exploration Expenditure (\$)	% Interest Earned
October 3, 2015	20,000 plus completion of NI 43-101 technical report on the Property	-	-
April 3, 2016	30,000	50,000	-
April 3, 2017	100,000	200,000	-
April 3, 2018	100,000	250,000	-
April 3, 2019	100,000	1,500,000	60
Total	350,000	2,000,000	60

In order to earn the additional 15% interest in the Property, the Company is required to pay Eastfield \$100,000 within 90 days of earning the 60% interest and incur a further \$500,000 in aggregate annual exploration expenditures on the Property until such time as the Company is able to complete a feasibility study on the Property.

The option period is scheduled to terminate on the earlier of the date on which the Company completes the exercise of the additional 15% interest, the Company notifying Eastfield that it has elected to terminate the Option Agreement upon 10 business days' notice, or Eastfield notifying the Company that the Company has failed to make any cash payment or satisfy any required exploration expenditure and such failure has continued for a period of 10 calendar days. During the term of the Option Agreement, Eastfield is not required to fund any exploration expenditures on the Property.

Pursuant to the Option Agreement, upon the Company earning the initial 60% interest in the Property, the Company, Eastfield and Imperial are required to enter into a joint venture agreement based on standard industry terms that provides, among other things, that the interests of the parties in the Property will be adjusted from time to time in respect of the contributions made by each party to fund operations on the Property. This adjustment mechanism specifically excludes any payments made by the Company to Eastfield in connection with earning the additional 15% interest in the Property.

In addition, the Option Agreement provides that the Company will act as the operator on the Property and that until it earns a 75% interest in the Property a management committee consisting of one representative from the Company and one from Eastfield will be responsible for approving work programs and budgets for all exploration work to be conducted on the Property. Such decisions will be made by a majority vote, with the Company having the deciding vote.

As the operator on the Property, the Company is also obliged to perform a number of functions, including the following:

- comply with the *Mines Act* (British Columbia), the *Mineral Tenure Act* (British Columbia), and any other laws dealing with miners and the exploration for and mining of minerals;
- keep the Property in good standing;
- use all reasonable endeavours to have its exploration operations recorded for assessment credit against the Property to the fullest possible extent; and
- provide Eastfield with a report summarizing the results of its exploration work on the Property, on at least an annual basis.

The Option Agreement specifically states that any qualifying expenses incurred by the Company in excess of exploration expenditures on the Property will be rolled over and applied towards satisfying subsequent expenditure requirements. For the purpose of this provision, “qualifying expenses” means the minimum expenses required to be incurred on the Property by the government of British Columbia to maintain the Property in good standing and without penalty or the risk of being taken away or the rights to the Property cancelled.

Three Year History

Prior to entering into the Option Agreement, the Company was a development stage company engaged in exploring and evaluating potential strategic transactions in multiple industries, including but not limited to mineral properties and technology.

In early 2012, the Company identified an opportunity with respect to the option to acquire a 50% interest in a mineral resource property known as the La Buena Project from San Marco Resources Inc., a British Columbia corporation at arm’s length to the Company with its common shares listed for trading on the TSX Venture Exchange under the symbol “SMN” (“**San Marco**”). On May 17, 2012, the Company entered into an assignment agreement with Skanderbeg Capital Partners Inc. (“**Skanderbeg**”), a British Columbia corporation that is a related party to the Company, pursuant to which the Company acquired all of Skanderbeg’s right, title and interest in and to an option agreement between Skanderbeg and San Marco dated February 28, 2012 in exchange for \$100,000 in cash, thereby acquiring such an option. During the year ended July 31, 2013, the Company decided not to move forward with the La Buena Project and on January 29, 2013, the Company entered into a settlement and release agreement with San Marco and Skanderbeg pursuant to which the Company issued 400,000 shares of common stock valued at US\$92,000 to San Marco and paid San Marco US\$10,000 in cash in order to terminate the option agreement and its obligations to San Marco thereunder.

On April 11, 2012, the Company completed a merger with its wholly-owned subsidiary, Patriot Minefinders Inc., and formally assumed the subsidiary’s name by filing Articles of Merger with the Nevada Secretary of State. The subsidiary was incorporated entirely for the purpose of effecting the name change and the merger did not affect the Company’s Articles of Incorporation or corporate structure in any other way.

On April 19, 2012, in accordance with approval from the Financial Industry Regulatory Authority (“**FINRA**”), the Company effected a forward split of its common stock on a 24 new for 1 old basis such that its authorized capital increased from 70,000,000 to 1,680,000,000 shares of common stock and correspondingly, its issued and outstanding common stock increased from 4,700,000 to 112,800,000 shares, all with a par value of \$0.001. Both the name change and forward split became effective in the market at the open of business on April 19, 2012, and effective June 1, 2012, the Company’s stock symbol changed from “AARI” to “PROF” to better reflect its new name.

On June 19, 2012, the Company’s board of directors approved the cancellation and sale of a portion of 72,000,000 post-split shares of common stock held by its former director, officer and majority shareholder, Raffi Khorchidian. Effective that day, the shareholder cancelled and returned to treasury 52,000,000 shares of the Company’s common stock and sold an aggregate of 3,000,000 shares of common stock to certain of the Company’s current and former directors, including 500,000 shares to Fred Tejada, the Company’s President, Chief Executive Officer, Secretary and director, at a price of \$0.0014 per share. Mr. Khorchidian currently holds the balance of 17,000,000 shares of the Company’s common stock (212,500 Shares following the completion of the 1 for 80 reverse split described below). Following the cancellation, there were 61,800,000 shares of common stock issued and outstanding.

In early 2013, the Company identified an opportunity with respect to the option to acquire a 75% interest in a mineral resource property known as the KM 66 Project from Bearing Resources Ltd., a British Columbia corporation at arm’s length to the Company with its common shares listed for trading on the TSX Venture Exchange under the symbol “BRZ” (“**Bearing**”). On February 18, 2013, the Company entered into an option agreement with Bearing and a wholly-owned subsidiary of Bearing pursuant to which the Company issued 1,200,000 shares of common stock to Bearing valued at US\$192,000 and

paid Bearing US\$50,000 in cash in partial satisfaction of its obligations under the option agreement. The Company was unable to satisfy the balance of the terms of the option agreement and it was terminated during the year ended July 31, 2013.

On October 31, 2013, the Company entered in to a binding letter of intent with Wundr Software Inc., a private Canadian corporation at arm's length to the Company ("**Wundr**"), pursuant to which the Company expected to acquire 100% of the issued and outstanding common shares of Wundr. The Company advanced US\$50,038 to Wundr as a loan while the letter of intent was in effect, which amount was subsequently recorded as bad debt expense. The Company decided not to proceed with the transaction, and it announced that the letter of intent had expired on January 10, 2014.

On May 23, 2014, the Company entered into a share exchange agreement (the "**Share Exchange Agreement**") with Juliet Press Inc., a private British Columbia company ("**Juliet**"), and all the shareholders of Juliet (the "**Juliet Shareholders**"), to acquire 100% of the issued and outstanding common shares of Juliet (the "**Juliet Shares**") from the Juliet Shareholders. Pursuant to the Share Exchange Agreement, the Company expected to issue 14,000,000 shares of its common stock to the Juliet Shareholders in consideration for the acquisition of the Juliet Shares, with the result that Juliet would become the Company's wholly owned subsidiary upon the closing of the transaction. On September 25, 2014 and pursuant to section 13.4(d) of the Share Exchange Agreement, the Company mutually agreed in writing with Juliet and the Juliet Shareholders to terminate the Share Exchange Agreement. As a result of such termination, the Share Exchange Agreement is of no further force and effect except for certain non-disclosure and confidentiality obligations of the parties.

On January 14, 2015, the Company completed a merger with its wholly owned subsidiary, Rise Resources Inc., and formally assumed the subsidiary's name by filing Articles of Merger with the Nevada Secretary of State (the "**Name Change**"). The subsidiary was incorporated entirely for the purpose of effecting the Name Change and the merger did not affect the Company's Articles of Incorporation or corporate structure in any other way.

On January 22, 2015, the Company completed a 1 for 80 reverse split of its common stock and effected a corresponding decrease in its authorized capital by filing a Certificate of Change with the Nevada Secretary of State (the "**Reverse Split**"). As a result of the Reverse Split, the Company's authorized capital decreased from 1,680,000,000 shares to 21,000,000, and its issued and outstanding common stock decreased from 63,400,000 shares to 792,518, with each fractional share being rounded up to the nearest whole share.

Both the Name Change and Reverse Split became effective in the market at the open of business on February 9, 2015.

On February 11, 2015, the Company entered into debt conversion agreements with five investors pursuant to which such investors agreed to convert an aggregate of \$400,000 in debt into 20,000,000 Shares at a price of \$0.02 per Share.

On February 16, 2015, the holders of a majority of the Shares approved an increase in the Company's authorized capital from 21,000,000 Shares to 400,000,000 Shares (the "**Authorized Capital Increase**"). The purpose of the Authorized Capital Increase was to reorganize the Company's capital structure in connection with the Reverse Split, which management believed would better position the Company to attract financing. On April 9, 2015, the Company formally effected the Authorized Capital Increase by filing a Certificate of Amendment with the Nevada Secretary of State.

On March 31, 2015, the Company entered into debt conversion agreements with 13 investors pursuant to which such investors agreed to convert an aggregate of approximately \$206,675 in debt into 10,333,771 Shares at a price of \$0.02 per Share. On April 9, 2015, following the completion of the Authorized Capital Increase, the Company formally issued these Shares.

On April 3, 2015, the Company entered into a letter of intent with Eastfield that was subsequently replaced by the Option Agreement.

On April 23, 2015, the Company entered into debt conversion agreements with two investors pursuant to which such investors agreed to convert an aggregate of approximately \$40,982 in debt into 1,170,906 Shares at a price of \$0.035 per share. On the same day, the Company also issued an aggregate of 6,000,002 Shares to six investors at a price of \$0.035 per share in exchange for gross proceeds of \$210,000.

The Property

Glossary

Ag – silver

Allochthonous – referring to a large block of rock which has been moved from its original site of formation

Anomaly – any departure from the norm which may indicate the presence of mineralization in the underlying bedrock

Assay – a chemical test performed on a sample of ores or minerals to determine the amount of valuable metals contained therein

Au – gold

Base metal – any non-precious metal (e.g., copper, lead, zinc, nickel, etc.)

Breccia – a rock composed of broken fragments of minerals that can either be similar to or different from the composition of the fragments

Chalcopyrite – a copper iron sulfide mineral

Cu – copper

Dacite – an igneous, volcanic rock

Diorite – a grey to dark-grey intermediate intrusive igneous rock

Epithermal – deposited from warm waters at shallow depth under conditions in the lower ranges of temperature and pressure

G/T – grams per tonne

Granodiorite – a medium- to coarse-grained intermediate to acid igneous rock

Greenschist – metamorphic rocks that formed under the lowest temperatures and pressures usually produced by regional metamorphism

Igneous rocks – rocks formed by the solidification of molten material from far below the earth's surface

Intrusive – a body of igneous rock formed by the consolidation of magma intruded into other rocks, in contrast to lavas, which are extruded upon the surface

Karst topography – a landscape formed from the dissolution of soluble rocks

Mafic – an adjective describing a silicate mineral or rock that is rich in magnesium and iron

Magma – the molten material deep in the Earth from which rocks are formed

Metamorphic rocks – rocks which have undergone a change in texture or composition as the result of heat and/or pressure

Mineral – a naturally occurring homogeneous substance having definite physical properties and chemical composition and, if formed under favorable conditions, a definite crystal form

Mineralization – a natural aggregation of one or more minerals, which has not been delineated to the extent that sufficient average grade or dimensions can be reasonably estimated or called a “deposit” or “ore”. Further exploration or development expenditures may or may not be warranted by such an occurrence depending on the circumstances.

Ore – a mixture of ore minerals and gangue from which at least one of the metals can be extracted at a profit.

PPB – parts per billion

PPM – parts per million

Pluton – a body of intrusive igneous rock that is crystallized from magma slowly cooling below the surface of the Earth

Porphyry – a variety of igneous rock consisting of large-grained crystals dispersed in a fine-grained matrix or groundmass

Silica – silicon dioxide, of which quartz is a common example

Silicification – the process in which organic matter becomes saturated with silica

Terrane – a fragment of material formed on, or broken off from, one tectonic plate and accreted or sutured to crust lying on another tectonic plate

Tuff – a type of rock consisting of consolidated volcanic ash ejected from vents during a volcanic eruption

Ultramafic – igneous and meta-igneous rocks with very low silica content

Vein – A fissure, fault or crack in a rock filled by minerals that have travelled upwards from some deep source

Volcanic rocks – Igneous rocks formed from magma that has flowed out or has been violently ejected from a volcano

Zone – an area of distinct mineralization

The following description has been extracted from the Technical Report and investors should review the Technical Report in its entirety for additional details regarding the Property.

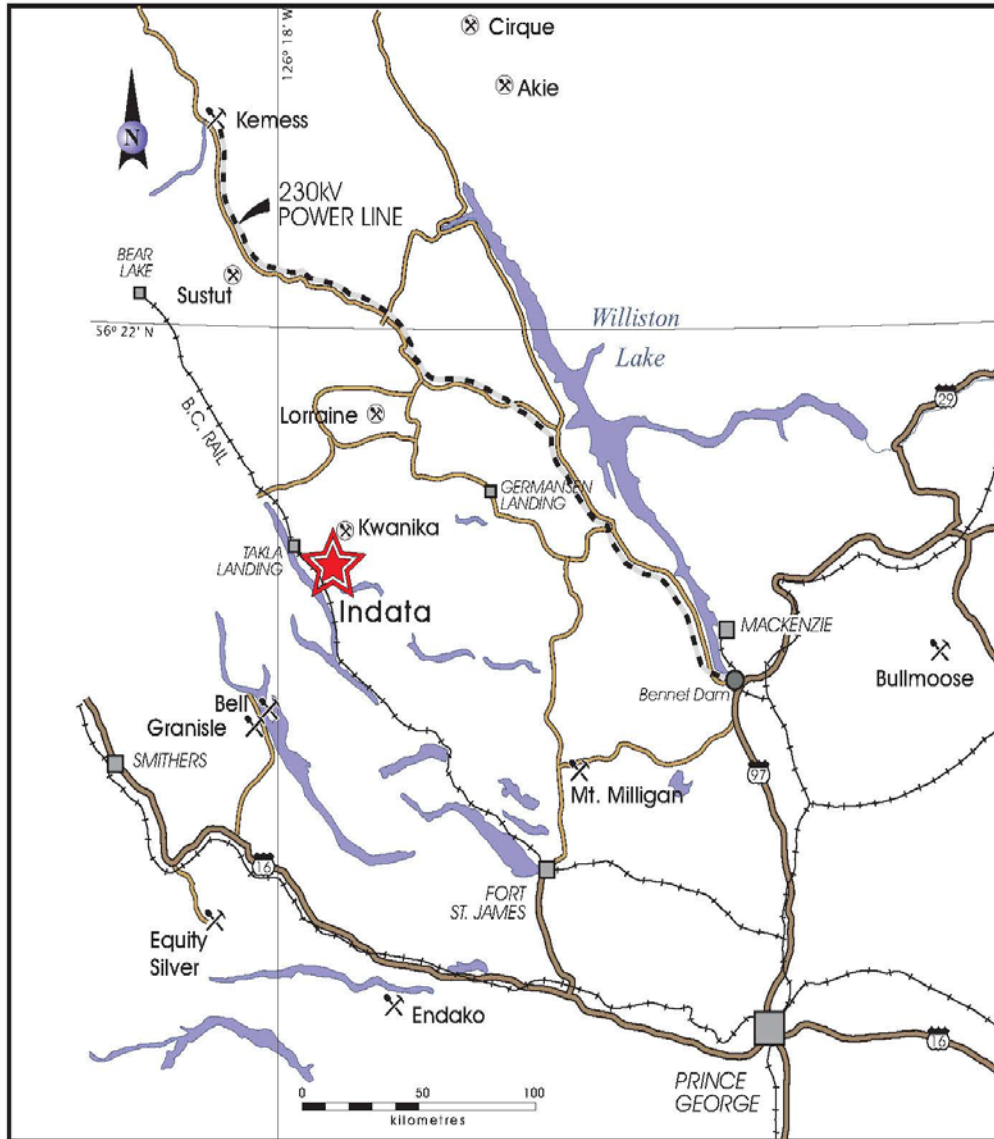
Project Description and Location

The Property is situated in north-central British Columbia on the east side of Albert Lake, two kilometres west of the north end of Indata Lake. It is approximately 130 kilometres northwest of the community of

Fort St. James and 230 kilometres northwest of the city of Prince George. The Property is located in the Omineca Mining Division.

The Property is roughly centered on UTM coordinates 351900E / 6141200N (datum NAD 83 Zone 10) and 55 23'N / 125 19, West latitude / longitude on NTS sheets 093N034 and 035. The Property location is shown in Figure 1 below.

Figure 1: General Location Map



LEGEND

- Existing mine
- Developed prospect
- Railway
- Highway
- Power line

Rise Resources Inc		
Indata Property British Columbia, CANADA		
General Location Map		
Date	Dec. 2012	NTS
Scale	as shown	By
		Fig 1

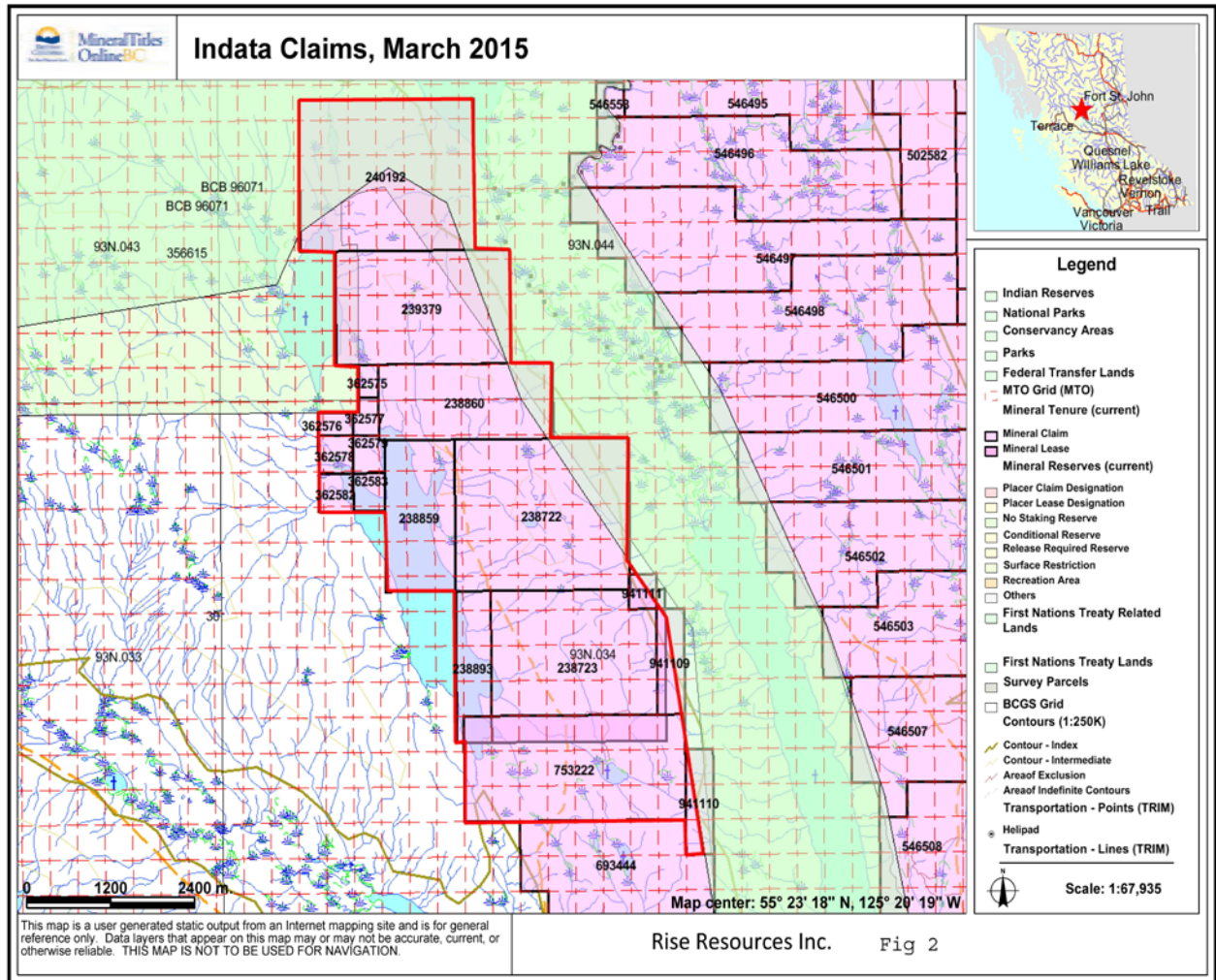
The Property consists of 18 mineral claims totaling 3,170.03 hectares and is situated in a complex geological setting adjacent to the Pinchi Fault, a major structure separating the Cache Creek and Quesnel Terranes. All of the claims that comprise the Property are in good standing according to Mineral Titles Online (British Columbia's internet-based electronic mineral titles administration system), with Eastfield listed as the owner of record. Importantly, a holder of mineral claims in British Columbia is not entitled to surface rights.

The characteristics of the 18 claims, all of which are currently owned by Eastfield (as to 91.1%) and Imperial (as to 8.9%), are as follows:

Claim Name	Record No.	Area (Hectares)	Expiry Date
Indata 2	239379	375	18-Oct-19
Indata 3	240192	500	18-Oct-19
Schnapps 1	238722	500	18-Oct-19
Schnapps 2	238723	500	14-Nov-19
Schnapps 3	238859	200	20-Oct-19
Schnapps 4	238860	250	18-Oct-19
Schnapps 5	238893	100	18-Oct-19
Schnapps 6	362575	25	31-Dec-18
IN-6	362576	25	31-Dec-18
IN-7	362577	25	31-Dec-18
IN-8	362578	25	31-Dec-18
IN-9	362579	25	31-Dec-18
IN-10	362582	25	31-Dec-18
IN-11	362583	25	20-Dec-18
Limestone	753222	441.33	20-Apr-18
Triangle A	941109	55.15	16-Jan-18
Triangle B	941110	55.17	16-Jan-18
Triangle C	941111	18.38	16-Jan-18
Total		3,170.03	

The Nation Lakes Provincial Park abuts the Property on its north and east sides and partially overlaps the claims. However, the claims were staked prior to the creation of the park and the entirety of the claims area remains valid. On June 29, 2000, the Order in Council of the Government of British Columbia creating the Nation Lakes Park (published on April 9, 2003) specifically excluded the Schnapps #1 (238722), Schnapps #2 (238723), Schnapps #4 (238860), Indata #2 (239379) and Indata #3 (240192) mineral claims from the park, as is currently stipulated in the Protected Areas of British Columbia Act, Schedule D. The park boundaries are included in Figure 2.

Figure 2: Map of Indata Claims



In British Columbia, a “Notice of Work” filed with the Ministry of Energy and Mines is generally required in order for exploration work to be carried out, though exceptions can be made for small programs with limited surface disturbance. There is a current Notice of Work (#100038) filed on the Property which allows for the installation of “Grids, Camps and Helicopter Pads”, “Access Construction, Modification or Reclamation”, and seven holes of “Surface Drilling”. As a condition of granting this Notice of Work, an Archeological Review was requested and conducted. This Notice of Work is valid until December 15, 2015.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Accessibility

Access to the Property is from Fort St. James via the Leo Creek Forestry Road to near Tchentlo Lake and then on a road built by Eastfield to the northern part of the Property. This road was built to British Columbia Ministry of Forests’ logging road standards and provides good access for trucks and heavy machinery such as drill rigs and bulldozers. Driving time from Fort St. James to the Property is approximately two hours. Smaller haul and tote roads have been constructed from the main road to other areas of the Property. Away from the roads, access is on foot only except for a few areas where helicopter landing sites have been prepared.

All of the land within the Property is held by the Crown, and there are no permanent structures in the area.

Climate

The Property is located within a continental cool temperate climatic zone typified by moderately warm moist summers and cold winters. Permanent snow is usually on the ground from the middle of November until the beginning of May and can accumulate up to 1.5 metres in depth.

Local Resources

The nearest BC Hydro power grid is located approximately 60 kilometres to the south of the Property. The relatively flat to rolling nature of the landscape offers numerous options for the construction of surface facilities and tailings impoundment sites, and numerous sources of water are readily available.

The nearest railway in current use is in Fort St James, approximately 130 kilometres southeast of the Property. The rail bed of the uncompleted Canadian National Railway's Dease Lake extension line is located 30 kilometres to the west of the Property.

General supplies can be obtained in Fort St. James. The City of Prince George is located 230 kilometres southeast of the Property, and has significant industry and industrial suppliers with good road, rail and daily air links.

Infrastructure

There is road access on the southern and eastern side of the Property and tote trails from to parts of the eastern and northern areas. There are no permanent dwellings on the Property.

Physiography

The Property covers an upland area between Indata Lake to the east and Albert Lake to the west (see Figure 2). Whereas the central part of the Property is of relatively low relief, the topography slopes steeply down towards Albert and Indata Lakes. The area is covered by thick spruce, balsam and pine, in places of commercial grade, although low lying areas are usually swampy with a dense cover of alder and poplar. Elevations on the claims range from 1,000 metres (3,280 feet) to 1,290 metres (4,230 feet).

