

**FORM 2A**

**LISTING STATEMENT**

**JDF EXPLORATIONS INC.**

**(the “Company”)**

**August 17, 2015**

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**FORM 2A – LISTING STATEMENT**

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## **Forward-Looking Statements**

The information provided in this Listing Statement, including information incorporated by reference, may contain “forward-looking statements” about the Company. In addition, the Company may make or approve certain statements in future filings with Canadian securities regulatory authorities, in press releases, or in oral or written presentations by representatives of the Company that are not statements of historical fact and may also constitute forward-looking statements. All statements, other than statements of historical fact, made by the Company that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as “may”, “will”, “would”, “could”, “should”, “believes”, “estimates”, “projects”, “potential”, “expects”, “plans”, “intends”, “anticipates”, “targeted”, “continues”, “forecasts”, “designed”, “goal”, or the negative of those words or other similar or comparable words.

Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance or business developments. These statements speak only as at the date they are made and are based on information currently available and on the then current expectations of the Company and assumptions concerning future events, which are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from that which was expressed or implied by such forward-looking statements, including, but not limited to, risks and uncertainties related to: the Company’s limited operating history, additional capital requirements and liquidity, the speculative and competitive nature of resource exploration, development and operations, reliance on management, competition, claims and legal proceedings, conflicts of interest, uncertainty of use of proceeds, market price of Shares and volatility and no established market for the Company’s Shares, and other risk factors set forth under “Item 17.1 – Risk Factors”.

With respect to the forward-looking statements contained herein, 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 no assurance can be given that they will prove to be correct. Consequently, all forward-looking statements made in this Listing Statement and other documents of the Company are qualified by such cautionary statements and there can be no assurance that the anticipated results or developments will actually be realized or, even if realized, that they will have the expected consequences to or effects on the Company. The cautionary statements contained or referred to in this section should be considered in connection with any subsequent written or oral forward-looking statements that the Company and/or persons acting on the Company's behalf may issue. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required under securities legislation.

### **Market And Industry Data**

This Listing Statement includes market and industry data that has been obtained from third party sources, including industry publications. The Company believes that its industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, the Company has not independently verified any of the data from third party sources referred to in this Listing Statement or ascertained the underlying economic assumptions relied upon by such sources.

The scientific and technical information contained in this Listing Statement relating to the Blue Hawk Property (the "Property"), located in the Vernon Mining Division, Okanogan District, British Columbia is supported by the National Instrument 43-101 technical report indicated below:

The Property: the technical report titled "Blue Hawk Property, Vernon Mining Division, Okanogan District, B.C." dated July 31, 2014, prepared by Andrea Diakow, P. Geo (the "Technical Report").

The Technical Report is subject to certain assumptions, qualifications and procedures described therein. Reference should be made to the full text of the Technical Report, which has been filed with Canadian securities regulatory authorities pursuant to National Instrument 43-101—*Standards of Disclosure for Mineral Projects*.

## Currency Information

In this Listing Statement, unless otherwise indicated, all references to “\$” or “CDN\$” are to Canadian dollars.

## 2. Corporate Structure

### 2.1 – Corporate Name and Head Office and Registered Office

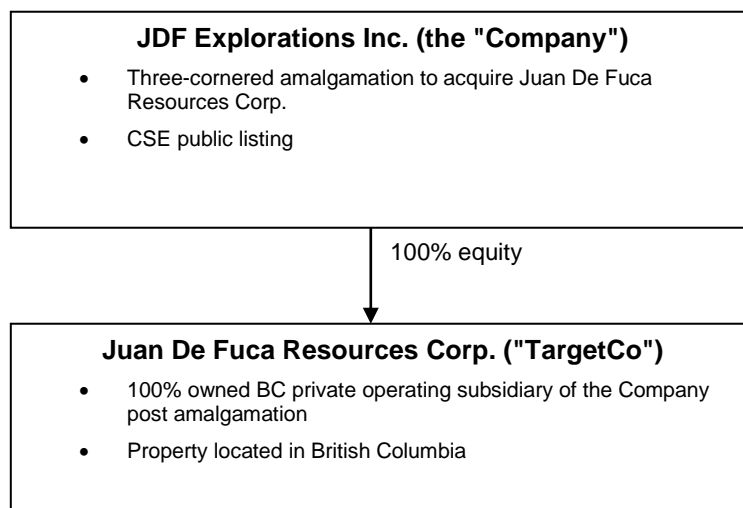
This Form 2A is filed in respect of JDF Explorations Inc. (the "**Company**"), in connection with its listing on the Canadian Securities Exchange ("**CSE**"). The head office of the Company is located at 600 – 666 Burrard Street, Vancouver, BC, V6C 3P6. The registered office of the Company is located at 5728 East Boulevard, Vancouver, B.C. V6M 4M4.

### 2.2 – Jurisdiction of Incorporation

The Company was incorporated on May 9, 2014 under the *Business Corporations Act* (British Columbia) (the "**BCBCA**") as 1001875 B.C. Ltd. The Company changed its name from 1001875 B.C. Ltd. to “JDF Explorations Inc.” on August 14, 2014.

### 2.3 – Intercorporate Relationships

The Company had one wholly-owned subsidiary: 1010309 B.C. Ltd. (the "**Subsidiary**") which was incorporated in the Province of British Columbia on August 8, 2014. On May 21, 2015, Juan De Fuca Resources Corp. (the "**TargetCo**"), amalgamated with the Subsidiary, with the TargetCo being the surviving corporation. The diagram below describes the inter-corporate relationship between the Company and the Company's subsidiary post amalgamation:



## **2.4 – Fundamental Change**

The Company is not requalifying following a fundamental change or proposing an acquisition, amalgamation, merger, reorganization or arrangement.

## **2.5 – Non-corporate Issuers and Issuers incorporated outside of Canada**

This section is not applicable.

## **3. General Development of the Business**

### **3.1 General Development of the Business**

Effective September 17, 2014 the Company agreed to acquire a 100% interest in the TargetCo (the “**Transaction**”) pursuant to and on the terms and subject to the conditions set out in an amalgamation agreement dated September 17, 2014, as amended on November 3, 2014 (the “**Amalgamation**”) among the Company, the TargetCo, and the Subsidiary. As a result of the Amalgamation, the Subsidiary and the TargetCo amalgamated to create a new private company (the “**Operating Subsidiary**”), which will continue to be a wholly-owned operating subsidiary of the Company, and the former shareholders of the TargetCo received common shares of the Company. Pursuant to the Amalgamation, the Company issued an aggregate of 38,552,500 common shares to the former shareholders of the TargetCo. The Amalgamation was approved unanimously by the shareholders of the TargetCo effective September 17, 2014 and approved by written consent resolution of the boards of directors of the respective parties. The Amalgamation completed on May 21, 2015. After the Amalgamation, the former shareholders of the TargetCo became owners of more than 50% of the issued and outstanding share capital of the Company. Accordingly, the Amalgamation is a reverse takeover transaction and a restructuring transaction as defined in National Instrument 51-102. Prior to the acquisition of the TargetCo, the Company had no active business.

### ***Blue Hawk Property***

The Company is engaged in the acquisition, exploration and development of mineral resources with the current focus being copper and gold resources in the Vernon Mining Divisions, Okanagan District, British Columbia. The Company’s principal property is the Blue Hawk Property (the “**Property**”). The Property consists of the Blue Hawk (tenure: 778462) and the SPOD1 (tenure: 904009) claims, located approximately 10 kilometers north of Kelowna, British Columbia. The Company has, indirectly through the TargetCo, a 100% undivided interest in both of these claims, which comprise the Property. The Company acquired the Property from Syon Investments Limited (“Syon”) (arm’s length) on June 12, 2014. The Company paid \$150,000 on June 19, 2014 and issued 1,500,000 common shares at a deemed price of \$0.02 per common share on June 18, 2014.

Prior to listing on the CSE, the Company completed a non-brokered private placement of 750,000 common shares at \$0.10 per share for gross proceeds of \$75,000 April 7, 2015. (the “**Financing**”).

Including the Financing, the Company has a working capital of approximately \$308,000 at the time of listing on the CSE.

### **3.2 – Significant Acquisitions and Dispositions**

On May 21, 2015, the Company acquired a 100% interest in the TargetCo. See above under Item 3.1 for a description of the acquisition.

### **3.3 – Trends, Commitments, Events or Uncertainties**

There are no trends, commitments, events or uncertainties known to management which could reasonably be expected to have a material effect on the Company’s business, the Company’s financial condition or results of operations. However, there are significant risks associated with the Company’s business, as described in “Part 17 – Risk Factors”.

## 4. Narrative Description of the Business

### 4.1 Narrative Description of the Business

The Technical Report can be found under the JDF EXPLORATIONS INC. (the "Company") profile on SEDAR ([www.sedar.com](http://www.sedar.com)).

Pursuant to the amalgamation agreement executed on September 17, 2014, as amended on November 3, 2014, referred to in the Company MD&A document dated November 22, 2014 in Clause 5, the Company's primary asset, acquired as described in Clauses 5, 16 and 29, are a 100% owned subsidiary by the name of Juan De Fuca Resources Corp. ("JDFR"). JDFR is an exploration stage junior mining company engaged in the identification, evaluation and exploration of gold, precious metals and base metal properties. The operations of JDFR are described in Clause 29 of the MD&A discussion paper.

The BlueHawk and Spode mineral property claims owned by JDFR are held in good standing.

The Company intends in carrying out additional field exploration programs on these mineral claims as follows:

The most obvious exploration target on the property would be the high grade gold veins associated with the west-northwest to northwest trending shear zones. Multi-ounce samples have been recorded many times and they have been the only historical source of mineable ore. However, indications that these veins have been offset and truncated by the north striking faults make them a fairly high risk exploration target since they could only be located with grid drilling.

Less expensive exploration tools such as geophysical surveys or soil surveys have not been successful in penetrating the overburden, most likely due to the veins fluctuating widths of less than 30 centimetres and up to 3 metres. Gold values in these veins do have an affinity for the rocks of dioritic composition suggesting the diorites may be a possible source of the mineralization. If the source of these dykes could be located there could be a potential of mineable widths.

Mineralization on this property is largely geological contact or structure related. Although many historical soil geochemical surveys have been conducted, most were with low budgets, over small areas and several years apart. An extensive property wide soil grid in conjunction with detailed geological mapping and ground magnetometer surveys would be very effective in aiding with target definition. Defining the orientation and nature of the contacts of the volcanic units, as well as the extents of the faults and larger quartz veins, would be the most effective foundation for a follow up phase of diamond drilling. The soil program also could be effective for both delineating and targeting any potential for copper porphyry style mineralization. Carrying forward with the second phase of exploration would be contingent on successful results from the first



phase of work. An approximate cost analysis of this work is given below. It is expected that these expenditures would be carried out over a time period of 24-36 months as outlined below.

