FORM 2A

LISTING STATEMENT

RECHARGE RESOURCES LTD.

(the “Company” or “Recharge”)

March 1, 2022

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GLOSSARY OF TERMS

In this Listing Statement (as defined herein), unless there is something in the subject matter inconsistent therewith, the following terms shall have the respective meanings set out below, words importing the singular number shall include the plural and vice versa and words importing any gender shall include all genders.

"**2021 Financing**"	means the Company's April 22, 2021 financings under which the Company issued units and flow-through shares, as described further in this Listing Statement.
"**affiliate**"	has the meaning ascribed to that term in the National Instrument 45-106 – *Prospectus Exemptions.*
"**Annual Financials**"	means the audited financial statements of the Company together with the independent auditors' report thereon and the notes thereto as at and for the years ended December 31, 2020 and 2019, for the years ended December 31, 2018 and 2017.
"**Annual MD&A**"	means the management's discussion and analysis of the financial condition and operations of the Company for the years ended December 31, 2020, 2019 and 2018.
"**BCSC**"	means the British Columbia Securities Commission.
"**Board**"	means the board of directors of Recharge.
"**Brussels Creek Project**"	has the meaning ascribed to it in the *"General Development of the Business"* section.
"**Brussels Creek Technical Report**"	means the NI 43-101 technical report dated April 12, 2021 titled "Brussels Creek Gold-Copper-Palladium Project, Kamloops Mining District, British Columbia, NI 43-101 Technical Report" prepared by Chris M. Healey, P. Geo.
"**Canadian Securities Administrators**"	means the voluntary umbrella organization of Canada's provincial and territorial securities regulators.
"**Common Shares**"	means the common shares of Recharge.
"**CSE**"	means the Canadian Securities Exchange.
"**CSE Listing**"	means the listing of the Common Shares for trading on the CSE.
"**Interim Financials**"	means the unaudited interim financial statements of the Company together with the notes thereto as at and for the period ended September 30, 2021.

"**Interim MD&A**"	means the management's discussion and analysis of the financial condition and operations of the Company for the period ended September 30, 2021.
"**Kagoot Brook Project**"	has the meaning ascribed to it in the *"General Development of the Business"* section.
"**Kagoot Brook Technical Report**"	means the NI 43-101 technical report titled "NI 43-101 Technical Report on the Kagoot Brook Property, Miramichi Area, Northumberland County, New Brunswick" dated November 17, 2021 prepared by Peter Dadson, P. Geo.
"**Law**" **or** "**Laws**"	means all laws (including common law), by-laws, statutes, rules, regulations, principles of law and equity, orders, rulings, ordinances, judgements, injunctions, determinations, awards, decrees or other requirements, whether domestic or foreign, and the terms and conditions of any Permit of or from any governmental entity or self-regulatory authority (including the CSE), and the term "applicable" with respect to such Laws and in a context that refers to a Party, means such Laws as are applicable to such Party and/or its Subsidiaries or their business, undertaking, property or securities and emanate from a Person having jurisdiction over the Party and/or its Subsidiaries or its or their business, undertaking, property or securities.
"**Listing Statement**"	means this listing statement dated March 1, 2022, together with all schedules hereto.
"**MD&A**"	means management's discussion and analysis of financial statements.
"**NI 52-110**"	means National Instrument 52-110 "*Audit Committees*" of the Canadian Securities Administrators.
"**Option Plan**"	means the stock option plan of the Company.
"**Recharge**" or "**Company**"	means Recharge Resources Ltd.
"**Recharge Properties**"	means, collectively, the Brussels Creek Project, the Kagoot Brook Project, the Murray Ridge Project and the Pinchi Lake Project.
"**Registered Plan**"	means a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered disability savings plan, a deferred profit sharing plan, a tax-free savings account or a registered education savings plan.
"**Securities Act**"	means the *Securities Act (*British Columbia) and the regulations made thereunder.

"**Securities Laws**"	means the Securities Act and the U.S. Securities Act, together with all other applicable state, federal and provincial securities Laws, rules and regulations and published policies thereunder, as now in effect and as they may be promulgated or amended from time to time.
"**SEDAR**"	means the System for Electronic Document Analysis and Retrieval as outlined in NI 13-101, which can be accessed online at www.sedar.com.
"**Syber**"	means Syber Mining Corp.
"**Tax Act"**	means the *Income Tax Act* (Canada), as amended from time to time, and the regulations made thereunder.
"**TSXV**"	means the TSX Venture Exchange.
"**United States**" **or** "**U.S.**"	means the United States of America, its territories and possessions, any State of the United States, and the District of Columbia.
"**West Mining**"	means West Mining Corp.

1. INTRODUCTION

This listing statement ("**Listing Statement**") is furnished in connection with the proposed listing of the common shares of Recharge on the Canadian Securities Exchange ("**CSE**").

1.1 Financial Information

The Company's financial results are prepared and reported in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board. In this Listing Statement, unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to $ are to Canadian dollars.

1.2 Forward-Looking Statements

This document contains information and projections based on current expectations. Certain statements herein may constitute "forward-looking" statements which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used herein, such statements use such words as "will", "may", "could", "intends", "potential", "plans", "believes", "expects", "projects", "estimates", "anticipates", "continue", "potential", "predicts" or "should" and other similar terminology. These statements reflect expectations regarding future events and performance but speak only as of the date hereof. Forward-looking statements include, among others, statements with respect to planned acquisitions, strategic partnerships or other transactions not yet concluded; plans to explore and develop the Recharge Properties; plans to continue Phase 1 of the recommended exploration program on the Brussels Creek Project; plans to undertake Phase 1 of the recommended exploration program on the Kagoot Brook Project; market competition; plans to retain and recruit personnel; the ability to secure funding; and the ability to obtain regulatory and other approvals are all forward-looking information. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements.

Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to, fluctuations in the currency markets, fluctuations in the prices of commodities, changes in government legislation, taxation, controls, regulations and political or economic developments in Canada, the United States, or other countries in which the Company carries or may carry on business in the future, risks associated with mining or development activities, the speculative nature of exploration and development, including the risk of obtaining necessary licenses and permits, and quantities or grades of reserves, and the Company's ability to monitor, assess and manage the impact of the COVID-19 pandemic. Many of these uncertainties and contingencies can affect the Company's actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company. Readers are cautioned that forward-looking statements are not guarantees of future performance. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those acknowledged in such statements.

The Company assumes no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by law.

Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. The forward-looking statements herein speak only as of the date hereof. Actual results could differ materially from those anticipated due to a number of factors and risks including those described under "Risk Factors" in section 17 hereof.

2. CORPORATE STRUCTURE

2.1 Corporate Name and Office

The full corporate name of the Company is Recharge Resources Ltd.

The head office of the Company is located at #600 - 535 Howe Street, Vancouver, British Columbia, V6Z 2Z4.

The registered and records office of the Company is located at Suite 400 - 725 Granville Street, Vancouver, British Columbia, V7Y 1G5.

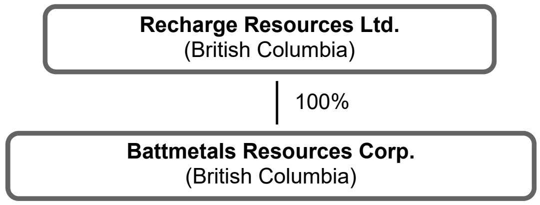
2.2 Jurisdiction of Incorporation

The Company was incorporated pursuant to the *Business Corporations Act* (British Columbia) on March 9, 2010 as Signal Exploration Inc. The Company changed its name to Southern Lithium Corp. on November 2, 2016, to Le Mare Gold Corp. on February 2, 2018, and to Recharge Resources Ltd. on July 14, 2021. On December 11, 2017, the Company consolidated the common shares of the Company (the "**Common Shares**") on the basis of ten pre-consolidated Common Shares for one post consolidated Common Share.

2.3 Intercorporate Relationships

The Company has one subsidiary, Battmetals Resources Corp., which was acquired by the Company in August 2021. The current organizational structure of the Company is set out below.

The organizational structure of the Company will not change as a result of the listing of the Common Shares on the CSE.



2.4 Requalification following a Fundamental Change

Not applicable.

2.5 Incorporation outside of Canada

Not applicable.

3. GENERAL DEVELOPMENT OF THE BUSINESS

The Company is a Canadian mineral exploration company focused on the exploration of high-value battery metals, including lithium, gold and nickel, with the aim to support the renewable energy industry to meet the demands of the advancing electric vehicle and fuel cell vehicle market.

2018

On March 11, 2018, the Company entered into a mineral property option agreement (the "**Nanaimo Agreement**") with an optionor to acquire a 100% interest in 12 mineral claims located in the Nanaimo Mining Division. In consideration for the claims, the Company issued 5,000,000 Common Shares and paid $50,000 to the optionor. The 5,000,000 Common Shares were issued at a deemed price per share of $0.165 on December 31, 2018. On October 7, 2019, the Company terminated the Nanaimo Agreement.

On November 9, 2018, the Company closed a non-brokered private placement of 1,334,334 "flow-through" units of the Company ("**Units**") and 4,554,207 non "flow-through" Units at a price of $0.15 per Unit for aggregate gross proceeds of $883,281, each Unit being comprised of one Common Share and one common share purchase warrant of the Company ("**Warrant**"). Each Warrant entitled the holder thereof to purchase one Common Share until November 9, 2020.

2019

On November 5, 2019, the Company closed a non-brokered private placement of 12,000,000 Units at a price of $0.05 per unit for aggregate gross proceeds of $600,000, each Unit being comprised of one Common Share and one half of one (1/2) Warrant. Each whole Warrant entitles the holder thereof to purchase one Common Share until November 5, 2021, subject to accelerated expiry.

2020

On April 7, 2020, the Company announced the resignation of Bryson Goodwin as Chief Executive Officer of the Company and the appointment of Yari Nieken as Chief Executive Officer and director (Chairman) of the Company.

On August 19, 2020, the Company announced the appointment of Andreas Schleich to the Company's board of directors (the "**Board**") and the resignation of Philip Kwong from the Board.

On August 26, 2020, the Company announced the appointment of Joel Warawa as a director.

2021

On February 3, 2021, the Company entered into a mineral option assignment agreement (the "**Brussels Creek Agreement**") with Syber Mining Corp. ("**Syber**") pursuant to which the Company was assigned the right to acquire up to a 100% interest in the Brussels Creek gold-copper-palladium property located in the Kamloops Mining District, British Columbia (the "**Brussels Creek Project**"). On April 22, 2021, pursuant to the terms of the Brussels Creek Agreement, the Company made a cash payment amounting to $257,500 and issued an aggregate of 1,800,000 Common Shares to Syber at a deemed price per share of $0.05.

The Brussels Creek Agreement provides that, if a 60% interest in the Brussels Creek Project is acquired, the Company must issue 1,000,000 Common Shares on or before April 15, 2021 (issued at a deemed price per share of $0.05), pay $100,000 on or before April 15, 2021 (paid), and incur $200,000 in exploration expenditures on the Brussels Creek Project on or before February 25, 2022 ($75,000 was advanced to Syber during the year ended December 31, 2020 which will be applied to the required exploration expenditures). If the remaining 40% interest in the Brussels Creek Project is acquired, the Company must issue 1,000,000 Common Shares on or before February 25, 2023, pay $125,000 on or before February 25, 2023, and incur an additional $275,000 in exploration expenditures on the Brussels Creek Project on or before February 25, 2023.

Any interest earned on the Brussels Creek Project is subject to a 2% net smelter royalty ("**NSR**") payable to Syber, 50% of such NSR purchasable for $1,500,000 anytime on or before the expiration of one year from the commencement of commercial production.

On April 22, 2021, the Company closed a non-brokered private placement of 64,087,500 Units at a price of $0.05 per Unit for gross proceeds of $3,204,375 and 5,800,000 "flow-through" Common Shares at a price of $0.05 per Common Share for gross proceeds of $290,000 (the "**2021 Financing**"). Each Unit was comprised of one Common Share and one Warrant, each Warrant entitling the holder thereof to purchase one Common Share for a period until April 22, 2023, subject to accelerated expiry.

On June 24, 2021, the Company entered into an mineral option agreement (the "**Kagoot Brook Agreement**") with West Mining Corp. ("**West Mining**") pursuant to the terms of which West Mining assigned its rights under an mineral option agreement among West Mining, Great Atlantic Resources Corp. and Explorex Resources Inc. Pursuant to the terms of the Kagoot Brook Agreement, the Company may acquire a 75% interest in the Cobalt-Nickel Kagoot Brook property (the "**Kagoot Brook Project**"), a 4,233-hectare area located in the Bathurst mining camp, New Brunswick. On August 20, 2021, the Company issued 1,000,000 Common Shares to West Mining at a deemed price per share of $0.1275 and 500,000 Common Shares to Great Atlantic Resources Corp. a deemed price per share of $0.1275 pursuant to the Kagoot Brook Agreement.

On July 15, 2021, the Company changed its name to "Recharge Resources Ltd." and commenced trading on the TSXV under the stock symbol "RR".

On July 28, 2021, the Company entered into a share purchase agreement (the "**Battmetals Agreement**") with the shareholders of Battmetals Resources Corp. ("**Battmetals**"), pursuant to the terms of which the Company acquired all of the issued and outstanding shares of Battmetals. By entering into the Battmetals Agreement, the Company indirectly acquired 100% interest in the Murray Ridge project (the "**Murray Ridge Project**") and the Pinchi Lake project (the "**Pinchi Lake Project**"), such interest held by Battmetals prior to the Battmetals Agreement. As consideration to the Battmetals shareholders, the Company issued an aggregate of 5,700,000 Common Shares to the Battmetals shareholders on August 16, 2021 at a deemed price per share of $0.6375.

In September 2021, the Company engaged Quantec Geoscience Ltd. to commence phase 1 exploration at its Brussels Creek Project. Based on the phase 1 exploration objectives, Quantec has designed a Titan130 DCIP survey designed to provide high-resolution resistivity and chargeability imaging consisting of seven lines, using 400-metre spacing covering 10.8 kilometres at the Brussels Creek Project.

4. NARRATIVE DESCRIPTION OF THE BUSINESS

4.1 General

4.1.1 Business of Exploration

(a) Mineral Properties

The mineral properties of the Company include the direct and indirect right, title and interest in the following mineral exploration projects (see "*General Development of the Business – 2021*"):

(i) option to acquire a 100% interest in the Brussels Creek Project;

(ii) option to acquire a 75% interest in the Kagoot Brook Project; and

(iii) 100% interest in the Murray Ridge Project and the Pinchi Lake Project.

(collectively, the "**Recharge Properties**").

The Company's material properties are the Brussels Creek Project and the Kagoot Brook Project. See "*Brussels Creek Project*" and "*Kagoot Brook Project*".

(b) Business Objectives and Milestones

With the funds available to it as described below under the sub-heading "*Total Available Funds"* and *"Principal Purposes of Funds Available*", the Company's business objectives and milestones during the next 12-month period are to:

- complete its application for listing of the Common Shares on the CSE, anticipated to occur in the winter of 2021;
- continue Phase 1 exploration at the Brussels Creek Project;
- conduct the Phase 1 field program at the Kagoot Brook Project;
- conduct exploration at the Murray Ridge Project and the Pinchi Lake Nickel Project; and
- as opportunities arise, expand its portfolio of exploration properties.

The Company plans to stay in the mineral exploration business. Due to the nature of the business of mineral exploration, budgets are regularly reviewed with respect to both the success of the exploration program and other opportunities which may become available to the Company. Accordingly, if the results of either of the Phase 1 exploration programs at the Brussels Creek Project or the Kagoot Brook Project are not supportive of proceeding with Phase 2 programs, or if continuing with the Phase 1 exploration programs becomes inadvisable for any reason, the Company may abandon in whole or in part, its interest in the Brussels Creek Project or the Kagoot Brook Project, or may, as work progresses, alter the recommended work program, or may make arrangements for the performance of all or any portion of such work by other persons or companies and may use any funds so diverted for the purpose of conducting work or examining the other Recharge Properties or other properties acquired by the Company, although the Company has no present plans in this respect.

(c) *Total Funds Available*

As at January 31, 2022, the Company had approximately $1,428,000 in working capital.

(d) *Principal Purposes of Funds Available*

The following table summarizes expenditures anticipated by the Company required to achieve its business objectives during the 12 month period following the proposed CSE Listing (see in this Listing Statement - "*Narrative Description of the Company's Business – General – Business of Exploration - Business Objectives and Milestones*", which follows).

Principal purpose	**Amount (CDN$)**
Obtain CSE Listing(1)	$25,000
Phase 1 field program on the Brussels Creek Project as recommended by the Brussels Creek Technical Report(2)	$167,200
Phase 1 field program on the Kagoot Brook Project as recommended by the Kagoot Brook Technical Report(3)	$226,224
General & administrative expenses for 12 months(4)	$320,000
Unallocated working capital(5)	$654,017
TOTAL:	$1,392,441

Notes:

(1) Consists of CSE listing fees and miscellaneous fees of $11,000, remaining legal fees of $10,000 and audit review fees of $4,000.
(2) Refer to "*Brussels Creek Technical Report – Recommendations*".
(3) Refer to "*Kagoot Brook Technical Report – Recommendations*".
(4) Includes estimated management and consulting fees of $250,000, accounting and audit fees of $20,000, transfer agent fees of $30,000 and office administration expenses of $20,000.
(5) The Company may conduct all or part of the Phase 2 exploration programs for the Brussels Creek Project and Kagoot Brook Project described herein, depending on the results and evaluation of the Phase 1 programs.

The Company intends to spend the funds available to it as stated in the table above. However, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary for the Company to achieve its objectives or to pursue other exploration and development opportunities. See "*Risk Factors*".

4.1.2 Principal Products or Services

Not applicable.

4.1.3 Production and Sales

The Company currently has no direct employees. The Company expects to rely on and engage consultants on a contract basis, as is usual in the mineral exploration business in Canada.

4.1.4 Competitive Conditions

The mining industry is intensely competitive in all its phases. The Company will compete for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees with many companies possessing greater financial resources and technical facilities than the Company. The competition in the mineral exploration and development business could have an adverse effect on the Company's ability to hire or maintain experienced and expert personnel or acquire suitable properties or prospects for mineral exploration in the future.

4.1.5 Lending and Investment Policies and Restrictions

Not applicable.

4.1.6 Bankruptcy or Receivership Proceedings

There have been no results of any bankruptcy, or any receivership or similar proceedings against the Company or any voluntary bankruptcy, receivership or similar proceedings by the Company.

4.1.7 Material Restructuring Transactions

Not applicable.

4.1.8 Social or Environmental Policies

Not applicable.

4.2 Companies with Asset-backed Securities Outstanding

Not applicable.

4.3 The Brussels Creek Project

Information of a scientific or technical nature in respect of the Brussels Creek Project in this Listing Statement is derived from portions of the NI 43-101 technical report titled "Brussels Creek Gold-Copper-Palladium Project, Kamloops Mining District, British Columbia, NI 43-101 Technical Report" dated effective April 12, 2021 (the "**Brussels Creek Technical Report**"), prepared by Chris M. Healey, P. Geo (the "**Brussels Creek Author**"). The Brussels Creek Author is a qualified person and is independent of the Company.

Investors should consult the Brussels Creek Technical Report to obtain further particulars regarding the Brussels Creek Project. The Brussels Creek Technical Report is available for review under the Company's profile on SEDAR at www.sedar.com. Readers are cautioned that the summary of technical information in this Section 4.3 should be read in the context of the qualifying statements, procedures and accompanying discussion within the complete Brussels Creek

Technical Report and the summary provided herein is qualified in its entirety by the Brussels Creek Technical Report. Capitalized and abbreviated terms appearing in this section and not otherwise defined herein have the meaning ascribed to such terms in the Brussels Creek Technical Report.

4.3.1 Property Description and Location

(a) Area and Location

The Brussels Creek Project is an exploration stage project located in the Kamloops Mining District, British Columbia, Canada, about 24 km west of Kamloops, BC. Mineral tenure consists of 66 cells, covering approximately 13.5 km². Figure 1 shows the general location of the Brussels Creek Project. The Brussels Creek Project is an early stage exploration project seeking gold/copper/palladium within the Upper to Lower Palaeozoic Quesnel Terrane.

Figure 1: Property Claim Map

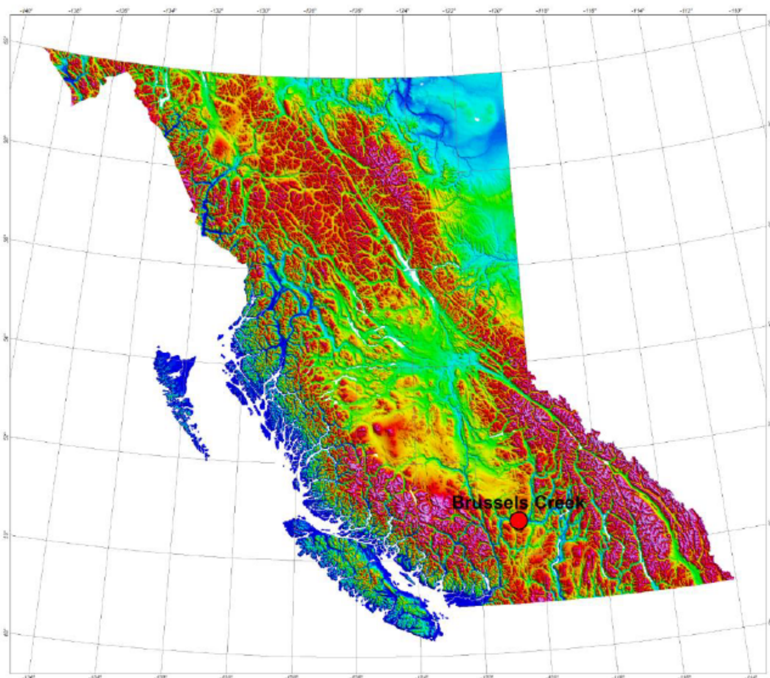


Table 1: Claim Information

Claim Number	Hectares	Stalk Date	Expiry Date
1067492	81.85	March 28, 2019	December 31, 2025
1067493	20.45	March 28, 2019	December 31, 2025
1067614	20.45	March 31, 2019	December 31, 2025
1068229	40.91	April 30, 2019	December 31, 2025

1070318	20.46	August 12, 2019	December 31, 2025
1070319	40.92	August 12, 2019	December 31, 2025
1071358	409.25	September 27, 2019	December 31, 2025
1071359	20.46	September 27, 2019	December 31, 2025
1071360	40.92	September 27, 2019	December 31, 2025
1071382	40.91	September 28, 2019	December 31, 2025
1071410	20.45	September 30, 2019	December 31, 2025
1071411	20.46	September 30, 2019	December 31, 2025
1071420	20.45	September 30, 2019	December 31, 2025
1071421	20.45	September 30, 2019	December 31, 2025
1072421	122.82	November 3, 2019	December 31, 2025
1072422	286.49	November 4, 2019	December 31, 2025
1072434	122.73	November 4, 2019	December 31, 2025

(b) *Title to the Property*

Syber Mining Corp ("**Syber**") had an option to acquire a 100% interest in the Brussels Creek Project from the ADUF Mining Syndicate. On February 3, 2021, Syber agreed to assign its rights to the Company pursuant to the Brussels Creek Agreement.

(c) *Royalties, Payments or other agreements and encumbrances*

Under the Brussels Creek Agreement, the Company has acquired the right to earn an undivided 100% interest in the Brussels Creek Project in consideration for the following:

a) paying the sum of $157,000 on the effective date of the Brussels Creek Agreement,

b) issuing 800,000 fully paid, non-assessable Common Shares on the effective date of the Brussels Creek Agreement (issued at a deemed price per share of $0.05),

c) assuming all of the obligations of Syber in the original option agreement as follows:

   (i) if an 60% undivided interest is acquired, the issuance of 1,000,000 fully Common Shares on or before April 15, 2021,

(ii) if the remaining 40% undivided interest is acquired, the issuance of an additional 1,000,000 Common Shares on or before February 25, 2023,

(iii) payment of $100,000 on April 15, 2021 and the completion of a minimum of $200,000 of exploration expenditures on or before February 25, 2022 to acquire a 60% interest,

(iv) payment of an additional $125,000 and the completion of an additional minimum of $275,000 of exploration expenditures on or before February 25, 2022 to acquire the remaining 40% interest.

The interest earned is subject to a 2% NSR payable to the optioners. 1% of the NSR may be purchased for $1,500,000, exercisable anytime on or before the expiration of one year from the date of commencement of commercial production.

(d) *Permitting, Environmental Liabilities and Other Issues*

The project is located entirely on public land that is administered by the provisions of the BC Mines Act. Surface access to the mining claims and work involving casual use and no mechanical disturbance, such as surface geologic mapping, geochemical sampling and minor geophysical surveys, is a right associated with mining claims. Permits are required for any exploration activities involving mechanical disturbance such as road building, major geophysical surveys such as IP, drilling and/or trenching. For such work, a Notice of Work ("**NoW**") is required under the Mines Act. Although not specifically required under the Mines Act, NoW applicants are encouraged to engage with indigenous groups with potential interest in the proposed project area at an early stage. This should happen prior to initiating any formal regulatory or permitting process with the provincial government. Both regulators and Indigenous groups are increasingly viewing early engagement by proponents as a best practice.

An Environmental Assessment has not been completed for the Brussels Creek Project but will be required prior to development activities. The Qualified Person is not aware of any specific environmental issues or liabilities related to the Brussels Creek Project.

(e) *Location of Mineralized Zones, Mineral Resources, Mineral Reserves and Mine Workings*

Please see below section 4.4.9 of this Listing Statement.

4.3.2 Accessibility, Climate, Local Resources, Infrastructure and Physiography

(a) *Accessibility and Proximity to Population Centre*

The Brussels Creek Project is located within the Kamloops Mining District. The city of Kamloops is located in south-central BC, approximately 350 km northeast of Vancouver. The Brussels Creek Project is located approximately 25 km due west of Kamloops. The Brussels Creek Project is located on the south side of the Thompson River valley and Kamloops Lake. The Trans-Canada Highway, Highway 1, runs through the northern part of the project. Access throughout the property is by means of dirt roads along an oil pipeline and an electrical transmission line.

(b) *Climate*

The climate of Kamloops is mid-latitude, semi-arid (due to its rain-shadow location). Because of milder winters and aridity, the area west of Kamloops in the lower Thompson River valley falls within Köppen climate classification BWk climate. Kamloops gets short cold snaps where temperatures can drop to around −20 °C (−4 °F) when Arctic air manages to cross the Rockies and Columbia Mountains into the Interior.

Kamloops has the third mildest winter of any non-coastal city in Canada, after Penticton and Kelowna. The January mean temperature is −2.8 °C. That average sharply increases with an average maximum temperature of 4.3 °C in February. The average number of days where temperatures drop below −10 °C per year is 19.9 as recorded by Environment Canada.

Although Kamloops is above 50° north latitude, summers are warmer than in many places at lower latitudes, with prevailing dry and sunny weather. Daytime humidity is generally under 40% in the summer, sometimes dropping below 20% after a dry spell, which allows for substantial nighttime cooling. Occasional summer thunderstorms can create dry-lightning conditions, sometimes igniting forest fires which the area is prone to.

(c) *Local Resources and Infrastructure*

There is no existing significant infrastructure on the Brussels Creek Project. The basic transportation network necessary to support exploration activity is located close to the Brussels Creek Project. BC Hydro transmission lines and a natural gas pipeline cross the Brussels Creek Project.

(d) *Physiography*

The landscape of the Brussels Creek Project is characterized by hilly, till-covered, drumloidal terrain and dispersed small alkaline water bodies. Relief adjacent to Kamloops Lake is a few hundred metres or more, rising to nearly 800 m in the southwest of the Brussels Creek Project. Due to the continental, semi-arid climate, vegetation consists of open grasslands and sparse pine forests. Higher elevations are typically more densely forested.

4.3.3 History

(a) *Prior Ownership and Results of Exploration Work Undertaken*

The Brussels Creek Project is located in the Kamloops Mining District. No production of metals is reported in the literature.

From 1969 to 2001, exploration was carried out by a variety of companies on various parts of the property. Of particular note, in 1983 and 1984, AVF Minerals Ltd. staked three claims (Aduf 1, Aduf 2 and Aduf 3 fractions, 4 units) covering approximately 85 ha. The company then conducted a program of general prospecting, establishment of a field grid, geological mapping of 100 ha at a scale of 1:2000 and rock chip geochemistry. Seventy-three representative samples of outcrop materials were assayed for gold, silver and arsenic. Results from this program were encouraging, and led to the current interest.

In 2019, the area was again staked, by David Pollard on behalf of ADUF. No significant field work had been carried out in 2019, although a third party took seven representative samples during a site visit in September 2019.

In February 2020, the property was optioned to Syber Mining Corp.

In March 2020, a helicopter-borne magnetometer survey was completed. This was followed in September 2020 with a LiDAR and Orthophotography survey. A short prospecting and mapping program was completed in November 2020. This work was carried out for Syber Mining Corp.

In February 2021, Syber's option was assigned to the Company.

Between 1969 and 2001, various portions of the property were owned by a variety of companies and individuals. Until 2019, no company or individual had staked the entire area of the current land holdings. In 2019, the full project area was staked by David Pollard. In February 2020, the property was optioned by Syber who subsequently assigned their interest to the Company. In March 2021 title to the claims was transferred to Syber.

4.3.4 Geological Setting- Regional, Local and Property Geology

(a) *Regional Geology*

This section is largely taken from Bergen et. al. 2009. The area is underlain primarily by rocks of the Upper to Lower Palaeozoic Quesnel Terrane, an island-arc assemblage that was accreted onto the North American continent during the Early to Mid-Jurassic. Quesnellia forms part of the Intermontane Belt, along with rocks of the Stikine, Kootenay, Slide Mountain, and Cache Creek Terranes. The Intermontane encompasses much of central BC and extends in a north-south band from the US border into the Yukon. It is host to many porphyry deposits including Copper Mountain, New Afton, Highland Valley, Mount Polley, Gibraltar, Kemess, and Galore Creek.

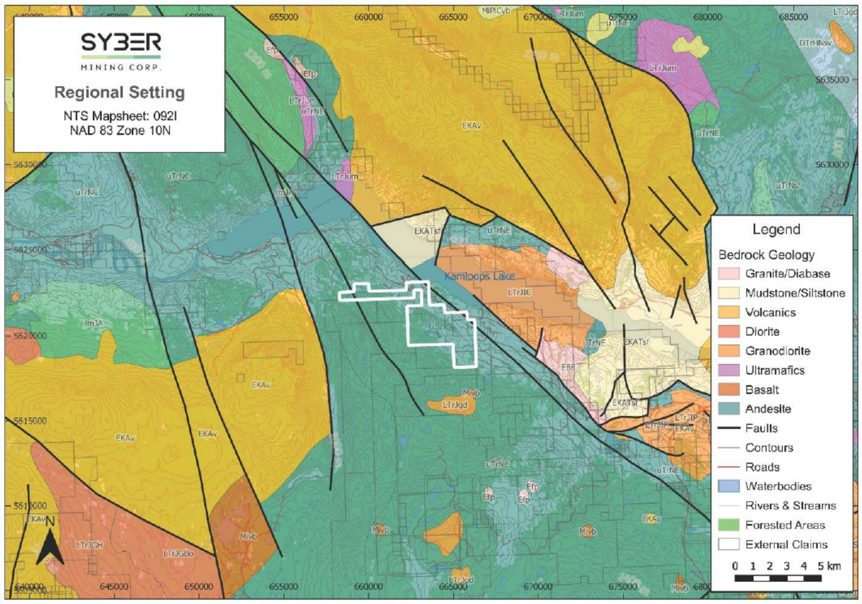
Of particular interest in the Kamloops District are the Nicola Group and its relationship to the Iron Mask Batholith. In this area, the Nicola Group comprises mainly plagioclase porphyry andesites of submarine volcanic and volcaniclastic origin. The Iron Mask batholith was emplaced was emplaced in a high level volcanic to subvolcanic environment, comagmatic with the Nicola volcanic rocks and coeval with part of the upper Nicola succession. The batholith intruded volcanic and sedimentary rocks of the lower Nicola. The batholith is fine grained and fine porphyritic to coarse grained, and is generally silica-poor, ranging from gabbro to syenite, with diorite predominating. It is believed that the spatial relationship of the Nicola Group to the Iron Mask Batholith is significant in the mobilization of mineralizing fluids.

Nicola rocks on the southwestern flank of the batholith consist predominantly of well-indurated, weakly metamorphosed, massive and bedded tuffs, breccias which are possibly lahars, and interbedded flows and monomictic flow breccias. Most of these rocks have a fairly uniform green-grey colour.

The Nicola and Iron Mask are unconformably overlain by Tertiary sedimentary and volcanic rocks of the Kamloops Group.

During the Pleistocene age, the region was covered by an ice sheet. Thick till deposits and glacial landforms are visible in many areas. Within the Thompson Plateau, ice travelled toward the south-southeast, scouring highlands and blanketing lower areas in thick till.

Figure 2 – Regional Geology



(b) *Property Geology*

Regional mapping indicates that the main showing area is largely underlain by a northwest trending, moderately southwest dipping sequence of andesitic volcaniclastic rocks and siltstones of the Upper Triassic Nicola Group. Some massive, well-indurated andesitic flows, flow breccias and agglomerates (Nicola Group) also occur. The Nicola rocks are cut by Tertiary porphyritic rhyolitic dikes, sills and plugs that are possibly related to the Kamloops Group. Field observations from recent site visits by the Qualified Person indicate a somewhat more complex geological setting. Four units have been identified in the field, as follows:

a) Nicola Volcanics: light to dark green, moderately magnetic, weakly propylitized, in places contains disseminated malachite (possibly after chalcopyrite).

b) Nicola Sediments: light green, fine to medium grained, non-magnetic.

c) Quartz Feldspar Porphyry/Quartz Monzonite (field term) highly altered, light orange to pink, non-magnetic, minor biotite, <1% rounded quartz phenocrysts, contain weak (1-2%) concentrations of primarily pyrite with lesser chalcopyrite and secondary malachite, exhibits shear fabric. Shows intrusive contact with Nicola rocks.

d) Mafic Dikes: strong magnetic signature, dark green, weak propylitic alteration (incipient epidote).