History

The initial claims on the Property were staked by Imperial in 1983, and in 1984, Imperial began to explore the Property. Following initial soil sampling and the staking of additional claims, a four-hole diamond drilling program was completed to explore copper mineralization observed in outcrop near the northeast side of Albert Lake (the Lake Zone). This program resulted in the discovery of low grade chalcopyrite mineralization including 9.3 metres of 0.20% Cu in one drill hole. Hole depths were relatively shallow; to a maximum of 76.8 metres.

On March 3, 1986, Imperial sold the claims to Eastfield pursuant to a sale agreement that also covered the sale of other of Imperial properties, for a total sum of \$1, subject to a number of terms that included the right of Imperial to acquire up to a 30% interest in the Property at a later date.

In 1986, Eastfield undertook a program of grid establishment, soil sampling, hand trenching and geophysical surveying. This was followed by diamond drilling in 1987, 1988 and 1989 and trenching with a bulldozer-mounted backhoe in 1989. The drilling programs resulted in the discovery of polymetallic quartz and quartz-carbonate veins some 500 metres east of the copper mineralization. These veins contained elevated precious metal values (commonly in the range of several hundred ppb gold to 6 g/t with the most significant intercept being 47 g/t gold over 4 metres). The veins generally strike north and

dip to the east, and are commonly enveloped by a zone of silicification in volcanic rocks and a thickening-downwards zone of talc-magnesite alteration in ultramafic rocks.

On February 25, 1988, Imperial acquired a 30% interest in the Property from Eastfield and the two parties entered into a joint venture. Imperial has not participated in exploration funding in recent years and its interest in the joint venture has therefore been diluted. As of the date of this Prospectus, it stands at 8.9%, while Eastfield retains the remaining 91.1%.

In 1988 a heavy mineral sampling program was conducted on streams on the claims. Most results were unimpressive, even those that drained the area of the precious metal bearing polymetallic vein mineralization, except for an east draining creek which returned a value of 3360 ppb Au in the southeast corner of the Property.

In 1995, after construction of an access road through the southern part of the Property, built to standards for log haulage, a trenching program was completed near the northeast corner of Albert Lake, over the copper zone previously defined by soil sampling and the 1985 drilling. One of these trenches returned analyses which averaged 0.36% copper over a length of 75 metres.

In 1996, Clear Creek Resources Limited ("**Clear Creek**") carried out a small diamond drilling program in the copper zone northeast of Albert Lake. Results confirmed the existence of copper mineralization identified in the 1985 drilling and encountered mineralization over significantly larger intervals: up to 97.5 metres of 0.12% Cu in one drill hole, and 21.0 metres of 0.23% Cu in another drill hole. This program tested only a very small part of the area covered by anomalous soil copper geochemistry.

Clear Creek returned with another drill program in the copper zone area in 1998 which confirmed and exceeded the 1996 drilling results and also identified an altered granodiorite stock with copper mineralization adjacent to the eastern edge of Albert Lake. A new zone of copper mineralization was also discovered in a fan of three holes: 98-I-4, 5 and 9, located 350 metres southeast of the previous drill intercepts, halfway to the zone of polymetallic veins. Road construction exposed silicified volcanic rocks in a road cut in the southern part of the existing grid where grab samples showed the presence of copper sulfides along with enriched gold values, demonstrating for the first time an association of copper and gold on the Property.

In 2000, a helicopter borne very low frequency (VLF) and magnetic survey was flown across the Property. A total of 595 east-west line kilometres were flown by Aerodat Ltd. The data was later reprocessed by Furgo Airborne Surveys Corp. No new exploration targets were derived from this work.

A program of linecutting, soil sampling and IP surveying was completed in 2003, funded by Castillian Resources Corp. ("**Castillian**"), with 11.2 line kilometres of IP survey completed and 16 line kilometers of soil grid expansions established, and 304 soil samples collected. The bulk of this work was completed in the northwestern side of the currently explored area. New anomalies consisting of anomalous arsenic and/or antimony soil values associated with a moderate induced polarization ("**IP**") chargeability response were defined.

In 2005, two diamond drill holes were completed with a total meterage of 262 metres in a program funded by Aberdeen International Inc. ("**Aberdeen**"). The first hole of the 2005 program, hole 2005-I-1, was designed to test below hole 98-I-4 which returned 145.4 metres grading 0.20% copper including 24.1 metres grading 0.37%. Unfortunately, significant drilling difficulties were encountered and this hole was abandoned at a depth of 99.1 metres, approximately 50 metres short of the top of the target. The rest of the 2005 drilling was located approximately 1400 metres to the south where hole 2005-I-03 encountered narrow intervals of anomalous copper mineralization in a dioritic intrusive. Another hole designated 2005-I-02, located adjacent to 2005-I-03, was abandoned without successfully setting casing.

Soil sampling was conducted in 2007 to extend the grids to the west and north in the area north of the Lake Zone. A zone of anomalous gold, arsenic, antimony and bismuth in soils was located in the

northwest corner of the new sampling in an area underlain by recrystallized limestone which is in fault contact with volcanic rocks to the south (the "**Northwest Soil Anomaly**"). A short excavator trenching program targeting 2003 IP and soil anomalies discovered a new polymetallic quartz vein well to the west of those previously known. The 10 centimetre vein returned assay values of 17.16 and 7.84 g/t Au. This work was funded by Redzone Resources Ltd. ("**Redzone**").

Max Resource Corp. ("**Max Resource**") optioned the property in 2008 and funded a five hole 1056.2 metre diamond drill program, focusing mostly on the polymetallic vein zone. Highlights included hole 08-l-2, which returned 8.20g/t Au over 0.3 metres and 08-l-3 which returned 209g/t Ag over 0.5 metres.

In 2010, the Property was optioned to Oceanside Capital Corporation ("**Oceanside**"). During that year a program of ground geophysics and soil sampling was conducted. Four north-south lines totaling 5.4 kilometres were emplaced and an IP and magnetic survey was run along these. One of the lines ran along the east side of the north end of Albert Lake across the area of the previously known copper in soil anomaly and where previous porphyry copper mineralization encountered in the 2005 drilling (the Lake Zone). The other three lines tested the area of the strong gold, arsenic, antimony and bismuth in soil anomaly discovered in 2007 in the Northwest Soil Anomaly.

A strong chargeability high was returned from the Lake Zone area, coincidental with the copper in soil anomaly. Chargeability highs were also discovered in the northwest and southeast areas of the other three lines in the Northwest Soil Anomaly, roughly flanking a prominent ridge of recrystallized limestone.

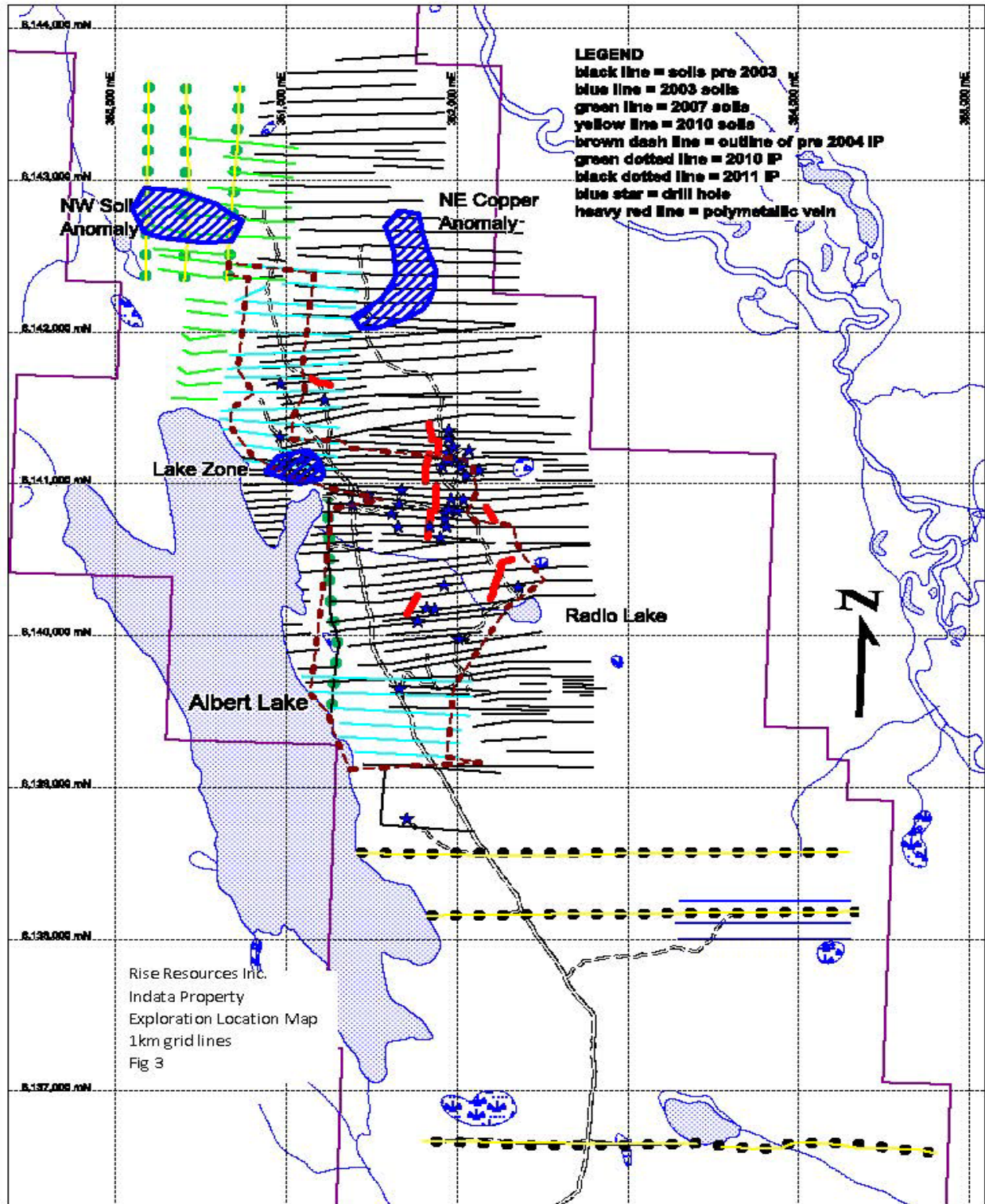
Also in 2010, a total of 471 soil samples were collected. The four IP lines were sampled and three other widely spaced reconnaissance type east-west lines were emplaced and sampled in the southern part of the Property to the south of the existing grids. The multi-element "epithermal-type" soil anomaly in the northwest part of the Property was confirmed and spotty gold and copper anomalies were discovered on the southern lines.

The 2011 program was made up of an IP/magnetics survey along the three southern 2010 soil lines, which totaled 8.1 line kilometres. Two north-south trending chargeability highs were encountered near the eastern end of the two northern lines (L100N and L300S). A strong copper in soil anomaly coincides with the western chargeability high on L100N. The southernmost line (L1850S) is 1550 metres south of the other two lines and has three prominent chargeability highs.

In 2012, Oceanside and Eastfield constructed 3.2 kilometers of drill road access along with the construction of six drill sites. Eighteen rock samples were collected during this work, one of which returned an analysis of 0.78% copper in dacitic volcanic float from a new road in the southern part of the Property, in the area of the 2010-2011 soil sampling and geophysical work.

The 2013 program was focused on the southern part of the property in the area where the copper bearing float was discovered in 2012. Minor prospecting and rock sampling was conducted and additional mineralized float and rubble was found in the area. Three 1000 metre east-west soil lines were emplaced in the same area with samples collected at 50 metre intervals, to a total of 62 samples. A number of localized copper anomalies were discovered. As well, 17 silt samples were taken from a number of areas of the Property. A single high gold value was returned from a sample in the southeast corner of the Property. Subsequent to this work, Oceanside terminated its option on the Property in October 2013.

Figure 3: Exploration Location Map



Summary of Work and Discussion of Results

A considerable amount of exploration has been carried out on the Property since the first work in 1984, all of which was completed prior to the involvement of the Company. During this time, over 4,700 soil samples have collected and over 70 line kilometres of ground geophysics, including magnetometer, VLF, and IP surveys, have been conducted. A 1990 airborne geophysical survey measured VLF and magnetic along 595 kilometres of flight line. Approximately 3,000 metres of hand and excavator trenches have been constructed, mapped and sampled, and 73 diamond drill holes, totaling 7,376.59 metres have explored for mineralization on the property

Much of the work up to 2007 was conducted within a 4.7 x 2.5 kilometre area in the north central part of the Property which hosts the Lake Zone porphyry copper mineralization and the polymetallic veins. Work in recent years has been focused on the northwestern and southern parts of the Property.

Soil sampling works well in identifying areas of both porphyry copper and polymetallic vein mineralization and chargeability is also useful; discrete strong highs indicate the high sulfide content of the polymetallic veins, and broad anomalies show the large disseminated areas of porphyry type mineralization.

Anomalous copper in soils (>100ppm) occur over a large area on the east side of Albert Lake. The Lake Zone mineralization occurs at the north end of this copper in soil anomaly, which extends for over 2,000 metres to the south to the end of the existing grid there. The anomaly extends for up to 1,000 metres to the east, indicating the potential for other zones of porphyry style mineralization.

Another area of high copper in soils occurs 1,200 metres northwest of the Lake Zone. Within a larger area of >100 ppm Cu sits a 700 metre long north south zone with copper in soil values to 1,452 ppm. Grab select rock samples from this same area in 1989 returned seven samples of >10,000 ppm Cu (>1%), to a high value of 35,959 ppm. No IP surveys have been conducted in this area and the results have never been followed up. This area is referred to as the “**Northeast Copper Anomaly**”.

Gold values in soils are generally subdued, even in the areas of gold bearing polymetallic vein mineralization. Anomalous gold in soil anomalies (>10 ppb) are scattered across the grid with no obvious orientation or zoning, though some large anomalies, up to 400 metres in length, occur to the east of the known polymetallic vein zone.

Anomalous arsenic anomalies (>100 ppm) occur in linear north-northeast orientations, up to 250 metres wide and 1,300 metres in length. They occur across the gridded area but are more common in the central and southern parts. Antimony in soil anomalies (>20 ppm) are less linear than the arsenic anomalies and are more common in the northern areas. The precious metal bearing polymetallic vein mineralization the central part of the gridded area is associated with coincidental arsenic and antimony soil anomalies.

The Northwest Soil Anomaly was discovered in 2007 in soil sampling north of the Lake zone. An area measuring 200 x 400 metres contains coincidental anomalous gold, arsenic, antimony, bismuth and copper at the south end of a prominent limestone ridge. The limestone contains only local iron oxide staining and rock sampling has returned no metal values of note. Regional geological maps indicate an east-northeast trending fault cutting through the area, which may serve as a conduit for mineralizing fluids. Additional sampling in 2010 confirmed these results and uncovered similar minor anomalies up to 700 metres to the north.

Soil sampling in 2010 and 2013 in the southern part of the claims discovered local copper in soil anomalies that are locally coincidental with chargeability highs from the 2011 IP survey. Granodiorite outcrops raise the possibility of porphyry type mineralization here.

Of the ground geophysics work, the IP surveys appear to be the most useful. The high sulfide contents of the polymetallic veins show as strong chargeability highs, which when coincident with arsenic-antimony in soil anomalies are considered likely indicators of polymetallic veins. A number of chargeability highs have

been noted in the 2010 and 2011 IP surveys in the southern part of the property which raises the possibility of further veins in this area which has received little exploration to date.

The increased sulfide content (chalcopyrite and pyrite) associated with the porphyry copper mineralization shows up as chargeability highs as well, though usually over larger areas, indicating the more widespread nature of this type of mineralization. The Lake Zone is an example of this.

The 2000 airborne geophysical survey measured VLF and magnetics but did not yield any targets for exploration.

Excavator trenching has been used to explore for both polymetallic vein and porphyry copper mineralization. In total, over 3,000 metres of trenches have been excavated, the vast majority of which have been dug in the Lake Zone and polymetallic vein mineralization areas. A major program in 1989 constructed 42 trenches, to a total of 2,211 metres, targeting anomalous soil geochemistry in the polymetallic vein zone area. In most cases, where bedrock was exposed, the anomalies were found to have been caused by sulfide mineralization with elevated precious metal values in quartz veins. Trenching in 1995 in the Lake Zone area uncovered porphyry copper mineralization, including 75 metres averaging 0.36% Cu.

To date a total of 73 diamond drill holes, totaling 7,376.59 metres, have been drilled on the Property. The vast majority of these targeted the two main areas of mineralization: the polymetallic veins in the central part of the Property, and the Lake Zone porphyry copper mineralization on the northwest corner of Indata Lake. In the area of the polymetallic veins, the drill holes were located on the basis of known mineralization, as exposed in trenches, and on combinations of arsenic/antimony soil geochemistry and chargeability highs from the IP surveys. Drilling was also used to extend to trace mineralization along strike and down dip.

Drilling to date has delineated five mineralized polymetallic vein zones, located in the central part of the Property. The veins range in width from centimetres to a maximum of four metres, and have been traced for up to 450 metres along strike. Grades from these veins are as high as 47.260 g/u Au, and local silver grades to 354 g/t (note that lengths described are along the core and may not represent true widths).

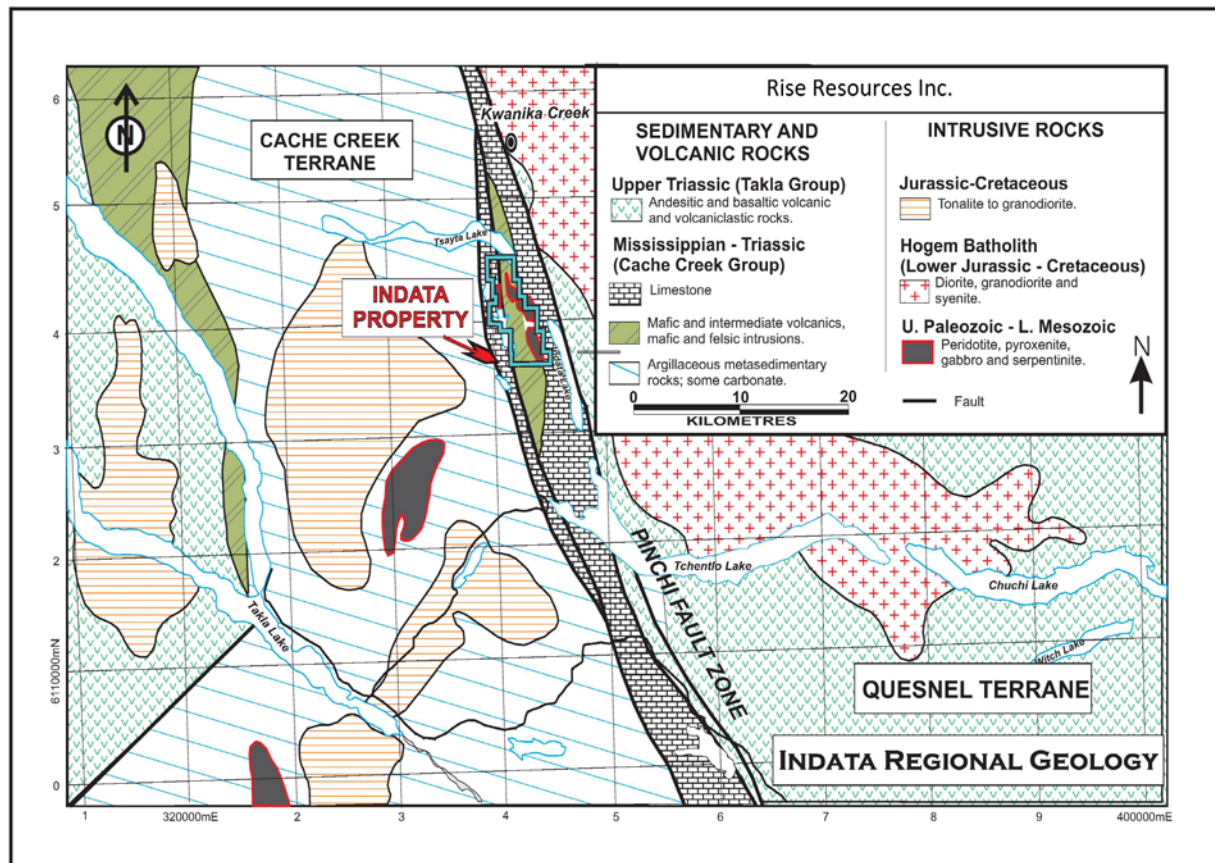
In the Lake Zone, the drill locations have been based on the high copper in soils and trenches. The best results to date have come from hole I-98-7, which returned 145.4 metres of 0.2% Cu, including 24.1 metres of 0.37% Cu, both intervals continuing to the end of the hole. Drill hole locations on the Property are shown in Figure 6.

Geological Setting

Regional Geology

The Property lies west of and along splay faults related to the contact of two major terranes of the Canadian Cordillera: the Quesnel and Cache Creek Terranes. The contact between these terranes is marked by the Pinchi Fault Zone, a high angle reverse fault of regional extent, and associated splay faults where Cache Creek strata to the west have been thrust over Takla strata to the east. The fault zone is up to 10 kilometres in width. The regional geology of the Property area is shown in Figure 4.

Figure 4: Indata Regional Geology



Generalized Regional Geological Setting of the Indata Property.

Fig 4

The Quesnel Terrane consists of mafic to intermediate volcanic rocks of the Upper Triassic – Lower Jurassic Takla Group intruded by the Hogem Batholith, which is composed of intrusive phases which range in composition from granite to monzonite to quartz syenite, which range in age from Lower Jurassic to Cretaceous.

The Cache Creek Terrane in the region comprises mainly argillaceous metasedimentary rocks intruded by diorite to granodiorite plutons (which may be pre-Triassic or Lower Cretaceous in age) and by small ultramafic stocks. Some of these latter intrusions may be of ophiolitic origin.

A northwest-striking fault bounded block situated between the two terranes (within the Pinchi Fault Zone) underlies the Property. This block is underlain largely by limestone within which a sliver of mafic and intermediate volcanic rocks is preserved. Both the limestone and volcanic rocks are considered here to be part of the Cache Creek Group but the evidence for this is equivocal as similar strata occur within the Takla Group elsewhere in the region. As well, the volcanic rocks in this block have been subjected to greenschist facies metamorphism, similar to what is normally found in Cache Creek rocks, whereas generally the metamorphic grade of the Takla Group volcanic rocks is rarely higher than zeolite facies. But the area's proximity to such a major fault may locally have raised the metamorphic grade as has been demonstrated further to south along the Pinchi fault at Pinchi Lake where metamorphic grade increases to blueschist grade at the fault. It is also possible that the major fault movements along the Pinchi Lake Fault have juxtaposed Cache Creek limestone against Takla volcanic rocks within this fault block.

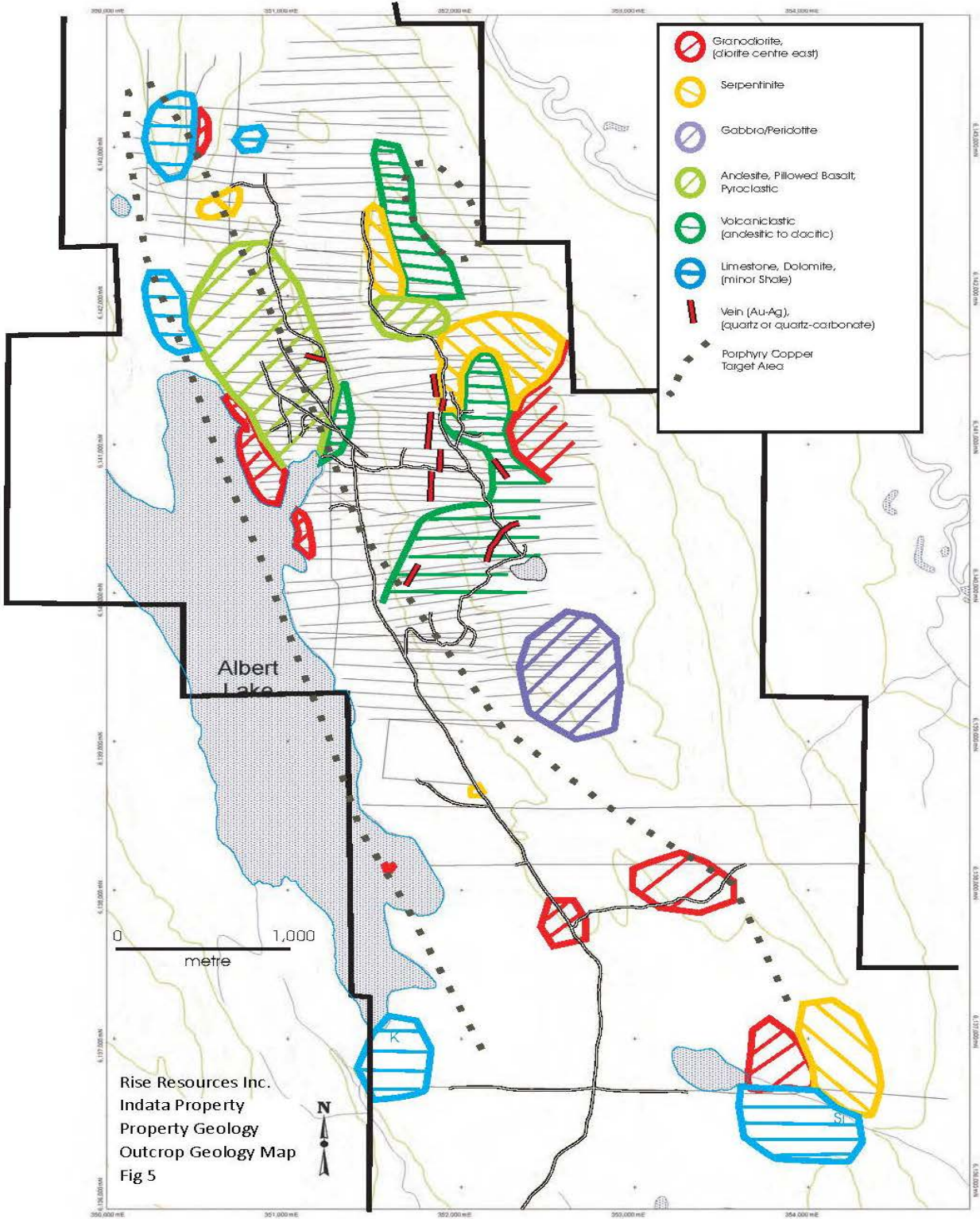
In summary, it is not definitely known to which terrane the various rock types on the Property belong.