Phase I – Within the next 12 Months:

Soil Sampling: 50m sample intervals on 50m centers				
		\$		\$
1360	soil samples. Assay cost per sample	28.00		38,080.00
		\$		\$
4	Soil Samplers. Day rate of	250.00	14 days	14,000.00
		\$		\$
1	Geologist. Day rate of	750.00	14 days	10,500.00
		\$		\$
1	Field Assistant. Day rate of	225.00	14 days	3,150.00
		\$		\$
200	Rock Samples. Assay cost per sample	36.65		7,330.00
		\$		\$
5	Room and Board. Day rate of	150.00	14 days	10,500.00
Magnetometer Surveys: 67.95 line kilometres.				
		\$		\$
68	Line kilometers. Cost per line km of	300.00		20,400.00
				\$
PHASE I TOTAL				103,960.00

Phase II – Within 13 – 36 Months:

Drilling: 5-7 holes up to 150 metres depth.			
		\$	\$
750	meters at cost per meter of	190.00	142,500.00
			\$
PHASE II TOTAL			142,500.00
			\$
COMBINED TOTAL ESTIMATED COST			246,460.00

In the event positive mineralization results are reported and viable drill targets are identified in Phase I, the Company may also undertake a small-scale drill program as described in Phase II above. If the Company decides on a drill program, and if cash flow required, it would complete a public offering to raise funds for further exploration. Should favourable assay results be received from the Phase II drilling, and if commodity prices have increased, the Company may raise additional equity funds for a larger phase III drill program.

The following table summarizes the Company's intended use of capital following listing for the first 12 months:

Approximate Working Capital at time of CSE Listing Application	\$308,000
Uses of Funds – 12 Months'	
Management and consulting fees	\$15,000
Professional fees	\$20,000
Directors Fees	\$0
Transfer agent and Listing fees	\$15,000
Investor relations	\$5,000
Other general and administrative expenses	<u>\$10,000</u>
Total General and Administrative Expenses	<u>\$65,000</u>
Exploration Expenses – BlueHawk and Spode Mineral Properties	<u>\$5,000</u>

**Net Estimated Working Capital at the end of the 12 Month Period \$238,000**

The following glossary and maps are included in this Listing Statement as Schedules and are included to provide a better description of the Property and of the information on the Property provided throughout this Listing Statement.

<b>Title</b>	<b>Schedule</b>
Property Location Map	Schedule E
Claim Map	Schedule F
Geology Map	Schedule G

***Property Description and Location***

**Summary**

This report details work completed in 2012 by Juan de Fuca resources on the BLUE HAWK and SPOD1 claims, located approximately 10 kilometres north of Kelowna,

British Columbia. The property is accessible year round via forestry service roads. Juan de Fuca Resources has 100% undivided interest of both properties.

The property is situated in the Quesnel Terrane which is part of the Intermontane belt of the Canadian Cordillera. The immediate area is underlain by the Harper Ranch group which contains mainly clastic sedimentary rocks, volcanoclastic rocks and limestones as well as the Penticton Group which consists of "discrete graben-fill succession and is characterized by rhyolite, phonolite and other rocks with distinctive alkalic compositions suggestive of a rift or intraplate origin."

From September to November 2012, field exploration, including geochemical soil and rock sampling, was completed on the Blue Hawk and SPOD1 claims. This program resulted in 146 soil samples and 101 rock samples being collected and submitted for assays. Among the rock samples were 11 larger samples that were sent to FLSmidth-Knelson in Langley, British Columbia for analysis using a Knelson concentrator.

In 1935 the Blue Hawk mine reports extraction of 5 tons of material with an average 1 opt grade. A sample taken in this program from a quartz vein proximal to the adit was assayed at 4.24 g/t. The remainder of the current rock sampling resulted in fairly low grade results.

Soil sampling was successful in that it confirmed a known affiliation between gold and copper mineralization. It also suggested that there may be a mineralized event associated with the contact between the major stratigraphic units on the property, the Harper Ranch and Penticton Groups.

Other targets include northwest to north-northeast trending faults and west-northwest trending shears that have been shown through rock and soil sampling to have some bearing on the mineralization on the property.

An extensive property wide grid in conjunction with detailed geological mapping and ground geophysics would be very effective in aiding with target definition for potential future drilling programs.

### **Property Location**

The Property is located in the Vernon Mining Division, British Columbia, and is centered approximately 10 kilometres north of the town of Kelowna, British Columbia. Kelowna is located in southwestern British Columbia, 390km northeast of Vancouver. The center of the Property is located at UTM 319200E, 5539225N NAD83 ZONE 11.

## Claims

The Property consists of two claims, BLUEHAWK and SPOD1 totaling 602.69 hectares.

### Mining Claim Information

Tenure Number	Claim Name	Area (Ha)	Good Date	To
778462	BLUE HAWK	83.11	30-Sept-2016	
904009	SPOD 1	519.58	30-Sept-2016	

On June 12, 2014, TargetCo entered into an agreement with Syon Investments Limited of Vancouver, British Columbia for the purchase of the Property. As a result, the TargetCo has a 100% undivided interest in both properties/claims.

### ***Accessibility, Climate, Local Resources, Infrastructure and Physiography***

The Property is accessible as a branch off the Bear Creek logging road using fairly well maintained logging and exploration trails. Travel to the site takes less than 25 minutes from Kelowna.

Kelowna has population of approximately 118,500 and has all amenities required for mining activities including accommodations, supplies, equipment and fuel. Average daytime temperatures fluctuates between a high of 27.4°C in the summer to a low of -7.7°C in the winter. The climate is fairly arid with an annual precipitation of 366.4mm, including 280.7mm of rain and 105.5 cm of snow.

The geography of the Okanogan area includes rolling hills and mountains and an interconnected lake system greater than 100 kilometres in length and up to eight kilometres wide. The elevation of the property area varies from 600 metres above sea level in the south to 1140 metres in the north.

### ***History***

The Property has experienced an extensive exploration history since the 1930s. In 1935, surface trenching and underground operations resulted in a 5 ton ore shipment that yielded 5 ounces of gold and 18 ounces of silver (MMAR, 1938).

No further exploration was reported until the 1960s when Dawood Mines Ltd acquired the ground and performed soil and geophysical programs with follow up surface trenching. Their work continued until the mid 1970s during which time they discovered several scattered anomalies of mercury, copper, silver and gold. A copper soil anomaly which they defined on the eastern margin of the Bluehawk claims remains an exploration target today (Read, 1969; Fox, 1972; Fox, 1974; Fox, 1974b).

In 1980 the property was acquired by N.C Lenard who kept the ground in good standing by prospecting and carrying out soil and geophysical surveys. In 1980 a prospecting program reports a sample taken from the Blue hawk mine area that assayed 15.77 g/t gold over 40 centimetres including 130.97 g/t over 17 centimetres. It should be noted resampling of these areas have failed to produce results of the same magnitude. A small stripping program identified the discontinuity of some of the larger quartz veins at depth (Lenard, 1980; 1981; 1981b; 1984).

In 1984 Tillicum Gold Mines evaluated the property with surface trenching. Their highest gold value was 0.243 oz/t (8.33 g/t Au) however the remainder of the results were only weakly anomalous (George et al, 1984).

In the late 1980s Pinewood Resources held the claims and did several exploration programs until the mid 1990s. These programs included trenching, soil sampling and culminated in a 5 hole drill program. The trenching program was designed to follow up a magnetic linear of over 1000 metres in the Jennie Creek area which, it was discovered, was a result of graphitic sediments. Very little sampling was carried out. Drilling was in the vicinity of the Bluehawk adit, targeting the veins at depth. Sampling was constrained to the vein system and alteration zones and was restricted to gold only.

The next and most recent exploration activity on the Bluehawk claims was done by Southern Pacific Development Corp. which included a geological overview in 2004 and a soil and rock sampling program in 2004 and 2005. The soil sampling resulted in a weak Copper-Gold anomaly as well as anomalous phosphorous (Henneberry, 2004; 2005).

The SPOD 1 claims have seen very little documented historical exploration although reports do mention evidence of trenching on the property that is of unknown origin. In 1987 the ground was staked by J. Stushnoff who prospected the extent of the property and identified anomalous gold values in cross-cutting volcanic rocks (Stushnoff, 1988).

These claims were optioned to QPX Minerals Inc in 1988 resulting in soil sampling, rock sampling, geophysics and a reverse circulation drilling program. The primary focus of this program was a northwest trending dyke over 1500 meters in length and varying in width from one to ten metres. This dyke is the source of anomalous gold as identified by rock sampling and RC drilling. Surface sampling values were up to 1870 ppb gold over a one metre chip sample. The highest value intersected in the drilling was 780 ppb over a 3.05 metres sample. Soil sampling and geophysics both pointed towards anomalous zones. (Gourlay, 1989)

## ***Geological Setting and Mineralization***

### *Regional Geology*

British Columbia was predominantly formed by a series of volcanic, plutonic, sedimentary, and metamorphic assemblages that were accreted to western Laurentia since the late Mesozoic. (Nelson et al; 2007).

The resulting land mass has been divided into 5 main tectonic entities, the most central of which is the Intermontane Belt, a result of Triassic to Jurassic tectonic accumulation accounting for much of Central British Columbia. Further sub-division of this belt has identified the Quesnel Terrane which, at its southern extent, coincides with the location of the Property.

The Quesnel Terrane extends from the Yukon to Southern British Columbia and is an incredibly rich metallogenic province (Mortensen et al, 2010). During its emplacement it experienced Triassic arc activity, Jurassic volcanism as well as compression and crustal thickening. Many of British Columbia's historical and current porphyry producers, as well as several other deposit types occur within this region.

The main rock assemblage consists of pyroxene-phyric shoshonitic basalt and alkaline to calc-alkaline intrusions however in the southwestern extent there are local accumulations of calc-alkaline basalts to rhyolite and calc-alkaline intrusions.

### *Property Geology*

There are two rock groups that occur on the property area (Figure 4, Appendix 1: Plate 1). The more prolific is the Harper Ranch group which contains mainly clastic sedimentary rocks, volcanoclastic rocks and limestones. (Mortensen et al, 2010).

The Penticton Group occurs only on the SPOD1 claims and consists of "discrete graben-fill succession and is characterized by rhyolite, phonolite and other rocks with distinctive alkalic compositions suggestive of a rift or intraplate origin." (Church, 1985).

These rocks are locally intruded by dykes and sills related to the Okanogan batholith (Fox, 1972).

The extent of the property area is buried to some degree by a layer of glacial till that has undoubtedly been a contributing factor to the lack of exploration. Available outcrop is dominated by strongly chloritized dark green to black andesite that is fine grained and fairly massive. Historical drilling reports the andesite to be sulphide bearing including pyrite and pyrrhotite concentrations of up to 7%. Intruding this units as a series of dykes or sills is a fine-med grained granodiorite porphyry with 2-3mm euhedral feldspar phenocrysts. This unit is locally chlorite altered as well (Macfarlane, 1990).

Trenching to the south of Bluehawk workings uncovered dark grey, silty graphitic shales interbedded with variably silty/sandy layers (Macfarlane, 1990).

The Bluehawk adit itself has been driven into black chloritized diorite that has experienced variable fracturing and foliation. This is underlain by the chloritized andesite and the diorite itself contains numerous andesitic xenoliths. This diorite unit is more than likely a plug coming off the Okanogan batholith of which, as suggested by geophysics, there are numerous across the property (Mark, 1988).