Based on the interpretation of the airborne magnetometer survey, there appear to be several northwest trending structural features, including the interpreted trace of the Cherry Creek fault (Ewing, 1981). As well, there appear to be several secondary fault structures trending northnortheasterly. From recent field measurements, the strongest structural trend measured Az 315° with a dip of 80° NE. Prominent quartz veins/veinlets trend 245 - 255° with dips ranging from 50-70° NW.

4.3.5 Exploration Information

(a) *Historical Exploration Work Undertaken*

Between 1969 and 2001, various companies carried out small to moderate sized exploration programs over portions of the property. Of particular note is work carried out in 1983 and 1984. AVF Minerals Ltd. conducted a program of general prospecting, establishment of a field grid, geological mapping of 100 ha at a scale of 1:2000 and rock chip geochemistry. Seventy-three representative samples of outcrop materials were assayed for gold, silver and arsenic.

In 1969, Tupco Mines carried out an exploration program on its Cherry Creek 1 Group and Cherry Creek 2 Group (Sargent, H 1969, Assessment Report #02138). The area explored covers a significant portion of the current Brussels Creek property. The 1969 work program comprised geological mapping and geochemical prospecting (soil sampling). 1397 soil samples were collected, and copper was detected in almost all of them, but 70% of the samples contained less than 76 ppm Cu. 161 samples (11.5% of the total samples) returned >100 ppm Cu. Further work was recommended.

An induced polarization survey was carried out over Falaise Lake Mines' Lil and Pine claims in the summer of 1972 (White, G. E. 1972, Assessment Report #04012). The survey covers a portion of the SE of the Brussels Creek property. The survey delineated a zone interesting NW-SE trending anomalous chargeability values which may be structurally controlled, and which show direct correlation with above background copper geochemical anomalies. Follow-up drilling was recommended.

A report on geochemical and geophysical surveys on the Gus Claims for Laura Mines was filed in early 1973 (Poloni, J. R., 1973, Assessment Report #04162). The work program consisted of soil sampling and a ground magnetometer survey. The Gus claim group covered much of the current land holdings. 1173 soil samples were collected. A broad moderately anomalous zone was identified centred on Gus 42 and 43. It is impossible to accurately locate the claims, due to the quality of the maps, but this area appears to be in the vicinity of Brussels Lake. The report does not contain any discussion of the magnetometer survey.

Magnetometer, VLF-EM and soil sampling were carried out on the Pat 1 to 6 claims in April of 1973 (Dominion Exploration Services, 1973, Assessment Report #04721). The claims appear to be located south of Brussels Lake and are probably mainly within the current land holdings. The results were inconclusive, and the maps have little in the way of location detail.

A geochemical survey was carried out on the Brussels Claim Group by Placer Development Ltd in 1981 (Boyce, R. A., 1982, Assessment Report 10187). The claim group covers much of the current land holdings. 868 soil and rock samples were collected, looking for precious metal mineralization. Most of the samples were collected along a NW-SE trend stretching approximately 3 km to the northwest from Brussels Lake. Elements typical of epithermal systems (mercury, antimony and arsenic) were found in moderate concentrations, but no follow-up work was carried out by Placer. Histograms of the geochemical data show modest anomalies in Cu (mean = 65.5, max = 190 ppm) and Zn (mean = 64.7, max = 153 ppm), with one sample returning 0.22 ppm Au. Low concentrations were also recorded for As (mean = 5.6 ppm) and Hg (mean = 44.5 ppm). No recommendations were included in the report.

In 1982, Newmont carried out geophysical surveys on its Sprout 1 – 3 claims, located immediately to the west of Placer's Brussels Claim Group (Turner, J. A. et al, 1983, Assessment report #11173). Work included magnetometer and IP surveys. Sprout #3 covers the Pat Lake area of Syber's claims. The report concludes that the consistently low chargeability on the Sprout Claims suggests that sulphide content of the underlying rocks is uniformly low. However it should be noted that the actual work locations appear to be outside of the land held by Syber.

In 1983 and 1984 AVF Minerals Ltd. conducted a program of general prospecting, establishment of a field grid, geological mapping of 100 ha at a scale of 1:2000 and rock chip geochemistry. Seventy-three representative samples of outcrop materials were assayed for gold, silver and arsenic (Gallagher, T. P., 1985, Assessment Report # 13877). The results showed several interesting gold and arsenic anomalies, but no significant silver. Most of the anomalous values were concentrated on the Aduf #1 claim, which had five sites with gold values between 85 and 3500 ppb (0.085 and 3.5 g/t). The anomalous zone is approximately 400m by up to 200m, within an approximately 800m x 500m anomalous zone. This block of claims is entirely within Syber's current holdings.

Goldstone carried out a program of percussion drilling in 1985 (Morrison, M, 1986 (a), Assessment Report #14881), to test five locations with carbonate alteration. Holes 85-1 and 85-4 are outside of Syber's land. 85-2 and 85-3 are well within Syber's boundaries. 85-5 is close to the boundary, adjacent to the Cliff Showing (MINFILE Number 092INE179) but appears to be just off Syber's land.

Hole 85-2. This hole was located close to the NW edge of Brussels Lake and was drilling to a depth of 28.0m (azimuth 300°, dip -88°). The upper 21.9m encountered quartz monzonite, with abundant quartz veining and pyrite. From 3.7 to 6.7m, the cuttings assayed 150 ppb Au and 90 ppm As. From 12.8 to 15.8m, assays of 137 ppb Au and 120 ppm As were returned. Cu values ranged from 100 to 200 ppm.

Hole 85-3 was located adjacent to Brussels Lake, approximately midway along the northeast shoreline, and was drilled to a depth of 18.9m (azimuth 113°, dip -70°. The upper 12.8m intersected highly carbonate altered Nicola Group andesite, with up to 25% ankerite veinlets. No Au values were encountered, and the hole returned ±100 ppm Cu for the full length.

Vault carried out geological work on the Mustang Claim Group in 1986 (Morrison, M. S., 1986 (b), Assessment Report #15049). Syber's current land holdings cover a portion of the Mustang Claim Group, specifically Mustang 3. Two rock samples collected yielded anomalous mercury (9300 and 13,000 ppb), antimony (21 and

39 ppm) and arsenic (169 and 424 ppm), in an altered pebble conglomerate derived from andesite. Note: in MINFILE 092INE065, the higher grade sample is referenced with an incorrect Hg concentration (1.3% or 13,000 ppm instead of 13,000 ppb). This Qualified Person has verified that Assessment Report #15049 does indeed report Hg values in ppb, in both the text of the report and on maps.

In 1986, Mercator Resource Corporation carried out field work consisting of preliminary reconnaissance mapping at a nominal scale of 1:5376 (Juhas, A. P. 1987, Assessment Report # 15959). This work was carried out on the same claims as for the AVF Minerals 1983/4 work. There is no record of any samples being collected for analysis.

A ground magnetometer survey was carried out on the Golden Lime 1 and 2 claims, owned by Murray Morrison (Morrison, M., 1989 (a), Assessment report #18832). The eastern half of Golden Lime 2 is covered by Syber's holdings.

A soil sampling survey was carried out on the London 2 mineral claim in 1989 (Morrison, M. S., 1989 (b), Assessment report #19253). The London 2 covers much of the Pat Lake area and is largely included in Syber's land holdings. 58 samples were collected from the area of the Pat Lake stibnite showing (MINFILE Number 092INE087). The results showed a high background, with more than 50% of the samples returning between 120 and 69,000 ppb Hg. Localized anomalies also exist in antimony, arsenic and copper.

Soil geochemistry and biogeochemistry surveys were carried out on the Brussels Claim Group in 1990 (Morrison, M. S., 1990, Assessment report #20081). The Brussels Claim Group is mostly covered by Syber's holdings. A detailed soil survey consisting of 361 samples was conducted over western portions of the Brussels 3 and 5 claims. Gold values for all samples were low (max 35 ppb Au). The survey was unable to reproduce gold anomalies reported by Placer (Boyce 1982). Two experimental biogeochemical surveys were conducted over portions of the soil grid. 34 Douglas fir samples and 20 sagebrush samples were collected. No significant results were obtained.

Morrison carried out geological mapping on the Brussels Claim Group in 1991 (Morrison, M. S., 1991, Assessment Report #21536). The mapping identified several carbonate/silicate replacement zones on the property. Several of the strongest faulted replacement zones align in either a northeasterly direction (Brussels Fault Zone) or a northwesterly direction (Bluff Fault Zone). A third east-west fault direction was also recognized. Morrison believes that these fault zones may have allowed for the intrusion of Late Cretaceous(?) or Early Tertiary (?) felsic porphyry dykes and amorphous rhyolite (?) dykes. He also believes that the faults may also have served as conduits for the large volumes of hydrothermal solutions which brought about the carbonate and/or silica replacement of the metasediments. The mapping was mostly on Syber's lands.

Morrison carried out additional geological mapping on the Brussels 2 and 5 claims in 1992 (Morrison, M. S., 1992, Assessment Report #22435). These claims are almost entirely within Syber's lands.

Morrison carried out geophysical work on the Gold Key Claim Group in 1997 (Morrison, M. S., 1997, Assessment report # 25040). A VLF-EM survey was carried out on the Golden Lime 1 and 2 and the Gold Key 5 claims in M<arch 1997. Most

of the Golden Lime 2 is covered by Syber's claims. The report concludes that VLF is of no value in outlining the intensely faulted carbonate/silica replacement zones.

Morrison carried out geophysical work on the Gold Key Claim Group in 1999 (Morrison, M. S., 1999, Assessment report # 25928). A magnetometer survey was carried out on the Gold Key 9 – 12 claims. This area extends in a northwesterly direction from the NW end of Brussels Lake and is fully covered by Syber's lands. The results indicate that the area is largely underlain by unaltered andesitic volcanics.

Morrison carried out a lithogeochemical survey on the Stibnite Claim Group in 2001 (Morrison, M. S., 2001, Assessment Report #26597). The claims cover the Pat Lake stibnite showing, which is covered by Syber's current land holdings. 6 samples were collected from the most prospective replacement zones for lithogeochemical analysis. Two of the samples contained significant concentrations of arsenic (7642 and 3208 ppm) and antimony (1826 and 5357 ppm). However negligible gold and silver values were recorded.

David Pollard carried out no significant field work, although a third party took seven representative samples during a site visit in September 2019. Of these seven samples, two yielded gold values of 10.1 g/t and 11.5 g/t, as well as 1.7 g/t Pd in the first of those samples. The remaining five samples were below the detection limit for Au and Pd.

(b) *Work by Syber Mining Corp.*

During 2020, Syber Mining Corp carried out various surveys, including a helicopter-borne magnetometer survey, a LiDAR and orthophoto survey, as well as mapping and prospecting.

In March 2020, a helicopter-borne magnetometer survey was completed by Precision GeoSurveys Inc, of Langley, BC. An interpretation report was completed in April 2020 by Kit Campbell of Campbell and Walker Geophysics Ltd, North Vancouver, BC. From this work, the following conclusions may be drawn:

a) there is a NW trending reduced to magnetic pole low in the area corresponding to the QFP/quartz monzonite, with two positive anomalies,

b) there is a strong negative eTh/K ratio, suggesting widespread potassic alteration coincident with the reduced to magnetic pole anomalies,

c) there are coincident contact occurrence density anomalies with reduced to magnetic pole and eTh/K anomalies,

d) there is a strong NW trending linear magnetic feature with corresponding high eTh/K ratio bordering the NE side of the property, possibly the Cherry Creek fault and NW extension of the Iron Mask batholith.

In September 2020, a LiDAR and Orthophotography survey was carried out by McElhanney Ltd, of Vancouver, BC. As of the date of this report, a full interpretation of the data has not been completed. However, the data provides a particularly useful base for further interpretation of structures within the project limits, as well as providing an accurate digital elevation model and imagery base for future ground work.

In November 2020, a one week program of mapping and prospecting was completed. Two 2-person crews were used for this program. As well as sampling outcrops for potential mineralization, a suite of reference rock samples was collected and submitted for whole rock analysis. A hyperspectral study was completed on the samples collected.

(c) *Work by the Company*

The Company has not completed any exploration programs on the Brussels Creek Project.

4.3.6 Mineralization

As reported in 1985 Assessment Report #13877 (Gallagher, 1985), anomalous gold values (85 to 3500 ppb) are localized in and about some of the smaller north-northwesterly trending porphyry rhyolite dikes that cut the andesitic volcaniclastics and related siltstones. This zone is oriented NNW-SSE and is about 400m long and up to 200m wide.

In these areas of anomalous gold, the rhyolitic rocks are quartz-sericite altered and country rocks are strongly altered to an assemblage of carbonate (ankerite and calcite), quartz, with sericite near the dike contacts and grading to chlorite further away.

Outside of this zone, calcite, chlorite and locally epidote are predominant as a propylitic halo. As much as 5 per cent disseminated pyrite occurs in the altered rhyolite dike rock and adjacent carbonate altered andesitic volcaniclastic. Limonite after pyrite occurs as films on some fractures and as seams and blebs associated with quartz-calcite veins, and opaline silica veins.

Two samples collected in September 2019 by a third party returned gold values of 10.11 g/t and 11.52 g/t. The first sample also returned a palladium value of 1.71 g/t. The rock type for both samples was described as quartz-feldspar-porphyry.

Alteration noted during recent field visits include:

a) Potassic: salmon pink in altered QFP units, with felted biotite in light grey green intrusives,

b) Phyllic: quartz-pyrite-sericite in rocks and associated quartz veins,

c) Propylitic: primarily in Nicola rocks, incipient to selective epidote, most prevalent on the NW and SW portions of the property.

Veining noted during recent field visits include:

a) 1-3 cm thick white “bull” quartz veins, non-mineralized,

b) 1-3 mm gray quartz veinlets with minor pyrite and chalcopyrite (similar to that expected in porphyry copper systems) and up to 1 cm thick quartz replacements,

c) Occasional quartz-ankerite veinlets with quartz centres,

d) Quartz-carbonate veins, variable thickness, with epithermal textures and malachite/azurite,

e) Rare quartz-albite veins with albite centres.

A number of historic showings have been recorded on, or immediately adjacent to, the property:

a) **Pat Lake MINFILE Number 092INE087 (UTM Zone 10, NAD 83, 5622762N, 659497E).** The Pat Lake showings comprise two antimony-bearing silica replacement zones in Upper Triassic Nicola Group metasediments. The main showing is described as epithermal Au-Ag-Cu, high sulphidation. The MINFILE report cites a chip sample from a blasted pit with 0.53% antimony.

b) **ADUF MINFILE Number 092INE089 (UTM Zone 10, NAD 83, 5620505N, 665435E).** The ADUF area is largely underlain by a northwest trending, moderately southwest dipping sequence of andesitic volcaniclastic rocks and siltstones of the Upper Triassic Nicola Group. The showing is described as alkalic porphyry Cu-Au. The file reports a value of 3.5 g/t Au, from Gallagher, 1985.

c) **Cliff MINFILE Number 092INE179 (UTM Zone 10, NAD 83, 5622077N, 662344E).** This showing is very close to Syber's holdings but appears to be just outside the boundary. It is recorded as epithermal Au-Ag-Cu with high sulphidation. The showing is located on a northeast facing slope, underlain by Upper Triassic Nicola Group metasediments. The MINFILE reports a sample grading 2.40 g/t Au, from a Goldstone Exploration 1984 property file.

d) **Mustang MINFILE 092INE065 (UTM Zone 10, NAD 83, 5622365N, 658646E).** The showing is an epithermal vein, hot spring with associated mercury (cinnabar). The showing is located within Upper Triassic Nicola Group metasediments. A chip sample was reported to grade 1.30% Hg in Assessment Report #15049 (Morrison 1986). However, as discussed below (section 9.1.9), this is an error, as the original source document reports 13,000 ppb, not ppm.

4.3.7 Drilling

Other than the two percussion drill holes drilled in 1985 by Goldstone Exploration, no drilling has been carried out on the Brussels Creek Project to the Brussels Creek Author's knowledge.

4.3.8 Sampling, Analysis and Security of Samples

The Company collected 12 samples for ICP analysis during the November 2020 field program. The samples remained in the possession of the field crew until they were delivered directly to ALS Minerals in North Vancouver, BC on November 17, 2020. ALS is independent of the Company. All ALS laboratories meet the requirements of ISO/IEC 17025:2017 and ISI 9001:2015.

The samples were crushed to 70% <2mm, using ALS code CRU-31. A split of the sample was taken using a riffle splitter and the resulting split was pulverized up to 250g at 85% <75um. The samples were then analyzed using ALS code ME-MS61 for 48 element with a four acid digestion. Trace Hg was analyzed by ICP-MS (ALS code Hg-MS42) and PGMs were analyzed by ICP-AES (ALS code PGM-ICP23). A certified standard and a blank were inserted into the sample stream, with one of each being inserted in the batch. The certified standards and blanks were purchased from CDN Resource Laboratories Ltd, Langley, BC. The standard used was CDN-CM-42 (0.576 g/t Au and 0.526% Cu). The blank was CDN-BL-10.

It is the Brussels Creek Author's opinion that the sample preparation, security and analysis were acceptable and were appropriate for an early stage exploration project.

4.3.9 Mineral Resources and Mineral Reserves

No mineral processing or metallurgical testing has been carried out by the Company.

No mineral resource estimates or mineral reserve estimates have been carried out by the Company and there are no reports of any previous parties doing so in the past.

4.3.10 Mining Operations

No studies of mining methods have been carried out by the Company.

No studies of recovery methods have been carried out by the Company.

No studies of infrastructure requirements have been carried out by the Company.

No marketing studies or contract negotiations have been carried out by the Company.

No environmental, permitting, social or community impact studies have been carried out by the Company.

No capital or operating cost studies have been carried out by the Company.

No economic analysis has been undertaken by the Company.

4.3.11 Exploration and Development and Recommendations

It is recommended that exploration and development of the Brussels Creek Project be continued, and that exploration be conducted in phases with each successive phase being dependent upon the results of the previous phase. The first phase of exploration should include several lines of IP-Resistivity over Target A, along with additional detailed prospecting and mapping of the priority areas. A NoW will be required for the IP survey, so preparation of the application should begin immediately. Also, First Nations consultation should begin in a timely manner. The budget recommended for this first phase of detailed exploration follows.

Table 2 – Recommended Budget, Phase 1

Geophysical Surveys (IP)	$90,000
Gridded Prospecting	$20,000
Geophysical Interpretation	$5,000
Permitting	$5,000
First Nations Consultation	$7,000

Supervision, report writing	$25,000
SUB TOTAL	*$152,000*
Contingency	$15,200
TOTAL	**$167,200**

With positive results from this program, further work should include a drilling program, consisting of 10 – 12 diamond drill holes (minimum size NQ), each for approximately 100-150 metres, for a total program of approximately 1100 metres. The budget recommended for this second phase follows.

Table 3 – Recommended Budget, Phase 2

Drilling 1100m NQ/HQ	$275,000
Permitting	$10,000
First Nations Consultation	$10,000
Supervision, Report Writing	$20,000
SUB TOTAL	*$315,000*
Contingency 10%	$31,500
TOTAL	**$346,500**

Total Phase 1 and Phase 2 Field Programs (including contingency): $513,700

4.4 The Kagoot Brook Project

Information of a scientific or technical nature in respect of the Kagoot Brook Project in this Listing Statement is derived from portions of the NI 43-101 technical report titled “NI 43-101 Technical Report on the Kagoot Brook Property, Miramichi Area, Northumberland County, New Brunswick” dated November 17, 2021 (the “**Kagoot Brook Technical Report**”), prepared by Peter Dadson, P. Geo (the “**Kagoot Brook Author**”). The Kagoot Brook Author is a qualified person and is independent of the Company.

Investors should consult the Kagoot Brook Technical Report to obtain further particulars regarding the Kagoot Brook Project. The Kagoot Brook Technical Report is available for review under the Company’s profile on SEDAR at www.sedar.com. Readers are cautioned that the summary of technical information in this section 4.4 should be read in the context of the qualifying statements, procedures and accompanying discussion within the complete Kagoot Brook Technical Report and the summary provided herein is qualified in its entirety by the Kagoot Brook Technical Report. Capitalized and abbreviated terms appearing in this section and not otherwise defined herein have the meaning ascribed to such terms in the Kagoot Brook Technical Report.

4.4.1 Property Description and Location

(a) Area and Location

The Kagoot Brook Project is located 130km to the southwest of Bathurst, New Brunswick and is centered at 47° 12’ 21.29” N Latitude / 66° 31’ 09.73” W Longitude (See Figure 3). The Kagoot Brook Project is located on NTS 21O/02 and consists of one mineral claim 7716 Kagoot Brook which covers 193 claim units or 4,233 ha of land (See Figure 4). The Kagoot Brook claim is in good standing to April 26, 2022 and requires an expenditure of $57,900 to advance the Kagoot Brook claim by one year.

Figure 3: Property Claim Map

Figure 4: Claim Information

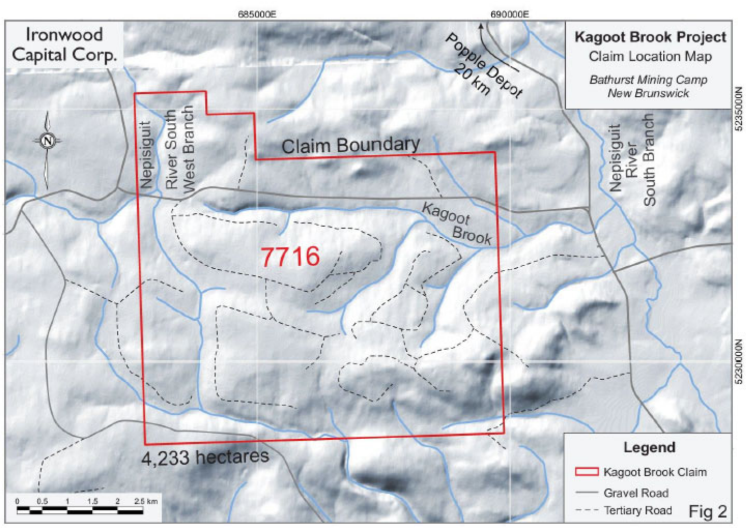


Table 4: Mineral Claim Tenure

Tenure Number	Tenure Name	Map Number	Issue Date	Expiry Date	Number of Units
7716	Kagoot Brook	21O/02	April 26, 2016	April 26, 2022	193

(b) *Title to the Property, Royalties, Payments or other agreements and encumbrances*

The Kagoot Brook Project is 100% owned by Great Atlantic Resources Corp. On May 10, 2018, Explorex Resources Inc. ("**Explorex**") signed an option agreement with Great Atlantic Resources Corp. (the "**Explorex Option Agreement**") whereby

Explorex had the option to acquire a 75% interest in the Kagoot Brook Project subject to the following terms and conditions:

a) Cash payment of $25,000 and issuance of 75,000 Explorex shares upon signing a definitive agreement (paid and issued).

b) Issuing $50,000 in shares on the 12-month anniversary of the definitive agreement; the number of shares to be issued will be based on the 10-day VWAP immediately prior to the anniversary date (issued 197,904 Explorex common shares); and

c) Explorex will incur a total expenditure of $750,000 (including all underlying payments) over a period of four years; of which $100,000 (incurred) will be a firm commitment on or before May 10, 2019.

On December 20, 2019, Explorex entered into a definitive share exchange agreement with Raffles Financial Private Ltd. (“**Raffles**”) to acquire all of the outstanding shares of Raffles which constituted a fundamental change of Explorex. In addition, Explorex completed a plan of arrangement with its wholly owned subsidiary Origen Resources Inc. (“**Origen**”) whereby Explorex’ s current mineral exploration assets (including Kagoot Brook), along with cash amounting to $500,000, were spun out to Origen in accordance with the terms of the plan of arrangement.

On May 11, 2020, Origen entered into a sale, assignment and assumption agreement with Ironwood Capital Corp. (now, West Mining Corp.) (“**West Mining**”) whereby Origen assigned its rights under the Explorex Option Agreement to West Mining. As consideration for the assignment, West Mining issued an aggregate of 500,000 common shares of West Mining to Origen.

On June 24, 2021, the Company entered into the Kagoot Brook Agreement with West Mining Corp. (“**West Mining**”) pursuant to the terms of which West Mining assigned its rights under the Explorex Option Agreement to the Company. Pursuant to the terms of the Kagoot Brook Agreement, the Company may acquire a 75% interest in the Kagoot Brook Project. On August 20, 2021, the Company issued 1,000,000 Common Shares to West Mining Corp. and 500,000 Common Shares to Great Atlantic Resources Corp. pursuant to the Kagoot Brook Agreement.

(c) *Location of Mineralized Zones, Mineral Resources, Mineral Reserves and Mine Workings*

Please see below section 4.4.9 of this Listing Statement.

(d) *Permitting and Environmental Liabilities*

Acquiring a mineral claim in New Brunswick is an online process (NB e-Claims) and can be completed by selecting claim units from an interactive map or by putting claim unit numbers in the application. For claim acquisition, the minimum size of a claim is 1 unit and the maximum number of units should not exceed 256 contiguous available claim units. To fully benefit from all the options available via NB e-CLAIMS, holders of ground staked claims should convert their claims.

A mineral claim is valid for one year from the date of registration and the holder of a mineral claim has the right to renew the mineral claim by registration in the registry for one, two or three terms of one year each. Renewal fees per mineral claim unit is as follows:

- Year 1 to 5: $10.00
- Year 6 to 10: $20.00
- Year 11 to 15: $30.00
- Year 16 and more: $50.00

On or before the expiry date of the claim, a statement in the form and containing the information required by the Recorder, of all work performed in relation to the mineral claim since the date of registration or if the claim has been renewed, the date of last renewal, including work performed in excess of required work and the fee for each term for which the renewal is applied, and not less than thirty days after the effective date of the renewal of the claim, a report containing evidence of the performance of the work and a statement of costs incurred in the performance of that work. Work requirements per mineral claim unit per year are as follows:

- Year 1: $100.00
- Year 2: $150.00
- Year 3: $200.00
- Year 4: $250.00
- Year 5 to 10: $300.00
- Year 11 to 15: $500.00
- Year 16 to 25: $600.00
- Year 26 and over: $800.00

Prior to the commencement of any field work resulting in surface disturbance, a Notice of Planned Work on Crown Lands must be submitted to the Mining Recorders Office outlining a brief description of the proposed work programs and a brief description of the Crown Lands involved. A map is required showing the mineral claims relative to identifiable topographic features. The Mining Recorders Office will in turn acknowledge receipt of the Notice of Planned Work with exploration guidelines to follow. If trees are to be cut during the work program, a Cutting Permit must be obtained and if the field programs are run during fire season (April-October), a Work Permit is required. Both permits can be obtained from the local District Forest Ranger Office. No work permit has been issued to either West Mining Corp. or Recharge Resources Ltd. covering the 2021 exploration season.

To maintain the claims in good standing, Reports of Work (Mineral Assessment Report) detailing the field work programs and associated exploration costs are received and processed by the Mining and Mineral Resource Branch and kept for a confidential period of two years from the date of submission.

The Kagoot Brook Project is currently in its fifth term. In order to maintain the Kagoot Brook Project claims in good standing and to advance the Kagoot Brook Project by one year, a total expenditure of $57,900 is required.

4.4.2 Accessibility, Climate, Local Resources, Infrastructure and Physiography

(a) *Accessibility and Proximity to Population Centre*

The Kagoot Brook Project is located in Northumberland County, in the northeast section of NTS map sheet 21O/02 and is centered at 47° 12’ 21.29” N Latitude / 66° 31’ 09.73” W Longitude. The Kagoot Brook Project can be easily accessed by 2 and 4-wheel drive vehicles by heading west of the city of Bathurst, New Brunswick by following Highway NB180W for approximately 72km to Portage Road, a gravel road which heads south of Provincial Highway NB180W. Turn left onto Portage Road and head south for approximately 16km to Popple Depot, New Brunswick. Accommodations is available at Popple Depot’s Governors Lodge. From Popple Depot continue south along a well-maintained main haulage gravel logging road for approximately 40km to Kagoot Brook which trends near east-west through the northern half of the Kagoot Brook claim group. Most of the claim area can be accessed via old logging roads and trails that intersect the property.

(b) *Climate*

The Kagoot Brook Project is located in north-central New Brunswick encircled by the lower terrain of the Southern and Northern Uplands. It is one of two ecodistricts within the highlands Ecoregion and has boreal affinities. The extreme elevations and resultant cold, wet climate give this ecodistrict the lowest annual average temperatures in New Brunswick. The average annual temperature is approximately 10°, with a summer maximum of 30°C and a winter minimum of -30°C. Winter conditions are prevalent from late October or early November until mid to late April. Annual precipitation is approximately 1,000mm with 60% of this occurring as rain and the remainder as snow. Depending on the work program, work can generally be completed year-round except during times of freeze up and break up.

(c) *Local Resources and Infrastructure*

The city of Bathurst has a population of approximately 12,000 people and nearly 40,000 people live in the immediate Bathurst area. Bathurst is an important centre for mining, forestry, fishing and tourism in Northern New Brunswick. Bathurst is located on the Canadian National Railway line and Via Rail provides 3-day passenger service in both directions. Bathurst is one of four airports located in the province with regularly scheduled flights with service to Montreal, Quebec via Air Canada. The economy is primarily focused on mining, fishing and forestry, others include tourism, phone call centres, manufacturing and provincial and federal government services. There is one health care facility in the city. Bathurst is located 50km south of the deep-water Port of Belledune, where a petroleum tank farm and a coal-fired electrical generating station are located. Suez Energy North America is the developer and Engie/Mitsui/Fiera Axium Infrastructure Canada are the owners of the inland Caribou Wind Park energy farm located approximately 70km west of Bathurst under a power purchase agreement scheme contracted with NB Power, with a nominal output of 100 MW.

Completed in October 2009, the inland Caribou Wind Park, located 70 miles west of Bathurst, began operation. The wind farm, operated by Engie, has 33 turbines and a 99-megawatt capacity which is enough to power as many as 19,000 New Brunswick homes. Each turbine consists of an 80m tower, 45m long blades and a nacelle that is the size of a bus. There are no power lines close to the property. Water sources are locally available within the Kagoot Brook Project and bounding tributaries. The claims are located on Crown Land in a mining friendly jurisdiction where several base metal mines are actively in production to the east and southeast of the Kagoot Brook Project. Experienced mining personnel can be obtained from the local population. There is no available power at Kagoot Brook. The local topography could easily support mining related infrastructure including potential tailings storage areas, waste disposal areas and potential processing plant sites if required in the future.

(d) *Physiography*

The Kagoot Brook Project is located within the northern part of the New Brunswick Highlands Ecoregion which is part of the Appalachian Physiographic Region of Canada. The Highlands Ecoregion consists of two distinct areas of high elevation located in northern New Brunswick. The Kagoot Brook Project is located in the eastern portion which spans mountainous terrain of north-central New Brunswick including Mount Carleton and the Christmas Mountains. The Eastern ecodistrict is characterized by deep valleys and mountainous terrain surpassing 700m including Mount Carleton which is the tallest peak in the Maritimes at 820m. The forest cover of the highlands is dominated by balsam fir, white birch, black spruce and white spruce, species with northern affinities that reflect the cool, wet climate and harsh winter conditions. Elevation on the Kagoot Brook Project varies from approximately 520m to 700m. Outcrop exposure on the property is very limited to < 2% due to a mantling of basal till across the property. The scarcity of outcrop exposure hampers prospecting and mapping efforts on the Kagoot Brook Project.

4.4.3 History

(a) *Prior Ownership and Results of Exploration Work Undertaken*

A New Brunswick Department of Natural Resources regional stream silt survey performed in 1981 first highlighted the Kagoot Brook area for Cobalt enrichment in silts. A series of samples on two north flowing tributaries to Kagoot Brook returned significantly elevated cobalt grading greater than 1,200 ppm Co. These samples spurred multiple multi-faceted exploration campaigns through the 1980’s and 1990’s with one program in 2005. It wasn’t until 2012 where interest resurfaced in the project area, as further detailed below.

1956 American Metal Company, Limited (AR 470789): The American Metal Company completed Electromagnetic Surveys identifying 10 conductive zones, 6-line km of Gravity Surveys, Geological Mapping and soil Geochemical grid surveys. The gravity survey returned disappointing results with anomalous gravity results in the order of 0.1 to 0.2 milligals. The magnitude of the gravity anomalies as observed in areas 1 and 2 along with the poor correlation with the EM data does not encourage further exploration as the mapping suggests the presence of graphitic schists as a possible explanation of the EM conductors. A total of three grids established. Electromagnetic surveys were completed over the E-W grid and the south grid. The results of the EM and geological survey find that the EM anomalies on the property seem clearly related to the bedding of the sediments, there are no long continuous uniformly conductive zones and the EM conductors are probably due to bands of graphite which are interbedded with the metamorphic group of rocks. The geochemical results did not define any anomalous trends on the property with only widely spaced single point anomalies being located. Conclusion states no further work is recommended.

1981 Geological Survey Branch, New Brunswick Department of Natural Resources. Geochemistry of Serpentine Lake map sheet NTS 21O/02. Stream and spring sediment survey in the Serpentine Lake map sheet in Northern New Brunswick. Results for Co, Cu, Fe, Pb, Mn, Mo, Ni, Ag, W, U, Zn and As are presented on a series of map plates: MP 83-33a to k and m. Cobalt results show highly anomalous results from two north trending tributaries to Kagoot Brook. The western tributary has seven sample sites where cobalt values vary from 63ppm to 1297ppm Co and along the eastern tributary, three stream sediment samples were collected with results varying from 801ppm Co to 1,316ppm Co. The anomalous tributaries are located approximately 1.2 km to 1.5km apart.

