No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

*A copy of this preliminary non-offering prospectus has been filed with the securities regulatory authority(ies) in British Columbia, Canada, but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended.*

**PRELIMINARY PROSPECTUS**

**NON-OFFERING PROSPECTUS** **August 4, 2015**

# BRIGADE RESOURCE CORP.

(the "**Company**")

Suite 3403, 1011 West Cordova Street
Vancouver, British Columbia V6C 0B2

This Non-offering Prospectus is being filed with the British Columbia Securities Commission solely for the purpose of allowing the Company to become a reporting issuer in the jurisdiction of British Columbia other than pursuant to a plan of arrangement. (The Company is currently a reporting issuer in the jurisdictions of British Columbia and Alberta because it exchanged securities with a reporting issuer through a plan of arrangement.)

No securities are being offered pursuant to this Prospectus. As such, no proceeds will be raised, and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Company.

**No underwriter has been involved in the preparation of this Prospectus or performed any review or independent due diligence of the contents of this Prospectus.**

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## GLOSSARY

The following is a glossary of certain terms used in this Prospectus. Terms and abbreviations used in the Financial Statements may be defined separately and the terms defined below may not be used therein.

| | |
|---|---|
| **Arrangement Agreement 1** | means the arrangement agreement including Arrangement 1 dated April 15, 2015 among Brigadier, Battalion and Hussar. |
| **Arrangement Agreement 2** | means the arrangement agreement including Arrangement 2 dated November 20, 2014 among Voltaire, Brigadier, the Voltaire Controlling Shareholder and the Company. |
| **Arrangement 1** | means the statutory plan of arrangement attached to Arrangement Agreement 1. |
| **Arrangement 2** | means the statutory plan of arrangement attached to Arrangement Agreement 2. |
| **Auditor** | means Charlton & Company. |
| **Battalion** | means Battalion Capital Corp., a private British Columbia company and a wholly owned subsidiary of the Company of Brigadier. |
| ***BCA*** | means the *Business Corporations Act* (British Columbia). |
| **BCSC** | means the British Columbia Securities Commission. |
| **Board of Directors or Board** | means the board of directors of the Company. |
| **Boyer Lake Property** | means those mineral claims situated in Boyer Lake in the District of Kenora in the Province of Ontario as more particularly described in the section titled "*Description of the Business*" herein. |
| **Boyer Lake Property Option Agreement** | means the property option agreement dated April 15, 2015 between Voltaire and Brigadier with respect to the Boyer Lake Property. |
| **Boyer Lake Technical Report** | means the Technical Report dated June 1, 2015 with respect to the Boyer Lake Property. |
| **Brigadier** | means Brigadier Exploration Corp., a private British Columbia company and a wholly owned subsidiary of the Company. |
| **Brooks Lake Property** | means those mineral claims situated in the Township of Brooks Lake in the District of Kenora in the Province of Ontario as more particularly described in the section titled "*Description of the Business*" herein. |
| **Brooks Lake Property Option Agreement** | means the property option agreement dated April 15, 2015 between Voltaire and Brigadier with respect to the Brooks Lake Property. |
| **Brooks Lake Technical Report** | means the Technical Report dated June 1, 2015 with respect to the Brooks Lake Property. |
| **CEO** | means chief executive officer. |

| | |
|---|---|
| **CFO** | means chief financial officer. |
| **Common Shares or Shares** | means the common shares without par value of the Company. |
| **Company** | means Brigade Resource Corp., a company incorporated under the BCA. |
| **Exchange** | means the Canadian Securities Exchange. |
| **Financial Statements** | means the Company's financial statements or Brigadier's, Battalion's or Hussar financial statements, as the context implies, and the related notes thereto as at March 31, 2015. |
| **Ha** | means hectares |
| **Hussar** | means Hussar Exploration Corp., a private British Columbia company and a wholly owned subsidiary of the Company of Brigadier. |
| **IFRS** | means International Financial Reporting Standards. |
| **Joyce River Property** | means those mineral claims situated in the Joyce River Area in the District of Red Lake in the Province of Ontario as more particularly described in the section titled "*Description of the Business*" herein. |
| **Joyce River Property Option Agreement** | means the property option agreement dated July 20, 2015 between Voltaire and Brigadier with respect to the Joyce River Property |
| **Joyce River Technical Report** | means the Technical Report dated June 1, 2015 with respect to the Joyce River Property. |
| **km** | means kilometres |
| **MD&A** | means Management's Discussion and Analysis. |
| **MNDM** | means the Ministry of Northern Development and Mines |
| **NEO** | means "Named Executive Officer", and has the meaning ascribed by the BCSC in form 51-102F6, as follows:<br><br>(a) a CEO;<br><br>(b) a CFO;<br><br>(c) each of the three most highly compensated executive officers of the company, including its subsidiaries, 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), for that financial year; and<br><br>(d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year; |

| | |
|---|---|
| **NI 52-110** | means National Instrument 52-110 *Audit Committees*. |
| **NI 58-101** | means National Instrument 58-101 *Disclosure of Corporate Governance Practices*. |
| **NP 58-201** | means National Policy 58-201 *Corporate Governance Guidelines*. |
| **NSR** | means Net Smelter Royalty**.** |
| **PGM** | means Platinum Group Metals. |
| **Property or Properties** | means either Joyce River Property, Boyer Lake Property, Brooks Lake Property, or Surprise Lake Property or all of the above as the context implies. |
| **Prospectus** | means this non-offering prospectus dated as of the date on the cover page. |
| **SEDAR** | means the System for Electronic Document Analysis and Retrieval. |
| **Stock Restriction Agreements** | means the stock restriction agreements May 22, 2015 between the Company and certain shareholders of the Company. |
| **Surprise Lake Property** | means those mineral claims means those mineral claims situated in the Dent Township in the District of Red Lake in the Province of Ontario as more particularly described in the section titled "*Description of the Business*" herein. |
| **Surprise Lake Property Option Agreement** | means the property option agreement dated April 15, 2015 between Voltaire and Brigadier with respect to the Surprise Lake Property. |
| **Surprise Lake Technical Report** | means the Technical Report dated June 1, 2015 with respect to the Surprise Lake Property. |
| **Technical Report** | means a National Instrument 43-101 compliant technical report. |
| **Trustco** | means Computershare Investor Services Inc. |
| **Voltaire** | means Voltaire Services Corp., formerly, Salient Corporate Services Inc., a British Columbia company and reporting issuer pursuant to the Securities Act (British Columbia) in British Columbia and Alberta. |
| **Voltaire Controlling Shareholder** | means Karl Antonius, a director, officer and shareholder of Voltaire, holding more than 50% of the issued and outstanding Common shares in Voltaire. |

## CURRENCY

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

## CAUTION REGARDING FORWARD-LOOKING STATEMENTS

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

By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks, uncertainties and other factors, many of which are beyond the Company's control, that could influence actual results include, but are not limited to: a continued downturn in general economic conditions; the ability of the Company to establish a market for its services; competitive conditions in the industry which could prevent the Company from becoming profitable; the effectiveness and efficiency of advertising and promotional expenditures to generate market interest in the Company's services; the inability to list on a public market; volatility of the Company's share price following listing; the inability to secure additional financing; the Company's intention not to pay dividends; claims, lawsuits and other legal proceedings and challenges; conflict of interest with directors and management; and other factors beyond the Company's control.

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

## PROSPECTUS SUMMARY

*The following is a summary only and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus:*

### THE COMPANY

The Company was incorporated pursuant to the BCA under the name “Brigade Resource Corp.” on October 9, 2014, under incorporation number BC1015969. The Company has its head office at Suite 3403, 1011 West Cordova Street, Vancouver, British Columbia V6C 0B2, with registered and records office is located at Suite 1820 - 925 West Georgia Street, Vancouver, British Columbia V6C 3L2.

Brigadier was incorporated pursuant to the BCA under the name “Brigadier Exploration Corp.” on August 13, 2014 under incorporation number BC1010760. Brigadier has its head office at Suite 3403, 1011 West Cordova Street, Vancouver, British Columbia V6C 0B2, with registered and records office located at Suite 1820 – 925 West Georgia Street, Vancouver, British Columbia V6C 3L2.

Battalion was incorporated pursuant to the BCA under the name “Battalion Capital Corp.” on August 14, 2014 under incorporation number BC1010795. Battalion has its head office at Suite 3403, 1011 West Cordova Street, Vancouver, British Columbia V6C 0B2, with registered and records office located at Suite 1820 – 925 West Georgia Street, Vancouver, British Columbia V6C 3L2.

Hussar was incorporated pursuant to the BCA under the name “Hussar Exploration Corp.” on August 20, 2014 under incorporation number BC1011332. Hussar has its head office at Suite 3403, 1011 West Cordova Street, Vancouver, British Columbia V6C 0B2, with registered and records office located at Suite 1820 – 925 West Georgia Street, Vancouver, British Columbia V6C 3L2.

Pursuant to Arrangement Agreement 1 dated April 15, 2015, Brigadier acquired all the issued and outstanding shares of both Battalion and Hussar by virtue of two, simultaneous, 1:1 share exchanges as more particularly described in Arrangement Agreement 1 and in the Corporate Structure section herein.

On July 6, 2015, Brigadier became a wholly owned subsidiary of the Company pursuant to Arrangement Agreement 2. The Company was incorporated pursuant to Arrangement Agreement 2, as a wholly owned subsidiary of a reporting issuer, Voltaire Services Corp., formerly Salient Corporate Services Inc. Upon completion of the Arrangement, the shareholders of Brigadier became the shareholders of the Company through a reverse merger, and Brigadier became a wholly owned subsidiary of the Company.

### SUMMARY OF FINANCIAL INFORMATION

The tables below summarizes selected financial data for the periods indicated and should be read in conjunction with the Financial Statements and the MD&A included elsewhere in this Prospectus.

**Brigadier**

| Summary Components of Statement of Comprehensive Earnings | For the period from August 13, 2014 (Date of Incorporation) to March 31, 2015 ($) |
|---|---|
| Revenues | $0 |
| Expenses | ($159,883) |
| Loss and comprehensive loss | ($159,883) |
| Basic and diluted loss per Share | ($0.02) |
| **Summary Components of Statement of Financial Position** | **March 31, 2015 ($)** |
| Current assets | $162,727 |
| Total assets | $162,727 |
| Current liabilities | ($18,000) |
| Total liabilities | ($18,000) |
| Working capital surplus | $144,727 |
| Accumulated surplus | $144,727 |

**The Company**

| Summary Components of Statement of Comprehensive Earnings | For the period from October 9, 2014 (Date of Incorporation) to March 31, 2015 ($) |
|---|---|
| Revenues | $0 |
| Expenses | $4,625 |
| Net income and comprehensive income | ($4,625) |
| Basic and diluted loss per Share | ($0.46) |
| **Summary Components of Statement of Financial Position** | **March 31, 2015 ($)** |
| Current assets | $10 |
| Total assets | $10 |
| Current liabilities | ($4,625) |
| Total liabilities | ($4,625) |
| Working capital deficit | ($4,615) |
| Accumulated deficit | ($4,615) |

## Battalion

| Summary Components of Statement of Comprehensive Earnings | For the period from August 14, 2014 (Date of Incorporation) to March, 31 2015 ($) |
|---|---|
| Revenues | $0 |
| Expenses | ($88,928) |
| Net income and comprehensive income | ($88,928) |
| Basic and diluted loss per Share | (0.02) |
| **Summary Components of Statement of Financial Position** | **March 31, 2015 ($)** |
| Current assets | $165,082 |
| Total assets | $165,082 |
| Current liabilities | ($2,000) |
| Total liabilities | ($2,000) |
| Working capital surplus | $163,082 |
| Accumulated deficit | $163,082 |

## Hussar

| Summary Components of Statement of Comprehensive Earnings | For the period from August 20, 2014 (Date of Incorporation) to March, 31 2015 ($) |
|---|---|
| Revenues | $0 |
| Expenses | ($49,189) |
| Net income and comprehensive income | ($49,189) |
| Basic and diluted loss per Share | (0.01) |
| **Summary Components of Statement of Financial Position** | **March 31, 2015 ($)** |
| Current assets | $117,196 |
| Total assets | $117,196 |
| Current liabilities | ($2,625) |
| Total liabilities | ($2,625) |
| Working capital surplus | $114,571 |
| Accumulated surplus | $114,571 |

## BUSINESS OBJECTIVES

The Company's short term business objectives are to: (i) apply to become a listed company on the Exchange; (ii) continue development efforts with primary focus on the Surprise Lake Property; (iii) complete a private placement of between $400,000 and $750,000 after the Company is listed on the Exchange; and (iv) continue to evaluate and explore other mineral properties for potential acquisition or option.

## RISK FACTORS

The activities of the Company are subject to the risks normally encountered in a start-up business, including those described in the "**Risk Factors**" section of the Prospectus, including but not limited to: Operating History, Highly Speculative Business, Insufficient Resources or Reserves, Negative Cash Flow, Barriers to Commercial Production, Going Concern and Need for Additional Capital, Commodity Price and Exchange Rate Risk, Key Officers, Consultants and Employees, Title, Maintaining Interests in Mineral Properties, External Market Factors, Government and Regulatory Requirements, Environmental Regulations, Conflicts of Interest, Uninsured Risks, Competition in Acquiring Additional Properties, and Dividend Policy.

# CORPORATE STRUCTURE

## NAME, ADDRESS AND INCORPORATION; INTERCORPORATE RELATIONSHIPS

On May 6, 2015 the court granted the final order approving Arrangement 1 in accordance with Part 9 of the BCA. On May 22, 2015 a plan of arrangement among Brigadier, Battalion and Hussar was completed ("**Arrangement 1**"). Pursuant to the terms of the Plan of Arrangement, the following steps were completed.

a) Brigadier acquired all the issued and outstanding shares of Battalion by virtue of a 1:1 share exchange, whereby each Battalion shareholder, as of the date of record, received 1 share in the capital of Brigadier for each 1 share held in the capital of Battalion.

b) Brigadier acquired all the issued and outstanding shares of Hussar by virtue of a 1:1 share exchange, whereby each Hussar shareholder, as of the date of record, received 1 share in the capital of Brigadier for each 1 share held in the capital of Hussar.

On closing of Arrangement 1, Battalion and Hussar became the wholly-owned subsidiaries of Brigadier.

On January 5, 2014, the Court granted the final order approving Arrangement 2 in accordance with Part 9 of the BCA. On July 6, 2015, a plan of arrangement among the Company, Voltaire and Brigadier was completed. Pursuant to the terms of Arrangement 2, the following steps were completed:

a) Brigadier acquired all the 10,000 issued and outstanding Company common shares from Voltaire for $12,000;

b) Brigadier acquired an option to purchase certain mining claims from Voltaire, as further described in the option agreement dated November 20, 2015 for $12,500 and 1,700,000 common shares of Brigadier;

c) Brigadier and the Company exchanged securities on 1:1 basis, such that 30,260,000 common shares of Brigadier were exchanged by their holders for 30,260,000 common shares of the Company;

d) Voltaire and the Company exchanged securities such that Voltaire issued 1,000 Voltaire common shares to the Company and the Company issued 400,000 Company common shares to Voltaire;

e) The 400,000 Company common shares were distributed to the Voltaire shareholders holding shares as of the record date on a pro rata basis; and

On closing of Arrangement 2, the Company became a reporting issuer in Alberta and British Columbia, and Brigadier became the wholly-owned subsidiary of the Company.

## DESCRIPTION OF THE BUSINESS

### GENERAL

The Company is engaged in the acquisition, exploration and development of mineral resources and currently has four property option agreements whereby the Company, by virtue of its wholly owned subsidiary, Brigadier, may choose to acquire 100% interests in any or all of those properties pursuant to the terms of each property option agreement. The four properties for which the Company has acquired these options are:

1. the Surprise Lake Property;
2. the Joyce River Property;
3. the Brooks Lake Property; and
4. the Boyer Lake Property.

Development efforts will be focused on the Surprise Lake Property in the short term. All remaining Properties will be kept in good standing until such time as the Surprise Lake Property does not show sufficient potential, at which time the remaining Properties will be considered for further development. The Company plans to continue its evaluation of other mineral properties for potential acquisition or option.

## SURPRISE LAKE PROPERTY

The Company's primary focus in exploration will be on the Surprise Lake Property, which is located in the Dent Township, in the District of Red Lake in the Province of Ontario. Brigadier has entered into the Surprise Property Option Agreement with Voltaire by which Brigadier will obtain an option to acquire 100% of the mineral rights. To acquire and fully exercise the option, Brigadier must pay an aggregate of $50,000 and issue 500,000 Common shares over a period of 5 years.

The following is a summary of the various payments and share deliveries required in order to exercise the option and acquire a 100% interest in Surprise Lake:

| Due Date | Payments | Shares |
|---|---|---|
| Upon the closing of the Arrangement | $10,000 | 100,000 |
| On the first anniversary date following the Effective Date, which is the date that is 60 days from the date of execution of the Option Agreement | $10,000 | 100,000 |
| On the second anniversary date following the Effective Date | $10,000 | 100,000 |
| On the third anniversary date following the Effective Date | $10,000 | 100,000 |
| On the fourth anniversary date following the Effective Date | $10,000 | 100,000 |
| **TOTAL** | **$50,000** | **500,000** |

At the signing of the Surprise Property Option Agreement, Brigadier obtained the following rights to the Surprise Lake Property:

- the sole and exclusive right to enter on and conduct mining operations on the Surprise Lake Property;
- the right to quiet and exclusive possession; and
- the right to erect, bring and install all buildings, plant, machinery, equipment, tools, appliances or supplies.

**SURPRISE LAKE TECHNICAL REPORT**

The following information represents information summarized from the Technical Report on the Surprise Lake Property, Red Lake District, Northwestern Ontario, prepared pursuant to the provisions of National Instrument 43-101 by Des Cullen, P. Geo, and J. Garry Clark, P. Geo. All table and figure references remain the same as in the Surprise Lake Technical Report. The complete technical report should be thoroughly reviewed prior to an investment and is available on www.sedar.com.

**PROPERTY DESCRIPTION AND LOCATION**

The Surprise Lake Property lies approximately 60 km north-northeast of Ear Falls in northwestern Ontario (see Figure 1). The claims straddle the township boundary between Corless and Dent Townships, with the claims being registered as being in Dent Township (G-3737), in the Red Lake Mining Division. The approximate centre of the Surprise Lake Property is UTM co-ordinates 514000e, 5666000n (NAD 83, Zone 15U). The Surprise Lake Property consists of two unpatented mining claims totalling 32 units, or approximately 256 hectares in size. The claim dispositions are listed in Table 1 below, and are shown in Figure 2.

Table 1. *Surprise Lake Property Claims*

| Claim No. | Township | Date Recorded | Due Date | Work Required ($) | Unit Size |
|---|---|---|---|---|---|
| 4241206 | Dent | Oct 30, 2008 | Oct 30, 2015 | 6,400 | 16 |
| 4241207 | Dent | Oct 30, 2008 | Oct 30, 2015 | 6,400 | 16 |

The Ontario *Mining Act* requires an exploration permit or plans for exploration on Crown Lands. The permit and plans are obtained from the MNDM. The processing periods are 50 days for a permit and 30 days for a plan while the documents are reviewed by MNDM and presented to the Aboriginal communities whose traditional lands will be impacted by the work. The authors of the Surprise Lake Technical Report recommend the company discuss the recommended exploration with the MNDM to determine the plan and/or permit required as well as the Aboriginal communities to consult. The Lac Seul and Wabauskang First Nations are the identified communities.

The government of Ontario requires expenditures of $400 per year per unit for staked claims, prior to expiry, to keep the claims in good standing for the following year. The report must be submitted by the expiry date.

No mineral resources, reserves or mine existing prior to the mineralization described in this report are known by the author to occur on the Surprise Lake Property.

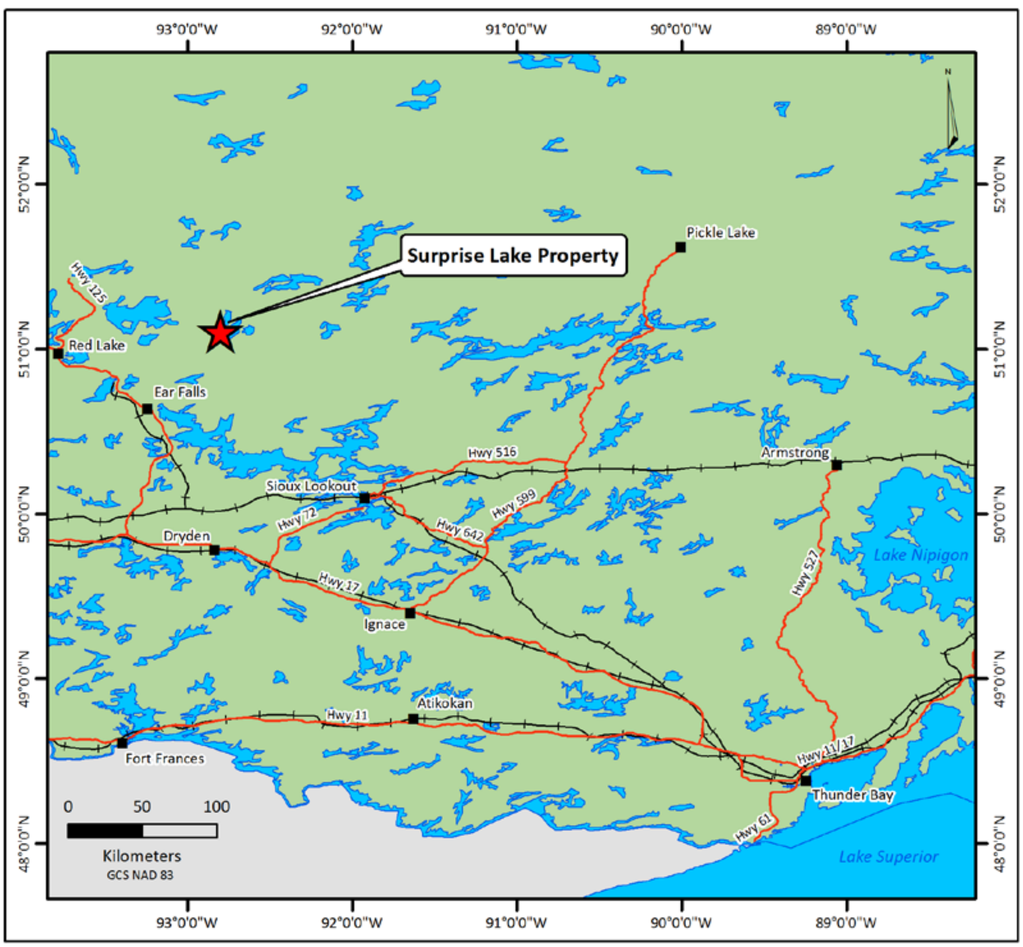


*Figure 1. Surprise Lake Location Map*

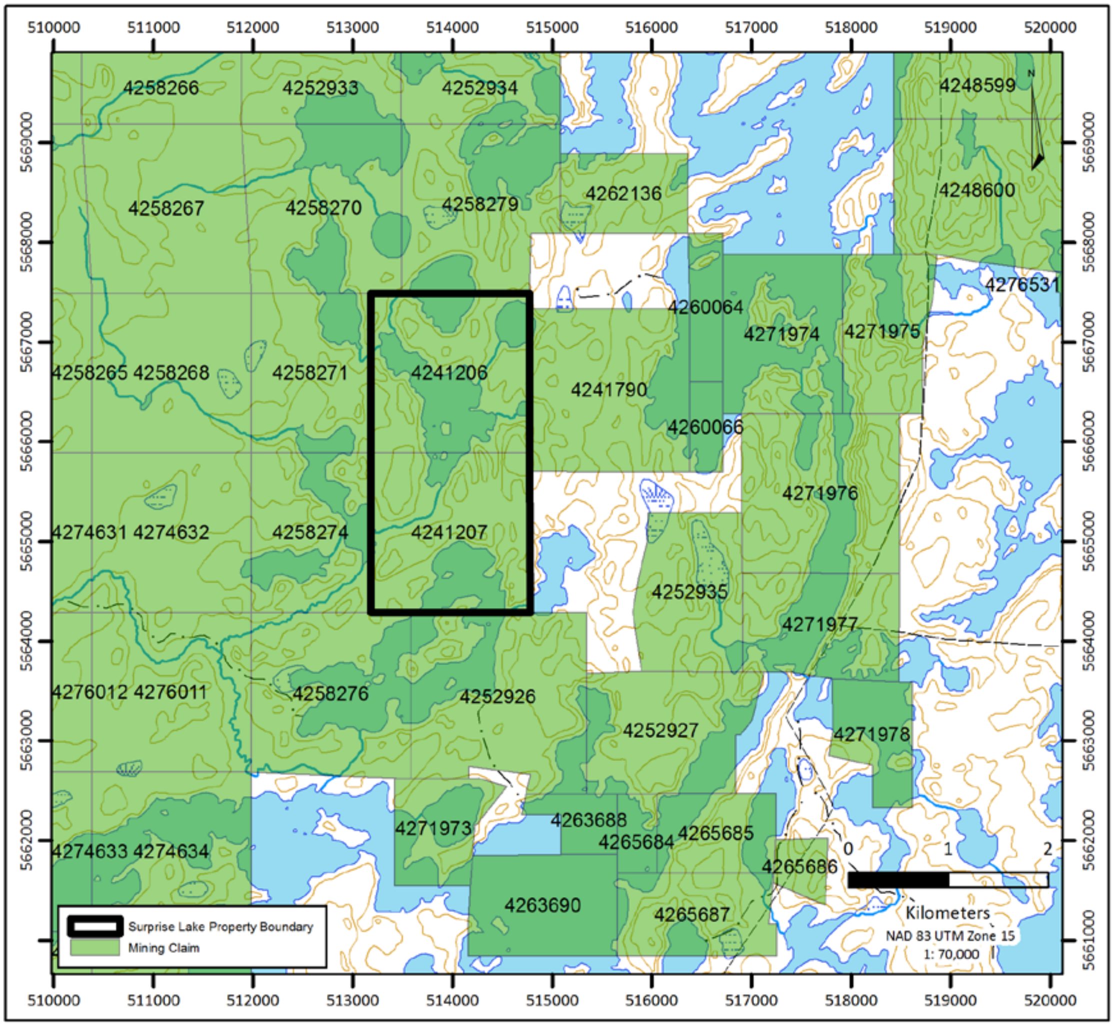


*Figure 2. Surprise Lake Claims*

**ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY**

The Surprise Lake Property lies approximately 60 kilometres east of the town of Red Lake, Ontario (see Figure 1). Access to the Surprise Lake Property can also be gained by way of logging roads leading northeast off Highway 105 at Ear Falls. These logging roads provide access directly to the Surprise Lake Property.