The dominant structural style of the Takla Group is that of extensional faulting, mainly to the northwest. In general Takla Group rocks are tilted but not folded. In contrast, strata of the Cache Creek Group have been folded and metamorphosed to lower to middle greenschist facies and a penetrative deformational fabric has been preserved in argillaceous rocks. Extensional faults are also common within the Cache Creek Group and probably represent the effects of post-collision uplift.

Property Geology

There are no comprehensive geological maps of the Property. A generalized map showing outcrop locations of the various lithologies is shown in Figure 5.

Figure 5: Property Geology



Lithologies

The Property is underlain by two main supracrustal assemblages: limestone with minor intercalated shale; and andesitic volcanic rocks that were deposited under marine conditions. As discussed above, it is uncertain whether these rocks belong to the Cache Creek or Quesnel Terranes. Local bodies of serpentinite on the Property are thought to be intruded into the Pinchi Fault Zone.

Limestone crops out as prominent hills and bluffs in the northern, western and southern parts of the area. Although generally massive, in places bedding is defined by thin shaley partings and by intraformational limestone conglomerate. Breccias formed by carbonate dissolution are displayed within karst topography in the southwestern part of the Property at the southern end of Albert Lake.

Volcanic rocks underlying the Property are of andesitic composition and can be subdivided into two broad units. In the western part of the Property, volcanic rocks consist of pillow lava, pillow breccia, coarse tuff breccia and fine-grained crystal lithic tuff. The dominant mafic mineral in these rocks is amphibole, now represented by tremolite/actinolite but was probably hornblende prior to alteration. The second volcanic unit consists of massive to poorly bedded volcanic tuff with variable amounts of amphibole phenocrysts. Although commonly poorly bedded, bedding planes and fining upwards sequences can be recognized in places.

Intrusive rocks recognized on the Property range in composition from ultramafic to granite and underlie the central part of the Property area. Hornblende diorite occurs as a pluton which extends along part of the eastern side of the central part of the property and as dykes. The bulk of this pluton has a fine to medium-grained hypidiomorphic granular texture although both marginal phases of the pluton and the dykes are porphyritic. A small part of the pluton is of quartz diorite composition although primary quartz is generally absent. While diorite dykes are common within the volcanic rocks of the property, no diorite intrusions have been observed within the limestone unit, suggesting that the diorite and volcanic rocks are of similar age and are either older than the massive limestone or that the limestone is allochthonous with respect to the volcanics and was emplaced adjacent to the volcanic strata after volcanism and plutonism had ceased.

Intruding both volcanic rocks and diorite are ultramafic bodies, serpentinite to varying degrees but which preserve textures suggesting that the original rocks were peridotite and pyroxenite. Cross fibre chrysotile veins and veinlets occur throughout these bodies. To the south of Radio Lake (see Figure 3) a differentiated and zoned ultramafic-mafic intrusion occurs, consisting of a coarse-grained clinopyroxenite core, surrounded by peridotite and, in turn, enclosed by medium to coarse-grained hornblende-clinopyroxene gabbro.

The youngest intrusive rocks of the Property consist of medium to coarse-grained grey and reddish grey biotite quartz monzonite and granite. Whereas all other intrusive rocks in the area have been emplaced only into volcanic strata, this unit also intrudes limestone of the Cache Creek Group.

A large part of the Property is covered by glacial and fluvio-glacial deposits. Extensive areas of glacial derived clay in low-lying areas complicate geochemical soil results.

Structure and Metamorphism

The area covered by the Property can be divided into two structural domains: (i) the area underlain by carbonate rocks which is characterized by concentric folds and the development of a penetrative fabric in finer grained clastic interbeds; and (ii) that area underlain by volcanic strata which has undergone brittle deformation only. Contacts between carbonate and volcanic strata are obscured by young cover but are inferred to be northwesterly-striking faults. Drilling and geological mapping in the central part of the Property has indicated the presence of a number of westerly-striking faults which show normal displacements of up to a few tens of metres.

Carbonate rocks have generally been recrystallized with the common development of sparry calcite while fine grained clastic interbeds display a greenschist facies mineral assemblage. The assemblage actinolite/tremolite-chlorite-epidote within the matrix of volcanic rocks also suggests the attainment of greenschist grade of regional metamorphism in these strata.

Mineralization

Exploration on the Property has resulted in the discovery of a number of metallic mineral occurrences which can be divided into two main types: porphyry copper mineralization and quartz-carbonate polymetallic vein mineralization. The location of these zones of mineralization is shown in Figure 5.

The currently known area of porphyry copper mineralization occurs on the east side of the north end of Albert Lake (Lake Zone). Here a strong and consistent >250 ppm Cu in soil anomaly often coincides with chargeability anomalies from the induced polarization surveys. This soil anomaly is approximately 2,000 metres north to south and averages 400 to 600 metres east to west and sometimes attains soil copper values in excess of 7,000 ppm. Porphyry copper type mineralization is known at the north end of this feature in outcrops, trenches and drill core occurring as disseminated and fracture controlled pyrite-chalcopyrite-pyrrhotite in volcanic and granodiorite rock units. The best drill results from this area have been 145.4 metres averaging 0.20% copper, including 24.1 metres of 0.37% Cu in drillhole 98-I-4. Minor work has been conducted in the southern part of the soil anomaly/chargeability high where exploration work in 2012 and 2013 has discovered similar mineralized rubble 3,800 metres to the south indicating that the area of porphyry copper mineralization may extend across a considerable area.

Note that the reported interval widths are along the drill core orientation and may not represent true or actual widths of mineralization.

Polymetallic veins have been recognized in the central part of the Property to the east of the porphyry copper mineralization (see Figures 5 and 6) within andesitic volcanic rocks and serpentized ultramafics. The veins generally occupy a northerly-striking fault zone dipping shallowly to the east. Within ultramafic rocks, the veins are accompanied by zones of intense carbonate and talc alteration zones which range in width from a few metres to over 50 metres in deeper and more easterly parts of the fault. Proximal to the veins in volcanic rocks, especially adjacent to ultramafic contacts, alteration is dominated by silicification and the formation of quartz-carbonate veinlets but silicification is not common within ultramafic rocks.

To date, a number of separate mineralized polymetallic veins have been located on the Property. Most of these are in the central part of the Property on top of the ridge between Indata and Albert Lakes, and all have general north-south orientations. The longest of these has been traced in drilling for over 450 metres. Another vein occurs to the northwest, halfway towards the Lake Zone porphyry copper mineralization. It was discovered in 2007. This vein is 10 centimetres in width and has an east-west orientation.

Polymetallic veins often exhibit a subtle banded appearance with bands of quartz dominant material interrupted with sulphide rich sections where the sulphide content can exceed 50%. Sulphides are dominantly pyrrhotite, arsenopyrite and stibnite with lesser pyrite and minor chalcopyrite. Veins average approximately 1.5 metres in width but vary between 0.5 and 5.6 metres. Trace amounts of gersdorffite (a nickel arsenide), bismuthinite (a bismuth telluride), pentlandite (a nickel sulphide) and free gold have been documented in petrographic samples taken from high-grade intercepts. A review of 24 diamond drill intercepts grading at least 1.0 g/t gold indicates that the average vein intercept is 1.54 metres wide with an average grade of 8.41 g/t gold and 52.43 g/t silver. It must, however, be pointed out that one very high grade intercept in hole 88-11 biases this number such that if it is removed from the calculation then the remaining 23 drill intercepts have an average thickness of 1.43 metres with an average grade of 3.06 g/t gold and 59.40 g/t silver. These drill intercepts are generally close to true thicknesses (g/t have been converted from ppb).

Antimony, arsenic and gold are the best soil geochemical pathfinders for the polymetallic veins. The high sulfide content of the veins also makes them a good target for closely spaced IP surveys.

The relationship between the porphyry copper mineralization and the polymetallic veins has yet to be established although it is possible that the polymetallic vein mineralization represents an outer zone to a central, copper-dominated part of the same hydrothermal system. The host volcanic rocks of the porphyry copper mineralization exhibit a mineral assemblage consistent with both propylitic hydrothermal alteration and greenschist facies regional metamorphism and could be a result of either one of, or both processes. Because of poor outcrop and the paucity of drilling within the copper zone and in areas away from the polymetallic veins, a regional hydrothermal zonation has not been adequately interpreted within the Property. Alternatively the veins and porphyry copper style mineralization may be unrelated and are present together as coincidence, centered on the strong structural provenance of the Pinchi Fault Zone.

Deposit Types

The Property is host to mineralization of two deposit types: polymetallic precious metal veins and porphyry copper. Porphyry copper mineralization is known on the Property from the Lake Zone on the east side of Albert Lake, some 500 metres west of the area of the polymetallic veins. Drill results here include 145.4 metres averaging 0.20% Cu, which includes a higher grade interval of 24.1 metres of 0.37% Cu. There are a number of other porphyry copper occurrences in the area. The Central Zone of Serengeti Resources' Kwanika Project, located 14 kilometres north of the Property, contains an indicated resource of 244 million tonnes averaging 0.23% Cu, 0.21 g/t Au and 0.69 g/t Ag. (*Roscoe Postle and Associates NI 43-101 Technical Report for Kwanika Property Preliminary Economic Assessment, 2013, Report filed on SEDAR March 4, 2013*).

"Homestake" style gold mineralization, similar to the Property vein occurrences, occurs at the Snowbird deposit located near Fort St. James to the south of the Indata region, and at Mt. Sir Sidney Williams to the north of the Property. Arsenopyrite-stibnite-chalcopyrite-pyrite veins with enriched precious metals occur at these occurrences at or near the contact of mafic and ultramafic rocks. Drill results from polymetallic veins on the Property have reached as high as 4.0 metres of 46.20g/t Au and 2.0g/t Ag in hole 88-I-11, and 3.2 metres of 0.01 g/t Au and 354.1 g/t Ag in hole 89-I-6.

Note that the reported interval widths are along the drill core orientation and may not represent true or actual widths of mineralization.

Soil geochemistry and IP geophysics have been well documented as useful tools for the discovery of the two main types of mineralization (porphyry copper and polymetallic veins), both industry-wide and on the Property.

Copper in soil anomalies have worked well in outlining buried porphyry copper mineralization at the Lake Zone, and arsenic and antimony have proved to be good pathfinders for the polymetallic vein occurrences, which have been confirmed by later drilling.

The IP also works well for locating both types of mineralization. The broad zones of disseminated sulfides of the porphyry copper mineralization show as broad areas of anomalous chargeability, and the high concentrations of sulfides in the polymetallic veins show as strong, discrete spikes in the chargeability plots.

Other mineralization styles are known from elsewhere in the region. Epithermal mercury mineralization in carbonate rocks occurs at the former producing Bralorne-Takla Mercury Mine, located 26 kilometres north of the Property, and Pinchi Mine, located 100 kilometres to the southeast. The Lustdust skarn deposit is located 1.5 kilometres west of the Bralorne-Takla Mine, and has returned drill results including 0.80% copper and 0.67g/t gold over 59 metres and 2.19% copper and 24.04 g/t gold over 15 metres.

Exploration

The Company has conducted no exploration work on the Property to date.

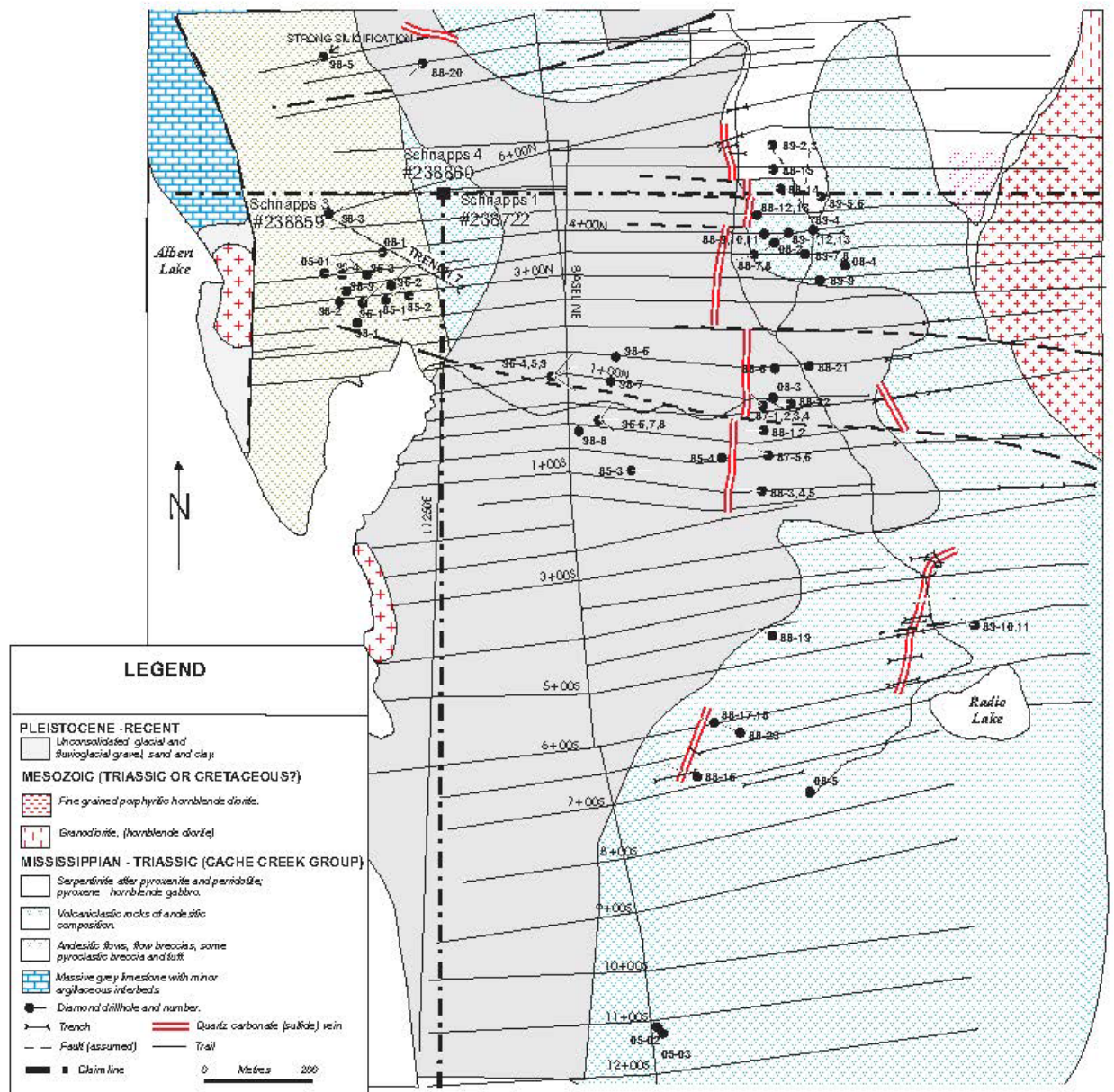
Drilling

From 1985 to 2008, 73 diamond drill holes totaling 7,376.59 metres were drilled on the Property, all prior to the involvement of the Company. Programs in 1985 and 1987-89 were helicopter-supported while the 1996, 1998 and 2005 programs were bulldozer-supported. In the 2008, program drill moves were done by helicopter, but shift changes were done via roads and trails. All of the logging of the drill core was carried out by accredited geologists and sampling was conducted according to industry standards. Geochemical analyses of the drill samples were conducted by Acme Analytical Laboratories (now BV Upstream Minerals) and Chemex Labs (now ALS Chemex), both of which were accredited and respected analytical facilities during this period of time. Drill core from all of the programs has been stored on the Property, generally at the drill sites, but only that from 2005 and 2008 is of much use.

A map showing the drill hole locations on the Property, and relationships to geology and mineralization is given in Figure 6.

Note that the reported interval widths are along the drill core orientation and may not represent true or actual widths of mineralization.

Figure 6: Drill Hole Location Map



Rise Resources Inc
 Indata Property
 Drill Hole Location Map
 Fig 6

Drill hole and trench locations shown with geology of the central part of the Indata property (hole 98-10 located south of this figure is not shown)

The first drilling on the Property was carried out in 1985, and consisted of four diamond drill holes totaling 230.72 metres. Core size was BQ (36.5 millimetres in diameter). The first two holes, DDH-1 and 2, tested a coincident copper in soil-chargeability high on the northeast side of Albert Lake which would later be known as the "Lake Zone" porphyry copper target. These two holes encountered mafic volcanic rocks with minor intrusive and sedimentary intervals, with local disseminated pyrite and chalcopyrite. Intervals of anomalous copper values were obtained from both holes, including 9.3 metres of 0.2% Cu in DDH-1 and 2.55m of 0.62% Cu in hole DDH-2. Holes DDH-3 and 4 were drilled to the east of the first two, targeting chargeability highs with minor accompanying soil anomalies but did not return any significant results. Hole

DDH-4 actually tested the western part of the zone of polymetallic vein mineralization, but did not penetrate deep enough to reach the veins.

In 1987 six diamond drill holes totaling 305.4 metres were emplaced in the area of the polymetallic vein mineralization, some 500 metres east of the Lake Zone. The core size is unknown. The target was a strong north-south trending coincident chargeability-gold-arsenic-antimony in soil anomaly. A "quartz-massive sulfide" zone, consisting of pyrite-arsenopyrite, chalcopyrite and stibnite in fractures and quartz veins, was encountered in five of the six holes. These veins were hosted in chlorite altered andesite and diorite rocks within zones of silicification. High gold and silver results were obtained over narrow intervals in these holes; including 4.2 metres of 3,245 ppb Au, 126.6 ppm Ag and 0.32% Cu in hole 87-I-3, and 1.2 metres of 9,835 ppb Au, 51.4ppm Ag and 0.51% Cu from hole 87-I-5.

1988 was the start of the largest exploration program carried out on the Property to date. In that year, 23 diamond drill holes totaling 2,098.6 metres were drilled, all but one targeting the polymetallic vein zone.

The central and northern parts of zone were tested with 22 holes, drilling NQ (47.6 millimetres in diameter) core. Multiple holes were drilled from a number of the sites, at different dips, in order to learn the attitude of the mineralized veins and hosting structures. Structures in the central area were hosted in andesitic volcanics in zones of clay and quartz alteration, while the northern holes intersected ultramafic rocks with talc-carbonate alteration around the structures. Mineralization occurred in quartz-sulfide veins in the structures to a high value of 47.260 g/t Au over 4.0 metres in hole 88-I-11. One hole, 88-I-20, was drilled to the north of the Lake Zone copper target but returned no results of note.

In 1989, Eastfield continued its exploration of the polymetallic vein area which included more diamond drilling: 1817.78 metres in 13 holes, again using NQ core. Eleven of these tested the north trend of the area targeting zones of talc-carbonate alteration, while the other two holes tested another area near Radio Lake, which was discovered in the 1989 excavator trenching program. The first eleven holes encountered a talc-carbonate altered shear zone in an ultramafic body which contained narrow quartz-sulfide veins with arsenopyrite, pyrrhotite and minor chalcopyrite. Results included 1.335 g/t Au and 1.7 g/t Ag from hole 89-I-7, and 0.8 metres of 4.837 g/t Au and 3.1 g/t Ag in hole 89-I-9. The best result for the Radio Lake area was 1.7 metres of 1.825 g/t Au and 3.1 g/t Ag from hole 89-I-12 from quartz-sulfide veins in a zone of quartz-carbonate-fuchsite alteration. Silver values from the 1988 and 1989 drill program were markedly lower than in the 1987 drilling, declining from values in the hundreds of ppm to values generally less than 10 ppm.

The next drilling on the Property, in 1996, was conducted by Clear Creek who drilled nine holes totaling 650.99 metres in the Lake Zone area, following up on the discovery of copper mineralization in the 1995 trenching. Core size was NQ. The drill holes encountered mostly andesitic volcanic rocks with mineralization occurring as pyrite, pyrrhotite, and chalcopyrite as disseminations and fracture fill. Poor drilling conditions resulted in three holes; 98-I-6, 7 and 8 not being completed. Large intervals of low grade copper were intersected in the drill holes, including 21.0 metres of 0.23% Cu in 96-I-3, and 148.5 metres of 0.09% Cu in 98-I-2 confirming the results from the original 1985 Imperial Metals drill holes.

Clear Creek did another campaign of drilling in 1998, with nine of ten holes targeting the Lake Zone to the west of the previous holes, drilling a total of 955.1 metres of NQ2 core (50.6 millimetres in diameter). Drilling in the Lake Zone was again difficult due to badly fractured ground conditions. The highlight of the program was hole 98-I-4 which returned 145.4 metres of 0.20% Cu, with the bottom 24.1 metres running 0.37% Cu. The final hole of the program was collared south of the Lake Zone soil grid to target an aeromagnetic high. A review of the this drill core in 2010 noted that only four samples had been collected from the hole and that weak copper mineralization occurring with magnetite was common in the unsampled intervals.

A short diamond drill program was funded by Aberdeen in 2005. Three NQ holes were collared, and a total of 261.83 metres was drilled. The first hole was located in the Lake Zone and was lost well short of its target. The other holes were located 1,600 metres to the south. The second hole was lost at 8.8

metres of overburden and the third hole was abandoned before completion. The only significant result of this program was 18.4 metres of 0.12% Cu from the final hole.

Max Resource funded a five hole 1,056.1 metre drill program in 2008, focusing mainly on the polymetallic vein mineralization. Highlights of these holes included hole 08-I-2, which returned 8.20 g/t Au over 0.3 metres and 08-I-3 which returned 209 g/t Ag over 0.5 metres. The first hole of the program targeted the Lake Zone and the strong copper mineralization encountered in hole 98-I-4; (0.35% Cu in the bottom 29.2 metres). The 2008 hole returned 163.4 metres of 0.14% Cu along its length. Core size was BTW (42.0 millimetres in diameter).

Sample Preparation, Analysis and Security

Numerous exploration programs have been conducted on the Property, many of which transpired prior to the implementation of NI 43-101. Details do not exist of the exact procedures, but the QP feels that sampling was conducted as per the standard industry procedures discussed below.

Soil and silt samples are collected in Kraft paper bags and tied shut with flagging tape. In camp, it is usually necessary for them to be dried before shipment and they are laid out in rows or strung on wires for this purpose. The reliability of soil sampling is greatly enhanced by training the field-crew to collect samples in a consistent and standardized way. The soil samples are taken from holes dug with a tree planting shovel or mattock from approximately 30 to 40 centimetres depth. In forested areas where soil horizons have developed, an attempt is made to always sample the "B" horizon. By limiting the organic content in samples through deep sampling it is possible to reduce the variability at a site. On the Property, soil samples were generally collected at 25 or 50 metre intervals along east-west lines that were generally 100 metres apart.

Rock samples are bagged in heavy plastic bags and closed with a wire or plastic tie and sample numbers are written on the outside of the bag. Each geologist uses a unique number sequence so that they are not mixed up with other samples. The geologist collecting the sample writes field descriptions on site. In general, only the geologist takes rock samples so that the field relationships of the sample can be properly described. Samples may be collected as representations on a large exposure, or specific to a particular geological feature. Often a duplicate sample is taken so that it can be referred to at a later time for description under better conditions, or for referral after analytical results are received. Rock sample density on the Property is low, as altered outcrops are not common, though copper mineralization near Albert Lake has been known since the early days of exploration there.

Trenching on the Property has been done with an excavator or backhoe, which is used to dig down to reach bedrock. In areas of thick overburden it is often not possible reach bedrock.

Exposed bedrock is cleaned by hand, generally using a shovel, and the trench is chained and measured, obtaining a GPS location as a start point. A geological map is made of the trench and it is generally sampled after this. Sample length and density depends on what is found in the trench, but the overall approach is similar to that of drill core: samples are collected over 1-5 metre widths based on rock type, alteration and mineralization, with more detailed samples collected in zones of significant geological features such as sulfide content, veining or strong alteration. Samples are collected in plastic bags and stored at camp prior to shipment to the analytical laboratory. In total, over 3,000 metres of trenches have been excavated on the Property, the vast majority of which have been dug in the Lake Zone and polymetallic vein mineralization areas.

Drill core is placed in numbered core boxes at the drill site by the driller's helper whenever the core tube is pulled up and it contains core. A wooden run block marks the bottom end of the core recovered in the box each time the tube is pulled. The driller keeps track of the footage/depth by counting the number of ten-foot rods in the hole. The "zero" point, usually the top of the casing or the surface of the drill-deck, is discussed and agreed upon by the driller and the geologist prior to the first hole being drilled. Core is generally transported twice a day from the drill site to a core storage and splitting facility constructed near the camp. Here the core is laid out, metric conversions of the run-blocks footages are carried out and the

core boxes are labeled with a weather-proof metal tag. The laid-out core is examined by the project geologist who does a preliminary evaluation of the hole's potential, identifies the main rock types, estimates recoveries, marks the contacts and divides the core into sample intervals. Any mistakes made by the driller or helper in marking the boxes or run blocks are caught at this stage.