The dark green andesites also occur to the south on the SPOD 1 claims however they are crosscut by a series of en echelon felsic dykes. In particular, a single dyke targeted by QPX minerals in their 1988/1989 program was oriented at 120 degrees azimuth and created a less recessive outcropping spine in the host andesites. It is beige in colour, massive with aphanitic to granular texture with local pyrite concentrations of up to 10%. This area is also chlorite altered and has silica alteration proximal to the intruding dykes (Gourlay, 1989).

### *Property Structure*

The most significant structure in the property area is what has been referred to as the Rose Valley Fault, a north-northeast trending normal fault. Faulting and offsets that fall within the range north-northwest to north east are fairly frequent and are more than likely splays or en-echelon cracks associated with this main structure. The dioritic intrusions may be taking advantage of this structure given their concordant orientation.

There is also the existence of a west to northwest trending shear set that is often superseded by quartz veins. It is common for these veins or structures to be offset by the north trending faults, suggesting the shears are of an earlier origin (Hennenberry, 2005).

Bedding measurement taken from sedimentary units on the property primarily strike towards 300°/120° however opposing dip directions indicate the beds are moderately to tightly folded. A detailed bedding orientation analysis would more than likely reveal fold axes of similar orientation to the west to northwest shear zones however poor outcrop exposure of these units makes this difficult.

### ***Mineralization***

The main exploration target on this property as indicated by 90% of the historical workings has been gold bearing veins that are associated with the west to northwest trending structural domain. Associated with the gold, these veins also contain associated silver and base metals in the form of pyrite and galena. Rare chalcopyrite, sphalerite and arsenopyrite have also been reported. Several multi-ounce gold samples have been taken from these veins that are either outcropping or have been exposed by trenching. Although veining in this orientation is prolific throughout the property, gold association with that veining seems to be more abundant when hosted in the dioritic

plugs, as is the case with the Blue Hawk Adit. Since the dioritic rocks seem to share the same orientation as the so called Rose Valley fault, this structure, which travels the extent of the property and is largely unexplored, could also be a source of mineralization. A grab sample taken in 2004 proximal to the fault, of rusty, oxidized material, returned a value of 2390 ppm copper (Henneberry, 2005).

In the 1970's Dawood Mines performed soil geochemical surveys on the property, identifying copper-gold mineralization to the northwest and southeast of the exposed veins. Limited trenching was conducted as follow up, revealing strongly altered rocks that assayed up to 0.3% copper and 1.52 g/t gold (Fox, 1974b).

The work performed by QPX minerals on the SPOD claims in the late 1980s established anomalous gold mineralization associated with felsic dykes that intrude the dioritic host rocks. It is unclear if the dykes themselves are mineralized or if the contact between the two units is mineralized. The contacts were reported to have had extensive silica alteration haloes (Gourlay, 1989).

### ***Deposit Types***

The most prolific mineralization style on the Blue Hawk property is what appears to be a mesothermal style vein deposit containing high grade gold and associate silver, copper and to a lesser extent lead and zinc. These veins are between 30 centimetres and 3 metres in width and several tens of metres in length. Overburden prevents determining the total lateral extent of the veins however historical drilling indicates that veins have been offset at depth due to later faulting. These veins are exploiting west-northwest trending shears.

A secondary potential deposit style is copper-gold porphyry type mineralization. Indications of this are through soil geochemical sampling as well as volcanic rock grab samples that are weakly mineralized with gold and copper. Felsic dykes on the southern portion of the property are mineralized, potentially due to originating from a larger porphyry system, or as a result of providing a pathway for mineralized fluid transportation.

### ***Exploration***

Exploration on the Property occurred from late September to November of 2012. The majority of the sampling was performed by James Hason and three field crew resulting in the collection of 146 soil samples, 76 rock samples and 9 large samples for FLSmith Knelson over the course of 12 days.

The Property was visited by the author on October 28-30, 2012. The first day was spent in the field verifying site location and using a handheld GPS to locate major land marks for later geo-referencing purposes. The second day was with Mr. Hason to visit the main areas of historical exploration, briefly survey the property geology and to collect rock



samples AD-SP-001 to 015. On October the samples were organized and delivered to ALS Global and FLSmith Knelson respectively.

### ***Drilling***

No drilling was conducted on the Property.

### ***Sample Preparation, Analysis and Security***

All samples collected on the Property were subjected to a quality control procedures that ensured a best practice in the handling, sampling, analysis and storage of sample material.

Rock samples were either collected as chip samples across widths of up to three metres or grab samples that could be designated as having minimal transport from host rocks. Locations were taken with a handheld GPS and samples are immediately sealed in a plastic polyore bag and labeled with a sample number.

Soil samples were taken from the "B" soil horizon with a "tree planting" style shovel and placed in kraft soil sample bags. Sampling was overseen by James Hason. All samples were submitted to ALS Global in Kamloops, British Columbia by Mr. Hason upon completion of the program.

Rock and soil samples 1 through 222 underwent the analysis at ALS Global labs in Kamloops, British Columbia. For the preparation of the rock samples, the sample is logged in the tracking system, weighed, dried and finely crushed to better than 70 % passing a 2 mm (Tyler 9 mesh, US Std. No.10) screen. A split of up to 250 g is taken and pulverized to better than 85 % passing a 75 micron (Tyler 200 mesh, US Std. No. 200) screen. For the preparation of the soil samples the entire sample is dried and then dry-sieved using a 180 micron (Tyler 80 mesh) screen. The plus fraction is retained unless disposal is requested. Analysis for these samples are as follows.

Ag, Al, As, B, Ba, Be, Bi, Ca, Cd, Co, Cr, Cu, Fe, Ga, Hg, K, La, Mg, Mn, Mo, Na, Ni, P, Pb, S, Sb, Sc, Sr, Th, Ti, Tl, U, V, W and Zn were analyzed using Inductively Coupled Plasma - Atomic Emission Spectroscopy (code ME-ICP41). A prepared sample is digested with aqua regia in a graphite heating block. After cooling, the resulting solution is diluted to 12.5 mL with deionized water, mixed and analyzed by inductively coupled plasma-atomic emission spectrometry. The analytical results are corrected for inter-element spectral interferences.

Au, Pt and Pd were analyzed using Inductively Coupled Plasma – Atomic Emission Spectrometry (code PGM-ICP23) A prepared sample is fused with a mixture of lead oxide, sodium carbonate, borax, silica and other reagents as required, inquarted with 6 mg of gold-free silver and then cupelled to yield a precious metal bead. The bead is digested in 0.5 mL dilute nitric acid in the microwave oven. 0.5 mL concentrated hydrochloric acid is then added and the bead is further digested in the microwave at a

lower power setting. The digested solution is cooled, diluted to a total volume of 4 mL with de-mineralized water, and analyzed by inductively coupled plasma atomic emission spectrometry against matrix-matched standards.

Ba, Ce, Cr, Cs, Dy, Er, Eu, Ga, Gd, Hf, Ho, La, Lu, Nb, Nd, Pr, Rb, Sm, Sn, Sr, Ta, Tb, Th, Tl, Tm, U, V, W, Y, Yb, and Zr were analyzed using Inductively Coupled Plasma - Mass Spectroscopy (code ME-MS81). A prepared sample (0.200 g) is added to lithium metaborate flux (0.90 g), mixed well and fused in a furnace at 1000°C. The resulting melt is then cooled and dissolved in 100 mL of 4% HNO<sub>3</sub>/2% HCl<sub>3</sub> solution. This solution is then analyzed by inductively coupled plasma - mass spectrometry.

Rock samples AD-SP-002 to 011 were also sent to ALS Global in Kamloops, British Columbia. The same preparation methods were used as indicated for rock samples above. The ICP analysis code ME-ICP41 was also conducted. Au was analyzed using Atomic Absorption Spectroscopy (code Au-AA23). A prepared sample is fused with a mixture of lead oxide, sodium carbonate, borax, silica and other reagents as required, inquarted with 6 mg of gold-free silver and then cupelled to yield a precious metal bead. The bead is digested in 0.5 mL dilute nitric acid in the microwave oven, 0.5 mL concentrated hydrochloric acid is then added and the bead is further digested in the microwave at a lower power setting. The digested solution is cooled, diluted to a total volume of 4 mL with de-mineralized water, and analyzed by atomic absorption spectroscopy against matrix-matched standards.

In total, eleven 10 kg samples were collected and sent to FLSmith/Knelson to test for free/nuggety gold using the Gravity Grade Test (GGT). Prior to conducting the GGT, the sample was milled to a P80 of 100 µm to liberate gold particles. After milling the sample was processed through the laboratory Knelson in a single pass. The concentrate produced is hand panned, both the pan concentrate and pan tailings are sent along with a tailings sub-sample for fire assay. Both the pan conc and pan tailings are assayed to extinction to account for all recovered gold.

The GGT has advantages over current methods of geological sampling analysis with its ability to eliminate the nugget effect associated sub-sampling methods when coarse free gold is present. Entire samples are processed to recover free gold particles accounting for the majority of free gold in the sample. Also, larger samples are analyzed when compared to conventional gold sample methods which make the process more statistically relevant when estimating gold resources.

All samples were collected and stored in a secure location before being personally delivered by the collector to ALS Global Labs in Kamloops, British Columbia.

### ***Mineral Processing and Metallurgical Testing***

No mineral processing or metallurgical testing was performed.

### ***Mineral Resource Estimates***

No mineral resource estimates can be calculated.

### ***Adjacent Properties***

Although there are several historical mineral occurrences and showings proximal to the Property, no exploration is currently active within a 10 kilometer radius.

The most recent exploration activity was on the Dobbin property, approximately 20 kilometres to the west which is volcanic hosted copper-platinum-palladium porphyry style mineralization. The most recent program was in 2006 and included field sampling and diamond drilling. Historical drilling records report DDH 97-21 returning 15.0 metres grading 1.32 g/t Pt, 0.95 g/t Pd and 0.54% Cu.

The White Elephant Mine is situated 20 kilometres north of the Property and was a past producer from 1922 to 1935 during which time 5146 tonnes were mined recovering 63,170 grams of gold and 9,549 grams of silver.

Mission Creek is approximately 20 kilometers southeast of the Property and is a past producer of placer gold from 1976 to 1895. The believed source is a Quaternary conglomerate, exposed in what is known as Gallagher's Canyon. Drilling in 1975 reported high gold assays that were not reproducible in subsequent drilling.

### ***Interpretations and Conclusions***

Results from the 2012 exploration program on the Property were of variable success. Very few of the samples collected indicated the presence of gold or copper. Sample locations as well as values of both copper and gold in soil samples and rock samples have been plotted in Appendix A of the 43-101 Report: Plates 2-4. Spatial interpretation of these results however were of some interest.

Figure 5 shows the contours of both gold and copper soil geochemistry. There are several things of note. Firstly there is clearly a correlation between gold and copper. Secondly, this anomaly has an affinity with the contact between the main volcanic Harper Ranch and Penticton Groups. Finally, the anomalies appear to be trending in an attitude similar to that seen in the known major structural trends.