Topography is generally gentle with elevations ranging from 390 to 420 metres above sea level. A mixed forest of mostly spruce, balsam, poplar and birch covers the claims, with swampy vegetation in low-lying areas and local areas of forest blow-down.

Temperatures range from highs of 35$^{o}$ C in summer to lows of –30$^{o}$ C in winter, with snow cover between November and May. The best season for exploration is between June and October, although in lake covered or swampy areas exploration activities such as geophysical surveys and diamond drilling might best be conducted after winter freeze up.

The Red Lake Mining Community, population 4,700, is located at the end of Highway #105 which is 175 km north of Kenora on the Trans-Canada Highway. The town is serviced by regular air flights from Thunder Bay and Winnipeg, seven days a week. The local population includes skilled tradesmen and experienced underground miners. All necessary supplies are available locally or in Winnipeg and Thunder Bay. Water is abundant in the area of the claims and a hydro electric generating station is located 50 kilometres to the southwest in Ear Falls.

The Surprise Property is comprised of ~256 hectares of unpatented mining claims that could be leased from the Ontario Government under the provisions of the *Mining Act*. These lands when leased, in the authors' opinion, should be sufficient in size to support all infrastructure required for a mine and mill complex.

There are no known environmental liabilities associated with the Surprise Lake Property. The Surprise Lake Property is subject to the guidelines and policies of and legislation administered by MNDM, Ontario Ministry of Natural Resources and Federal Department of Fisheries and Oceans regarding surface exploration, stream crossings, and work being carried out near rivers and bodies of water, drilling and sludge disposal, drill casings, capping of holes, storage of core, trenching, road construction, waste and garbage disposal. The Ontario *Mining Act* requires exploration permit or plans for exploration on Crown Lands. The permit and plans are obtained from the MNDM. The processing periods are 50 days for a permit and 30 days for a plan while the documents are reviewed by the Ministry and presented to the Aboriginal communities whose traditional lands will be impacted by the work. The Lac Seul and Wabauskang First Nations are the identified communities.

## PROPERTY HISTORY

The current Surprise Lake Property has seen sporadic exploration since around 1927, when gold was first discovered in the area following the discovery at Red Lake.

1927: Claims were staked but were allowed to lapse.

1934 - 1936: The Surprise Lake Exploration Syndicate Ltd. held 24 mining claims in the vicinity of Surprise Lake; two mineralized zones were discovered west and northeast of the north end of Surprise Lake during a program of trenching, stripping and sampling. These zones are referred to in this report as the Surprise Lake Northwest ("**SLNW**") showing and the Surprise Lake Northeast ("**SLNE**") showing. Three diamond drill holes tested a quartz vein on mining claim KRL 12156 west of the north end of Surprise Lake Parker and Atkinson 1992).

The significant assays from the three drill holes were reported to be from a low of 0.06 ounces per ton over 48 inches to a high of 2.48 ounces over 27 inches (McCannell 1980). It is not known whether these lengths represent true widths or core lengths, and no assay certificates or logs have been seen to confirm these numbers.

1939: J. Hodgson diamond drilled three holes totalling 500 feet, north of Surprise Lake on claim 41981 (Parker and Atkinson 1992). No assays or logs could be found from this drilling, however McCannell (1980) refers to a report from the Surprise Lake Exploration Syndicate dated March 29, 1939 that discusses the same three holes that are mentioned above, and the authors assume that there is some confusion here in the old records, and that they are the same three holes.

1946: Claims were restaked by J. Hodgson

1969: C.C. Huston and Associates conducted airborne magnetic and electromagnetic surveys over the area of the current Surprise Property (Parker and Atkinson 1992).

1981: R. Knappett (for Aladin Minerals Ltd.) diamond drilled twelve holes totalling 1931 feet on mining claims KRL526579, 526581 and 526582 at the north end of Surprise Lake. Ten of these holes drilled in the area of the SLNW showing (see Figure4), and tested the zone for a strike length of 350 feet (Burr 1982). The best intersection was reported to be in hole 81-1, which returned an assay of 0.60 oz/ton Au over a core length of 0.7 feet. Two of the holes were drilled on the SLNE showing, with the best assay being 0.055 oz/ton Au over 5 feet. In total 21 samples were taken from the twelve holes, with 3 assaying over 0.1 oz/t and 18 assaying less than 0.1 oz/t. The assessment files for this drilling do not include the assay certificates.

1982: Aladin Minerals Ltd. conducted a self potential geophysical survey, geological mapping, sampling and diamond drilling consisting of seven holes totalling 1500 feet. The holes were drilled mainly on the ground to the west of Surprise Lake, with one hole each on the SLNW and SLNE showings. The holes were located primarily to test anomalies defined by the self potential survey, and the best assay came from hole 81-7 in the area of the SLNE showing, which ran only 0.048 oz/t gold over 5 feet (Burr 1982b)

1983 - 1984: Sherritt Gordon Mines Ltd. performed reconnaissance mapping and lithogeochemical sampling over four claim groups in the Woman Lake area, part of which covered the eastern and southern portions of the current Surprise Property. The work revealed no significant results from the Surprise Lake Property, and after an in-depth interpretation of the data was done in 1985, no further work was recommended (Amor 1985).

1985: Dome Exploration (Canada) Ltd. Conducted magnetic and electromagnetic surveys on a portion of their property that covered the northern half of claim 4241206 of the current Surprise Lake Property. No significant anomalies or conductors were noted on the current Surprise Property (Racic 1985).

1986: Dome Exploration (Canada) Ltd. conducted magnetic and electromagnetic surveys on a portion of their property that covered much of the lower half of the current Surprise Lake Property. Only one small conductor was identified that would lie on the current Surprise Lake Property at the north shore of Spot Lake (Racic 1986).

1987: Dome Exploration (Canada) Ltd. conducted magnetic and electromagnetic surveys on a portion of their property that covers almost all of Surprise Lake and the area to the west of it on the current Surprise Lake Property. Racic (1987) reported that no conductors were located, and no further drilling was recommended.

1987 - 1989: Placer Dome Inc. diamond drilled 30 holes totalling 4170.7 metres on their claims both at the south and north end of Surprise Lake between summer 1987 and winter 1989 (see Figure 4). Only some of the logs in the assessment files contain any assays, with the best assay coming from hole 242-19 on the lake in the northeast part on Surprise Lake (the SLNE showing) which ran 29.18 g/t over 1m in 3 quartz-carbonate veins with trace pyrite. The vast majority of the other assays that were in the logs were insignificant, and the authors counted only nine assays over 1 g/T. Over half of the logs had no assays given, and no assay certificates were included in the files.

2002: Fronteer Development Group Inc. conducted geological mapping and sampling, soil sampling and airborne magnetic and electromagnetic surveys on their Balmer Property, which covers the entire current Surprise Lake Property. All of the soil sampling was down on the southeast portion of their property, off of the current Surprise Lake Property, and it appears only six samples were taken on the current Surprise Property. Of these six samples, four were taken in the area of the Surprise Lake Southeast (**SLSE**") showing, and ran 11.68, 2.10, 4.28 and 0.03 g/T Au (Falls 2002). A sample taken in the area of the SLNW showing ran 0.71 g/T Au and one in the area of the SLNE showing ran <0.01 g/T Au . Assay certificates are present in these assessment files.

The extensive airborne geophysics covered the entire Surprise Lake Property, though the anomalies were described as being mostly moderately weak and poorly defined, and further surface investigation and data processing was recommended (Stephens 2002); there is no indication that this was ever done on the current Surprise Lake Property.

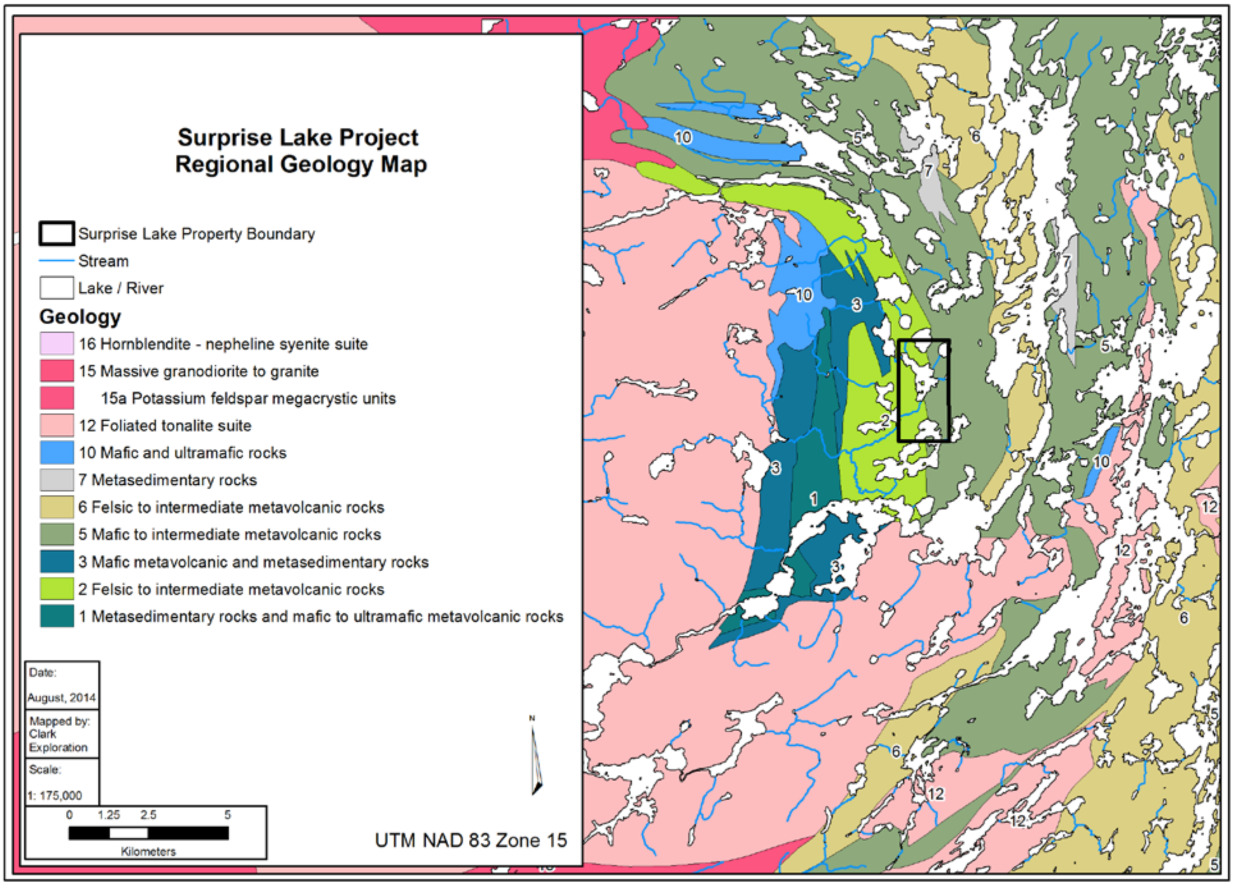


*Figure 3. Regional Geology*

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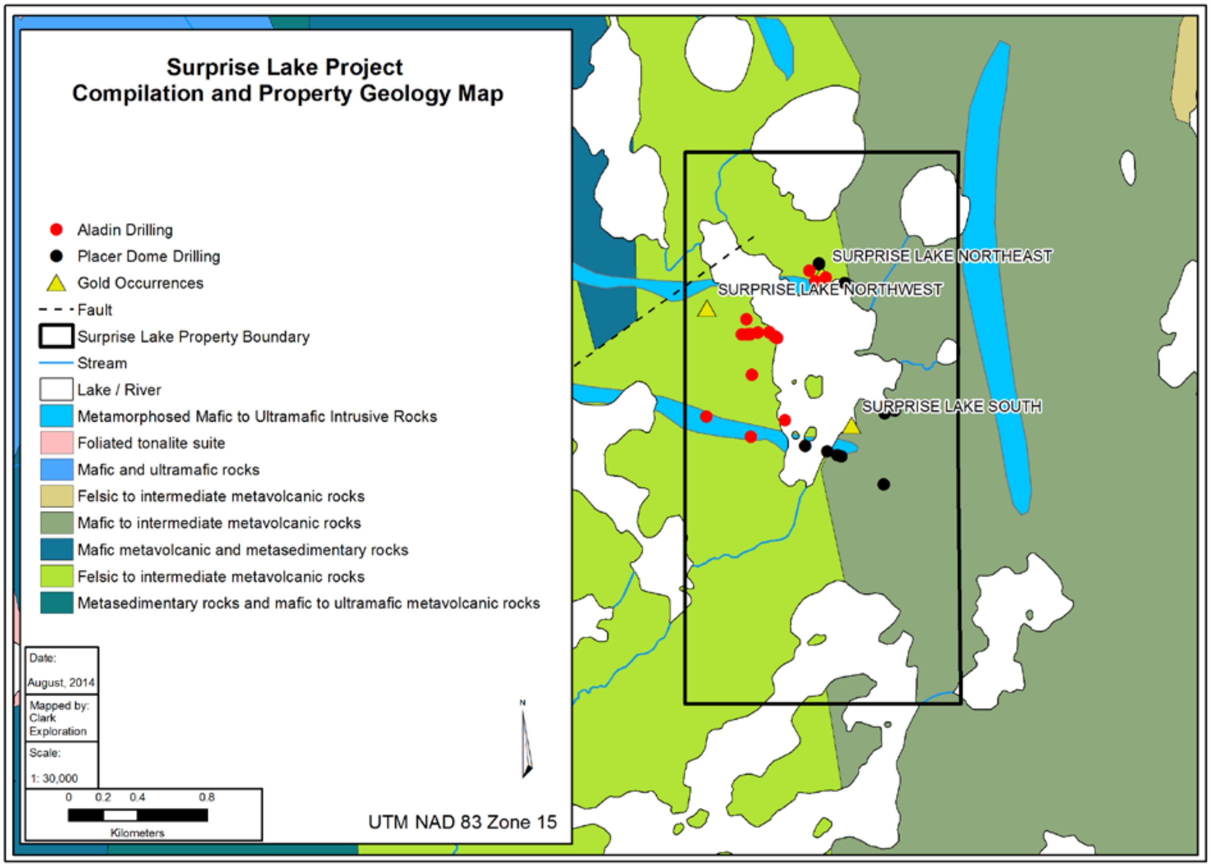


*Figure 4. Surprise Lake Compilation and Property Geology*

## GEOLOGICAL SETTING AND MINERALIZATION

### REGIONAL GEOLOGY

The following geological summary is provided by Montgomery (2001) and Mark O'Dea of Fronteer Development Group Inc, and is based on their personal knowledge of the geology of the area as well as on reports by Stott & Corfu 1992 and Thurston 1985. The regional geology is shown in Figure 3.

The Surprise Lake Property area lies within the Archean Birch-Uchi Greenstone Belt of the western Uchi Subprovince of Northwestern Ontario. This belt records a stratigraphic history that spans approximately 290 Ma, involving repeated episodes of rifting, and associated sedimentary and volcanic depositional and magmatic phases. Unconformity-bounded sequences of mafic to felsic volcanic strata and primarily clastic sedimentary strata accumulated between ca. 2992 Ma and 2700 Ma upon a complex extensional architecture, which largely formed the template upon which later compressional structures were superimposed.

Supracrustal strata in the belt have been subdivided into 3 volcano-sedimentary mega-cycles (Stott & Corfu 1992, Thurston 1985) each comprising variably mafic to felsic volcanic strata and subordinate clastic sedimentary strata. From oldest to youngest these mega-cycles are comprised of the following assemblages:

- The Balmer Assemblage (2987 Ma) is primarily an Fe-tholeiitic sequence of mafic volcanic strata, with minor interbeds of banded iron formation. The distribution of this assemblage is restricted to the extreme western edge of the Birch-Uchi Belt immediately adjacent to the Trout Lake Batholith.

- The Woman Assemblage (2858 Ma) is also primarily an Fe-tholeiitic sequence of mafic volcanic strata, with minor interbeds of banded chemical sediments and pyritic siltstones and shales. This assemblage is unconformable or paraconformable on the Balmer assemblage and occurs along the western edge of the Birch-Uchi Belt stratigraphically above the Balmer Assemblage.

- The Confederation Lake Assemblage (2750-2700Ma) is by far the most aerially extensive assemblage in the belt. It comprises an assemblage of intermediate to felsic flows and pyroclastic strata, which are unconformably overlain by conglomeratic to argillaceous rift-related sediments. The Confederation Lake Assemblage also has minor interbeds or banded iron formation.

At least 3 phases of regional deformation affected the area resulting in the widespread development of folds, axial planar fabrics, and ductile shear zones. D1 deformation involved NW-SE shortening, the development of NE to N-striking folds and faults. Evidence for this D1 event is best preserved in the southern part of the belt in the Confederation Lakes area. D2 deformation involved NE-SW to N-S shortening and the development of ~E-W to WNWESE striking regional folds, faults and fabrics. This event is manifested to varying degrees throughout the belt from the Casummit Lake area in the north to the Slate Lake area in the south. D3 deformation appears to have involved renewed E-W shortening and is restricted to the northern part of the belt in the Mink Lake/Casummit Lake area. This shortening event resulted in the buckling of the regional S2 foliation into N-S folds. This event was accompanied by N-S striking S3 crenulation cleavage and ENE plunging F3 fold development.

**PROPERTY GEOLOGY**

The following description of the property geology is largely taken from Howard (1982). Refer to Figure 4.

The geology of the Corless Surprise Property area consists of a north-northwest-trending, steeply east-northeast-dipping sequence of dominantly intermediate volcanic flows, pyroclastics and epiclastic rocks. Block and ash flows (lapilli tuff) commonly occur, consisting of less mafic (and/or bleached) fragments in an intermediate matrix of ash and smaller fragments (+/- feldspar crystals). Fragments vary from angular and undeformed to rounded and flattened, and from pumaceous to porphyritic, depending on the individual flow and the position of the outcrop within it. Many flows are massive and fine-grained, lacking any distinguishing features. Epiclastic units (debris flows/greywacke) occur intermittently, and one outcrop of hyaloclastite was also observed. Pillows have also been observed.

Intruding this sequence are several splays of a multi-phase, possibly synvolcanic, intermediate intrusive in an east-west direction. Texturally the phases vary from ultra-fine-grained to almost coarse-grained, and compositionally the coarser-grained phases contain a few percent more quartz and feldspar, as well as accessories (including much of the sulphide and gold). The intrusive is pre-metamorphic and has the same structural/metamorphic overprint as the volcanic and when combined with a similar chemistry make the two difficult to distinguish on occasion, particularly near contacts where both are massive and fine-grained.

Associated with the intrusive is a quartz vein/stringer network consisting of narrow, medium and wide veins (defined by Howard as under 1 inch, under 1 foot and over 1 foot respectively) of quartz, often with accompanying sulphides; most commonly pyrite but on occasion with minor amounts of chalcopyrite, sphalerite and particularly galena. Also associated with the intrusive and peripheral to it is a zone of silicification characterized by a massive, fine-grained, cherty, light buff-grey rock. The main exposures of this zone are to the south of the main body of the intrusive at the north end of Surprise Lake, but narrower exposures are seen elsewhere. The Ontario Geological Survey has classified this main exposure as a late felsic dyke, but due to its lack of igneous texture, siliceous composition, and juxtaposition with the intrusive at several locations it is considered to represent a zone of silicification surrounding the intrusive (Howard 1982).

## MINERALIZATION

The work done on the property in the past has identified three main areas of gold mineralization. For the purposes of this report, the three main mineralized zones are referred to as the SLNW, SLNE and SLSE showings.

The following description of the mineralization on the Surprise Lake Property is taken from Parker and Atkinson (1992).

"Gold-bearing quartz veins are situated within narrow, east- and north-trending shear and fracture zones dominantly hosted by magnetite-bearing, gabbroic to dioritic sills and dikes. Sheared wall rocks are variably iron carbonatized, chloritized, sericitized and talcose. A stockwork of numerous, narrow quartz veins in a west-northwest-trending shear zone (Fyon and O'Donnell 1986) are hosted by a carbonatized, dioritic sill or dike at the Number 1 or A showing (the SLNE). Quartz veins strike 015°, 080° and 340° with variable dips and range from less than 1 inch to 3 feet in width. Quartz veins contain disseminated pyrite, minor chalcopyrite and visible gold. Altered wall rocks adjacent to the quartz veins contain disseminated pyrite and minor tourmaline.

At the B showing (SLNW), a quartz vein trending 050-085/80SE has been trenched and exposed for a strike length of 200 feet. The vein was traced inland from the west shore of Surprise Lake. The quartz vein is 1 to 3 feet wide and contains local concentrations of massive pyrite with minor galena, sphalerite and chalcopyrite. The quartz vein is hosted by a felsite dike; chloritized, tuffaceous metavolcanic rocks; and mafic metavolcanic flows."

## DEPOSIT TYPLES

The deposit type that Brigadier will be targeting on the Surprise Lake Property is primarily the greenstone-hosted quartz-carbonate vein deposit, as defined by Robert et al. (1997), and summarized below.

Deposits of this type consist of quartz-carbonate veins in moderately to steeply dipping brittle-ductile shear zones and locally in related shallow-dipping extensional fractures. They are commonly distributed along major fault zones in deformed greenstone terranes of all ages. Veins have strike- and dip-lengths of 100 to 1000m either singly or, more typically, in complex vein networks. They are hosted by a wide variety of lithologies but there are district-specific lithological associations.

The veins are dominated by quartz and carbonate, with lesser amounts of chlorite, scheelite, tourmaline and native gold; pyrite, chalcopyrite and pyrrhotite comprise less than 10 vol. % of the veins. The ores are gold-rich (Au: Ag = 5:1 to 10:1) and have elevated concentrations of As, W, B, and Mo, with very low base metal concentrations. Despite their significant vertical extent (commonly >1km), the deposits lack any clear vertical mineral zoning. Wall rock alteration haloes are zoned and consist of carbonatization, sericitization and pyritization. Halo dimensions vary with the composition of the host lithologies and may envelop entire deposits in mafic and ultramafic rocks.