The core is then split, generally using a mechanical core splitter, with half the sample bagged and the other half left in the core boxes for detailed logging and stacking on site. Books of preprinted, numbered assay tags are filled in by the core splitters as they work. In each heavy-duty poly sample bag they place a uniquely numbered tear-off section from the assay book. A corresponding number is stapled into the core box and it is noted in the drill-log. No other number or mark is made on the core samples and from that point on no person handling the core when it is shipped, received at the lab or when it is being analyzed can identify the hole or property that the core is from. The poly sample bags are closed with a cinch strap and bundled in groups of five or six (weighing 20 to 30 kilograms) into an opaque rice-sack which is sealed.

In current standard industry practice, sample standards with known metal values and sample blanks with no detectable metal values are introduced into the sample stream as a check on the laboratory analyses. The standards are generally inserted at a ratio of one standard to 20 to 30 core samples. At the Property, the insertion of these sample standards only occurred in the 2008 drill program.

Samples are stored in a secure location, such as the exploration office prior to shipment. During the core splitting there are normally several people present, and none of the core-splitters wear jewelry.

Not all core recovered was sampled. Exactly what core was sampled was the decision of the geologist logging the core, based on alteration and mineralization observed. Core without alteration or significant sulfide content was generally not sampled. In the porphyry copper mineralization of the Lake Zone, characterized by "low- grade" copper mineralization over wide lengths, sample intervals would be in the 2-3 metre range. The polymetallic vein zone mineralization is the opposite; with high grade gold and silver values occurring over narrow widths, generally in quartz-carbonate veins. Here the sample interval would be narrower, as low as 0.3 metres, in order to discern the gold and silver values from the veins, as the wallrock does not generally carry significant values.

The QP concluded that the values and widths of the sample intervals and analytical values from the Property drill program are valid and that there is no "stretching" of high grade values over large intervals. Because the drill holes were oriented across the known zones of mineralization it is believed that the widths described are close to true widths.

It is the opinion of the QP that the programs run by Imperial and Eastfield on their own behalf and on behalf of the various optionees, from which the Technical Report draws upon for information, were professionally managed and work conducted according to accepted industry standards. The QP is not aware of any drilling, sampling or recovery factors, or sampling bias that could have materially impacted the accuracy and reliability of the results. It is believed that the samples collected were representative of the rocks and mineralization that was encountered.

Sample preparation prior to shipment to the analytical laboratory is limited to drying of soil and silt samples only. Rock and core samples are subject to no preparation in camp.

The Company plans to use only certified Canadian laboratories for analytical work it completes on the Property. Occasional samples should be submitted to alternate facilities for comparison.

Security of Samples

The Technical Report draws on much information from work completed prior to the implementation of NI 43-101, although standard quality control procedures are believed to be in place during this time. These included the use of (lab inserted) standards in much of the analytical work, professional core

handling procedures including retaining half of the core (a replicate sample) on site and including field inserted standards in the 2008 drill program. An inspection of the core during the QP's May 2010 field tour revealed that most of the footage markers for the core drilled in 1985 to 1989 were indiscernible although many of the metal hole identifiers are still attached to the boxes such that the core still has some value for the identification of broad scale lithological and alteration mapping. Core originating from the 1996-2008 drill programs is also stacked on site and is in much better shape with many of the footage markers still discernible.

During the data review that accompanied the preparation of the Technical Report, the QP reviewed many of the original lab certificates and cross referenced them against drill logs. Results for company standards for the 2008 drilling were tabulated and reviewed. Two different standards were utilized in the 2008 program: the first standard has a low gold content and negligible molybdenum while the second standard contains a higher gold content and significant molybdenum content. Results for the first standard were very consistent with a gold variance of 5.2% from the mean and a copper variance of 3.7% from the mean. The second standard did not perform as well and produced a gold variance of up to 26.3% from the mean and a copper variance of up to 5.7%. Future programs should monitor lab quality control data carefully and ensure that procedures are adequate to constrain analytical results of standards within a tight statistical range.

The QP participated in and supervised part of the 2007 exploration program and can confirm that this work was conducted in a professional manner and up to standard industry practices. In the opinion of the author, the other programs run by Eastfield, Clear Creek, Castillian, Aberdeen, Redzone, Max Resource and Oceanside, from which the Technical Report largely draws upon for information, were also professionally managed and the programs conducted according to accepted industry standards including acceptable verification of results.

Mineral Resource and Mineral Reserve Estimates

No estimates of mineral resources or mineral reserves have been carried out on the Property.

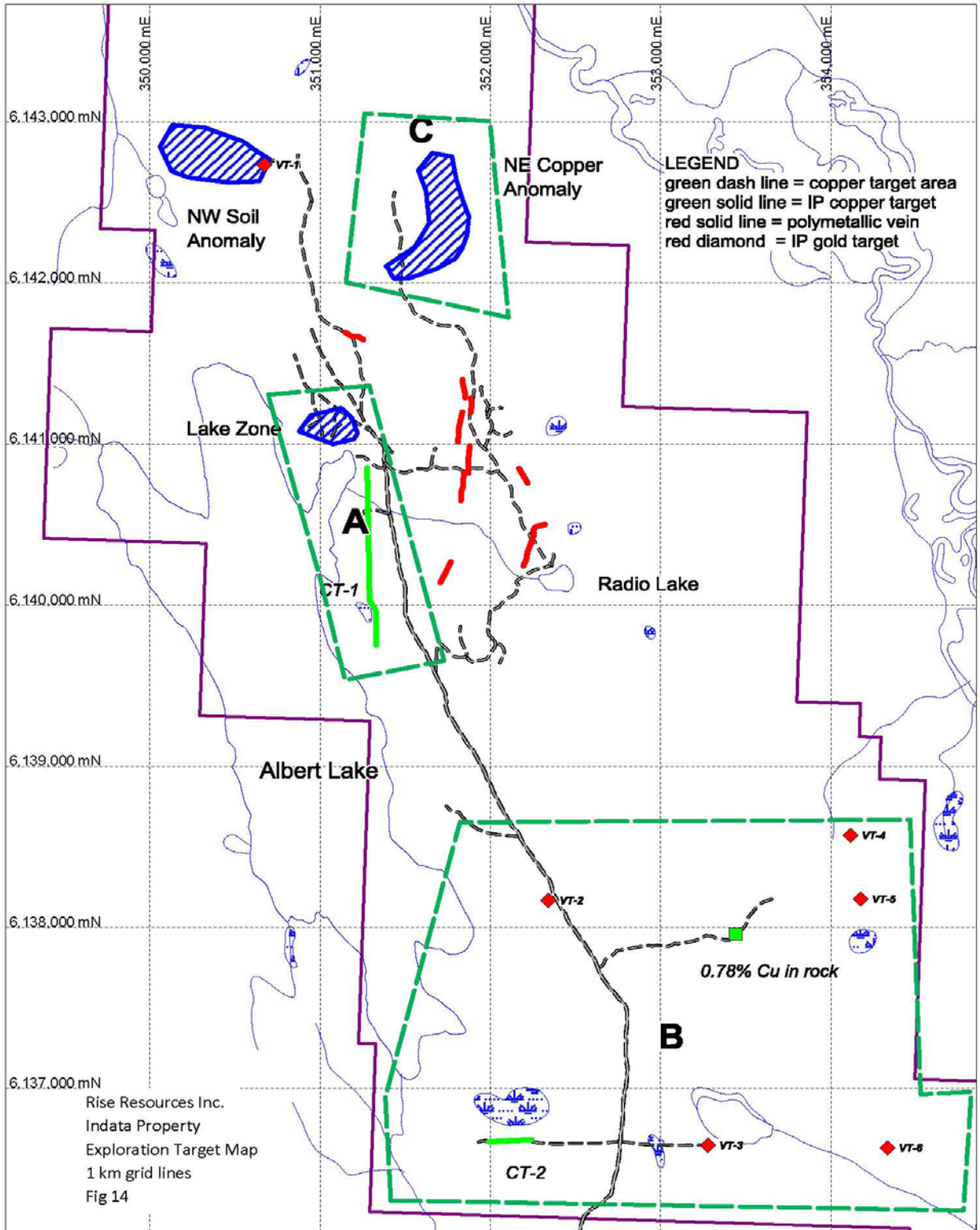
Exploration and Development

The Company plans to explore the under-explored southern part of the Property (Area B of Figure 7), where recent exploration has discovered indications of porphyry mineralization. These indicators include coincidental copper in soil-chargeability anomalies, float rock samples with up to 0.78% Cu, and the existence of intrusive rocks in outcrop.

A two-phase program is proposed: an initial phase of surface work to cover the area with soil sampling and an IP-magnetics survey, along with prospecting, mapping and rock sampling. This phase is budgeted at \$270,000. Should appropriate targets be discovered during the surface program, it should be followed up by diamond drilling of the best targets. A 2,000 metre program costing \$270,000 is proposed for this, bringing the total budget to \$540,000.

A detailed breakdown of the total budget is included in the Technical Report.

Figure 7: Exploration Target Map



Intellectual Property

The Company claims common law trademark rights in its corporate name. It does not hold any registered copyright, trademark, patent or other intellectual property right.

Employees

The Company does not currently have any full-time or part-time employees. Its officers and directors provide services on an as-needed basis, and the Company plans to rely on their efforts, as well as those of a number of independent consultants, to manage its operations for the foreseeable future.

Government Regulations

The Company plans to engage in mineral exploration and development activities and will accordingly be exposed to environmental risks associated with mineral exploration activity. Pursuant to the Option Agreement, it is now the operator of the Property.

The Company's exploration and development activities will be subject to extensive federal, provincial and local laws, regulations and permits governing protection of the environment. Among other things, its operations must comply with authorizations issued under the *Mines Act* (British Columbia) and the *Environmental Management Act* (British Columbia).

The Company's plan is to conduct its operations in a way that safeguards public health and the environment. It believes that its operations comply with applicable environmental laws and regulations in all material respects. As of the date of this Prospectus, the only environmental permit or authorization it requires to conduct its proposed work program is the "Notice of Work" filed with the British Columbia Ministry of Energy and Mines; however, the Company expects that regular monitoring and compliance with periodic reporting requirements will be integral components of any such permits or authorizations that it applies for or receives in the future.

The costs associated with implementing and complying with environmental requirements can be substantial and possible future legislation and regulations could cause the Company to incur additional operating expenses, capital expenditures, restrictions and delays in developing or conducting operations on the Property, the extent of which cannot be predicted with any certainty.

To the best of the Company's knowledge, there are no existing environmental liabilities on the Property.

USE OF PROCEEDS

Available Funds

Upon the completion of the Offering, the Company estimates it will have the following funds available.

Source of Funds	Offering Amount (\$)	Over-Allotment Option Amount (\$) ⁽¹⁾
Gross Proceeds	550,000	632,500
Less: Agent's Commission	44,000	50,600
Remaining Offering Costs	13,125	13,125
Net Proceeds	492,875	568,775
Working Capital as of May 31, 2015	(81,715)	(81,715)
Total Funds Available	411,160	487,060

⁽¹⁾ Assuming the Over-Allotment Option is exercised in full.

Principal Purposes

The Company intends to use the total funds available to it as follows:

Business Objective	Estimated Time Period	Allocation of Proceeds pursuant to the Offering (\$)	Allocation of Proceeds pursuant to the Over-Allotment Option ⁽¹⁾ (\$)
Phase I work program	4 months	270,000	270,000
Phase II work program	16 months	-	-
Consulting fees	12 months	72,000	72,000
Professional fees	12 months	17,500	17,500
Filing and regulatory expenses	12 months	5,500	5,500
Rent	12 months	12,000	12,000
Marketing and website development costs	12 months	5,000	9,000
General and administrative expenses	12 months	21,500	21,500
Unallocated working capital		7,660	79,560
Total		411,160	487,060

⁽¹⁾ Assuming the Over-Allotment Option is exercised in full.

Any funds available from the exercise of the Over-Allotment Option will be used by the Company to commence the Phase II work program, if warranted, and also for general working capital purposes.

The Company has a limited operating history and may sustain losses in the future. Since its inception, the Company has had negative operating cash flow. Accordingly, any unallocated funds will be used for general working capital purposes. The Company intends to spend the available funds from the Offering as described in the preceding table. However, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. If such an event occurs during the completion of the Offering, the Company and its management will have broad discretion in the application of such funds and, if required, an amendment to this Prospectus will be filed. See "Risk Factors".

As of the date of this Prospectus, the Company has not entered into management, consulting or employment agreements with any of its executive officers and it does not intend to enter into any such agreements over the next 12 months. However, the Company plans to pay \$3,000 per month to Fred Tejada, its President, Chief Executive Officer, Secretary and director; \$3,000 per month to Cale Thomas, its Chief Financial Officer, Treasurer and director; for the provision of consulting services over the next 12 months.

Business Objectives and Milestones

The Company's short term business objectives are to: (i) complete the Offering; (ii) list the Shares for trading on the CSE; (iii) complete Phase I of its exploration program on the Property.

The Company's long term business objectives are to: (i) complete Phase II of its exploration program on the Property; (ii) bring the Property into production; and (iii) acquire, explore and develop additional mineral resource properties.

The Company plans to complete the Offering on the Closing Date and concurrently list the Shares for trading on the CSE. Subject to such completion, the Company expects to complete Phase I of its exploration program by October 2015, with the completion of Phase II following by autumn 2016.

DIVIDENDS OR DISTRIBUTIONS

The Company has not paid dividends since its inception. While there are no restrictions in the Company's Articles of Incorporation or Bylaws or pursuant to any agreement or understanding which could prevent the Company from paying dividends or distributions, the Company has limited cash flow and anticipates using all available cash resources to fund working capital and explore the Property. As such, there are no plans to pay dividends for the foreseeable future. Any decisions to pay dividends in cash or otherwise in the future will be made by the Board of Directors on the basis of the Company's earnings, financial requirements and other conditions existing at the time a determination is made.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following management's discussion and analysis ("**MD&A**") should be read in conjunction with the Audited Financial Statements, the Interim Financial Statements, and the disclosure contained elsewhere in this Prospectus. Since the Company meets the definition of an "SEC issuer" in National Instrument 41-101 *General Prospectus Requirements* ("**NI 41-101**"), this MD&A has been prepared substantially in accordance with Item 303 of Regulation S-K under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**").

The Audited Financial Statements, the Interim Financial Statements and the financial data derived therefrom and included in this Prospectus are prepared in accordance with generally accepted accounting principles in the United States of America.

Plan of Operations

The Company's plan of operations for the next 12 months is to carry out a two-phase exploration program on the Property at a total cost of approximately \$540,000, as follows:

Phase One: Surface Exploration

Description	Amount (\$)
Field supervision / mapping / sampling	40,800
Line cutting (including personnel costs, room & board and vehicle expenses)	86,400
Soil sampling (including personnel costs, room & board and vehicle expenses)	9,180
Sample analysis	20,000
IP-magnetics survey	68,000
Geophysical contractor costs (including room & board and vehicle expenses)	24,800
Reporting and drafting	10,000
Contingency	10,820
Total	270,000

Phase Two: Drilling

Description	Amount (\$)
Drilling costs	160,000
Site preparation	10,000
Sample analysis	10,000
Geologist / supervisor expenses	30,000
Field crew expenses (including room & board, vehicle expenses and equipment expenses)	50,000
Data compilation / report preparation	10,000
Total	270,000

In addition, the Company anticipates spending approximately \$137,500 on general operating expenses, including fees payable in connection with its filing obligations as a reporting issuer in both the United States and Canada, as follows:

Description	Amount (\$)
Consulting fees	72,000
Professional fees	17,500
Filing and regulatory expenses	5,500
Rent	12,000
Marketing and website development expenses	9,000
General and administrative expenses	21,500
Total	137,500

The Company does not currently have sufficient funds to carry out the two-phase exploration program or cover its anticipated general operating expenses for the year, so it will require additional funding. The Company anticipates that additional funding will be in the form of equity financing from the sale of Shares

or from director loans. It does not have any arrangements in place for any future equity financing or loans, and if the Company is not successful in raising additional financing, it anticipates that it will not be able to proceed with its business plan.

The Company anticipates incurring operating losses for the foreseeable future. It bases this expectation, in part, on the fact that very few mineral claims in the exploration stage ultimately develop into producing, profitable mines. The Company's future financial results are also uncertain due to a number of factors, some of which are outside its control. These factors include the following:

- its ability to raise additional funding;
- the market price for any minerals that may be discovered on the Property;
- the results of its proposed exploration program on the Property.

The Company has not attained profitable operations and is dependent upon obtaining financing to pursue its proposed exploration activities. For these reasons the Company's auditors believe that there is substantial doubt that it will be able to continue as a going concern.

Results of Operations

For the Three Months Ended April 30, 2015 and 2014

The Company's operating results for the three month periods ended April 30, 2015 and 2014 are summarized as follows:

	For the three months ended April 30, 2015 (US\$)	For the three months ended April 30, 2014 (US\$)
Consulting fees	4,208	6,054
Filing and regulatory fees	4,488	3,090
Foreign exchange	12,964	8,717
Gain on settlement of accounts payable	(5,782)	-
General and administrative expenses	9,434	11,115
Mineral exploration	4,035	-
Professional fees	15,410	-
Promotion and shareholder communication expenses	752	-
Net loss	45,509	28,976

In general, the Company's expenses between the two periods increased during the three months ended April 30, 2015 from the same period in the prior year because it entered into a letter of intent with Eastfield and completed a number of debt conversions and a private placement. However, the Company's expenses in a number of categories were also relatively consistent.

In particular, foreign exchange expenses increased as a result of the Company incurring additional expenses in Canadian dollars compared to the prior period and the period-end re-evaluation of Canadian-dollar denominated cash and payables; professional fees increased due to the overall increase in the Company's activities; and a gain on the settlement of accounts payable was recorded due to the Company reaching agreements with certain creditors to accept less than the face value of the amounts owed to them by the Company.

For the Nine Months Ended April 30, 2015 and 2014

The Company's operating expenses for the nine month periods ended January 31, 2015 and 2014 are summarized as follows:

	For the nine months ended April 30, 2015 (US\$)	For the nine months ended April 30, 2014 (US\$)
Bad debt expense	6,106	-
Consulting fees	52,125	47,318
Filing and regulatory fees	15,886	7,100
Foreign exchange	(82,133)	(33,745)
Gain on settlement of accounts payable	(7,780)	-
General and administrative expenses	25,250	27,784
Mineral exploration	4,035	-
Professional fees	24,425	35,390
Promotion and shareholder communication expenses	752	606
Net loss	38,666	84,453

The Company's operating expenses decreased during the nine month period ended April 30, 2015 compared to the same period in 2014 primarily as a result of becoming less active while it searched for projects in the current period and the termination of its proposed transaction with Wundr Software Inc. However, certain decreases during the first six months of the current period were offset by increases during the subsequent three month period.

In particular, the Company incurred a bad debt expense in the amount of \$6,106 during the nine months ended April 30, 2015 due to management determining that a loan provided by the Company to Juliet was uncollectible; filing and regulatory fees increased during the current period compared to the prior period due to various Nevada state fees incurred in connection with the restructuring of the Company; and foreign exchange expenses increased during the current period due to increased volatility in the price of the United States dollar relative to the Canadian dollar and realized foreign exchange on Canadian-denominated debt settled through the issuance of common stock. The Company's other operating expenses were generally consistent from period-to period apart from mineral exploration expenses and professional fees, both of which changed as a result of the Company's business focus switching from acquiring an operating company in the technology industry to an interest in one or more mineral resource properties.

For the Years Ended July 31, 2014 and 2013

The Company's operating expenses for the fiscal years ended July 31, 2014 and 2013 are summarized as follows:

	July 31, 2014 (US\$)	July 31, 2013 (US\$)
Bad debt expense	50,038	-
Consulting fees	51,284	116,273
Filing and regulatory fees	9,557	23,374

	July 31, 2014 (US\$)	July 31, 2013 (US\$)
Foreign exchange	(28,780)	(10,682)
Gain on extinguishment of debt	(7,771)	-
General and administrative expenses	28,113	65,114
Geological, mineral and prospect costs written off	-	364,000
Professional fees	54,650	45,509
Promotion and shareholder communication expenses	639	76,201
Net loss	157,730	679,789

The Company's expenses decreased substantially during the year ended July 31, 2014 compared to the prior year largely because it wrote off an aggregate of US\$364,000 in geological, mineral and prospect costs during the year ended July 31, 2013 and its other fees and expenses decreased as a result. However, professional fees during the two years remained relatively consistent.

In particular, the Company incurred a bad debt expense in the amount of \$50,038 during the year ended July 31, 2014 due to management determining that the loan provided by the Company to Wundr was uncollectible; consulting fees decreased from year-to-year primarily due to the Company paying less to Red Fern Consulting Ltd., a company with a common former director ("**Red Fern**"), Skanderbeg and a company controlled by John LaGourgue, the former Chief Executive Officer of the Company; filing and regulatory fees and general and administrative expenses decreased due to the overall decrease in the Company's activities during the most recent fiscal year; foreign exchange expenses decreased for the inverse of the reasons described above; and promotion and shareholder communication expenses decreased largely as a result of the Company terminating its relationship with an investor relations firm that had provided services during the prior year,

Liquidity and Capital Resources

Nine Months Ended April 30, 2015 and 2014

As of April 30, 2015, the Company had US\$76,758 in cash, US\$93,788 in current and total assets, US\$160,083 in current and total liabilities, a working capital deficit of US\$66,295 and an accumulated deficit of US\$1,088,321.

During the nine months ended April 30, 2015, the Company used US\$108,730 in net cash on operating activities, whereas it used US\$10,086 in net cash on operating activities during the same period in the prior year. The increase in net cash used on operating activities between the two periods was primarily attributable to changes in the Company's non-cash working capital items, and in particular, its accounts payable and accrued liabilities and due to related parties balance.

Investing activities and financing activities provided US\$12,544 and \$172,872 in net cash during the nine months ended April 30, 2015, respectively, whereas the Company did not receive any net cash from those activities during the nine months ended April 30, 2014. All of the net cash the Company received from financing activities during the current period was attributable to issuances of its common stock, whereas the net cash it received from investing activities was attributable to US\$18,650 in advances payable as offset by a loan receivable in the amount of \$6,106.

Years Ended July 31, 2014 and 2013

As of July 31, 2014, the Company had US\$72 in cash, US\$9,152 in current and total assets, US\$725,607 in current and total liabilities, a working capital deficit of US\$716,455 and an accumulated deficit of US\$1,049,655.

During the year ended July 31, 2014, the Company used US\$10,074 in net cash on operating activities, whereas its operating activities provided US\$68,216 in net cash during the prior year. The difference in net cash used/provided by operating activities during the two years was largely due to the decrease in the Company's net loss for the most recent year, as adjusted for the accrual of a smaller accounts payable, accrued liabilities and due to related parties balance.

The Company did not use any net cash on investing activities during the year ended July 31, 2014, whereas it used US\$60,000 during the prior year, all of which was in the form of mineral exploration expenses.

From the Company's inception to July 31, 2014, it raised US\$29,200 through private placements of its common stock.

The Company expects to operate at a loss for at least the next 12 months. It has no agreements for additional financing and cannot provide any assurance that additional funding will be available to finance its operations on acceptable terms in order to enable it to carry out its business plan. There are no assurances that the Company will be able to complete further sales of Shares or any other form of additional financing. If the Company is unable to achieve the financing necessary to continue its plan of operations, then it will not be able to carry out any exploration work on the Property and its business may fail.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

Related Party Transactions

The following includes a summary of transactions since August 1, 2012, or any currently proposed transaction, in which the Company is or is to be a participant and the amount involved exceeded or exceeds US\$120,000 and in which any related person had or will have a direct or indirect material interest. The Company believes the terms obtained or consideration that it paid or received, as applicable, in connection with the transactions described below were comparable to terms available or the amounts that would be paid or received, as applicable, in arm's-length transactions.

- During the period ended April 30, 2015, the Company paid consulting fees of \$Nil (2014 - US\$34,302) to Red Fern, \$Nil (2014 - US\$8,629) to a company controlled by John LaGourgue, the Company's former Chief Executive Officer, and US\$8,102 (2014 - \$Nil) to Fred Tejada, the Company's Chief Executive Officer at the time.
- During the year ended July 31, 2014, the Company paid consulting fees of US\$33,636 (2013 - US\$60,000) to Red Fern, \$Nil (2013 - US\$700) to John Schweitzer, the Company's former Chief Executive Officer, US\$8,629 (2013 - US\$20,000) to a company controlled by Mr. LaGourgue, and \$Nil (2013 - US\$7,800) to Fred Tejada, the Company's Chief Financial Officer at the time.
- As at April 30, 2015, the Company had recorded loans from related parties of US\$67,100 (2013 - US\$67,100) representing advances made by two former directors and officers. Of these amounts, \$36,600 was due to John Schweitzer and \$30,500 was due to Raffi Khorchidan. The advances are due on demand without interest.
- As at April 30, 2015, including in due to related parties was US\$174 (July 31, 2014 - US\$545,494) in accounts payable and accrued liabilities to the Company's current and former officers and companies controlled by its directors and officers. Of this amount, \$Nil (July 31, 2014 - US\$325,643) represents advances made by Skanderbeg, a company that advised management

and performed promotional work for the Company. Skanderbeg made payments on the Company's behalf until such time as it was able to complete a financing.