In a similar analysis of rock sample geochemistry (Figure 6), copper acts comparably to the soil samples however, gold, which is largely absent, does not have the same characteristics and has not been plotted.

Several of the rock and soil samples included analysis to evaluate the potential for rare earth elements. The highest percentage of Total Rare Earth Oxides (TREO) in one sample was 0.04%, which is well below economic grades.

A total of 11 samples were sent to FLSmidth Knelson for analysis in anticipation that the gold on the property may be coarse or nugget style free gold. As a whole the results from this work was disappointing as there was only one high grade sample (Sample 1: 4.24 g/t), which was collected from the quartz veins proximal to the Blue Hawk Mine that have historical multi-ounce assays. Values for these samples as well as their locations have been plotted in Figures 7 and 8.

Table 2 contains seven of the samples sent to FLSmidth that were also sent as field duplicates to ALS Global for fire assay. These results are fairly inconclusive with respect to determining if nuggety gold is a concern on the Property. It is possible that for higher grade results (ie > 700 ppb) that a coarse fraction of gold does exist however Sample 6 actually decreased in value so sample variability is definitely an issue. Future sampling on the property should address this issue by comparing screened and un-screened samples over a larger statistical population. In addition, with sample variability as a concern, assays sent for multiple assays techniques need to be split from the original pulp in order to be reliable rather than being take as an in-field duplicate.

### ***Planned Exploration Program & Proposed Budget***

As indicated above, the most obvious exploration target on the property would be the high grade gold veins associated with the west-northwest to northwest trending shear zones. Multi-ounce samples have been recorded many times and they have been the only historical source of mineable ore. However, indications that these veins have been offset and truncated by the north striking faults make them a fairly high risk exploration target since they could only be located with grid drilling.

Less expensive exploration tools such as geophysical surveys or soil surveys have not been successful in penetrating the overburden, most likely due to the veins fluctuating widths of less than 30 centimetres and up to 3 metres. Gold values in these veins do have an affinity for the rocks of dioritic composition suggesting the diorites may be a possible source of the mineralization. If the source of these dykes could be located there could be a potential of mineable widths.

Mineralization on this property is largely geological contact or structure related. Although many historical soil geochemical surveys have been conducted, most were with low budgets, over small areas and several years apart. An extensive property wide soil grid in conjunction with detailed geological mapping and ground magnetometer surveys would be very effective in aiding with target definition. Defining the orientation and nature of the contacts of the volcanic units, as well as the extents of the faults and larger quartz veins, would be the most effective foundation for a follow up phase of diamond drilling. The soil program also could be effective for both delineating and targeting any potential for copper porphyry style mineralization. Carrying forward with

the second phase of exploration would be contingent on successful results from the first phase of work. An approximate cost analysis of this work is given below. It is expected that these expenditures would be carried out over a time period of 24-36 months.

Phase I

Soil Sampling: 50m sample intervals on 50m centers				
	soil samples. Assay cost per			
1360	sample	\$ 28.00		\$ 38,080.00
4	Soil Samplers. Day rate of	\$ 250.00	14 days	\$ 14,000.00
1	Geologist. Day rate of	\$ 750.00	14 days	\$ 10,500.00
1	Field Assistant. Day rate of	\$ 225.00	14 days	\$ 3,150.00
	Rock Samples. Assay cost per			
200	sample	\$ 36.65		\$ 7,330.00
5	Room and Board. Day rate of	\$ 150.00	14 days	\$ 10,500.00
Magnetometer Surveys: 67.95 line kilometres.				
	Line kilometers. Cost per line km			
68	of	\$ 300.00		\$ 20,400.00
<b>PHASE I TOTAL</b>				<b>\$ 103,960.00</b>

Phase II

Drilling: 5-7 holes up to 150 metres depth.				
750	meters at cost per meter of	\$ 190.00		\$ 142,500.00
<b>PHASE II TOTAL</b>				<b>\$ 142,500.00</b>
<b>COMBINED TOTAL</b>				<b>\$ 246,460.00</b>

## **4.2 – Asset Backed Securities**

The Company does not have any asset backed securities.

## **4.3 – Companies with Mineral Properties**

See section 4.1 above.

## **4.4 – Companies with Oil and Gas Operations**

The Company does not have oil and gas operations.

## **5. Selected Consolidated Financial Information**

### **5.1 – Consolidated Financial Information – Annual Information**

The Company's audited financial statements for the period from incorporation (May 9, 2014) to July 31, 2014, and the unaudited financial statements for the six months ended January 31, 2015 are attached hereto as Schedule "A".

The TargetCo's audited financial statements for the period of incorporation (May 3, 2012) to the year ended April 30, 2013 and for the year ended April 30, 2014 are attached hereto as Schedule "B".

Pro forma financial statements for the Company upon completion of the Transaction are attached as Schedule "C". The following table sets out selected pro forma financial information as at and for the period indicated. Such information is derived from the unaudited pro forma financial statements of the Company attached as Schedule "C".

The Company has not had any material sales or revenues and has not declared any dividends.

Upon completion of the Transaction the following table sets out selected pro forma financial information as at and for the period indicated. Such information is derived from the unaudited pro forma financial statements of the Company attached as Schedule "C".

The following table sets out selected pro forma financial information as at and for the period indicated. Such information is derived from the unaudited pro forma financial statements of the Company attached as Schedule "C".

<b>Pro-forma Information</b>	<b>As at May 31, 2015 (Post Amalgamation, at Listing)  (unaudited) (\$)</b>
Revenues	\$NIL
Income from continuing operations	\$NIL
Net (loss)	(\$98,629)
Net (loss) per share (undiluted and fully diluted)	(\$.0025) undiluted (\$.0025) fully diluted
Total assets	\$569,083
Long term debt	\$0
Working Capital	\$307,737
Total liabilities	\$8,000
Stockholders' equity	\$549,795
Cash dividends declared	\$NIL

The following table sets forth summary financial information for the Company (excluding the TargetCo) for the period from incorporation (May 9, 2014) to July 31, 2014. This summary financial information should only be read in conjunction with the Company's financial statements, including the notes thereto.

	<b>Period from May 9, 2014 to July 31, 2014  (Audited)</b>
Revenues	\$NIL
Income from continuing operations	\$NIL
Net (loss)	(\$NIL)
Net (loss) per share (undiluted and fully diluted)	(\$.00) undiluted (\$.00) fully diluted
Total assets	\$1
Long term debt	\$NIL
Working Capital	\$1
Total liabilities	\$NIL
Stockholders' equity	\$1
Cash dividends declared	\$NIL

## **5.2 – Quarterly Information**

The Company does not have financial information for the eight most recently completed quarters as it was incorporated on May 9, 2014; however, the following table sets forth summary financial information for the Company (excluding the Target) for the three most recently completed interim periods ending at the end of the most recently completed quarter (January 31, 2015).

This summary financial information should only be read in conjunction with the Company's financial statements, including the notes thereto.

<b>Summary Financial Information</b>	<b>From incorporation (May 9, 2014) to July 31, 2014 (audited)</b>	<b>For quarter ending October 31, 2014 (unaudited)</b>	<b>For quarter ending January 31, 2015 (unaudited)</b>
Revenues	\$0	\$0	\$0
Income (Loss) from continuing operations	(\$1,500)	\$0	(\$5,856)
Net (loss)	(\$1,500)	\$0	(\$5,856)
Net (loss) per share	(\$1,500)	\$0	(\$5,856)
Total assets	\$1	\$1	\$32,645
Long term debt	\$0	\$0	\$0
Working Capital	(\$1,499)	(\$1,499)	\$32,645
Total liabilities	(\$1,500)	(\$1,500)	\$0
Stockholders' equity	(\$1,499)	(\$1,499)	\$32,645
Cash dividends declared	\$0	\$0	\$0

## **5.3 – Dividends**

Dividends can be declared by our board of directors when deemed appropriate from time to time. As of the date of this Listing Statement, the Company has not declared any dividends on the common shares and it is unlikely that earnings will be available for the payment of dividends in the foreseeable future.

## **5.4 – Foreign GAAP**

Not applicable.



## 6. Management's Discussion and Analysis

The Management's Discussion and Analysis of TargetCo for the year ended April 30, 2014 and the interim period ended July 31, 2014 attached to this Listing Statement as Schedule "B" should be read in conjunction with the financial statements of the TargetCo for the year ended April 30, 2014 and the interim period ended July 31, 2014 attached to this Listing Statement as Schedule "B", as well as the pro forma financial statements of the Company attached to this Listing Statement as Schedule "C".

The Management's Discussion and Analysis for the Company for the period from incorporation (May 9, 2014) to July 31, 2014, and the interim periods ending October 31, 2014 and January 31, 2015 should be read in conjunction with the audited financial statements of the Company for the period from incorporation (May 9, 2014) to July 31, 2014 and the unaudited interim financial statements of the Company for the quarters ending on October 31, 2014 and January 31, 2015, all attached to this Listing Statement as Schedule "A".

## 7. Market for Securities

As of the date of this Listing Statement, the Company's securities are not listed or quoted on any stock exchange or quotation and trade reporting system.

## 8. Consolidated Capitalization

The following table sets forth the consolidated capitalization of the Company:

<b>Capital</b>	<b>Amount Authorized</b>	<b>Outstanding as of April 30, 2014<sup>(1)</sup></b>	<b>Outstanding as of June 17, 2015 (Post Amalgamation, Arrangement,<sup>(2)</sup> and Financing<sup>(3)</sup>)</b>
Common Shares	Unlimited	38,552,501	40,313,049

<sup>(1)</sup> Prior to the Amalgamation, the Financing, and arrangement, on April 30, 2014 TargetCo had 38,552,500 common shares, and the Company 1 share issued and outstanding.

<sup>(2)</sup> On May 11, 2015, in connection with the Amalgamation, the shareholders of the TargetCo who held common shares received on a 1 for 1 exchange 38,552,500 common shares of the Company, and 1,010,549 shares were issued to each shareholder of Auxellence Health Corporation pursuant to the plan of arrangement among the Company and Auxellence Health Corporation, dated May 12, 2014.

<sup>(3)</sup> Pursuant to the Financing, the Company issued 750,000 common shares at \$0.10 per share.

## 9. Options to Purchase Securities

There are no outstanding options, warrants or other derivative securities to purchase Shares in the Company.

## 10. Description of the Securities

### 10.1 – Description of the Company’s Securities

The authorized capital of the Company consists of an unlimited number of common shares without par value. There are 40,313,049 common shares (“**Shares**”) outstanding after the completion of the Amalgamation and the Financing. As a result, the Company has 40,313,049 Shares issued and outstanding at the time of listing on the CSE.

The holders of the Shares are entitled to vote at all meetings of shareholders of the Company, to receive dividends, if, as and when declared by the directors and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Shares, to participate rateably in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Company. The Shares are not subject to any future call or assessments and do not have any pre-emptive rights or redemption rights.

### 10.2 – 10.6 – Miscellaneous Securities Provisions

None of the matters set out in sections 10.2 to 10.6 of CSE Form 2A are applicable to the share structure of the Company.