## EXPLORATION

Brigadier has not yet performed any exploration on its Surprise Lake Property. For a description of the work performed by previous operators on the Surprise Property, see "History".

## DRILLING

Brigadier has not yet performed any drilling on its Surprise Lake Property. For a description of the drilling performed by previous operators on the Surprise Lake Property, see “History”.

## SAMPLE PREPARATION, ANALYSIS AND SECURITY

Brigadier has not yet performed any exploration on its Surprise Lake Property. The work performed by the previous holders on the property predates NI 43-101, and generally does not include a detailed description of sampling protocols.

## DATA VERIFICATION

The data presented in the Technical Report has come primarily from numerous reports archived in the assessment files at the Ontario Ministry of Development and Mines on the “Geology Ontario” website (www.geologyontario.mndm.gov.on.ca/). The author has reviewed the historical data, and can verify that the information has been presented accurately as it exists in those files and reports to the best of his ability. Those reports, and the assessment files, contain the assay certificates and other supporting documentation for the data presented for the most recent work on the Surprise Lake Property. The author visited the property on August 16$^{th}$, 2014, and examined a number of outcrops in the area where the old trench was supposed to be located. The trench itself and the old drill collars were not found (possibly due to the fact that the area has been extensively logged in the last few years) but he was able to confirm the geology in the area.

## ADJACENT PROPERTIES

There are no adjacent properties to the Surprise Lake Property with significant mineralization that are relevant to this report.

## INTERPRETATION AND CONCLUSIONS

Previous work on the Surprise Lake Property of Wheelock Resource Corp. has indicated the presence of significant gold mineralization associated with quartz (+/- carbonate) veins in or around intermediate to felsic intrusives. These veins occur in sets at various orientations (see “Property Geology” and “Mineralization” in Geological Setting and Mineralization), and as far as the authors could ascertain, no effort has been made to determine if the gold is preferentially located in one vein/fracture set rather than the another. Determining this would affect any decision on which way to drill the showing.

## RECOMMENDATIONS

It is recommended that a program be conducted, consisting of relocating the old trenches, beginning with the SLNW showing and then moving on to the others as time and budget allows, and cleaning them out with a water pump and hose. This would be followed up with mapping and channel sampling of the veins, being careful to sample the veins individually based on their orientation, so as to determine if the gold is preferentially located in vein sets of one orientation over another.

## PROPOSED BUDGET

Stripping, mapping and sampling

| | |
|---|---|
| 1 Geologist @ $650/day for 14 days | 9,100 |
| 1 Technician @ $450/day for 14 days | 6,300 |
| Trucks | 3,000 |
| Quad rental (14 days @ $75/day) | 1,050 |

Pump, hose rental ....................................................................................................2,000
Room, Board..............................................................................................................4,000
Assays 100 @ $20 / sample.......................................................................................2,000
Supplies .....................................................................................................................2,000

Report and Maps ..........................................................................................................5,000

Contingencies ..............................................................................................................5,000

**Total** ..........................................................................................................................**$39,450**

**JOYCE RIVER PROPERTY**

Brigadier has entered into the Joyce River Property Option Agreement with Voltaire in which Brigadier obtained an option to acquire 100% of the mineral rights (the "**Joyce Option**"). To acquire and fully exercise the Joyce Option, Brigadier must pay an aggregate of $50,000 and issue 500,000 common shares over a period of 5 years.

The following is a summary of the various payments and share deliveries required in order to exercise the option and acquire a 100% interest in Joyce River:

| Due Date | Payments | Shares |
|---|---|---|
| Upon the closing of the Arrangement (the "**Closing**") | $10,000 | 100,000 |
| On the first anniversary date following the Effective Date, which is the date that is 60 days from the date of execution of the Option Agreement | $10,000 | 100,000 |
| On the second anniversary date following the Effective Date | $10,000 | 100,000 |
| On the third anniversary date following the Effective Date | $10,000 | 100,000 |
| On the fourth anniversary date following the Effective Date | $10,000 | 100,000 |
| **TOTAL** | **$50,000** | **500,000** |

**JOYCE RIVER TECHNICAL REPORT**

The following information is summarized from the Technical Report on the Joyce River Property prepared pursuant to the provisions of National Instrument 43-101 by Des Cullen, P. Geo, and J. Garry Clark, P. Geo. All table and figure references remain the same as in the Joyce River Technical Report. The complete technical report should be thoroughly reviewed prior to an investment and is available on www.sedar.com.

**SUMMARY OF JOYCE RIVER TECHNICAL REPORT**

The Joyce River Property is located in Joyce River Area (claim sheet G-1797), approximately 50 km north-northeast of Ear Falls, Ontario, in the Red Lake Mining Division. The Property consists of fifteen unpatented mineral claims totaling 137 units, or ~2192 hectares.

The Joyce River Property area lies within the Archean Birch-Uchi Greenstone Belt of the western Uchi Subprovince of Northwestern Ontario. This belt records a stratigraphic history that spans approximately 290 Ma, involving repeated episodes of rifting, and associated sedimentary and volcanic depositional and magmatic phases. Unconformity-bounded sequences of mafic to felsic volcanic strata and primarily clastic sedimentary strata accumulated between ca. 2992 Ma and 2700 Ma upon a complex extensional architecture, which largely formed the template upon which later compressional structures were superimposed.

The Joyce River Property has had no previously recorded exploration until 2008 when Raymond Frank located sulfide mineralization on his claim. Eight samples were assayed and returned 0.55% to 4.31% copper and two of the samples assayed 1.967 and 8.072 grams gold per ton. The Joyce River Property does not include the Raymond Frank claim.

In the winter of 2010, Perry English acquired two claims magnetically on strike of the Raymond Frank sulfide bearing claim. In the fall of 2011, Perry English acquired an additional 13 claims to cover areas of prospective rocks. The present Joyce River Property is comprised of these 15 claims.

The previous work on the Joyce River Property has defined conductive zones that have not been explained in the field. Soil sampling of material overlying two of these conductive zones has indicated a weakly anomalous copper/nickel relationship.

Advanced Explorations Inc. has verified the copper and nickel values on the adjacent Raymond Frank claim. The copper - nickel mineralization is associated with an ultramafic body of unknown dimensions. The explanation of the conductive zones on the Joyce River Property may be related to similar intrusions.

The Joyce River Property has not had adequate exploration for copper, nickel, and PGM mineralization. Advanced Exploration Inc. did not assay for PGM's and further work is required.

The authors of the Joyce River Technical Report recommend a two-phase exploration program (**$283,079)** to evaluate the potential of copper, nickel, and PGM mineralization on the Joyce River Property. The first phase of the program is estimated to cost $75,790 and would be comprised of:

- Prospecting of the conductive zones to try and determine the reason for the conductivity
- Lake bottom sampling of the areas of conductivity covered by water
- Power trenching of areas that are conductive but are overburden covered.

Once the results of the Phase 1 field work are available, and if those results warrant further follow-up work, priority targets will be identified and tested by a diamond drilling program of ~900 metres at an estimated cost of $208,000. The total cost of the two-phase program is estimated to be $283,079, with Phase 2 being dependant on the results of Phase 1.

It is the opinion of the authors of the Joyce River Technical Report that the Joyce River Property is of sufficient merit to justify the proposed exploration program.

## INTRODUCTION

Clark Expl. Consulting Inc. was contracted to review historic data for the Joyce River Property, identify its merits, propose an appropriate exploration program and budget for gold exploration on the property, and prepare a Technical Report compliant with NI 43-101 for the purposes of an Initial Public Offering on the Canadian Securities Exchange. The report was written and edited by both authors. The illustrations were completed by Steve Siemieniuk and edited by Desmond Cullen. The report and recommendations are based on:

1. Public data archived at the Ministry of Northern Development and Mines, Red Lake District Geologist's Office, Red Lake, Ontario. The assessment files used in the completion of this report are demarked in Section 21.0 References.
2. A personal site visit by D. Cullen to the property on August 16th, 2014.

## PROPERTY DESCRIPTION AND LOCATION

The Joyce River Property is located in Joyce River Area (claim sheet G-1797), approximately 50 km north-northeast of Ear Falls, Ontario (Figure 1), in the Red Lake Mining Division. The approximate UTM co-ordinates for the centre of the Joyce River Property are 499612m E, 5657239m N (Datum NAD 83 Zone 15). The Property consists of fifteen unpatented mineral claims totalling 137 units, or ~2192 hectares; the claim dispositions are listed in Table 1.

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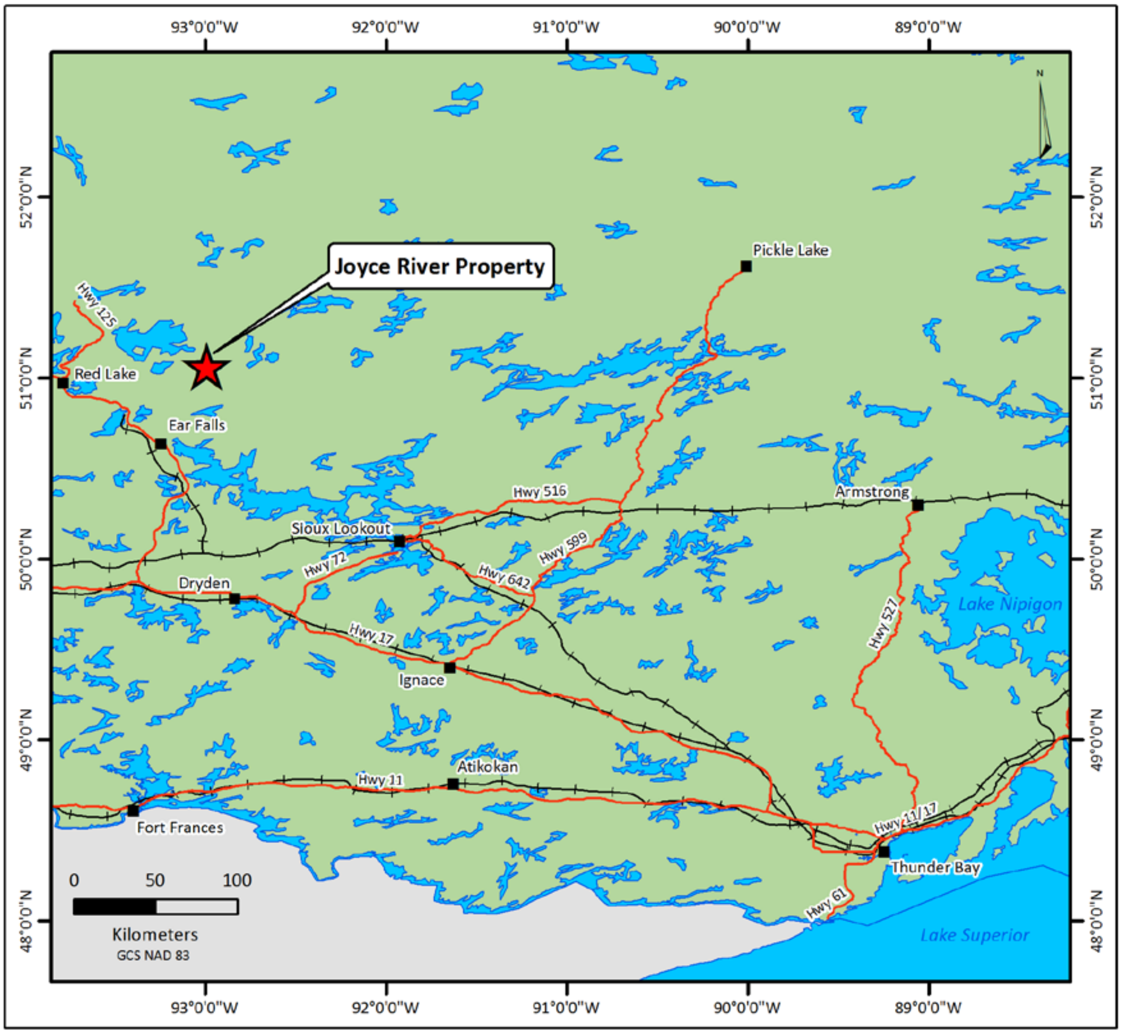


*Figure 1: Joyce River Property Location*

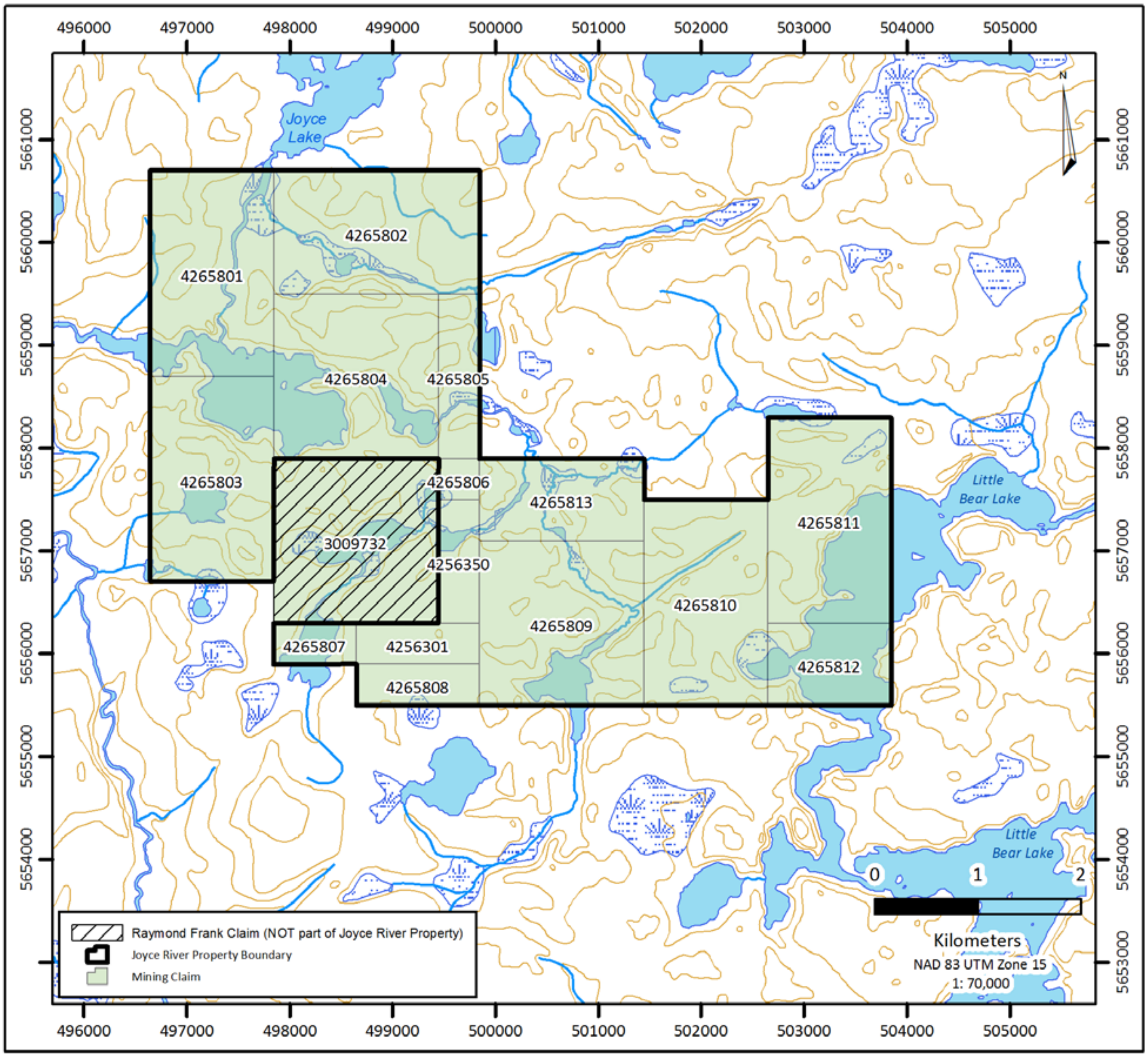


*Figure 2. Claims*

Table 1. Joyce River Property Claims

| Township/Area | Claim Number | Recording Date | Claim Due Date | Units | Work Req |
|---|---|---|---|---|---|
| JOYCE RIVER AREA | 4256301 | 2010-Mar-26 | 2015-Mar-26 | 3 | $1,200 |
| JOYCE RIVER AREA | 4256350 | 2010-Mar-26 | 2015-Mar-26 | 3 | $1,200 |
| JOYCE RIVER AREA | 4265801 | 2011-Oct-11 | 2015-Oct-11 | 15 | $6,000 |
| JOYCE RIVER AREA | 4265802 | 2011-Oct-11 | 2015-Oct-11 | 15 | $6,000 |
| JOYCE RIVER AREA | 4265803 | 2011-Oct-11 | 2015-Oct-11 | 15 | $6,000 |
| JOYCE RIVER AREA | 4265804 | 2011-Oct-11 | 2015-Oct-11 | 16 | $6,400 |
| JOYCE RIVER AREA | 4265805 | 2011-Oct-11 | 2015-Oct-11 | 4 | $1,600 |
| JOYCE RIVER AREA | 4265806 | 2011-Oct-11 | 2015-Oct-11 | 1 | $400 |
| JOYCE RIVER AREA | 4265807 | 2011-Oct-11 | 2015-Oct-11 | 2 | $800 |
| JOYCE RIVER AREA | 4265808 | 2011-Oct-11 | 2015-Oct-11 | 3 | $1,200 |
| JOYCE RIVER AREA | 4265809 | 2011-Oct-11 | 2015-Oct-11 | 16 | $6,400 |
| JOYCE RIVER AREA | 4265810 | 2011-Oct-11 | 2015-Oct-11 | 15 | $6,000 |
| JOYCE RIVER AREA | 4265811 | 2011-Oct-11 | 2015-Oct-11 | 15 | $6,000 |
| JOYCE RIVER AREA | 4265812 | 2011-Oct-11 | 2015-Oct-11 | 6 | $2,400 |
| JOYCE RIVER AREA | 4265813 | 2011-Oct-11 | 2015-Oct-11 | 8 | $3,200 |
| **Totals** | **15** | | | **137** | **54,800** |

**ACCESSIBLITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY**

The Joyce River Property lies approximately 55 kilometres east of the town of Red Lake, Ontario. Access can also be gained by way of logging roads leading northeast off Highway 105 at Ear Falls. These logging roads provide access directly to the Joyce River Property.

Topography is generally gentle with elevations ranging from 390 to 420 metres above sea level. A mixed forest of mostly spruce, balsam, poplar and birch covers the claims, with swampy vegetation in low-lying areas and local areas of forest blow-down.

Temperatures range from highs of $35^{o}$ C in summer to lows of $–30^{o}$ C in winter, with snow cover between November and May. The best season for exploration is between June and October, although in lake covered or swampy areas exploration activities such as geophysical surveys and diamond drilling might best be conducted after winter freeze up.

The Red Lake Mining Community, population 4,700, is located at the end of Highway #105 which is 175 km north of Kenora on the Trans-Canada Highway. The town is serviced by regular air flights from Thunder Bay and Winnipeg, seven days a week. The local population includes skilled tradesmen and experienced underground miners. All necessary supplies are available locally or in Winnipeg and Thunder Bay. Water is abundant in the area of the claims and a hydroelectric generating station is located 50 kilometres to the southwest in Ear Falls.

The Joyce River Property is comprised of ~2192 hectares of unpatented mining claims that could be leased from the Ontario Government under the provisions of the Ontario Mining Act. These lands when leased, in the authors' of the Joyce River Technical Report's opinion, should be sufficient in size to support all infrastructure required for a mine and mill complex.

There are no known environmental liabilities associated with the Joyce River Property. The Joyce River Property is subject to the guidelines and policies of and legislation administered by MNDM, Ontario Ministry of Natural Resources and Federal Department of Fisheries and Oceans regarding surface exploration, stream crossings, and work being carried out near rivers and bodies of water, drilling and sludge disposal, drill casings, capping of holes, storage of core, trenching, road construction, waste and garbage disposal.

The Ontario Mining Act requires exploration permit or plans for exploration on Crown Lands. The permit and plans are obtained from the MNDM. The processing periods are 50 days for a permit and 30 days for a plan while the documents are reviewed by the Ministry and presented to the Aboriginal communities whose traditional lands will be impacted by the work. The Lac Seul and Wabauskang First Nations are the identified communities.

**PROPERTY HISTORY**

The authors of the Joyce River Technical Report have reviewed the assessment files describing previous exploration work on the property. These are filed at the MNDM District Geologist's Offices in Red Lake and Sudbury.

The Joyce River Property has had no previously recorded exploration until 2008 when Raymond Frank located sulfide mineralization on his claim. Eight samples were assayed and returned 0.55% to 4.31% copper and two of the samples assayed 1.967 and 8.072 grams gold per ton (Figure 3). The Joyce River Property does not include the Raymond Frank claim.

In the winter of 2010, Perry English acquired two claims magnetically on strike of the Raymond Frank sulfide bearing claim. In the Fall of 2011, Perry English acquired an additional 13 claims to cover areas of prospective rocks. The present Joyce River Property is comprised of these 15 claims.

2012: Advanced Exploration Inc. the Joyce River Property from Perry English and the Raymond Frank claim as a total package. Advanced Exploration Inc. contracted Clark Expl. Consulting to complete an integrated exploration project (Figure 4) comprised of:

- Aeroquest Helicopter AeroTem and Magnetic survey (272.6 line kilometres);
- Selection of conductive zones and magnetic areas;
- A 15 kilometre ground grid oriented north south with 2/3 covering the Joyce River Property;
- Geological mapping of the grid and prospecting off the grid;
- Prospecting focussed on the conductive zones was completed;
- A total of 17 rocks were collected for assay of Copper and Nickel. Only three were from the Joyce River Property;
- Test soil sampling of 87 samples over the conductive zones with 58 samples covering the Joyce River Property.

The results of the work on the Joyce River Property by Advanced Exploration have defined conductive zones that have not been explained by the prospecting and mapping. The soil sampling has defined two weakly anomalous copper and nickel zones over the two conductive areas (Figure 4). The prospectors reviewed various conductor areas:

- ***conductor 1*** was found a tonalite intrusion which was non-magnetic and as such did not find the source of the conductor.
- ***conductor 2*** was found to be a medium grained, magnetic, biotite and chlorite rich rock, with no apparent foliation, and no sulphides were noted.
- ***conductor 3*** corresponded with a steep ridge of tonalite and no source for the conductor was found.
- ***conductor 4*** found a 10m x 30m area which was comprised of a dark metavolcanic unit rich in biotite and chlorite. The unit was soft and magnetic (serpentnized?) but no sulphides were observed.
- ***conductor 5*** no outcrop in the area.
- ***conductor 10*** metavolcanics with trace pyrite are located along the topographical ridge to the west of conductor 10.
- ***conductor 11*** was not located, but the surrounding rock is tonalite.