- As at July 31, 2014, including in due to related parties was US\$545,494 (2013 - US\$398,323) in accounts payable and accrued liabilities to the Company's current and former officers and companies controlled by its directors and officers. Of this amount, US\$325,643 (2013 - US\$287,431) represents advances made by Skanderbeg.
- Included in general and administration expenses for the period ended April 30, 2015 was rent of US\$2,983 (2014 - US\$1,725) and consulting fees of \$Nil (2014 - US\$3,421) paid to Skanderbeg.
- Included in general and administration expenses for the year ended July 31, 2014 was rent of US\$1,725 (2013 - US\$11,476) and consulting fees of US\$966 (2013 - US\$26,391) paid to Skanderbeg.

Other than as described above, the Company has not entered into any transactions with its executive officers, directors, persons nominated for these positions, beneficial owners of 5% or more of the Shares, or family members of those persons wherein the amount involved in the transaction or a series of similar transactions exceeded the lesser of US\$120,000 or 1% of the average of the Company's total assets for the last two fiscal years.

Significant Accounting Policies

The Company's financial statements are impacted by the accounting policies used, and the estimates and assumptions made by management during their preparation. The Company's accounting policies are described in Note 3 to the Audited Financial Statements. The accounting policies considered to be significant to the Company include the costs of acquiring mineral rights.

Mineral Property

The costs of acquiring mineral rights are capitalized at the date of acquisition. After acquisition, various factors can affect the recoverability of the capitalized costs. If, after review, management concludes that the carrying amount of a mineral property is impaired, it will be written down to estimated fair value. Exploration costs incurred on mineral properties are expensed as incurred. Development costs incurred on proven and probable reserves will be capitalized. Upon commencement of production, capitalized costs will be amortized using the unit-of-production method over the estimated life of the ore body based on proven and probable reserves (which exclude non-recoverable reserves and anticipated processing losses). When the Company receives an option payment related to a property, the proceeds of the payment are applied to reduce the carrying value of the exploration asset.

Receivables

The Company reviews all receivables that exceed terms and establishes an allowance for doubtful accounts based on management's assessment of the collectability of trade and other receivables.

Financial Instruments

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities, and due to related parties. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from its financial instruments. The fair values of these financial instruments approximate their carrying values unless otherwise noted.

Foreign Exchange

The Company's functional currency is the U.S. dollar. Any monetary assets and liabilities that are in a currency other than the U.S. dollar are translated at the rate prevailing at year end. Revenue and expenses in a foreign currency are translated at rates that approximate those in effect at the time of translation. Gains and losses from translation of foreign currency transactions into U.S. dollars are included in current results of operations.

Disclosure of Outstanding Security Data

As of the date of this Prospectus, the Company's share capital consists of one class of shares, the Shares, of which 38,297,197 are issued and outstanding.

Upon closing of the Offering, the Company expects to issue the following securities convertible into Shares:

- up to 440,000 Agent's Warrants (506,000 if the Over-Allotment Option is exercised in full) entitling the Agent to purchase that number of Agent's Warrant Shares equal to 8% of the number of the Shares sold pursuant to the Offering and exercisable at a price of \$0.10 per Agent's Warrant Share for a period of 24 months from the Closing Date; and
- up to 825,000 additional Shares comprising the Over-Allotment Shares, if the Over-Allotment Option is exercised on or before the Closing Date.

Additional Disclosure for Junior Issuers

The Company expects that the net proceeds from the Offering of \$492,875 (\$568,775 if the Over-Allotment Option is exercised in full) will fund the Company's operations for at least the next 12 months and that this amount represents the minimum necessary to allow the Company to achieve its stated business objectives during that time. See "*Use of Proceeds – Principal Purposes*" for detailed information concerning the Company's anticipated expenses for the 12 month period following the Closing Date. The Company does not anticipate making any material capital expenditures during that time.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

The authorized share capital of the Company consists of one class of shares, the Shares. The Shares have the attributes, rights and restrictions described below.

Common Shares

The Company is authorized to issue a maximum of 400,000,000 Shares, \$0.001 par value, of which 38,297,197 are issued and outstanding as of the date of this Prospectus as fully paid and non-assessable. The Company is seeking to sell and distribute a minimum of 5,500,000 Shares through the Offering, or 6,325,000 Shares if the Over-Allotment Option is exercised in full.

Holders of Shares have no preemptive rights to purchase additional Shares or other subscription rights. Shares carry no conversion rights and are not subject to redemption or to any sinking fund provisions. All Shares are entitled to share equally in dividends from sources legally available, when, as and if declared by the Company's Board of Directors, and upon the Company's liquidation or dissolution, whether voluntary or involuntary, to share equally in its assets available for distribution to its security holders.

The Company's Board of Directors is authorized to issue additional Shares not to exceed the amount authorized by the Company's Articles of Incorporation, on such terms and conditions and for such consideration as the Board may deem appropriate without further security holder action.

Each holder of Shares is entitled to one vote per Share on all matters on which such stockholders are entitled to vote. Since the Shares do not have cumulative voting rights, the holders of more than 50% of the Shares voting for the election of directors can elect all the directors if they choose to do so and, in such event, the holders of the remaining Shares will not be able to elect any person to the Company's Board of Directors.

Over-Allotment Shares

The Company has granted the Over-Allotment Option to the Agent to acquire the Over-Allotment Shares, or up to an additional 825,000 Shares. The Over-Allotment Shares will be issued for the sole purpose of covering over-allotments from subscribers. The Over-Allotment Option and the Over-Allotment Shares are qualified for distribution under this Prospectus.

Agent's Warrants

Upon the completion of the Offering, the Company will issue up to 440,000 Agent's Warrants (506,000 if the Over-Allotment Option is exercised in full) entitling the Agent to purchase that number of Agent's Warrant Shares equal to 8% of the number of Shares sold pursuant to the Offering. The Agent's Warrants will be exercisable at \$0.10 per Agent's Warrant Share for a period of 24 months from the Closing Date.

CONSOLIDATED CAPITALIZATION

The following table sets out the share capitalization of the Company as at the dates specified below.

Description	Authorized	Outstanding as at April 30, 2015	Outstanding as at the date of this Prospectus	Outstanding after giving effect to the Offering	Outstanding after giving effect to the Offering and the Over-Allotment Option ⁽¹⁾
Common Shares	400,000,000	38,297,197	38,297,197	43,797,197	44,622,197
Share Capital	N/A	\$1,190,851	\$1,190,851	\$1,740,851	\$1,823,351

⁽¹⁾ Assuming the Over-Allotment Option is exercised in full.

The table below sets out the details of the issued and outstanding Shares following completion of the Offering.

	Offering		Over-Allotment Option ⁽¹⁾	
	Number of Shares	Percentage of Total	Number of Shares	Percentage of Total
Issued and outstanding Shares as of the date of this Prospectus	38,297,197	86.6	38,297,197	84.9
Shares reserved for issuance at the Closing	5,500,000	12.4	6,325,000	14.0
Agent's Warrant Shares reserved for issuance upon exercise of the Agent's Warrants	440,000	1.0	506,000	1.1
Total fully diluted Share capitalization after the Offering	44,237,197	100	45,128,197	100

⁽¹⁾ Assuming the Over-Allotment Option is exercised in full.

OPTIONS TO PURCHASE SECURITIES

The Company has not yet adopted a stock option plan but plans to once the Shares are listed for trading on the CSE. The Company has not granted any stock options to its directors or officers since its inception.

PRIOR SALES

Prior Sales

The following table summarizes the sales of Shares during the 12 months preceding the date of this Prospectus:

Date of Issue	Number of Shares	Price per Share (\$)	Aggregate Issue Price (\$)	Nature of Consideration Received
February 11, 2015	20,000,000	0.02	400,000	Debt Conversion
April 9, 2015	10,333,771	0.02	206,675.42	Debt Conversion
April 23, 2015	1,170,906	0.035	40,981.69	Debt Conversion
April 23, 2015	6,000,002	0.035	210,000	Cash

Trading Price and Volume

In the United States, the Shares are quoted under the symbol "RYES" on the OTC Pink Current Information tier of the over-the-counter market operated by OTC Markets Inc. The following table reflects price ranges and volume traded of the Shares for each month during the 12 months preceding the date of this Prospectus. It also reflects the 1 for 80 reverse split that the Company completed on January 22, 2015.

Month	High (US\$)	Low (US\$)	Volume
July 2015 (as of July 29)	0.21	0.21	16,350
June 2015	0.40	0.21	34,417
May 2015	0.41	0.40	631
April 2015	0.561	0.41	13,032
March 2015	0.7893	0.45	28,946
February 2015	1.54	0.765	3,360
January 2015	1.576	0.76	8,439
December 2014	1.04	0.72	10,054
November 2014	4.00	0.344	123,011
October 2014	5.52	2.80	2,967
September 2014	6.80	3.60	1,626
August 2014	9.60	4.80	3,351
July 2014	12.00	6.80	3,168

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Escrowed Securities

National Policy 46-201 *Escrow for Initial Public Offerings* (“**NP 46-201**”) provides that all shares of an issuer owned or controlled by its Principals (as defined below) will be escrowed at the time of the issuer’s initial public offering (“**IPO**”), unless the shares held by the Principal or issuable to the Principal upon conversion of convertible securities held by the Principal collectively represent less than 1% of the total issued and outstanding shares of the issuer after giving effect to the IPO. For the purpose of this section, “Principals” means:

- (a) a person or company who acted as a promoter of the Company within two years before the IPO prospectus;
- (b) a director or senior officer of the Company or any of its material operating subsidiaries at the time of the IPO prospectus;
- (c) a person or company that holds securities carrying more than 20% of the voting rights attached to the Company’s outstanding securities immediately before and immediately after the IPO; or
- (d) a person or company that:
 - (i) holds securities carrying more than 10% of the voting rights attached to the Company’s outstanding securities immediately before and immediately after the IPO; and
 - (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Company or any of its material operating subsidiaries.

At the time of its IPO, an issuer will be classified for the purposes of escrow as either an “exempt issuer”, an “established issuer” or an “emerging issuer” as those terms are defined in NP 46-201.

The Company anticipates that it will be classified as an “emerging issuer” since the Shares will be listed for trading on the CSE. As such, the following automatic timed releases will apply to the Shares held by its Principals:

Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the date the Shares are listed for trading on the CSE (the “ IPO Date ”)	1/10 of the escrowed securities
6 months after the IPO Date	1/6 of the remaining escrowed securities
12 months after the IPO Date	1/5 of the remaining escrowed securities
18 months after the IPO Date	1/4 of the remaining escrowed securities
24 months after the IPO Date	1/3 of the remaining escrowed securities
30 months after the IPO Date	1/2 of the remaining escrowed securities
36 months after the IPO Date	The remaining escrowed securities

Assuming there are no changes to the escrowed securities initially deposited and no additional escrowed securities are deposited, the automatic timed release escrow applicable to the Company will result in a 10% release on the IPO Date, with the remaining escrowed securities being released in 15% tranches every six months thereafter. The automatic timed release provisions under NP 46-201 pertaining to “established issuers” provide that 25% of each Principal’s escrowed securities are released on the IPO Date, with an additional 25% being released in equal tranches at six month intervals over 18 months. If,

within 18 months of the IPO Date, the Company meets the “established issuer” criteria as set out in NP 46-201, the escrowed securities will be eligible for accelerated release available for established issuers. In such a scenario, that number of escrowed securities that would have been eligible for release from escrow if the Company had been an “established issuer” on the IPO Date will be released from escrow immediately. The remaining escrowed securities would be released in accordance with the timed release provisions for established issuers, with all escrowed securities being released 18 months from the IPO Date.

The following table sets out information on the number of Shares subject to the terms of the Escrow Agreement dated ●, 2015 among the Company, Pacific Stock Transfer and the following persons who are collectively referred to as the “**Escrow Holders**”:

Escrow Holder	Designation of Class	Number of Escrowed Shares	Percentage of Issued and Outstanding Shares Prior to Giving Effect to the Offering ⁽¹⁾	Percentage of Issued and Outstanding Shares After Giving Effect to the Offering ⁽²⁾	Percentage of Issued and Outstanding Shares After Giving Effect to the Offering and the Over-Allotment Option ⁽³⁾
Fred Tejada	Common Stock	709,259	1.9	1.6	1.6
Cale Thomas	Common Stock	2,000,000	5.2	4.6	4.5
Scharfe Holdings Inc. ⁽⁴⁾	Common Stock	13,548,241	35.4	30.9	30.4
Total		16,257,500	42.5	37.1	36.5

⁽¹⁾ Based on 38,297,197 issued and outstanding Shares.

⁽²⁾ Based on 43,797,197 issued and outstanding Shares.

⁽³⁾ Assuming the Over-Allotment Option is exercised in full and based on 44,622,197 issued and outstanding Shares.

⁽⁴⁾ This company is controlled by Bradley Scharfe, a director of the Company.

Particulars of the Escrow Agreement

The complete text of the Escrow Agreement is available for inspection during regular business hours at the Company’s head office at 700 – 510 West Hastings Street, Vancouver, BC V6B 1L8.

Securities Subject to Contractual Restrictions on Transfer

On ●, 2015, the Company entered into a stock restriction agreement with certain shareholders of the Company (the “**Stock Restriction Agreement**”) pursuant to which such shareholders agreed not to sell, transfer or otherwise dispose of their Shares for a period of 12 months without the prior written consent of Company, subject to certain limited exceptions. The agreement provides for an automatic timed release that will result in a 20% release on the IPO Date, followed by the release of an additional 20% every three months thereafter. The following table sets out information on the shareholders and number of Shares subject to the terms of the Stock Restriction Agreement:

Holder	Designation of Class	Number of Escrowed Shares	Percentage of Issued and Outstanding Shares Prior to Giving Effect to the Offering ⁽¹⁾	Percentage of Issued and Outstanding Shares After Giving Effect to the Offering ⁽²⁾	Percentage of Issued and Outstanding Shares After Giving Effect to the Offering and the Over-Allotment Option ⁽³⁾
Scott Paterson	Common Stock	1,000,000	2.6	2.3	2.2
Jason Scharfe	Common Stock	3,000,000	7.8	6.8	6.7
Mario Vetro	Common Stock	1,000,000	2.6	2.3	2.2
Red Fern Consulting Ltd.	Common Stock	750,000	2.0	1.7	1.7
Bryan Slusarchuk	Common Stock	1,000,000	2.6	2.3	2.2
Barry Thomas	Common Stock	1,000,000	2.6	2.3	2.2
Shoni Bernard	Common Stock	100,000	0.3	0.2	0.2
Brittany Starling	Common Stock	100,000	0.3	0.2	0.2
Greg Foster	Common Stock	500,000	1.3	1.1	1.1
Kevin Race	Common Stock	1,000,000	2.6	2.3	2.2
Alan Stier	Common Stock	1,000,000	2.6	2.3	2.2
Monarch Properties Ltd.	Common Stock	1,611,271	4.2	3.7	3.6
Gibralt Capital Corporation	Common Stock	500,000	1.3	1.1	1.1
BDirect Online Communications Inc.	Common Stock	1,522,500	4.0	3.5	3.4
Total		14,083,771	36.8	32.2	31.6

⁽¹⁾ Based on 38,297,197 issued and outstanding Shares.

⁽²⁾ Based on 43,797,197 issued and outstanding Shares.

⁽³⁾ Assuming the Over-Allotment Option is exercised in full and based on 44,622,197 issued and outstanding Shares.

The CSE may impose additional resale restrictions and escrow requirements on principals and non-principals of a company, which will be addressed in connection with the Company's application to list the Shares for trading.

PRINCIPAL SHAREHOLDERS

To the knowledge of the Company's directors and officers, the only persons who own or control, directly or indirectly, or exercise control or direction over, more than 10% of the Shares are as provided in the table below.

Name	Type of Ownership	Number of Shares ⁽¹⁾	Percentage of Issued and Outstanding Shares ⁽²⁾	Percentage Ownership After Giving Effect to the Offering ⁽³⁾	Percentage Ownership After Giving Effect to the Offering and the Over-Allotment Option ⁽⁴⁾
Scharfe Holdings Inc. ⁽⁵⁾	Direct	13,548,241	35.4	30.9	30.4

⁽¹⁾ All Shares are subject to escrow. See "*Escrowed Securities and Securities Subject to Contractual Restrictions on Transfer*".

⁽²⁾ Based on 38,297,197 issued and outstanding Shares.

⁽³⁾ Based on 43,797,197 issued and outstanding Shares.

⁽⁴⁾ Assuming the Over-Allotment Option is exercised in full and based on 44,622,197 issued and outstanding Shares.

⁽⁵⁾ This company is controlled by Bradley Scharfe, a director of the Company.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holdings

The following table sets out the name, province and country of residence, position or offices held with the Company, date appointed, number and percentage of voting securities of the Company that each of the directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as at the date of this Prospectus and the occupations held during the past five years:

Name, Province and Country of Residence	Position or Office held with the Company and the Date Appointed	Number and Percentage of Securities Held ⁽¹⁾	Direct or Indirect Ownership	Principal Occupations Held for Previous Five Years
Fred Tejada ⁽²⁾ British Columbia, Canada	President, Secretary (November 19, 2013), Chief Executive Officer (April 2, 2015), Director (June 1, 2012)	709,259 Shares (1.9%)	Direct	President of Tirex Resources Ltd.; Vice-President for Exploration of Panoro Minerals Ltd.
Cale Thomas British Columbia, Canada	Chief Financial Officer, Treasurer, Director (April 2, 2015)	2,000,000 Shares (5.2%)	Direct	Chief Financial Officer of Carl Capital Corp.; Financial consultant
Bradley Scharfe ⁽²⁾ British Columbia, Canada	Director (April 2, 2015)	13,548,241 Shares (35.4%)	Indirect ⁽³⁾	Venture capital consultant
Michael Evans ⁽²⁾ British Columbia, Canada	Director (May 19, 2015)	-	N/A	Managing Partner of Evans & Evans Inc.
Total Shares beneficially owned or over which control is exercised by the Company's directors and officers as a group		16,257,500 Shares		

⁽¹⁾ Based on 38,297,197 issued and outstanding Shares.

⁽²⁾ Member of the audit committee.

⁽³⁾ These Shares are held by Scharfe Holdings Inc.

Term of Office of Directors

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

Aggregate Ownership of Securities

As at the date of this Prospectus, the directors and executive officers of the Company as a group beneficially own, directly or indirectly, or exercise control over 16,257,500 Shares collectively representing 42.5% of the 38,297,197 issued and outstanding Shares.

Management

Below is a brief description of each of the directors and executive officers of the Company, including their names, ages, positions and responsibilities with the Company, relevant educational background, principal occupations or employment during the five years preceding the date of this Prospectus and experience in the Company's industry.

The directors and executive officers of the Company intend to dedicate the following percentage of their time to the affairs of the Company: Fred Tejada 40%, Cale Thomas 40%, Bradley Scharfe 20%, Michael Evans 10%.

Each member of the Company's management is an independent contractor at present. As of the date of this Prospectus, the Company has not entered into management, consulting or employment agreements with any of its executive officers and it does not intend to enter into any such agreements or pay any salaries to its executive officers as such. None of the persons below has entered into a non-competition or non-disclosure agreement with the Company. See "*Directors and Executive Officers – Conflicts of Interest*".

Fred Tejada

Fred Tejada, age 56, was appointed as the President and Secretary of Company on November 19, 2013, the Chief Executive Officer of the Company on April 2, 2015, and a director of the Company on June 1, 2012. He also acted as the Company's Chief Executive Officer from November 19, 2013 until April 23, 2014, its Chief Financial Officer from March 4, 2014 until April 2, 2015, and its Treasurer from November 19, 2013 until April 2, 2015.

Mr. Tejada has 30 years of international mineral industry experience and has a proven record working with both major mining companies and exploration-focused organizations. He is currently the President of Tirex Resources Ltd., a Vancouver-based public company with mineral projects in Albania. Prior to this, Mr. Tejada was the Vice-President for Exploration of Panoro Minerals Ltd., where he directed resource definition drilling of the company's two copper deposits in Peru.

Cale Thomas

Cale Thomas, age 45, was appointed as the Chief Financial Officer, Treasurer and a director of the Company on April 2, 2015. He is a Vancouver businessman and financial consultant who helps companies both public and private to develop their operations and provides access to private capital and public markets where appropriate.

Mr. Thomas is currently the Chief Financial Officer and a director of Carl Capital Corp. (CSE: CRL) and has held positions with several other Canadian reporting issuers in the past. He was the Chief Financial Officer of Eagle Hill Exploration Corporation from May 2008 to August 2013 and a director of the same

company from September 2008 to September 2013; the Chief Financial Officer of Yankee Hat Minerals Ltd. from July 2007 to October 2012; the Chief Financial Officer of Worldwide Promotional Management Inc. from April 2008 to January 2009; and the Chief Financial Officer of Supreme Resources Inc. from April 2006 to December 2006.

Mr. Thomas holds a Master of Business Administration degree from the DeGroot School of Business at McMaster University in Hamilton, Ontario and a Bachelor of Arts degree with a major in Economics from the University of Western Ontario in London, Ontario. He has also completed the Canadian Securities Course.

Mr. Thomas will be responsible for managing the overall operations of the Company, including accounting and compliance functions.

Bradley Scharfe

Bradley Scharfe, age 50, was appointed as a director of the Company on April 2, 2015. He is a Vancouver businessman who has focused on venture capital situations throughout his career and has worked with multiple companies in the areas of capital requirements, public market concerns and personnel. Mr. Scharfe was previously a venture capital stock broker with Canaccord Capital Corporation for 12 years. He is currently the Chairman and a director of Carl Capital Corp. (CSE: CRL), and a director of Corazon Gold Corp. (TSXV: CGW), both of which are venture-stage Canadian public companies.

Mr. Scharfe holds a Bachelor of Arts degree from the University of Toronto, with a major in Commerce and Economics.

Michael Evans

Michael Evans, age 55, was appointed as a director of the Company on May 19, 2015. He is the Managing Partner of Evans & Evans, Inc., a boutique investment banking firm with offices and affiliates in Canada, the United States and Asia, that he founded in 1989. The firm offers a range of independent and advocate services to clients including capital formation assistance, M&A advice, valuation and fairness opinions, business due diligence, business planning and research, and market and competitive research.

Mr. Evans received his Chartered Financial Analyst designation in 1991, his Chartered Business Valuator designation in 1995 and his Accredited Senior Appraiser designation in 2008. He is a member of the Canadian Institute of Chartered Business Valuators, the American Society of Appraisers (Western Canada Chapter) and the Association of Investment Management and Research. Mr. Evans holds a Bachelor of Business Administration degree from Simon Fraser University and a Masters of Business Administration degree from the University of Portland.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests which they may have in any project or opportunity of the Company. If a conflict of interest arises, any director in a conflict will disclose his interest and abstain from voting on such matter at a meeting of the Board of Directors.

To the best of the Company's knowledge, and other than as disclosed in this Prospectus, there are no known existing or potential conflicts of interest among the Company, its promoters, directors and officers or other members of management of the Company or any proposed promoter, director, officer or other member of management as a result of their outside business interests, except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

As of the date of this Prospectus, the Company has not entered into non-competition or non-disclosure agreements with any of its directors or officers.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Cease Trade Orders

To the Company's knowledge and other than as disclosed herein, no existing or proposed director or executive officer of the Company is, as at the date of this Prospectus, or was within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company, including the Company, that:

- (i) was subject to an order that was issued while the director or executive officer was acting in the capacity of a director, the chief executive officer or the chief financial officer thereof; or
- (ii) was subject to an order that was issued after the director or executive officer ceased to be a director, the chief executive officer or the chief financial officer thereof and which resulted from an event that occurred while that person was acting in such capacity.

Bankruptcies

To the Company's knowledge and other than as disclosed herein, no existing or proposed director or executive officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (i) is, as at the date of this Prospectus, or has been within the 10 years before the date hereof, a director or executive officer of any company, including the Company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (ii) has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Penalties or Sanctions

To the Company's knowledge and other than as disclosed herein, no existing or proposed director or executive officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

- (i) any penalties or sanctions imposed by a court relating to provincial and territorial securities legislation or by a provincial and territorial securities regulatory authority or has entered into a settlement with a provincial and territorial securities regulatory authority; or
- (ii) any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in making an investment decision.

On March 26, 2001, Bradley Scharfe, a director of the Company, entered into a settlement agreement with the Canadian Venture Exchange (CDNX) in connection with certain trading activities of his clients involving a short selling scheme that occurred between December 1995 and February 1996 while Mr. Scharfe was employed as an investment adviser with Canaccord Capital Corporation. Pursuant to the settlement agreement, Mr. Scharfe acknowledged that he had violated certain By-laws and Rules of the CDNX and agreed to pay a fine of \$25,000, disgorge net commissions of \$57,500 and pay investigation costs of \$5,000. On January 21, 2004, Mr. Scharfe entered into a settlement agreement with the British Columbia Securities Commission (BCSC) in connection with the same events that gave rise to settlement agreement with the CDNX. Pursuant to this settlement agreement, Mr. Scharfe agreed to voluntarily resign his registration under the *Securities Act* (British Columbia) and not apply for registration for a period of two years; not accept any position as a director or officer of a reporting issuer or perform any investor relations activities for a reporting issuer for a period of two years, unless he first delivered to the reporting issuer a copy of the BCSC order and settlement agreement; pay fines and costs of \$53,500; and consented to an order under the *Securities Act* (British Columbia) restricting his ability to trade securities for a period of two years.