### 10.7 – Prior Sales of Common Shares

The following securities of the Company were issued within the last 12 months from the date of this Listing Statement:

Date	Type of Security	Number	Issue Price Per Security
May 9, 2014	Common Shares	1 <sup>(1)</sup>	\$0.01
April 7, 2015	Common Shares	750,000 <sup>(2)</sup>	\$0.10
May 11, 2015	Common Shares	1,010,549 <sup>(3)</sup>	N/A
May 11, 2015	Common Shares	38,552,500 <sup>(4)</sup>	N/A

(1) One share was issued to the Company’s incorporator on May 9, 2014, and was cancelled by the Company on the same date and one share was issued to Auxellence Health Corporation on May 9, 2014. The one share held by Auxellence Health Corporation was subsequently cancelled commensurate with the closing of the amalgamation and plan of arrangement issuances.

(2) 750,000 common shares were issued at \$0.10 per share pursuant to a private placement.

- (3) On May 11, 2015 (upon closing of the Arrangement), 1,010,549 shares were issued to Auxellence Health Corporation and subsequently distributed to each shareholder of Auxellence Health Corporation pursuant to the plan of arrangement among the Company and Auxellence Health Corporation, dated May 12, 2014.
- (4) On May 11, 2015, 38,552,500 shares were issued at a deemed price of \$0.02 to the former shareholders of the TargetCo pursuant to the three-cornered amalgamation among the Company, its wholly-owned subsidiary and the TargetCo.

The following securities of the TargetCo were issued within the last 12 months from the date of this Listing Statement:

<b>Date</b>	<b>Type of Security</b>	<b>Number</b>	<b>Issue Price Per Security</b>
December 20, 2013	Class A Common Shares	1,250,000	\$0.02
January 10, 2014	Class A Common Shares	750,000	\$0.02
January 20, 2014	Class A Common Shares	1,000,000	\$0.02
February 14, 2014	Class A Common Shares	2,302,500	\$0.02
February 26, 2014	Class A Common Shares	1,750,000	\$0.02
March 10, 2014	Class A Common Shares	1,750,000	\$0.02
March 14, 2014	Class A Common Shares	1,750,000	\$0.02
April 1, 2014	Class A Common Shares	1,750,000	\$0.02
April 29, 2014	Class A Common Shares	1,000,000	\$0.02
May 2, 2014	Class A Common Shares	1,750,000	\$0.02
May 28, 2014	Class A Common Shares	250,000	\$0.02
June 18, 2014	Class A Common Shares	1,500,000	\$0.02

On 20 December 2013, the Company issued 1,250,000 units for total proceeds of \$25,000. Each unit consists of one common share and one share purchase warrant, exercisable into one additional common share at a price of \$0.07 per common share for 2 years from issuance.

On 10 January 2014, the Company issued 750,000 units for total proceeds of \$15,000. Each unit consists of one common share and one share purchase warrant, exercisable into one additional common share at a price of \$0.07 per common share for 2 years from issuance.

On 20 January 2014, the Company issued 1,000,000 units for total proceeds of \$20,000. Each unit consists of one common share and one share purchase warrant, exercisable into one additional common share at a price of \$0.07 per common share for 2 years from issuance.

On 14 February 2014, the Company issued 2,302,500 units for total proceeds of \$46,050. Each unit consists of one common share and one share purchase warrant, exercisable into one additional common share at a price of \$0.07 per common share for 2 years from issuance.

On 26 February 2014, the Company issued 1,750,000 units for total proceeds of \$35,000. Each unit consists of one common share and one share purchase warrant, exercisable into one additional common share at a price of \$0.07 per common share for 2 years from issuance.

On 10 March 2014, the Company issued 1,750,000 units for total proceeds of \$35,000. Each unit consists of one common share and one share purchase warrant, exercisable into one additional common share at a price of \$0.07 per common share for 2 years from issuance.

On 14 March 2014, the Company issued 1,750,000 units for total proceeds of \$35,000. Each unit consists of one common share and one share purchase warrant, exercisable into one additional common share at a price of \$0.07 per common share for 2 years from issuance.

On 1 April 2014, the Company issued 1,750,000 units for total proceeds of \$35,000. Each unit consists of one common share and one share purchase warrant, exercisable into one additional common share at a price of \$0.07 per common share for 2 years from issuance.

On 29 April 2014, the Company issued 1,000,000 units for total proceeds of \$20,000. Each unit consists of one common share and one share purchase warrant, exercisable into one additional common share at a price of \$0.07 per common share for 2 years from issuance.

On 2 May 2014, the Company issued 1,750,000 units for total proceeds of \$35,000. Each unit consists of one common share and one share purchase warrant, exercisable into one additional common share at a price of \$0.07 per common share for 2 years from issuance.

On 28 May 2014, the Company issued 250,000 units for total proceeds of \$5,000. Each unit consists of one common share and one share purchase warrant, exercisable into one additional common share at a price of \$0.07 per common share for 2 years from issuance.

On 18 June 2014, the Company issued 1,500,000 common shares (valued at \$30,000 or \$0.02 per common share) pursuant to the Purchase Agreement with Syon Investments Limited relating to the purchase of the Blue Hawk and Spod1 mineral claims.

One share was issued to the Company's incorporator on May 3, 2012 and was cancelled on May 22, 2012

- (1) 10,000,000 shares were issued at \$0.005 per share pursuant to private placements.
- (2) 27,052,500 shares were issued at \$0.02 per share pursuant to private placements.
- (3) 1,500,000 shares were issued at a deemed price of \$0.02 per share to Syon Investments Limited for the acquisition of 100% of the Property.

Pursuant to the Amalgamation, all of the issued and outstanding warrants held by the TargetCo's securityholders were cancelled.

### **10.8 – Stock Exchange Price**

With the exception of the Shares listed on the CSE, the Company's Shares and any other securities are not and have not been listed on any stock exchange.

### **11. Escrowed Securities**

The table immediately below sets out the number of common shares of the Company that are held in escrow upon listing of the Company's common shares on the CSE. Assuming the Company is classified as an emerging issuer pursuant to NP 46-201, the securities listed in the table below will, in accordance with NP 46-201, be subject to the Form 46-201 Escrow Agreement and will be released from escrow in stages over a 36 month period from the completion of the transaction with 10% released immediately upon completion of the transaction and 15% of such escrowed shares released on the 6, 12, 18, 24, 30 and 36 month anniversaries of the completion of the transaction. The Company entered into an escrow agreement dated May 14, 2015 with Computershare Investor Services Inc. and the individuals mentioned in the table below. The escrowed securities are deposited with Computershare.

	<b>Designation of Class</b>	<b>Number of Securities Held in Escrow<sup>(1)</sup></b>	<b>Percentage of Class<sup>(2)</sup></b>
Randy Schuler	Common Shares	4,000,000	9.92%
Gurdeep Johal	Common Shares	500,000	1.24%
Anita Helen Ives	Common Shares	2,000,000	4.96%
Steve John Ives	Common Shares	2,000,000	4.96%
Mark Wiltshire	Common Shares	2,000,000	4.96%

- (1) Subject to Form 46-201 Escrow Agreement. 10% will be released from escrow at the time of listing.
- (2) Based on 40,313,049 common shares issued and outstanding on the date of this Listing Statement. Rounded to two decimal places.

## **12. Principal Shareholders**

To the knowledge of the Company, no security holder of the Company owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the voting rights attached to any class of voting securities of the Company.

## **13. Directors and Officers**

### **13.1 – 13.3 Directors and Officers**

The following table sets out the names, municipalities of residence, the number of voting securities beneficially owned, directly or indirectly, or over which each exercises control or direction, and the offices held in the Company and the principal occupation of the directors and senior officers during the past five years as follows:

Name & Municipality of Residence and Position <sup>(1)</sup>	Present Occupation and Positions Held During the Last Five Years	Period served as Director/Officer <sup>(1)</sup>	Number and Percentage of Shares Beneficially Held <sup>(2)</sup>
Randy Schuler, Vancouver, CEO, CFO & Director	CPA, Chartered Accountant  CEO & Director; Westcan Management Inc.  CFO & Director; IRIS The Visual Group Western Canada Inc.	June 13, 2014 to present	4,000,000 or 9.92%
Derick Sinclair, Vancouver, Director	CPA, Chartered Accountant  CFO of Viscount Mining Corp.  CFO of Cadan Resources Corporation  CFO of Pacific Therapeutics Ltd.  CFO, Madeira Minerals Ltd.	June 13, 2014 to present	NIL
Gurdeep Johal, Vancouver, Director	Business Consultant  Director of ME Resources Corp.	June 13, 2014 to present	500,000 or 1.24%

**FORM 2A – LISTING STATEMENT**

August 17, 2015

	Director of Chimata Gold Corp.		
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- (1) Each director's term of office will expire at the next annual meeting of the shareholders unless re-elected at such meeting.
- (2) As of the date of this Listing Statement, there are 40,313,049 Shares of the Company issued and outstanding.



## **13.4 – Board Committees of the Company**

### *Audit Committee*

The overall purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities with respect to: the financial reporting process and the quality, transparency and integrity of the financial statements and other related public disclosures; internal controls over financial reporting; compliance with legal and regulatory requirements relevant to the financial statements and financial reporting; ensuring that there is an appropriate standard of corporate conduct for senior financial personnel and employees including, if necessary, adopting a corporate code of ethics; the external auditors' qualifications and independence; and the performance of the internal audit function and the external auditor. The Company has adopted a Charter of the Audit Committee of the Board of Directors. The Audit Committee consists of Randy Schuler, Derick Sinclair, and Gurdeep Johal.

## **13.5 – Principal Occupation of Directors and Officers**

Except as set out in the table above, none of our officers or directors are involved in acting as an officer of a person or company other than the Company as their principal occupation:

<b>Name and Position</b>	<b>Principal Occupation</b>
Randy Schuler, Chief Executive Officer, Chief Financial Officer, Secretary and Director	CPA, Chartered Accountant
Derick Sinclair, Director	CPA, Chartered Accountant CFO, Viscount Mining Corp., Vancouver, BC CFO, Cadan Resources Corporation, Vancouver, BC CFO, Pacific Therapeutics Ltd., Vancouver, BC CFO, Madeira Minerals Ltd., North Vancouver, BC
Gurdeep Johal, Director	Business Consultant Director, ME Resources Corp., Vancouver, BC Director, Chimata Gold Corp., Vancouver, BC

### **13.6 – Corporate Cease Trade Orders or Bankruptcies**

Except for Derick Sinclair, none of the directors of the Company or any of their personal holding companies:

(a) is, as at the date of this Listing Statement, or has been, within ten years before the date of this Listing Statement, a director, chief executive officer or chief financial officer of any company, including the Company, that:

(i) was subject to a cease trade order or similar order or an order that denied the relevant Company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

(ii) was subject to a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the person ceased to be a director, chief executive officer or chief financial officer of the Company and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

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

(c) has, within the 10 years before the date of this Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Mr. Sinclair is the CFO of Cadan Resources Corp. ("Cadan") (TSXV: CXD). On May 8, 2015, the B.C. Securities Commission issued a cease trade order against Cadan for failing to file financial statements for the year ended December 31, 2014, within the required time period. The cease trade order remains in effect until Cadan completes the necessary financial statements and related filings.