ACCURASSAY LABORATORIES

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Thunder Bay, ON
Canada P7B 5X5

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Fax: (807) 622-7571

www.accurassay.com
assay@accurassay.com

## Certificate of Analysis

Monday, September 22, 2008

Frank, Raymond
Box 66
Earl Falls, ON, CAN
P0V1T0
Ph#: (807) 222-3680
Email#: ray_frank@hotmail.com

Date Received: Sep 4, 2008
Date Completed: Sep 16, 2008

Job #: 200843284
Reference:
Sample #: 8 Rock

| Acc # | Client ID | Au ppb | Pt ppb | Pd ppb | Rh ppb | Ag ppm | Co ppm | Cu ppm | Fe ppm | Ni ppm | Pb ppm | Zn ppm |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 276045 | 28237 | 8072 | <15 | 34 | | | | 5933 | | | | |
| 276046 | 28238 | 1967 | 44 | <10 | | | | 6270 | | | | |
| 276047 | 28239 | 59 | 93 | <10 | | | | 43171 | | | | |
| 276048 | 28240 | 12 | 18 | <10 | | | | 5578 | | | | |
| 276049 | 28241 | 40 | 58 | <10 | | | | 32321 | | | | |
| 276050 | 28242 | 52 | 30 | 21 | | | | 9044 | | | | |
| 276051 | 28243 | 18 | 52 | <10 | | | | | | | | |
| 276052 | 28244 | 37 | 17 | 29 | | | | 41140 | | | | |
| 276053 Dup | 28244 | 30 | <15 | 24 | | | | 42386 | | | | |

PROCEDURE CODES: AL4APP, AL4ICPAR

**Certified By:**

Jason Moore, General Manager

**The results included on this report relate only to the items tested**
**The Certificate of Analysis should not be reproduced except in full, without the written approval of the laboratory**

AL917-0142-09/22/2008 3:40 PM

*Figure 3: Assay Certificate from Raymond Frank Samples*

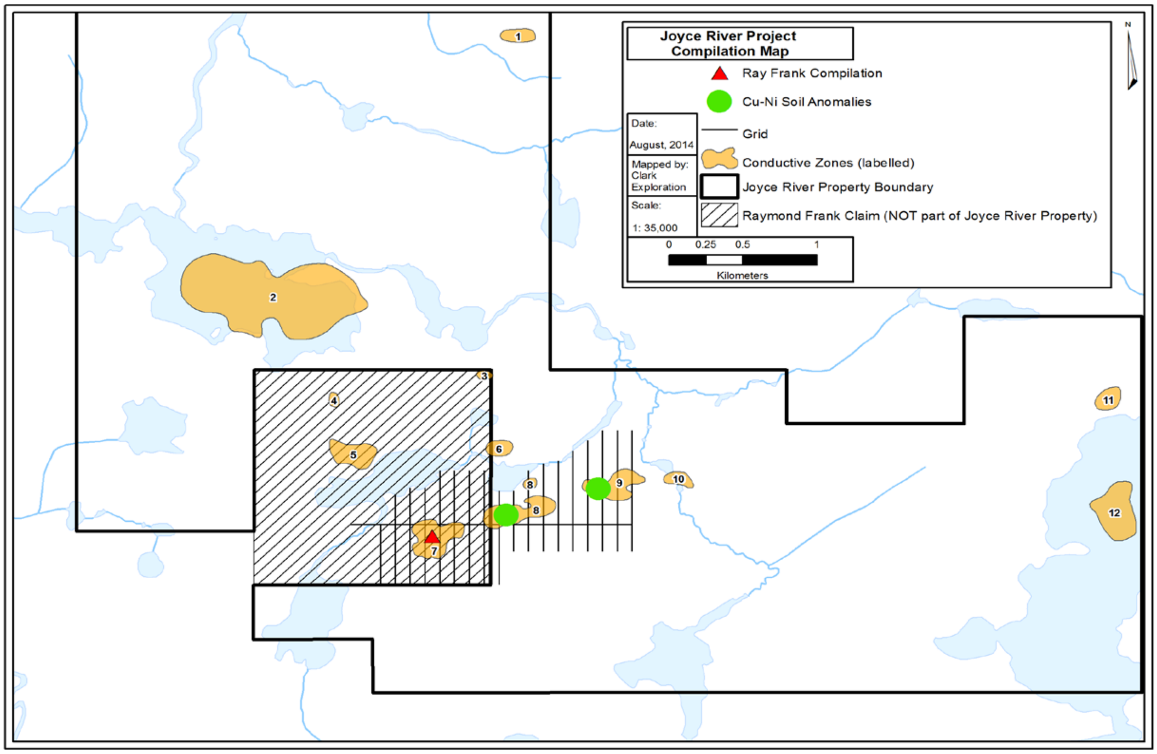


*Figure 4: Compilation*

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- The Woman Assemblage (2858 Ma) is also primarily an Fe-tholeiitic sequence of mafic volcanic strata, with minor interbeds of banded chemical sediments and pyritic siltstones and shales. This assemblage is unconformable or paraconformable on the Balmer assemblage and occurs along the western edge of the Birch-Uchi Belt stratigraphically above the Balmer Assemblage.

- The Confederation Lake Assemblage (2750-2700Ma) is by far the most aerially extensive assemblage in the belt. It comprises an assemblage of intermediate to felsic flows and pyroclastic strata, which are unconformably overlain by conglomeratic to argillaceous rift-related sediments. The Confederation Lake Assemblage also has minor interbeds or banded iron formation.

At least 3 phases of regional deformation affected the area resulting in the widespread development of folds, axial planar fabrics, and ductile shear zones. D1 deformation involved NW-SE shortening, the development of NE to N-striking folds and faults. Evidence for this D1 event is best preserved in the southern part of the belt in the Confederation Lakes area. D2 deformation involved NE-SW to N-S shortening and the development of ~E-W to WNWESE striking regional folds, faults and fabrics. This event is manifested to varying degrees throughout the belt from the Casummit Lake area in the north to the Slate Lake area in the south. D3 deformation appears to have involved renewed E-W shortening and is restricted to the northern part of the belt in the Mink Lake/Casummit Lake area. This shortening event resulted in the buckling of the regional S2 foliation into N-S folds. This event was accompanied by N-S striking S3 crenulation cleavage and ENE plunging F3 fold development.

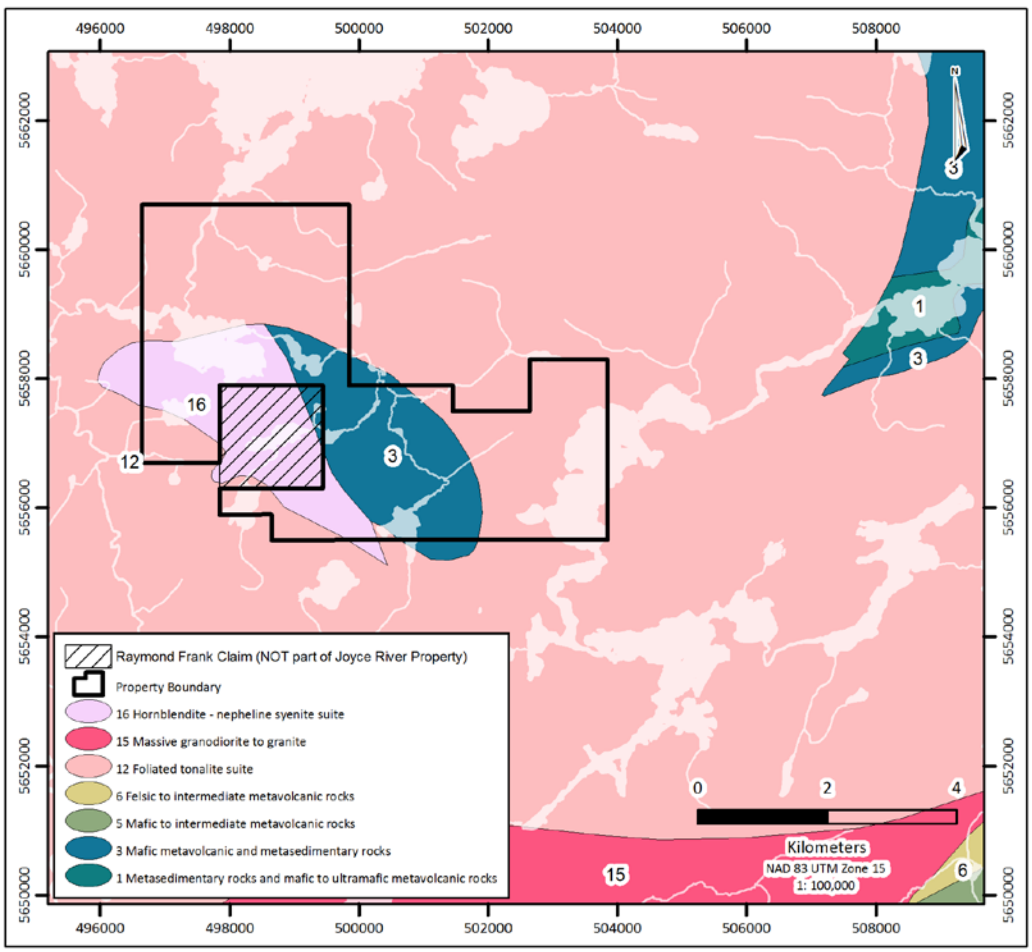


*Figure 5. Regional and Property Geology*

## PROPERTY GEOLOGY

The main types of rocks underlain by the Joyce River Property include hornblendite (nepheline syenite suite), foliated tonalite suite, and mafic metavolcanic and metasedimentary rocks. The property is located within the Uchi Subprovince, an east-west fault-bounded Subprovince dominated by metavolcanic and lesser metasedimentary rocks intruded by granitoid batholiths and plutons. Within this subprovince the Woman Assemblage, is dominated by a range of volcanic rocks associated with both subarial and subaqueous arc volcanism. To the northwest of the property, the Trout Lake Batholith is a dominantly tonalitic intrusion which may have played a role in mobilizing fluids in the area. Numerous gold occurrences are present adjacent to the property and exploration work in the area has been ongoing for decades.

## MINERALIZATION

The targeted mineralization on the Joyce River Property is copper, nickel sulfides with PGM. The Raymond Frank property that is encompassed by the Joyce River Property hosts two sulfide occurrences within pyroxenitic/horneblendite mafic intrusions. The sulfides are pyrite, pyrrhotite and chalcopyrite in blebs and bands within the irregularly shaped mafic intrusion. The area of mineralization has been blasted and rock contacts are hard to determine due to waste rocks. Samples and assays from the Raymond Frank property are presented in Appendix I and in Figure 3. The work in 2012 by Advanced Exploration did not assay for PGM's.

## DEPOSIT TYPE

The mineral deposit type being explored for on the Joyce River Property is copper-nickel-platinum group elements ("**PGE**") magmatic ore. The best potential for new sources is in layered, ultramafic to mafic intrusions which may be indicated by the Raymond Frank sulfide occurrences.

According to M. L. Zientek, (2012), layered, ultramafic to mafic intrusions are uncommon in the geologic record, but host magmatic ore deposits containing most of the world's economic concentrations of platinum-group elements. There are two general types of magmatic ore deposits that host PGE in layered intrusions: Reef-type PGE and Contact-type Cu-Ni-PGE deposits. A description* of these types of PGE deposits is summarized from a paper by Zientek that can be found at: http://pubs.usgs.gov/of/2012/1010/contents/OF12-1010.pdf

* <u>*Reef-type PGE deposits*</u> *consist of stratabound disseminated iron-, copper-, nickel-, and PGE-bearing sulfide minerals that are associated with one or more layers within a layered igneous intrusion......The host rocks for the disseminated sulfide minerals include silicate cumulates such as (1) plagioclase-olivine cumulates that host the J-M Reef in the Stillwater Complex, (2) orthopyroxene cumulates that are associated with the Merensky Reef in the Bushveld Complex, and (3) pyroxene cumulates that host the Main Sulphide Zone in the Great Dyke, as well as oxide cumulates such as (4) the UG2 chromitite in the Bushveld Complex, and (5) the iron-titanium oxide layers in the Stella Intrusion in South Africa…… The average grades of PGE reefs that are being mined or actively explored, expressed as the sum of all PGE and gold, range from about 3 to 20 g/t…… The thickness of the mineralized layers range from less than 1 m to about 25 m… Tonnages of PGE reefs are positively correlated with the size of the layered igneous intrusion (Green and Peck, 2005; Naldrett, 2010a). For example, the areal extent of the Bushveld Complex is about 60,000 km2 and about 4.2 billion tons of ore have been identified for the Merensky Reef. The Stillwater Complex has an aerial extent of approximately 200 km2; the total resource delineated for the J-M Reef is about 320 million tons.*

<u>*Copper-nickel-PGE-gold contact-type deposits*</u> *consist of disseminated, net-textured, and massive copper-nickel-PGE-enriched sulfide minerals found near the lower contact or margin of mafic to ultramafic layered intrusions. The host rocks for the disseminated sulfide minerals include both the*

*igneous rocks and contact metamorphosed country rocks... Contact-type mineralization is not uniformly concentrated in the igneous and country rocks near the margin of a layered intrusion. The median value of ore for the 37 known contact-type deposits is 70 million tons, with median grades of 0.16 percent nickel, 0.25 percent copper, 0.245 g/t platinum, 0.62 g/t palladium, and 0.0846 g/t gold.*

The author of the Joyce River Technical Report has been unable to verify the above information, and the information is not necessarily indicative of the mineralization on the Properties.

**ADJACENT PROPERTIES**

The Joyce River Property encompasses the Raymond Frank claim where there is a sulfide showing described in Section 6.0 with assays presented in Figure 3.

**INTERPRETATION AND CONCLUSIONS**

The previous work on the Joyce River Property has defined conductive zones that have not been explained in the field. Soil sampling of material overlying two of these conductive zones has indicated a weakly anomalous copper/nickel relationship.

Advanced Explorations work verified the copper and nickel values on the adjacent Raymond Frank claim. The copper - nickel mineralization is associated with an ultramafic body of unknown dimensions. The explanation of the conductive zones on the Joyce River Property may be related to similar intrusions.

The Joyce River Property has not had adequate exploration for copper - nickel - PGM mineralization. Advanced Exploration did not assay for PGM's and further work is required.

**RECOMMENDATIONS**

The author of the Joyce River Technical Report recommend a two-phase exploration program (**$283,079)** to evaluate the potential of copper - nickel - PGM mineralization on the Joyce River Property. The first phase of the program is estimated to cost $75,790 and would be comprised of:

- Prospecting of the conductive zones to try and determine the reason for the conductivity
- Lake bottom sampling of the areas of conductivity covered by water
- Power trenching of areas that are conductive but are overburden covered.

Once the results of the Phase 1 field work are available, and if those results warrant further follow-up work, priority targets will be identified and tested by a diamond drilling program of ~900 metres at an estimated cost of $208,000. The total cost of the two-phase program is estimated to be $283,079, with Phase 2 being dependant on the results of Phase 1.

It is the opinion of the authors that the Joyce River Property is of sufficient merit to justify the proposed exploration program.

**PROPOSED BUDGET**

The authors of the Technical Report have proposed the following budget to further explore the Joyce River Project.

| | | |
|---|---|---|
| Prospecting | | |
| 1 Geologist @ $700/day for 16 days | | 11,200 |
| 1 Technician @ $450/day for 16 days | | 7,200 |
| Travel to Property | | 5,000 |
| Room, Board, and Boat | | 6,000 |
| Assays 100 @ $40 / sample | | 4,000 |
| Supplies | | 1,000 |
| Lake Bottom Sampling | | |
| 50 samples @ $100 per sample (all inclusive) | | 5,000 |
| Trenching and Sampling (all inclusive) | 25,500 | |
| Report and Maps | 4,000 | |
| Contingencies | 6,890 | |
| **TOTAL Phase 1** | | **$75,790** |

**Phase 2**

| | |
|---|---|
| Diamond Drilling (900 metres@ $200/metre, all inclusive) | 180,000 |
| Assaying, Analyses (100 samples @ $40) | 4,000 |
| Report and Sections | 4,000 |
| Contingency | 20,000 |
| **TOTAL Phase 2** | **$208,000** |
| **TOTAL Phase 1 & Phase 2** | **$283,790** |

## BROOKS LAKE PROPERTY

Brigadier has entered into the Brooks Lake Property Option Agreement with Voltaire in which Brigadier obtained an option to acquire 100% of the mineral rights. To acquire and fully exercise the option, Brigadier must pay an aggregate of $50,000 and issue 500,000 common shares over a period of 5 years.

The following is a summary of the various payments and share deliveries required in order to exercise the option and acquire a 100% interest in the Brooks Lake Property:

| Due Date | Payments | Shares |
|---|---|---|
| Upon the closing of the Arrangement (the "**Closing**") | $10,000 | 100,000 |
| On the first anniversary date following the Effective Date, which is the date that is 60 days from the date of execution of the Option Agreement | $10,000 | 100,000 |
| On the second anniversary date following the Effective Date | $10,000 | 100,000 |
| On the third anniversary date following the Effective Date | $10,000 | 100,000 |
| On the fourth anniversary date following the Effective Date | $10,000 | 100,000 |
| **TOTAL** | **$50,000** | **500,000** |

## BROOKS LAKE TECHNICAL REPORT

The following information is summarized from the Technical Report on the Brooks Lake Property prepared pursuant to the provisions of National Instrument 43-101 by Des Cullen, P. Geo, and J. Garry Clark, P. Geo. All table and figure references remain the same as in the Brooks Lake Technical Report. The complete technical report should be thoroughly reviewed prior to an investment and is available on www.sedar.com.

Clark Expl. Consulting Inc. was contracted to review historic data for the Brooks Lake Property, identify its merits, propose an appropriate exploration program and budget for gold exploration on the Brooks Lake Property, and prepare a Technical Report compliant with NI 43-101 for the purposes of an Initial Public Offering on the Canadian Securities Exchange.

The Brooks Lake Property is located in Brooks Lake Area (claim sheet G-2670) approximately 60 km southeast of Kenora, Ontario (Figure 1), in the Kenora Lake Mining Division. The approximate UTM co-ordinates for the centre of the Property are 447145mE, 5454124mN (Datum NAD 83 Zone 15). The Brooks Lake Property consists of four unpatented mineral claims totalling 62 units, or ~992 hectares.

The Brooks Lake Property is approximately 220 kilometers southeast of Winnipeg. The town of Fort Frances lies 60 kilometers southeast and Kenora lies 60 kilometers northwest of the Brooks Lake Property. Access to the Brooks Lake Property can also be gained by way of boat or ice road from the various launches off Highway 71 ~ 17 kilometres to the west. Highway 71 traverses north south joining Trans-Canada Highways 11 and 17.

The authors have reviewed the assessment files describing previous exploration work on the property. These are filed at the Ontario Ministry of Northern Development and Mines (MNDM) District Geologist's Offices in Kenora and Sudbury. The area of the Brooks Lake Property has had little recorded on the ground exploration completed.

Approximately 1.2 kilometres to the southwest of the Brooks Lake Property gold is first reported to be discovered in the area by prospectors working for Noranda in 1940. Numerous gold showing have been found on the islands in the area and the project has been diamond drilled by various operators (Roy Martin Occurrence, Hay Island Occurrence and the Roy Martin East Occurrence.)

Approximately 6 kilometres to the north-northeast of the Brooks Lake Property gold was reported by a further 1960's Noranda prospecting program. This has had intermittent exploration with majority of the work from 1983-1989. The development and exploration has resulted in the developed prospect known as the Cameron Lake Deposit. The Brooks Lake Property is presently held by Chalice Gold Mines Ltd. and a Mineral Resource Summary report meeting NI-43-101 standards is on their website.

Ground exploration on the Brooks Lake Property is not recorded in the assessment files. A summary of the industry airborne geophysics is comprised of:

1983: Bruneau Mines Limited completed a large Aeromagnetic Survey that covered approximately 200 metre of the eastern portion of claim 4276023.

1984: Sault Meadows Energy Corporation completed a large airborne magnetic and electromagnetic survey that covered most of claim 4276023 and 4276020. The magnetics and electromagnetic responses indicate an west-northeast trend of stratigraphy dipping steeply northward.

1997-1998: Hornby Bay Exploration Ltd. conducted an airborne electromagnetic and magnetic survey over a large claim group that encompassed most of Kakagi Lake, eastward to Cameron Lake and northwestward to Cedartree Lake. A prospecting reconnaissance of the sporadically over the area was done in 1997-1998 but covered only < 200 metres of the south portions of claims 4276020 and 4276023.

2007-2008: Western Warrior Resources Inc. completed an extensive detailed airborne magnetic survey focused on their Pipestone. This survey covered the entire Property and defined the rock startigraphy and out lined the Kakagi mafic to ultramafic intrusives. The Ontario Geological Survey completed mapping of the area in the 1930's (Thompson 1933) and again in the 1970's (Kaye 1973). The 1970's mapping was recompiled in 2007 by John's (John's 2007).

The Brooks Lake Property lies within the Archean (2.6 to 2.9 billion year old) Superior Province, within the central portion of the east-trending Wabigoon Subprovince.

The Superior Province is the largest Archean craton in the world with an area of 1 572 000 $km^2$, composing 23% of the Earth's exposed Archean crust (Thurston 1991). It is isolated from neighbouring Archean blocks by Proterozoic orogens.

Archean volcanic rocks cover most of the area. The volcanic rocks exhibit both calc-alkaline and tholeiitic affinities. All volcanic rocks have been intruded by late granitic bodies and folded during several phases of deformation. Sill- like porphyry and gabbro bodies (Kakagi Group) have intruded the volcanic sequence and have been deformed.  A late diabase dike intrudes northwest across the entire area. This dike mimics the trend of the Pipestone-Cameron Lake shear zone.

The Brooks Lake Property lies west of the Pipestone-Cameron Shear Zone and the area where the Chase Bay fault merges with the Pipestone-Cameron Shear Zone.  The last active fault is the northwest trending Pipestone-Cameron Lake shear.  A northeast trending shear system is marked by the Monte Cristo and Chase Bay faults.  These two faults may have been a single one that has been cut and deflected into the Pipestone-Cameron Lake shear giving a clear sense of motion on the Pipestone-Cameron Lake shear.

The Kakagi Lake area has been the scene of mining exploration for almost a hundred years.  In this time numerous gold prospects have been discovered.  Gold occurrences in the area are hosted by quartz veins, shears, sulphide zones and quartz porphyry dykes.  Mineralization associated with the gold occurrences is pyrite, chalcopyrite and/ or pyrrhotite, sphalerite, and galena/telluride. Alteration products include iron carbonate, chlorite, calcite, sericite and silica.

There is no reported gold mineralization on the Brooks Lake Property.

The previous work on the Brooks Lake Property has defined stratigraphy similar to the Roy Martin, Hay Island and the Roy Martin East Occurrences to the southwest and the Cameron Gold Deposit to north.  There is no record of prospecting or detailed sampling on the Brooks Lake Property just airborne geophysical surveys.

Access to the Property is from Kakagi Lake by boat.  This would have hampered past ground exploration.  Prospecting in the early spring would allow better visibility of the bedrock before all vegetation is grown.

The Brooks Lake Property has not had adequate exploration to fully evaluate the potential of economic gold mineralization.

A two-Phase budget of **$315,650** is required to evaluate the potential of economic gold mineralization on the Brooks Lake Property.  It is recommended that Brigadier complete an exploration program comprised of prospecting mapping and sampling to assess the presence of alteration and gold mineralization.

It is the opinion of the authors that the Brooks Lake Property is of sufficient merit to justify the proposed exploration program.

## INTRODUCTION

Clark Expl. Consulting Inc. was contracted to review historic data for the Brooks Lake Property, identify its merits, propose an appropriate exploration program and budget for gold exploration on the property, and prepare a Technical Report compliant with NI 43-101 for the purposes of a listing on the Canadian Securities Exchange. The report was written and edited by both authors. The illustrations were completed by Steve Siemieniuk and edited by Desmond Cullen. The report and recommendations are based on:

3. Public data archived at the Ministry of Northern Development and Mines, Kenora District Geologist’s Office, Kenora, Ontario. The assessment files used in the completion of this report are demarked in Section 21.0 References.
4. A personal site visit by D. Cullen to the property on September 18th, 2014.

## PROPERTY DESCRIPTION AND LOCATION

The Brooks Lake Property is located in Brooks Lake Area (claim sheet G-2670) approximately 60 km southeast of Kenora, Ontario (Figure 1), in the Kenora Lake Mining Division. The approximate UTM co-ordinates for the centre of the Property are 447145mE, 5454124mN (Datum NAD 83 Zone 15). The Brooks Lake Property consists of four unpatented mineral claims totalling 62 units, or ~992 hectares; the claim dispositions are listed in Table 1.