1984 Brunswick Mining and Smelting (AR 473161): Brunswick Mining completed 15km of gridding, 4.6km magnetometer survey, 13.0km VLF-EM16, 268 recon soil sample geochem, 1051+ 68 grid soil sample geochem, 32 Heavy mineral concentrates, 35 stream silt sampling. Results: Magnetic survey not completed over best areas. VLF-EM survey identified 3 strong and 2 weak VLF conductors trending near east-west at 110° delineating three areas of interest. The soil sample results associated with the 3 strong VLF-EM conductors indicates a strong association between Cu, Ag and Co. Lead and zinc show a weak association locally. Values of 200ppm Cu, 3.1ppm Ag and 880ppm Co were found closely associated with the VLF-EM conductors. A silt sampling program completed along the streams in and around the property indicated strongly anomalous Co values to a maximum of 6,000ppm Co with anomalous values in Cu (260ppm), Pb (112ppm), Zn (427ppm), Ag (4.1ppm) and Ni (215ppm) extending over 2.5km between the two anomalous creeks. Soil samples collected along both banks of the anomalous creeks did not return anomalous results associated with the strongly elevated silt sample results. Heavy mineral pan concentrates had a very high background in gold. Conclusion and Recommendation: Three anomalous zones worthy of follow up. The VLF and soil anomalies should be detailed with more intensive VLF and magnetic surveys to determine the best drill/trenching target. Recommendations include a minimum of one trench to cover each anomalous zone. Proposed 10 km's of VLF-EM surveys, 20km Magnetometer surveys, 200 soil samples, mapping glacial features and 300m of trenching.

1984 U.S. Borax Inc (AR 473143): Claims are contiguous to Brunswick Mining and Smelting claims (above) along its eastern claim boundary. Completed 13.4km of gridding, 13.4km of magnetometer surveying, 13.4km VLF-EM surveys, and 267 grid soil samples. Results: Soil sample results are weak but distinct in two areas; Anomaly 1 contains weakly anomalous Zn, Pb, Cu, Ag and Co along with a weak VLF response and runs parallel to the mag contours. More work was recommended to determine the significance of the anomaly. Anomaly 2 contains weakly anomalous Zn, Pb, Cu, Ag and Co. To the north, a magnetic trend runs roughly parallel to the soil response. There is a VLF response associated with the magnetic anomaly. There are a number of other VLF responses which need further work to define their mineral potential; these anomalies may represent graphitic zones in reworked tuff sediments. Conclusion: Responses are weak but do correspond to features from each of the surveys. Recommend detailed work to verify EM conductors ie IP, vertical or horizontal loop surveys. The soil lines should be filled in to determine the best target for drilling. Mag and EM surveys should also be completed on intermediate lines to help select best drill/trench target.

1989 Brunswick Mining and Smelting (AR 473708): Noranda completed the field program for BM&S. Detailed prospecting was completed to locate the source of the 1984 soil anomalies. The property is deemed significant as it lies NW along strike of Falconbridge's Slacks Lake Au-Sb property. Access to claim is good. Previous work includes geological mapping which met with poor results as only one outcrop located. Rock geochem returned only background values in Cu, Pb, Zn, Ni, Co. A soil geochem and VLF-EM survey was completed where results from the detailed survey indicated single point anomalies with values to 200ppm Cu, 3.1ppm Ag, 280ppm Co and 70ppm Ni. Three strong east-west trending VLF conductors were identified. The 1989 program included prospecting to determine the source of the 1984 soil geochemical anomalies. A total of 46 rock samples were taken when significant mineralization or alteration were located. Prospecting was hindered by the lack of outcrop exposure; angular float was slightly abundant. Four of the best soil anomalies when examined had side hill seeps either running through or near the anomalous sites. The sites were viewed with caution but still examined. Rock geochem results were disappointing with only 5 of the samples being weakly anomalous. Recommendations: Should backhoe trench the 1984 soil geochem anomalies due to the lack of outcrop exposure. Trenching should focus upslope of the soil geochem anomalies. Two main areas for trenching were identified ie L12+50E / 7+00N and L10+50E / 4+50S. Prospecting to the south of the claims toward the granite pluton is recommended as it is believed that any mineralization responsible for the stream and silt anomalies would be derived from the intrusion. Prospecting should better define the contact area and any associated alteration or quartz veining.

1997 Brunswick Mining and Smelting (AR 473899): A compilation program was completed of all of the available exploration results to date with a review of the 1967 regional till geochemical release results. Prospecting of the claim group did not upgrade the property as outcrop is scarce and did not yield anything of significance. Summary: The compilation work identified some previously discovered mineral showings NW of the Kagoot Brook claims and suggests a detailed till survey as a next step to evaluate these mineral showings. A compilation of the governments regional till survey show no anomalies on the south sloping side of the hills, therefore the source should be between the watershed divide and soil/stream anomaly sites on the north sloping side of the hill. The linear aspect of the stream survey results with a corresponding NW striking VLF anomaly suggests the anomalies may be fault related (owing to the close proximity of the Meridian Brook and Kagoot Brook Faults located to the north of Kagoot Brook), it is quite possible that a splay fault may underlie the claims. This fault zone should be evaluated by a tightly spaced (<0.5km) till HMC survey. Future work should be carried out to the NW of the claim group, along strike with the Meridian Fault. This shift in priority would be further warranted if till/soil survey over the claim group was not encouraging.

1997 Noranda Mining and Exploration Inc (AR 474936): The Kagoot Brook claim group was staked in 1996 to cover anomalies delineated with the release of the Extech AEM survey which revealed high magnetic and coincident conductivity in the southwest and northeast areas of the property. The re-staked property is much larger than the original Kagoot property, the new claim group is 179 claims covering NTS 21O/01, 21O/02 and 21O/07.

Access to the property from the east is by the Fraser Burchill Road, and from the north by the Popple Depot Road which branches west off of the 430, approximately 50km SW of Bathurst.

The large property was mapped and prospected. A total of five rock samples were collected and assayed for Cu, Pb, Zn & Ag. Best results are from subcrop rocks of the Patrick Brook Formation in the central part of the claim block with best results reporting 0.258% lead and 0.0554% copper. In 1997 prospecting continued, 30 rock samples were collected and analyzed for Cu, Pb, Zn, Ag, and As. The most promising results occur in the north central area of the property where several sericitized gossanous samples were found as float near the contact between the Sevogle River Formation and the underlying Patrick Brook Formation. The samples are anomalously high in arsenic (0.18% As) and have not yet been sourced. The property is largely covered by thick till, forest and clear cut, outcrop exposure is rare, the majority of which are exposed along road cuts and hillsides. Conclusion and Recommendations: Previous exploration which focused in areas of anomalous soil and silt geochem and conductivity located within the southern and southwestern sectors of the claim group, was recently redefined as moderate to strong AEM/AMAG horizons by the 1996 Extech survey. A weaker trend of anomalous conductivity with localized areas of coincident magnetics has been recognized to signature the prospective Patrick Brook-Sevogle River Formation contact. Minor sulphide mineralization in chloritized pyroclastic rocks of the Lower Sevogle River Formation were observed along this northern AEM horizon. Soil geochem and ground geophysics are recommended to further evaluate the horizon. Drilling is contingent on results.

1998 Noranda Mining and Exploration Inc (AR475053): Working on the same claim group as above. A 12.95km cut grid was established to the west-northwest of the original Kagoot Brook claims. A total of 10km of horizontal loop EM and magnetics were completed on the grid. HLEM identified a weak and narrow conductor, magnetic surveys identified a 400m long strong magnetic anomaly coincident with the weak HLEM conductor. A total of 410 B horizon soil samples were collected and analyzed for Cu, Pb and Zn. Best results report 79ppm Cu, 333ppm Pb, 192ppm Zn. None were coincident with the weak EM & Magnetic anomaly. Trenching is planned in 1998 to test the weak HLEM and coincident strong magnetics. The highest geochem results should be ground truthed. All this work was conducted ~2 km NW of the original Kagoot Brook property.

2005 First Narrows Resources Corp. (AR476101): The property was once again re-staked consisting of 9 claims which covers the two creeks reporting very high cobalt values in silts. The company carried out preliminary field investigations on and in the vicinity of the property that included reconnaissance geological mapping, 11 B-horizon soil samples, 5 stream sediment samples and one heavy metal concentrate from stream sediments, 1 rock sample was submitted. Results: two soil samples contained anomalous Cu to 41ppm each and one of the two samples contained 8ppm Mo which may be significant. Two of the stream sediment samples contained anomalous values of 4.4ppm and 1.9ppm Ag, 118ppm and 117ppm Cu, 10600ppm and 10200ppm Mn, 54ppm and 69ppm Ni and 488ppm and 618ppm Co. Recommendations include an airborne EM and Mag survey with follow up soil geochemical surveys or an MMI survey.

2012 Delbert Johnston (AR477323): Vickers Geophysics Inc completed a deep pole-dipole Induced Polarization Survey to determine at surface and depth the chargeability and resistivity responses on the Kagoot Brook claims to a depth of 500m. The survey was chosen to help determine a possible deep source that can explain the significant stream geochem results underlying the claims. Areas of very low resistivity may represent conductive mineralization and may contain mineralization where coincident with a strong chargeability signature. The survey was conducted along a logging access road over 2,100m in length and oriented in a north – south direction. The property was accessed from Bathurst, approximately 50km west on route 180 and 40km SW along good logging roads. Most of the claim area can be accessed via roads and trails that intersect the property. ATV's were used along old logging trails to transport geophysical gear. Results: The chargeability and resistivity results of the Deep pole-dipole surveys reveal shallow and deep very low resistivities (conductors) with chargeability's. A deep penetrating time-domain airborne survey extending beyond the claims may help define sources of the significant stream geochemical results. A re-establishment and extension of the 1985 grid, surveyed with magnetics and VLF with selected lines of deep penetrating geophysics should be considered before trenching and drilling to further determine the potential of the claims.

2013 Delbert Johnston (AR477581): Work completed includes 1,500m of a deep pole-dipole Induced Polarization survey, a continuation of the 2012 IP survey. The results of the chargeability and resistivity surveys meet the objectives with a range of chargeability highs within resistivity low responses that appear to delineate possible sulphide mineralization. The chargeability and resistivity results of the pole-dipole IP survey reveals a shallow and deep very low resistivities (conductors) with chargeability's. There are correlations to the past aero-surveys and some correlation to "potential source areas". A deep penetrating time domain Air Borne survey extending beyond the claims may help define sources of the significant stream sediment results. A re-establishment and extension of the 1985 grid, surveyed with magnetics and VLF with selected lines of Deep Geophysics should be considered before trenching and possible drilling to determine the claims potential.

2017 Delbert Johnston (AR 478256): Prospector Delbert Johnston completed general prospecting and a 20-sample soil sampling program along a E-W trending logging road located near the headwaters between two anomalous creeks with high cobalt values. Results of the soil sampling program returned low level values for all elements.

The area encompassing the Kagoot Brook Project is covered with regional areo-electromagnetic (EM) and two aeromagnetic surveys. The most recent survey completed is the 1995 Extech II helicopter EM survey with magnetics and radiometric surveys were flown at a 200m line spacing at 60m elevation and the 1986-1987 aeromagnetic fixed wing survey was flown at a line spacing of 300m at an elevation of 150m.

4.4.4 Geological Setting- Regional, Local and Property Geology

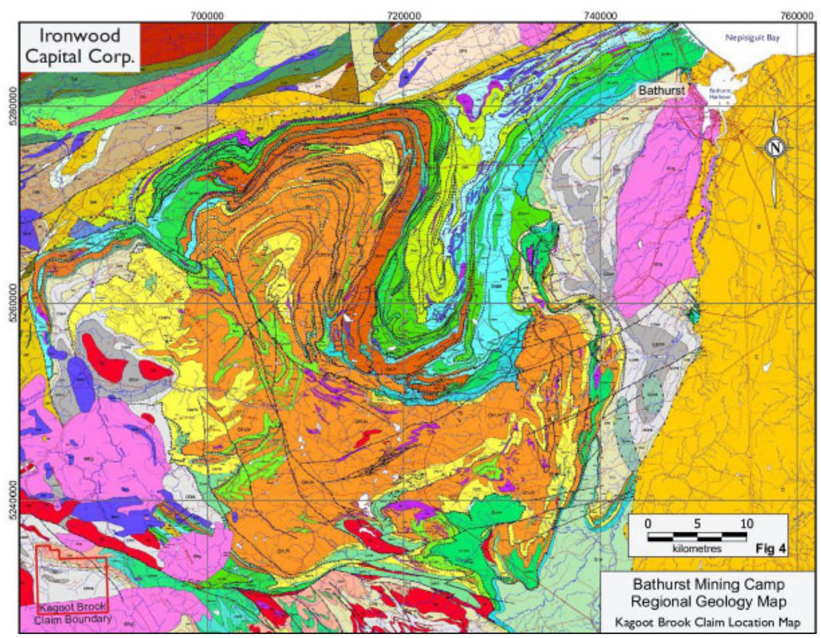
(a) *Regional Geology*

The Kagoot Brook Project is located along the southwest margin of the Bathurst Mining Camp (Figure 4), a world class base metal mining district. The Bathurst Camp stratigraphy consists of an Ordovician sequence of felsic and mafic volcanic rocks and sedimentary rocks which overlie the Cambrian to Lower Ordovician Miramichi Group. The Miramichi Group is interpreted to be marine facies sediments on the Avalon continental margin and is generally a fining upward sequence of fine to medium grained greenish grey quartzose sandstone, shale, siltstone and quartzose or feldspathic wacke. The Miramichi Group forms the stratigraphic basement to the Tetagouche, Sheephouse Brook, and California Lake Groups.

Table 5: Mineral Claim Tenure

Tenure Number	Tenure Name	Map Number	Issue Date	Expiry Date	Number of Units
7716	Kagoot Brook	21O/02	April 26, 2016	April 26, 2022	193

Figure 5: Bathurst Mining Camp Regional Geology



(b) *Property Geology*

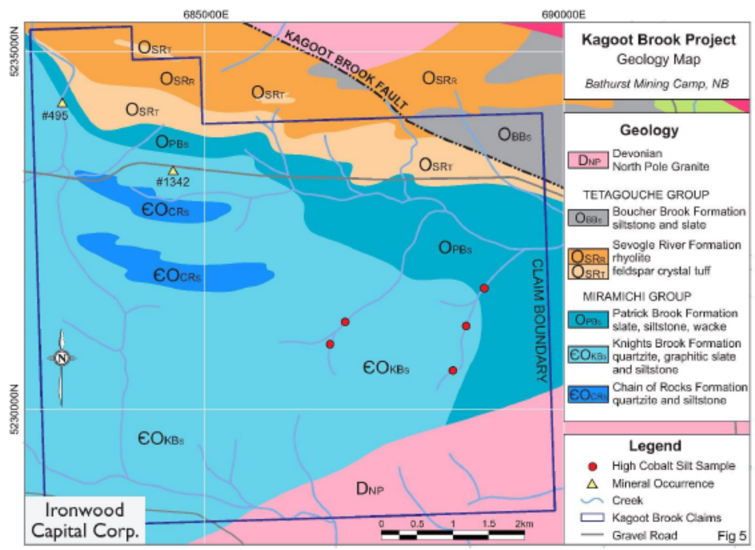
The Kagoot Brook Project has been extensively logged at various times in the past resulting in a patchwork of tree growth of various ages. The past logging activities established a network of logging road access trails across the property.

Along the north side of the property, to the north of Kagoot Brook is the Sheephouse Brook Group. The Sheephouse Brook Group appears to conformably overlie the Miramichi Group, at least locally. The Sheephouse Brook Group consists, from oldest to youngest, of intermediate felsic tuffs of the Clearwater Stream Formation, alkali feldspar-phyric rhyolite and minor shale of the Sevogle

River Formation, and alkalic to tholeiitic basalt, graphitic shale and minor ferromanganiferous shale and chert of the Slacks Lake Formation.

Within the main area of interest there is an extensive mantle of basal till blanketing the north facing slopes to Kagoot Brook. The basal till is a terrigenous sediment with a sandy and silty sand matrix forming a discontinuous veneer across the property. Due to the extensive till cover, outcrop exposures are very rare, the majority of which are located along road cuts and steep hillsides. Outcrop exposure is estimated at <2%. The Kagoot Brook Project is underlain by metasedimentary rocks (siltstones and quartzites) of the Miramichi Group (Figure 5).

Figure 6: Kagoot Brook Project Geology and Mineral Occurrences



The Miramichi Group, in ascending stratigraphic order, is comprised of the Chain of Rocks, Knights Brook and Patrick Brook formations. The Chain of Rocks Formation is Late Cambrian to Early Ordovician in age and comprises light greenish grey, fine to medium grained quartzose sandstone in beds from several centimeters to over one meter thick, intercalated with minor light to medium green and grey phyllitic siltstone and shale in 1 to 10-centimeter beds. The Chain of Rocks Formation is conformably overlain by the Knights Brook Formation. The contact is drawn at the base of the first black shale bed of the Knights Brook Formation.

The Knights Brook Formation is Early Ordovician in age and is thin to medium bedded, greenish grey to dark grey sandstone (quartzite), quartz wacke, minor feldspathic wacke, and interbedded dark grey to black shale or siltstone. Greenish grey, fine to medium grained, micaceous sandstone and siltstone are also included in the Knights Brook Formation. The Knights Brook Formation is underlain by the Chain of Rocks Formation and overlain by the Patrick Brook Formation; both contacts are conformable. The upper contact is placed at the first quartz feldspar rich bed of the Patrick Brook Formation.

The Patrick Brook Formation is Early Ordovician in age and consists of dark grey to black, generally thin bedded shale siltstone, feldspathic wacke, and local fine-grained sandstone characterized by abundant volcanic quartz phenoclasts. The Patrick Brook formation constitutes the upper part of the Miramichi Group and is disconformably to conformably overlain by the Nepisiguit Falls Formation (Tetagouche Group) in the Tetagouche River-Portage River areas.

Located along the southern margin of the Kagoot Brook Project is the North Pole Stream Granite. The North Pole Stream Granite is Early Devonian in age and is light grey to light pink in color, medium to coarse grained, equigranular to porphyritic biotite granite containing alkali feldspar and plagioclase phenocrysts up to 3cm in length; hornblende is locally present. Southeast of Big Bald Mountain, a lobe of the pluton consists of dark grey biotite granodiorite containing abundant metasedimentary inclusions. Small bodies of light pink to red, fine to coarse grained, equigranular, muscovite-biotite granite, red biotite granite, reddish brown quartz feldspar porphyry and dykes of aplite and rare diabase intrude the main phase. (New Brunswick Energy and Resource Development, New Brunswick Bedrock Lexicon).

4.4.5 Exploration Information

(a) Geophysics

In 2018 Explorex Resources Inc. completed a compilation program of historical assessment work conducted on the property between 1956 and 2017. Of interest were the results obtained from three Induced Polarization (IP) surveys completed in 2012, 2013 and 2017. Vickers Geophysics Inc completed the deep pole-dipole IP surveys with resistivity along three north-northeast trending logging road access trails spaced from 250m to 700m apart. The objective of the surveys was to determine at surface and at depth the chargeability and resistivity responses to a calculated depth of 500m to determine a possible deep source to account for highly elevated and anomalous stream sediment results along two creeks resulting from a regional geochemical silt sampling survey conducted by the New Brunswick Department of Natural Resources in 1981. Additional work in 1984 (Assessment Report 473161) confirmed the presence of elevated and anomalous silt sample results along the two north trending creeks with values to 6,000ppm Co, 260ppm Cu, 112ppm Pb, 427ppm Zn and 4.1ppm Ag and 215ppm Ni. Explorex Resources contacted Vickers Geophysics Inc. to determine if the geophysical data was available for review. The digital data was received and submitted to SJ Geophysics of Vancouver, British Columbia to review the Induced Polarization surveys to determine if the survey data was of sufficient quality to be used for drill hole targeting. Founded in 1989, SJ Geophysics Ltd. provides the mineral exploration community with a full range of ground geophysical surveys, instrumentation, interpretation and consulting services. SJ Geophysics' 30 years of experience in the industry positioned the company as a leading practitioner and contributed to the development of a state-of-the-art field acquisition technology. SJ Geophysics Ltd is independent of Explorex Resources Inc and the Company.

A review of the data by SJ Geophysics Ltd revealed significant problems with the data reliability, stemming largely from extremely low Voltage potentials associated with large portions of the data (most likely caused by local conductive features). These low potentials resulted in extremely noisy IP decay curves used to calculate apparent chargeability. Subsequent analysis does not appear to have included any meaningful QC and the noisy data was included in the analysis. It is doubtful that reliable

IP/Resistivity data was gathered beyond n=4 dipole separation. Consequently, the chargeability (and to some extent the resistivity) inversion cross sections provided by Vickers Geophysics Inc. appear to be extremely noisy, particularly at depth. While the shallow data appears reliable, including the deep data in the inversion has downgraded the entire model, including the shallow portions. Based on this information, Explorex decided to re-do the Induced Polarization surveys over a proposed grid totalling 27.6km. Vickers Geophysics Inc was contacted to determine their availability to complete the proposed magnetic, VLF-EM and IP geophysical surveys. Although proposed, no IP geophysical surveys were completed on the property in 2018 due to the lack of a survey grid and the availability of an IP survey crew.

SJ Geophysics Ltd was asked to reprocess and model the 1986-1987 fixed wing airborne magnetic survey data. The 3D modelling indicated the Kagoot Brook claims are underlain by a synformal fold structure with a fold axis trending near east-west and an indicated fold closure located to the east of the Kagoot Brook claim boundary. The core of the synformal structure consists of a sequence of high and low magnetic features hosted by Miramichi Group metasediments, which are bounded along the south side by the magnetic North Pole Stream Granite. The historical and highly anomalous cobalt values in silt samples observed in the two anomalous creeks are constrained to the south side of a well defined major magnetic high feature that transects east-west across the middle of the property.

(b) 2018 Ground Magnetic and VLF-EM surveys

In July 2018 a contract to establish 27.6km of gridding was awarded to GeoXplore Surveys Inc of Bathurst New Brunswick. By late August 2018 the line cutters had made little progress due to the unexpected vegetation density within the semi-mature cut block, the line cutters were not able to satisfy the contracted line cutting length and as a result only 8.1km of the proposed 27.6km grid was completed. Vickers Geophysics were contracted to complete magnetic and VLF-EM geophysical surveys over the 8.1 km cut portion of the grid and to extend the lines by compass, chain and GPS over the remaining uncut portion of the grid. Vickers Geophysics start-up of the field surveys were delayed and on December 8, 2018 magnetic and VLF-EM surveys were initiated along selected logging road access trails located between the two anomalous creeks and trails to the immediate east as the cut grid lines totalling 8.1km could not be located under winter conditions. Therefore a total of 9.66-line kilometers of Total Field Magnetic and VLF-EM surveys

were completed on December 30, 2018 along selected sections of logging road access trails located between the two anomalous drainages.

Survey stations were established along the access roads at 100 m intervals with magnetic and VLF-EM readings recorded at 12.5m intervals using a Scintrex Omni Plus magnetometer and VLF-EM receiver. A second base magnetometer was used to monitor the diurnal drift with readings taken at 10 second intervals. The base station magnetometer recorded a drift of a few nanoteslas per hour and did not record any magnetic storms. Overall, a repeatability of less than 1 nT was easily maintained throughout the course of the surveys.

Vickers Interpreted Geophysical Report concludes the 2018 magnetic and VLF-EM surveys revealed magnetic highs of 54000nT within a background of 53800nT and true VLF-EM cross-overs that coincide with the VLF total field. The significant responses of both the magnetic and VLF ground survey further details the various airborne surveys that were surveyed in 1995 and 1986 respectively. On the easterly road lines, the most significant ground VLF responses appear to be associated with the interpreted 1986 airborne granite contact striking east-northeast along the south end of the survey area. The granites are marked by the 1995 multiparameter survey with a significantly low electromagnetic (EM) response and somewhat by the aeromagnetic survey. The 2001 combined regional gravity survey gives a relative bouguer gravity high of approximately -22.5mgals in the area of known geochemical highs and the bouguer gravity 1st vertical derivative appears to be coincident with the granite contact. Vickers recommends further geophysical surveys should include detailed gravity.

(c) Silt Geochemical Survey

The 2018 silt sampling program was designed to confirm the existence and location of strongly anomalous and coincident silt samples and to determine an up stream cut-off of the anomalous results located along two north flowing tributaries to Kagoot Brook. The anomalous silt sample results were first recognized following a regional stream silt sampling program of the Serpentine Lake map sheet (21O/2) by the New Brunswick Department of Natural Resources in 1981. The subsequent publication of the survey results in 1982 generated interest in the area, claims were staked and subsequent exploration programs were designed to further evaluate the ground surrounding the two anomalous creeks. The 1982 government silt sampling program found the two drainages to be extremely anomalous with silt values reporting several times the regional background with values to 231ppm Cu, 3.0ppm Ag, 1,316ppm Co, 19,700ppm Mn, 7.15ppm Fe, 139ppm Pb, 968ppm Zn and 415ppm Ni. The two anomalous drainages are located 1.1km to 1.5km apart.

In 1985, Brunswick Mining and Smelting (AR 473161) established a 15km cut grid encompassing the anomalous creeks over which soil geochemical, VLF-EM and magnetometer surveys were completed. In addition, a total of 30 silt samples were collected from the two creeks while 268 soil samples were collected along both banks of the two anomalous creeks. The silt sample results confirmed the anomalous results of the 1982 Government survey with anomalous values to a maximum of 6,000ppm Co, 214ppm Ni, 112ppm Pb, 609ppm Zn, 260ppm Cu, and 4.1ppm Ag. The soil samples collected along the banks of the creeks did not define the anomalous zones.

In 2018, a two-phase stream silt sampling program was completed by GeoXplore Surveys Ltd for Explorex Resources. In July 2018, a total of 21 silt samples were collected over selected intervals of the two anomalous tributaries to confirm the existence of and a positional reference for the historical cobalt silt sample results. In addition, five regional silt samples were collected to the east of the anomalous tributaries testing for potential extensions of the anomalous cobalt silt samples further to the east-northeast.

A second phase silt sampling program was conducted in September 2018 extending the sample coverage to the headwaters of the two anomalous drainages to determine an up-stream cut-off point to the anomalous results. Additional silt sample sites were selected to the south of the anomalous creeks over the height of land.

The 2018 silt samples were collected from the active creek channels, each sample consisted of an aggregate of silt samples collected from around the sample site to adequately fill a standard kraft soil sample bag. With the availability of good silt sized material located along the active stream channel, the silt samples are considered representative of the sampled sites. The combined sample was screened to 2 mm and the fine silt fraction was retained. At each of the sample sites, the GPS location was recorded and notes regarding the stream channel and sampled medium were recorded. A flag was hung at the sample site to mark its location and the sample site number was inscribed by indelible pen on the flagging tape. The retained fine silt fraction from the screening was placed in a standard kraft sample bag and securely sealed with the sample site number inscribed on the surface of the bag with an indelible magic marker. The samples were air dried prior to packaging and hand delivered to Activation Labs Prep facility located in Fredericton, New Brunswick. The prepped silt samples were then submitted to Activation Labs in Ancaster, Ontario where Instrumental Neutron Activation Analysis (INAA) and a Four Acid “Near Total Digestion” – ICP-OES analysis were completed under method code 1H.

The results of the combined silt sample surveys returned values slightly lower than the original results but remain elevated and anomalous. Silt sample results from drainages to the east of the anomalous creeks did not return any anomalous values including cobalt and is therefore assumed the target horizon hosting elevated cobalt values extends to at least the eastern most anomalous creek. Silt sample results extending to the headwaters of the two anomalous drainages has defined a clear and well defined up stream cut-off to the anomalous cobalt silt values.

Stream sediment samples collected from the headwaters of a creek located across the divide to the south returned anomalous cobalt values of 310ppm and 517ppm Co with manganese values of 11,700ppm and 11,600ppm Mn. Following the completion of the two silt sampling programs, a correlation analysis was completed on the geochemical results. The analysis shows a strong correlation of cobalt with Pb, Mn, Ni, Be and Cs and a good correlation with Cu and Cd. Arsenic values were low and returned a very low correlation with Cobalt. Based on these observations, the target horizon for the elevated and anomalous cobalt in stream sediment samples is interpreted to be down slope from the ridge and up slope of the well-defined up stream cut-off to anomalous cobalt silt values.

4.4.6 Mineralization

There are two historical mineral occurrences located within the confines of the Kagoot Brook Project namely the Kagoot Brook Occurrence (Reference Number 1342) and the West Branch South Nepisiguit Occurrence (Reference Number 495), the locations of which are illustrated in Figure 6. The two mineral occurrences are considered very minor with no discussion of any significant assays or observations. Neither Occurrence describes the length, width, depth, or potential continuity of the mineralization. Due to a veneer of bassal till blanketing the property, outcrop exposure is estimated at <2% and as a result, historical prospecting and mapping programs failed to uncover any further mineral occurrences on the property.

The West Branch South Nepisiguit Occurrence (#495) is located at 47° 13’ 30” N Latitude and -66° 35’ 30” W Longitude. The occurrence consists of disseminated base metal sulphides located at two locations on the west branch of the South Nepisiguit River. Host rocks are Cambro-Ordovician – Tetagouche Group metasediments consisting of metaquartzite, graphitic schist and phyllite. The occurrence is considered a minor occurrence, prospecting located disseminated pyrite with some chalcopyrite, sphalerite and galena mineralization. No significant assay values are reported. Little additional information is available. Mineral Reports of Work covering the showing area include #475053 and #474936, Noranda Mining & Exploration Inc (1997, 1998) and assessment report #470790, Clearwater Mines Ltd (1957).

The Kagoot Brook Occurrence (#1342) is located at 47° 13' 36" N Latitude and -66° 33' 33.9" W Longitude. The occurrence consists of a zone of silicic-pyritic-sericitic alteration with traces of chalcopyrite in tuffaceous rocks of the Sevogle River Formation. A foliated mafic dyke cuts the felsic volcanic rocks north of the showing. The occurrence is considered minor with some minerals present; no significant assay results are reported nor are there any observations regarding the length, width, depth or potential continuity of any mineralization. Reports of work covering the showing include Assessment Reports #475053 and #474936, Noranda Mining & Exploration Inc and Assessment Report #470789, American Metal Co Ltd (1956).

4.4.7 Drilling

In November 2018, Explorex Resources contracted Spektra Drilling Canada Ltd ("**Spektra**") to complete a two hole, 501m NQ oriented core drill program. Spektra is a diamond drilling company based in Toronto. Spektra has done extensive drilling for Trevali Mining Corp in the Brunswick Mining Camp with available drills and support equipment located in the Miramichi region of New Brunswick.

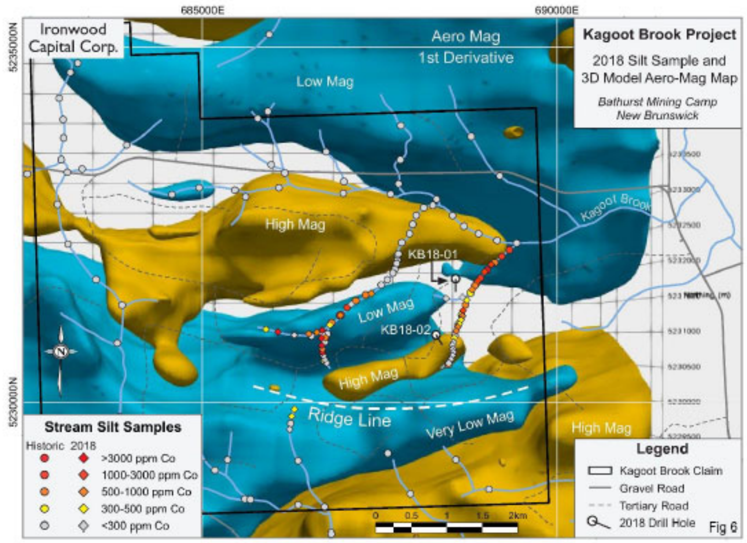
The diamond drill was mobilized to the property on December 13, 2018. Roads accessing the drill collar locations were cleared of snow and drill pads were established on December 14, coring began day shift, December 15 and was completed on day shift December 20, 2018. Water for the drilling operations were sourced due east of the drill collars, drawing water from the eastern most tributary. The drill program utilized the Reflex EZ-Shot for determining the drill hole orientation and the Reflex Act III core orientation tool was used to orient the drill core for structural determinations. Drill hole KB18-01 and KB18-02 are located 800m apart along a north-south trending logging access trail which parallels the eastern anomalous drainage. Drill hole KB18-01 was drilled to the south at 180° azimuth; KB18-02 was drilled to the southeast at 145° azimuth, both holes were collared at -45° and each were drilled to a depth of 251 m and 250 m respectively. The casing from both holes were removed following the completion of the drill holes.

Drill hole collar details are listed in Table 6 while drill hole collar locations are illustrated in Figure 7. Accommodations for the drill crew and technical staff were arranged at the Governors Lodge at Popple Depot where rooms, cooking and core logging facilities were made available.

Table 6: 2018 Drill Hole Collar Details

DDH Number	Easting (mE)	Northing (mN)	Elevation (MASL)	Daturn_Zone	Azimuth	Dip	E.O.H. (m)
KB18-01	688526	5231779	554	Nad83_Zn19N	180°	-45°	251.0
KB18-02	688268	5230978	587	Nad83_Zn19N	145°	-45°	250.0

Figure 7: Reprocessed Airbone Magnetic Data – SJ Geophysics



At the end of each shift the drill core was brought back to Governors Lodge where the core was logged, identifying geological units, structure and mineralization and was further evaluated recording Recovery, Rock Quality Determinations (RQD) and magnetic susceptibility readings recorded. The drill core was tested with a Thermo Scientific Portable NITON Model XL3T 950 XRF Analyzer by a NRCan-certified operator. The drill core was photographed for future reference. On December 23, the drill core was stacked on pallets, strapped and covered in a secure location at Governors Lodge over the Christmas Holidays.

From January 16 to January 24, 2019, Explorex Resources Inc returned to Governors lodge to transport the Kagoot Brook drill core to the Mandrin core storage facility located to the north of Bathurst, New Brunswick where the drill core was further processed, sampled and stored. A total of 53 half split core samples and two standards were hand delivered to Activation's Prep Lab facilities in Fredericton, New Brunswick. The core was prepared for analysis using Prep Code Method RX1. The pulverized core samples were then shipped to Activation Labs in Ancaster, Ontario for the final analysis using Analytical Code Method 1F2, a 4-acid, 36 element ICP-OES "Near Total" digestion analysis. The standard used during the program was obtained from WCM Minerals in Vancouver. The Certificate of Analysis for Standard "CU175" is 0.53% Cu, 0.056% Mo, 4.0g/t Ag and 0.88g/t Au.