### **13.7 - 13.8 - Penalties Sanctions and Settlements**

Not applicable.

### **13.9 – Personal Bankruptcies**

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

### **13.10 – Conflicts of Interest**

Conflicts of interest may arise as a result of the directors, officers and promoters of the Company also holding positions as directors or officers of other companies. Some of the individuals who will be directors and officers of the Company have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Company will be in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies provided under the *Business Corporations Act* (British Columbia).

### **13.11 – Directors and Officers**

#### ***Randy Schuler, Chief Executive Officer, Chief Financial Officer, Secretary and Director***

Randy Schuler has been a CPA, Chartered Accountant since 1985 having worked for both private and publically traded companies. Mr. Schuler who is 56 years old is a goal-oriented, hands-on leader with sharp business, problem solving skills and financial acumen as well as consistent focus on reducing costs and productivity improvement, increasing team performance using outstanding leadership and team building skills, and enabling effective management decision making. He is a tenacious negotiator with solid knowledge of contract law and skill for securing highly beneficial terms and processes strong and effective communication skills and with all levels of management and stakeholders.

Mr. Schuler is not a party to any employment, non-competition or confidentiality agreement with the Company. It is expected that Mr. Schuler will devote a minimum of 75% of his time to the business of the Company to effectively fulfill his duties as an officer and director.

#### ***Derick Sinclair, Director***

Derick has a Bachelor of Commerce from the University of Windsor and was admitted to the Institute of Chartered Accountants of British Columbia in 1985 after having articulated with KPMG. Derick is 59 years old and has more than 20 years' experience in

management, financing and accounting serving as Chief Financial Officer, Treasurer, Manager Accounting, Secretary, and on the Board of Directors of various private and publicly-traded companies. He brings a commitment to success and extensive experience in strategic planning, budgeting, setting up and operating financial systems, reporting requirements for public companies, and connections in Vancouver's business community.

Mr. Sinclair is not a party to any employment, non-competition or confidentiality agreement with the Company. It is expected that Mr. Sinclair will devote approximately 5% of his time to the business of the Company to effectively fulfill his duties as a director.

***Gurdeep Johal, Director***

Mr. Gurdeep Johal, 37 years old, graduated from the University of British Columbia and continued with his legal studies at the University of Cardiff. Mr. Johal is an independent corporate and financial consultant with considerable experience in the compliance, disclosure and regulatory requirements for publicly listed companies. Mr. Johal has been a Director of ME Resource Corp. since April 2011, and is also a director of Chimata Gold Corp. and Innovative Properties Inc., both TSX Venture Exchange companies.

Mr. Johal is not a party to any employment, non-competition or confidentiality agreement with the Company. It is expected that Mr. Johal will devote approximately 20% of his time to the business of the Company to effectively fulfill his duties as a director.

## 14. Capitalization

### 14.1 - Capitalization

#### Issued Capital

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
<u>Public Float</u>				
Total outstanding (A)	40,313,049	40,313,049	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	14,350,000	14,350,000	Approximately 35.60%	Approximately 35.60%
Total Public Float (A-B)	25,963,049	25,963,049	Approximately 64.40%	Approximately 64.40%
<u>Freely-Tradeable Float</u>				
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)	9,450,000	9,450,000	Approximately 23.44%	Approximately 23.44%
Total Tradeable Float (A-C)	30,863,049	30,863,049	Approximately 76.56%	Approximately 76.56%

Public Securityholders (Registered)

**Class of Security:  
Common Shares**

<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	88	46,350
1,000 – 1,999 securities	7	8,910
2,000 – 2,999 securities	5	12,780
3,000 – 3,999 securities	3	9,448
4,000 – 4,999 securities	1	4,362
5,000 or more securities	25	20,606,171
	<b>129</b>	<b>20,688,021</b>

Public Securityholders (Beneficial)

**Class of Security:  
Common Shares**

<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	91	47,850
1,000 – 1,999 securities	30	20,410
2,000 – 2,999 securities	25	22,780
3,000 – 3,999 securities	24	19,948
4,000 – 4,999 securities	1	4,362
5,000 or more securities	171	20,679,171
Unable to confirm (aggregate position of certain intermediaries)		4,268,528 <sup>(1)</sup>
<b>Total Board Lots: 500+ shares:</b>	<b>342</b>	

**Total Shares: 25,063,049**

<sup>(1)</sup> CDS & CO NCI and Fidelity Clearing Canada each holds 216,028 common shares and 4,052,500 common shares of the Company, respectively.

Non-Public Securityholders (Registered)

**Class of Security**

<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	8	15,500,000
Unable to confirm	0	0
	<b>8</b>	<b>15,500,000</b>

**14.2 – Convertible/Exchangeable Securities**

There are no outstanding securities convertible or exchangeable into any class of listed securities. The only issued and outstanding securities of the Company are its Shares.

**14.3 – Other Listed Securities**

The Company has no other listed securities reserved for issuance.



## 15. Executive Compensation

### 15.1 – Compensation of Executive Officers and Directors

As of the date of this Listing Statement, the Company has not paid any fees to its directors or officers. Compensation to be paid to the officers and directors of the Company will be determined by the board of directors of the Company once its operations have been established.

The following table summarizes typical compensation paid by similar public companies to each Named Executive Officer (“NEO”) of the Company and the directors, which is defined as:

- (a) a chief executive officer (“CEO”) of the Company;
- (b) a chief financial officer (“CFO”) of the Company;
- (c) each of the Company’s three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards	Non-equity incentive plan compensation (\$)		Pension Value (\$)	All other compensation	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Randy Schuler, Chief Executive Officer, Chief Financial Officer, Secretary and Director	2014	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	2013	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Derick Sinclair, Director	2014	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	2013	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Gurdeep Johal, Director	2014	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	2013	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

### Incentive Plan Awards

Refer to Item 9 herein.

For the period of inception (May 9, 2014) to July 31, 2014 and as at the date of this listing statement, no option was granted or outstanding in the capital of the Company.

### Pension Plan Benefits

The Company does not currently provide any pension plan benefits to its executive officers, directors, or employees.

### Employment Agreements and Termination and Change of Control Benefits

There are no written employment contracts between the Company and its NEOs. The Company intends to enter into employment agreements with our NEOs once it begins generating revenues. There are no compensatory plan(s) or arrangements(s), with respect to the NEOs resulting from the resignation, retirement or any other termination of employment of the officer's employment or from a change of NEOs' responsibilities following a change of control benefits. In case of termination of NEOs, common law and statutory law applies.

There are no other arrangements from those disclosed above under which directors or officers were compensated by the Company to the date of this Listing Statement.

## **16. Indebtedness of Directors and Executive Officers**

No director or officer of the Company or person who acted in such capacity in the last financial year, or any other individual who at any time during the most recently completed financial year of the Company was a director of the Company or any associate of the Company, is indebted to the Company, nor is any indebtedness of any such person to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

## **17. Risk Factors**

### **17.1 – Description of Risk Factors**

#### **General**

The Company's primary assets consist of cash and mining assets. The business of the Company will be subject to numerous risk factors, as more particularly described below. Certain of the information set out in this Listing Statement includes or is based upon expectations, estimates, projections or other "forward looking information." Such forward looking information includes projections or estimates made by the Company and its management as to the Company's future business operations. While statements concerning forward looking information, and any assumptions upon which they are based, are made in good faith and reflect the Company's current judgment regarding the direction of their business, actual results will almost certainly vary, sometimes materially, from any estimates, predictions, projections, assumptions or other performance suggested herein.

#### **Limited Operating History**

The Company is a relatively new company with limited operating history. The Company will be subject to all of the business risks and uncertainties associated with any new business enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources, lack of revenue and the risk that it will not achieve its growth objective. There is no assurance that we will be successful in achieving a return on shareholders' investment.

#### **Negative Operating Cash Flow**

The Company currently has a negative operating cash flow and may continue to have that for the foreseeable future. To date, the Company has no revenues. Even if we do achieve profitability, we cannot predict the level of such profitability. If we sustain losses over an extended period of time, we may be unable to continue our business.

## **Additional Capital Requirements and Liquidity**

Additional funds for the establishment of the Company's current and planned operations may be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations. Current financial conditions, revenues, taxes, capital expenditures and operating expenses are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to holders of the Company Shares. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company, or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and pursue only those projects that can be funded through cash flows generated from its existing operations, if any.

## **Regulatory Requirements**

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

## **Exploration and Mining Risks**

The Property is without any known body of commercial mineralization. Development of the Property depends on satisfactory exploration or development results. Mineral exploration and development involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. The profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, if any, which may be affected by a number of factors beyond the Company's control. Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of diamond, precious and non-precious metals, any of which could result in work stoppages, damage to the Property, and possible environmental damage. Hazards such as unusual or unexpected formations and other conditions such as formation pressures, fires, power outages, labour disruptions, flooding, explorations, cave ins, landslides and the inability to obtain suitable adequate machinery, equipment or labour are involved in

mineral exploration, development and operation. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material, adverse effect on the financial position of the Company.

The Company will continue to rely upon consultants and others for exploration and development expertise. Substantial expenditures are required to determine if mineralization reserves exist through drilling, to develop processes to extract the precious and non-precious metals from the mineralization and, in the case of new properties, 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 or at all. The economics of developing mineral properties are affected by many factors including the cost of operations, variations in the grade of mineralization mined, fluctuations in markets, costs of 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 remoteness and restrictions on access of the Property in which the Company has or may have an interest will have an adverse effect on profitability in that infrastructure costs will be higher.

### **Uninsurable Risks**

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or for other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and cause insolvency and/or a decline in the value of the securities of the Company.

### **No Assurance of Title to Properties**

Although the Company acquired 100% of the Property from Syon and in so doing performed reasonable due diligence, it may nevertheless be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects.

### **Permits and Licenses**

The operations of the Company may require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

## **Challenges by First Nations**

In 2005, the Supreme Court of Canada determined that there is a duty on the government to consult with and, where appropriate, accommodate where government decisions have the potential to adversely affect treaty rights of First Nations. The Court found that third parties are not responsible for consultation or accommodation of aboriginal interests and that this responsibility lies with government. If the Federal Government fails to consult with First Nations before issuing any permits, licenses, mineral claims, mineral leases, mineral licenses or surface rights (collectively, “permits”), there may be valid challenges to any such permits which could affect the development of the Property. The Company is committed to consulting with local First Nation(s) to gain an understanding of how the use of the Property may impact upon the exercise of their asserted aboriginal and treaty rights.

## **Competition**

The mineral exploitation industry is intensely competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees. In addition, there is no assurance that even if commercial quantities of minerals are discovered, a ready market will exist for their sale. Factors beyond the control of the Company may affect the marketability of any minerals discovered. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital or losing its invested capital.

## **Environmental Regulations**

The Company’s operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for noncompliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. There is no assurance that future changes in environmental

regulation, if any, will not adversely affect the Company's operations. The Company intends to fully comply with all environmental regulations.

### **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 requirements, which affect capital and operating costs. Unusual or infrequent weather, phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's future operations.