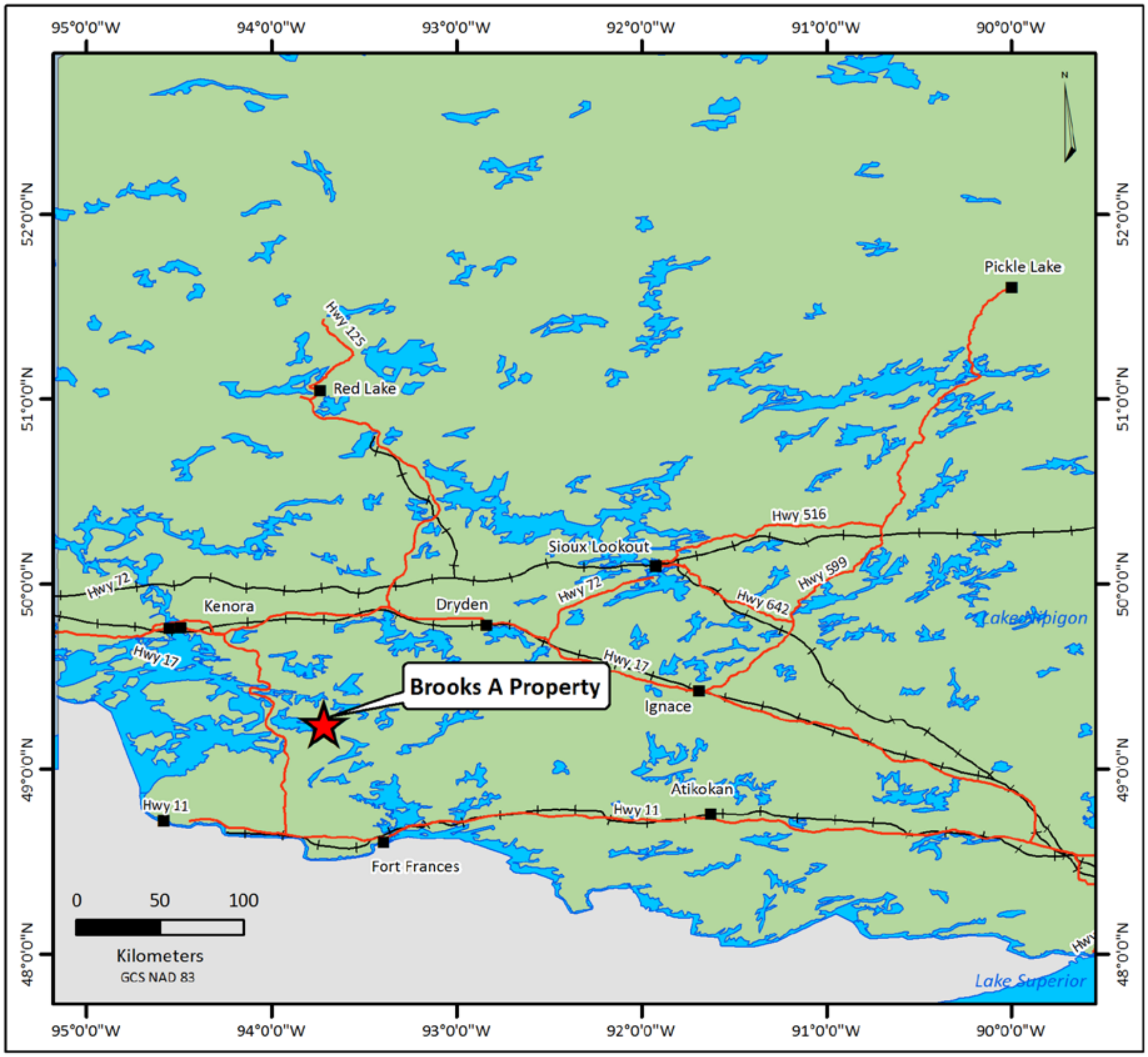


*Figure 1. Brooks Lake Property Location Map*

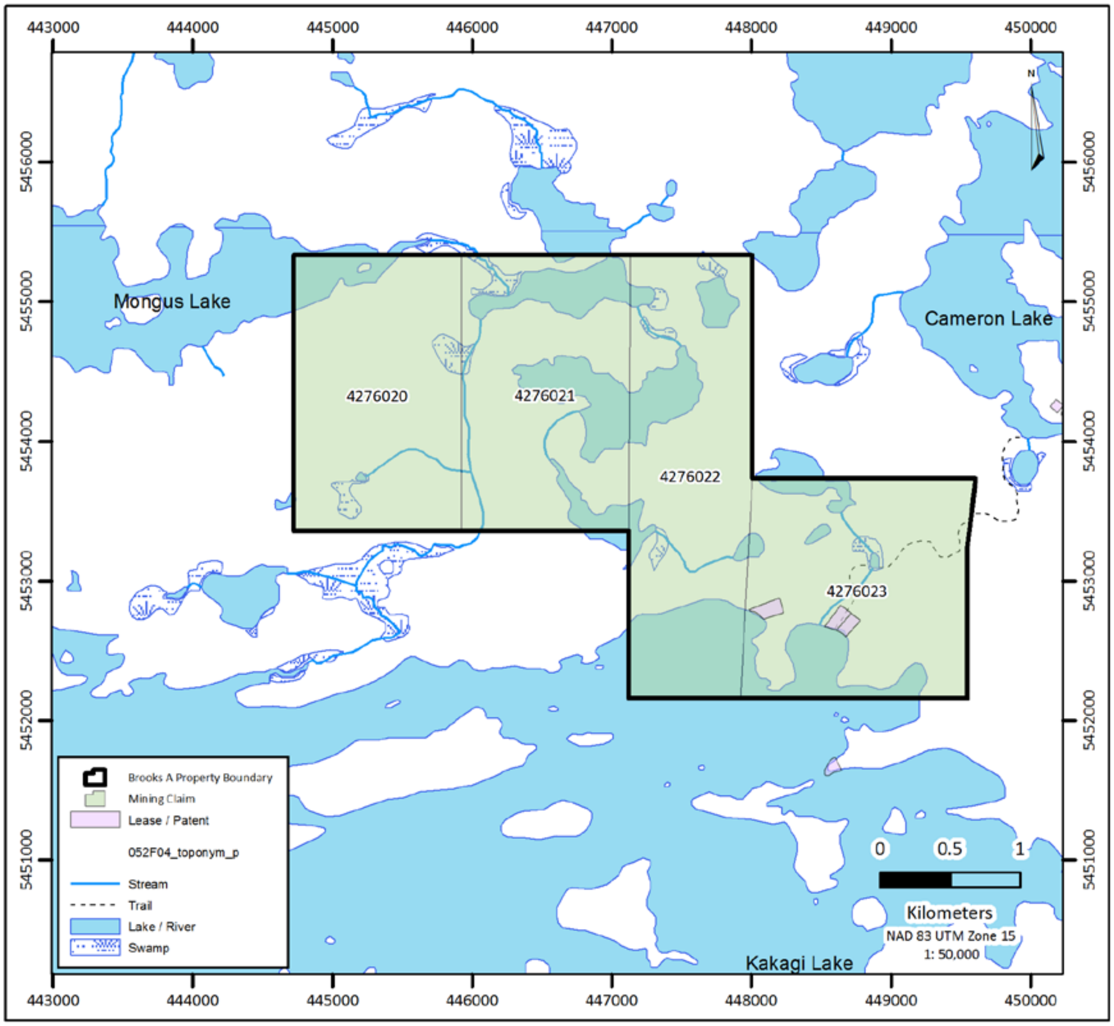


*Figure 2. Brooks Lake Property Claims*

Table 1. Brooks Property Claims

| Township/Area | Claim Number | Recording Date | Claim Due Date | Units | Work Req |
|---|---|---|---|---|---|
| Brooks Lake Area | 4276020 | 2013-Oct-07 | 2015-Oct-07 | 15 | $6000 |
| Brooks Lake Area | 4276021 | 2013-Oct-07 | 2015-Oct-07 | 15 | $6000 |
| Brooks Lake Area | 4276022 | 2013-Oct-07 | 2015-Oct-07 | 16 | $6400 |
| Brooks Lake Area | 4276023 | 2013-Oct-07 | 2015-Oct-07 | 16 | $6400 |
| **Totals** | **6** | | | **62** | **24,800** |

## ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

The Brooks Lake Property is approximately 220 kilometers southeast of Winnipeg. The town of Fort Frances lies 60 kilometers southeast and Kenora lies 60 kilometers northwest of the Brooks Lake Property. Access to the Brooks Lake Property can also be gained by way of boat or ice road from the various launches off

Highway 71 ~ 17 kilometres to the west. Highway 71 traverses north south joining Trans-Canada Highways 11 and 17.

Topography is generally gentle with elevations ranging from 390 to 420 metres above sea level. A mixed second growth forest of mostly spruce, balsam, poplar and birch covers the claims, with swampy vegetation in low-lying areas and local areas of forest blow-down.

Temperatures range from highs of 35$^{o}$ C in summer to lows of –30$^{o}$ C in winter, with snow cover between November and May. The best season for exploration is between June and October, although in lake covered or swampy areas exploration activities such as geophysical surveys and diamond drilling might best be conducted after winter freeze up.

The community of Dryden and Fort Frances are on Trans-Canada highways 17 and 11 which provide access to Thunder Bay and Winnipeg. There is a population of skilled tradesmen and experienced miners in Northwestern Ontario. All necessary supplies are available locally or in Winnipeg and Thunder Bay. Water is abundant in the area of the claims. Rail and electrical power is available on the Trans -Canada highway corroders.

The Brooks Lake Property is comprised of ~992 hectares of unpatented mining claims that could be leased from the Ontario Government under the provisions of the Mining Act. These lands when leased, in the authors' opinion, should be sufficient in size to support all infrastructure required for a mine and mill complex.

There are no known environmental liabilities associated with the Brooks Lake Property. The Brooks Lake Property is subject to the guidelines and policies of and legislation administered by MNDM, Ontario Ministry of Natural Resources and Federal Department of Fisheries and Oceans regarding surface exploration, stream crossings, and work being carried out near rivers and bodies of water, drilling and sludge disposal, drill casings, capping of holes, storage of core, trenching, road construction, waste and garbage disposal.

The Ontario Mining Act requires Exploration Permit or Plans for exploration on Crown Lands. The permit and plans are obtained from the MNDM. The processing periods are 50 days for a permit and 30 days for a plan while the documents are reviewed by the Ministry and presented to the Aboriginal communities whose traditional lands will be impacted by the work.

**PROPERTY HISTORY**

The authors have reviewed the assessment files describing previous exploration work on the property. These are filed at the Ontario Ministry of Northern Development and Mines (MNDM) District Geologist's Offices in Kenora and Sudbury. The area of the Brooks Lake Property has had little recorded on the ground exploration completed.

Approximately 1.2 kilometres to the southwest of the Brooks Lake Property gold is first reported to be discovered in the area by prospectors working for Noranda in 1940. Numerous gold showing have been found on the islands in the area and the project has been diamond drilled by various operators (Roy Martin Occurrence, Hay Island Occurrence and the Roy Martin East Occurrence.)

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The Ontario Geological Survey completed mapping of the area in the 1930's (Thompson 1933) and again in the 1970's (Kaye 1973). The 1970's mapping was recompiled in 2007 by John's (John's 2007).

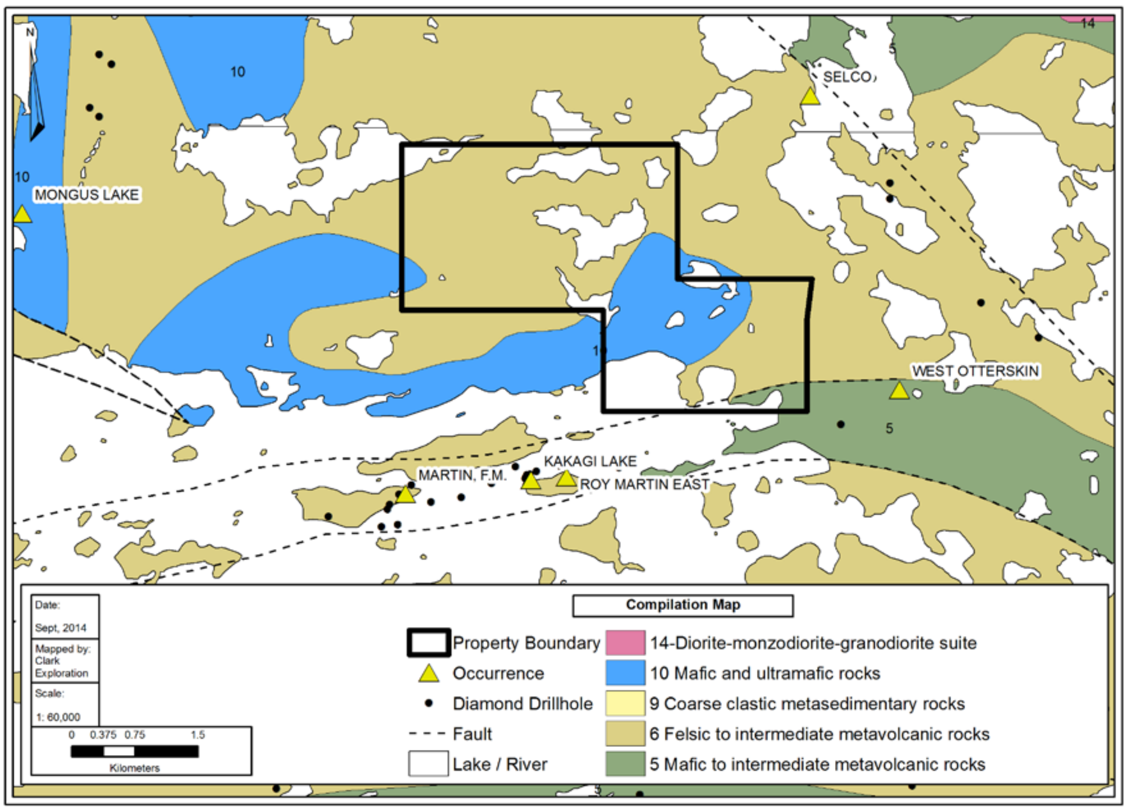


*Figure 3: Brooks Lake Property Compilation*

## GEOLOGICAL SETTING AND MINERALIZATION

### REGIONAL GEOLOGY

The Brooks Lake Property lies within the Archean (2.6 to 2.9 billion year old) Superior Province, within the central portion of the east-trending Wabigoon Subprovince .

The Superior Province is the largest Archean craton in the world with an area of 1 572 000 km$^2$ , composing 23% of the Earth's exposed Archean crust (Thurston 1991). It is isolated from neighbouring Archean blocks by Proterozoic orogens.

The Superior Province is subdivided into subprovinces characterized by three combinations of distinctive rock types: volcano-plutonic; metasedimentary; gneissic or plutonic; and high-grade gneiss. Wabigoon Subprovince is a volcano-plutonic subprovince characterized by low metamorphic grade greenstone belts consisting of metavolcanic rocks of various ages surrounded and cut by granitic rocks. The map pattern of greenstone belts is a product of multiple deformational events that produced sinuous, bifurcating, commonly synformal metavolcanic belt interrupted by domical gneissic regions (Thurston 1991).

The Wabigoon Subprovince is 900 km-long and 150 km-wide, comprised of metamorphosed volcanic and subordinate sedimentary rocks, ranging in age from about 3 to 2.71 billion years old, cut by 3 to 2.69 billion-year-old granitoid batholiths, gabbroic sills and granitic stocks (Blackburn et al 1991).

The Wabigoon Subprovince was further informally broken down by Blackburn et al (1991) into three regions, a Western, a Central and an Eastern. The Brooks Lake Property lies within the Western Wabigoon region, "a series of interconnected greenstone belts surrounding large elliptical granitoid batholiths.....Volcanic sequences comprise ultramafic (komatiitic), through mafic (tholeiitic, calc-alkalic, and minor alkalic and komatiitic) types, to felsic (mostly calc-alkalic) rocks. Sedimentary sequences are mostly clastic rocks of alluvial fan-fluvial, resedimented (turbidite) and rare platformal facies. Minor chemical metasedimentary rocks are predominantly oxide iron formation." As well as granitoid batholiths, "Numerous smaller post-tectonic granitoid stocks intrude the greenstone belts. Mafic to ultramafic sills and stocks are marginal to batholiths or intrude the metavolcanic sequences." (Blackburn et al 1991).

"Mafic metavolcanic units, commonly at the base of supracrustal sequences, have rarely been dated; the oldest unit is a 2775±1 million-year-old interflow tuff.......Most felsic to intermediate volcanism....occurred in the interval 2745 to 2711 Ma, coeval with the early, marginal phases of the internal batholiths. These largely metavolcanic units are overlain by synorogenic metasedimentary units of a resedimented facies association or less commonly by alluvial fan-fluvial metasedimentary rocks. Deformation and syntectonic to post-tectonic plutonism occurred in the interval 2711 to 2685 Ma." (Blackburn et al 1991).

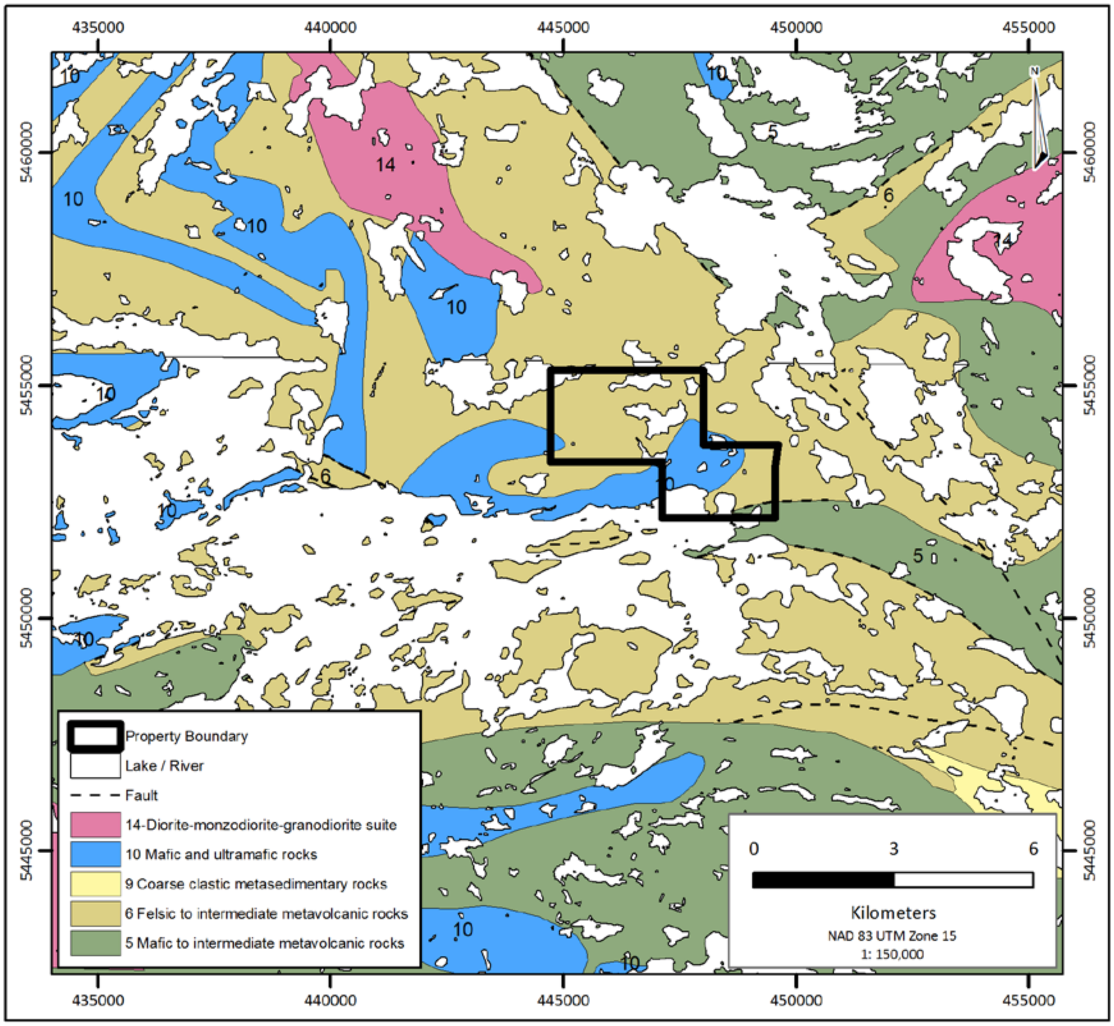


*Figure 4. Regional and Property Geology*

**PROPERTY GEOLOGY**

Archean volcanic rocks cover most of the area. The volcanic rocks exhibit both calc-alkaline and tholeiitic affinities. All volcanic rocks have been intruded by late granitic bodies and folded during several phases of deformation. Sill- like porphyry and gabbro bodies (Kakagi Group) have intruded the volcanic sequence and have been deformed. A late diabase dike intrudes northwest across the entire area. This dike mimics the trend of the Pipestone-Cameron Lake shear zone.

The Brooks Lake Property lies west of the Pipestone-Cameron Shear Zone and the area where the Chase Bay fault merges with the Pipestone-Cameron Shear Zone. The last active fault is the northwest trending Pipestone-Cameron Lake shear. A northeast trending shear system is marked by the Monte Cristo and Chase Bay faults. These two faults may have been a single one that has been cut and deflected into the Pipestone-Cameron Lake shear giving a clear sense of motion on the Pipestone-Cameron Lake shear.

**MINERALIZATION**

The Kakagi Lake area has been the scene of mining exploration for almost a hundred years. In this time numerous gold prospects have been discovered. Gold occurrences in the area are hosted by quartz veins, shears, sulphide zones and quartz porphyry dykes. Mineralization associated with the gold occurrences is pyrite, chalcopyrite and/ or pyrrhotite, sphalerite, and galena/telluride. Alteration products include iron carbonate, chlorite, calcite, sericite and silica.

There is no reported gold mineralization on the Brooks Lake Property.

**DEPOSIT TYPE**

The deposit type that Brigadier will be targeting on the Brooks Lake Property is primarily the greenstone-hosted quartz-carbonate vein deposit, as defined by Robert et al. (1997), and summarized below.

Deposits of this type consist of quartz-carbonate veins in moderately to steeply dipping brittle-ductile shear zones and locally in related shallow-dipping extensional fractures. They are commonly distributed along major fault zones in deformed greenstone terranes of all ages. Veins have strike- and dip-lengths of 100 to 1000m either singly or, more typically, in complex vein networks. They are hosted by a wide variety of lithologies but there are district-specific lithological associations.

The veins are dominated by quartz and carbonate, with lesser amounts of chlorite, scheelite, tourmaline and native gold; pyrite, chalcopyrite and pyrrhotite comprise less than 10 vol. % of the veins. The ores are gold-rich (Au: Ag = 5:1 to 10:1) and have elevated concentrations of As, W, B, and Mo, with very low base metal concentrations. Despite their significant vertical extent (commonly >1km), the deposits lack any clear vertical mineral zoning. Wall rock alteration haloes are zoned and consist of carbonatization, sericitization and pyritization. Halo dimensions vary with the composition of the host lithologies and may envelop entire deposits in mafic and ultramafic rocks.

**EXPLORATION**

Brigadier has not completed exploration of the Brooks Lake Property.

A property visit was conducted by D. Cullen on September 18th, 2014. The property was accessed across Kakagi Lake from the west at Highway 71. Examination of the outcrops exposed on the shoreline verified the rock types.

**DRILLING**

Brigadier has not completed any drilling on the Brooks Lake Property. There is no public record of diamond drilling that has been completed on the Brooks Lake Property.

**SAMPLE PREPARATION, ANALYSIS AND SECURITY**

Brigadier has not collected any samples from the Brooks Lake Property.

**DATA VERIFICATION**

The data presented in the technical report came primarily from the assessment files at the Kenora Resident Geologist's Office. The authors can verify that the information has been presented accurately as reported in those files and reports.

There were no limitations placed on the Author in conducting the verification of the data. The majority of the data relied upon was modern data completed by qualified persons. The author is of the opinion that these data sets were adequate for the completion of the technical report.