The two-hole drill program was designed to test the underlying stratigraphy for the possible source of elevated and anomalous cobalt results from nearby stream sediment silt samples. The two holes were located to target the transition from high to low magnetic response (DDH KB18-01) and low to high magnetic response (DDH KB18-02) in respect to a geological model postulating that the stratigraphic horizon hosting the cobalt mineralization may be preferentially located at the stratigraphic transition. The magnetic susceptibility readings in KB18-01 indicates the hole was collared in a low magnetic response zone and transitioned to a higher magnetic response zone approximately 180m down hole and KB18-02 predominately remained in a magnetic high zone throughout its entire length, thereby not satisfying the targeting criteria. The elevated magnetic susceptibility readings correlate well with the presence of pyrrhotite and is most likely a reflection of that finer influence rather than representative of the larger lithological unit trends observed in the regional magnetics

The principal rock types encountered in both holes was predominately a very fine grained, dark grey to black, finely laminated mudstone that was variably interbedded with a grey to light grey fine to coarse grained siltstone. These mature sediments and rock types are interpreted to form part of the Patrick Brook Formation that are generally understood to precede basin volcanism and the formation of massive sulphide lenses within the Bathurst mining camp.

A review of the structural data indicates that bedding planes, however chaotic, have a dominant southwest to south-southwest trend with moderate dips to the northwest which is supported by surficial mapping. Younging directions gathered primarily from graded bedding are up hole and to the northwest in drill hole KB18-01 and downhole to the southeast in KB18-02. With bedding planes near parallel in both holes, a tightly folded synform is suggested and that each borehole may have been collared on opposing limbs of the tight fold.

Best results from the two-hole drill program returned 79ppm Co which does not sufficiently explain the tenor of the nearby anomalous cobalt silt sample results.

4.4.8 Sampling, Analysis and Security of Samples

To the best of the Kagoot Brook Author's knowledge, historical work was completed to industry best practices of the time. Procedures for sampling, sample handling and security by Explorex Resources Inc. are believed by the Kagoot Brook Author to be adequate for the purposes of this report.

GeoXplore Surveys Inc. of South Tetagouche, New Brunswick was contracted by Explorex Resources Inc. to complete two silt sampling programs within the Kagoot Brook Project. A list of GPS sample site coordinates was provided to GeoXplore Surveys Inc for the collection of selected stream sediment silt samples in two anomalous north trending drainages and surrounding creeks located within the Kagoot Brook property. The samplers collected gravels from the active portions of the creeks and screened the samples on site to a 2mm size fraction. The undersize fraction was retained and filled a standard kraft paper sample bag while the oversize fraction was discarded. While at the site notes were taken of the sample locations recording the sample's GPS coordinate, sample description, stream flow, weather and comments. At the completion, a flag with the inscribed sample number was placed to mark the sample site for future reference and the same sample number was inscribed on the outside of the kraft paper sample bag. The excess water was drained from the sample bag and the sampler moved onto the next sample site. At the completion of the sampling program, a sample inventory was made and inserted with the sample shipment along with a request for analysis which specified the analytical methods to be completed. The sample shipment was hand delivered to Activation Lab's preparation facilities in Fredericton New Brunswick where the entire sample was dried at 60°C then sieved to -80 mesh using Method Code S1-DISS; the oversize fraction was discarded. The prepped samples were then submitted to Activation Labs in Ancaster, Ontario for analysis. Activation Laboratories Ltd. Quality System is accredited to international quality standards through the International Organization for Standardization/International Electrotechnical Commission (ISO/IEC) 17025 (ISO/IEC 1705 includes ISO 9001 and ISO 9002 specifications) with CAN-P-1579 (Mineral

Analysis) for specific registered tests by the SCC. Activation Laboratories Ltd is independent of Explorex Resources Inc and the Company.

The silt samples were analyzed using Activation Lab's Method Code 1H which is a combination of instrumental Neutron Activation Analysis (INAA) with a 4-acid digestion / ICP-OES. A 30 aliquot is encapsulated in a polyethylene vial and irradiated with flux wires and an internal standard (1 for 11 samples) at a thermal neutron flux of 7 x 1012 n cm-2 s-1. After a 7-day period, to allow Na 24 to decay, the samples are counted on a high purity Ge detector with resolution of better than 1.7 Kev for the 1332 KeV Co-60 photopeak. Using the flux wires, the decay corrected activities are compared to a calibration developed from multiple certified international reference materials. The standard present is only a check on accuracy and is not used for calibration purposes.

For the 4 Acid "Near Total" Digestion-ICP-OES Portion. A 0.25g sample is digested with four acids beginning with hydrofluoric, followed by a mixture of nitric and perchloric acids. This is then heated using precise programmer-controlled heating in several ramping and holding cycles which takes the samples to incipient dryness. After incipient dryness is attained, samples are brought back into solution using aqua regia. The samples are then analyzed using an Agilent 735 ICP. No Duplicates or standards were inserted into the sample sequence for quality control and as such Activation Labs inhouse quality control and quality assurance programs were deemed appropriate. Activation Labs Quality Control for sample digestion is 14% for each batch, Activation Labs inserted in the sample stream 5 method reagent blanks, 10 in-house controls, 10 sample duplicates and 8 certified reference materials.

Once the oriented drill core had been logged and data collected (ie. Alteration, Veining, Structure, % Sulphide, Recovery, RQD, etc.), sections of the drill core were laid out for sampling. Sample intervals were outlined between 0.3m to 1.5m wide intervals, the from-to meterage was marked on the core and recorded in the drill log. A unique sample tag number was assigned to each interval. The core was split using a diamond core saw, one half of the core was placed in a sample bag covering the interval and the other half was returned to the core box for future reference. Using a three-part sample tag book with its unique sample tag number, one sample tag was placed in the plastic sample bag, one was stapled in the core box at the end of each sample interval and one kept in the sample tag book for reference. The sample bags were placed in a rice bag(s) and sealed with a zip strap. An inventory of the submitted samples was placed in the sealed rice bag along with a Request for Analysis form. The rice bag sample shipments were hand delivered by a company representative to Activation Labs Prep Lab facility located in Fredericton, New Brunswick.

The drill core was prepped using Method Code RX1 where the entire sample is dried to 60°C, crushed to 80% passing 2mm (10 mesh), riffle split to obtain a representative 250g sub-sample, and then pulverized to at least 95% passing 150 mesh.

The drill core was analyzed using Method Code 1F2, a 4-acid "Near Total" Digestion, ICP-OES Package (32 Elements). A 0.25g sample is digested with four acids beginning with hydrofluoric, followed by a mixture of nitric and perchloric acids. This is then heated using precise programmer-controlled heating in several ramping and holding cycles which takes the samples to incipient dryness. After incipient dryness is attained, samples are brought back into solution using aqua regia. The samples are then analyzed using an Agilent 735 Inductively Coupled Plasma – Optical Emission Spectrometer (ICP-OES). QC for the digestion is 14% for each batch, 5 method reagent blanks, 10 in house controls, 10 sample duplicates, and 8 certified reference materials. An additional 13% QC is performed as part of the instrumental analysis to ensure quality in the areas of instrumental drift. Explorex Resources inserted a total of two standards with the submitted rock core samples, the standards were inserted into the sample stream at a rate of approximately one every 20th sample. Standard “CU175” was obtained from WCM Minerals. The certificate of analysis for the standard reports 0.53% Cu, 0.056% Mo, 4.0g/t Au and 0.88g/t Ag.

In the Kagoot Brook Author’s opinion, the adequacy of sample preparation, security and analytical procedures were suitable for the purpose of the work conducted.

Very little modern exploration work has been completed on the Kagoot Brook Project. The available assessment report data from these past exploration programs have been reviewed by the Kagoot Brook Author. Most of this historical work appears to have been conducted in accordance to standard industry practices of the time. While the content of the historic material appears to be accurate, the Kagoot Brook Author has not validated mineral concentration data from original laboratory certificates or otherwise confirmed the authenticity, accuracy or completeness of the historic data. As a result, the actual results from current and future programs may be more or less favorable. Exploration programs completed by Coast Mountain Geological Ltd in 2018 were evaluated and in the Kagoot Brook Author’s opinion have been carried out to current industry standards.

The Kagoot Brook Author visited the property between October 14 and October 16, 2019 to verify the location of the claims and the access to them. While onsite, historical silt sample sites were visited along the eastern most anomalous tributary; three silt samples were collected to confirm the anomalous results previously received. Silt samples were collected from historical sites KB9, KB10 and KB16 and were hand delivered to Activation Lab’s sample prep facilities located in Fredericton, New Brunswick. Once prepped the samples were submitted to Activation Labs in Ancaster, Ontario requesting Activation Lab’s Method Code 1H which is a combination of instrumental Neutron Activation Analysis (INAA) with a 4-acid digestion / ICP-OES. The results of the silt sample confirmation sampling returned comparable results to those received during the two-phase silt sampling program.

The Kagoot Brook Author has undertaken an independent review of the Company’s website and corporate filings on SEDAR to verify that there has been no new material scientific or technical information about the property since the last personal inspection was completed in October 2019. No new work has been filed with the Geological Survey of New Brunswick on the Kagoot Brook Project for assessment filing purposes.

It is the opinion of the Kagoot Brook Author that the adequacy of the data obtained is of sufficient quality for the purposes of this report.

4.4.9 Mineral Resources and Mineral Reserves

No mineral processing or metallurgical testing has been carried out by Explorex, Origen or the Company.

No mineral resource estimates have been carried out by Explorex, Origen or the Company and there are no reports of any previous parties doing so in the past.

No mineral reserve estimates have been carried out by Explorex, Origen or the Company and there are no reports of any previous parties doing so in the past.

4.4.10 Mining Operations

No studies of mining methods have been carried out by Explorex, Origen or the Company.

No studies of recovery methods have been carried out by Explorex, Origen or the Company.

No studies of infrastructure requirements have been carried out by Explorex, Origen or the Company.

No marketing studies or contract negotiations have been carried out by Explorex, Origen or the Company.

No environmental, permitting, social or community impact studies have been carried out by Explorex, Origen or the Company.

No capital or operating cost studies have been carried out by Explorex, Origen or the Company.

No economic analysis has been undertaken by Explorex, Origen or the Company.

4.4.11 Exploration and Development and Recommendations

Based on the results received to date from the Kagoot Brook Project, further work is warranted to advance the Kagoot Brook Project.

The recommended field program for 2020 includes a UAV-Magnetic and VLF-EM airborne Drone survey where magnetic and VLF-EM data will be collected. The Magnetic survey will total 560-line kilometers based on a 50m line spacing and a VLF-EM survey totaling 122-line kilometers is based on a line spacing of 100m. Both surveys will be flown in a near north-south direction. In addition, a soil auger sampling program and B horizon soil sampling program totaling 160 samples is further recommended to cover those areas where historical VLF conductors and associated soil geochemical results were received and to determine the effectiveness of the soil geochemical surveys. In addition, a 27.6km line cutting program is recommended to establish a cut grid located between the two anomalous creeks. A total of 11 grid lines will be established at 125m intervals with stations established along the lines at 25m intervals. The grid lines will extend over 2500m in length oriented in a near north-south direction over which 11.4 line kilometers of 2-D Active Array Induced Polarization survey will be completed.

A Phase 2 Oriented NQ core drill program totaling 500m is further recommended to test significant results received from the Drone Airborne Surveys, the soil and auger sampling programs and the 2-D Induced Polarization surveys. Total budgeted exploration field costs to complete the proposed field programs total $291,347.00 as further detailed below:

Table 7: Phase 1 Exploration Program Budget

Drone Magnetic and VLF Airborne Surveys	

Magnetic Survey 560-line km @ $83.50/line km	$46,760
8-day Room and Board	$2,400
Mob/Demobilization	$4,900
Transportation	$1,530
VLF-EM Survey 122-line km @$83.50/line km	$10,187
5-day Room and Board	$1,500
Transportation	$950
Logistic Report and Deliverables	$7,700
Sub Total	$75,927
Soil and Auger Sampling Program	
3 Soil Lines at 700m each, samples @ 25m intervals, 2 samples/site Wages (Geologist + Technician)	$12,500
Transportation	$1,850
Mob/Demobilization	$2,100
Room and Board	$3,000
Equipment	$800
Soil Analysis: 160 samples × $21.00/samples	$3,360
Sub Total	$23,610
2-D Active Array Induced Polarization Survey	
Line Cutting: 27.6 line km's × $675/line km	$18,630
Field Acquisition Costs (12 days)	$67,500
Mob/Demobilization	$10,000
Post processing costs (2D inversions, maps, interpretation report)	$10,000
Sub Total	$106,130
10% contingency	$20,566.70
TOTAL *(Phase 1 Program)*	**$226,223.70**

Table 8: Phase 2 Exploration Program Budget

Drilling 500m @ $100.50/m	$50,250
Wages (Geologist + Technician)	$20,300
Accommodations (14 days)	$3,730
Food/Grocery	$700
Supplies	$2,000
Transportation/Fuel	$1,600
Field Gear Rental	$1,700
Assays 200 samples @ $27.00/samples	$5,400
SUB TOTAL	$85,680
Contingency 10%	$8,568
TOTAL	**$94,248**

Total Phase 1 and Phase 2 Field Programs (including contingency): $320,481.70

4.5 Issuers with Oil and Gas Operations

Not applicable.

5. SELECTED CONSOLIDATED FINANCIAL INFORMATION

5.1 Annual Information

The audited financial statements of the Company together with the independent auditors' report thereon and the notes thereto as at and for the years ended December 31, 2020, 2019 and 2018 (the "**Annual Financials**"), as well as management's discussion and analysis of the financial condition and operations of the Company for the years ended December 31, 2020, 2019 and 2018 (the "**Annual MD&A**") are attached hereto as Schedule “A” and Schedule “B”, respectively.

The unaudited interim financial statements of the Company together with the notes thereto as at and for the period ended September 30, 2021 (the "**Interim Financials**"), as well as management's discussion and analysis of the financial condition and operations of the Company for the periods ended September 30, 2021 (the "**Interim MD&A**") are attached hereto as Schedule "C" and Schedule "D", respectively.

The following table provides a summary of selected financial information of the Company as at September 30, 2021, December 31, 2020, December 31, 2019 and December 31, 2018. The summary financial information should only be read in conjunction with the Company's financial statements, including the notes thereto.

	Period ended September 30, 2021 (Unaudited)	**Year ended December 31, 2020 (Audited)**	**Year ended December 31, 2019 (Audited)**	**Year ended December 31, 2018 (Audited)**
	$	$	$	$
Revenue	-	-	-	-
Net loss attributable to the Company	(1,571,298)	(382,039)	(1,404,287)	(1,425,033)
Basic and diluted earnings (loss) per share from continued operations	(0.02)	(0.01)	(0.07)	(0.23)
Total Assets	3,316,293	79,182	135,460	1,209,810
Total Non-Current Financial Liabilities	-	-	-	-

5.2 Quarterly Information

Below is a summary of the quarterly results of the Company, for each of the eight most recently completed financial quarters:

	Period ended September 30, 2021 (Unaudited)	**Period ended June 30, 2021 (Unaudited)**	**Period ended March 31, 2021 (Unaudited)**	**Period ended December 31, 2020 (Audited)**
	$	$	$	$
Revenue	-	-	-	-
Net loss attributable to the Company	(715,461)	(503,622)	(352,215)	(60,556)
Basic and diluted earnings (loss) per share from continued operations	(0.01)	(0.01)	(0.01)	(0.00)
Total Assets	3,316,293	1,881,188	198,779	79,182
Total Non-Current Financial Liabilities	-	-	-	-

	Period ended September 30, 2020 (Unaudited)	Period ended June 30, 2020 (Unaudited)	Period ended March 31, 2020 (Unaudited)	Period ended December 31, 2019 (Audited)
	$	$	$	$
Revenue	-	-	-	-
Net loss attributable to the Company	(20,252)	(48,888)	(252,343)	(1,336,535)
Basic and diluted earnings (loss) per share from continued operations	(0.00)	(0.00)	(0.01)	(0.05)
Total Assets	95,065	20,324	28,321	135,460
Total Non-Current Financial Liabilities	-	-	-	-

5.3 Dividends

The Company has not paid dividends since its incorporation. While there are no restrictions precluding the Company from paying dividends, it has no source of cash flow and anticipates using all available cash resources toward its stated business objectives. At present, the Company's policy is to retain earnings, if any, to finance its business operations. The Company's Board will determine if and when dividends should be declared and paid in the future based on the Company's financial position, financial requirements and other conditions existing at the relevant time.

5.4 Foreign GAAP

Not applicable.

6. MANAGEMENT'S DISCUSSION AND ANALYSIS

6.1 General

The Company's MD&A for the years ended December 31, 2020, 2019 and 2018 and the nine-month period ended September 30, 2021 are attached as Schedule "B" and Schedule "D", respectively, to this Listing Statement.

7. MARKET FOR SECURITIES

As of the date of this Listing Statement, the Company is a reporting issuer in British Columbia and Alberta. The Common Shares are currently listed on the TSX Venture Exchange ("**TSXV**") under the symbol "RR". The Common Shares will be de-listed from the TSXV on or about March 4**,** 2022. On or about March 4, 2022, the Common Shares will be listed for trading on the CSE.

8. CONSOLIDATED CAPITALIZATION

The following table sets out the share and loan capital of the Company. The table should be read in conjunction with the Annual Financials attached as Schedule "A" to this Listing Statement as well as with the other disclosure contained in this Listing Statement. See also in this Listing Statement, "*Description of Securities*" and "*Description of Securities - Prior Sales*".

Capital	Authorized	Amount outstanding as at December 31, 2020	Amount outstanding as of the date of the Listing Statement
Common Shares	Unlimited	29,643,616	114,231,116[(1)]
Warrants	Unlimited	6,000,000[(2)]	59,147,500[(3)]
Stock Options	11,423,111[(4)]	Nil	150,000[(5)]

Notes:

(1) Includes 64,087,500 Common Shares underlying the Units issued under the 2021 Financing, 5,800,000 Common Shares issued under the 2021 Financing, 1,800,000 Common Shares issued pursuant to the Brussels Creek Agreement, 1,500,000 Common Shares issued pursuant to the Kagoot Brook Agreement and 5,700,000 Common Shares issued pursuant to the Battmetals Agreement.

(2) Expired on May 5, 2021.

(3) Warrants underlying the Units issued under the 2021 Financing. Each Warrant is exercisable for one Common Share at the exercise price of $0.075 until April 22, 2022.

(4) The Option Plan is a rolling stock option plan that sets the number of Common Shares issuable under the Option Plan at a maximum of 10% of the Common Shares issued and outstanding at the time of any grant under the Option Plan.

(5) Each Stock Option is exercisable into one Common Share at the exercise price of $0.18 until May 3, 2022.

9. OPTIONS AND OTHER RIGHTS TO PURCHASE SECURITIES

9.1 Stock Options

As of December 31, 2021, the Company had an aggregate of 150,000 Common Shares reserved for issuance pursuant to Stock Options as set forth below.

Optionee	Amount outstanding as at December 31, 2020	Amount outstanding as of the date of the Listing Statement
Executive officers of the Company (and past executive officers)	Nil	Nil
Directors of the Company (and past directors) that are not executive officers	Nil	Nil
Executive officers of subsidiaries of the Company (and past executive officers)	Nil	Nil
Directors of subsidiaries of the Company (and past directors) that are not executive officers	Nil	Nil
Employees of the Company	Nil	Nil
Employees of subsidiaries of the Company	Nil	Nil
Consultants of the Company	150,000	150,000
Other persons	Nil	Nil

Stock Options are currently granted under the Option Plan which was approved by the shareholders of the Company on June 28, 2021. Pursuant to the Option Plan, the Board may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Company, non-transferable options to purchase Common Shares, provided that the aggregate number of Common Shares that may be reserved for issuance, from time to time, under the Option Plan shall not exceed ten (10%) percent of the total issued and outstanding Common Shares, exercisable for a period of up to ten (10) years from the date of the grant. The number of Common

Shares reserved for issuance to any individual director or officer of the Company will not exceed 5% of the issued and outstanding Common Shares (2% in the case of optionees providing investor relations services to the Company) unless disinterested shareholder approval is obtained. The Stock Options may be exercised no later than one year following the date the optionee ceases to be a director, officer or consultant of the Company, as determined by the Board at the time of each grant. However, if the employment of an employee or consultant is terminated for cause or as a result of an order of any regulatory body, no Stock Option held by such optionee may be exercised following the date upon which termination occurred.

9.2 Warrants

As of the date of this Listing Statement, the Company has 59,147,500 Warrants outstanding, issued under the 2021 Financing. Each Warrant is exercisable to purchase one Common Share at the exercise price of exercise price of $0.075 until April 22, 2022.

10. DESCRIPTION OF SECURITIES

10.1 Authorized Capital

The Company's authorized share capital consists of an unlimited number of Common Shares without par value, of which 114,231,116 Common Shares are issued and outstanding as fully paid and non-assessable as of the date of this Listing Statement.

10.2 Common Shares

The Common Shares are not subject to any future call or assessment and do not have any pre-emptive, conversion or redemption rights, and all have equal voting rights. There are no special rights or restrictions of any nature attached to any of the Common Shares, all of which rank equally as to all benefits which might accrue to the holders of the Common Shares. All holders of Common Shares are entitled to receive a notice of any general meeting to be convened by the Company. At any general meeting of the Company, every shareholder of the Company has one vote for each Common Share of which he or she is the registered owner. Voting rights may be exercised in person or by proxy.

The holders of Common Shares are entitled to share pro rata in any: (i) dividends if, as and when declared by the Board, and (ii) such assets of the Company as are distributable to shareholders of the Company upon liquidation of the Company.

10.3 Warrants

As of the date of this Listing Statement, the Company has 59,147,500 Warrants outstanding. Each Warrant is exercisable to purchase one Common Share at $0.075 per Common Share until April 22, 2022.

10.4 Stock Options

As of the date of this Listing Statement, the Company has 150,000 Stock Options outstanding.

The Company has adopted the Option Plan (see in this Listing Statement, "*Options to Purchase Securities of the Company — Stock Options – Option Plan*"). The Board does not intend to grant any additional Stock Options until such time following listing of the Common Shares on the CSE that the trading price of the Common Shares has stabilized.

10.5 Prior Sales

The following table summarizes the issuances of Common Shares or securities convertible into Common Shares for the 12-month prior to the date of this Listing Statement.

Date	Number of Securities	Type of Securities	Issue/Exercise Price per Security	Nature of Issuance
September 7, 2021	100,000	Common Shares	$0.075	Warrant Exercise
September 3, 2021	5,200,000	Common Shares	$0.075	Warrant Exercise
September 1, 2021	300,000	Common Shares	$0.075	Warrant Exercise
August 27, 2021	100,000	Common Shares	$0.075	Warrant Exercise
August 20, 2021	1,500,000	Common Shares	$0.1275 (deemed)	Kagoot Brook Agreement(1)
August 16, 2021	5,700,000	Common Shares	$0.06375 (deemed)	Battmetals Agreement(2)
May 3, 2021	150,000	Stock Options	$0.18	Stock Options(3)
April 22, 2021	5,800,000	Common Shares (Flow-Through)	$0.05	Private Placement(4)
April 22, 2021	64,087,500	Units	$0.05	Private Placement(4)
April 22, 2021	1,800,000	Common Shares	$0.05 (deemed)	Brussels Creek Agreement(5)

Notes:

(1) Issued pursuant to the Kagoot Brook Agreement. See "*General Development of the Business – 2021*".
(2) Issued pursuant to the Battmetals Agreement at a deemed price per share of $0.06375. See "*General Development of the Business – 2021*".
(3) Each Stock Option is exercisable into one Common Share at the exercise price of $0.18 until May 3, 2022.
(4) Issued pursuant to the 2021 Financing. See "*General Development of the Business – 2021*".
(5) Issued pursuant to the Brussels Creek Agreement. See "*General Development of the Business – 2021*".

10.6 Listing of Common Shares

The Common Shares are listed and posted for trading on the TSXV under the trading symbol "RR" and are expected to cease to trade on the TSXV on or about March 4, 2022. On March 4, 2022, the Common Shares will begin trading on the CSE under the symbol "RR". The following table sets forth the daily high and low closing trading prices and the volume of the trading of the Common Shares, on days which there was trading activity, on the TSXV for the periods indicated.

Period	High ($)	Low ($)	Volume
February 2022	$0.045	$0.035	7,612,373
January 2022	$0.04	$0.03	10,810,979
December 2021	$0.04	$0.035	5,028,795

Period	High ($)	Low ($)	Volume
November 2021	$0.06	$0.04	10,542,047
October 2021	$0.062	$0.03	3,231,356
September 2021	$0.095	$0.03	4,818,100
August 2021	$0.17	$0.075	26,584,791
July 15 – 31, 2021	$0.16	$0.09	393,435
July 1 – 14, 2021	$0.18	$0.105	1,195,290
June 2021	$0.13	$0.085	1,025,960
May 2021	$0.18	$0.085	1,194,665
April 2021	$0.19	$0.075	2,805,147
Q1 2021	$0.085	$0.04	5,723,102
Q4 2020	$0.085	$0.045	2,841,797
Q3 2020	N/A	N/A	Nil
Q2 2020	N/A	N/A	Nil
Q1 2020	N/A	N/A	Nil
Q4 2019	$0.085	$0.035	354,563
Q3 2019	$0.06	$0.035	191,606

11. ESCROWED SECURITIES

No Common Shares are currently held in escrow.

12. PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and executive officers of the Company, as of the date hereof, there are no persons who, directly or indirectly, own or exercise control or direction over, securities carrying more than 10% of the Common Shares or the voting rights attached to any class of voting securities of the Company.

13. DIRECTORS AND OFFICERS

13.1 Directors and Executive Officers of the Company

The names, municipalities of residence, positions with the Company and the principal occupations for the five preceding years of the directors and executive officers of the Company are as follows:

Name and Municipality of Residence	Position and Office held with the Company and Principal Occupation(1)	Number and Percentage of Common Shares owned(1)	Date of appointment as director or officer of the Company
Yari Nieken Director, CEO and Chairman *Vancouver, B.C.*	See detailed description below under "Management Details".	3,620,666 (3.17%)(3)	Director: October 13, 2017 CEO: April 1, 2020

Name and Municipality of Residence	Position and Office held with the Company and Principal Occupation[1]	Number and Percentage of Common Shares owned[1]	Date of appointment as director or officer of the Company
Bryson Goodwin[2] Director and President *Surrey, B.C.*	See detailed description below under "Management Details".	7,200,000 (6.30%)[3]	Director: February 20, 2019 President: March 21, 2019
Andreas Schleich[2] Director *North Vancouver, B.C.*	See detailed description below under "Management Details".	4,200,000 (3.68%)[3]	August 18, 2020
Joel Warawa [2] Director *Vancouver, B.C.*	See detailed description below under "Management Details".	157,500 (0.14%)[3]	August 25, 2020
Natasha Sever CFO *Montreal, Quebec*	See detailed description below under "Management Details".	200,000 (0.18%)[3]	April 2, 2019
Kelly Pladson Corporate Secretary *Vancouver, B.C.*	See detailed description below under "Management Details".	Nil	February 19, 2019

Notes:

(1) The information as to principal occupation, business or employment and shares beneficially owned or controlled is not within the knowledge of management of the Company and has been furnished by the respective individuals.

(2) Member of the Audit Committee.

(3) Figures calculated based on 114,231,116 Common Shares issued and outstanding as at the date of this Listing Statement.

13.2 Period of Service of Directors

The current directors of the Company will be elected annually at each annual general meeting of the Company's shareholders and will hold office until the next annual general meeting unless a director's office is earlier vacated in accordance with the constating documents of the Company or he or she becomes disqualified to serve as a director.

13.3 Directors' and Officers' Common Share Ownership

As at the date of this Listing Statement, the directors and executive officers of the Company beneficially own, directly or indirectly, or control or direct 15,378,166 Common Shares, or approximately 13.46% of the Common Shares issued and outstanding on a non-diluted basis.

13.4 Board Committees

The Company has established an audit committee (the "**Audit Committee**"), which consists of Bryson Goodwin, Joel Warawa and Andreas Schleich, each of whom is a director and financially literate in accordance with National Instrument 52-110 *Audit Committees* ("**NI 52-110**"). Mr. Warawa and Mr. Schleich are considered to be independent in accordance with NI 52-110. Mr. Goodwin, the Company's President, is not independent.

The Board has no committees other than the Audit Committee. The Board may from time to time establish additional committees.

13.5 Principal Occupation of Directors and Executive Offers

Information on directors' and executive officers' principal occupation is set out in section 13.11 – *Management Details*.

13.6 Cease Trade Orders and Bankruptcies

To the knowledge of the Company, except as set forth below, no director or officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, is, or within 10 years before the date hereof has been, a director or officer of any other issuer that, while that person was acting in that capacity:

(a) was the subject of a cease trade or similar order, or an order that denied the relevant company access to any exemptions under securities law, for a period of more than 30 consecutive days;

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

(c) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

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

The Company was subject to a failure-to-file cease trade order issued by the British Columbia Securities Commission ("**BCSC**") on May 6, 2020 as a result of a delay in filing its 2019 year-end audited financial statements and MD&A. The 2019 year-end audited financial statements and MD&A were filed on June 23, 2020 and the BCSC revoked its cease trade order on June 25, 2020. Mr. Nieken and Mr. Goodwin were directors of the Company at the time the cease trade order was issued.

13.7 Penalties or Sanctions

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

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

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

13.8 Settlement Agreements

Not applicable.

13.9 Personal Bankruptcies

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

13.10 Potential Conflicts of Interest

Certain directors and officers of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations to other public companies in the resource sector may give rise to conflicts of interest from time to time. As a result, if opportunities are provided to a director of the Company, the directors will be bound by and will act within their fiduciary duties to the Company. The directors and senior officers 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 personal interest which they may have in any project or opportunity of the Company, and to abstain from voting on such matters.

The directors and officers of the Company are aware of the existence of Laws governing the accountability of directors and officers for corporate opportunity and requiring disclosure by the directors of conflicts of interests and the Company will rely upon such Laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors and officers.

13.11 Management Details

The following sets out details of proposed directors and officers of the Company:

Yari Nieken – CEO, Chairman and Director - Age: 37

Mr. Nieken is the CEO, Chairman and a director of the Company. Mr. Nieken has a wide range of public company and capital market experience. Mr. Nieken is the founder and president of Foremost Capital Inc. (since February 2013), an exempt market dealer, and continues to consult for numerous issuers in the health care, mineral extraction and wellness sectors. He has served on the boards of several public and private issuers and has raised substantial capital in his career. He was formerly an investment adviser at Union Securities Corp.

Mr. Nieken holds an MBA from the Sydney Graduate School of Management and a Bachelor of Arts from the University of British Columbia.

Mr. Nieken will spend 25% of his available time on the affairs of the Company and has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Nieken is an independent contractor of the Company.

Bryson Goodwin – President and Director - Age: 53

Mr. Goodwin is the President and a director of the Company. Mr. Goodwin is currently the CEO and President of EV Battery Tech (since January 2020) and the managing director of Synergy Capital Market (since October 2008). Mr. Goodwin is an executive with experience in finance, sales, management, investor relations and operations with both private and public companies. His experience has demonstrated an operational, market and banking track record in the technology, biotechnology, oil/gas and resource sectors. Most recently he has held C-level executive positions in a banking and finance capacity. He joins the Company with experience in the systems governing Canadian and U.S. stock exchanges, as well as public company management, predominantly in the resource and energy sectors. Mr. Goodwin also sits on the board of a number of public and private companies.

Mr. Goodwin holds a Bachelor of Business from the University of British Columbia.

Mr. Goodwin will spend 10% of his available time on the affairs of the Company and has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Goodwin is an independent contractor of the Company.

Andreas Schleich – Director - Age: 46

Mr. Schleich is a director of the Company. Mr. Schleich is a marketing professional with more than 20 years of management expertise in the IT and marketing industry, including digital marketing. Mr. Schleich has held executive roles in the marketing and natural resources industries and has developed expertise in strategic planning, cost containment, budgeting, customer service, staff training and supervision in multi-cultural and global environments. Mr. Schleich is currently the CEO of Able & Howe Group Inc. (since March 2019).

Mr. Schleich will spend 10% of his available time on the affairs of the Company and has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Schleich is an independent contractor of the Company.

Joel Warawa – Director – Age: 42

Mr. Warawa is a director of the Company. Mr. Warawa is a financial and marketing consultant operating in the areas of business development, negotiations, mergers and acquisitions, and marketing in a broad spectrum of markets including commodities, automotive dealerships, and mining. Mr. Warawa is currently the VP of Corporate Communications of Bam Bam Resources (since June 2020). Prior thereto, Mr. Warawa held various marketing and sales positions in the automobile industry.

Mr. Warawa will spend approximately 10% of his available time on the affairs of the Company and has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Warawa is an independent contractor of the Company.

Natasha Sever – CFO - Age: 40

Natasha Sever is the CFO of the Company. Ms. Sever will be responsible for all financial management oversight. She has more than 10 years' of experience in senior finance roles over a wide range of industries including mining, retail and technology, allowing her to bring extensive experience with corporate financings and regulatory compliance to her role as CFO of the Company. Ms. Sever is currently the CFO of three publicly listed Canadian companies operating in the mining sector with properties in Canada and the United States.

Ms. Sever is a Certified Public Accountant designated in both Canada and Australia. She holds a BComm from Edith Cowan University, an Australian public university located in Perth, Western Australia.

Ms. Sever will spend approximately 10% of her available time on the affairs of the Company and has not entered into a non-competition or non-disclosure agreement with the Company. Ms. Sever is an independent contractor of the Company.

Kelly Pladson – Corporate Secretary - Age: 39

Kelly Pladson has provided corporate governance and regulatory compliance services to many TSX Venture and CSE listed companies since 2009. She works closely with the company's CEO and legal counsel in maintaining corporate records, managing the day to day operations of the company and ensuring the company's filings with the securities commissions and exchanges are accurately filed and in accordance with their deadlines. Prior to 2009, Ms. Pladson was an investment advisor's assistant for two years.

Ms. Pladson will spend approximately 10% of her available time on the affairs of the Company and has not entered into a non-competition or non-disclosure agreement with the Company. Ms. Pladson is an independent contractor of the Company.

14. CAPITALIZATION

The Company's issued capital consists of 114,231,116 Common Shares, 150,000 Stock Options and 59,147,500 Warrants.