### **Reliance on Management**

The success of the Company is dependent upon the ability, expertise, judgment, discretion and good faith of its senior management. While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on the Company's business, operating results or financial condition.

### **Claims and Legal Proceedings**

The Company may be subject to claims or legal proceedings covering a wide range of matters that arise in the ordinary course of business activities, including relating to ex-employees. These matters may give rise to legal uncertainties or have unfavourable results. The Company will carry liability insurance coverage and mitigate risks that can be reasonably estimated. In addition, the Company may be involved in disputes with other parties in the future that may result in litigation or unfavourable resolution which could materially adversely impact the Company's financial position, cash flow and results of operations.

### **Conflicts of Interest**

Certain of our directors and officers also serve as directors and/or officers of other companies. Consequently, there is a possibility that a conflict could arise for such directors and officers. Any Company-related decision made by any of these directors and officers involving the Company should be made in accordance with their duties and obligations to deal fairly and in good faith and to act in the best interests of the Company and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such director may have a conflict of interest.

## **Uncertainty of Use of Proceeds**

Although the Company has set out its intended use of proceeds under its work program for the Property, these intended uses are estimates only and subject to change. While management does not contemplate any material variation, management does retain broad discretion in the application of such proceeds. The failure by the Company to apply these funds effectively could have a material adverse effect on the Company's business, including the Company's ability to achieve its stated business objectives.

## **Market Price of Shares and Volatility**

The Shares do not currently trade on any exchange or stock market. Securities of microcap and small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the companies' financial performance or prospects. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries. Factors unrelated to our performance that may affect the price of the Shares include the following: the extent of analytical coverage available to investors concerning our business may be limited if investment banks with research capabilities do not follow the Company; lessening in trading volume and general market interest in the Shares may affect an investor's ability to trade significant numbers of Shares; the size of our public float may limit the ability of some institutions to invest in Shares; and a substantial decline in the price of the Shares that persists for a significant period of time could cause the Shares, if listed on an exchange, to be delisted from such exchange, further reducing market liquidity. As a result of any of these factors, the market price of the Shares at any given point in time may not accurately reflect our long-term value. The fact that no market currently exists for the Shares may affect the pricing of the Shares in the secondary market, the transparency and availability of trading prices and the liquidity of the Shares.

The market price of the Shares is affected by many other variables which are not directly related to our success and are, therefore, not within our control. These include other developments that affect the breadth of the public market for our Shares and the attractiveness of alternative investments. The effect of these and other factors on the market price of the Shares is expected to make the Share price volatile in the future, which may result in losses to investors.

## **Stress in the Global Economy**

Reduction in credit, combined with reduced economic activity and the fluctuations in the United States dollar, may adversely affect businesses and industries that purchase commodities, affecting commodity prices in more significant and unpredictable ways than the normal risks associated with commodity prices. The availability of services such as drilling contractors and geological service companies and/or the terms on which these services are provided may be adversely affected by the economic impact on the service providers. The adverse effects on the capital markets generally make the raising of capital by equity or debt financing much more difficult and the Company is dependent



upon the capital markets to raise financing. Any of these events, or any other events caused by turmoil in world financial markets, may have a material adverse effect on the Company's business, operating results and financial condition.

### **No Active Market**

If an active public market for the Shares does not develop, the liquidity of a shareholder's investment may be limited and the Share price may decline.

### **Dividends**

The Company intends to retain earnings, if any, to finance the growth and development of its business and does not intend to pay cash dividends on the Shares in the foreseeable future. The payment of future cash dividends, if any, will be reviewed periodically by the board of directors and will depend upon, among other things, conditions then existing including earnings, financial condition and capital requirements, restrictions in financing agreements, business opportunities and conditions and other factors.

### **Dilution**

Future sales or issuances of equity securities could decrease the value of the Shares, dilute shareholders' voting power and reduce future potential earnings per Share. We intend to sell additional equity securities in subsequent offerings (including through the sale of securities convertible into Shares) and may issue additional equity securities to finance our operations, development, acquisitions or other projects. We cannot predict the size of future sales and issuances of equity securities or the effect, if any, that future sales and issuances of equity securities will have on the market price of the Shares. Sales or issuances of a substantial number of equity securities, or the perception that such sales could occur, may adversely affect prevailing market prices for the Shares. With any additional sale or issuance of equity securities, investors will suffer dilution of their voting power and may experience dilution in our earnings per Share.

### **17.2 – Additional Securityholder Risk**

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

### **17.3 – Other Risks**

Subject to the risk factors set out under Part 17.1 above, there are no other material risk factors that a reasonable investor would consider relevant to an investment in the Company's shares.

## **18. Promoters**

### **18.1 – 18.3 – Promoter Consideration**

Other than the directors and officers of the Company, Mr. Mark Wiltshire of Surrey, B.C., has acted as a promoter of the Company within the two years immediately preceding the date of this Listing Statement. Mr. Wiltshire purchased and owns 2,000,000 Shares (4.96%) of the Company under normal business terms.

Mark Wiltshire, was not within 10 years before the date of this Listing Agreement, a director, chief executive officer, or chief financial officer of any person or company that:

- a) was subject to an order that was issued while the promoter was acting in the capacity as director, chief executive officer or chief financial officer; or
- b) was subject to an order that was issued after the promoter ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while the promoter was acting in the capacity as director, chief executive officer or chief financial officer.

## **19. Legal Proceedings**

### **19.1 - Legal Proceedings**

There are no legal proceedings material to the Company to which the Company is a party or of which any of its property is the subject matter, and there are no such proceedings known to the Company to be contemplated.

### **19.2 – Regulatory Actions**

The Company is not subject to any penalties or sanctions imposed by any court or regulatory authority relating to securities legislation or by a securities regulatory authority, nor has the Company entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that are necessary to provide full, true and plain disclosure of all material facts relating to the Company's securities or would be likely to be likely to be considered important to a reasonable investor making an investment decision.

## **20. Interest of Management and Others in Material Transactions**

Except as described herein, no director, officer, proposed management nominee for director or person who, to the knowledge of the directors or officers of the Company, beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the votes attached to all outstanding Shares of the Company, informed person

or any associate or affiliate of the foregoing has any material interest, direct or indirect, in any transaction since the commencement of the Company's last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or the TargetCo.

## **21. Auditors, Transfer Agents and Registrars**

### **21.1 – Auditors**

The firm of James Stafford, Chartered Accountants (“**Stafford**”) is the independent registered certified auditor of the Company. Stafford was first appointed on July 31, 2014.

### **21.2 – Transfer Agent and Registrar**

The registrar and transfer agent of the Company's Shares is Computershare Trust Company of Canada, located at 510 Burrard Street, 2<sup>nd</sup> Floor, Vancouver, B.C., V6C 3B9, and telephone (604) 661-9400.

## **22. Material Contracts**

### **22.1 – Material Contracts**

1. The Company entered into an agreement to appoint Computershare Trust Company as the Company's Transfer Agent, Registrar and Disbursing Agent by way of an agreement dated October 6, 2014.
2. The Company entered into an escrow agreement between the Company and Computershare Investor Services Inc. effective May 14, 2015.
3. Amalgamation agreement among the Company, 1010309 B.C. Ltd., a wholly-owned subsidiary of the Company, and the TargetCo dated September 17, 2014, as amended on November 3, 2014.

Pursuant to the Amalgamation, the Company acquired a 100% interest in the TargetCo and issued 38,552,500 shares to the shareholders of the TargetCo on May 11, 2015. See “Item 3.1 – General Development of the Business.”

Please refer to Item 3.1 for further details.

4. The Purchase Agreement dated June 12, 2014 between TargetCo and Syon Investments Limited for the acquisition of 100% of the Property.

Please refer to Item 3.1 for further details.

## **22.2 – Special Agreements**

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

## **23. Interest of Experts**

No person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of this Listing Statement or as having prepared or certified a report or valuation described or included in this Listing Statement holds any beneficial interest, direct or indirect, in any securities or property of the Company or of an Associate or Affiliate of the Company and no such person is expected to be elected, appointed or employed as a director, senior officer or employee of the Company or of an Associate or Affiliate of the Company and no such person is a promoter of the Company or an Associate or Affiliate of the Company. Stafford is independent of the Company in accordance with the rules of professional conduct of the Institute of Chartered Accountants of British Columbia.

## **24. Other Material Facts**

Other than as set out elsewhere in this Listing Statement, there are no other material facts about the Company and its securities which are necessary in order for this Listing Statement to contain full, true and plain disclosure of all material facts relating to the Company and its securities.

## **25. Financial Statements**

Schedule "A" contains the audited financial statements for the Company for the period from incorporation (May 9, 2014) to July 31, 2014, as well as the unaudited interim financial statements for the periods ended October 31, 2014, and January 31, 2015.

The TargetCo's audited financial statements for the year ended April 30, 2014 and for the period from incorporation (May 3, 2012) to April 30, 2013, and the unaudited interim financial statements for the quarter ended July 31, 2014 are attached hereto as Schedule "B".

Pro forma financial statements for the Company upon completion of the Transaction are attached as Schedule "C".

## **SCHEDULE "A"**

### **FINANCIAL STATEMENTS & MD&A OF THE COMPANY**

The audited financial statements and the MD&A of the Company (JDF Explorations Inc.) for the period from incorporation (May 9, 2014) to July 31, 2014, and the unaudited financial statements and the MD&A for the quarters ending October 31, 2014 and January 31, 2015.

[Attached]