On December 18, 1991, Mr. Scharfe entered into a settlement agreement with the Investment Dealers Association of Canada in connection with a series of unauthorized trading activities that occurred in the preceding year while he was a newly registered representative with RBC Dominion Securities Inc. Pursuant to the settlement agreement, Mr. Scharfe agreed to pay a fine of \$6,000, pay investigation costs of \$1,890 and to re-write and pass the registered representative manual exam.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Company is in the exploration stage and has an informal compensation program and strategy. The Company's management team is committed to developing the operations of the Company and will establish a formal compensation program once it begins generating sufficient revenues to sustain operations.

The Board of Directors is responsible for determining, by way of discussions at Board meetings, the compensation to be paid to the executive officers of the Company. The Company does not have a formal compensation program with set benchmarks; however, the performance of each executive is considered along with the Company's ability to pay compensation and its results of operation for the period.

Elements of Executive Compensation

Other than as disclosed in this Prospectus, the Named Executive Officers intend to donate their services until the Company emerges from the exploration stage. Any salary paid to the Named Executive Officers will be dependent upon the Company's finances as well as the performance of each of the Named Executive Officers.

Summary Compensation Table

For the purposes hereof, the term Named Executive Officer, or NEO, means each Chief Executive Officer, each Chief Financial Officer, each of the Company's three most highly compensated executive officers, other than the Chief Executive Officer and the Chief Financial Officer, who were serving as executive officers as at the end of the Company's most recently completed financial year and whose total compensation exceeds \$150,000 and any additional individuals for whom disclosure would have been provided except that the individual was not serving as an executive officer of the Company at the end of the Company's most recently completed financial year.

The table below sets out information regarding compensation paid to or awarded to the Named Executive Officers during the Company's three most recently completed financial years.

Name and Principal Position	Year Ended July 31,	Salary (US\$)	Share-based awards (US\$)	Option-based awards (US\$)	Non-equity incentive plan compensation (US\$)		Pension Value (US\$)	All Other Compensation (US\$)	Total Compensation (US\$)
					Annual incentive plans	Long-term incentive plans			
Greg Johnston, Chief Executive Officer	2014	-	-	-	-	-	-	-	-
	2013	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2012	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Fred Tejada, Chief Financial Officer	2014	-	-	-	-	-	-	-	-
	2013	-	-	-	-	-	-	7,800 ⁽¹⁾	7,800
	2012	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

⁽¹⁾ Represents consulting fees paid to Mr. Tejada.

Employment Agreements of Named Executive Officers

The Company has not entered into any management, consulting or employment agreements with its Named Executive Officers and it does not intend to enter into any such agreements over the next six months. However, the Company intends to use \$72,000 of the proceeds from the Offering to pay consulting fees to its current NEOs, including \$3,000 per month to Fred Tejada and \$3,000 per month to Cale Thomas.

Stock Option Plan

The Company has not yet adopted a stock option plan but plans to once the Shares are listed for trading on the CSE. The Company has not granted any stock options to its directors or officers since its inception.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Company does not anticipate paying any additional compensation to the Named Executive Officers resulting from the resignation, retirement or any other termination of employment of the officers or from any change of the Named Executive Officers' responsibilities following the IPO. There are no provisions granting any change of control benefits to any of the Named Executive Officers.

DIRECTOR COMPENSATION

Other than compensation paid to the Named Executive Officers, no compensation was paid to the Company's directors in their capacity as directors of the Company, in their capacity as members of a committee of the Board of Directors or as consultants or experts, during the Company's most recently completed financial year. The Company has no plans to compensate its directors in respect of their services as such for the foreseeable future.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

No director or officer of the Company, or any associate or affiliate of such person is or has ever been indebted to the Company; nor has any such person's indebtedness to any other entity been the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

The Company is required to have an audit committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company. The members of the Company's audit committee are Fred Tejada, Bradley Scharfe (Chair) and Michael Evans. The audit committee is responsible for overseeing the Company's financial reporting process on behalf of the Board of Directors, including overseeing the work of the independent auditors who report directly to the audit committee.

The specific responsibilities of the audit committee, among others, include:

- (i) evaluating the performance and assessing the qualifications of the independent directors and recommending to the Board of Directors and the shareholders the appointment of the Company's external auditor;
- (ii) determining and approving the engagement of and compensation for audit and non-audit services of the Company's external auditor;
- (iii) reviewing the Company's financial statements and management's discussion and analysis of financial condition and results of operations and recommending to the Board of Directors whether or not such financial statements and management's discussion and analysis of financial condition and results of operations should be approved by the Board of Directors;
- (iv) conferring with the Company's external auditor and with management regarding the scope, adequacy and effectiveness of internal financial reporting controls;
- (v) establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding its accounting controls, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting and auditing matters; and
- (vi) reviewing and discussing with management and the independent auditor, as appropriate, the Company's guidelines and policies with respect to risk assessment and risk management, including major financial risk exposure and investment and hedging policies and the steps taken by management to monitor and control the Company's exposure to such risks.

Audit Committee Charter

The Audit Committee Charter is attached to this Prospectus as Schedule A.

Composition of Audit Committee and Independence

National Instrument 52-110 *Audit Committees* (“**NI 52-110**”) provides that a member of an audit committee is “independent” if the member has no direct or indirect material relationship with a company, which could, in the view of that company’s board of directors, reasonably interfere with the exercise of the member’s independent judgment. A majority of the members of the Company’s audit committee do not meet the definition of “independence” provided in NI 52-110.

A “venture issuer” as defined in NI 52-110 means an issuer that, at the end of its most recently completed financial year, did not have any of its securities listed or quoted on any of the Toronto Stock Exchange, 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.

Section 6.1 of NI 52-110 provides an exemption related to Parts 3 (*Composition of Audit Committee*) for venture issuers. The Company meets the venture issuer definition and will therefore be in compliance with the audit committee requirements notwithstanding its lack of independent directors.

Relevant Education and Experience

NI 52-110 provides that an individual is “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’s financial statements. All of the members of the Company’s audit committee are financially literate.

Fred Tejada is a registered Professional Geoscientist (P.Geo) of the Association of Professional Engineers and Geoscientists of British Columbia (APEGBC), a member of the Society of Economic Geologists (SEG), a member of the Geological Association of Canada (GAC) and a member of the Canadian Institute of Mining Metallurgy and Petroleum (CIM). He is also on the board of several public companies including Sora Capital Corp., Argus Metals Corp. and Green Arrow Resources Inc. and has experience serving on audit committees for public companies of which he has been a director.

Bradley Scharfe holds a Bachelor of Arts degree from the University of Toronto with a major in Commerce and Economics. He has 12 years of working experience as a stock broker for Canaccord Capital Corporation where he regularly analyzed investment reports. Mr. Scharfe also has experience serving on audit committees for public companies of which he has been a director.

Michael Evans holds a Bachelor of Business Administration degree from Simon Fraser University and a Masters of Business Administration degree from the University of Portland. He is a Chartered Financial Analyst, Chartered Business Valuator and Accredited Senior Appraiser; the Managing Partner of a boutique investment banking firm; and has experience serving on audit committees for public companies of which he has been a director.

Audit Committee Oversight

The audit committee was appointed by the Board of Directors on June 1, 2015. Prior to that date, the Board of Directors as a whole carried out the responsibilities of the audit committee. The audit committee has not yet made any recommendations concerning the nomination or compensation of the Company’s external auditor, as such auditor was appointed by the Board of Directors.

Reliance on Certain Exemptions

Since the commencement of the Company’s most recently completed financial year, the Company has not relied on:

- (a) the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110; or
- (b) an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

Pre-Approval Policies and Procedures

The audit committee has not adopted any specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

The table below sets out the audit fees incurred by the Company for the years ended July 31, 2014 and 2013.

	Year Ended July 31, 2014 (US\$)	Year Ended July 31, 2013 (US\$)
Audit Fees ⁽¹⁾	11,725	10,000
Audit Related Fees ⁽²⁾	8,447	5,600
Tax Fees ⁽³⁾	-	-
All other fees ⁽⁴⁾	-	-
Total	20,172	15,600

⁽¹⁾ Aggregate fees billed (or accrued) by the Company's external auditor for audit services.

⁽²⁾ Aggregate fees billed (or accrued) by the Company's external auditor for audit related services.

⁽³⁾ Aggregate fees billed (or accrued) by the Company's external auditor for professional services rendered for tax compliance, tax advice and tax planning.

⁽⁴⁾ Aggregate fees billed (or accrued) by the Company's external auditor and not included above.

Corporate Governance

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

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

National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines to be used by issuers in developing their own corporate governance practices. The Board of Directors is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Board of Directors

As of the date of this Prospectus, the Board of Directors consists of four directors: Fred Tejada, Cale Thomas, Bradley Scharfe and Michael Evans.

NI 58-101 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who is

independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the company, other than interests and relationships arising from holding shares or securities in the company. In addition, where a company has a significant shareholder, NI 58-101 suggests that the board of directors should include a number of directors who do not have interests in either the company or the significant shareholder. The independent directors would exercise their responsibilities for independent oversight of management and meet independently of management whenever deemed necessary.

At this time only Michael Evans is considered to be "independent" within the meaning of NI 58-101. Fred Tejada, by reason of him holding the offices of President, Chief Executive Officer and Secretary, and Cale Thomas, by reason of him holding the office of Chief Financial Officer and Treasurer, are considered to be "non-independent". In addition, Bradley Scharfe is considered to be "non-independent" by reason of his status as a significant shareholder of the Company through Scharfe Holdings Inc. The Board of Directors will consider adding another independent director after the Shares are listed on the CSE if warranted or required by the policies of the CSE.

Since the Company is a venture issuer, it is relying on the exemption in section 6.1 of Part 3 of NI 52-110, which requires that an audit committee be made up of non-independent directors.

Directorships

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

Name of Director	Other Reporting Issuer	Name of Exchange or Market
Fred Tejada	37 Capital Inc.	CSE
	Argus Metals Corp.	TSX Venture Exchange
	Corazon Gold Corp.	TSX Venture Exchange
	Green Arrow Resources Ltd.	TSX Venture Exchange
	Sora Capital Corp.	CSE
Cale Thomas	Carl Capital Corp.	CSE
Bradley Scharfe	Carl Capital Corp.	CSE
	Corazon Gold Corp.	TSX Venture Exchange
Michael Evans	International Water-Guard Industries Inc.	TSX Venture Exchange

Orientation and Continuing Education

Each new director of the Company is briefed about the nature of the Company's business, its corporate strategy and current issues within the Company. New directors will be encouraged to review the Company's public disclosure records as filed on the Electronic Data Gathering, Analysis and Retrieval (EDGAR) system in the United States and the System for Electronic Document Analysis and Retrieval (SEDAR) in Canada at www.sedar.com. Directors are also provided with access to management to better understand the operations of the Company, and to the Company's legal counsel to discuss their legal obligations as directors of the Company.

Ethical Business Conduct

During the Company's fiscal year ended July 31, 2008, the Board of Directors adopted a written Code of Ethics within the meaning of Item 406(b) of Regulation S-K under the Exchange Act. The Code of Ethics, a copy of which has been filed on SEDAR, obligates the Company's directors, officers and employees to

disclose potential conflicts of interest and prohibits those persons from engaging in such transactions without the Company's consent.

The Board of Directors is also required to comply with the conflict of interest provisions of relevant corporate and securities regulation in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. See "*Directors and Executive Officers - Conflicts of Interest*" and "*Risk Factors*".

Nomination of Directors

The Company's management is in contact with individuals involved in the mineral exploration sector. From these sources management has made a number of contacts and in the event that the Company requires any new directors, such individuals will be brought to the attention of the Board of Directors. The Company will conduct reference and background checks on suitable candidates. New nominees generally must have a track record in business management, areas of strategic interest to the Company, the ability to devote the time required to carry out the obligations and responsibilities of a director and a willingness to serve in that capacity.

Compensation

At present, the Board of Directors as a whole determines the compensation of the Company's Chief Executive Officer and Chief Financial Officer and does so with reference to industry standards and the financial situation of the Company. The Board of Directors has the sole responsibility for determining the compensation of the directors of the Company. As of the date of this Prospectus, directors are not compensated for their services.

Given the Company's size, limited operating history and lack of revenues, the Board of Directors does not plan to form a compensation committee to monitor and review the salary and benefits of the executive officers of the Company at the present time. The Board of Directors will carry out these functions until such time as it deems the formation of a compensation committee is warranted.

Other Board Committees

Other than as disclosed herein, there are no committees of the Board of Directors as of the date of this Prospectus.

Assessments

Neither the Company nor the Board of Directors has developed a formal review system to assess the performance of the directors or the Board of Directors as a whole. The contributions of individual directors are monitored by other members of the Board of Directors on an informal basis through observation.

PLAN OF DISTRIBUTION

The Company has applied to list the Shares for trading on the CSE. Listing will be subject to the Company fulfilling all of the listing requirements of the CSE. The Offering will be made in accordance with applicable securities laws, rules, regulations, policies and instruments. In accordance with the Agency Agreement, subscription funds will be held by the Agent until the Closing Date.

Pursuant to the Agency Agreement, the Company has appointed the Agent to act on its behalf to conduct the Offering at a price of \$0.10 per Share in the Selling Provinces, on a commercially reasonable efforts basis, for gross proceeds of a minimum of \$550,000. The Offering Price and the terms of the Offering were determined by negotiation between the Company and the Agent. While the Agent has agreed to use commercially reasonable efforts to sell the Shares, it is not obligated to purchase any Shares. The Agency Agreement will provide that the obligations of the Agent pursuant to the Agency Agreement may

be terminated at its discretion on the basis of its assessment of the state of the financial markets or upon the occurrence of certain stated events. The Agent may enter into selling arrangements with other investment dealers at no additional cost to the Company.

As consideration for the Agent's services, the Company will pay or issue to the Agent the following consideration under the Agency Agreement:

- (i) the Agent's Commission of 8% of the gross proceeds of the Offering, payable in cash on the Closing Date;
- (ii) the Agent's Warrants representing 8% of the Shares issued pursuant to the Offering, to be issued on the Closing Date;
- (iii) the Corporate Finance Fee of \$25,000 plus GST, of which \$13,125 (\$12,500 plus GST) has been paid in advance as a non-refundable deposit; and
- (iv) reimbursement of its legal fees and expenses toward which a \$25,000 retainer has been paid.

The Company has granted the Over-Allotment Option to the Agent to sell the Over-Allotment Shares, or up to an additional 825,000 Shares, at the Offering Price. The Over-Allotment Option is exercisable in whole or in part at any time until the Closing Date. The Over-Allotment Option may only be exercised by the Agent to cover over-allotted subscription received from subscribers. If the Over-Allotment Option is exercised in full, the total price to the public, Agent's Commission and net proceeds to the Company (before payment of the expenses of the Offering) will be \$82,500, \$6,600 and \$75,900, respectively. This Prospectus qualifies for distribution the grant of the Over-Allotment Option and the issuance of the Over-Allotment Shares.

This Prospectus also qualifies for distribution of the Agent's Warrants in the Selling Provinces to the extent permitted by NI 41-101, which restricts the maximum number of securities that may be qualified under a prospectus being issued to an Agent as compensation ("**Qualified Compensation Securities**") to not more than 10% of the number of Shares offered under this Prospectus. In the case of the Offering, this means 550,000 Shares.

For the purposes of the Offering, 440,000 Agent's Warrant Shares are Qualified Compensation Securities and are qualified for distribution by this Prospectus. If the Over-Allotment Option is exercised, 506,000 Agent's Warrant Shares are Qualified Compensation Securities and are qualified for distribution by this Prospectus.

Pursuant to the Agency Agreement, the Company will indemnify the Agent against certain liabilities, including liabilities under Canadian securities legislation, and contribute to payments that the Agent may be required to make in respect thereof.

Pursuant to securities legislation, unless an amendment to this Prospectus has been filed and the regulator has issued a receipt for the amendment, the distribution period for the Offering must cease within 90 days after the date of the receipt for this Prospectus, provided that the total distribution period for the Offering must cease on or before the date that is 180 days from the date a receipt is issued for this Prospectus. During the 90 day period or 180 day period, as applicable, all subscription funds received by the Agent will be held by the Agent pursuant to the provisions of the Agency Agreement.

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, 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.

RISK FACTORS

An investment in the Shares should be considered highly speculative due to the nature of the Company's business and the present stage of development. An investment in the Shares should only be made by knowledgeable and sophisticated investors who are willing to risk and can afford the loss of their entire investment. Potential investors should consult with their professional advisors to assess an investment in the Company. In evaluating the Company and its business, investors should carefully consider, in addition to other information contained in this Prospectus, the risk factors below. These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with its operations.

Risks Related to the Offering and the Shares

High Risk, Speculative Nature of Investment

An investment in the Shares carries a high degree of risk and should be considered as a speculative investment by purchasers. The Company is in the exploration stage, has no history of earnings, limited cash reserves, a limited operating history, has not paid dividends, and is unlikely to pay dividends in the immediate or near future. Operations are not sufficiently established such that the Company can mitigate the risks associated with its planned activities.

Dilution and Shareholdings

The Offering Price significantly exceeds the net tangible book value per Share, and accordingly, investors will suffer immediate and substantial dilution of their investment in the approximate amount of 60.3%. Shares acquired at \$0.10 each will have a value based on an average sale price per Share following the Offering.

No Established Market for the Shares

There is currently no Canadian market through which the Shares may be sold and purchasers may not be able to resell Shares purchased under this Prospectus. Even if a market develops, there can be no assurance that the price of the Shares offered under this Prospectus, which was determined through negotiations between the Company and the Agent, will reflect the market price of the Shares once a market has developed.

Liquidity Concerns and Future Financing Requirements

The Company is in the exploration stage and has not generated any revenue. It will likely operate at a loss until its business becomes established and may require additional financing in order to fund future operations. The Company's ability to secure any required financing to sustain its operations will depend in part upon prevailing capital market conditions, as well as the Company's success. There can be no assurance that the Company will be successful in its efforts to secure any additional financing or additional financing on terms satisfactory to it. If additional financing is raised by issuing Shares from treasury, control of the Company may change and shareholders may suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, the Company may be required to scale back its business plan or cease operating.

Volatility of Share Price

It is anticipated that the Shares will be listed for trading on the CSE. As such, factors such as announcements of quarterly variations in operating results, revenues, costs and market conditions in the digital advertising industry may have a significant impact on the market price of the Shares. Global stock markets, including the CSE, have from time to time experienced extreme price and volume fluctuations that have often been unrelated to the operations of particular companies. The same applies to companies

in the mining industry. There can be no assurance that an active or liquid market will develop or be sustained for the Shares.

Uncertainty of Use of Proceeds

Although the Company has set out its intended use of proceeds from the Offering in this Prospectus, the uses and figures provided are estimates only and are subject to change. While management does not contemplate any material variation from such estimates, management retains broad discretion in the application of such proceeds. See “*Use of Proceeds – Principal Purposes*”.

No Prospect of Dividends

The Company does not anticipate that any dividends will be paid on the Shares for the foreseeable future. As such, investors may not realize a return on their investment. See “*Dividends or Distributions*”.

Risks Related to the Company’s Business

History of Operating Losses

The Company has a history of operating losses and may not achieve or sustain profitability. It cannot guarantee investors that it will become profitable, and even if it achieves profitability, given the competitive and evolving nature of the industry in which the Company operates, it may be unable to sustain or increase profitability and its failure to do so could adversely affect the Company’s business, including its ability to raise additional funds.

Going Concern Opinion

The Company’s auditors have issued a going concern opinion. This means that there is substantial doubt that the Company can continue to operate over the next 12 months. The Company’s financial statements do not include any adjustments that might be necessary if it is unable to continue as a going concern. As such, if the Company is unable to obtain sufficient financing to execute its business plan it may be required to cease operations.

Recoverability of Mineral Reserves

The Company has not determined if the Property contains mineral reserves that are economically recoverable. Exploration for mineral reserves involves 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 properties. Regardless, the Company plans to complete the first and second phases of its exploration program, which, pursuant to the Option Agreement, it is required to do in order to earn an initial 60% interest in the Property.

Estimates of mineral reserves and any potential determination as to whether a mineral deposit will be commercially viable can be affected by such factors as deposit size; grade; unusual or unexpected geological formations and metallurgy; proximity to infrastructure; metal prices which are highly cyclical; environmental factors; unforeseen technical difficulties; work interruptions; and government regulations, including regulations relating to permitting, prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted.

The long term profitability of the Company’s operations will be in part directly related to the cost and success of its exploration and development program. Substantial expenditures are required to establish reserves through drilling, to develop processes to extract the ore and, in the case of new properties, to develop the extraction and processing facilities and infrastructure at any site chosen for extraction. Although substantial benefits may be derived from the discovery of a major deposit, the Company cannot

provide any assurance that any such deposit will be commercially viable or that it will be able to obtain the funds required for development on a timely basis.

Potential Legal Liability

In the event that the Company is ultimately able to commence commercial production on the Property, its operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of mineral deposits, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, the mine and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although the Company plans to take appropriate precautions to mitigate these hazards and risks by, among other things, obtaining liability insurance in an amount considered to be adequate by management, their nature is such that the liabilities might exceed policy limits, they might not be insurable, or the Company may not elect to insure against them due to high premium costs or other reasons, which could have a material adverse effect upon its financial condition and results of operations.

Aboriginal Land Claims

Many lands in British Columbia are or could become subject to aboriginal claims to title, which could adversely affect the title of either the Company or Eastfield to the Property. While the Company plans to actively consult with all groups which may be adversely affected by the Company's activities, including aboriginal peoples, there can be no assurance that the parties will be able to reach satisfactory agreements, if and when necessary.

Title Risk

One or more titles to the mineral claims that comprise the Property cannot be guaranteed and may be subject to prior unregistered agreements, transfers or claims and other defects. Neither the Company nor Eastfield can guarantee that one or more of these claims will not be challenged. Title insurance is generally not available for mineral properties and the Company's ability to ensure that it has obtained or will obtain a secure claim to the individual mining concessions comprising the Property may be severely constrained. The Company has not conducted surveys of all of the claims in which it may acquire an interest, and a successful challenge to the precise area and location of these claims could result in the Company being unable to operate on all or part of the Property as permitted or being unable to enforce its rights with respect to all or part of the Property.

Dependence on One Property

At this time, the Company only plans to carry out exploration and development activities on one mineral resource property, the Property. As a result, any negative developments regarding the Property will have a material adverse effect on the Company's business, prospects, financial performance and results of operations.

Competition

The mining industry is intensely competitive in all of its phases, and the Company will be forced to compete with many companies that possess greater financial resources and technical facilities than it does. Significant competition exists for the limited number of mineral acquisition opportunities available in the Company's sphere of operations. As a result of this competition, its ability to acquire additional attractive mining properties on terms considered acceptable may be adversely affected.

Fluctuating Mineral Prices

The Company's future revenues, if any, will likely be derived from the extraction and sale of base and precious metals. The price of those commodities has fluctuated widely, particularly in recent years, and is affected by numerous factors beyond the Company's control including economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global and regional consumptive patterns, speculative activities and increased production due to new extraction developments and improved extraction and production methods. The effect of these factors on the price of base and precious metals, and therefore the economic viability of our business, could negatively affect the Company's ability to secure financing or its results of operations.

Government Laws and Regulations

The Company may not be able to comply with all current and future government environmental laws and regulations that apply to its business. The Company's operations are subject to all government regulations normally incident to conducting business: occupational safety and health acts, workmen's compensation statutes, unemployment insurance legislation, income tax and social security laws and regulations, and most importantly, environmental laws and regulations. In addition, the Company is subject to laws and regulations regarding the development of mineral properties in the Province of British Columbia. It is also subject to governmental laws and regulations applicable to small public companies and their capital formation efforts.

The Company is engaged in mineral exploration and development and are accordingly exposed to environmental risks associated with such activities. It is currently in the exploration stage and has not determined whether significant site reclamation costs will be required on the Property in the future, which it will likely be responsible for as well. Although the Company will make every effort to comply with all applicable laws and regulations, it cannot provide any assurance that it will be able to deal with evolving environmental attitudes and regulations, nor can it predict the effect of any future changes to environmental regulations on its proposed business activities. The Company only plans to record liabilities for site reclamation when reasonably determinable and when such costs can be reliably quantified. Other costs of compliance with environmental regulations may also be burdensome.

The Company's failure to comply with material regulatory requirements could have an adverse effect on its ability to conduct business. The expenditure of substantial sums on environmental matters would have a materially negative effect on the Company's ability to implement its business plan and could require it to cease operations.

Dependence on Key Personnel and Relationships

The Company's future success heavily depends on the continued service of its executive officers and directors. Although the Company plans to increase the size of its Board of Directors, appoint additional officers and engage various consultants as its business grows, if they are unable or unwilling to continue to work for the Company in their present capacities, it may have to spend a considerable amount of time and resources searching, recruiting and integrating one or more replacements into its operations, which would severely disrupt its business. This may also adversely affect the Company's ability to execute its business strategy.

Limited U.S. Public Company Experience

Cale Thomas, the Company's Chief Financial Officer, Treasurer and director, has no experience managing a publicly traded company in the United States and complying with federal securities laws, including compliance with recently adopted disclosure requirements on a timely basis. He, together with Fred Tejada, the Company's President, Chief Executive Officer, Secretary and director, will be required to design and implement appropriate programs and policies in responding to increased legal, regulatory

compliance and reporting requirements, and any failure to do so could lead to the imposition of fines and penalties and harm the Company's business.