	Number of Securities (non-diluted)	**Number of Securities (fully-diluted)**	**%of Issued (non-diluted)**	**% of Issued (fully diluted)**
Public Float				
Total outstanding (A)	114,231,116[(1)]	173,528,616[(2)]	100%	100%
Held by Related Persons or employees of the Company or Related Person of the Company, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Company (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Company upon exercise or conversion of other securities held) (B)	22,378,166	38,935,666	19.59%	22.44%
Total Public Float (A-B)	91,852,950	134,592,950	80.41%	77.56%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	7,200,000[(1)]	7,200,000[(1)]	6.30%	4.15%

Total Tradeable Float (A-C)	107,031,116	166,328,616	93.70%	95.85%

Public Securityholders (Registered)

Class of Security		
Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	Nil	Nil
100 – 499 securities	Nil	Nil
500 – 999 securities	1	800
1,000 – 1,999 securities	Nil	Nil
2,000 – 2,999 securities	Nil	Nil
3,000 – 3,999 securities	Nil	Nil
4,000 – 4,999 securities	Nil	Nil
5,000 or more securities	19	14,040,006
TOTAL	20	14,040,806

Public Securityholders (Beneficial)

Class of Security		
Size of Holding	**Number of holders(1)**	**Total number of securities**
1 – 99 securities	519	18,086
100 – 499 securities	1042	237,429
500 – 999 securities	605	381,148
1,000 – 1,999 securities	963	1,149,922
2,000 – 2,999 securities	412	924,398
3,000 – 3,999 securities	191	613,519
4,000 – 4,999 securities	131	552,597
5,000 or more securities	1,512	97,931,698
TOTAL	5,375	**101,808,797**

Notes:

(1) Common Shares are registered under the name of CDS & Co. (the registration name for CDS, which acts as nominee for many Canadian brokerage firms). The Company is unable to confirm the details of this aggregate position.

Non-Public Securityholders (Registered)

Class of Security		
Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	Nil	Nil
100 – 499 securities	Nil	Nil
500 – 999 securities	Nil	Nil
1,000 – 1,999 securities	Nil	Nil
2,000 – 2,999 securities	Nil	Nil
3,000 – 3,999 securities	Nil	Nil
4,000 – 4,999 securities	Nil	Nil
5,000 or more securities	6	22,378,166
TOTAL	6	22,378,166

Securities Convertible or Exchangeable into Any Class of Listed Securities

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Warrants	59,147,500	59,147,500 Common Shares
Stock Options	150,000	150,000 Common Shares

Notes:
(1) Each Warrant is exercisable into one Common Share at $0.075 per Common Share until April 22, 2022.
(2) Each Stock Option is exercisable into one Common Share at a price of $0.18 per Common Share until May 28, 2022.

15. EXECUTIVE COMPENSATION

The disclosure required by Form 51-102F6 - *Statement of Executive Compensation* under NI 51-102 for the year ended December 31, 2020 is included in the management information circular of the Company dated May 26, 2021 and filed on the SEDAR website at www.sedar.com on June 7, 2021. The Company has no current intention of making any material changes to the compensation structure described in such document.

16. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

16.1 Aggregate Indebtedness

There exists no indebtedness of the directors or executive officers of the Company, or any of their associates, to the Company, nor is any indebtedness of any of such persons to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

16.2 Indebtedness under Securities Purchase and Other Programs

Not applicable.

17. RISK FACTORS

An investment in Common Shares, as well as the Company's prospects, are highly speculative due to the high-risk nature of its business and the present stage of its development. Purchasers of securities of the Company and the shareholders of the Company may lose their entire investment. The risks described below are not the only ones facing the Company. Additional risks not currently known to the Company, or that the Company currently deems immaterial, may also impair the Company's operations. If any of the following risks actually occur, the Company's business, financial condition and operating results could be adversely affected.

Readers should consult with their professional advisors to assess an investment in the Company. These risk factors may not be a definitive list of all risk factors associated with an investment in the Company or in connection with the Company's business and operations.

Risks Associated with the Company's Securities

The Market Price of the Common Shares May be Subject to Wide Price Fluctuations

The market price of the Common Shares may be subject to wide fluctuations in response to many factors, including variations in the financial performance of the Company; divergence in financial results from analysts' expectations, changes in earnings estimates; changes in the business prospects for the Company; changes in the mining market generally; general economic conditions (including changes to economic conditions as a result of the ongoing COVID-19 crisis); legislative changes; possible efforts by investors, including short sellers, to impact the market price of the Common Shares through various means such as influencing investors through social media and investor discussion forums (such as the recent impact that Reddit users have had on the market price of certain securities) and short selling; and other events and factors outside of the Company's control. In addition, stock markets have from time to time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for the Common Shares.

The market price of the Common Shares and the common shares of other companies that prospective purchasers may consider to be comparable to the Company have experienced significant price and volume fluctuations recently. In particular, the market prices of such shares may be impacted by news reports relating to negative financial performance, competitive developments, market prices of competitor stocks, regulatory changes and other related issues in the mining industry.

Limited Market for Common Shares

The Common Shares are listed for trading on the TSXV under the trading symbol "RR" and will be de-listed from the TSXV. Thereafter, the Common Shares will be listed for trading on the CSE. There can be no assurance that an active and liquid market for the Common Shares will develop or be maintained and prospective purchasers may find it difficult to resell Common Shares.

Additional Financing and Dilution

The Company plans to focus on exploring for minerals and will use its working capital to carry out such exploration. However, the Company will require additional funds to further such activities.

To obtain such funds, the Company may sell additional securities including, but not limited to, its Common Shares or some form of convertible security, the effect of which would result in a substantial dilution of the equity interests of the Company's shareholders.

The Company has limited financial resources and provides no assurance that it will obtain additional funding for future acquisitions and development of projects or to fulfill its obligations under applicable agreements. The Company provides no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Recharge Properties with the possible dilution or loss of such interests. Further, revenues, financings and profits, if any, will depend upon various factors, including the success, if any, of exploration programs and general market conditions for natural resources. The Company provides no assurance that it can operate profitably or that it will successfully implement its plans for its further exploration and development of the Recharge Properties.

Risks Related to the Company's Business

Limited Business History

The Company has a short history of operations and has no history of earnings. The likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business. The Company has limited financial resources and there is no assurance that funding over and above the 2021 Financing gross proceeds will be available to it when needed. There is also no assurance that the Company can generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans.

Unknown Environmental Risks for Past Activities

Exploration and mining operations incur risks of releases to soil, surface water and groundwater of metals, chemicals, fuels, liquids having acidic properties and other contaminants. In recent years, regulatory requirements and improved technology have significantly reduced those risks. However, those risks have not been eliminated, and the risk of environmental contamination from present and past exploration or mining activities exists for mining companies. Companies may be liable for environmental contamination and natural resource damages relating to properties that they currently own or operate or at which environmental contamination occurred while or before they owned or operated the properties. No assurance can be given that potential liabilities for such contamination or damages caused by past activities at the Company's mineral properties do not exist.

Acquisitions and Joint Ventures

The Company will evaluate from time to time opportunities to acquire and joint venture mining assets and businesses. These acquisitions and joint ventures may be significant in size, may change the scale of the Company's business and may expose it to new geographic, political, operating, financial and geological risks. The Company's success in its acquisition and joint venture activities will depend on its ability to identify suitable acquisition and joint venture candidates and partners, acquire or joint venture them on acceptable terms and integrate their operations successfully with those of the Company. Any acquisitions or joint ventures would be accompanied by risks, such as the difficulty of assimilating the operations and personnel of any acquired companies; the potential disruption of the Company's ongoing business; the inability of management to maximize the financial and strategic position of the Company through the successful incorporation of acquired assets and businesses or joint ventures; additional expenses associated with amortization of acquired intangible assets; the maintenance of uniform standards, controls, procedures and policies; the impairment of relationships with employees, customers and contractors as a result of any integration of new management personnel; dilution of the Company's present shareholders or of its interests in its subsidiaries or assets as a result of the issuance of shares to pay for acquisitions or the decision to grant earning or other interests to a joint venture partner; and the potential unknown liabilities associated with acquired assets and businesses. There can be no assurance that the Company would be successful in overcoming these risks or any other problems encountered in connection with such acquisitions or joint ventures. There may be no right for shareholders to evaluate the merits or risks of any future acquisition or joint venture undertaken except as required by applicable laws and regulations.

No Mineral Resources and no Mineral Reserves have been estimated at the Recharge Properties

The Recharge Properties are in the exploration stage and sufficient work has not been done to define a mineral resource or mineral reserve. There is no assurance given by the Company that continuing work on the Recharge Properties will lead to defining the mineralization with enough confidence and in sufficient quantities to report it as a mineral resource or a mineral reserve.

No History of Mineral Production or Mining Operations

The Company has never had a producing property. There is no assurance that commercial quantities of minerals will be discovered nor is there any assurance that the Company's exploration programs will yield positive results. Even if commercial quantities of minerals are discovered, there can be no assurance that any Recharge Property will ever be brought to a stage where mineral resources can profitably be produced therefrom. Factors which may limit the ability to produce mineral resources include, but are not limited to, the price of minerals, availability of additional capital and financing and the nature of any mineral deposits. The Company does not have a history of mining operations that would guarantee it will produce revenue, operate profitably or provide a return on investment in the future. The Company has not paid dividends in the past and the Company does not have any plans to pay dividends in the foreseeable future.

Economics of Developing Mineral Properties

Mineral exploration and development is speculative and involves a high degree of risk. While the discovery of minerals may result in substantial rewards, few properties which are explored are commercially mineable and ultimately developed into producing mines. There is no assurance that the Recharge Properties are commercially mineable.

Should any mineral resources and reserves exist, substantial expenditures will be required to confirm mineral reserves which are sufficient to commercially mine and to obtain the required environmental approvals and permitting required to commence commercial operations. The decision as to whether a property contains a commercial mineral deposit and should be brought into production will depend upon the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and/or geologists, all of which involves significant expense. This decision will involve consideration and evaluation of several significant factors including, but not limited to: (1) costs of bringing a property into production, including exploration and development work, preparation of production feasibility studies and construction of production facilities; (2) availability and costs of financing; (3) ongoing costs of production; (4) mineral prices; (5) environmental compliance regulations and restraints (including potential environmental liabilities associated with historical exploration activities); and (6) political climate and/or governmental regulation and control. Development projects are also subject to the successful completion of engineering studies, issuance of necessary governmental permits, and availability of adequate financing. Development projects have no operating history upon which to base estimates of future cash flow.

The ability to sell, and profit from the sale of any eventual mineral production from any property will be subject to the prevailing conditions in the minerals marketplace at the time of sale. The global minerals marketplace is subject to global economic activity and changing attitudes of consumers and other end-users' demand for mineral products. Many of these factors are beyond the control of a mining company and therefore represent a market risk which could impact the long term viability of the Company and its operations.

Exploration and Development

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

There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial bodies of minerals. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish mineral resources and mineral reserves through drilling and subsequent economic evaluation activities and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Factors Beyond the Control of the Company

The potential profitability of mineral properties is dependent upon many factors beyond the Company's control. For instance, world prices of and markets for minerals are unpredictable, highly volatile, potentially subject to governmental fixing, pegging and/or controls and respond to changes in domestic, international, political, social and economic environments. Another factor is that rates of recovery of minerals from mined ore (assuming that such mineral deposits are known to exist) may vary from the rate experienced in tests and a reduction in the recovery rate will adversely affect profitability and, possibly, the economic viability of a property. Profitability also depends on the costs of operations, including costs of labour, equipment, electricity, environmental compliance or other production inputs. Such costs will fluctuate in ways the Company cannot predict and are beyond the Company's control, and such fluctuations will impact on profitability and may eliminate profitability altogether. Additionally, due to worldwide economic uncertainty, the availability and cost of funds for development and other costs have become increasingly difficult, if not impossible, to project. These changes and events may materially affect the financial performance of the Company.

The mining industry is intensely competitive and there is no assurance that, even if commercial quantities of a mineral resource are discovered, a profitable market will exist for the sale of the same. There can be no assurance that metal prices will be such that the Recharge Properties can be mined at a profit. Factors beyond the control of the Company may affect the marketability of any minerals discovered. Metal prices are subject to volatile price changes from a variety of factors including international economic and political trends, expectations of inflation, global and regional demand, currency exchange fluctuations, interest rates and global or regional consumption patterns, international investment patterns, national fiscal policies, monetary systems, speculative activities and increased production due to improved mining and production methods. The supply of, and demand for, the Company's principal products and exploration targets, namely lithium, gold, and nickel, is affected by various factors, including political events, economic conditions and production costs. The price of lithium, gold and nickel and other metals has fluctuated widely in recent years. Future price declines could cause commercial production to be impracticable, thereby having a material adverse effect on the Company's business, financial condition and result of operations. Moreover, the ability of the Company to fund its activities and the valuation of investor companies will depend significantly upon the market price of lithium, gold, nickel and other metals. The effect of these factors, individually or in the aggregate, is impossible to predict with accuracy.

The Company's proposed operations will require access to adequate infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. Unusual or infrequent weather phenomena, terrorism, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

The Company currently depends on two mineral properties

As at the date hereof, the Company's only material mineral properties are the Brussels Creek Project and the Kagoot Brook Project. Unless the Company acquires or develops additional material properties or projects, the Company will be solely dependent upon the operation of the Brussels Creek Project and the Kagoot Brook Project for its revenue and profits, if any. If the Company loses or abandons its interest in the Brussels Creek Project and/or the Kagoot Brook Project, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the CSE. There is also no guarantee that the CSE will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties.

Regulatory Requirements

The current or future operations of the Company, including development activities and possible commencement of production on its properties, requires permits from various federal and local governmental authorities, and such operations are and will be governed by Laws and regulations governing prospecting, development, mining, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays in production and other schedules as a result of the need to comply with the applicable Laws, regulations and permits. The Company will require licenses and permits from various governmental and non-governmental authorities for its operations. The Company has obtained, or plans to obtain all necessary licenses and permits required carrying on the activities it is currently conducting or which it proposes to conduct under applicable Laws and regulations. However, such licenses and permits are subject to change in regulations and in various operating circumstances. There can be no assurance that all permits which the Company may require for the development and construction of mining facilities and conduct of mining operations will be obtainable on reasonable terms or that such Laws and regulations would not have an adverse effect on any mining project which the Company might undertake.

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

Amendments or changes to current Laws, regulations government policies and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in costs or require abandonment or delays in the development of new mining properties.

Insurance

The Company's business is capital intensive and subject to a number of risks and hazards, including environmental pollution, accidents or spills, industrial and transportation accidents, labour disputes, changes in the regulatory environment, natural phenomena (such as inclement weather conditions, earthquakes, pit wall failures and cave-ins) and encountering unusual or unexpected geological conditions. Many of the foregoing risks and hazards could result in damage to, or destruction of, the Company's mineral properties or future processing facilities, personal injury or death, environmental damage, delays in or interruption of or cessation of their exploration or development activities, delay in or inability to receive necessary regulatory approvals, or costs, monetary losses and potential legal liability and adverse governmental action. The Company may be subject to liability or sustain loss for certain risks and hazards against which they do not or cannot insure or which it may reasonably elect not to insure because of the cost. This lack of insurance coverage could result in material economic harm to the Company.

COVID-19

The Company's business, operations and financial condition could be materially and adversely affected by the outbreak of epidemics or pandemics or other health crises, including the recent outbreak of COVID-19. On January 30, 2020, the World Health Organization declared the outbreak a global health emergency, on March 12, 2020, the World Health Organization declared the outbreak a pandemic. To date, there have been temporary business closures, quarantines and a general reduction in consumer activity in nearly all parts of the world. The outbreak has caused companies and most international jurisdictions to impose travel, gathering and other public health restrictions. The duration of the various disruptions to businesses locally and internationally and the related financial impact cannot be reasonably estimated at this time. If the pandemic is prolonged, including through subsequent waves, or if additional variants of COVID-19 emerge which are more transmissible or cause more severe disease, or if other diseases emerge with similar effects, the adverse impact on the economy could worsen.

Such public health crises can result in volatility and disruptions in global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect interest rates, credit ratings, credit risk and inflation. The risks to the

Company of such public health crises also include risks to employee health and safety, a slowdown or temporary suspension of operations impacted by an outbreak, regulatory changes, political or economic instabilities or civil unrest. The extent to which the COVID-19 pandemic impacts the Company 's results, business, financial condition or liquidity will depend on future developments in Canada, the U.S. and globally, including the development and widespread availability of efficient and accurate testing options and effective treatment options or vaccines.

The COVID-19 pandemic has not had a negative impact on the Company’s business or operations, and the Company does not currently anticipate that the COVID-19 pandemic will have an impact on its business or operations.

Current Global Financial Condition

The Company will be required to raise additional funds in the future for the development of its projects and other activities through the issuance of additional equity or debt. Current financial and economic conditions globally have been subject to increased uncertainties. These factors may affect the ability of the Company to obtain equity and/or debt financing in the future and, if obtained, influence the terms available to the Company. If these increased levels of volatility continue, the Company may not be able to secure appropriate debt or equity financing. If additional capital is raised by the issuance of shares from the treasury of the Company, shareholders may suffer dilution. Future borrowings by the Company or may increase the level of financial and interest rate risk to the Company as the Company will be required to service future indebtedness.

Industry Competition and International Trade Restrictions

The international resource industries are highly competitive. The value of any future reserves discovered and developed by the Company may be limited by competition from other world resource mining companies, or from excess inventories. Existing international trade agreements and policies and any similar future agreements, governmental policies or trade restrictions are beyond the control of the Company and may affect the supply of and demand for minerals around the world.

Environmental Risks and Hazards

All phases of the Company’s operations are subject to environmental regulation in the jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the general, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company’s operations. Environmental hazards may exist on the properties which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties. Reclamation costs are uncertain and planned expenditures estimated by management may differ from the actual expenditures required.

The Company is not insured against most environmental risks. Insurance against environmental risks (including potential liability for pollution and other hazards as a result of the disposal of waste products occurring from exploration and production) has not been generally available to companies within the industry. The Company will periodically evaluate the cost and coverage of the insurance against certain environmental risks that is available to determine if it would be appropriate to obtain such insurance.

Without such insurance, and if the Company becomes subject to environmental liabilities, the payment of such liabilities would reduce or eliminate its available funds or could exceed the funds the Company has to pay such liabilities and result in bankruptcy. Should the Company be unable to fund fully the remedial cost of an environmental problem, the Company might be required to enter into interim compliance measures pending completion of the required remedy.

Litigation Risk

All industries, including the mining industry, are subject to legal claims, with and without merit. Defence and settlement costs can be substantial, even with respect to claims that have no merit.

Costs of Land Reclamation Risk

It is difficult to determine the exact amounts which will be required to complete all land reclamation activities in connection with the properties in which the Company holds an interest. Reclamation bonds and other forms of financial assurance represent only a portion of the total amount of money that will be spent on reclamation activities over the life of a mine. Accordingly, it may be necessary to revise planned expenditures and operating plans in order to fund reclamation activities. Such costs may have a material adverse impact upon the financial condition and results of operations of the Company.

Title Claims and First Nations Rights

The Company has investigated its rights to explore and exploit its projects and, to the best of its knowledge, its rights in relation to lands covering the projects are in good standing. Nevertheless, no assurance can be given that such rights will not be revoked, or significantly altered, to the Company's detriment. There can also be no assurance that the Company's rights will not be challenged or impugned by third parties.

Although the Company is not aware of any existing title uncertainties with respect to lands covering material portions of its projects, there is no assurance that such uncertainties will not result in future losses or additional expenditures, which could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

Certain of the Company's properties may be subject to the rights or the asserted rights of various community stakeholders, including First Nations and other indigenous peoples. The presence of community stakeholders may impact the Company's ability to develop or operate its mining properties and its projects or to conduct exploration activities. Accordingly, the Company is subject to the risk that one or more groups may oppose the continued operation, further development or new development or exploration of the Company's current or future mining properties and projects.

Such opposition may be directed through legal or administrative proceedings, or through protests or other campaigns against the Company's activities.

Governments in many jurisdictions must consult with, or require the Company to consult with, indigenous peoples with respect to grants of mineral rights and the issuance or amendment of project authorizations. Consultation and other rights of indigenous peoples may require accommodation including undertakings regarding employment, royalty payments and other matters. This may affect the Company's ability to acquire within a reasonable time frame effective mineral titles, permits or licenses in any jurisdictions in which title or other rights are claimed by First Nations and other indigenous peoples, and may affect the timetable and costs of development and operation of mineral properties in these jurisdictions. The risk of unforeseen title claims by indigenous peoples also could affect existing operations as well as development projects. These legal requirements may also affect the Company's ability to expand or transfer existing operations or to develop new projects.

Dependence on Key Individuals

The Company is and will be dependent on a relatively small number of key personnel, the loss of any one of whom could have an adverse effect on the Company. At this time, the Company does not maintain key-person insurance on the lives of any of its key personnel.

In addition, the Company will be highly dependent upon contractors and third parties in the performance of its exploration and development activities. The Company provides no guarantee that such contractors and third parties will be available to carry out such activities on behalf of the Company or be available upon commercially acceptable terms.

Risk of Amendments to Laws

Amendments to current Laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Conflicts of Interest

Some of the directors and officers of the Company are directors and officers of other companies, some of which are in the same business as the Company. Some of the Company's directors and officers will continue to pursue the acquisition, exploration and, if warranted, the development of mineral resource properties on their own behalf and on behalf of other companies, and situations may arise where they will be in direct competition with the Company. The Company's directors and officers are required by law to act in the best interests of the Company. They may have the same obligations to the other companies in respect of which they act as directors and officers. Discharge of their obligations to the Company may result in a breach of their obligations to the other companies and, in certain circumstances, this could expose the Company to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligation to act in the best interests of the Company. Such conflicting legal obligations may expose the Company to liability to others and impair its ability to achieve its business objectives.

Influence of Third Party Stakeholders

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

Currency Risk

Currency fluctuations may affect the cash flow which the Company may realize from its operations, since most mineral commodities are sold in a world market in United States dollars. The Company's costs are incurred primarily in Canadian dollars.

18. PROMOTERS

The Company has not had any promoters within the two years immediately preceding the date hereof.

19. LEGAL PROCEEDINGS AND REGULATORY ACTIONS

19.1 Legal Proceedings

The Company is not aware of any legal proceedings material to the Company to which the Company is a party or to which any of its property is the subject matter, nor is the Company aware that any such proceedings are contemplated.

19.2 Regulatory Actions

There are currently no:

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

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

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

20. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed in this Listing Statement, no director, executive officer or persons or companies who beneficially own, control or direct, directly or indirectly, more than 10 percent of any class of outstanding voting securities of the Company, nor any associate or affiliate of the foregoing persons, has or has had any material interest, direct or indirect, in any transactions with the Company within the three most recently completed financial years or during the current financial year, that has materially affected or is reasonably expected to have a material effect on the Company.

21. AUDITORS, TRANSFER AGENTS AND REGISTRARS

21.1 Auditor

The auditor of the Company is Saturna Group Chartered Professional Accountants LLP, located at 1250 - 1066 W Hastings Street, Vancouver, British Columbia, V6E 3X1.

21.2 Transfer Agent and Registrar

The registrar and transfer agent for the Common Shares is Endeavor Trust Corporation, located at 702 - 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4.

22. MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the material contracts entered into by the Company within two years prior to the date hereof and which are currently in effect:

- the Brussels Creek Agreement; and
- the Battmetals Agreement.

These contracts are filed on the Company's SEDAR profile at www.sedar.com.

23. INTEREST OF EXPERTS

Saturna Group Chartered Professional Accountants LLP is independent of the Company within the meaning of the Rules of Professional Conduct of the Chartered Accountants of British Columbia.

None of the aforementioned persons or companies, nor any director, officer, employee or partner, as applicable, of any of the aforementioned persons or companies, is or is expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company.

24. OTHER MATERIAL FACTS

There are no other material facts other than as disclosed in the preceding items and that are necessary in order for this document to contain full, true and plain disclosure of all material facts relating to the Company and its securities.

25. FINANCIAL STATEMENTS

25.1 Financial Statements

The Annual Financials are attached hereto as Schedule "A", the Annual MD&A as Schedule "B", the Interim Financials as Schedule "C", and the Interim MD&A as Schedule "D".

25.2 Re-Qualifying Issuer

Not applicable.

SCHEDULE “A”

ANNUAL FINANCIALS

LE MARE GOLD CORP.

Consolidated Financial Statements

Years Ended December 31, 2020 and 2019

(Expressed in Canadian dollars)

SATURNAGROUP
CHARTERED PROFESSIONAL ACCOUNTANTS LLP
1066 West Hastings Street, Suite 1250
Vancouver, BC Canada V6E 3X1

To the Shareholders of Le Mare Gold Corp.

Opinion

We have audited the consolidated financial statements of Le Mare Gold Corp. (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2020 and 2019, and the consolidated statements of operations and comprehensive loss, changes in equity, and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2020 and 2019, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company has not generated any revenue and incurred negative cash flow from operations during the year ended December 31, 2020 and, as of that date, the Company has a working capital deficit of $378,909 and an accumulated deficit of $10,241,766. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Management's Discussion and Analysis, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Lonny Wong.

Saturna Group LLP

Saturna Group Chartered Professional Accountants LLP

Vancouver, Canada

April 30, 2021

LE MARE GOLD CORP.
Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

	December 31, 2020 $	December 31, 2019 $
Assets		
Current assets		
Cash	582	108,095
GST receivable	3,600	11,365
Advances (Note 13(a))	75,000	–
Prepaid expenses	–	5,000
Total current assets	79,182	124,460
Non-current assets		
Reclamation deposit	–	11,000
Total assets	79,182	135,460
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities (Notes 4 and 5)	228,722	99,580
Loans payable (Note 4)	229,369	47,750
Total current liabilities	458,091	147,330
Shareholders' deficit		
Share capital	7,583,205	7,583,205
Share-based payment reserve	588,320	588,320
Share subscriptions receivable (Note 6)	–	(15,000)
Warrants reserve	1,691,332	1,691,332
Deficit	(10,241,766)	(9,859,727)
Total shareholders' deficit	(378,909)	(11,870)
Total liabilities and shareholders' deficit	79,182	135,460

Nature and continuance of operations (Note 1)
Subsequent events (Note 13)

Approved and authorized for issuance by the Board of Directors on April 30, 2021:

/s/ "Yari Nieken"	*/s/ "Bryson Goodwin"*
Yari Nieken, Director	Bryson Goodwin, Director

(The accompanying notes are an integral part of these consolidated financial statements)

LE MARE GOLD CORP.

Consolidated Statements of Operations and Comprehensive Loss
(Expressed in Canadian dollars)

	Year ended December 31, 2020 $	Year ended December 31, 2019 $
Expenses		
Consulting fees	5,000	12,001
General and administrative	3,532	69,349
Impairment of exploration and evaluation assets (Note 3)	–	1,098,643
Investor relations	1,666	4,109
Management fees (Note 5)	94,762	62,097
Professional fees	48,237	39,743
Transfer agent and filing fees	29,309	24,168
Travel	1,146	130,689
Total expenses	183,652	1,440,799
Loss before other income (expense)	(183,652)	(1,440,799)
Other income (expense)		
Interest expense	(18,791)	(17,364)
Recovery of GST receivable	–	7,516
Unsupported payments (Note 9)	(172,622)	(62,430)
Write-off of accounts payable	4,026	108,790
Write-off of reclamation deposits	(11,000)	–
Total other income (expense)	(198,387)	36,512
Net loss and comprehensive loss	(382,039)	(1,404,287)
Basic and diluted loss per share	(0.01)	(0.07)
Weighted average shares outstanding	29,643,616	19,484,712

(The accompanying notes are an integral part of these consolidated financial statements)

LE MARE GOLD CORP.
Consolidated Statements of Changes in Equity
(Expressed in Canadian dollars)

	Share capital		Share-based payment reserve	Warrants reserve	Share subscriptions receivable	Deficit	Total shareholders' equity (deficit)
	Number	Amount $	$	$	$	$	$
Balance, December 31, 2018	17,643,616	7,031,107	588,320	1,643,430	–	(8,455,440)	807,417
Shares issued for private placement	12,000,000	552,098	–	47,902	(15,000)	–	585,000
Net loss for the year	–	–	–	–	–	(1,404,287)	(1,404,287)
Balance, December 31, 2019	29,643,616	7,583,205	588,320	1,691,332	(15,000)	(9,859,727)	(11,870)
Share subscriptions received	–	–	–	–	15,000	–	15,000
Net loss for the year	–	–	–	–	–	(382,039)	(382,039)
Balance, December 31, 2020	29,643,616	7,583,205	588,320	1,691,332	–	(10,241,766)	(378,909)

(The accompanying notes are an integral part of these consolidated financial statements)

LE MARE GOLD CORP.
Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)

	Year ended December 31, 2020 $	Year ended December 31, 2019 $
Operating activities		
Net loss	(382,039)	(1,404,287)
Items not involving cash:		
Impairment of exploration and evaluation assets	–	1,098,643
Recovery of GST receivable	–	(7,516)
Write-off of accounts payable	(4,026)	(108,790)
Write-off of reclamation deposits	11,000	–
Changes in non-cash working capital items:		
GST receivable	7,765	24,852
Advances	(75,000)	–
Prepaid expenses	5,000	19,450
Accounts payable and accrued liabilities	133,168	76
Net cash used in operating activities	(304,132)	(377,572)
Financing activities		
Proceeds from loans payable	181,619	–
Repayment of loans payable	–	(146,349)
Proceeds from issuance of common shares	15,000	585,000
Net cash provided by financing activities	196,619	438,651
Change in cash	(107,513)	61,079
Cash, beginning of year	108,095	47,016
Cash, end of year	582	108,095
Non-cash investing and financing activities:		
Fair value of share purchase warrants issued in private placement recorded in warrant reserve	–	47,902

(The accompanying notes are an integral part of these consolidated financial statements)

1. Nature and Continuance of Operations

Le Mare Gold Corp. (the "Company") was incorporated in the province of British Columbia on March 9, 2010 as Signal Exploration Inc. The Company changed its name to Southern Lithium Corp. in October 2016 and then to Le Mare Gold Corp. in February 2018. The Company is a resource exploration company that is in the business of acquiring and exploring mineral properties. The Company's registered address is Suite 600, 535 Howe Street, Vancouver, BC, V6Z 2Z4.

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. The impact on the Company has not been significant, but management continues to monitor the situation.

These consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. For the year ended December 31, 2020, the Company has not generated any revenue and incurred negative cash flow from operations. As at December 31, 2020, the Company has a working capital deficit of $378,909 and an accumulated deficit of $10,241,766. The Company's continuation as a going concern is dependent on its ability to generate future cash flows and/or obtain additional financing. Management intends to finance operating costs over the next twelve months with cash on hand, loans from directors and companies controlled by directors, and/or private placements of common shares. There is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These factors indicate the existence of a material uncertainty that may cast significant doubt on the ability of the Company to continue as a going concern. These consolidated financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

2. Significant Accounting Policies

(a) Statement of Compliance and Basis of Preparation

The accompanying consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") on a going concern basis.

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, 1178796 B.C. Ltd. (up to the date of dissolution on January 10, 2020). All significant inter-company balances and transactions have been eliminated on consolidation.

These consolidated financial statements have been prepared on a historical cost basis and are presented in Canadian dollars, which is also the Company's functional currency.

(b) Use of Estimates and Judgments

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues, and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

Significant areas requiring the use of estimates include the recoverability of exploration and evaluation assets and unrecognized deferred income tax assets.

2. Significant Accounting Policies (continued)

(b) Use of Estimates and Judgments (continued)

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits are likely either from future exploitation or sale or where activities have not reached a stage which permits a reasonable assessment of the existence of reserves. The deferral policy requires management to make certain estimates and assumptions about future events or circumstances, in particular whether an economically viable extraction operation can be established. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the consolidated statement of operations in the period when the new information becomes available.

The application of the going concern assumption requires management to take into account all available information about the future, which is at least, but is not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

(c) Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance, are readily convertible to known amounts of cash, and which are subject to insignificant risk of changes in value to be cash equivalents.

(d) Foreign Currency Translation

The functional and reporting currency is the Canadian dollar. Transactions denominated in foreign currencies are translated using the exchange rate in effect on the transaction date or at an average rate. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange in effect at the consolidated statement of financial position date. Non-monetary items are translated using the historical rate on the date of the transaction. Foreign exchange gains and losses are included in the consolidated statement of operations.

(e) Exploration and Evaluation Expenditures

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are charged to operations.

Exploration and evaluation assets are assessed for impairment if: (i) sufficient data exists to determine technical feasibility and commercial viability; and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

2. Significant Accounting Policies (continued)

(e) Exploration and Evaluation Expenditures (continued)

Farm outs

The Company does not record any expenditures made by the farmee in its accounts. It also does not recognize any gain or loss on its exploration and evaluation farm out arrangements but re-designates any costs previously capitalized in relation to the whole interest as relating to the partial interest retained and any consideration received directly from the farmee is credited against costs previously capitalized.

(f) Restoration, Rehabilitation, and Environmental Obligations

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged in the consolidated statement of operations over the economic life of the related asset, through amortization using either the unit of production or the straight-line method. The obligation is increased for the accretion and the corresponding amount is recognized in the consolidated statement of operations.

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in the consolidated statement of operations.

The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

As at December 31, 2020 and 2019, the Company had no material restoration, rehabilitation, and environmental obligations.

(g) Financial Instruments

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are included in the initial carrying value of the related instrument and are amortized using the effective interest method. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the consolidated statement of operations.

Fair value estimates are made at the consolidated statement of financial position date based on relevant market information and information about the financial instrument. All financial instruments are classified into either: fair value through profit or loss (“FVTPL”) or amortized cost.

2. Significant Accounting Policies (continued)

(g) Financial Instruments (continued)

Fair value estimates are made at the statement of financial position date based on relevant market information and information about the financial instrument. All financial instruments are classified into either: fair value through profit or loss ("FVTPL") or amortized cost.

The Company has made the following classifications:

Cash	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Loans payable	Amortized cost

Financial Assets

The classification of financial assets depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Financial assets at FVTPL

Financial assets are classified as FVTPL when the financial asset is either held for trading or it is designated as FVTPL. A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at amortized cost

Financial assets at amortized cost are non-derivative financial assets which are held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition. Subsequent to initial recognition, financial assets are measured at amortized cost using the effective interest method, less any impairment.