## **SCHEDULE "B"**

### **FINANCIAL STATEMENTS & MD&A OF TARGETCO**

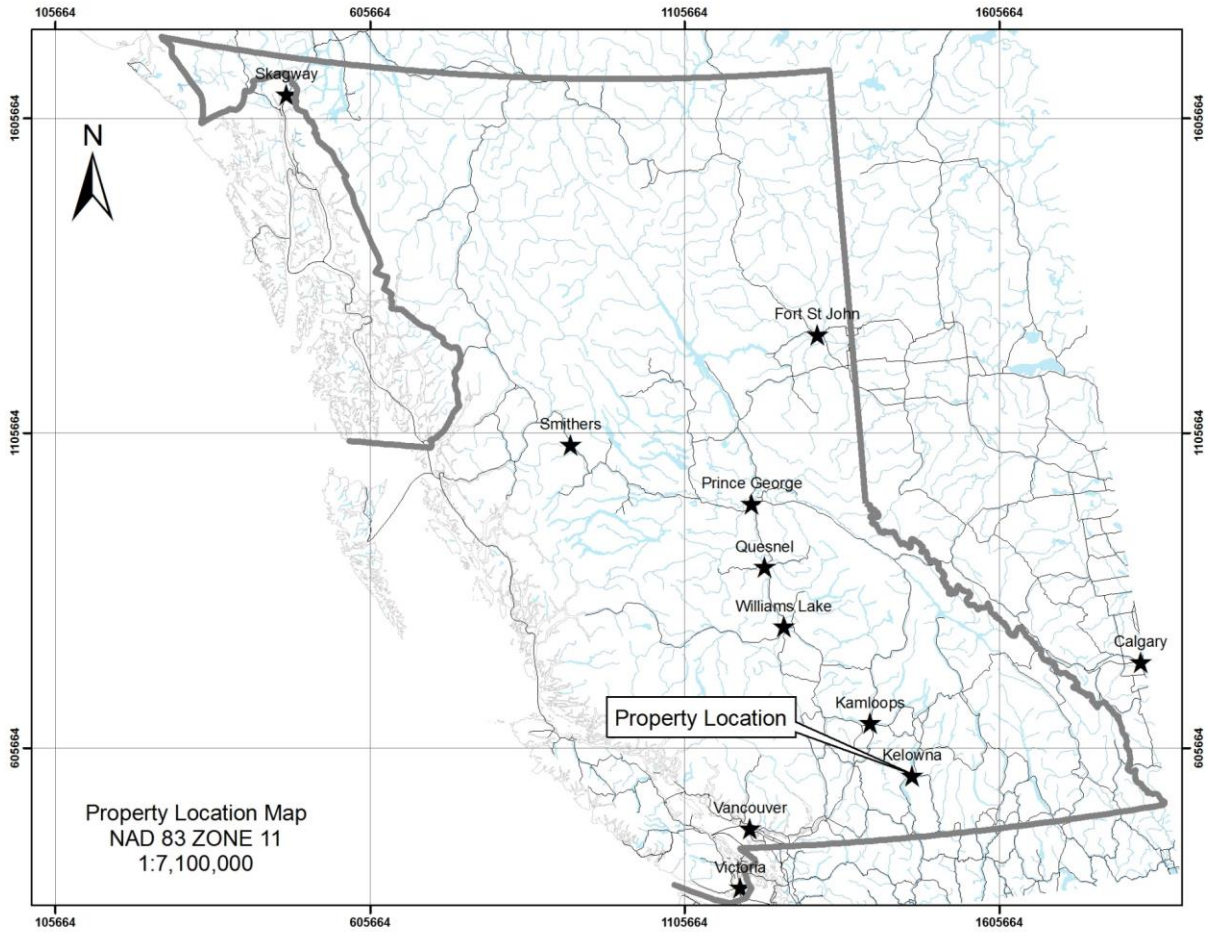
The audited financial statements for the period from incorporation (May 3, 2012) to the year ended April 30, 2013, and the audited financial statements and the MD&A of TargetCo (Juan De Fuca Resources Corp.) for the year ended April 30, 2014, and the interim financial statements and MD&A of TargetCo for the quarter ended July 31, 2014.

[Attached]

**SCHEDULE "C"**  
**PRO FORMA FINANCIAL STATEMENTS OF THE COMPANY**

[Attached]

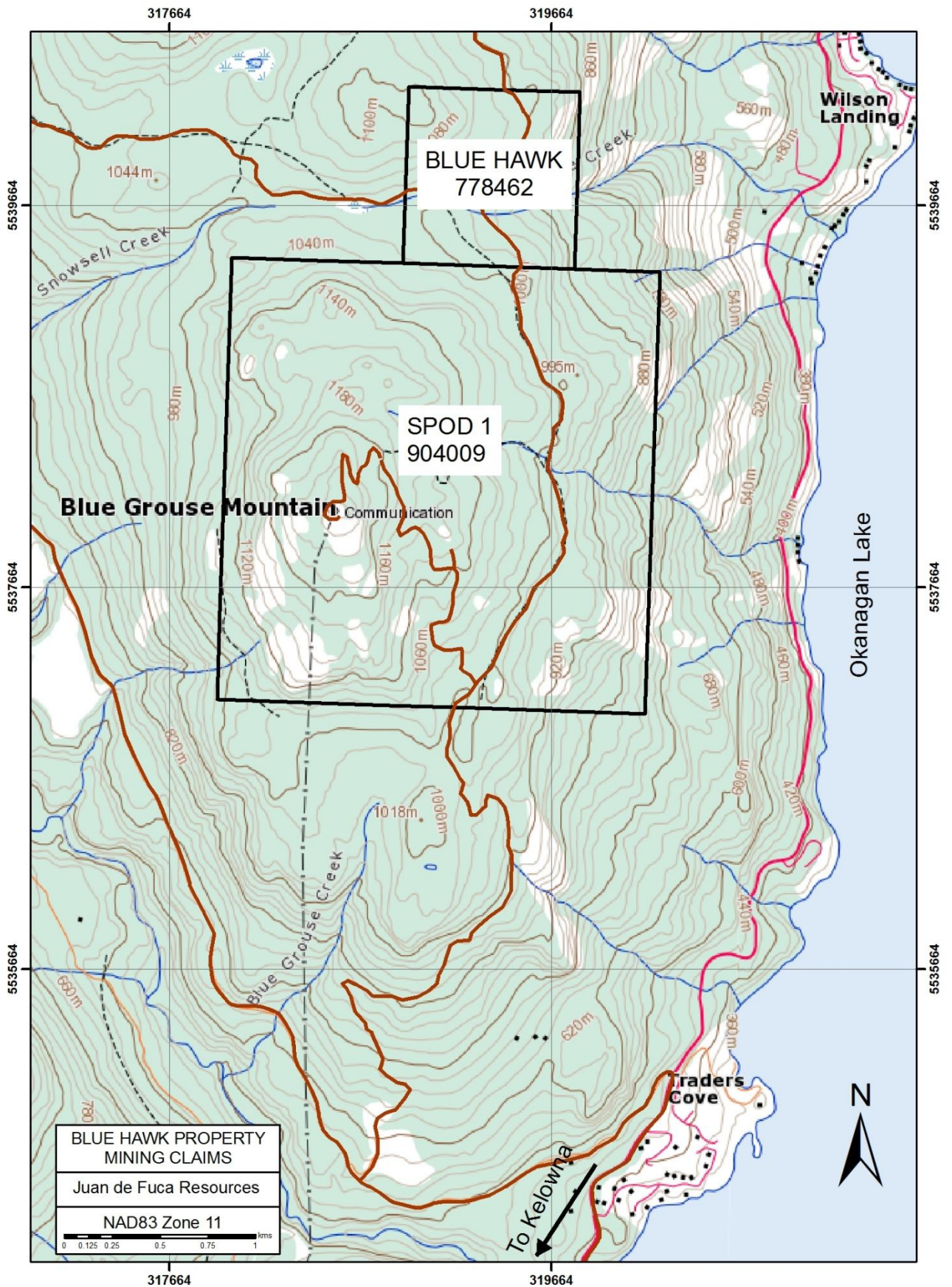
**SCHEDULE "D"**  
**PROPERTY LOCATION**





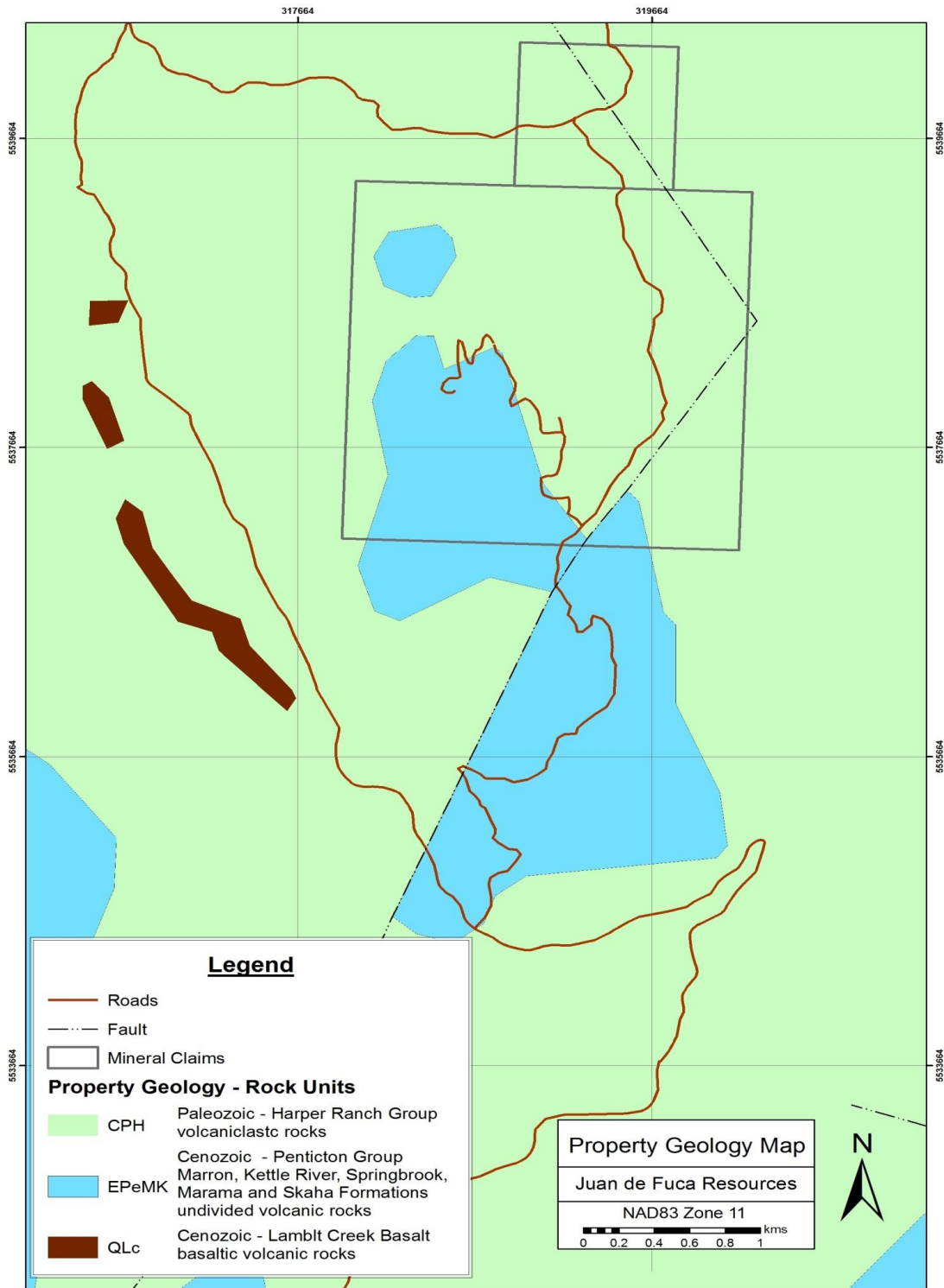
# SCHEDULE "E"

## CLAIM MAP



# SCHEDULE "F"

## GEOLOGY MAP



### FORM 2A – LISTING STATEMENT

August 17, 2015

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## SCHEDULE "G"

### CERTIFICATE OF THE COMPANY

#### CERTIFICATE OF THE COMPANY

Pursuant to a resolution duly passed by its Board of Directors, JDF Explorations Inc., hereby applies for the listing of the above mentioned securities on the CSE. The foregoing contains full, true and plain disclosure of all material information relating to JDF Explorations Inc. 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 17<sup>th</sup> day of August, 2015.

/s/ Randy Schuler

Randy Schuler, Director, Chief Executive Officer & Chief Financial Officer

/s/ Derick Sinclair

Derick Sinclair, Director

/s/ Mark Wiltshire

Mark Wiltshire, Promoter

/s/ Gurdeep Johal

Gurdeep Johal, Director