**ADJACENT PROPERTIES**

The Brooks Lake Property is ~ 6 kilometres south of the Cameron Gold Deposit owned by Chalice Gold Mines Limited. The geology and tonnage of the Cameron Gold Deposit are described by Ball (2014) in a NI 43-101 compliant report as:

> "The mineralisation at the Cameron Gold Deposit is mainly hosted in mafic volcanic rocks within a northwest-trending shear zone (Cameron Lake Shear Zone or CLSZ) which dips fairly steeply to the northeast. In the southeastern part of the deposit where the greatest amount of gold has been delineated, the shear zone forms the contact between the mafic volcanic rocks and diabase/dolerite in the footwall.
>
> The mineralisation occurs within quartz breccia veins, associated with intense silica-sericite-carbonate-pyrite alteration in a series of zones that dip moderately to steeply to the northwest within and adjacent to the shear zone. Gold is associated with disseminated pyrite with high sulphide concentration generally corresponding with higher grade. Visible gold is very rare. The mineralisation is open at depth and along strike to the northwest, so potential exists to expand the mineral resource at this deposit.
>
> The Cameron Gold Deposit is a greenstone-hosted gold deposit and whilst it can generally be considered to be a part of the orogenic family of gold deposits, it bears many atypical characteristics that are commonly identified in the largest gold deposits of this style.
>
> These features include:
>
> a) mineralisation dominated by disseminated sulphide replacement and quartz-sulphide stockwork and quartz breccia veins;
>
> b) spatial and temporal association of mineralisation with porphyry intrusive bodies that have similar alteration assemblages (taking into account primary lithological variations);
>
> c) relatively minor amounts of auriferous quartz-carbonate vein material comprising the mineralisation, which is likely temporally-late compared to the disseminated sulphide replacement and quartz breccia veins;
>
> d) high-grade mineralisation is largely deformed and the disseminated sulphide replacement zones that constitute the bulk of the mineralisation are commonly foliated; and e) the alteration assemblage of the mineralisation (sericite-albite-carbonate-pyrite) is of the atypical style.
>
> The in-situ mineral resource is reported against the May 2012 update and has not been adjusted for the previous underground excavation but is depleted for the overlying till. The mining studies conducted indicated that there was potential for open cut mining to a depth of 250m below the surface and underground beneath that. As such the mineral resource is reported at a 0.5 g/t cut-off to a depth of 250m and a 1.75 g/t cut-off below that, this is shown below

Cameron Gold Deposit Mineral Resource Statement* at cut-off grades appropriate to location for open cut and underground mining.

| | Open Cut | | Underground | | Total | |
|---|---|---|---|---|---|---|
| | Au>=0.5g/t and RL>=750m | | Au>=1.75g/t and RL<750m | | | |
| **Class** | **Tonnes** | **Au g/t** | **Tonnes** | **Au g/t** | **Tonnes** | **Au g/t** |
| **Measured** | 2,872,000 | 2.30 | 157,000 | 2.77 | 3,029,000 | 2.33 |
| **Indicated** | 5,417,000 | 1.76 | 559,000 | 3.23 | 5,976,000 | 1.90 |
| **Meas+Indic** | 8,289,000 | 1.95 | 716,000 | 3.13 | 9,005,000 | 2.04 |
| **Inferred** | 881,000 | 2.07 | 5,709,000 | 2.78 | 6,590,000 | 2.69 |

*Mineral resources are not mineral reserves and do not have demonstrated economic viability. All figures are rounded to reflect the relative accuracy of the estimate."

The mineralization on the adjacent property is not recognized on the Property.

## INTERPRETATION AND CONCLUSIONS

The previous work on the Brooks Lake Property has defined stratigraphy similar to the Roy Martin, Hay Island and the Roy Martin East Occurrences to the southwest and the Cameron Gold Deposit to north. There is no record of prospecting or detailed sampling on the Property just airborne geophysical surveys.

Access to the Brooks Lake Property is from Kakagi Lake by boat. This would have hampered past ground exploration. Prospecting in the early spring would allow better visibility of the bedrock before all vegetation is grown.

The Brooks Lake Property has not had adequate exploration to fully evaluate the potential of economic gold mineralization.

## RECOMMENDATIONS

A two-phase exploration program is recommended to evaluate the potential of economic mineralization on the Brooks Lake Property. The first phase of the program is estimated to cost $87,650 and would be comprised of:

- Cutting approximately 30km of grid lines to facilitate subsequent mapping, prospecting and ground magnetometic and electromagnetic surveys
- Prospecting and mapping to assess the potential of the presence of parallel gold zones to the known gold mineralization and
- Ground geophysics (mag and EM) over the entire cut grid

Once the results of the Phase 1 field work and detailed evaluation of the geophysics is available, if the results warrant further work a number of priority targets will be identified and tested by a diamond drilling program of ~1,000 metres at an estimated cost of $228,000. The total cost of the two-phase program is estimated to be $315,650, with the second Phase being dependant on the results of the first Phase.

It is the opinion of the authors that the Property is of sufficient merit to justify the proposed exploration program.

**PROPOSED BUDGET**

**Phase 1**

| | |
|---|---|
| Line Cutting (30 kilometres @ $850/kilometre) | 25,500 |
| Mapping/Prospecting | |
| 1 Geologist @ $700/day for 15 days | 10,500 |
| 1 Prospector @ $450/day for 15 days | 6,750 |
| Travel to Property | 3,000 |
| Room, Board, and Boat | 6,000 |
| Assays 150 @ $30 / sample | 4,500 |
| Supplies and Communications | 2,000 |
| Magnetic Survey (30 kilometres @ $180/kilometre) | 5,400 |
| Electromagnetic Survey (30 kilometres @ $300/kilometre) | 9,000 |
| Geophysical Supervision & Interpretation (5 days @ $1,000/day) | 5,000 |
| Reports and Maps | 5,000 |
| Contingencies | 5,000 |
| **TOTAL Phase 1** | **$87,650** |

**Phase 2**

| | |
|---|---|
| Diamond Drilling (1,000 metres@ $200/metre, all inclusive) | 200,000 |
| Assaying, Analyses (100 samples @ $30) | 3,000 |
| Reports and Maps | 5,000 |
| Contingency | 20,000 |
| **TOTAL Phase 2** | **$228,000** |
| **TOTAL Phase 1 & Phase 2** | **$315,650** |

## BOYER LAKE PROPERTY

Brigadier has entered into the Boyer Lake Property Option Agreement with Voltaire in which Brigadier obtained an option to acquire 100% of the mineral rights. To acquire and fully exercise the option, Brigadier must pay an aggregate of $50,000 and issue 500,000 common shares over a period of 5 years.

The following is a summary of the various payments and share deliveries required in order to exercise the option and acquire a 100% interest in the Boyer Lake Property:

| Due Date | Payments | Shares |
|---|---|---|
| Upon the closing of the Arrangement (the "**Closing**") | $10,000 | 100,000 |
| On the first anniversary date following the Effective Date, which is the date that is 60 days from the date of execution of the Option Agreement | $10,000 | 100,000 |
| On the second anniversary date following the Effective Date | $10,000 | 100,000 |
| On the third anniversary date following the Effective Date | $10,000 | 100,000 |
| On the fourth anniversary date following the Effective Date | $10,000 | 100,000 |
| **TOTAL** | **$50,000** | **500,000** |

## BOYER LAKE TECHNICAL REPORT

The following information represents information summarized from the Technical Report On the Boyer Lake Property, Kenora District, Northwestern Ontario prepared pursuant to the provisions of National Instrument 43-101 by Des Cullen, P. Geo, and J. Garry Clark, P. Geo. All table and figure references remain the same as in the Boyer Lake Technical Report. The complete technical report should be thoroughly reviewed prior to an investment and is available on www.sedar.com.

## PROPERTY DESCRIPTION AND LOCATION

The Boyer Lake Property is located in Boyer Lake Area (claim sheet G-2572) approximately 50 km south of Dryden, Ontario (Figure 1), in the Kenora Lake Mining Division. The approximate UTM co-ordinates for the centre of the Boyer Lake Property are 521902mE, 5469662mN (Datum NAD 83 Zone 15). The Boyer Lake Property consists of seven unpatented mineral claims totalling 53 units, or ~848 hectares; the claim dispositions are listed in Table 1 (Figure 2).

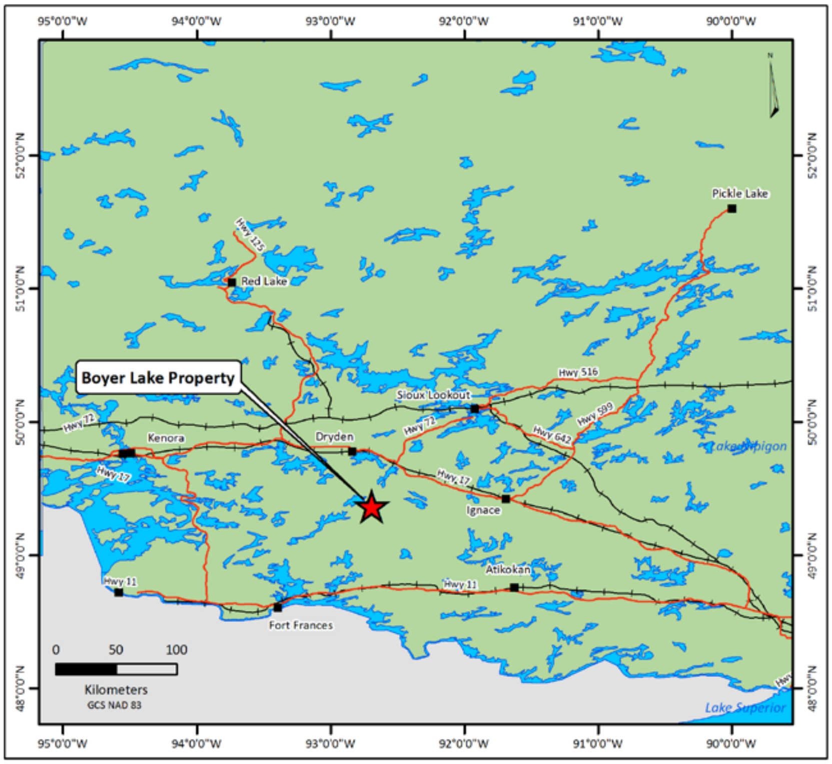


*Figure 1: Location Map*

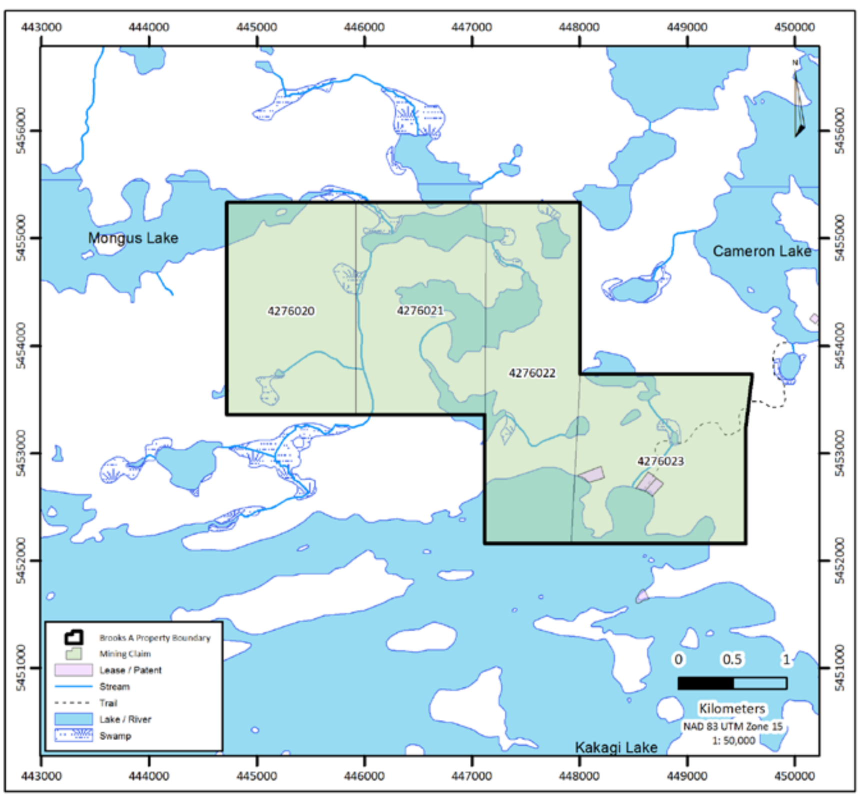


*Figure 2: Claims*

*Table 1. Boyer Lake Property Claims*

| Township/Area | Claim Number | Recording Date | Claim Due Date | Units | Work Req |
|---|---|---|---|---|---|
| Boyer Lake Area | 4224803 | 2008-Apr-21 | 2015-Aug-06 | 1 | $400 |
| Boyer Lake Area | 4224804 | 2008-Apr-21 | 2015-Aug-06 | 12 | $4,800 |
| Boyer Lake Area | 4247738 | 2010-May-18 | 2015-May-18 | 8 | $320 |
| Boyer Lake Area | 4247739 | 2010-May-18 | 2015-May-18 | 16 | $6,400 |
| Boyer Lake Area | 4247740 | 2010-May-18 | 2015-May-18 | 14 | $5,600 |
| Boyer Lake Area | 4247741 | 2010-May-18 | 2015-May-18 | 4 | $6,400 |
| **Totals** | **6** | | | **53** | **23,920** |

**ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY**

The Boyer Lake Property lies approximately 50 kilometres south of the town of Dryden, Ontario. Access to the Boyer Lake Property can also be gained by way of logging roads leading west from Highway 502 south from Dryden ~ 60 road kilometres (Figure 1). At this point the Mosher Bay logging road departs westerly and at ~ 6 kilometres onto crosses the Boyer Lake Property. Various branch roads provide access the claim block.

Topography is generally gentle with elevations ranging from 390 to 420 metres above sea level. A mixed second growth forest of mostly spruce, balsam, poplar and birch covers the claims, with swampy vegetation in low-lying areas and local areas of forest blow-down.

Temperatures range from highs of 35$^{o}$ C in summer to lows of –30$^{o}$ C in winter, with snow cover between November and May. The best season for exploration is between June and October, although in lake covered or swampy areas exploration activities such as geophysical surveys and diamond drilling might best be conducted after winter freeze up.

The community of Dryden and Fort Frances are located north and south, respectively on Trans-Canada highways 17 and 11 which provide access to Thunder Bay and Winnipeg. There is a population of skilled tradesmen and experienced miners in Northwestern Ontario. All necessary supplies are available locally or in Winnipeg and Thunder Bay. Water is abundant in the area of the claims. Rail and electrical power is available on the Trans -Canada highway corroders.

The Boyer Lake Property is comprised of ~848 hectares of unpatented mining claims that could be leased from the Ontario Government under the provisions of the Mining Act. These lands when leased, in the authors' opinion, should be sufficient in size to support all infrastructure required for a mine and mill complex.

There are no known environmental liabilities associated with the Boyer Lake Property. The Boyer Lake Property is subject to the guidelines and policies of and legislation administered by MNDM, Ontario Ministry of Natural Resources and Federal Department of Fisheries and Oceans regarding surface exploration, stream crossings, and work being carried out near rivers and bodies of water, drilling and sludge disposal, drill casings, capping of holes, storage of core, trenching, road construction, waste and garbage disposal.

The Ontario Mining Act requires Exploration Permit or Plans for exploration on Crown Lands. The permit and plans are obtained from the MNDM. The processing periods are 50 days for a permit and 30 days for a plan while the documents are reviewed by the Ministry and presented to the Aboriginal communities whose traditional lands will be impacted by the work.

## PROPERTY HISTORY

The authors of the Boyer Lake Technical Report have reviewed the assessment files describing previous exploration work on the Property. These are filed at the Ontario MNDM District Geologist's Offices in Kenora and Sudbury.

Exploration on the Upper Manitou area intensified with the discovery of gold dating to 1890 at Goldrock. This discovery led to production of approximately 12,078 ounces of gold from the Big Master, Jubilee and Laurentian mines from 1900 and 1948 (Blackburn 1982). Gold mineralization on adjacent claims to the Boyer Lake Property is first documented by Thomson (1933) with development work on a quartz vein on the southeastern shore of Mosher Bay (Giant East and West shafts) (Figure 3). This east-west trending quartz vein was proximal to porphyry dikes.

Access to the area had been restricted to water until logging roads were completed in the 2000 to 2006. This has allowed more detailed examination of the gold occurrences and geology.

Ontario government work in the regional area of the Boyer Lake Property is comprised of:

- Geological mapping Thomson (1933)
- Geological mapping Blackburn (1982)
- Airborne magnetic and electromagnetic survey (1980 and 2001)
- Boyer Property visits and descriptions Parker (1989)

Assessment data for the Boyer Lake Property includes:

1970: Freeport Canadian Exploration Co. completed a regional airborne electromagnetic and magnetic survey that covered the Boyer Lake Property.

1985: Jalna Resources completed a regional airborne electromagnetic and magnetic survey that covered the Boyer Lake Property.

1990: Noranda Exploration Company Limited completed a regional airborne electromagnetic and magnetic survey that covered the Boyer Lake Property. Also a humus survey was completed covering a south part of the Boyer Lake Property with 20 samples (582 samples total) ranging from 10 to 55 ppb gold sporadically across the grid.

1996: Black Pearl Minerals Inc. completed spectral IP, resistivity. HLEM and magnetic surveys over part of the southern portion of the Boyer Lake Property covered by Sunshine Lake.

2010: Mega Precious Metals Inc. completed prospecting and sampling on the present Boyer Lake Property reporting no samples reporting significant gold mineralization. The survey interpretation identified 2 high and 2 medium priority targets that were not followed up.

2011-2012: Manitou Gold Inc. completed a prospecting, mapping and diamond drill program that tested a larger property that encompassed the present Boyer Lake Property. Two diamond drill holes MB-12-04 (315 m) and MB-12-07 (231 m) where completed to test alteration in the metasediments associated to quartz feldspar porphyry dikes. Both holes intersected altered metasediments and porphyries but failed to intersect significant gold values (Taras 2012).

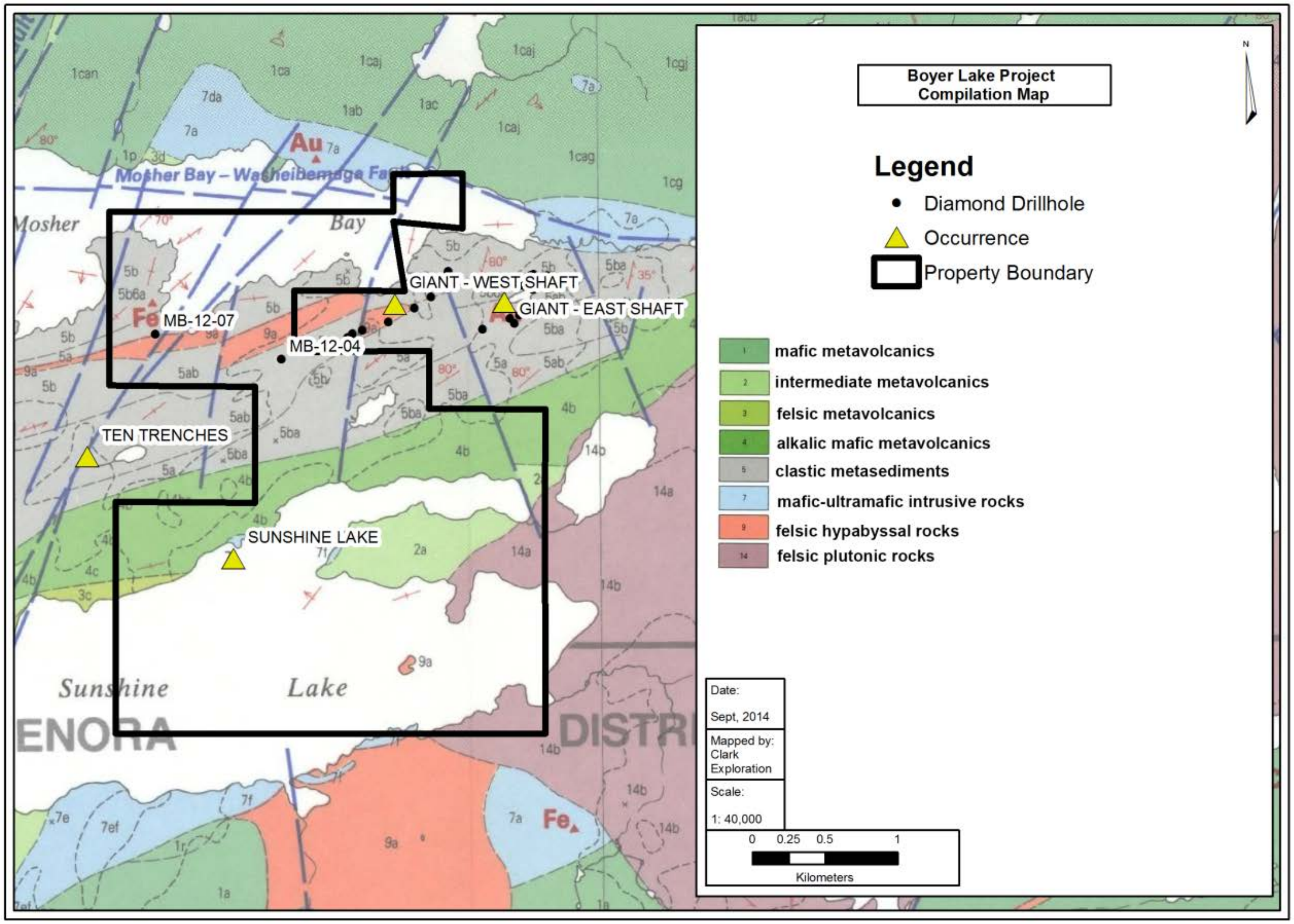


**Figure 3: Boyer Lake Property Compilation (Yellow Triangles Gold Occurrences)**

## GEOLOGICAL SETTING AND MINERALIZATION

### REGIONAL GEOLOGY

The following geological summary is provided by Tamara Taras (2012). The Boyer Lake Property is located within the Eagle-Wabigoon-Manitou Lakes greenstone belt and straddle portions of the Boyer Lake Area and the Meggisi Lake Area in Northwestern Ontario (Figure 4). Regional geological mapping in the area was carried out by Thompson (1933) and Blackburn (Blackburn, 1979 & 1982). The most recent compilation map is of the Kenora-Fort Frances area, compiled from mapping in the 1970's by Blackburn (Blackburn 1982).

The Boyer Lake Property is located in the western Wabigoon sub-province of the Superior Province in the Canadian Shield. The area is underlain by Precambrian rocks. The bedrock geology is described in the O.G.S. Report 202 (1981) by C. Blackburn and by Thompson (1933). The Wabigoon sub-province contains several Archean greenstone belts, including the Eagle-Wabigoon-Manitou Lakes greenstone belt. This greenstone belt trends northeast, is Archean in age, and is bounded by younger Archean granitoid intrusives; to the northwest by the Atikwa granitoid batholith and on the southeast by the Irene-Eltrut Lakes batholith, and the Meggisi granitoid pluton. The greenstone belt consists mainly of a thick sequence of mafic to felsic flows and pyroclastic rocks with minor volcaniclastic rocks and a sequence of sedimentary rocks with lesser mafic to felsic stocks and sills. The northeast-trending, steeply southeast-dipping Manitou Straits Fault ("MSF") has been mapped through the centre of the western portion of the belt for approximately 50 km., and bisects the greenstone belt. It is located just to the east of Upper and Lower Manitou Lakes, and passes through the most western portion of the Mosher Bay and Sunshine Lake Properties. Immediately to the west of the Manitou Straits Fault is the sub-parallel Manitou Anticline, which has been traced for approximately 30 km through the Manitou Lakes area.

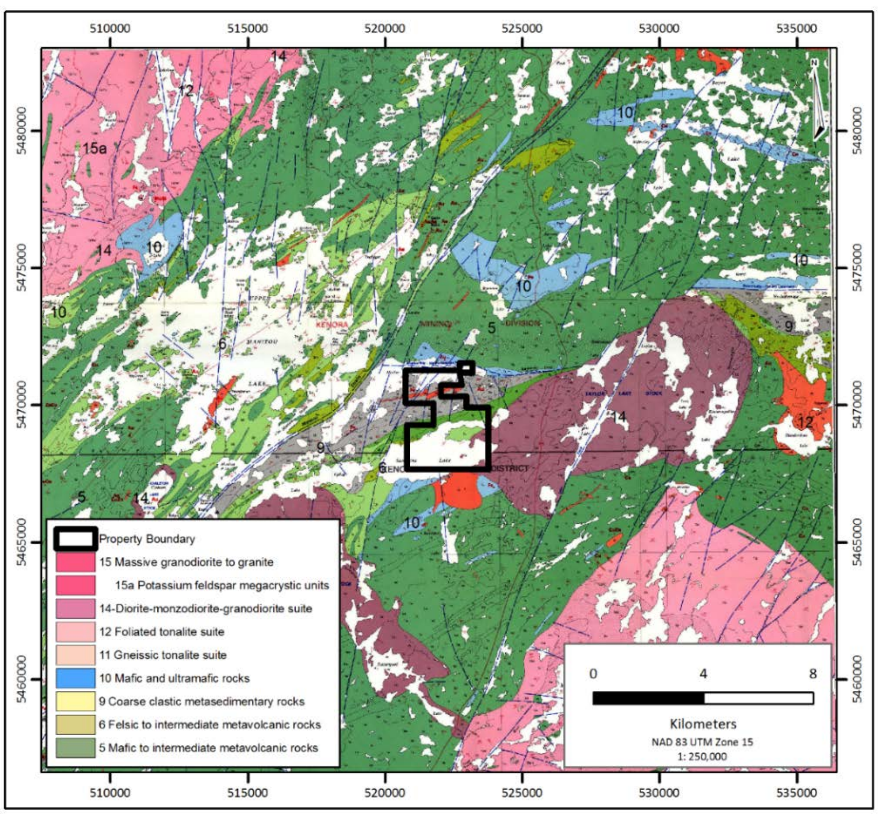


*Figure 4. Regional Geology*

**PROPERTY GEOLOGY**

The Boyer Lake Property is mainly underlain by metasediments of the “Manitou Series” of Thomson (1933) as well as quartz feldspar porphyry intrusive rocks (Figure 5). This metasedimentary belt is approximately 3.2 km in width and is divided into two parts which are on the same strike but are separated by a mass of intrusive granite (Thomson, 1933).