Impairment of financial assets
Financial assets, other than those classified as FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been decreased.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account.

When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are offset against the allowance account. Changes in the carrying amount of the allowance account are recognized in the consolidated statement of operations. Loss allowances are based on the lifetime ECL's that result from all possible default events over the expected life of the trade receivable, using the simplified approach.

2. Significant Accounting Policies (continued)

(g) Financial Instruments (continued)

Financial Assets (continued)

For financial assets measured at amortized cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through the consolidated statement of operations to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial Liabilities and Equity Instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized as the proceeds received, net of direct issue costs.

Other financial liabilities

Other financial liabilities (including loans and borrowings and trade payables and other liabilities) are initially measured at fair value, net of transaction costs. Subsequently, other financial liabilities are measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

(h) Income Taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in the consolidated statement of operations. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

2. Significant Accounting Policies (continued)

(h) Income Taxes (continued)

Deferred income tax

Deferred income tax is provided using the statement of financial position method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable income will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(i) Flow-Through Shares

The resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow-through share arrangements are renounced to investors in accordance with Canadian tax legislation. On issuance, the premium recorded on the flow-through share, being the difference in price over a common share with no tax attributes, is recognized as a liability. When expenditures are renounced to flow through share investors, the deferred income tax liability associated with the renounced tax deductions is recognized through the consolidated statement of operations with a pro-rata portion of the deferred premium.

(j) Share-based Payments

The Company grants share-based awards to employees, directors, and consultants as an element of compensation. The fair value of the awards is recognized over the vesting period as share-based compensation expense and share-based payment reserve. The fair value of share-based payments is determined using the Black-Scholes option pricing model using estimates at the date of the grant. At each reporting date prior to vesting, the cumulative expense representing the extent to which the vesting period has expired and management's best estimate of the awards that are ultimately expected to vest is computed. The movement in cumulative expense is recognized in the consolidated statement of operations with a corresponding entry within equity, against contributed surplus. No expense is recognized for awards that do not ultimately vest. When stock options are exercised, the proceeds received, together with any related amount in share-based payment reserve, are credited to share capital.

Share-based payments arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions, unless the fair value cannot be estimated reliably. If the Company cannot reliably estimate the fair value of the goods or services received, the Company will measure their value by reference to the fair value of the equity instruments granted.

(k) Loss Per Share

Basic loss per share is calculated by dividing net loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the reporting period. Diluted loss per share is determined by adjusting the net loss attributable to common shares and the weighted average number of common shares outstanding, for the effects of all dilutive potential common shares. As at December 31, 2020, the Company had 6,000,000 (2019 – 12,380,216) potentially dilutive shares outstanding.

(Expressed in Canadian dollars)

2. Significant Accounting Policies (continued)

(l) Comprehensive Loss

Comprehensive income (loss) is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in the consolidated statement of operations. The Company does not have items representing comprehensive income or loss.

(m) Reclassifications

Certain of the prior period amounts have been reclassified to conform to the current period's presentation.

(n) Accounting Standards Issued But Not Yet Effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended December 31, 2020, and have not been early adopted in preparing these consolidated financial statements. These new standards, and amendments to standards and interpretations are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

3. Exploration and Evaluation Assets

	Le Mare Property $
Balance, December 31, 2018	900,000
Impairment	(900,000)
Balance, December 31, 2019 and 2020	–
Exploration costs:	
Balance, December 31, 2018	198,643
Impairment	(198,643)
Balance, December 31, 2019 and 2020	–
Carrying amounts:	
Balance, December 31, 2019 and 2020	–

Le Mare Property

On March 11, 2018, the Company entered into a mineral property option agreement to acquire a 100% interest in 12 mineral claims located in the Nanaimo Mining Division. Under the terms of the agreement, the Company issued 5,000,000 common shares with a fair value of $850,000 and pay $50,000 to the optionor. In addition, the Company agreed to pay an additional $200,000 and incur at least $100,000 in exploration expenditures on the property on or before March 11, 2021 (incurred). The optionor retains a 3% net smelter return ("NSR") royalty on the property. The Company may purchase one-half of the NSR royalty by paying the optionor $1,500,000.

During the year ended December 31, 2019, the Company decided to terminate the mineral property option agreement due to poor drilling results. As a result, the Company recorded an impairment loss of $1,098,643.

4. Loans Payable

   (a) As at December 31, 2019, the Company owed $19,819 (2019 - $18,000) to a company controlled by the Chief Executive Officer ("CEO") and a significant shareholder of the Company, which is unsecured, non-interest bearing, and due on demand.

   (b) As at December 31, 2020, the Company owed $29,750 (2019 - $29,750) to the father of the CEO of the Company, which is unsecured, bears interest at 15% per annum, and is due on demand. As at December 31, 2020, accrued interest of $27,165 (2019 - $22,703) is included in accounts payable and accrued liabilities.

   (c) As at December 31, 2020, the Company owed the following amounts to the CEO of the Company: $145,000 (2019 - $nil) which is unsecured, bears interest at 10% per annum, and is due on demand and $5,000 (2019 - $nil) which is unsecured, bears interest at 15% per annum, and is due on demand. As at December 31, 2020, accrued interest of $13,036 (2019 - $nil) is included in accounts payable and accrued liabilities.

   (d) As at December 31, 2020, the Company owed $8,800 (2019 - $nil) to a significant shareholder of the Company, which is unsecured, bears interest at 10% per annum, and is due on demand. As at December 31, 2020, accrued interest of $762 (2019 - $nil) is included in accounts payable and accrued liabilities.

   (e) As at December 31, 2020, the Company owed $21,000 (2019 - $nil) to a company with common officers and directors, which is unsecured, non-interest bearing, and due on demand.

5. Related Party Transactions

   (a) As at December 31, 2020, the amount of $63,063 (2019 - $2,625) is owed to the CFO of the Company and a company controlled by the Chief Financial Officer ("CFO") of the Company which is included in accounts payable and accrued liabilities. The amount owed is non-interest bearing, unsecured, and due on demand. During the year ended December 31, 2020, the Company incurred management fees of $64,762 (2019 - $32,024) to a company controlled by the CFO of the Company.

   (b) As at December 31, 2020, the amount of $28,875 (2019 - $5,250) is owed to a company controlled by the Corporate Secretary of the Company which is included in accounts payable and accrued liabilities. The amount owed is non-interest bearing, unsecured, and due on demand. During the year ended December 31, 2020, the Company incurred management fees of $30,000 (2019 - $30,071) to a company controlled by the Corporate Secretary of the Company.

   (c) As at December 31, 2020, the amount of $13,340 (2019 - $2,664) is owed to the CEO of the Company which is included in accounts payable and accrued liabilities. The amount owed is non-interest bearing, unsecured, and due on demand.

6. Share Capital

   Authorized: Unlimited common shares without par value

   On November 5, 2019, the Company issued 12,000,000 units at a price of $0.05 per unit for proceeds of $600,000, of which $15,000 was receivable as at December 31, 2019. Each unit consisted of one common share and one-half of one transferable share purchase warrant, with each whole share purchase warrant entitling the holder to purchase one additional common share at an exercise price of $0.40 per share for a period of 18 months, subject to accelerated expiry. The fair value of the share purchase warrants issued of $47,902 was allocated to warrants reserve.

(Expressed in Canadian dollars)

7. Stock Options

Pursuant to the Company's stock option plan, the Company may grant stock options to directors, senior officers, employees, and consultants. The maximum aggregate number of common shares which may be reserved for issuance as optioned shares at any time is 10% of the issued common shares. The exercise price of any stock options granted under the plan shall be determined by the Board, but may not be less than the market price of the common shares on the TSX-V on the date of grant (less any discount permissible under TSX-V rules), subject to a minimum exercise price of $0.10 per share. The term of any stock options granted under the plan shall be determined by the Board at the time of grant but may not exceed five years. The plan contains no vesting requirements, but permits the Board to specify a vesting schedule at its discretion.

8. Share Purchase Warrants

The following table summarizes the continuity of share purchase warrants:

	Number of warrants	Weighted average exercise price $
Balance, December 31, 2018	6,879,744	0.44
Issued	6,000,000	0.04
Expired	(499,528)	3.50
Balance, December 31, 2019	12,380,216	0.30
Expired	(6,380,216)	0.20
Balance, December 31, 2020	6,000,000	0.40

As at December 31, 2020, the following share purchase warrants were outstanding:

Number of warrants outstanding	Exercise price $	Expiry date
6,000,000	0.40	May 5, 2021

9. Unsupported Payments

On November 10, 2019, the Company entered into a non-binding letter of intent (the "LOI") with Discovery Seed Labs Ltd. ("Discovery") and FutureWELL Industries Ltd. ("FutureWELL") to acquire 100% of the issued and outstanding shares in the capital of Discovery and FutureWELL. During the year ended December 31, 2020, the Company made payments totaling $172,622 (2019 - $62,430) on behalf of FutureWELL without appropriate supporting documentation.

On April 20, 2020, the LOI was terminated. Under the terms of the termination, FutureWell agreed to reimburse $200,000 to the Company upon completing a debt or equity financing in excess of $2,000,000 by FutureWell. The recovery of any of the payments made is uncertain.

10. Financial Instruments and Risk Management

(a) Fair Values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments, which include cash, and accounts payable and accrued liabilities, and loans payable, approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its cash. The risk in cash is managed through the use of a major financial institution which has a high credit quality as determined by rating agencies. The carrying amount of financial assets represents the maximum credit exposure.

(c) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk as it does not have any assets or liabilities that are affected by changes in interest rates.

(d) Foreign Exchange Rate Risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. The Company is not exposed to any significant foreign exchange rate risk.

(e) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company requires funds to finance its business development activities. In addition, the Company needs to raise equity financing to carry out its exploration programs. There is no assurance that financing will be available or, if available, that such financing will be on terms acceptable to the Company.

(f) Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

(Expressed in Canadian dollars)

11. Capital Management

The Company's capital structure consists of cash and equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The properties in which the Company currently has interests are in the exploration stage; as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire interests in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management since inception. The Company is not subject to externally imposed capital requirements.

12. Income Taxes

The actual income tax provisions differ from the expected amounts calculated by applying the Canadian combined federal and provincial corporate income tax rates to the loss before income taxes. The components of these differences are as follows:

	2020	2019
Canadian statutory income tax rate	27%	27%
Income tax recovery at statutory rate	(103,151)	(379,157)
Tax effect of:		
Permanent differences and other	179	7,605
Ture up of prior year difference	–	43,847
Change in unrecognized deferred tax assets	102,972	327,705
Income tax provision	–	–

The significant components of deferred income tax assets and liabilities are as follows:

	2020 $	2019 $
Deferred income tax assets:		
Non-capital losses carried forward	1,452,554	1,340,352
Exploration and evaluation assets	858,172	858,172
Share issuance costs	5,493	14,723
Unrecognized deferred income tax assets	(2,316,219)	(2,213,247)
Net deferred income tax asset	–	–

(Expressed in Canadian dollars)

12. Income Taxes (continued)

As at December 31, 2020, the Company has non-capital losses carried forward of $5,379,830 which are available to offset future years' taxable income. These losses expire as follows:

	$
2030	50,623
2031	149,010
2032	77,340
2033	84,194
2034	81,988
2035	77,376
2036	435,335
2037	2,663,530
2038	1,033,209
2039	311,274
2040	415,951
	5,379,830

The Company also has available mineral resource related expenditure pools totalling $3,178,414, which may be deducted against future taxable income on a discretionary basis.

13. Subsequent Events

(a) On February 3, 2021, the Company entered into a mineral option assignment agreement whereby the Company has been assigned the right to acquire up to a 100% interest in the Brussels Creek property located in the Kamloops Mining District, British Columbia. The assignor assigned all its right, title, and interest in and to the option agreement dated February 25, 2020 that it is a party to for $157,500 (paid) and 800,000 common shares of the Company (issued). The Company agreed to assume the obligations of the assignor under the option agreement subject to the optionor agreeing to accept 2,000,000 common shares of the Company in substitution for shares of the assignor otherwise due to be issued to the optionor under the option agreement as follows:

If a 60% interest in the property is acquired, the Company must issue 1,000,000 common shares on or before April 15, 2021 (issued), pay $100,000 on or before April 15, 2021 (paid), and incur $200,000 in exploration expenditures on the property on or before February 25, 2022 ($75,000 was advanced to the assignor during the year ended December 31, 2020 which will be applied to the required exploration expenditures).

If the remaining 40% interest in the property is acquired, the Company must issue 1,000,000 common shares on or before February 25, 2023, pay $125,000 on or before February 25, 2023, and incur an additional $275,000 in exploration expenditures on the property on or before February 25, 2023.

The interest earned is subject to a 2% Net Smelter Royalty payable to the optionor. One half of the royalty may be purchased for $1,500,000, exercisable anytime on or before the expiration of one year from the commencement of commercial production.

(b) On April 23, 2021, the Company issued 64,087,500 units at a price of $0.05 per unit for proceeds of $3,204,375. Each unit consisted of one common share and one transferable share purchase warrant. Each share purchase warrant entitles the holder to purchase one additional common share at $0.075 per share expiring on April 23, 2022. If the closing price of the Company's common shares is at or above $0.10 per share for ten consecutive days, the Company may provide notice to the warrant holders that the expiry date of the warrants has been accelerated and that warrants not exercised within thirty days of the of the date of the notice will expire. The Company issued 760,000 finders' warrants in connection with this private placement. Each finder's warrant is exercisable at $0.075 per common share expiring on April 23, 2022 and subject to the accelerated expiry and limitation on exercise as outlined above.

13. Subsequent Events (continued)

(c) On April 23, 2021, the Company issued 5,800,000 flow-through common shares at a price of $0.05 per share for proceeds of $290,000.

LE MARE GOLD CORP.

Consolidated Financial Statements

Years Ended December 31, 2019 and 2018

(Expressed in Canadian dollars)

SATURNA GROUP
CHARTERED PROFESSIONAL ACCOUNTANTS LLP

1066 West Hastings Street, Suite 1250
Vancouver, BC Canada V6E 3X1

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Le Mare Gold Corp.

Opinion

We have audited the consolidated financial statements of Le Mare Gold Corp. (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2019 and 2018, and the consolidated statements of operations and comprehensive loss, changes in equity, and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company has not generated any revenue and incurred negative cash flow from operations during the year ended December 31, 2019 and, as of that date, the Company has a working capital deficit of $22,870 and an accumulated deficit of $9,859,727. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

Management is responsible for the other information. The other information comprises the information included in the Management's Discussion and Analysis, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditors' report is Lonny Wong.

Saturna Group LLP

Saturna Group Chartered Professional Accountants LLP

Vancouver, Canada

June 22, 2020

LE MARE GOLD CORP.
Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

	December 31, 2019 $	December 31, 2018 $ (Restated – Note 12)
Assets		
Current assets		
Cash	108,095	47,016
GST receivable	11,365	28,701
Prepaid expenses	5,000	24,450
Total current assets	124,460	100,167
Non-current assets		
Reclamation deposit	11,000	11,000
Exploration and evaluation assets (Note 3)	–	1,098,643
Total non-current assets	11,000	1,109,643
Total assets	135,460	1,209,810
Liabilities and shareholders' equity (deficit)		
Current liabilities		
Accounts payable and accrued liabilities (Notes 4 and 5)	99,580	208,294
Loans payable (Note 4)	47,750	194,099
Total current liabilities	147,330	402,393
Shareholders' equity (deficit)		
Share capital	7,583,205	7,031,107
Share-based payment reserve	588,320	588,320
Share subscriptions receivable (Note 6)	(15,000)	–
Warrants reserve	1,691,332	1,643,430
Deficit	(9,859,727)	(8,455,440)
Total shareholders' equity (deficit)	(11,870)	807,417
Total liabilities and shareholders' equity (deficit)	135,460	1,209,810

Nature and continuance of operations (Note 1)

Approved and authorized for issuance by the Board of Directors on June 22, 2020:

/s/ "Yari Nieken"
Yari Nieken, Director

/s/ "Bryson Goodwin"
Bryson Goodwin, Director

(The accompanying notes are an integral part of these consolidated financial statements)

LE MARE GOLD CORP.
Consolidated Statements of Operations and Comprehensive Loss
(Expressed in Canadian dollars)

	Year ended December 31, 2019 $	Year ended December 31, 2018 $ (Restated – Note 12)
Expenses		
Consulting fees (Note 5)	12,001	204,684
Costs incurred related to potential acquisition	62,430	–
General and administrative	69,349	49,070
Impairment of exploration and evaluation assets (Note 3)	1,098,643	–
Investor relations	4,109	37,428
Management fees (Note 5)	62,097	302,597
Professional fees	39,743	76,880
Rent	–	89,000
Share-based compensation (Note 7)	–	65,093
Transfer agent and filing fees	24,168	23,430
Travel	130,689	179,466
Total expenses	1,503,229	1,027,648
Loss before other income (expense)	(1,503,229)	(1,027,648)
Other income (expense)		
Interest expense	(17,364)	(5,676)
Recovery (write off) of GST receivable	7,516	(58,441)
Write-off of accounts payable	108,790	–
Total other income (expense)	98,942	(64,117)
Net loss and comprehensive loss	(1,404,287)	(1,091,765)
Basic and diluted loss per share	(0.07)	(0.18)
Weighted average shares outstanding	19,484,712	6,234,579

(The accompanying notes are an integral part of these consolidated financial statements)

LE MARE GOLD CORP.
Consolidated Statements of Changes in Equity
(Expressed in Canadian dollars)

	Share capital		Share-based payment reserve	Warrants reserve	Share subscriptions receivable	Deficit	Total shareholders' equity (deficit)
	Number	Amount $	$	$	$	$	$
Balance, December 31, 2017	5,863,400	5,402,750	588,320	1,310,162	–	(7,363,675)	(62,443)
Shares issued for private placement	6,380,216	623,764	–	333,268	–	–	957,032
Shares issued for mineral properties	5,000,000	850,000	–	–	–	–	850,000
Fair value of stock options granted	–	–	65,093	–	–	–	65,093
Shares issued for stock options exercised	400,000	154,593	(65,093)	–	–	–	89,500
Net loss for the year	–	–	–	–	–	(1,091,765)	(1,091,765)
Balance, December 31, 2018 (Restated – Note 12)	17,643,616	7,031,107	588,320	1,643,430	–	(8,455,440)	807,417
Shares issued for private placement	12,000,000	552,098	–	47,902	(15,000)	–	585,000
Net loss for the year	–	–	–	–	–	(1,404,287)	(1,404,287)
Balance, December 31, 2019	29,643,616	7,583,205	588,320	1,691,332	(15,000)	(9,859,727)	(11,870)

(The accompanying notes are an integral part of these consolidated financial statements)

LE MARE GOLD CORP.
Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)

	Year ended December 31, 2019 $	Year ended December 31, 2018 $
		(Restated – Note 12)
Operating activities		
Net loss	(1,404,287)	(1,091,765)
Items not involving cash:		
Impairment of exploration and evaluation assets	1,098,643	–
Share-based compensation	–	65,093
Write-off of accounts payable	(108,790)	–
Write off of GST receivable (recovery)	(7,516)	58,441
Changes in non-cash working capital items:		
GST receivable	24,852	(12,016)
Prepaid expenses	19,450	87,991
Accounts payable and accrued liabilities	76	86,608
Net cash used in operating activities	(377,572)	(805,648)
Investing activities		
Exploration and evaluation asset expenditures	–	(246,824)
Reclamation deposits	–	(11,000)
Net cash used in investing activities	–	(257,824)
Financing activities		
Proceeds from loans payable	–	369,099
Repayment of loans payable	(146,349)	(360,000)
Proceeds from issuance of common shares	585,000	957,032
Proceeds from exercise of stock options	–	89,500
Net cash provided by financing activities	438,651	1,055,631
Change in cash	61,079	(7,841)
Cash, beginning of year	47,016	54,857
Cash, end of year	108,095	47,016
Non-cash investing and financing activities:		
Fair value of stock options reallocated to share capital from share-based payment reserve upon exercise	–	65,093
Fair value of share purchase warrants issued in private placement recorded in warrant reserve	47,902	333,268
Shares issued pursuant to mineral property option agreements	–	850,000

(The accompanying notes are an integral part of these consolidated financial statements)

1. Nature and Continuance of Operations

   Le Mare Gold Corp. (the "Company") was incorporated in the province of British Columbia on March 9, 2010 as Signal Exploration Inc. The Company changed its name to Southern Lithium Corp. in October 2016 and then to Le Mare Gold Corp. in February 2018. The Company is a resource exploration company that is in the business of acquiring and exploring mineral properties. The Company's registered address is 2831 Wembley Drive, North Vancouver, BC, V7J 3B8.

   On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. The impact on the Company is not currently determinable, but management continues to monitor the situation.

   These consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. For the year ended December 31, 2019, the Company has not generated any revenue and incurred negative cash flow from operations. As at December 31, 2019, the Company has a working capital deficit of $22,870 and an accumulated deficit of $9,859,727. The Company's continuation as a going concern is dependent on its ability to generate future cash flows and/or obtain additional financing. Management intends to finance operating costs over the next twelve months with cash on hand, loans from directors and companies controlled by directors, and/or private placements of common shares. There is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These factors indicate the existence of a material uncertainty that may cast significant doubt on the ability of the Company to continue as a going concern. These consolidated financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

2. Significant Accounting Policies

   (a) Statement of Compliance and Basis of Preparation

   The accompanying consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") on a going concern basis.

   These consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, 1178796 B.C. Ltd. All significant inter-company balances and transactions have been eliminated on consolidation.

   These consolidated financial statements have been prepared on a historical cost basis and are presented in Canadian dollars, which is also the Company's functional currency.

   (b) Application of New IFRS

   IFRS 16, Leases

   On January 1, 2019, the Company adopted IFRS 16 – Leases ("IFRS 16") which replaced IAS 17 – Leases and IFRIC 4 – Determining Whether an Arrangement Contains a Lease. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases. The standard is effective for annual periods beginning on or after January 1, 2019. IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead, all leases are treated in a similar way to finance leases applied in IAS 17. IFRS 16 does not require a lessee to recognize assets and liabilities for short-term leases (i.e. leases of 12 months or less), leases with certain variable lease payments, and leases of low-value assets.

   The Company adopted IFRS 16 effective January 1, 2019, using the modified retrospective method, with no significant impact on the Company's consolidated financial statements.

2. Significant Accounting Policies (continued)

(c) Use of Estimates and Judgments

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues, and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

Significant areas requiring the use of estimates include the recoverability of exploration and evaluation assets, fair value of share-based compensation, and unrecognized deferred income tax assets.

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits are likely either from future exploitation or sale or where activities have not reached a stage which permits a reasonable assessment of the existence of reserves. The deferral policy requires management to make certain estimates and assumptions about future events or circumstances, in particular whether an economically viable extraction operation can be established. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the consolidated statement of operations in the period when the new information becomes available.

The application of the going concern assumption requires management to take into account all available information about the future, which is at least, but is not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

(d) Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance, are readily convertible to known amounts of cash, and which are subject to insignificant risk of changes in value to be cash equivalents.

(e) Foreign Currency Translation

The functional and reporting currency is the Canadian dollar. Transactions denominated in foreign currencies are translated using the exchange rate in effect on the transaction date or at an average rate. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange in effect at the statement of financial position date. Non-monetary items are translated using the historical rate on the date of the transaction. Foreign exchange gains and losses are included in the consolidated statement of operations.

(f) Exploration and Evaluation Expenditures

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are charged to operations.

2. Significant Accounting Policies (continued)

(f) Exploration and Evaluation Expenditures(continued)

Exploration and evaluation assets are assessed for impairment if: (i) sufficient data exists to determine technical feasibility and commercial viability; and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Farm outs

The Company does not record any expenditures made by the farmee in its accounts. It also does not recognize any gain or loss on its exploration and evaluation farm out arrangements but re-designates any costs previously capitalized in relation to the whole interest as relating to the partial interest retained and any consideration received directly from the farmee is credited against costs previously capitalized.

(g) Restoration, Rehabilitation, and Environmental Obligations

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged in the consolidated statement of operations over the economic life of the related asset, through amortization using either the unit of production or the straight-line method. The obligation is increased for the accretion and the corresponding amount is recognized in the consolidated statement of operations.

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in the consolidated statement of operations.

The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

As at December 31, 2019 and 2018, the Company has no material restoration, rehabilitation, and environmental obligations.

2. Significant Accounting Policies (continued)

(h) Financial Instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the respective instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are included in the initial carrying value of the related instrument and are amortized using the effective interest method. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the consolidated statement of operations.

Fair value estimates are made at the consolidated statement of financial position date based on relevant market information and information about the financial instrument. All financial instruments are classified into either: fair value through profit or loss ("FVTPL") or amortized cost.

The Company has made the following classifications:

Cash	Amortized cost
Amounts receivable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Loans payable	Amortized cost

The classification of financial assets depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Financial assets at FVTPL

Financial assets are classified as FVTPL when the financial asset is either held for trading or it is designated as FVTPL. A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at amortized cost

Financial assets at amortized cost are non-derivative financial assets which are held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition. Subsequent to initial recognition, financial assets are measured at amortized cost using the effective interest method, less any impairment.

2. Significant Accounting Policies (continued)

(h) Financial Instruments (continued)

Impairment of financial assets

Financial assets, other than those classified as FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been decreased.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account.

When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are offset against the allowance account. Changes in the carrying amount of the allowance account are recognized in the consolidated statement of operations. Loss allowances are based on the lifetime ECL's that result from all possible default events over the expected life of the trade receivable, using the simplified approach.

For financial assets measured at amortized cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through the consolidated statement of operations to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

(i) Financial Liabilities and Equity Instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized as the proceeds received, net of direct issue costs.

Other financial liabilities

Other financial liabilities (including loans and borrowings and trade payables and other liabilities) are initially measured at fair value, net of transaction costs. Subsequently, other financial liabilities are measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

2. Significant Accounting Policies (continued)

(j) Income Taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in the consolidated statement of operations. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax

Deferred income tax is provided using the statement of financial position method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable income will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(k) Flow-Through Shares

The resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow-through share arrangements are renounced to investors in accordance with Canadian tax legislation. On issuance, the premium recorded on the flow-through share, being the difference in price over a common share with no tax attributes, is recognized as a liability. When expenditures are renounced to flow through share investors, the deferred income tax liability associated with the renounced tax deductions is recognized through the consolidated statement of operations with a pro-rata portion of the deferred premium.

(l) Reclassifications

Certain of the prior period amounts have been reclassified to conform to the current period's presentation.

(m) Loss Per Share

Basic loss per share is calculated by dividing net loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the reporting period. Diluted loss per share is determined by adjusting the net loss attributable to common shares and the weighted average number of common shares outstanding, for the effects of all dilutive potential common shares. As at December 31, 2019, the Company had 12,380,216 (2018 – 6,879,744) potentially dilutive shares outstanding.

2. Significant Accounting Policies (continued)

(n) Share-based Payments

The Company grants share-based awards to employees, directors, and consultants as an element of compensation. The fair value of the awards is recognized over the vesting period as share-based compensation expense and share-based payment reserve. The fair value of share-based payments is determined using the Black-Scholes option pricing model using estimates at the date of the grant. At each reporting date prior to vesting, the cumulative expense representing the extent to which the vesting period has expired and management's best estimate of the awards that are ultimately expected to vest is computed. The movement in cumulative expense is recognized in the consolidated statement of operations with a corresponding entry within equity, against contributed surplus. No expense is recognized for awards that do not ultimately vest. When stock options are exercised, the proceeds received, together with any related amount in share-based payment reserve, are credited to share capital.

Share-based payments arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions, unless the fair value cannot be estimated reliably. If the Company cannot reliably estimate the fair value of the goods or services received, the Company will measure their value by reference to the fair value of the equity instruments granted.

(o) Comprehensive Loss

Comprehensive income (loss) is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in the consolidated statement of operations. The Company does not have items representing comprehensive income or loss.

(p) Accounting Standards Issued But Not Yet Effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended December 31, 2019, and have not been early adopted in preparing these financial statements. These new standards, and amendments to standards and interpretations are either not applicable or are not expected to have a significant impact on the Company's financial statements.

(Expressed in Canadian dollars)

3. Exploration and Evaluation Assets

	Le Mare Property $
Acquisition costs:	
Balance, December 31, 2017	–
Additions	900,000
Balance, December 31, 2018	900,000
Impairment	(900,000)
Balance, December 31, 2019	–
Exploration costs:	
Balance, December 31, 2017	–
Assays	6,256
Equipment rental, fuel, and camp costs	77,319
Drilling	48,418
Geological	10,500
Labour	56,150
Balance, December 31, 2018	198,643
Impairment	(198,643)
Balance, December 31, 2019	–
Carrying amounts:	
Balance, December 31, 2018	1,098,643
Balance, December 31, 2019	–

Le Mare Property

On March 11, 2018, the Company entered into a mineral property option agreement to acquire a 100% interest in 12 mineral claims located in the Nanaimo Mining Division. Under the terms of the agreement, the Company issued 5,000,000 common shares with a fair value of $850,000 and pay $50,000 to the optionor. In addition, the Company agreed to pay an additional $200,000 and incur at least $100,000 in exploration expenditures on the property on or before March 11, 2021 (incurred). The optionor retains a 3% net smelter return ("NSR") royalty on the property. The Company may purchase one-half of the NSR royalty by paying the optionor $1,500,000.

During the year ended December 31, 2019, the Company decided to terminate the mineral property option agreement due to poor drilling results. As a result, the Company recorded an impairment loss of $1,098,643.

4. Loans Payable

(a) As at December 31, 2019, the Company owed $18,000 (2018 - $18,000) to a company controlled by the CEO and a significant shareholder of the Company, which is unsecured, non-interest bearing, and due on demand.

(b) As at December 31, 2019, the Company owed $29,750 (2018 - $125,000) to the father of the CEO of the Company which is unsecured, bears interest at 15% per annum, and is due on demand. As at December 31, 2018, accrued interest of $22,703 (2018 - $5,753) has been recorded in accounts payable and accrued liabilities.

(c) As at December 31, 2019, the Company owed $nil (2018 - $51,099) to a former director of the Company, which is unsecured, non-interest bearing, and due on demand.

5. Related Party Transactions

(a) As at December 31, 2019, the amount of $5,956 (2018 - $nil) is owed to the President of the Company which is included in accounts payable and accrued liabilities. The amount owed is non-interest bearing, unsecured, and due on demand.

(b) As at December 31, 2019, the amount of $2,625 (2018 - $nil) is owed to a company controlled by the CFO of the Company which is included in accounts payable and accrued liabilities. The amount owed is non-interest bearing, unsecured, and due on demand. During the year ended December 31, 2019, the Company incurred management fees of $32,024 (2018 - $nil) to a company controlled by the CFO of the Company.

(c) As at December 31, 2019, the amount of $5,250 (2018 - $nil) is owed to a company controlled by the Corporate Secretary of the Company which is included in accounts payable and accrued liabilities. The amount owed is non-interest bearing, unsecured, and due on demand. During the year ended December 31, 2019, the Company incurred management fees of $30,071 (2018 - $nil) to the Company controlled by the Corporate Secretary of the Company.

(d) As at December 31, 2019, the amount of $2,664 (2018 - $21,094) is owed to the CEO of the Company which is included in accounts payable and accrued liabilities. The amount owed is non-interest bearing, unsecured, and due on demand. During the year ended December 31, 2019, the Company incurred management fees of $nil (2018 - $180,000) to the Company controlled by the CEO of the Company.

(e) As at December 31, 2019, the amount of $nil (2018 - $87,060) is owed to a former director of the Company which is included in accounts payable and accrued liabilities. The amount owed is non-interest bearing, unsecured, and due on demand. The amount owed is non-interest bearing, unsecured, and due on demand. The amount is included in accounts payable and accrued liabilities.

(f) As at December 31, 2019, the amount of $nil (2018 - $51,005) is owed to a company controlled by the former CFO of the Company which is included in accounts payable and accrued liabilities. The amount owed is non-interest bearing, unsecured, and due on demand. During the year ended December 31, 2019, the Company incurred management fees of $nil (2018 - $120,000) to a company controlled by the former CFO of the Company.

(g) During the year ended December 31, 2019, the Company incurred consulting fees of $nil (2018 - $90,000) to a company controlled by the spouse of the former CFO of the Company.

(h) On February 16, 2018, the Company granted 100,000 stock options with a fair value of $15,595 to a company controlled by the spouse of the Chief Financial Officer of the Company. The stock options were exercised for proceeds of $22,000.

6. Share Capital

Authorized: Unlimited common shares without par value

Share transactions for the year ended December 31, 2019:

(a) On November 5, 2019, the Company issued 12,000,000 units at a price of $0.05 per unit for proceeds of $600,000, of which $15,000 was receivable as at December 31, 2019. Each unit consisted of one common share and one-half of one transferable share purchase warrant, with each whole share purchase warrant entitling the holder to purchase one additional common share at an exercise price of $0.40 per share for a period of 18 months, subject to accelerated expiry. The fair value of the share purchase warrants issued of $47,902 was allocated to warrants reserve.

Share transactions for the year ended December 31, 2018:

(b) On February 14, 2018, the Company issued 100,000 common shares for proceeds of $22,000 pursuant to the exercise of stock options. The fair value of the stock options exercised of $18,307 was reallocated from the share-based payment reserve to share capital.

(c) On February 27, 2018, the Company issued 300,000 common shares for proceeds of $67,500 pursuant to the exercise of stock options. The fair value of the stock options exercised of $46,786 was reallocated from the share-based payment reserve to share capital.

(d) On December 31, 2018, the Company issued 6,380,216 units at $0.15 per unit for proceeds of $957,032. Of the units that were issued, 1,333,334 are flow-through units. Each unit consisted of one common share and one share purchase warrant entitling the holder to acquire an additional common share at $0.20 for a period expiring on December 31, 2020. The fair value of the share purchase warrants issued of $333,268 was allocated to warrants reserve. The Company issued 766,667 units at $0.15 per unit for proceeds of $115,000 to a company controlled by the former Chief Financial Officer of the Company, which included 166,667 flow-through units. The Company issued 1,259,342 units at $0.15 per unit for proceeds of $188,901 to a company controlled by the spouse of the former Chief Financial Officer of the Company, which included 166,667 flow-through units.