Management of Growth

The Company's success depends to a significant degree upon its ability to attract, retain and motivate skilled and qualified personnel. As it becomes a more mature company in the future, it may find recruiting and retention efforts more challenging. If the Company does not succeed in attracting, hiring and integrating such personnel, or retaining and motivating existing personnel, it may be unable to grow effectively. The loss of any key employee, including members of its management team, and its inability to attract highly skilled personnel with sufficient experience in the Company's industry could harm its business.

Enforcement of U.S. Civil Actions

The Company is a Nevada corporation but all of its officers and directors are residents of Canada. Consequently, U.S. investors may experience difficulty affecting service of process on them within the United States or enforcing a civil judgment of a U.S. court in Canada if a Canadian court determines that the U.S. court in which the judgment was obtained did not have jurisdiction in the matter. There is also substantial doubt whether an original action predicated solely upon civil liability may successfully be brought in Canada against the Company's officers and directors. As a result, investors may not be able to recover damages as compensation for a decline in the value of their investment.

Indemnification

The Company's Bylaws allow it to indemnify officers and directors against claims associated with carrying out the duties of their offices. The Bylaws also allow the Company to reimburse officers and directors for the costs of certain legal defenses. Since the Company's officers and directors are aware that they may be indemnified for carrying out the duties of their offices, they may be less motivated to meet the standards required by law to properly carry out such duties, which could increase the Company's operating costs. The expenses associated with a claim against the Company for indemnification could similarly increase its operating costs.

Conflicts of Interest

Certain of the Company's directors and officers are, and may continue to be, involved in other ventures in the mining industry through their direct and indirect participation in corporations, partnerships, joint ventures, etc. that may become potential competitors of the Company. The Company has also not entered into non-competition or non-disclosure agreements with any of its directors or officers that could restrict such persons from forming competing businesses or disclosing confidential information about the Company to third parties. Situations may therefore arise in connection with potential acquisitions or opportunities where the interests of the Company's directors and officers conflict with or diverge from the interests of the Company. Directors and officers with conflicts of interest will be required to follow the procedures set out in the Nevada Revised Statutes. See "*Directors and Executive Officers – Conflicts of Interest*" and "*Audit Committee and Corporate Governance*".

Industry-Related Risks and Economic Risks

Global Financial Conditions

Current global financial and economic conditions, while improving, remain volatile. Many industries, including the mineral resource industry, are impacted by these market conditions. Some of the key impacts of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk; devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets; and a lack of market liquidity. Such factors may impact the Company's ability to obtain

financing on favourable terms or at all. Additionally, global economic conditions may cause a long term decrease in asset values. If such global volatility and market turmoil continue, the Company's operations and financial condition could be adversely impacted.

PROMOTERS

Each of the directors and executive officers of the Company is considered to be a "promoter" of the Company as that term is defined in the *Securities Act* (British Columbia). None of the promoters has received anything of value from the Company and no promoter has any entitlement to receive anything of value except as set forth below and elsewhere in this Prospectus.

1. On February 11, 2015, the Company issued Fred Tejada 451,759 Shares at a price of \$0.02 per Share pursuant to the conversion of \$9,035.17 in debt; and on April 9, 2015, the Company issued Mr. Tejada 250,000 Shares at a price of \$0.02 per Share pursuant to the conversion of \$5,000 in debt.
2. On February 11, 2015, the Company issued Cale Thomas 2,000,000 Shares at a price of \$0.02 per Share pursuant to the conversion of \$40,000 in debt.
3. On February 11, 2015, the Company issued Scharfe Holdings Inc., a company controlled by Bradley Scharfe, 13,548,241 Shares at a price of \$0.02 per Share in exchange for the conversion of \$270,964.83 in debt.

See "*Executive Compensation*", "*Principal Shareholders*", "*Directors and Executive Officers*", "*Interests of Management and Others in Material Transactions*" and "*Material Contracts*" for additional disclosure concerning the Company's promoters.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

On September 17, 2014, the Company learned that it was the subject, along with a number of additional defendants, of a notice of civil claim (the "**Claim**") filed in the Supreme Court of British Columbia by Wundr Software Inc. ("**Wundr**"), an eBook software developer. The Company was formerly a party to a binding letter of intent with Wundr that was announced on November 12, 2013 (the "**LOI**"), pursuant to which the Company proposed to acquire 100% of the outstanding shares of Wundr. On January 10, 2014, the Company reported that the LOI had expired.

Among other things, the Claim alleges that the Company committed the tort of intentional interference with economic or contractual relations by virtue of its role in an alleged scheme to establish a competing business to Wundr, and that the Company, through its agents, breached the terms of the LOI by appropriating certain confidential information and intellectual property of Wundr for the purpose of establishing a competing business. The Claim also alleges that the Company is vicariously liable for the actions of its agents.

Wundr is seeking general damages from the Company as well as damages for conspiracy to cause economic harm. None of the allegations contained in the Claim have been proven in court, the Company believes that they are without merit, and it therefore intends to vigorously defend its position against Wundr.

Other than as described above, there are no legal proceedings outstanding, threatened or pending as of the date of this Prospectus by or against the Company or to which it is a party or its business or any of its assets is the subject of, nor to the knowledge of the directors and officers of the Company are any such legal proceedings contemplated which could become material to a purchaser of the Company's securities.

Regulatory Actions

There have not been any penalties or sanctions imposed against the Company by a court relating to provincial or territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Company, and the Company has not entered into any settlement agreements before a court relating to provincial or territorial securities legislation or with a securities regulatory authority.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed elsewhere in this Prospectus, no director, executive officer or principal shareholder of the Company, or associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction within the preceding three years or in any proposed transaction that has materially affected or will materially affect the Company.

See “*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*”, “*Principal Shareholders*”, “*Directors and Executive Officers*” and “*Promoters*”.

RELATIONSHIPS BETWEEN ISSUER AND AGENT

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

AUDITORS, TRANSFER AGENTS AND REGISTRARS

The Company’s auditors are Davidson & Company LLP, Chartered Accountants, of 1200 – 609 Granville Street, Vancouver, BC V7Y 1G6.

The Company’s transfer agent is Pacific Stock Transfer of 6725 Via Austi Parkway, Suite 300, Las Vegas, NV 89119.

MATERIAL CONTRACTS

The material contracts of the Company are as follows:

1. Agency Agreement dated ●, 2015 between the Company and the Agent to engage the services of the Agent in connection with the Offering. See “*Prospectus Summary*” and “*Plan of Distribution*”.
2. Escrow Agreement dated ●, 2015 between the Company, the Escrow Holders and Pacific Stock Transfer. See “*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*”.
3. Option Agreement dated May 18, 2015 between the Company and Eastfield. See “*Prospectus Summary*” and “*Description of Business*”.
4. Stock Restriction Agreement dated ●, 2015 between the Company and certain shareholders of the Company. See “*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*”.

Copies of all material contracts may be inspected at the Company’s head office at 700 – 510 West Hastings Street, Vancouver, BC V6B 1L8, during normal business hours while distribution of the securities offered hereunder is in progress, and for a period of 30 days thereafter. The material contracts will also be available on SEDAR (www.sedar.com) upon the issuance of a receipt for this Prospectus.

EXPERTS

No person whose profession or business gives authority to a statement made by such person and who is named in this Prospectus has received or will receive a direct or indirect interest in the Company's property or any associate or affiliate of the Company. As at the date hereof, none of the aforementioned persons beneficially owns, directly or indirectly, securities of the Company or its associates and affiliates. In addition, none of the aforementioned persons nor any director, officer or employee of any of the aforementioned persons, is or is expected to be elected, appointed or employed as, a director, senior officer or employee of the Company or of an associate or affiliate of the Company, or as a promoter of the Company or an associate or affiliate of the Company.

The qualified person who prepared the Technical Report is R.J. (Bob) Johnston, P. Geo. Certain legal matters relating to the Offering will be passed upon by Bacchus Law Corporation, Vancouver, BC, on the Company's behalf; and by Salley Bowes Harwardt Law Corp., Vancouver, BC, on behalf of the Agent. The Company's auditor is Davidson & Company LLP, Chartered Accountants. Such auditor is independent in accordance with the auditor's rules of professional conduct in the Province of British Columbia.

OTHER MATERIAL FACTS

There are no further facts or particulars in respect of the securities being distributed pursuant to this Prospectus that are not already disclosed herein that are necessary to be disclosed for this Prospectus to contain full, true and plain disclosure of all material facts relating to such securities.

RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in British Columbia and Alberta provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In British Columbia and Alberta, the securities legislation further provides a purchaser with remedies for rescission or damages if this Prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. **The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal advisor.**

FINANCIAL STATEMENT DISCLOSURE

The audited financial statements of the Company for the years ended July 31, 2014 and 2013, together with the interim unaudited financial statements of the Company for the nine month periods ended April 30, 2015 and 2014, follow.

**RISE RESOURCES INC. (FORMERLY PATRIOT MINEFINDERS INC.)
(AN EXPLORATION STAGE COMPANY)
INTERIM FINANCIAL STATEMENTS
PERIOD ENDED APRIL 30, 2015**

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RISE RESOURCES INC. (FORMERLY PATRIOT MINEFINDERS INC.)

(An Exploration Stage Company)

BALANCE SHEETS

(Expressed in United States Dollars)

(Unaudited)

AS AT

	April 30, 2015	July 31, 2014 (audited)
ASSETS		
Current		
Cash	\$ 76,758	\$ 72
Receivables	1,547	766
Prepaid expenses	<u>15,483</u>	<u>8,314</u>
	<u>\$ 93,788</u>	<u>\$ 9,152</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current		
Accounts and advances payable and accrued liabilities	\$ 92,983	\$ 658,507
Loan from related parties (Note 5)	<u>67,100</u>	<u>67,100</u>
	<u>160,083</u>	<u>725,607</u>
Stockholders' deficit		
Capital stock, \$0.001 par value, 400,000,000 shares authorized; 38,297,179 (July 31, 2014 – 792,500) shares issued and outstanding (Note 6)	752,226	63,400
Additional paid-in-capital (Note 6)	269,800	269,800
Deficit	<u>(1,088,321)</u>	<u>(1,049,655)</u>
	<u>(66,295)</u>	<u>(716,455)</u>
	<u>\$ 93,788</u>	<u>\$ 9,152</u>

Nature and continuance of operations (Note 1)**Long-term receivable and contingency** (Note 3)**Subsequent event** (Note 8)

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

RISE RESOURCES INC. (FORMERLY PATRIOT MINEFINDERS INC.)

(An Exploration Stage Company)

STATEMENT OF OPERATIONS AND COMPREHENSIVE LOSS

(Expressed in United States Dollars)

(Unaudited)

	Three months ended April 30, 2015	Three months ended April 30, 2014	Nine months ended April 30, 2015	Nine months ended April 30, 2014
EXPENSES				
Bad debt expense (Note 4)	\$ -	\$ -	\$ 6,106	\$ -
Consulting	4,208	6,054	52,125	47,318
Filing and regulatory	4,488	3,090	15,886	7,100
Foreign exchange	12,964	8,717	(82,133)	(33,745)
Gain on settlement of accounts payable	(5,782)	-	(7,780)	-
General and administrative	9,434	11,115	25,250	27,784
Mineral exploration	4,035	-	4,035	-
Professional fees	15,410	-	24,425	35,390
Promotion and shareholder communication	752	-	752	606
Net loss and comprehensive loss	\$ (45,509)	\$ (28,976)	\$ (38,666)	\$ (84,453)
Basic and diluted loss per common share	\$ 0.00	\$ 0.04	\$ 0.00	\$ 0.11
Weighted average number of common shares outstanding	22,367,887	792,500	7,826,234	792,500

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

RISE RESOURCES INC. (FORMERLY PATRIOT MINEFINDERS INC.)

(An Exploration Stage Company)

STATEMENT OF CASH FLOWS

(Expressed in United States Dollars)

(Unaudited)

FOR THE NINE MONTH PERIOD ENDED APRIL 30

	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	\$ (38,666)	\$ (84,453)
Items not involving cash		
Bad debt expense	6,106	-
Unrealized foreign exchange	69,377	(33,745)
Gain on settlement of payables	(7,780)	-
Non-cash working capital item changes:		
Receivables	(781)	15,015
Prepaid expenses	(7,169)	-
Accounts payables and accrued liabilities and due to related parties	<u>(129,817)</u>	<u>93,097</u>
Net cash used in operating activities	<u>(108,730)</u>	<u>(10,086)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Loan receivable	(6,106)	-
Advances payable	<u>18,650</u>	<u>-</u>
Net cash provided by investing activities	<u>12,544</u>	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Shares issued for cash	<u>172,872</u>	<u>-</u>
Net cash provided by financing activities	<u>172,872</u>	<u>-</u>
Change in cash for the period	76,686	(10,086)
Cash, beginning of period	<u>72</u>	<u>10,146</u>
Cash, end of period	<u>\$ 76,758</u>	<u>\$ 60</u>
Interest	\$ -	\$ -
Income taxes	-	-

Significant non-cash transactions for the period ended April 30, 2015 include issuing a total of 31,504,677 common shares for debt of \$515,954 (CAD\$647,657).

Significant non-cash transactions for the period ended April 30, 2014 included accruing \$50,038 in advances receivable through accounts payable and accrued liabilities.

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

RISE RESOURCES INC. (FORMERLY PATRIOT MINEFINDERS INC.)

(An Exploration Stage Company)

STATEMENT OF STOCKHOLDERS' DEFICIT

(Expressed in United States Dollars)

(Unaudited)

	Capital Stock		Additional	Deficit	Total
	Number	Amount	Paid-in-Capital		
Balance as at July 31, 2013	792,500	\$ 63,400	\$ 269,800	\$ (891,925)	\$ (558,725)
Loss for the period	-	-	-	(84,453)	(84,453)
Balance as at April 30, 2014	792,500	\$ 63,400	\$ 269,800	\$ (976,378)	\$ (643,178)
Loss for the period	-	-	-	(73,277)	(73,277)
Balance as at July 31, 2014	792,500	\$ 63,400	\$ 269,800	\$ (1,049,655)	\$ (716,455)
Shares issued for cash	6,000,002	172,872	-	-	172,872
Shares issued for debt	31,504,677	515,954	-	-	515,954
Loss for the period	-	-	-	(38,666)	(38,666)
Balance as at April 30, 2015	38,297,179	\$ 752,226	\$ 269,800	\$ (1,088,321)	\$ (66,295)

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

RISE RESOURCES INC. (FORMERLY PATRIOT MINEFINDERS INC.)

(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED APRIL 30, 2015

(Unaudited)

1. NATURE AND CONTINUANCE OF OPERATIONS

Atlantic Resources Inc. (the “Company”) was incorporated in the State of Nevada on February 9, 2007 and is in the exploration stage. On March 29, 2012, the Company merged its wholly-owned subsidiary, Patriot Minefinders Inc., a Nevada corporation, with and into the Company to effect a name change from Atlantic Resources Inc. to Patriot Minefinders Inc. On January 14, 2015, the Company merged its wholly-owned subsidiary, Rise Resources Inc., a Nevada corporation, in and to the Company to effect a name change from Patriot Minefinders Inc. to Rise Resources Inc. Rise Resources Inc. was formed solely for the purpose of effecting the change of name.

On January 22, 2015, the Company completed a 1 for 80 reverse split of its common stock and effected a corresponding decrease in its authorized capital. As a result of the reverse split, the Company’s authorized capital decreased from 1,680,000,000 shares to 21,000,000, and its issued and outstanding common stock decreased from 63,400,000 shares to 792,500, with each fractional share being rounded up to the nearest whole share. On February 16, 2015, the Company increased its authorized capital from 21,000,000 shares to 400,000,000 shares. All share and per share amounts have been retrospectively restated for all periods presented unless otherwise stated.

The Company is in the early stages of exploration and as is common with any exploration company, it raises financing for its acquisition activities. The accompanying condensed interim financial statements have been prepared on the going concern basis, which presumes that the Company will continue operations for the foreseeable future and will be able to realize assets and discharge liabilities in the normal course of business. The Company has incurred a net loss of \$38,666 for the nine month period ended April 30, 2015 and has accumulated a deficit of \$1,088,321. This raises substantial doubt about the Company’s ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company’s ability to raise additional capital and implement its business plan, which is typical for a start-up company. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Management of the Company (“management”) is of the opinion that sufficient financing will be obtained from external financing and further share issuances to meet the Company’s obligations. At April 30, 2015, the Company had a working capital deficiency of \$66,295, which would not be sufficient to fund the current level of operations.

2. BASIS OF PREPARATION

Generally Accepted Accounting Principles

The accompanying unaudited condensed interim financial statements have been prepared in conformity with generally accepted accounting principles of the United States of America (“US GAAP”) and the rules and regulations of the Securities and Exchange Commission (“SEC”) for financial information with the instructions to Form 10-Q and Regulation S-K. Results are not necessarily indicative of results which may be achieved in the future. The unaudited condensed interim financial statements should be read in conjunction with the Company’s Annual Report on Form 10-K, as amended, which contains the audited financial statements and notes thereto, together with Management’s Discussion and Analysis, for the year ended July 31, 2014. Certain information and footnote disclosures normally included in the financial statements prepared in accordance with US GAAP have been condensed or omitted pursuant to such SEC rules and regulations.

Recently Adopted and Recently Issued Accounting Standards

In June 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (ASU) No. 2014-10, “Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements, Including an Amendment to Variable Interest Entities Guidance in Topic 810, Consolidation”. This ASU does the following, among other things: a) eliminates the requirement to present inception-to-date information on the statements of income, cash flows, and shareholders' equity, b) eliminates the need to label the financial statements as

RISE RESOURCES INC. (FORMERLY PATRIOT MINEFINDERS INC.)

(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED APRIL 30, 2015

(Unaudited)

2. BASIS OF PREPARATION (cont'd...)

Recently Adopted and Recently Issued Accounting Standards (cont'd...)

those of a development stage entity, c) eliminates the need to disclose a description of the development stage activities in which the entity is engaged, and d) amends FASB ASC 275, "Risks and Uncertainties", to clarify that information on risks and uncertainties for entities that have not commenced planned principal operations is required. The amendments in ASU No. 2014-10 related to the elimination of Topic 915 disclosures and the additional disclosure for Topic 275 are effective for public companies for annual and interim reporting periods beginning after December 15, 2014, with early adoption permitted. The Company has evaluated this ASU and early adopted beginning with the year ended July 31, 2014.

In August 2014, FASB also issued ASU No. 2014-15, "Presentation of Financial Statements – Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern". This ASU provides guidance on determining when and how to disclose going concern uncertainties in the financial statements. The new standard requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date the financial statements are issued. An entity must provide certain disclosures if "conditions or events raise substantial doubt about the entity's ability to continue as a going concern." The ASU applies to all entities and is effective for annual periods ending after December 15, 2016, and interim periods thereafter, with early adoption permitted. The Company is currently evaluating the impact of adoption of this standard.

Other than the above, the Company has determined that other significant newly issued accounting pronouncements and are either not applicable to the Company's business or that no material effect is expected on the financial statements as a result of future adoption.

Use of Estimates

The preparation of condensed interim financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Significant areas requiring the use of estimates include the valuation allowance applied to deferred income taxes. Actual results could differ from those estimates, and would impact future results of operations and cash flows.

3. LONG-TERM RECEIVABLE AND CONTINGENCY

During the year ended July 31, 2014, the Company entered into a binding letter of intent ("LOI") with Wundr Software Inc. ("Wundr"). Under the terms of the LOI, the Company would acquire 100% of the issued and outstanding common shares of Wundr. Due to unforeseen circumstances, the Company did not complete the transactions contemplated in the LOI, which the Company announced had expired on January 10, 2014.

During the year ended July 31, 2014, the Company advanced \$50,038 to Wundr as a loan, due on demand without interest. Management has assessed the collectability of the loan and recorded an allowance for doubtful accounts of \$50,038 for the year ended July 31, 2014.

On September 17, 2014, the Company learned that it was the subject, along with a number of additional defendants, of a notice of civil claim (the "Claim") filed in the Supreme Court of British Columbia by Wundr, under which Wundr is seeking general damages from the Company as well as damages for conspiracy to cause economic harm. None of the allegations contained in the Claim have been proven in court. Management has determined that the probability of the Claim resulting in an unfavourable outcome and financial loss to the Company is unlikely.

RISE RESOURCES INC. (FORMERLY PATRIOT MINEFINDERS INC.)

(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED APRIL 30, 2015

(Unaudited)

4. SHARE EXCHANGE AGREEMENT AND LOAN RECEIVABLE

On May 23, 2014, the Company entered into a share exchange agreement (the “Share Exchange Agreement”) with Juliet Press Inc., a private British Columbia, Canada corporation (“Juliet”), and the stockholders of Juliet (the “Juliet stockholders”), to acquire 100% of the issued and outstanding common stock of Juliet (the “Juliet Stock”). Pursuant to the Share Exchange Agreement, the Company was expected to issue 14,000,000 (post-split – 175,000) shares of common stock to the Juliet stockholders in consideration for Juliet Shares, resulting in Juliet becoming a wholly owned subsidiary of the Company.

During the period ended April 30, 2015, the Company advanced \$6,106 to Juliet as a loan, due on demand without interest. Management has assessed the collectability of the loan and recorded an allowance for doubtful accounts of \$6,106 for the period ended April 30, 2015.

On September 25, 2014, the Company, Juliet and Juliet stockholders mutually agreed in writing to terminate the Share Exchange Agreement.

5. RELATED PARTY TRANSACTIONS

Key management personnel consist of the Chief Executive Officer, Chief Financial Officer, and the Directors of the Company. The remuneration of the key management personnel is as follows:

- a) Consulting fees of \$Nil (2014 - \$34,302) to a company with a common former director of the Company and \$Nil (2014 - \$8,629) to a company controlled by the former CEO.
- b) Consulting fees of \$8,102 (2014 - \$Nil) to the CEO of the Company.

As at April 30, 2015, the Company has recorded loans from related parties of \$67,100 (July 31, 2014 - \$67,100) representing advances made by two former directors and officers. The advances are due on demand without interest.

As at April 30, 2015, included in due to related parties is \$174 (July 31, 2014 - \$545,494) in accounts and advances payable and accrued liabilities to current and former officers and companies controlled by directors and officers of the Company. Of this amount, \$Nil (July 31, 2014 - \$325,643) represents advances made by Skanderbeg Capital Partners Inc. (“Skanderbeg”), a company that advises the Company’s management and does promotional work for the Company. Skanderbeg made payments on behalf of the Company until such time as the Company was able to complete a financing.

Included in general and administration expenses for the period ended April 30, 2015 is rent of \$2,983 (2014 - \$1,725) and consulting fees of \$Nil (2014 - \$3,421) paid to Skanderbeg.

6. CAPITAL STOCK AND ADDITIONAL PAID-IN-CAPITAL

On February 11, 2015, the Company entered into debt conversion agreements with five investors pursuant to which such investors agreed to convert an aggregate of CAD\$400,000 in debt into 20,000,000 shares of the Company’s common stock at a price of CAD\$0.02 per share.

On March 31, 2015, the Company entered into debt conversion agreements with 13 investors pursuant to which such investors agreed to convert an aggregate of CAD\$206,675 in debt into 10,333,771 shares of the Company’s common stock at a price of CAD\$0.02 per share. These shares were formally issued on April 9, 2015.

On April 23, 2015, the Company entered into debt conversion agreements with two investors pursuant to which such investors agreed to convert an aggregate of CAD\$40,982 in debt into 1,170,906 shares of the Company’s common stock at a price of CAD\$0.035 per share.

RISE RESOURCES INC. (FORMERLY PATRIOT MINEFINDERS INC.)

(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED APRIL 30, 2015

(Unaudited)

6. CAPITAL STOCK AND ADDITIONAL PAID-IN-CAPITAL (cont'd...)

On April 23, 2015, the Company completed a non-brokered private placement, issuing an aggregate of 6,000,002 shares of common stock to six investors at a price of CAD\$0.035 per share for gross proceeds of CAD\$210,000.

There were no share transactions during the year ended July 31, 2014.

7. SEGMENTED INFORMATION

The Company has one reportable segment, being the acquisition of exploration and evaluation assets located in British Columbia, Canada.

8. SUBSEQUENT EVENTS

On May 18, 2015, the Company entered into an option agreement with Eastfield Resources Ltd., a British Columbia company with its common shares listed for trading on the TSX Venture Exchange under the symbol "ETF" ("Eastfield"), pursuant to which Eastfield granted the Company the exclusive and irrevocable right to acquire up to a 75% interest in and to certain claims in the Indata property located in the Omineca Mining Division in British Columbia, Canada. In order to earn the initial 60% interest, the Company is required to pay Eastfield an aggregate of CAD\$350,000 (CAD\$20,000 paid) in cash and incur a minimum of CAD\$2,000,000 in aggregate exploration expenditures on the property by April 3, 2019. In order to earn the additional 15% interest, the Company is required to pay Eastfield CAD\$100,000 cash within 90 days of earning the 60% interest and incur a further \$500,000 in aggregate annual exploration expenditures on the property until such time as the Company is able to complete a feasibility study on the property.



FINANCIAL STATEMENTS

(Expressed in United States Dollars)

FOR THE YEAR ENDED JULY 31, 2014

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Directors of
Patriot Minefinders Inc.