The sediments extend as an arcuate band from the north end of Lower Manitou Lake to a point near Rattlesnake Lake, where they are nosed out by the Taylor Lake Stock (Thomson, 1933). The same rock assembly appears again five kilometres to the north-east of the Taylor Lake Stock at Kenny Lake where it strikes east on the northern part of Washeibemaga Lake.

The Mosher Bay metasediments comprise a thick, steeply northerly to vertically dipping sequence, composed of conglomerates, sandstones, mudstones and minor ironstone (Blackburn, 1981). Top determinations by Blackburn (1981) based on grain gradation and cross-bedding show that the sequence is a homocline facing north-northwest, although near the top of the sequence on Mosher Bay minor folding of the sequence can be observed (Blackburn, 1981). Quartz feldspar porphyry dykes occur in various localities throughout the metasedimentary sequence, and are commonly associated with gold mineralization in the area. Gold appears to be confined to irregular networks of quartz stringers within the porphyry dykes (Thomson, 1933). Native gold has been noted in a porphyry dyke near Mosher Bay (Thomson, 1933).with weaker shears trending northeast-southwest.

*Mineralization*

The Manitou Lakes area has been the scene of mining exploration for almost a hundred years. In this time numerous gold prospects have been discovered. Gold occurrences in the area are hosted by quartz veins, shears, sulphide zones and quartz porphyry dykes. Mineralization associated with the gold occurrences is pyrite, chalcopyrite and/ or pyrrhotite, sphalerite, and galena/telluride. Alteration products include iron carbonate, chlorite, calcite, sericite and silica.

The Sunshine Lake occurrence is located in the southwest of the Boyer Lake Property (Figure 3) (Thurston et.al.1988). Sampling by the Ontario Government returned 0.19 ounces gold per ton from a grab sample of pyritic, carbonatized mafic flow.

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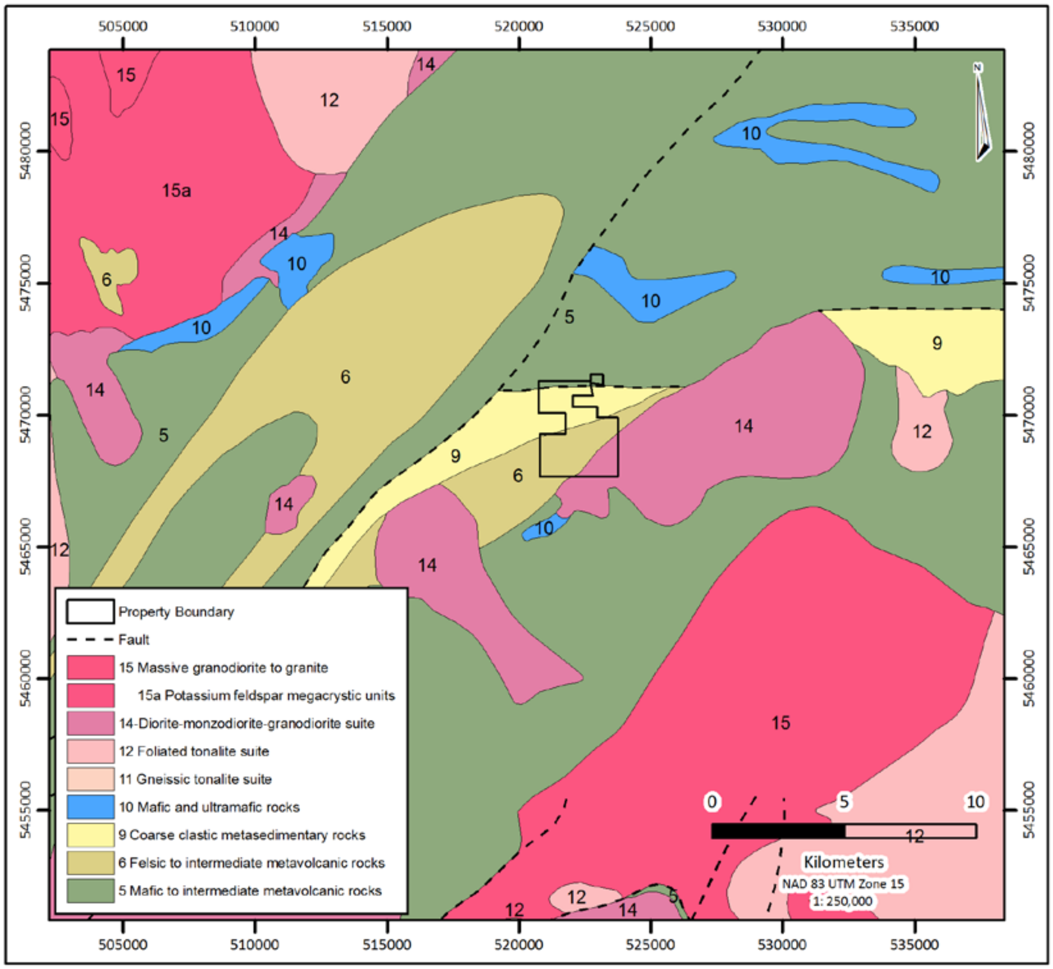


*Figure 5: Boyer Lake Property Geology*

**DEPOSIT TYPE**

Gold deposits in the area are typical of Archean lode-gold deposits, and work by the OGS has indicated that almost all of the gold deposits in the Manitou Lakes area are controlled by shear and fracture zones which appear to be regionally related to movement along the Manitou Straits Fault. Gold-bearing quartz veins are commonly controlled by northeast- and east-trending shear zones which may be secondary shear bands sub parallel to the shear boundaries of the Manitou Straits Fault. Most of the shearing and fracturing was developed after the emplacement of the Atikwa Batholith. However, there are other occurrences of gold mineralization that appear to be stratigraphically controlled, and possibly genetically related to volcanism (Parker, 1989). Quartz porphyry and quartz-feldspar porphyry intrusive also play a very important role in gold mineralization within the Mosher Bay area.

Davis and Smith (1991) indicate that the gold occurring in faults, shears, and tension veins developed in response to a late Archean northwest-directed contraction and emplacement of contemporaneous plutons, such as the Atikwa Batholith. Their work indicated that gold mineralization was closely linked in time to the emplacement of late intrusions and was likely a short-lived event that occurred at about 2709 Ma.

The Boyer Lake Property is located northeast of the Scattergood Lake Stock, west of the Taylor Lake stock, and lies east of the Manitou Straits Fault and west of the Taylor Lake Fault, both of which are north-northeast trending faults. A west trending structure, known as the Mosher Bay-Washeibemaga Fault, follows the north shore of Mosher Bay. There is excellent potential for gold mineralization in quartz veins related to shearing and fracturing caused by the emplacement of a late pluton.

## EXPLORATION

Brigadier has not completed exploration of the Boyer Lake Property.

A property visit was conducted by D. Cullen on September 19th, 2014. The property was accessed from the Mosher Bay logging road from Highway 502. Various outcrops were examined and the rock types verified.

## DRILLING

Brigadier has not completed any drilling on the Property. The diamond drilling that has been in the area of the Property is described in Section 6.0 Property History.

## SAMPLE PREPARTION, ANALYSIS AND SECURITY

Brigadier has not collected any samples from the property.

## DATA VERIFICATION

The data presented in the Boyer Lake Technical Report came primarily from the assessment files at the Kenora Resident Geologist's Office. The authors can verify that the information has been presented accurately as reported in those files and reports.

There were no limitations placed on the Author in conducting the verification of the data. The majority of the data relied upon was modern data completed by qualified persons. The author is of the opinion that these data sets were adequate for the completion of the technical report.

## ADJACENT PROPERTIES

The historic Giant prospect consisting of the Giant East and West shaft and an adit is adjacent to the Boyer Lake Property (Figure 6). This prospect was operated from 1897 to 1905 (Thomson 1933). The gold bearing an east-west quartz vein hosted within a shear zone proximal to porphyries. Delisle (1990) reports that an ore shoot was mined and sent to Goldrock. Manitou Gold completed 3 diamond drill holes in the area of the Giant prospect and one hole intersected 1.11 grams per ton gold over 11 metres within sheared and altered metasedimentary rocks with trace to 1% pyrite and pyrrhotite. The other two holes hit sporadic narrow anomalous gold mineralization.

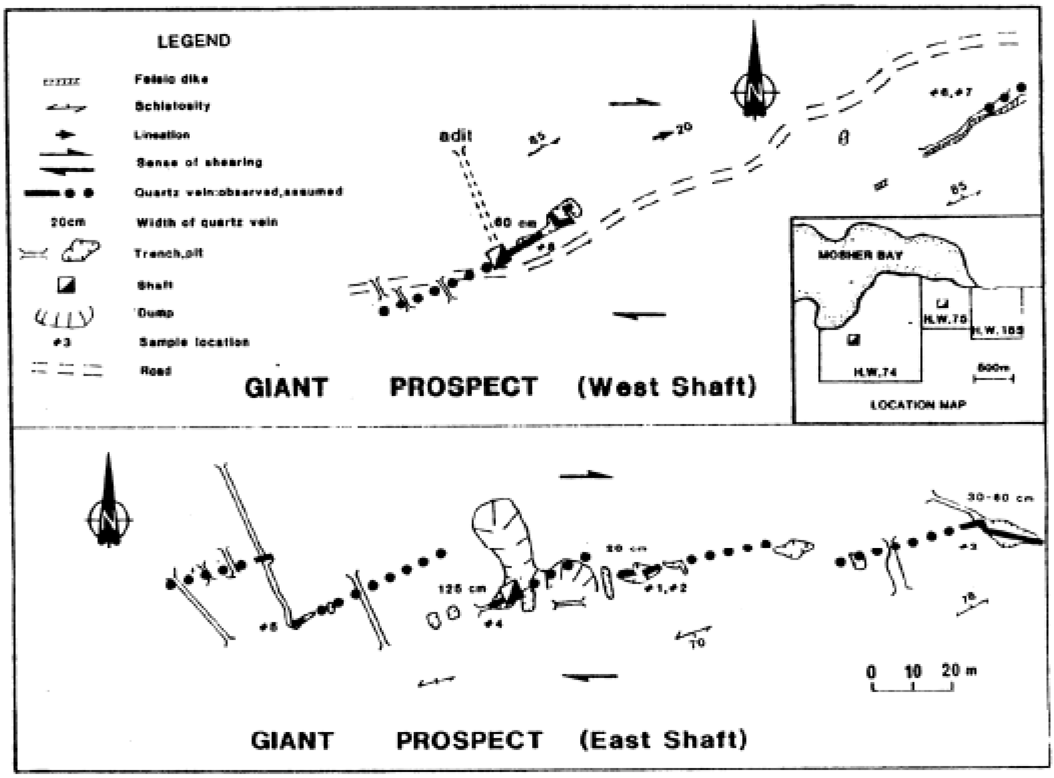


*Figure 6: Giant Prospect (Delisle 1990)*

## INTERPRETATIONS AND CONCLUSIONS

The previous work on the Boyer Lake Property has defined the presence of altered sediments with porphyry intrusions and the Sunshine Lake gold occurrence. Exploration on the adjoining properties have located gold mineralization also associated with altered sediments and porphyry intrusions.

Additional zones of gold mineralization or extensions of the known mineralization have not been thoroughly evaluated. Logging roads and trails are now cross the Boyer Lake Property and allow for better access.

The Boyer Lake Property has not had adequate exploration to fully evaluate the potential of economic gold mineralization.

## RECOMMENDATIONS

A budget of **$27,000.00** is required to evaluate the potential of economic gold mineralization on the Boyer Lake Property. It is recommended that Brigadier complete an exploration program comprised of:

- Prospecting and mapping to assess the potential of the presence of extensions gold zones to the known gold mineralization both on and adjacent the Boyer Lake Property.
- A geological evaluation of the Sunshine Lake gold occurrence to help determine the controls and alteration.

It is the opinion of the authors that the Boyer Lake Property is of sufficient merit to justify the proposed exploration program.

**PROPOSED BUDGET**

| | |
|---|---|
| Prospecting | |
| 1 Geologist @ $600/day for 10 days | 6,000 |
| 1 Prospector @ $400/day for 10 days | 4,000 |
| Travel to Boyer Lake Property | 3,000 |
| Room, Board, and ATV | 4,000 |
| Assays 70 @ $20 / sample | 1,400 |
| Supplies | 1,600 |
| Report and Maps | 4,000 |
| Contingencies | 3,000 |
| **Total** | **$27,000** |

## SIGNIFICANT ACQUISITIONS AND DISPOSITIONS

Pursuant to the close of Arrangement 1, the Company acquired Brigadier, Battalion, and Hussar, and as such financial statements are required under National Instrument 41-101.

## MATERIAL TRENDS, COMMITMENTS, EVENTS AND UNCERTAINTIES

Our management does not know of any trend, commitment, event or uncertainty that is reasonably expected to have a material effect on our business, financial condition or results of operations.

## HISTORY AND BUSINESS DEVELOPMENT

| Date | Company | Details |
|---|---|---|
| August 13, 2014 | Brigadier | • Incorporation |
| August 14, 2014 | Battalion | • Incorporation |
| August 19, 2014 | Brigadier | • $0.005 founder's shares – 2,000,000 shares issued to Antonius Capital Corp. |
| August 20, 2014 | Hussar | • Incorporation<br>• $0.005 founder's shares – 2,000,000 shares issued to Antonius Capital Corp. |
| August 20, 2014 | Battalion | • $0.005 founder's shares – 2,000,000 shares issued to Antonius Capital Corp. |
| August 26, 2014 | Hussar | • $0.005 financing – 500,000 shares issued to 0733403 B.C. Ltd. |
| August 26, 2014 | Battalion | • $0.005 financing – 500,000 shares issued to 0733403 B.C. Ltd. |
| August 26, 2014 | Brigadier | • $0.005 financing – 500,000 shares issued to 0733403 B.C. Ltd. |

| | | |
|---|---|---|
| September 2, 2014 | Brigadier | • Entered into Arrangement Agreement with Brigadier Resource Corp. and Voltaire |
| September 8, 2014 | Battalion | • Entered into Arrangement Agreement with Battalion Voltaire |
| September 16, 2014 | Battalion | • $0.02 financing – 2,050,000 shares issued to various investors |
| September 16, 2014 | Hussar | • $0.02 financing – 1,200,000 shares issued to various investors |
| September 16, 2014 | Brigadier | • $0.02 financing – 2,050,000 shares issued to various investors |
| September 24, 2015 | Brigadier | • Entered into and immediately rescind property option agreement and corresponding share issuance |
| October 6, 2014 | Brigadier | • Entered into debt conversion agreement with P. Green and Bacchus<br>• Issued 100,000 shares at a deemed price of $0.02 per share for payment of $2,000 invoice |
| October 9, 2014 | the Company | • Incorporation<br>• $0.001 founder's shares – 10,000 shares issued to Voltaire Services Corp. |
| October 29, 2014 | the Company | • Appointed Computershare Investor Services Inc. as transfer agent |
| November 20, 2014 | the Company | • Entered into Arrangement Agreement with Brigadier and Voltaire |
| November 20, 2014 | Brigadier | • Entered termination agreement – terminate September 2, 2014 arrangement agreement with Brigadier Resource Corp. and Voltaire<br>• Entered Arrangement Agreement between Brigadier, the Company and Voltaire with Property Option Agreement attached as schedule "B"<br>• Issued 1,700,000 shares to Voltaire at a deemed price of $0.02 per share pursuant to Property Option Agreement |
| November 20, 2014 | the Company | • Entered Arrangement Agreement between Brigadier, the Company and Voltaire |
| November 24, 2014 | Hussar | • $0.02 financing – 2,158,000 shares issued to various investors |
| November 24, 2014 | Brigadier | • $0.02 financing – 4,663,000 shares issued to various investors |
| December 5, 2014 | the Company | • Appoint audit committee – Karl Antonius, Jon Sherron, and Nancy La Couvee<br>• Adopt audit committee charter<br>• Approve Exchange listing |
| December 8, 2014 | Brigadier | • $0.02 financing – 100,000 shares issued to investor |
| December 10, 2014 | Brigadier | • $0.02 financing – 1,500,000 shares issued to investors |
| January 5, 2015 | Brigadier | • Court granted Final Order for Arrangement 2 |

| | | |
|---|---|---|
| January 23, 2015 | Battalion | • $0.02 financing – 5,363,000 shares issued to various investors |
| March 6, 2015 | Brigadier | • $0.20 financing – 469,250 shares issued to investors |
| March 23, 2015 | Brigadier | • Entered into Rescission Agreement with K. Klym and return $4,000 investment to purchase 20,000 Common shares at $0.20 per share |
| April 15, 2015 | Brigadier, Battalion, and Hussar | • Entered into Arrangement Agreement between Battalion and Hussar and Brigadier |
| April 15, 2015 | Brigadier | • Entered into Brooks Lake Property Option Agreement with Voltaire<br>• Issued 100,000 Common shares to Voltaire at a deemed price of $0.20 per Common share<br>• Entered into Boyer Lake Property Option Agreement with Voltaire<br>• Issued 100,000 Common shares to Voltaire at a deemed price of $0.20 per Common share<br>• Entered into Surprise Lake Property Option Agreement with Voltaire<br>• Issued 100,000 Common shares to Voltaire at a deemed price of $0.20 per Common Share |
| April 16, 2015 | Battalion | • $0.02 financing – 466,250 shares issued to various investors |
| April 16, 2015 | Hussar | • $0.20 financing – 395,500 shares issued to various investors |
| April 17, 2015 | Brigadier | • $0.20 financing – 15,000 shares issued to an investor |
| April 21, 2015 | Hussar | • Approved calling of the special meeting of the shareholders<br>• Set record date to be April 20, 2015 |
| April 21, 2015 | Battalion | • Approved calling of the special meeting of the shareholders<br>• Set record date to be April 20, 2015 |
| May 1, 2015 | Battalion | • Held special meeting of the shareholders requested approval of Arrangement 1<br>• Received shareholder approval of Arrangement 1 |
| May 1, 2015 | Hussar | • Held special meeting of the shareholders requested approval of Arrangement 1<br>• Received shareholder approval of Arrangement 1 |
| May 6, 2015 | Brigadier | • Court granted Final Order for Arrangement 1 |
| May 21, 2015 | Battalion | • Approved Termination Agreement with Voltaire and Brigade Resource Corp. |
| May 22, 2015 | Brigadier, Battalion, and Hussar | • Closed Arrangement 1<br>• Battalion and Hussar become wholly-owned subsidiaries of Brigadier |

| | | |
|---|---|---|
| May 22, 2015 | the Company | • Appointed audit committee - Karl Antonius, Glenn Little, and Jon Sherron<br>• Adopted stock option plan<br>• Issued stock options to principals |
| July 6, 2015 | Brigadier and the Company | • Closed Arrangement 2<br>• Brigadier, Battalion, and Hussar become the wholly-owned subsidiaries of the Company |

## TOTAL FUNDS AVAILABLE, BREAKDOWN OF FUNDS AND PRINCIPAL PURPOSES FOR WHICH FUNDS WILL BE USED

The Company and its wholly owned subsidiaries currently have $330,000 in working capital available to fund its business objectives as set out herein.

If it is unsuccessful in raising additional capital and generating revenue, the Company's management believes that it has sufficient working capital to operate for 12 months. The following table describes how the Company will spend its current working capital if it does not raise additional capital or generate revenues within 12 months:

| Expense | $ |
|---|---|
| General and Administrative | 60,000 |
| Professional Fees | 25,000 |
| Listing, Filing Fees, Regulatory | 30,000 |
| Salaries | 24,000 |
| Consultants | 36,000 |
| Directors Fees | 12,000 |
| Travel and Investor Relations | 10,000 |
| Surprise Lake Property – Phase 1 Work Program | 50,000 |
| Joyce River Property Claim Maintenance | 10,000 |
| Boyer Lake Property Claim Maintenance | 10,000 |
| Brooks Lake Property Claim Maintenance | 25,000 |
| **TOTAL** | **292,000** |

Based on the Company's current working capital of $330,000, it plans to achieve the following milestones:

| | Business Objective | Estimated Time Period | Approximate Allocation of Available Funds ($) |
|---|---|---|---|
| 1. | Obtain Exchange Listing | 3 months | 50,000 |
| 2. | Recruit Full Time Geologist;<br>Surprise Lake Property – Complete Phase 1 Work Program | 3 months | 10,000<br>90,000 |
| 3. | Surprise Lake Property – Evaluate Phase 1 Work Program;<br>Complete Private Placement; | 3 months | 50,000 |

| | Business Objective | Estimated Time Period | Approximate Allocation of Available Funds ($) |
|---|---|---|---|
| | Update Exploration Program based on Surprise Lake Property Phase 1 Work Program Evaluation; | | 15,000<br>50,000 |
| 4. | Evaluate other potential mineral properties;<br>Maintain secondary properties in good standing;<br>Evaluate feasibility of Surprise Lake Property – Phase 2 Work Program | 3 months | 10,000<br>25,000 |
| | **TOTAL** | | **300,000** |

### ADDITIONAL CAPITAL

The Exchange rules provide that listed issuers may not offer a private placement at a price per share lower than the greater of: (a) $0.05; and (b) the closing market price of the share on the Exchange on the trading day prior to the earlier of: (i) the dissemination of a news release disclosing the private placement; and (ii) the posting of notice of the proposed private placement, less a discount which may not exceed the amount set forth below:

| Closing Price | Discount |
|---|---|
| Up to $0.50 | 25% (subject to a minimum price of $0.05) |
| $0.51 to $2.00 | 20% |
| Above $2.00 | 15% |

Every private placement offered by the Company will be priced in the range between market price and the lowest price permitted pursuant to Exchange rules.

Even though the Company plans to raise capital through equity or debt financing, the latter may not be a viable alternative for funding as operations do not have sufficient assets to secure any such debt financing. It is likely that any additional funding will be in the form of equity financing from the sale of Common Shares. However, there is no assurance that the Company will be able to raise sufficient funds from the sale of Common Shares to fund planned business expansion.

## BUSINESS OBJECTIVES AND PLAN OF OPERATIONS

### BUSINESS OBJECTIVES

The Company has now successfully met the following business objectives:

1. Acquired Brigadier, Battalion and Hussar by virtue of Arrangement 1;

2. Entered into four property option agreements including the Joyce River Property, the Surprise Lake Property, the Brooks Lake Property and the Boyer Lake Property; and

3. Accumulated approximately $330,000 in working capital through its subsidiaries, which is sufficient to finance its next 12 months of operations and meet the financial qualification for listing on the Exchange.

In order for it to be able to develop its business in the next six months, the Company plans to achieve the following:

1. Apply for and obtain listing on the Exchange;

2. Recruit a full-time geologist and complete a phase 1 work program on the Surprise Lake Property;

3. Evaluate the results of the phase 1 work program on the Surprise Lake Property;

4. Complete a private placement of between $400,000 and $750,000 in order to continue to explore and develop existing properties and evaluate new properties.

Management of the Company believes that the Company's current working capital is sufficient to accomplish these objectives.

The Company's short term business objectives are to: (i) to apply to become a listed company on the Exchange; (ii) to continue development efforts on the Company's mineral projects with primary focus on the Surprise Lake Property; (iii) to complete a private placement of between $400,000 and $750,000 after the Company is listed on the Exchange; and (iv) to continue to evaluate and explore other mineral properties for potential acquisition or option.