(e) On December 31, 2018, the Company issued 5,000,000 common shares with a fair value of $850,000 pursuant to the terms of the mineral option agreement for the Le Mare Property.

Reserves

The Company has adopted the relative fair value method with respect to the measurement of common shares and warrants issued as equity units. The relative fair value method requires an allocation of the net proceeds received based on the pro rata relative fair value of the components. If and when the warrants are ultimately exercised, the applicable amounts are transferred from reserve for warrants to share capital.

7. Stock Options

Pursuant to the Company's stock option plan, the Company may grant stock options to directors, senior officers, employees, and consultants. The maximum aggregate number of common shares which may be reserved for issuance as optioned shares at any time is 10% of the issued common shares. The exercise price of any stock options granted under the plan shall be determined by the Board, but may not be less than the market price of the common shares on the TSX-V on the date of grant (less any discount permissible under TSX-V rules), subject to a minimum exercise price of $0.10 per share. The term of any stock options granted under the plan shall be determined by the Board at the time of grant but may not exceed five years. The plan contains no vesting requirements, but permits the Board to specify a vesting schedule at its discretion.

(Expressed in Canadian dollars)

7. Stock Options (continued)

The following table summarizes the continuity of the Company's stock options:

	Number of options	Weighted average exercise price $
Outstanding, December 31, 2017	452,500	0.18
Granted	400,000	0.22
Exercised	(400,000)	0.22
Expired	(452,500)	1.83
Outstanding, December 31, 2018 and 2019	–	–

During the year ended December 31, 2019, the Company recorded share-based compensation of $nil (2018 - $65,093). The weighted average grant date fair value of stock options granted during the year ended December 31, 2019 was $nil (2018 - $0.16) per option. The weighted average fair value of shares for stock options exercised during the year ended December 31, 2019 was $nil (2018 - $154,593).

The fair values for stock options granted have been estimated using the Black-Scholes option-pricing model assuming no expected dividends, no forfeitures, and the following weighted average assumptions:

	2019	2018
Risk-free interest rate	–	1.69%
Expected volatility	–	149%
Expected option life (in years)	–	1

8. Share Purchase Warrants

The following table summarizes the continuity of share purchase warrants:

	Number of warrants	Weighted average exercise price $
Balance, December 31, 2017	1,279,768	3.50
Issued	6,380,216	0.20
Expired	(780,240)	3.50
Balance, December 31, 2018	6,879,744	0.44
Issued	6,000,000	0.04
Expired	(499,528)	3.50
Balance, December 31, 2019	12,380,216	0.30

(Expressed in Canadian dollars)

8. Share Purchase Warrants (continued)

As at December 31, 2019, the following share purchase warrants were outstanding:

Number of warrants outstanding	Exercise price $	Expiry date
6,380,216	0.20	December 31, 2020
6,000,000	0.40	May 5, 2021
12,380,216		

9. Financial Instruments and Risk Management

(a) Fair Values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments, which include cash, GST receivable, and accounts payable and accrued liabilities, and loans payable, approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its cash and GST receivable. The risk in cash is managed through the use of a major financial institution which has a high credit quality as determined by rating agencies. GST receivable consists of GST refunds due from the Government of Canada.

(c) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk as it does not have any assets or liabilities that are affected by changes in interest rates.

(d) Foreign Exchange Rate Risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. The Company is not exposed to any significant foreign exchange rate risk.

(e) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company requires funds to finance its business development activities. In addition, the Company needs to raise equity financing to carry out its exploration programs. There is no assurance that financing will be available or, if available, that such financing will be on terms acceptable to the Company.

(Expressed in Canadian dollars)

9. Financial Instruments and Risk Management (continued)

(f) Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

10. Capital Management

The Company's capital structure consists of cash and equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The properties in which the Company currently has interests are in the exploration stage; as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire interests in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management since inception. The Company is not subject to externally imposed capital requirements.

11. Income Taxes

The actual income tax provisions differ from the expected amounts calculated by applying the Canadian combined federal and provincial corporate income tax rates to the loss before income taxes. The components of these differences are as follows:

	2019	2018
Canadian statutory income tax rate	27%	27%
Income tax recovery at statutory rate	(379,157)	(294,777)
Tax effect of:		
Permanent differences and other	7,605	24,510
Ture up of prior year difference	43,847	–
Change in unrecognized deferred tax assets	327,705	270,267
Income tax provision	–	–

The significant components of deferred income tax assets and liabilities are as follows:

	2019 $	2018 $
Deferred income tax assets:		
Non-capital losses carried forward	1,340,352	1,243,122
Exploration and evaluation assets	858,172	625,942
Share issuance costs	14,723	16,478
Unrecognized deferred income tax assets	(2,213,247)	(1,885,542)
Net deferred income tax asset	–	–

(Expressed in Canadian dollars)

11. Income Taxes (continued)

As at December 31, 2019, the Company has non-capital losses carried forward of $4,964,267 which are available to offset future years' taxable income. These losses expire as follows:

	$
2030	50,623
2031	149,010
2032	77,340
2033	84,194
2034	81,988
2035	77,376
2036	435,335
2037	2,663,530
2038	1,033,209
2039	311,662
	4,964,267

The Company also has available mineral resource related expenditure pools totalling $3,178,414 which may be deducted against future taxable income on a discretionary basis.

12. Restatement

The Company has restated its consolidated financial statements as at December 31, 2018 and for the year then ended to reflect the correction of the fair value of the warrants issued as part of a private placement during the year that was incorrectly recorded as share-based compensation. This restatement resulted in decreases to net loss of $333,268 and net loss per share of $0.05 (from $0.23 to $0.18 per share).

The impact of the restatement as at December 31, 2018 and for the year then ended is summarized below:

<u>Consolidated Statement of Financial Position</u>

	As at December 31, 2018		
	As reported $	Adjustment $	As restated $
Shareholders' equity			
Share capital	7,364,375	(333,268)	7,031,107
Deficit	(8,788,708)	333,268	(8,455,440)
Total shareholders' equity	807,417	–	807,417
Total liabilities and shareholders' equity	1,209,810	–	1,209,810

<u>Consolidated Statement of Operations and Comprehensive Loss</u>

	Year ended December 31, 2018		
	As reported $	Adjustment $	As restated $
Share-based compensation	398,361	(333,268)	65,093
Total expenses	1,360,916	(333,268)	1,027,648
Net loss and comprehensive loss for the year	(1,425,033)	333,268	(1,091,765)

(Expressed in Canadian dollars)

12. Restatement (continued)

Consolidated Statement of Changes in Equity

	Year ended December 31, 2018		
	As reported $	Adjustment $	As restated $
Share capital	7,364,375	(333,268)	7,031,107
Deficit	(8,788,708)	333,268	(8,455,440)
Shareholders' equity	807,417	–	807,417

Consolidated Statement of Cash Flows

	Year ended December 31, 2018		
	As reported $	Adjustment $	As restated $
Operating activities			
Net loss for the year	(1,425,033)	333,268	(1,091,765)
Items not involving cash:			
Share-based compensation	398,361	(333,268)	65,093

SCHEDULE “B”

ANNUAL MD&A

LE MARE GOLD CORP.

Management Discussion & Analysis (“MD&A”)

Year Ended December 31, 2020

Date of Report: April 30, 2021

The following management's discussion and analysis should be read together with the audited consolidated financial statements and accompanying notes for the year ended December 31, 2020 and related notes hereto, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are stated in Canadian dollars unless otherwise indicated.

This management discussion and analysis includes certain statements that may be deemed "forward-looking statements". Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.

Nature of Business and Overall Performance

Le Mare Gold Corp. (formerly known as Southern Lithium Corp.) (the "Company") was incorporated in the province of British Columbia on March 9, 2010 as Signal Resources Inc. The Company is a resource exploration company that is acquiring and exploring mineral properties. After the name was changed to Le Mare Gold Corp., on February 2, 2018 the Company commenced trading as "LMGC" on the TSX Venture Exchange.

Background

On February 3, 2021, the Company entered into a mineral option assignment agreement whereby the Company has been assigned the right to acquire up to a 100% interest in the Brussels Creek property located in the Kamloops Mining District, British Columbia. The assignor assigned all its right, title, and interest in and to the option agreement dated February 25, 2020 that it is a party to for $157,500 (paid) and 800,000 common shares of the Company (issued). The Company agreed to assume the obligations of the assignor under the option agreement subject to the optionor agreeing to accept 2,000,000 common shares of the Company in substitution for shares of the assignor otherwise due to be issued to the optionor under the option agreement as follows:

If a 60% interest in the property is acquired, the Company must issue 1,000,000 common shares on or before April 15, 2021 (issued), pay $100,000 on or before April 15, 2021 (paid), and incur $200,000 in exploration expenditures on the property on or before February 25, 2022 ($75,000 was advanced to the assignor during the year ended December 31, 2020 which will be applied to the required exploration expenditures).

If the remaining 40% interest in the property is acquired, the Company must issue 1,000,000 common shares on or before February 25, 2023, pay $125,000 on or before February 25, 2023, and incur an additional $275,000 in exploration expenditures on the property on or before February 25, 2023.

The interest earned is subject to a 2% Net Smelter Royalty payable to the optionor. One half of the royalty may be purchased for $1,500,000, exercisable anytime on or before the expiration of one year from the commencement of commercial production.

The Property is an early-stage exploration property, located approximately 24 km west of Kamloops, BC, and is immediately adjacent to New Gold's New Afton mine. The Property comprises 17 claims (66 cells) covering 1350.43 ha. The geological setting of the Property is very similar to New Afton, a silica-saturated copper-gold alkalic porphyry-style deposit, as well as the Highland Valley, Mount Polly, Kemess and Galore Creek deposits. Recent field observations noted the presence of a substantial mineralized quartz-feldspar porphyry body intruding the overlying Nicola Group volcanics. Historic sampling and mapping on the property, in 1983 and 1984, located a broad anomalous zone (200 m by 400 m) with gold values up to 3.5 g/t. Grab samples taken from the property in 2019 include values of 10.1 g/t Au (with 0.7 g/t Pd) and 11.5 g/t Au. In 2020, Syber commenced exploration work on the property and has completed an airborne magnetometer survey over the entire property, a LiDAR and orthophotography survey, and also one week of prospecting and mapping. Interpretation of the geophysical survey identified six areas of interest, showing potential for the structural complexities and potassic alteration that are common features of this style of porphyry copper-gold deposit.

Le Mare commissioned Healex Consulting of Nanaimo, BC, to complete a National Instrument 43-101 Technical Report on the Property. This report will be made available at www.sedar.com.

Highlights

On April 7, 2020, the Company announced the appointment of Mr. Yari Nieken as Chief Executive Officer and Chairman of the Company. Mr. Nieken has been a member of the Board of Directors since October, 2017. The Company accepted the resignation of Mr. Bryson Goodwin as Chief Executive Officer of the Company. Mr. Goodwin shall remain President and a Director of the Company.

On June 3, 2020, the Company announced that, further to its news release dated December 16, 2019, the letter of intent with Discovery Seed Labs Ltd. and FutureWELL Industries Ltd. has been mutually terminated. The Company is seeking other business ventures and will update shareholders in due time.

On August 19, 2020, the Company announced the appointment of Mr. Andreas Schleich to the Company's Board of Directors. The Company accepted the resignation of Mr. Philip Kwong from the Board.

On August 26, 2020, the Company announced the appointment of Mr. Joel Warawa to the Company's Board of Directors.

On February 3, 2021, the Company entered into a mineral option assignment agreement whereby the Company has been assigned the right to acquire up to a 100% interest in the Brussels Creek property located in the Kamloops Mining District, British Columbia.

On April 23, 2021, the Company issued 64,087,500 units at a price of $0.05 per unit for proceeds of $3,204,375. Each unit consisted of one common share and one transferable share purchase warrant.

On April 23, 2021, the Company issued 5,800,000 flow-through common shares at a price of $0.05 per share for proceeds of $290,000.

Selected Annual Information

The following financial data are selected information for the Company for the three most recently completed financial years:

	December 31, 2020	December 31, 2019	December 31, 2018
	$	$	$
Total revenue	–	–	–
Net loss for the year	(382,039)	(1,404,287)	(1,091,765)
Net loss per share, basic and diluted	(0.01)	(0.07)	(0.18)
Total assets	79,182	135,460	1,209,810

Summary of Quarterly Results

The following table sets out selected quarterly information for each of the Company's most recent eight completed quarters.

	Revenues $	Net income (loss) $	Net income (loss) per share (basic and diluted) $
March 31, 2019	–	(128,558)	(0.01)
June 30, 2019	–	(120,780)	(0.01)
September 30, 2019	–	181,586	0.01
December 31, 2019	–	(1,336,535)	(0.05)
March 31, 2020	–	(252,343)	(0.01)
June 30, 2020	–	(48,888)	–
September 30, 2020	–	(20,252)	–
December 31, 2020	–	(60,556)	–

The net loss for the quarter ended December 31, 2019 includes the $1,098,643 impairment of exploration and evaluation assets. The net income for the quarter ended September 30, 2019 included a gain on settlement of debt of $257,290.

Results of Operations

The net loss for the year ended December 31, 2020 was $1,022,248 less than the year ended December 31, 2019 mainly because the Company recognized a $1,098,643 impairment of exploration and evaluation assets in fiscal 2019.

Liquidity and Capital Resources

As at December 31, 2020, the Company had a working capital deficit of $378,909 (2019 - $22,870).

The Company has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. The Company requires additional working capital to meet its primary business objectives.

Since the Company will not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on the funding through future equity issuances and through short-term borrowing in order to fund ongoing operations and to meet its obligations. The ability of the Company to raise capital will depend on market conditions and it may not be possible for the Company to issue shares on acceptable terms or at all.

Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

Fourth Quarter

See Summary of Quarterly Results.

Loans Payable

(a) As at December 31, 2019, the Company owed $19,819 (2019 - $18,000) to a company controlled by the Chief Executive Officer ("CEO") and a significant shareholder of the Company, which is unsecured, non-interest bearing, and due on demand.

(b) As at December 31, 2020, the Company owed $29,750 (2019 - $29,750) to the father of the CEO of the Company, which is unsecured, bears interest at 15% per annum, and is due on demand. As at December 31, 2020, accrued interest of $27,165 (2019 - $22,703) is included in accounts payable and accrued liabilities.

(c) As at December 31, 2020, the Company owed the following amounts to the CEO of the Company: $145,000 (2019 - $nil) which is unsecured, bears interest at 10% per annum, and is due on demand and $5,000 (2019 - $nil) which is unsecured, bears interest at 15% per annum, and is due on demand. As at December 31, 2020, accrued interest of $13,036 (2019 - $nil) is included in accounts payable and accrued liabilities.

(d) As at December 31, 2020, the Company owed $8,800 (2019 - $nil) to a significant shareholder of the Company, which is unsecured, bears interest at 10% per annum, and is due on demand. As at December 31, 2020, accrued interest of $762 (2019 - $nil) is included in accounts payable and accrued liabilities.

(e) As at December 31, 2020, the Company owed $21,000 (2019 - $nil) to a company with common officers and directors, which is unsecured, non-interest bearing, and due on demand.

Transactions with Related Parties

(a) As at December 31, 2020, the amount of $63,063 (2019 - $2,625) is owed to the CFO of the Company and a company controlled by the Chief Financial Officer ("CFO") of the Company which is included in accounts payable and accrued liabilities. The amount owed is non-interest bearing, unsecured, and due on demand. During the year ended December 31, 2020, the Company incurred management fees of $64,762 (2019 - $32,024) to a company controlled by the CFO of the Company.

(b) As at December 31, 2020, the amount of $28,875 (2019 - $5,250) is owed to a company controlled by the Corporate Secretary of the Company which is included in accounts payable and accrued liabilities. The amount owed is non-interest bearing, unsecured, and due on demand. During the year ended December 31, 2020, the Company incurred management fees of $30,000 (2019 - $30,071) to a company controlled by the Corporate Secretary of the Company.

(c) As at December 31, 2020, the amount of $13,340 (2019 - $2,664) is owed to the CEO of the Company which is included in accounts payable and accrued liabilities. The amount owed is non-interest bearing, unsecured, and due on demand.

Changes in Accounting Standards Including Initial Adoption

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended December 31, 2020, and have not been early adopted in preparing these consolidated financial statements. These new standards, and amendments to standards and interpretations are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

Financial Instruments and Risk Management

(a) Fair Values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments, which include cash, and accounts payable and accrued liabilities, and loans payable, approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its cash. The risk in cash is managed through the use of a major financial institution which has a high credit quality as determined by rating agencies. The carrying amount of financial assets represents the maximum credit exposure.

(c) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk as it does not have any assets or liabilities that are affected by changes in interest rates.

(d) Foreign Exchange Rate Risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. The Company is not exposed to any significant foreign exchange rate risk.

(e) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company requires funds to finance its business development activities. In addition, the Company needs to raise equity financing to carry out its exploration programs. There is no assurance that financing will be available or, if available, that such financing will be on terms acceptable to the Company.

(f) Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

Additional Disclosure for Venture Issuers Without Significant Revenue

An analysis of material components of the Company's general and administrative expenses is disclosed in the audited financial statements for the year ended December 31, 2020 to which this MD&A relates.

Outstanding Share Data

As at April 30, 2021, the Company had 101,331,116 common shares issued and outstanding.

As at April 30, 2021, the Company had 70,847,500 share purchase warrants outstanding.

Number of warrants outstanding	Exercise price $	Expiry date
6,000,000	0.40	May 5, 2021
64,847,500	0.075	April 22, 2022
70,847,500		

As at April 30, 2021, the Company had no stock options outstanding.

Coronavirus Pandemic

The current outbreak of COVID-19 and any future emergence and spread of similar pathogens could have an adverse impact on global economic conditions, which may adversely impact the Company's operations, and the operations of its suppliers, contractors and service providers, the ability to obtain financing and maintain necessary liquidity. The outbreak of COVID-19 and political upheavals in various countries have caused significant volatility in commodity prices. While these effects are expected to be temporary, the duration of the business disruptions internationally and related financial impact cannot be reasonably estimated at this time.

Similarly, the Company cannot estimate whether or to what extent this outbreak and the potential financial impact may extend to countries outside of those currently impacted. Travel bans and other government restrictions may also adversely impact the Company's operations.

Other Requirements

Additional disclosure of the Company's technical reports, material change reports, news release and other information can be obtained on SEDAR at *www.sedar.com.*

LE MARE GOLD CORP.

Management Discussion & Analysis ("MD&A")

Year Ended December 31, 2019

Date of Report: June 22, 2020

The following management's discussion and analysis should be read together with the audited consolidated financial statements and accompanying notes for the year ended December 31, 2019 and related notes hereto, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are stated in Canadian dollars unless otherwise indicated.

This management discussion and analysis includes certain statements that may be deemed "forward-looking statements". Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.

Overall Performance

Nature of Business and Overall Performance

Le Mare Gold Corp. (formerly known as Southern Lithium Corp.) (the “Company”) was incorporated in the province of British Columbia on March 9, 2010 as Signal Resources Inc. The Company is a resource exploration company that is acquiring and exploring mineral properties. After the name was changed to Southern Lithium Corp., on November 2, 2016, the Company commenced trading on the TSX Venture Exchange again under the symbol “SNL”. On December 11, 2017, the Company reverse split its shares on the basis of one new share for every 10 old shares. After the name was changed to Le Mare Gold Corp., on February 2, 2018 the Company commenced trading as “LMGC” on the TSX Venture Exchange. An update on the properties is as follows.

Background

On March 11, 2018, the Company entered into an option agreement to acquire an undivided 100% interest in a mining property comprised of 12 map-staked claims covering 2,677.24 hectares (6,615.60 acres) in the Nanaimo Mining Division in British Columbia named, “the Le Mare Property”.

Under the terms of the agreement, Le Mare Gold issued 5,000,000 common shares and has paid $50,000 to the Vendor. In addition, the Company agreed to pay an additional $200,000 and incur at least $100,000 in exploration expenditures on the property on or before March 11, 2022. The option or retains a 3% net smelter return (“NSR”) royalty on the property. The Company may purchase one-half other NSR royalty by paying the Optionor $1,500,000.

On October 7, 2019, the Company terminated the option agreement as it was determined the Le Mare Property no longer offered the best opportunity to shareholders.

Highlights

February 21, 2019. The Company announced the appointment of David Greenway as President and CEO of the Company replacing Yari Nieken who remains as a director; the appointment of Mr. Bryson Goodwin to the Board of Directors, the appointment of Kelly Pladson as Corporate Secretary; and the resignation of David Alexander as CFO of the Company.

March 21, 2019 Mr. Bryson Goodwin assumed the role of President and CEO from Mr. David Greenway who remains as a director.

April 4, 2019 Ms. Natasha Sever has agreed to assume the role of Chief Financial Officer for the Company.

August 16, 2019 The Company announced the appointment of Mr. Philip Kwong to its Board of Directors. The Company accepted the resignation of Mr. David Greenway as a Director.

September 26, 2019 The Company accepted the resignation of John Ryan as a Director.

October 7, 2019 The Company announced that the Le Mare option agreement previously announced March 12, 2018 and December 31, 2018 had been terminated.

November 5, 2019 The Company closed a non-brokered private placement where it allotted and issued 12,000,000 units (the "Units") at a price of $0.05 per Unit. Each Unit is comprised of one common share and one-half of one transferable share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share of the Company for a period of up to 18 months at a price of $0.40, subject to accelerated expiry.

December 16, 2019 The Company announced a proposed reverse takeover transaction entering into a non-binding letter of intent with Discovery Seed Labs Ltd., and FutureWELL Industries Ltd. Pursuant to the LOI, Le Mare, Discovery and FutureWELL propose to effect an arm's length reverse takeover of Le Mare by the shareholders of Discovery and FutureWELL.

April 7, 2020 The Company has accepted the resignation of Mr. Bryson Goodwin as Chief Executive Officer of the Company. Mr. Goodwin shall remain President and a Director of the Company.

June 3, 2020 The Company announced that, further to its news release dated December 16, 2019, the letter of intent with Discovery Seed Labs Ltd. and FutureWELL Industries Ltd. has been mutually terminated. The Company is seeking other business ventures and will update shareholders in due time.

Selected Annual Information

The following financial data are selected information for the Company for the three most recently completed financial years:

	December 31, 2019	December 31, 2018	December 31, 2017
	$	$	$
Total revenue	-	-	-
Net loss for the year	(1,404,287)	(1,091,765)	(5,816,069)
Net loss per share, basic and diluted	(0.07)	(0.18)	(1.19)
Total assets	135,460	1,209,810	242,424

Summary of Quarterly Results

The following table sets out selected quarterly information for each of the Company's most recent eight completed quarters.

	Revenues	Net income (loss)	Net income (loss) per share (basic and diluted)
	$	$	$
March 31, 2018	-	(219,250)	(0.04)
June 30, 2018	-	(383,491)	(0.06)
September 30, 2018	-	(299,163)	(0.05)
December 31, 2018	-	(189,861)	(0.01)
March 31, 2019	-	(128,558)	(0.01)
June 30, 2019	-	(120,780)	(0.01)
September 30, 2019	-	181,586	0.01
December 31, 2019	-	(1,336,535)	(0.05)

The net loss for the quarter ended December 31, 2019 includes the $1,098,643 impairment of the Le Mare mineral property The net income for the quarter ended September 30, 2019 included a gain on settlement of debt of $257,290.

Results of Operations

Comparison of results of operations of the years ended December 31, 2019 and 2018.

	Year ended December 31, 2019 $	Year ended December 31, 2018 $
Expenses		
Consulting fees	12,001	204,684
Cost incurred related to potential acquisition	62,430	–
General and administrative	69,349	49,070
Impairment of exploration and evaluation assets	1,098,643	–
Investor relations	4,109	37,428
Management fees	62,097	302,597
Professional fees	39,743	76,880
Rent	–	89,000
Share-based compensation (Note 8)	–	65,093
Transfer agent and filing fees	24,168	23,430
Travel	130,689	179,466
Total expenses	1,503,229	1,027,648

During the year ended December 31, 2019, the Company had expenses of $1,503,229 compared to $1,027,6488 for the year ended December 31, 2018. The impairment of the Le Mare Gold property accounts for a large portion of the expenses in 2019. Management fees, consulting fees, investor relations, rent, were reduced significantly in 2019 compared with 2018 as the Company cut back on costs due to lack of cash. The Company did not grant any stock options in 2019 so there was no share-based compensation.

Liquidity and Capital Resources

As at December 31, 2019, the Company had a working capital deficit of $22,870 (2018 $302,226).

The Company has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. The Company requires additional working capital to meet its primary business objectives over the next 12 months.

Since the Company will not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on the funding through future equity issuances and through short term borrowing in order to fund ongoing operations and to meet its obligations. The ability of the Company to raise capital will depend on market conditions and it may not be possible for the Company to issue shares on acceptable terms or at all.

Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

Transactions with Related Parties

(a) As at December 31, 2019, the amount of $5,956 (2018 - $nil) is owed to the President of the Company.

(b) As at December 31, 2019, the amount of $2,625 (2018 - $nil) is owed to a company controlled by the CFO of the Company. During the year ended December 31, 2019, the Company incurred management fees of $32,024 (2018 - $nil) to a company controlled by the CFO of the Company.

(c) As at December 31, 2019, the amount of $5,250 (2018 - $nil) is owed to a company controlled by the Corporate Secretary of the Company. During the year ended December 31, 2019, the Company incurred management fees of $30,071 (2018 - $nil) to the Company controlled by the corporate secretary of the Company.

(d) As at December 31, 2019, the amount of $2,664 (2018 - $21,094) is owed to the CEO of the Company. During the year ended December 31, 2019, the Company incurred management fees of $1 (2018 - $180,000) to the Company controlled by the CEO of the Company.

(e) As at December 31, 2019, the amount of $nil (2018 - $87,060) is owed to a former director of the Company, which is unsecured, non-interest bearing, and due on demand. The amount is included in accounts payable and accrued liabilities.

(f) As at December 31, 2019, the amount of $nil (2018 - $51,005) is owed to a company controlled by the former CFO of the Company, which is unsecured, non-interest bearing, and due on demand. The amount is included in accounts payable and accrued liabilities. During the year ended December 31, 2019, the Company incurred management fees of $nil (2018 - $120,000) to a company controlled by the former CFO of the Company.

(g) During the year ended December 31, 2019, the Company incurred consulting fees of $nil (2018 - $90,000) to a company controlled by the spouse of the former CFO of the Company.

(h) On February 16, 2018, the Company granted 100,000 stock options with a fair value of $15,595 to a company controlled by the spouse of the Chief Financial Officer of the Company. The stock options were exercised for proceeds of $22,000.

Changes in Accounting Policies

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended December 31, 2019, and have not been early adopted in preparing these financial statements. These new standards, and amendments to standards and interpretations are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

Financial Instruments and Risks

(a) Fair Values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments, which include cash, GST receivable, and accounts payable and accrued liabilities, and loans payable, approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its cash and GST receivable. The risk in cash is managed through the use of a major financial institution which has a high credit quality as determined by rating agencies. GST receivable consists of GST refunds due from the Government of Canada.

(c) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk as it does not have any assets or liabilities that are affected by changes in interest rates.

(d) Foreign Exchange Rate Risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. The Company is not exposed to any significant foreign exchange rate risk.

(e) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company requires funds to finance its business development activities. In addition, the Company needs to raise equity financing to carry out its exploration programs. There is no assurance that financing will be available or, if available, that such financing will be on terms acceptable to the Company.

(f) Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

Fourth Quarter

See Summary of Quarterly Results.

Additional Disclosure for Venture Issuers without Significant Revenue

An analysis of material components of the Company's general and administrative expenses is disclosed in the audited consolidated financial statements for the year ended December 31, 2019 to which this MD&A relates. An analysis of material components of the Company's exploration and evaluation assets is disclosed in the audited consolidated financial statements for the year ended December 31, 2019 to which this MD&A relates.

Outstanding Share Data

As at June 22, 2020, the Company had 29,643,616 common shares issued and outstanding.

As at June 22, 2020, the Company had 12,380,216 share purchase warrants outstanding.

Number of warrants outstanding	Exercise price $	Expiry date
6,380,216	0.20	December 31, 2020
6,000,000	0.40	May 5, 2021
12,380,216		

As at June 22, 2020, the Company had no stock options outstanding.

Coronavirus Pandemic

The current outbreak of COVID-19 and any future emergence and spread of similar pathogens could have an adverse impact on global economic conditions, which may adversely impact the Company's operations, and the operations of its suppliers, contractors and service providers, the ability to obtain financing and maintain necessary liquidity. The outbreak of COVID-19 and political upheavals in various countries have caused significant volatility in commodity prices. While these effects are expected to be temporary, the duration of the business disruptions internationally and related financial impact cannot be reasonably estimated at this time.

Similarly, the Company cannot estimate whether or to what extent this outbreak and the potential financial impact may extend to countries outside of those currently impacted. Travel bans and other government restrictions may also adversely impact the Company's operations.

OTHER REQUIREMENTS

Additional disclosure of the Company's technical reports, material change reports, news release and other information can be obtained on SEDAR at *www.sedar.com.*

SCHEDULE "C"

INTERIM FINANCIALS

AMENDED AND RESTATED

RECHARGE RESOURCES LTD.

(formerly Le Mare Gold Corp.)

Condensed Interim Consolidated Financial Statements

Nine Months Ended September 30, 2021

(Expressed in Canadian dollars)

(unaudited)

RECHARGE RESOURCES LTD.

(formerly Le Mare Gold Corp.)
Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

	September 30, 2021 $ (Restated – Note 11) (unaudited)	December 31, 2020 $
Assets		
Current assets		
Cash	1,753,464	582
GST receivable	64,151	3,600
Advances	–	75,000
Prepaid expenses (Note 6)	35,476	–
Total current assets	1,853,091	79,182
Non-current assets		
Exploration and evaluation assets (Note 4)	1,463,202	–
Total assets	3,316,293	79,182
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities (Notes 5 and 6)	70,584	228,722
Loans payable (Note 5)	–	229,369
Total current liabilities	70,584	458,091
Shareholders' equity (deficit)		
Share capital (Note 7)	11,659,878	7,583,205
Share-based payment reserve (Note 8)	596,861	588,320
Share subscriptions receivable (Note 7)	(5,000)	–
Warrants reserve (Note 7)	2,807,034	1,691,332
Deficit	(11,813,064)	(10,241,766)
Total shareholders' equity (deficit)	3,245,709	(378,909)
Total liabilities and shareholders' equity (deficit)	3,316,293	79,182

Nature and continuance of operations (Note 1)

Approved and authorized for issuance by the Board of Directors on January 18, 2022:

/s/ "Yari Nieken" — Yari Nieken, Director

/s/ "Bryson Goodwin" — Bryson Goodwin, Director

(The accompanying notes are an integral part of these condensed interim consolidated financial statements)

RECHARGE RESOURCES LTD.
(formerly Le Mare Gold Corp.)
Condensed Interim Consolidated Statements of Operations and Comprehensive Loss
(Expressed in Canadian dollars)
(unaudited)

	Three months ended September 30, 2021 $	Three months ended September 30, 2020 $	Nine months ended September 30, 2021 $	Nine months ended September 30, 2020 $
	(Restated – Note 11)		(Restated – Note 11)	
Expenses				
Consulting fees	346,942	–	415,317	5,000
General and administrative	13,052	2,413	32,432	18,970
Investor relations	231,349	–	892,535	1,666
Management fees (Note 6)	82,500	22,500	127,500	72,262
Professional fees	30,761	7,178	42,843	41,204
Project investigation costs	–	–	–	170,874
Share-based compensation (Note 8)	–	–	8,541	–
Transfer agent and filing fees	9,621	6,592	47,896	28,038
Travel	1,236	601	2,204	2,350
Total expenses	715,461	39,284	1,569,268	340,364
Loss before other income (expense)	(715,461)	(39,284)	(1,569,268)	(340,364)
Other income (expense)				
Interest expense	–	(6)	(7,000)	(146)
Gain on settlement of debt	–	19,026	4,970	19,026
Total other income (expense)	–	19,032	(2,030)	(18,880)
Net loss and comprehensive loss	(715,461)	(20,264)	(1,571,298)	(321,484)
Basic and diluted loss per share	(0.01)	–	(0.02)	(0.01)
Weighted average shares outstanding	103,062,984	29,643,616	73,652,728	29,643,616

(The accompanying notes are an integral part of these condensed interim consolidated financial statements)

RECHARGE RESOURCES LTD.
(formerly Le Mare Gold Corp.)
Condensed Interim Consolidated Statements of Changes in Equity
(Expressed in Canadian dollars)
(unaudited)

	Share capital		Share-based payment reserve	Warrants reserve	Share subscriptions receivable	Deficit	Total shareholders' equity (deficit)
	Number	Amount $	$	$	$	$	$
Balance, December 31, 2019	29,643,616	7,583,205	588,320	1,691,332	(15,000)	(9,859,727)	(11,870)
Share subscriptions received	–	–	–	–	15,000	–	15,000
Net loss for the period	–	–	–	–	–	(321,484)	(321,484)
Balance, September 30, 2020	29,643,616	7,583,205	588,320	1,691,332	–	(10,181,211)	(318,354)
Balance, December 31, 2020	29,643,616	7,583,205	588,320	1,691,332	–	(10,241,766)	(378,909)
Units issued for cash	69,887,500	2,418,982	–	1,075,393	(5,000)	–	3,489,375
Fair value of finder's warrants issued	–	(40,309)	–	40,309	–	–	–
Shares issued for exploration and evaluation assets	3,300,000	301,500	–	–	–	–	301,500
Fair value of shares issued to acquire Battmetals Resources Ltd.	5,700,000	969,000	–	–	–	–	969,000
Fair value of stock options granted	–	–	8,541	–	–	–	8,541
Shares issued for warrants exercised	5,700,000	427,500	–	–	–	–	427,500
Net loss for the period	–	–	–	–	–	(1,571,298)	(1,571,298)
Balance, September 30, 2021 (Restated – Note 11)	114,231,116	11,659,878	596,861	2,807,034	(5,000)	(11,813,064)	3,245,709

(The accompanying notes are an integral part of these condensed interim consolidated financial statements)

RECHARGE RESOURCES LTD.
(formerly Le Mare Gold Corp.)
Condensed Interim Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)
(unaudited)

	Nine months ended September 30, 2021 $	Nine months ended September 30, 2020 $
	(Restated – Note 11)	
Operating activities		
Net loss	(1,571,298)	(321,484)
Items not involving cash:		
Share-based compensation	8,541	–
Changes in non-cash working capital items:		
GST receivable	(60,551)	8,960
Prepaid expenses	(24,976)	5,000
Accounts payable and accrued liabilities	(158,138)	84,471
Net cash used in operating activities	(1,806,422)	(223,053)
Investing activities		
Exploration and evaluation asset expenditures	(263,993)	–
Cash acquired from Battmetals Resources Ltd.	135,791	–
Net cash used in investing activities	(128,202)	–
Financing activities		
Proceeds from loans payable	–	181,619
Repayment of loans payable	(229,369)	–
Proceeds from issuance of common shares	3,916,875	15,000
Net cash provided by financing activities	3,687,506	196,619
Change in cash	1,752,882	(26,434)
Cash, beginning of period	582	108,095
Cash, end of period	1,753,464	81,661
Non-cash investing and financing activities:		
Fair value of warrants issued in private placement recorded in warrant reserve	1,075,393	–
Fair value of warrants issued as finders' fees	40,309	–
Shares issued pursuant to mineral property option agreements	301,500	–
Shares issued for acquisition of Battmetals Resources Ltd.	969,000	–
Prepaid expenses acquired from Battmetals Resources Ltd.	10,500	–
Exploration and evaluation assets acquired from Battmetals Resources Ltd.	822,709	–
Supplemental disclosures:		
Interest paid	47,903	–
Income taxes paid	–	–

(The accompanying notes are an integral part of these condensed interim consolidated financial statements)

1. Nature and Continuance of Operations

Recharge Resources Ltd. (formerly Le Mare Gold Corp.) (the “Company”) was incorporated in the province of British Columbia on March 9, 2010 as Signal Exploration Inc. The Company changed its name to Southern Lithium Corp. in October 2016, to Le Mare Gold Corp. in February 2018 and to Recharge Resources Ltd. in July 2021. The Company is a resource exploration company that is in the business of acquiring and exploring mineral properties. The Company’s registered address is Suite 600, 535 Howe Street, Vancouver, BC, V6Z 2Z4.