We have audited the accompanying financial statements of Patriot Minefinders Inc. (the "Company"), which comprise the balance sheets as of July 31, 2014 and 2013, and the related statements of operations and comprehensive loss, cash flows and stockholders' equity for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Patriot Minefinders Inc. as of July 31, 2014 and 2013, and the results of its operations and its cash flows for the years ended July 31, 2014 and 2013 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that Patriot Minefinders Inc. will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has suffered recurring losses from operations and has a net capital deficiency. These matters, along with the other matters set forth in Note 1, indicate the existence of material uncertainties that raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada

Chartered Accountants

October 28, 2014



1200 - 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, B.C., Canada V7Y 1G6
Telephone (604) 687-0947 Fax (604) 687-6172

PATRIOT MINEFINDERS INC.

(An Exploration Stage Company)
BALANCE SHEETS
(Expressed in United States Dollars)
AS AT

	July 31, 2014	July 31, 2013
ASSETS		
Current		
Cash	\$ 72	\$ 10,146
Receivables	766	17,113
Prepaid expenses	8,314	-
	\$ 9,152	\$ 27,259
LIABILITIES AND SHAREHOLDERS' DEFICIT		
Current		
Accounts payable and accrued liabilities	\$ 658,507	\$ 518,884
Loan from related parties (Note 7)	67,100	67,100
	725,607	585,984
Stockholders' deficit		
Capital stock, \$0.001 par value, 1,680,000,000 shares authorized; 63,400,000 shares issued and outstanding (Note 8)	63,400	63,400
Additional paid-in-capital (Note 8)	269,800	269,800
Deficit accumulated during the exploration stage	(1,049,655)	(891,925)
	(716,455)	(558,725)
	\$ 9,152	\$ 27,259

Nature and continuance of operations (Note 1)

Long-term receivable and contingency (Note 5)

Approved and authorized by the Board on October 28, 2014:

<u>"Greg Johnston"</u>	Director	<u>"Fred Tejada"</u>	Director
Greg Johnston		Fred Tejada	

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

PATRIOT MINEFINDERS INC.

(An Exploration Stage Company)
STATEMENT OF OPERATIONS AND COMPREHENSIVE LOSS
(Expressed in United States Dollars)
FOR THE YEAR ENDED JULY 31

	2014	2013
EXPENSES		
Bad debt expense (Note 5)	\$ 50,038	\$ -
Consulting	51,284	116,273
Filing and regulatory	9,557	23,374
Foreign exchange	(28,780)	(10,682)
Gain on extinguishment of debt	(7,771)	-
General and administrative	28,113	65,114
Geological, mineral, and prospect costs written off (Note 4)	-	364,000
Professional fees	54,650	45,509
Promotion and shareholder communication	639	76,201
Loss and comprehensive loss	\$ (157,730)	\$ (679,789)
Basic and diluted loss per common share	\$ (0.00)	\$ (0.01)
Weighted average number of common shares outstanding	63,400,000	61,998,356

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

PATRIOT MINEFINDERS INC.
(An Exploration Stage Company)
STATEMENT OF CASH FLOWS
(Expressed in United States Dollars)
FOR THE YEAR ENDED JULY 31

	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the year	\$ (157,730)	\$ (679,789)
Items not involving cash		
Bad debt expense	50,038	-
Geological, mineral, and prospect costs written off	-	364,000
Unrealized foreign exchange	(28,780)	-
Non-cash working capital item changes:		
Receivables	16,347	(6,885)
Prepaid expenses	(8,314)	19,393
Accounts payables and accrued liabilities and due to related parties	118,365	371,497
Net cash (used in) provided by operating activities	(10,074)	68,216
CASH FLOWS FROM INVESTING ACTIVITY		
Mineral exploration	-	(60,000)
Net cash used in investing activity	-	(60,000)
Change in cash for the year	(10,074)	8,216
Cash, beginning of year	10,146	1,930
Cash, end of year	\$ 72	\$ 10,146
Interest	\$ -	\$ -
Income taxes	-	-

Supplemental disclosure with respect to cash flows (Note 10)

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

PATRIOT MINEFINDERS INC.
(An Exploration Stage Company)
STATEMENT OF STOCKHOLDERS' DEFICIT
(Expressed in United States Dollars)

	Capital Stock		Additional Paid- in-Capital	Deficit	Total
	Number	Amount			
Balance as at July 31, 2012	61,800,000	\$ 61,800	\$ (12,600)	\$ (212,136)	\$ (162,936)
Stock issued for mineral property	1,600,000	1,600	282,400	-	284,000
Loss for the year	-	-	-	(679,789)	(679,789)
Balance as at July 31, 2013	63,400,000	\$ 63,400	\$ 269,800	\$ (891,925)	\$ (558,725)
Loss for the year	-	-	-	(157,730)	(157,730)
Balance as at July 31, 2014	63,400,000	\$ 63,400	\$ 269,800	\$ (1,049,655)	\$ (716,455)

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Atlantic Resources Inc. was incorporated in the State of Nevada on February 9, 2007 and is in the exploration stage. On March 29, 2012, Atlantic Resources Inc. merged with and into our wholly-owned subsidiary Patriot Minefinders Inc. (the “Company”), a Nevada corporation, to effect a name change from Atlantic Resources Inc. to Patriot Minefinders Inc. The Company was formed solely for the change of name. The Company acquired a mineral property claim located in the Province of British Columbia, Canada, but allowed the claim to lapse on October 6, 2010.

The Company is in the early stages of exploration and as is common with any exploration company, it raises financing for its exploration and acquisition activities. These financial statements have been prepared on a going concern basis, which presumes that the Company will continue operation for the foreseeable future and will be able to realize assets and discharge liabilities in the normal course of business. The Company has incurred a loss of \$157,730 for the year ended July 31, 2014 and has accumulated a deficit during the exploration stage of \$1,049,655. This raises substantial doubt about the Company’s ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company’s ability to raise additional capital and implement its business plan, which is typical for junior exploration companies. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Management of the Company (“Management”) is of the opinion that sufficient financing will be obtained from external financing and further share issuances to meet the Company’s obligations. At July 31, 2014, the Company has working capital deficiency of \$716,455, which would not be sufficient to fund the current level of operations.

2. BASIS OF PREPARATION

Generally accepted accounting principles

These financial statements have been prepared in conformity with generally accepted accounting principles of the United States of America (“US GAAP”) for financial information with the instructions to Form 10-K and Regulation S-K. Results are not necessarily indicative of results which may be achieved in the future.

Use of Estimates

The preparation of these financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Significant areas requiring the use of estimates include the carrying value and recoverability of mineral properties and the recognition of deferred tax assets based on the change in unrecognized deductible temporary tax differences. Actual results could differ from those estimates, and would impact future results of operations and cash flows.

3. SIGNIFICANT ACCOUNTING POLICIES

Receivables

The Company reviews all receivables that exceed terms and establishes an allowance for doubtful accounts based on management’s assessment of the collectability of trade and other receivables.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Mineral property

The costs of acquiring mineral rights are capitalized at the date of acquisition. After acquisition, various factors can affect the recoverability of the capitalized costs. If, after review, management concludes that the carrying amount of a mineral property is impaired, it will be written down to estimated fair value. Exploration costs incurred on mineral properties are expensed as incurred. Development costs incurred on proven and probable reserves will be capitalized. Upon commencement of production, capitalized costs will be amortized using the unit-of-production method over the estimated life of the ore body based on proven and probable reserves (which exclude non-recoverable reserves and anticipated processing losses). When the Company receives an option payment related to a property, the proceeds of the payment are applied to reduce the carrying value of the exploration asset.

Long-lived assets

Long-lived assets held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. For purposes of evaluating the recoverability of long-lived assets, the recoverability test is performed using undiscounted net cash flows related to the long-lived assets. If such assets are considered to be impaired, the impairment recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

Asset retirement obligations

The Company records the fair value of an asset retirement obligation as a liability in the period in which it incurs a legal obligation associated with the retirement of tangible long-lived assets that result from the acquisition, construction, development, and/or normal use of the long-lived assets. The Company also records a corresponding asset which is amortized over the life of the asset. Subsequent to the initial measurement of the asset retirement obligation, the obligation is adjusted at the end of each period to reflect the passage of time (accretion expense) and changes in the estimated future cash flows underlying the obligation (asset retirement cost).

Loss per share

Basic loss per common share is computed using the weighted average number of common shares outstanding during the year. To calculate diluted loss per share, the Company uses the treasury stock method and the *if converted* method.

Financial instruments

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities, and due to related parties. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from its financial instruments. The fair values of these financial instruments approximate their carrying values unless otherwise noted.

Fair value of financial assets and liabilities

The Company measures the fair value of financial assets and liabilities based on US GAAP guidance which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Fair value of financial assets and liabilities (cont'd...)

The Company classifies financial assets and liabilities as held-for-trading, available-for-sale, held-to-maturity, loans and receivables or other financial liabilities depending on their nature. Financial assets and financial liabilities are recognized at fair value on their initial recognition, except for those arising from certain related party transactions which are accounted for at the transferor's carrying amount or exchange amount.

Financial assets and liabilities classified as held-for-trading are measured at fair value, with gains and losses recognized in net income. Financial assets classified as held-to-maturity, loans and receivables, and financial liabilities other than those classified as held-for-trading are measured at amortized cost, using the effective interest rate method of amortization. Financial assets classified as available-for-sale are measured at fair value, with unrealized gains and losses being recognized as other comprehensive income until realized, or if an unrealized loss is considered other than temporary, the unrealized loss is recorded in income.

The following indicates the fair value hierarchy of the valuation techniques the Company utilizes to determine the fair value of financial assets that are measured at fair value on a recurring basis.

Level 1 – Unadjusted quoted prices in active markets for identical assets and liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

Financial instruments, including due from related parties, and accounts payable and accrued liabilities are classified as other financial liabilities and are carried at cost, which management believes approximates fair value due to the short term nature of these instruments.

Concentration of credit risk

The financial instrument which potentially subjects the Company to concentration of credit risk is cash. The Company maintains cash in bank accounts that, at times, may exceed federally insured limits. As of July 31, 2014 and 2013, the Company has not exceeded the federally insured limit. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant risks on its cash in bank accounts.

Stock-based compensation

The Company accounts for share-based compensation under the provisions of ASC 718, "Compensation-Stock Compensation". Under the fair value recognition provisions, stock-based compensation expense is measured at the fair value of the consideration received, or the fair value of the equity instruments issued, or liabilities incurred, whichever is more reliably measured. Grant date for all stock-based awards to employees and directors and is recognized as an expense over the requisite service period, which is generally the vesting period. The Black-Scholes option valuation model is used to calculate fair value.

The Company accounts for stock compensation arrangements with non-employees in accordance with ASC 718 which requires that such equity instruments are recorded at their fair value on the measurement date. The measurement of stock-based compensation is subject to periodic adjustment as the underlying equity instruments vest. Non-employee stock-based compensation charges are amortized over the vesting period on a straight-line basis. For stock options granted to employees, directors, and non-employees, the fair value of the stock options is estimated using a Black-Scholes valuation model.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Income taxes

The Company accounts for income taxes under the asset and liability method, whereby deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under the asset and liability method the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recognized if it is more likely than not that some portion or all of the deferred tax asset will not be recognized.

Foreign exchange

The Company's functional currency is the U.S. dollar. Any monetary assets and liabilities that are in a currency other than the U.S. dollar are translated at the rate prevailing at year end. Revenue and expenses in a foreign currency are translated at rates that approximate those in effect at the time of translation. Gains and losses from translation of foreign currency transactions into U.S. dollars are included in current results of operations.

Recent accounting pronouncements

In June 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update (ASU) No. 2014-10, "Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements, Including an Amendment to Variable Interest Entities Guidance in Topic 810, Consolidation". This ASU does the following, among other things: a) eliminates the requirement to present inception-to-date information on the statements of income, cash flows, and shareholders' equity, b) eliminates the need to label the financial statements as those of a development stage entity, c) eliminates the need to disclose a description of the development stage activities in which the entity is engaged, and d) amends FASB ASC 275, "Risks and Uncertainties", to clarify that information on risks and uncertainties for entities that have not commenced planned principal operations is required. The amendments in ASU No. 2014-10 related to the elimination of Topic 915 disclosures and the additional disclosure for Topic 275 are effective for public companies for annual and interim reporting periods beginning after December 15, 2014, with early adoption permitted. The Company has evaluated this ASU and early adopted beginning with the year ended July 31, 2014.

In August 2014, FASB also issued ASU No. 2014-15, "Presentation of Financial Statements – Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern". This ASU provides guidance on determining when and how to disclose going concern uncertainties in the financial statements. The new standard requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date the financial statements are issued. An entity must provide certain disclosures if "conditions or events raise substantial doubt about [the] entity's ability to continue as a going concern." The ASU applies to all entities and is effective for annual periods ending after December 15, 2016, and interim periods thereafter, with early adoption permitted. The Company is currently evaluating the impact of adoption of this standard.

PATRIOT MINEFINDERS INC.
(An Exploration Stage Company)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED JULY 31, 2014

4. MINERAL PROPERTY OPTION

Title to mineral properties

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain mineral titles as well as the potential for problems arising from the frequently ambiguous conveying history characteristic of many mineral properties. As at July 31, 2014, the Company does not hold titles to any mineral properties.

La Buena, Mexico

The Company entered into an assignment agreement with Skanderbeg Capital Partners Inc. (“Skanderbeg”) whereby the Company can earn a 50% interest in the La Buena mineral claims located in Mexico.

During the year ended July 31, 2013, the Company decided not to move forward with the La Buena project and issued 400,000 restricted common shares valued at \$92,000 and paid \$10,000 in lieu of any future obligations as stated above.

KM 66, Mexico

During the year ended July 31, 2013, the Company entered in to a definitive agreement (“Agreement”) with Bearing Resources Ltd. (“Bearing”) whereby the Company could earn a 75% interest in the KM 66 Property in Mexico.

During the year ended July 31, 2014, the Company decided not to move forward with the KM 66 project.

Acquisition costs	KM 66	La Buena	Total
Balance, July 31, 2012	-	20,000	20,000
Additions			
Cash payments	50,000	10,000	60,000
Shares issued	192,000	92,000	284,000
Written-off	<u>(242,000)</u>	<u>(122,000)</u>	<u>(364,000)</u>
Balance, July 31, 2013 and 2014	-	-	-

5. LONG-TERM RECEIVABLE AND CONTINGENCY

During the year ended July 31, 2014, the Company entered in to a binding letter of intent (“LOI”) with Wundr Software Inc. (“Wundr”). Under the terms of the LOI, the Company would acquire 100% of the issued and outstanding common shares of Wundr. Due to unforeseen circumstances, the Company did not go through with the LOI, which the Company announced was expired on January 10, 2014.

During the year ended July 31, 2014, the Company advanced \$50,038 to Wundr as a loan, due on demand without interest. Management has assessed the collectability of the loan and recorded an allowance for doubtful accounts of \$50,038 for the year ended July 31, 2014.

5. LONG-TERM RECEIVABLE AND CONTINGENCY (cont’d...)

On September 17, 2014, the Company learned that it was the subject, along with a number of additional defendants, of a notice of civil claim (the “Claim”) filed in the Supreme Court of British Columbia by Wundr, under which Wundr is seeking general damages from the Company as well as damages for conspiracy to cause economic harm. None of the allegations contained in the Claim have been proven in court. Management has determined that the probability of the Claim resulting in an unfavourable outcome and financial loss to the Company is unlikely.

6. SHARE EXCHANGE AGREEMENT

On May 23, 2014, the Company entered into a share exchange agreement (the “Share Exchange Agreement”) with Juliet Press Inc., a private British Columbia, Canada corporation (“Juliet”), and the stockholders of Juliet (the “Juliet stockholders”), to acquire 100% of the issued and outstanding common stock of Juliet (the “Juliet Stock”). Pursuant to the Share Exchange Agreement, the Company was expected to issue 14,000,000 shares of common stock to Juliet stockholders in consideration for Juliet Shares, resulting in Juliet becoming a wholly owned subsidiary of the Company.

Subsequent to July 31, 2014, on September 25, 2014, the Company, Juliet and Juliet stockholders mutually agreed in writing to terminate the Share Exchange Agreement.

7. RELATED PARTY TRANSACTIONS

Key management personnel comprise of the Chief Executive Officer, Chief Financial Officer, and the Directors of the Company. The remuneration of the key management personnel is as follows:

- a) Consulting fees of \$33,636 (2013 - \$60,000) to a company with a common former director of the Company, \$Nil (2013 - \$700) to the former CEO of the Company, \$8,629 (2013 - \$20,000) to a company controlled by the former CEO, and \$Nil (2013 - \$7,800) to the CFO of the Company.

As at July 31, 2014, the Company has recorded loans from related parties of \$67,100 (2013 - \$67,100) representing advances made by a two former directors and officers. The advances are due on demand without interest.

As at July 31, 2014, including in due to related parties is \$545,494 (2013 - \$398,323) in accounts payable and accrued liabilities to current and former officers and companies controlled by directors and officers of the Company. Of this amount, \$325,643 (2013 - \$287,431) represents advances made by Skanderbeg, a company that advises the Company’s management and does promotional work for the Company. Skanderbeg has made payments on behalf of the Company until such time as the Company is able to complete a financing.

Included in general and administration expenses for the year ended July 31, 2014 is rent of \$1,725 (2013 - \$11,476) and consulting fees of \$966 (2013 - \$26,391) paid to Skanderbeg.

8. CAPITAL STOCK AND ADDITIONAL PAID-IN-CAPITAL

There were no transactions during the year ended July 31, 2014.

During the year ended July 31, 2013, the Company issued 1,600,000 restricted common shares with a value of \$284,000 to two companies the Company entered in to mineral property option agreements with. During the year ended July 31, 2013, both agreements were dropped and the value of the restricted common shares was written off to the statement of operations and comprehensive loss.

PATRIOT MINEFINDERS INC.
(An Exploration Stage Company)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED JULY 31, 2014

9. INCOME TAXES

As of July 31, 2014, the Company had no accrued interest and penalties related to uncertain tax positions. The income tax provision differs from the amount of income tax determined by applying the U.S. federal and state income tax rates of 34% to pre-tax income from continuing operations for the years ended July 31, 2014 and 2013 is noted below. As management cannot determine that is more likely than not that the Company will realize the benefit of the net deferred tax asset, a valuation allowance equal to the net deferred tax asset has been recorded.

A reconciliation of income taxes (recovery) at statutory rates with the reported taxes is as follows:

	2014	2013
Loss before income taxes	\$ (157,730)	\$ (679,789)
Expected income tax (recovery) at statutory tax rates	\$ (54,000)	\$ (231,000)
Permanent differences	(2,000)	-
Valuation allowance	56,000	231,000
Income tax recovery	\$ -	\$ -

Significant components of deductible temporary differences, unused tax losses, and unused tax credits that have not been included on the balance sheet are as follows:

	2014	2013
Deferred tax assets:		
Net operating loss carry-forwards	359,000	303,000
Unrecognized deferred tax assets	\$ 359,000	\$ 303,000

The Company has approximately \$1,057,000 in net operating losses which may be carried forward and applied against taxable income in future years. Net operating loss carry-forwards, if not utilized, start to expire in 2027. The benefits of these losses and other tax assets have not been recognized in these financial statements.

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

10. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

There were no significant non-cash transactions during the year ended July 31, 2014.

During the year ended July 31, 2013, the Company issued 1,600,000 common shares with a fair value of \$284,000 for two mineral property options.

11. SEGMENTED INFORMATION

The Company has one reportable segment, being the search for a suitable business opportunity.

SCHEDULE A

AUDIT COMMITTEE CHARTER

This Charter establishes the composition, the authority, roles and responsibilities and the general objectives of the Company's audit committee, or its Board of Directors (the "**Board**") in lieu thereof (the "**Audit Committee**"). The roles and responsibilities described in this Charter must at all times be exercised in compliance with the laws and regulations governing the Company and any subsidiaries.

Composition

- (a) *Number of Members.* The Audit Committee must be comprised of a minimum of three (3) directors of the Company.
- (b) *Chair.* If there is more than one member of the Audit Committee, members will appoint a chair of the Audit Committee (the "**Chair**") to serve for a term of one (1) year on an annual basis. The Chair may serve as the chair of the Audit Committee for any number of consecutive terms.

Meetings

- (a) *Quorum.* The quorum required to constitute a meeting of the Audit Committee is set at a majority of members.
- (b) *Agenda.* The Chair will set the agenda for each meeting, after consulting with management and the Company's external auditor (the "**Auditor**"). Agenda materials such as draft financial statements must be circulated to all members of the Audit Committee for such members to have a reasonable amount of time to review the materials prior to the meeting.
- (c) *Notice to Auditor.* The Auditor will be provided with notice as necessary of any meeting of the Audit Committee, will be invited to attend each such meeting and will receive an opportunity to be heard at those meetings on matters related to the Auditor's duties.
- (d) *Minutes.* Minutes of meetings of the Audit Committee will be accurately recorded, with such minutes recording the decisions reached by the committee.

Roles and Responsibilities

The roles and responsibilities of the Audit Committee include the following:

External Auditor

The Audit Committee will:

- (a) *Selection of Auditor.* Select, evaluate and recommend the Auditor to the Board for shareholder approval, to examine the Company's accounts, controls and financial statements.
- (b) *Scope of Work.* Evaluate, prior to the annual audit of the Company's financial statements, the scope and general extent of the Auditor's review, including the Auditor's engagement letter.
- (c) *Compensation.* Recommend to the Board the compensation to be paid to the Auditor.
- (d) *Replacement of Auditor.* If necessary, recommend the replacement of the Auditor to the Board.
- (e) *Approve Non-Audit Related Services.* Pre-approve all non-audit services to be provided by the Auditor to the Company.

- (f) *Responsibility for Oversight.* Oversee the work of the Auditor, who must report directly to the Audit Committee.
- (g) *Resolution of Disputes.* Assist with resolving any disputes between management and the Auditor regarding financial reporting.

Financial Statements and Financial Information

The Audit Committee will:

- (a) *Review Annual Financial Statements.* Review the Company's audited annual financial statements, discuss those statements with management and with the Auditor, and recommend their approval to the Board.
- (b) *Review Interim Financial Statements.* Review and discuss with management the Company's unaudited interim financial statements, and if appropriate, recommend their approval to the Board.
- (c) *MD&A, Annual and Interim Earnings Press Releases, Audit Committee Reports.* Review management's discussion and analysis, interim and annual press releases, and reports of the Audit Committee before the Company publicly discloses such information.
- (d) *Auditor Reports and Recommendations.* Review and consider any significant reports and recommendations issued by the Auditor, together with management's response, and the extent to which recommendations made by the Auditor have been implemented.

Risk Management, Internal Controls and Information Systems

The Audit Committee will:

- (a) *Internal Controls.* Review with management and the Auditor the general policies and procedures used by the Company with respect to internal accounting and financial controls, and remain informed, through communications with the Auditor, of any weaknesses in internal controls that could cause errors or deficiencies in financial reporting or deviations from the accounting policies of the Company or from applicable laws or regulations.
- (b) *Financial Management.* Periodically review the team in place to carry out financial reporting functions, circumstances surrounding the departure of any officers in charge of financial reporting, and the appointment of individuals to oversee such functions.
- (c) *Accounting Policies and Practices.* Review management's plans regarding any changes in accounting practices or policies and the financial impact thereof.
- (d) *Litigation.* Review with the Auditor and the Company's legal counsel any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Company and the manner in which these matters are being disclosed in the Company's financial statements.
- (e) *Other.* Discuss with management and the Auditor correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Company's financial statements or disclosure.

Complaints

The Audit Committee will:

- (a) *Accounting, Auditing and Internal Control Complaints.* Establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters.
- (b) *Employee Complaints.* Establish a procedure for the confidential transmittal on condition of anonymity by the Company's employees of concerns regarding questionable accounting or auditing matters.

Authority

- (a) *Auditors.* The Auditor, and any internal auditor hired by the Company, will report directly to the Audit Committee.
- (b) *Independent Advisors.* The Audit Committee may, at the Company's expense and without the approval of management, retain the services of independent legal counsel and any other advisors it deems necessary to carry out its duties and establish and pay the monetary compensation of such advisors.

Reporting

The Audit Committee will report to the Board on:

- (a) the independence of the Auditor;
- (b) the performance of the Auditor and any recommendations of the Audit Committee in relation thereto;
- (c) the reappointment or termination of the Auditor;
- (d) the adequacy of the Company's internal controls and disclosure controls;
- (e) the Audit Committee's review of the Company's financial statements, both annual and interim;
- (f) the Audit Committee's review of management's discussion and analysis, both annual and interim;
- (g) the Company's compliance with legal and regulatory matters to the extent they affect the its financial statements; and
- (h) all other material matters dealt with by the Audit Committee.

CERTIFICATE OF THE COMPANY

Dated: July 30, 2015

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 and Alberta.

"Fred Tejada"

"Cale Thomas"

FRED TEJADA
Chief Executive Officer

CALE THOMAS
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Bradley Scharfe"

"Michael Evans"

BRADLEY SCHARFE
Director

MICHAEL EVANS
Director

CERTIFICATE OF THE PROMOTERS

Dated: July 30, 2015

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 and Alberta.

"Fred Tejada"

"Cale Thomas"

FRED TEJADA
President, Chief Executive Officer,
Director

CALE THOMAS
Chief Financial Officer, Treasurer,
Director

"Bradley Scharfe"

BRADLEY SCHARFE
Director

CERTIFICATE OF THE AGENT

Dated: July 30, 2015

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 and Alberta.

LEEDE FINANCIAL MARKETS INC.

Per:

“Richard H. Carter”

RICHARD H. CARTER
Senior Vice-President, General Counsel,
Secretary