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. The impact on the Company has not been significant, but management continues to monitor the situation.

These condensed interim consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. For the period ended September 30, 2021, the Company has not generated any revenue and incurred negative cash flow from operations. As at September 30, 2021, the Company has a working capital of $1,782,507 and an accumulated deficit of $11,813,064. The Company’s continuation as a going concern is dependent on its ability to generate future cash flows and/or obtain additional financing. Management intends to finance operating costs over the next twelve months with cash on hand, loans from directors and companies controlled by directors, and/or private placements of common shares. There is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These factors indicate the existence of a material uncertainty that may cast significant doubt on the ability of the Company to continue as a going concern. These condensed interim consolidated financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

2. Significant Accounting Policies

(a) Statement of Compliance

These condensed interim consolidated financial statements have been prepared in accordance with IAS 34, *Interim Financial Reporting*. These condensed interim consolidated financial statements of the Company should be read in conjunction with the Company’s annual audited financial statements for the year ended December 31, 2020, which were prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

(b) Basis of Presentation

These condensed interim consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries; 1178796 B.C. Ltd. (up to the date of dissolution on January 10, 2020) and Battmetals Resources Ltd. All significant inter-company balances and transactions have been eliminated on consolidation.

These condensed interim consolidated financial statements have been prepared on a historical cost basis and are presented in Canadian dollars, which is also the Company’s functional currency.

(c) Accounting Standards Issued But Not Yet Effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the period ended September 30, 2021, and have not been early adopted in preparing these condensed interim consolidated financial statements. These new standards, and amendments to standards and interpretations are either not applicable or are not expected to have a significant impact on the Company’s consolidated financial statements.

(Expressed in Canadian dollars)

3. Acquisition of Battmetals Resources Corp.

On July 28, 2021, the Company completed a share purchase agreement with Battmetals Resources Corp. ("Battmetals") and the shareholders of Battmetals (collectively, the "Vendors"), pursuant to which the Company acquired 100% of the issued and outstanding shares of Battmetals from the Vendors for consideration of 5,700,000 common shares of the Company.

The acquisition of the Battmetals shares has been accounted for as an asset acquisition as, at the time of the transaction, Battmetals did not meet the definition of a business. The consideration paid has been allocated to the exploration and evaluations assets as at the date of acquisition. The purchase price of the acquisition has been allocated as follows:

Purchase price	$
Fair value of common shares issued to the Vendors	969,000

Net assets acquired	$
Cash	135,791
Prepaid expenses	10,500
Exploration and evaluation assets	822,709
	969,000

4. Exploration and Evaluation Assets

	Brussels Creek $	Kagoot Brook $	Murray Ridge $	Pinchi Lake $	Total $
Acquisition costs:					
Balance, December 31, 2020	–	–	–	–	–
Additions	446,500	112,500	–	–	559,000
Battmetals acquisition	–	–	83,061	739,648	822,709
Balance, September 30, 2021	446,500	112,500	83,061	739,648	1,381,709
Exploration costs:					
Balance, December 31, 2020	–	–	–	–	–
Additions	81,000	–	–	493	81,493
Balance, September 30, 2021	81,000	–	–	493	81,493
Carrying amounts:					
Balance, December 31, 2020	–	–	–	–	–
Balance, September 30, 2021	527,500	112,500	83,061	740,141	1,463,202

4. Exploration and Evaluation Assets (continued)

Brussels Creek Property

On February 3, 2021, the Company entered into a mineral option assignment agreement whereby the Company has been assigned the right to acquire up to a 100% interest in the Brussels Creek property located in the Kamloops Mining District, British Columbia. The assignor assigned all of its right, title, and interest in and to the option agreement dated February 25, 2020 that it is a party to for $157,500 (paid) and 800,000 common shares of the Company (issued). The Company agreed to assume the obligations of the assignor under the option agreement subject to the optionor agreeing to accept 2,000,000 common shares of the Company in substitution for shares of the assignor otherwise due to be issued to the optionor under the option agreement as follows:

If a 60% interest in the property is acquired, the Company must issue 1,000,000 common shares on or before April 15, 2021 (issued), pay $100,000 on or before April 15, 2021 (paid), and incur $200,000 in exploration expenditures on the property on or before February 25, 2022.

If the remaining 40% interest in the property is acquired, the Company must issue 1,000,000 common shares on or before February 25, 2023, pay $125,000 on or before February 25, 2023, and incur an additional $275,000 in exploration expenditures on the property on or before February 25, 2023.

The interest earned is subject to a 2% Net Smelter Royalty (“NSR”) payable to the optionor. One half of the NSR may be purchased for $1,500,000, exercisable anytime on or before the expiration of one year from the commencement of commercial production.

Kagoot Brook Property

On June 24, 2021, the Company entered into a mineral option assignment agreement whereby the Company has been assigned the right to acquire a 75% interest in the Kagoot Brook property located in the Bathurst Mining Camp, New Brunswick. The assignor assigned all of its right, title, and interest in and to the option agreement dated May 11, 2020 that it is a party to for 1,000,000 common shares of the Company (issued). The Company agreed to assume the obligations of the assignor as follows: the $650,000 exploration commitment to be completed by May 10, 2023, and pay a $50,000 royalty to underlying royalty holders by January 23, 2022. The Company issued 500,000 common shares to the original optionor which extended the date.

The interest earned is subject to a 2% NSR payable to the optionor.

Murray Ridge Property

The Company has a 100% interest in 42 claims located in the Omineca Mining Division, British Columbia.

Pinchi Lake Property

The Company has a 100% interest in 2 claims located in the Omineca Mining Division, British Columbia.

Georgia Lake West and North Lithium Properties

The Company has a 100% interest in certain claims located in the Thunder Bay Mining Division, Ontario.

5. Loans Payable

(a) As at September 30, 2021, the Company owed $nil (December 31, 2020 - $19,819) to a company controlled by the Chief Executive Officer ("CEO") and a significant shareholder of the Company, which is unsecured, non-interest bearing, and due on demand.

(b) As at September 30, 2021, the Company owed $nil (December 31, 2020 - $29,750) to the father of the CEO of the Company, which is unsecured, bears interest at 15% per annum, and is due on demand. As at September 30, 2021, accrued interest of $nil (December 31, 2020 - $27,165) is included in accounts payable and accrued liabilities.

(c) As at September 30, 2021, the Company owed the following amounts to the CEO of the Company: $nil (December 31, 2020 - $145,000) which is unsecured, bears interest at 10% per annum, and is due on demand and $nil (December 31, 2020 - $5,000) which is unsecured, bears interest at 15% per annum, and is due on demand. As at September 30, 2021, accrued interest of $nil (2020 - $13,036) is included in accounts payable and accrued liabilities.

(d) As at September 30, 2021, the Company owed $8,800 (December 31, 2020 - $8,800) to a significant shareholder of the Company, which is unsecured, bears interest at 10% per annum, and is due on demand. As at September 30, 2021, accrued interest of $nil (December 31, 2020 - $762) is included in accounts payable and accrued liabilities.

(e) As at September 30, 2021, the Company owed $nil (December 31, 2020 - $21,000) to a company with common officers and directors, which is unsecured, non-interest bearing, and due on demand.

6. Related Party Transactions

(a) As at September 30, 2021, the amount of $30,184 (December 31, 2020 - $13,340) is owed to the CEO of the Company which is included in accounts payable and accrued liabilities. The amount owed is non-interest bearing, unsecured, and due on demand. As at September 30, 2021, management fees of $21,000 (December 31, 2020 - $nil) paid to the CEO of the Company is included in prepaid expenses. During the nine months ended September 30, 2021, the Company incurred management fees of $60,000 (2020 - $nil) to the CEO of the Company.

(b) As at September 30, 2021, the amount of $10,500 (December 31, 2020 - $63,063) is owed to a company controlled by the Chief Financial Officer ("CFO") of the Company which is included in accounts payable and accrued liabilities. The amount owed is non-interest bearing, unsecured, and due on demand. During the period ended September 30, 2021, the Company incurred management fees of $45,000 (2020 - $49,762) to a company controlled by the CFO of the Company.

(c) During the nine months ended September 30, 2021, the Company incurred management fees of $22,500 (2020 - $22,500) to a company controlled by the Corporate Secretary of the Company.

7. Share Capital

(a) On April 22, 2021, the Company issued 64,087,500 units at a price of $0.05 per unit for proceeds of $3,204,375, of which $5,000 is recorded as share subscriptions receivable as at September 30, 2021. Each unit consisted of one common share and one transferable share purchase warrant. Each share purchase warrant entitles the holder to purchase one additional common share at $0.075 per share expiring on April 23, 2022. The Company issued 760,000 finders' warrants with a fair value of $40,309. Each finders' warrant is exercisable at $0.075 per common share expiring on April 23, 2022.

(b) On April 22, 2021, the Company issued 5,800,000 flow-through common shares at a price of $0.05 per share for proceeds of $290,000.

(Expressed in Canadian dollars)

7. Share Capital (continued)

(c) On April 22, 2021, the Company issued 1,800,000 common shares with a fair value of $189,000 pursuant to the Brussels Creek mineral property option agreement. Refer to Note 4.

(d) On August 16, 2021, the Company issued 5,700,000 shares with a fair value of $969,000 for the acquisition of 100% of the issued and outstanding shares of Battmetals. Refer to Note 3.

(e) On August 20, 2021, the Company issued 1,500,000 shares with a fair value of $112,500 pursuant to the Kagoot Brook mineral property option agreement. Refer to Note 4.

(f) During the nine months ended September 30, 2021, the Company issued 5,700,000 common shares for proceeds of $427,500 pursuant to the exercise of share purchase warrants.

8. Stock Options

The following table summarizes the continuity of the Company's stock options:

	Number of optionss	Weighted average exercise price $
Balance, December 31, 2020	–	–
Granted	150,000	0.18
Balance, September 30, 2021	150,000	0.18

Additional information regarding stock options outstanding as at September 30, 2021, is as follows:

	Outstanding and exercisable		
Exercise prices $	Number of options	Weighted average remaining contractual life (years)	Weighted average exercise price $
0.18	150,000	0.6	0.18

During the nine months ended September 30, 2021, the Company recorded share-based compensation of $8,541 (2020 - $nil). The weighted average grant date fair value of stock options granted during the nine months ended September 30, 2021 was $0.06 (2020 - $nil) per option.

The fair values for stock options granted have been estimated using the Black-Scholes option-pricing model assuming no expected dividends, no forfeitures, and the following weighted average assumptions:

	2021	2020
Risk-free interest rate	0.2%	–
Expected volatility	114%	–
Expected option life (in years)	1	–

(Expressed in Canadian dollars)

9. Share Purchase Warrants

The following table summarizes the continuity of share purchase warrants:

	Number of warrants	Weighted average exercise price $
Balance, December 31, 2020	6,000,000	0.40
Issued	64,847,500	0.075
Expired	(6,000,000)	0.40
Exercised	(5,700,000)	0.075
Balance, September 30, 2021	59,147,500	0.075

As at September 30, 2021, the following share purchase warrants were outstanding:

Number of warrants outstanding	Exercise price $	Expiry date
59,147,500	0.075	April 22, 2022

10. Financial Instruments and Risk Management

(a) Fair Values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments, which include cash, and accounts payable and accrued liabilities, and loans payable, approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company’s primary exposure to credit risk is in its cash. The risk in cash is managed through the use of a major financial institution which has a high credit quality as determined by rating agencies. The carrying amount of financial assets represents the maximum credit exposure.

(c) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk as it does not have any assets or liabilities that are affected by changes in interest rates.

(Expressed in Canadian dollars)

10. Financial Instruments and Risk Management (continued)

(d) Foreign Exchange Rate Risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. The Company is not exposed to any significant foreign exchange rate risk.

(e) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company requires funds to finance its business development activities. In addition, the Company needs to raise equity financing to carry out its exploration programs. There is no assurance that financing will be available or, if available, that such financing will be on terms acceptable to the Company.

(f) Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

11. Restatements

The Company has restated its consolidated financial statements as at September 30, 2021 and for the three and nine months then ended mainly to correct the accounting of the acquisition of Battmetals. The Company also corrected the fair value of warrants issued and recorded additional accounts payable and related expenses.

The impact of the restatements as at September 30, 2021 and for the three and nine months then ended is summarized below:

Consolidated statement of financial position as at September 30, 2021:

	As reported $	Adjustment $	As restated $
Assets			
Non-current assets			
Exploration and evaluation assets	709,827	753,375	1,463,202
Total assets	2,562,918	753,375	3,316,293
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	40,399	30,185	70,584
Total liabilities	40,399	30,185	70,584
Shareholders' equity			
Share capital	11,630,409	29,469	11,659,878
Warrants reserve	2,836,503	(29,469)	2,807,034
Deficit	(12,536,254)	723,190	(11,813,064)
Total shareholders' equity	2,522,519	723,190	3,245,709
Total liabilities and shareholders' equity	2,562,918	753,375	3,316,293

(Expressed in Canadian dollars)

11. Restatements (continued)

Consolidated statement of operations and comprehensive loss for the three months ended September 30, 2021:

	As reported $	Adjustment $	As restated $
Expenses			
General and administrative	2,457	10,595	13,052
Investor relations	212,995	18,354	231,349
Travel	–	1,236	1,236
Total expenses	685,276	30,185	715,461
Loss before other income (expense)	(685,276)	(30,185)	(715,461)
Other income (expense)			
Consideration paid in excess of net assets acquired	(753,375)	753,375	–
Total other income (expense)	(753,375)	753,375	–
Net loss and comprehensive loss for the period	(1,438,651)	723,190	(715,461)
Net loss per share	(0.02)	0.01	(0.01)

Consolidated statement of operations and comprehensive loss for the six months ended September 30, 2021:

	As reported $	Adjustment $	As restated $
Expenses			
General and administrative	28,837	3,595	32,432
Investor relations	874,181	18,354	892,535
Travel	968	1,236	2,204
Total expenses	1,546,083	23,185	1,569,268
Loss before other income (expense)	(1,546,083)	(23,185)	(1,569,268)
Other income (expense)			
Consideration paid in excess of net assets acquired	(753,375)	753,375	–
Interest expense	–	(7,000)	(7,000)
Total other income (expense)	(748,405)	746,375	(2,030)
Net loss and comprehensive loss for the period	(2,294,488)	723,190	(1,571,298)
Net loss per share	(0.04)	0.02	(0.02)

Consolidated statement of changes in equity for the nine months ended September 30, 2021:

	As reported $	Adjustment $	As restated $
Share capital	11,630,409	29,469	11,659,878
Warrants reserve	2,836,503	(29,469)	2,807,034
Deficit	(12,536,254)	723,190	(11,813,064)
Total shareholders' equity	2,522,519	723,190	3,245,709

(Expressed in Canadian dollars)

11. Restatements (continued)

Consolidated statement of cash flows for the three months ended September 30, 2021:

	As reported $	Adjustment **$**	As restated $
Operating activities			
Net loss for the period	(2,294,488)	723,190	(1,571,298)
Items not involving cash:			
Consideration paid in excess of net assets acquired from acquisition	753,375	(753,375)	–
Changes in non-cash working capital items:			
Prepaid expenses	(35,476)	10,500	(24,976)
Accounts payable and accrued liabilities	(188,323)	30,185	(158,138)
Net cash used in operating expenses	(1,816,922)	10,500	(1,806,422)
Investing activities			
Exploration and evaluation asset expenditures	(333,327)	69,334	(263,993)
Exploration and evaluation assets acquired from Battmetals	69,334	(69,334)	–
Amounts receivable acquired from Battmetals	10,500	(10,500)	–
Net cash used in investing activities	(117,702)	(10,500)	(128,202)
Change in cash	1,752,882	–	1,752,882

SCHEDULE “D”

INTERIM MD&A

AMENDED AND RESTATED

RECHARGE RESOURCES LTD.

(formerly Le Mare Gold Corp.)

Management Discussion & Analysis ("MD&A")

Period Ended September 30, 2021

Date of Report: January 18, 2022

The following management's discussion and analysis should be read together with the amended and restated unaudited condensed interim consolidated financial statements and accompanying notes for the nine months ended September 30, 2021 and related notes hereto, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are stated in Canadian dollars unless otherwise indicated.

This management discussion and analysis includes certain statements that may be deemed "forward-looking statements". Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.

Nature of Business and Overall Performance

Recharge Resources Ltd. (formerly known as Le Mare Gold Corp.) ("Recharge" or the "Company") was incorporated in the province of British Columbia on March 9, 2010 as Signal Resources Inc. The Company is a resource exploration company that is acquiring and exploring mineral properties. The name was changed to Le Mare Gold Corp., on February 2, 2018 and to Recharge Resources Ltd. on July 15, 2021, after which the Company commenced trading as "RR" on the TSX Venture Exchange.

Background

The Company has completed a corporate rebranding and has recently acquired a portfolio of highly prospective battery metals projects, with a view to continue exploring world class camps focusing on nickel and lithium.

Brussels Creek

On February 3, 2021, the Company entered into a mineral option assignment agreement whereby the Company has been assigned the right to acquire up to a 100% interest in the Brussels Creek property located in the Kamloops Mining District, British Columbia. The assignor assigned all its right, title, and interest in and to the option agreement dated February 25, 2020 that it is a party to for $157,500 (paid) and 800,000 common shares of the Company (issued). The Company agreed to assume the obligations of the assignor under the option agreement subject to the optionor agreeing to accept 2,000,000 common shares of the Company in substitution for shares of the assignor otherwise due to be issued to the optionor under the option agreement as follows:

If a 60% interest in the property is acquired, the Company must issue 1,000,000 common shares on or before April 15, 2021 (issued), pay $100,000 on or before April 15, 2021 (paid), and incur $200,000 in exploration expenditures on the property on or before February 25, 2022.

If the remaining 40% interest in the property is acquired, the Company must issue 1,000,000 common shares on or before February 25, 2023, pay $125,000 on or before February 25, 2023, and incur an additional $275,000 in exploration expenditures on the property on or before February 25, 2023.

The interest earned is subject to a 2% Net Smelter Royalty payable to the optionor. One half of the royalty may be purchased for $1,500,000, exercisable anytime on or before the expiration of one year from the commencement of commercial production.

The Property is an early-stage exploration property, located approximately 24 km west of Kamloops, BC, and is immediately adjacent to New Gold's New Afton mine. The Property comprises 17 claims (66 cells) covering 1350.43 ha. The geological setting of the Property is very similar to New Afton, a silica-saturated copper-gold alkalic porphyry-style deposit, as well as the Highland Valley, Mount Polly, Kemess and Galore

Creek deposits. Recent field observations noted the presence of a substantial mineralized quartz-feldspar porphyry body intruding the overlying Nicola Group volcanics. Historic sampling and mapping on the property, in 1983 and 1984, located a broad anomalous zone (200 m by 400 m) with gold values up to 3.5 g/t. Grab samples taken from the property in 2019 include values of 10.1 g/t Au (with 0.7 g/t Pd) and 11.5 g/t Au. In 2020, Syber commenced exploration work on the property and has completed an airborne magnetometer survey over the entire property, a LiDAR and orthophotography survey, and also one week of prospecting and mapping. Interpretation of the geophysical survey identified six areas of interest, showing potential for the structural complexities and potassic alteration that are common features of this style of porphyry copper-gold deposit.

Recharge commissioned Healex Consulting of Nanaimo, BC, to complete a National Instrument 43-101 Technical Report on the Property. The report will be made available on *www.sedar.com*.

Kagoot Brook

On June 24, 2021, the Company entered into an agreement with West Mining Corp. whereby the Company may acquire a 75% interest in the Cobalt-Nickel Kagoot Brook project a 4,233-hectare area located in the Bathurst mining camp, New Brunswick, Canada.

Excerpts from a September 21, 2020 NI 43-101 Technical Report authored by Peter Dadson B.Sc., P.Geo. detail the following information: Historical work on the Kagoot Brook property was largely driven by the results received from a 1981 Geological Survey Branch, New Brunswick Department of Natural Resources stream and spring sediment surveys. The results of the survey returned significantly elevated and anomalous cobalt in silts from both tributaries with values varying from 63ppm to 1,316ppm Cobalt. The results of the survey spurred multiple, multi-faceted exploration campaigns through the 1980's and 1990's.

In 2018 Explorex Resources Inc. re-processed the 1986-1987 fixed wing airborne magnetic survey data covering the property. The 3D modelling indicated the Kagoot Brook claims are underlain by a synformal fold structure with a fold axis trending near east-west. In December 2018 magnetic and VLF-EM surveys were completed along widely spaced selected logging road access trails. In July and September2018, a silt sampling program was completed along the two anomalous creeks to confirm the existence and location of the historical silt sample results. A total of 51 silt samples were collected and confirmed the historical results with cobalt values to 3,190ppm Cobalt. The silt sampling program identified a clear and well defined up stream cut-off to the anomalous cobalt silt values. In December 2018, a two-hole NQ oriented core drill program was completed totalling 501m. The program was designed to test the underlying stratigraphy for the possible source of the anomalous stream sediment silt values. The structural data collected from the oriented core suggests that each drill hole may have been collared on opposing limbs of a tight synformal fold structure. Best results 79ppm Cobalt from the two-hole drill program returned. The author concludes that the property merits further exploration.

Pursuant to the Agreement, West Mining has assigned its original agreement made with Great Atlantic Resources Corp. and Explorex Resources Inc. to Recharge. Recharge may acquire a 75% interest in the Project, subject to an underlying 2% NSR pursuant to the underlying agreement, by issuing to West Mining 1,000,000 common shares (issued) and assuming the $650,000 exploration commitment to be completed before May 10th, 2023 and a $50,000 royalty payment to underlying royalty holders by January 23rd, 2022. Recharge shall issue 500,000 (issued) common shares to Great Atlantic Resources for the extension on the exploration expenditures.

Murray Ridge and Pinchi Lake

On July 28, 2021, the Company entered into a share purchase agreement with the shareholders of Battmetals Resources Corp., under which Recharge purchased all of Battmetals issued and outstanding shares, representing a 100% interest. As consideration for Recharge's purchase of the Battmetals shares, Recharge issued an aggregate of 5.7 million shares to the vendors.

The Company has 100 per cent interest in the Murray Ridge and Pinchi Lake Nickel projects. The properties are located approximately 15 to 30 km northwest of Fort St. James and 120 km northwest of Prince George in Central British Columbia. The project was previously explored by Nanton Nickel Corp. The project consists of three separate claim blocks totalling 3354.64 hectares that were carefully selected to cover the best sampling results (greater than 0.20% nickel in rocks) reported by Nanton Nickel company in 2013 shortly after the discovery of the Decar Nickel property owned FPX NICKEL CORP. (FPX.TSX-V). Awerite was confirmed to be a constituent of the nickel values.

The Decar Nickel Project geology which lies 60km South West is analogous suite of ultramafic intrusions are hosts to widely disseminated coarse grained awaruite mineralization. Compositionally, awaruite (Ni2Fe-Ni3Fe) is comprised of approximately 75% nickel, 25% iron and 0% sulfur, and therefore it is considered "natural steel". Absence of sulfur allows a concentrate to be shipped directly to steel mills without incurring smelting and refining costs, and minimal environmental problems.

The Company additionally holds the Georgia Lake North & West Lithium Properties next to RockTech Lithium's (RCK:CSE) Georgia Lake Property consisting of two projects totalling 320 hectares and 432 hectares. The RockTech project is located 160 km northeast of Thunder Bay within the Thunder Bay Mining Division and is host to a number of spodumene-bearing pegmatites. Lithium mineralization was discovered in 1955 and subsequently explored by several historic owners. RockTech acquired the licenses since 2009 and carried out several drill campaigns until 2017. Based on a total of 351 drill holes with a combined length of 47,384 m an NI43-101 compliant resource estimate of 6.58 million tonnes in the measured and indicated category and 6.72 million tonnes in the inferred category was published in August 2018.

Highlights

On February 3, 2021, the Company entered into a mineral option assignment agreement with Syber Mining Corp. whereby the Company has been assigned the right to acquire up to a 100% interest in the Brussels Creek gold-copper-palladium property located in the Kamloops Mining District, British Columbia. On April 22, 2021, the Company made payments totalling $257,500 and issued an aggregate of 1,800,000 common shares with a fair value of $189,000 pursuant to the terms of the agreement.

On April 22, 2021, the Company issued 64,087,500 units at a price of $0.05 per unit for proceeds of $3,204,375. Each unit consisted of one common share and one transferable share purchase warrant.

On April 22, 2021, the Company issued 5,800,000 flow-through common shares at a price of $0.05 per share for proceeds of $290,000.

On June 24, 2021, the Company entered into an agreement with West Mining Corp. whereby the Company may acquire a 75% interest in the Cobalt-Nickel Kagoot Brook project, a 4,233-hectare area located in the Bathurst mining camp, New Brunswick. On August 20, 2021, Recharge issued an aggregate of 1 million shares to West Mining Corp. and 500,000 shares to Great Atlantic Resources Corp. pursuant to the agreement.

On July 28, 2021, the Company entered into a share purchase agreement with the shareholders of Battmetals Resources Corp., under which Recharge shall purchase all of Battmetals issued and outstanding shares, representing a 100% interest. As consideration for Recharge's purchase of the Battmetals shares. On August 16, 2021, Recharge issued an aggregate of 5.7 million shares to the vendors pursuant to the agreement.

On August 13, 2021, the Company announced its intent to split the Company's common shares on a five-for-one basis subject to TSX Venture Exchange approval. No record date has been set and further details will be announced shortly.

Liquidity and Capital Resources

As at September 30, 2021, the Company had a working capital of $1,782,507. The Company has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. The Company requires additional working capital to meet its primary business objectives. Since the Company will not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on the funding through future equity issuances and through short-term borrowing in order to fund ongoing operations and to meet its obligations. The ability of the Company to raise capital will depend on market conditions and it may not be possible for the Company to issue shares on acceptable terms or at all.

Results of Operations

	For the three-month periods ended		For the nine-month periods ended	
	September 30, 2021 $	September 30, 2020 $	September 30, 2021 $	September 30, 2020 $
Expenses				
Consulting fees (Note 5)	346,942	–	415,317	5,000
General and administrative	13,052	2,413	32,432	18,970
Investor relations	231,349	–	892,535	1,666
Management fees (Note 5)	82,500	22,500	127,500	72,262
Professional fees	30,761	7,178	42,843	41,204
Project investigation costs	–	–	–	170,874
Stock based compensation (Note 6)	–	–	8,541	–
Transfer agent and filing fees	9,621	6,592	47,896	28,038
Travel	1,236	601	2,204	2,350
Total expenses	715,461	39,284	1,569,268	340,364

Total operating expenses for the nine months ended September 30, 2021, an increase of $1,228,904 compared to the prior year period, is a result of increased activity as the Company completed a corporate rebranding and addition of several battery metals projects, including those acquired through Battmetals Resources Corp.. Consulting fees increased from $5,000 to $415,317 as the Company's activities increased significantly on the prior year, requiring additional consultants to carry out administrative duties, due diligence on potential projects, as well as financial administration and evaluation. Management fees increased by $55,238 over the prior year as management's responsibilities and time incurred on the Company increased. Market awareness increased by $890,869 over the prior year as the Company engaged various companies to strategize its rebrand and increase investor awareness by means of a new website, digital marketing campaigns, display ads and dissemination of news across multiple outlets.

Summary of Quarterly Results

The following table sets out selected quarterly information for each of the Company's most recent eight completed quarters.

	Revenues $	Net income (loss) $	Net income (loss) per share (basic and diluted) $
December 31, 2019	–	(1,336,535)	(0.05)
March 31, 2020	–	(252,343)	(0.01)
June 30, 2020	–	(48,888)	–
September 30, 2020	–	(20,252)	–
December 31, 2020	–	(60,556)	–
March 31, 2021	–	(352,215)	(0.01)
June 30, 2021	–	(503,622)	(0.01)
September 30, 2021	–	(715,461)	(0.01)

The net loss for the quarter ended December 31, 2019 includes the $1,098,643 impairment of exploration and evaluation assets.

Transactions with Related Parties

(a) As at September 30, 2021, the amount of $30,184 (December 31, 2020 - $13,340) is owed to the CEO of the Company which is included in accounts payable and accrued liabilities. The amount owed is non-interest bearing, unsecured, and due on demand. As at September 30, 2021, management fees of $21,000 (December 31, 2020 - $nil) paid to the CEO of the Company is included in prepaid expenses. During the period ended September 30, 2021, the Company incurred management fees of $60,000 (2020 - $nil) to the CEO of the Company.

(b) As at September 30, 2021, the amount of $10,500 (December 31, 2020 - $63,063) is owed to a company controlled by the CFO of the Company which is included in accounts payable and accrued liabilities. The amount owed is non-interest bearing, unsecured, and due on demand. During the period ended September 30, 2021, the Company incurred management fees of $45,000 (2020 - $49,762) to a company controlled by the CFO of the Company.

(c) During the period ended September 30, 2021, the Company incurred management fees of $22,500 (2020 - $22,500) to a company controlled by the Corporate Secretary of the Company.

Financial Instruments and Risk Management

(a) Fair Values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments, which include cash, and accounts payable and accrued liabilities, and loans payable, approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its cash. The risk in cash is managed through the use of a major financial institution which has a high credit quality as determined by rating agencies. The carrying amount of financial assets represents the maximum credit exposure.

(c) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk as it does not have any assets or liabilities that are affected by changes in interest rates.

(d) Foreign Exchange Rate Risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. The Company is not exposed to any significant foreign exchange rate risk.

(e) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company requires funds to finance its business development activities. In addition, the Company needs to raise equity financing to carry out its exploration programs. There is no assurance that financing will be available or, if available, that such financing will be on terms acceptable to the Company.

(f) Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

Accounting Standards Issued But Not Yet Effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the period ended September 30, 2021, and have not been early adopted in preparing these condensed interim consolidated financial statements. These new standards, and amendments to standards and interpretations are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

Additional Disclosure for Venture Issuers Without Significant Revenue

An analysis of material components of the Company's general and administrative expenses is disclosed in the unaudited condensed interim consolidated financial statements for the nine months ended September 30, 2021. An analysis of material components of the Company's exploration and evaluation assets is disclosed in the unaudited condensed interim consolidated financial statements for the nine months ended September 30, 2021.

Outstanding Share Data

As at January 18, 2022, the Company had 114,231,116 common shares issued and outstanding.

As at January 18, 2022, the Company had 59,147,500 share purchase warrants outstanding.

Number of warrants outstanding	Exercise price $	Expiry date
59,147,500	0.075	April 22, 2022

As at January 18, 2022, the Company had 150,000 stock options outstanding.

Number of warrants outstanding	Exercise price $	Expiry date
150,000	0.18	May 3, 2022

Coronavirus Pandemic

The current outbreak of COVID-19 and any future emergence and spread of similar pathogens could have an adverse impact on global economic conditions, which may adversely impact the Company's operations, and the operations of its suppliers, contractors and service providers, the ability to obtain financing and maintain necessary liquidity. The outbreak of COVID-19 and political upheavals in various countries have caused significant volatility in commodity prices. While these effects are expected to be temporary, the duration of the business disruptions internationally and related financial impact cannot be reasonably estimated at this time. Similarly, the Company cannot estimate whether or to what extent this outbreak and the potential financial impact may extend to countries outside of those currently impacted. Travel bans and other government restrictions may also adversely impact the Company's operations.

Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

Other Requirements

Additional disclosure of the Company's technical reports, material change reports, news release and other information can be obtained on SEDAR at *www.sedar.com.*

CERTIFICATE OF RECHARGE RESOURCES LTD.

Pursuant to a resolution duly passed by its Board, Recharge Resources Ltd., hereby applies for the listing of the above mentioned securities on the Canadian Securities Exchange. The foregoing contains full, true and plain disclosure of all material information relating to Recharge Resources Ltd. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia this 1st day of March, 2022.

"Yari Nieken"	*"Natasha Sever"*
Yari Nieken Chief Executive Officer	Natasha Sever Chief Financial Officer
"Bryson Goodwin"	*"Andreas Schleich"*
Bryson Goodwin Director	Andreas Schleich Director