## SELECTED CONSOLIDATED FINANCIAL INFORMATION

## ANNUAL INFORMATION

The following tables set out certain financial information for the Company's wholly-owned subsidiary, Brigadier, for the period from incorporation on August 13, 2014 to the year end of March 31, 2015 and for the Company for the period from incorporation on October 9, 2014 to the year end of March 31, 2015. The financial statements for Brigadier for the period from incorporation on August 13, 2014 to the year end of March 31, 2015 are included in this Prospectus under the heading entitled "Financial Statement Disclosure" herein.

***The information provided in this section is qualified in its entirety by the financial statements included under the heading entitled "Financial Statement Disclosure" in this Prospectus. Reference should be made to those financial statements.***

**<u>Brigadier</u>**

| | **Period from incorporation to March 31, 2015 $** |
|---|---|
| Total earnings | 0 |
| Total expenses | 120,883 |
| Net loss and comprehensive loss for the period | (159,883) |
| Loss per share, basic and diluted | (0.02) |
| Weighted average shares outstanding | 8,838,527 |
| Total Assets | 162,727 |
| Total Liabilities | 18,000 |

**The Company**

| | Period from incorporation to March 31, 2015<br>$ |
|---|---|
| Total earnings | 0 |
| Total expenses | 4,625 |
| Net loss and comprehensive loss for the period | (4,625) |
| Loss per share, basic and diluted | 0.46 |
| Weighted average shares outstanding | 10,000 |
| Total Assets | 10 |
| Total Liabilities | 4,625 |

**Battalion**

| | Period from incorporation to March 31, 2015<br>$ |
|---|---|
| Total earnings | 0 |
| Total expenses | 88,928 |
| Net loss and comprehensive loss for the period | (88,928) |
| Loss per share, basic and diluted | (0.02) |
| Weighted average shares outstanding | 5,745,060 |
| Total Assets | 165,082 |
| Total Liabilities | 2,000 |

**Hussar**

| | Period from incorporation to March 31, 2015<br>$ |
|---|---|
| Total earnings | 0 |
| Total expenses | 49,189 |
| Net loss and comprehensive loss for the period | (49,189) |
| Loss per share, basic and diluted | (0.01) |
| Weighted average shares outstanding | 4,195,219 |
| Total Assets | 117,196 |
| Total Liabilities | 2,625 |

## DIVIDENDS OR DISTRIBUTIONS

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

## MANAGEMENT'S DISCUSSION AND ANALYSIS

The MD&A of Brigadier should be read in conjunction with the Financial Statements and the disclosure contained in this Prospectus. The discussions of results are as at March 31, 2015. The MD&A of Brigadier is attached as Schedule A to this Prospectus

The Financial Statements and the financial data derived therefrom and included in this Prospectus are prepared in accordance with IFRS and are reported in Canadian dollars.

## CONSOLIDATED CAPITALIZATION

The following table summarizes the Company's consolidated capitalization as of the date of this Prospectus:

| Designation of Security | Number of Shares Authorized | Number of Shares Issued and Outstanding |
|---|---|---|
| Common Shares | Unlimited | 30,660,000 |

For further details about the Company's issued securities, see the section titles "Prior Sales" below.

## OPTIONS TO PURCHASE SECURITIES

As of the date of this Prospectus, there are 1,300,000 outstanding options to purchase Shares in the Company's authorized capital.

## DESCRIPTION OF THE SECURITIES

### AUTHORIZED CAPITAL

*Common Shares.* The Company's authorized capital consists of an unlimited number of Common Shares, of which 30,660,000 are issued and outstanding as at the date of this Prospectus. Holders of the Company's Common Shares are entitled to vote at all meetings of its common shareholders declared by its directors and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Common Shares (of which none currently exist), to participate rateably in any distribution of the Company's property or assets upon the liquidation, winding-up or other.

*Options.* The following table summarizes the common share purchase options outstanding in the Company's authorized capital as of the date of this Prospectus:

| Date of grant | Aggregate options granted | Exercise price | Expiry date |
|---|---|---|---|
| May 22, 2015 | 1,300,000 | $0.20 | May 22, 2020 |
| **TOTAL** | **1,300,000** | | |

*Warrants.* The Company has not issued any warrants to date.

**PRIOR SALES**

The table below sets out the prior sales of common shares in the Company and its wholly-owned subsidiary, Brigadier, from its date of incorporation on August 13, 2014 to the date of this Prospectus, and Brigadier's wholly-owned subsidiaries, Battalion and Hussar, from each company's date of incorporation to the date of this Prospectus, including the shares issued under Arrangement 2, which closed on May 22, 2015:

| Date of issuance | Type of security issued | Number of securities issued | Price per security | Value received | Type of transaction |
|---|---|---|---|---|---|
| August 19, 2014 | Common Shares | 2,000,000 | $0.005 | $10,000 | Cash |
| August 20, 2014 | Common Shares | 4,000,000 | $0.005 | $20,000 | Cash |
| August 26, 2014 | Common Shares | 1,500,000 | $0.005 | $7,500 | Cash |
| September 16, 2014 | Common Shares | 5,300,000 | $0.02 | $106,000 | Cash |
| October 6, 2014 | Common Shares | 100,000 | $0.02 | $0 | Debt Conversion |
| November 20, 2014 | Common Shares | 1,700,000 | $0.02 | $0 | Initial Payment of Property Option Agreement Shares |
| November 24, 2014 | Common Shares | 4,663,000 | $0.02 | $93,260 | Cash |
| December 8, 2014 | Common Shares | 100,000 | $0.02 | $2,000 | Cash |
| December 10, 2014 | Common | 1,500,000 | $0.02 | $30,000 | Cash |

| Date of issuance | Type of security issued | Number of securities issued | Price per security | Value received | Type of transaction |
|---|---|---|---|---|---|
| | Shares | | | | |
| January 23, 2015 | Common Shares | 7,521,000 | $0.02 | $150,420 | Cash |
| March 6, 2015 | Common Shares | 449,250 | $0.20 | $89,850 | Cash |
| March 26, 2015 | Common Shares | 250,000 | $0.02 | $5,000 | Cash |
| April 15, 2015 | Common Shares | 300,000 | $0.20 | $0 | Initial Payment of Property Option Agreement Shares |
| April 16, 2015 | Common Shares | 861,750 | $0.20 | $172,350 | Cash |
| April 17, 2015 | Common Shares | 15,000 | $0.20 | $3,000 | Cash |
| July 6, 2015 | Common Shares | 400,000 | $0.20 | $0 | Exchange Shares Issued Pursuant to Arrangement 2 Closing |
| Total | | 30,660,000 | | 689,380 | |

**SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER**

We have entered into the following Stock Restriction Agreements:

1. Stock Restriction Agreement with Antonius Capital Corp. dated June 6, 2015;
2. Stock Restriction Agreement with Voltaire Services Corp. dated June 6, 2015;
3. Stock Restriction Agreement with Glenn Little dated June 6, 2015;
4. Stock Restriction Agreement with the Voltaire Controlling Shareholder dated June 6, 2015;

All of the named persons have agreed that until they either sell all the shares that are the subject of the Stock Restriction Agreement, or one year from the date on which the Company's securities are listed on the Exchange (whichever is earlier), they will not transfer or otherwise dispose of their Common Shares without the Company's prior written consent, except that, other than for Voltaire Controlling Shareholder, the following automatic timed releases will apply to such Common Shares:

| Date of Automatic Timed Release | Amount of Shares Released |
|---|---|
| On the Listing Date | 1/10 of the Shares held |
| 6 months after the Listing Date | 1/6 of the remainder of the Shares held |
| 12 months after the Listing Date | 1/5 of the remainder of the Shares held |
| 18 months after the Listing Date | 1/4 of the remainder of the Shares held |
| 24 months after the Listing Date | 1/3 of the remainder of the Shares held |
| 30 months after the Listing Date | 1/2 of the remainder of the Shares held |
| 36 months after the Listing Date | The remainder of the Shares held |

With respect to the Stock Restriction Agreement entered into with the Voltaire Controlling Shareholder, the following automatic timed releases will apply:

| Date of Automatic Timed Release | Amount of Shares Released |
|---|---|
| 3 months after Listing Date | 10% of the Shares held |
| 6 months after Listing Date | 20% of the remainder of the Shares held |
| 12 months after Listing Date | 20% of the remainder of the Shares held |
| 18 months after Listing Date | 20% of the remainder of the Shares held |
| 24 months after Listing Date | The remainder of the Shares held |

The above stock restrictions will not apply to a transfer of the Shares:

(a) to any of the Company’s directors, officers, employees or consultants;
(b) to us, pursuant to a redemption initiated by us;
(c) during the shareholder’s lifetime or on the Shareholder’s death by will or intestacy to the shareholder’s beneficiaries or a trust for the benefit of the shareholder’s beneficiaries (for purposes of this Stock Restriction Agreement, “beneficiary” means the shareholder and the immediate family of the shareholder, including any relation by blood, marriage or adoption and no more remote than a first cousin); or
(d) if the shareholder is an entity, a transfer made as a distribution solely to a member, partner, or stockholder of such Shareholder,

so long as the transferee executes a joinder to the stock restriction agreement and any other agreements reasonably required us, pursuant to which such transferee(s) agree to be bound by the terms and conditions of the stock restriction agreement.

The following table sets out information on the number of Common Shares held by each holder that are subject to the terms of the Stock Restriction Agreement:

| Holders of Restricted Shares | Number of Restricted Shares | Percentage of Class[(2)(3)] |
|---|---|---|
| Antonius Capital Corp.[(1)] | 7,000,000 | 23% |
| Voltaire Services Corp.[(1)] | 2,000,000 | 7% |
| Glenn Little | 1,450,000 | 5% |
| **TOTAL** | 10,450,000 | 35% |

(1) *Karl Antonius is the Controlling Shareholder.*
(2) *Based on* 30,660,000 *Common Shares issued and outstanding as of the date of this Prospectus*.
(3) *All percentages are rounded to the nearest whole number*.

## PRINCIPAL SHAREHOLDERS

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

| Name | Ownership | Number of Common Shares | Percentage of Class [(1)] |
|---|---|---|---|
| Antonius Capital Corp.[(2)] | Of record and beneficially | 7,000,000 | 23% |
| Voltaire Services Corp.[(2)] | Of record and beneficially | 2,000,000 | 7% |
| Glenn Little | Of record and beneficially | 1,450,000 | 5% |
| Karl Antonius | Of record and beneficially | 300,000 | 0.1% |
| **TOTAL** | | 10,750,000 | 35.10% |

(1) *Based on* 30,660,000 *Common Shares issued and outstanding as of the date of this Prospectus.*
(2) *Karl Antonius is the Controlling Shareholder.*

## DIRECTORS AND EXECUTIVE OFFICERS

### NAME, OCCUPATION AND SECURITY HOLDINGS

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

| Name of Nominee, Current Position, and Province and Country of Residence | Position Held Since [1] | Common Shares Beneficially Owned or Controlled | Number of Convertible or Exchangeable Securities Outstanding | Total number of Common Shares Beneficially Owned or Controlled and Convertible or Exchangeable Securities Outstanding |
|---|---|---|---|---|
| **Karl Antonius**[2]<br>*CEO, President and Director*<br>Vancouver, Canada | October 9, 2014 | 9,300,000 | 500,000 Options | 9,800,000 |
| **Bao Huo**<br>*CFO*<br>Vancouver, Canada | May 22, 2015 | Nil | 200,000 Options | 200,000 |
| **Glenn Little**[2]<br>*Director*<br>Langley, Canada | March 10, 2015 | 1,450,000 | 400,000 Options | 1,850,000 |
| **John Sherron**[2]<br>*Director*<br>West Vancouver, Canada | May 22, 2015 | Nil | 200,000 Options | 200,000 |

*(1) Term of office expires upon holding the first annual meeting of shareholders.*
*(2) Audit committee member.*

**MANAGEMENT**

The directors and officers of the Company intend to dedicate the following percentages of their time to the affairs of the Company: Karl Antonius (70%); Glenn Little (10%); Jon Sherron (10%); and Bao Huo (10%).

As of the date of this Prospectus, none of the directors or officers have signed non-compete or non-disclosure agreements with the Company – see "Conflicts of Interest" below.

All of the aforementioned directors and officers are considered independent contractors of the Company.

**KARL ANTONIUS, PRESIDENT, CHIEF EXECUTIVE OFFICER, AND DIRECTOR**

Mr. Antonius, age 47, is a businessman and from October 2002 to February 2010, he was President of Antonius Capital Inc. He is also the President of Ritterkreuz Capital Ltd., a private consulting company that offers financing, investor relations and corporate finance consulting services. From November 2007 to January 2013, he was director of Brandenburg Energy Corp. From February 2008 to January 2013 he was the President & CEO of Brandenburg Energy Corp. From January 2006 to June 2009, he was the director of Mandalay Resources Corporation and from January 2006 until May 2008, he was the Chief Executive Officer and President of Mandalay Resources Corporation. From February 2011 to February 2014, he has acted as a director of Jagercor Energy Corp. (formerly Mager Metal Corp.), an exploration company listed on the Exchange.

In his capacity as President, CEO, and a director, Mr. Antonius will manage the overall operations of the Company, oversee policy and corporate governance with respect to corporate communications and risk management, provide general oversight for actions of the Company's employees, officers and directors, act as regulatory compliance liaison for the company, and chair meetings of the Company's shareholders, the Board of Directors, and the audit committee. Mr. Antonius will also coordinate the Company's ongoing communications with professionals (including accountants, auditors, lawyers, tax authorities and transfer agents) on corporate and securities compliance matters.

**BAO HUO, CHIEF FINANCIAL OFFICER**

Bao Huo, age 28, has worked on various Canadian and U.S. public corporations in the areas of accounting, financial reporting, and regulatory compliance. Mr. Huo holds a Bachelor of Science Degree and a Diploma in Accounting Degree from the University of British Columbia. Mr. Huo has been involved in the financings and acquisitions of public companies listed on the TSX Venture Exchange and is currently the CFO of Corazon Gold Corp., a junior mining company listed on the TSX Venture Exchange.

In his capacity as CFO Mr. Huo will be responsible for managing the overall operations of the Company, including accounting and compliance functions. He will provide financial review and oversight in connection with the preparation and filing of financial documents and records.

**GLENN LITTLE, DIRECTOR**

Mr. Little, age 60, brings extensive business, corporate development and public company experience. He has been Chief Executive Officer, Chief Financial Officer and Director of Grenadier Resource Corp. (CSE:GAD) since December 2014 and previously provided Corporate Development services for that company from September 2014. Mr. Little was founder and previously served as CEO, CFO and Manager of Corporate Development for Exchange-listed Intelimax Media Inc. (now DraftTeam Fantasy Sports Inc. (CSE:DFS) from 2006 until 2012. From 1999 to 2005, Mr. Little was Director and provided Corporate Development services for Stream Communications Network & Media Inc. (formerly Trooper Technologies Inc., or "Trooper"), a cable television service provide which raised approximately US $20 million in debt and equity financing. Mr. Little was founder and director, and from 1993 to 1999 served as Vice President of Trooper, a TSX Venture Exchange listed company operating in the environmental waste management sector. Mr. Little is currently a director of Brigadier Exploration Corp. and Brigade Resource Corp. since March of 2015.

Mr. Little will help oversee policy and corporate governance with respect to corporate communications, risk management and act as a member of the Company's audit committee.

**JON SHERRON, DIRECTOR**

Mr. Sherron, age 45, brings more than 20 years of senior management experience in various industries including investments, beverages and real estate. From 2009 to present, Mr. Sherron has acted as Vice President of EDI Inc., an investment company which he established, which has a portfolio of funds focused on the commercial real estate industry. His experience in sales, marketing and branding has driven profitable growth for some of the most recognizable brands in the world including SABMiller, MolsonCoors, Constellation and Diageo. Prior to establishing EDI Inc., Mr. Sherron held management roles at the Gallo Winery and Coors Brewing Company. He was Vice President of a leading beverage distributor and sat on the board of directors of the Montana Beer and Wine Wholesalers Association. Mr. Sherron holds a Bachelors of Science degree from Montana State University.

Mr. Sherron will help oversee policy and corporate governance with respect to corporate communications, risk management and act as a member of the Company's audit committee.

**TERM OF OFFICE OF DIRECTORS**

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

## AGGREGATE OWNERSHIP OF SECURITIES

As at the date of this Prospectus, the directors and executive officers of the Company as a group beneficially own, directly or indirectly, or exercise control over 10,750,000 Shares collectively representing 35.10% of the 30,660,000 issued and outstanding Shares.

## CONFLICTS OF INTEREST

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

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

# CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

## CEASE TRADE ORDERS

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

(i) was subject to an order that was issued while the director or executive officer was acting in the capacity of a director, the chief executive officer or the chief financial officer thereof; or

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

## BANKRUPTCIES

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

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

(ii) has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder; and

(iii) Glenn Little filed a Division II Consumer Proposal on December 17, 2013 and a Trustee was appointed on January 1, 2014. The court and creditors accepted the proposal.

## PENALTIES OR SANCTIONS

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

(i) any penalties or sanctions imposed by a court relating to provincial and territorial securities legislation or by a provincial and territorial securities regulatory authority or has entered into a settlement with a provincial and territorial securities regulatory authority; or

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

## ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS OR COMPANIES

Investors are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

# EXECUTIVE COMPENSATION

## COMPENSATION DISCUSSION AND ANALYSIS

The Company is a junior exploration company and as such and has an informal compensation program and strategy. The Company's management team is committed to developing the business of the Company and will establish a formal compensation program once it begins generating sufficient revenues or financing opportunities to sustain operations.

No compensation excluding incentive stock options has been paid to the Company's directors in their capacity as directors of the Company, in their capacity as members of a committee of the Board of Directors or as consultants or experts.

The Company relies on its Board of Directors to determine the executive compensation that is to be paid to its NEO's. The Company does not have a formal compensation program with set benchmarks; however, the performance of each executive is considered along with the Company's ability to pay compensation and its results of operation for the period. The Company's NEOs have not received any compensation excluding incentive stock options since being appointed to their positions with the Company.

The compensation excluding securities paid to each NEO and director by either the Company or its wholly-owned subsidiary, Brigadier, since incorporation is as set out in the following table:

| Table of compensation excluding compensation securities | | | | | | | |
|---|---|---|---|---|---|---|---|
| **Name and position** | **Year** | **Salary, consulting fee, retainer or commission ($)** | **Bonus ($)** | **Committee or meeting fees ($)** | **Value of perquisites ($)** | **Value of all other compensation ($)** | **Total compensation ($)** |
| **Karl Antonius**[1] *Director, President, CEO* | 2014 - 2015 | Zero | Zero | Zero | Zero | Zero | Zero |
| **Bao Huo** *CFO* | 2015 | Zero | Zero | Zero | Zero | Zero | Zero |
| **Glenn Little**[1] *Director* | 2015 | Zero | Zero | Zero | Zero | Zero | Zero |
| **Jon Sherron**[1] *Director* | 2015 | Zero | Zero | Zero | Zero | Zero | Zero |

*(1) Audit committee member.*

The compensation of securities paid to each NEO and director by either the Company or its wholly-owned subsidiary, Brigadier, since incorporation is set out in the following table:

| Compensation Securities | | | | | |
|---|---|---|---|---|---|
| **Name and position** | **Type of compensation security** | **Number of compensation securities, number of underlying securities, and percentage of class** | **Date of issue or grant** | **Issue, conversion or exercise price ($)** | **Expiry date** |
| **Karl Antonius**[1] *Director, President, CEO* | Options | 500,000 options, 500,000 Common Shares, 1.6% of the Common Shares[2] | May 22, 2015 | 0.20 | May 22, 2020 |
| **Bao Huo** *CFO* | Options | 200,000 options, 200,000 Common Shares, 0.6% of the Common Shares[2] | May 22, 2015 | 0.20 | May 22, 2020 |
| **Glenn Little**[1] *Director* | Options | 400,000 options, purchase 400,000 Common Shares, 1.3% of the Common Shares[2] | May 22, 2015 | 0.20 | May 22, 2020 |

| | | | | | |
|---|---|---|---|---|---|
| **Jon Sherron**(1) *Director* | Options | 200,000 options, 200,000 Common Shares, 0.6% of the Common Shares(2) | May 22, 2015 | 0.20 | May 22, 2020 |

*(1) Audit committee member.*
*(2) The exercised options represent a percentage of class based on 31,960,000 issued and outstanding Common Shares on fully diluted basis.*

No options have been exercised by the Company's NEOs or directors to the date of this prospectus.

## INCENTIVE PLAN AWARDS

The Company adopted a stock option plan as of May 22, 2015 (the "**Plan**"). The purpose of the Plan is to attract and retain Directors, Officers, Employees and Consultants and to motivate them to advance the interests of the Company by affording them with the opportunity to acquire an equity interest in the Company through options granted under the Plan to purchase Shares.

Unless authorized by the shareholders of the Company, the Plan, together with all of the Company's other previously established or proposed stock options, stock option plans, employee stock purchase plans or any other compensation or incentive mechanisms involving the issuance or potential issuance of shares, shall not result, at any time, in the number of shares reserved for issuance pursuant to options exceeding 10% of the issued and outstanding shares as at the date of grant of any option under the Plan. For further information about the Plan, please visit www.sedar.com.

## PENSION PLAN BENEFITS

Neither the Company nor its wholly-owned subsidiary, Brigadier, currently provides any pension plan benefits to its executive officers, directors or employees.

## EMPLOYMENT AGREEMENTS AND TERMINATION AND CHANGE OF CONTROL BENEFITS

There are no compensatory plans or arrangements 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 named executive officers' responsibilities following a Change of Control. Neither the Company nor its wholly-owned subsidiary, Brigadier, has granted any termination or change of control benefits. In case of termination of named executive officers, common law and statutory law applies.

## DIRECTOR COMPENSATION

There are no other arrangements from those disclosed above under which directors were compensated by the Company or its wholly-owned subsidiary, Brigadier, to the date of this Prospectus.

## TERMINATION AND CHANGE OF CONTROL BENEFITS

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

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

### AGGREGATE INDEBTEDNESS

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

## AUDIT COMMITTEE AND CORPORATE GOVERNANCE

### AUDIT COMMITTEE

The members of the Company's audit committee are Karl Antonius (Chair), Glenn Little and Jon Sherron. The audit committee is responsible for overseeing the Company's financial reporting process on behalf of the Board, including overseeing the work of the independent auditors who report directly to the audit committee.

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

(i) evaluating the performance and assessing the qualifications of the independent directors and recommending to the Board of Directors and the shareholders the appointment of the Company's external auditor;

(ii) determining and approving the engagement of and compensation for audit and non-audit services of the Company's external auditor;

(iii) reviewing the Company's financial statements and management's discussion and analysis of financial condition and results of operations and recommending to the Board of Directors whether or not such financial statements and management's discussion and analysis of financial condition and results of operations should be approved by the Board of Directors;

(iv) conferring with the Company's external auditor and with management regarding the scope, adequacy and effectiveness of internal financial reporting controls;

(v) establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding its accounting controls, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting and auditing matters; and

(vi) reviewing and discussing with management and the independent auditor, as appropriate, the Company's guidelines and policies with respect to risk assessment and risk management, including major financial risk exposure and investment and hedging policies and the steps taken by management to monitor and control the Company's exposure to such risks.

### AUDIT COMMITTEE CHARTER

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

### COMPOSITION OF AUDIT COMMITTEE AND INDEPENDENCE

Under general corporate law, the Company is required to have an audit committee comprised of not less than three directors, a majority of whom are not officers, control persons, employees or affiliates of the Company.

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

A “venture issuer” as defined in NI 52-110 means an issuer that, at the end of its most recently completed financial year, did not have any of its securities listed or quoted on any of the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside of Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

Section 6.1 of NI 52-110 stated that a majority of the members of an audit committee of a venture issuer must not be executive officers, employees or control persons of the venture issuer or of any affiliate of the venture issuer. The Company meets the venture issuer definition and will therefore be in compliance with the audit committee requirements notwithstanding its lack of independent directors.

**RELEVANT EDUCATION AND EXPERIENCE**

NI 52-110 provides that an individual is “financially literate” if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements. All of the members of the Company’s audit committee are financially literate.

Karl Antonius has extensive experience operating companies and overseeing and participating in most areas of the business, including the financing, and corporate departments. Mr. Antonius has considerable experience in the formation of business plans and forecasting. His years of experience forming and managing companies has allowed him to develop an earnest understanding of the interpretation and preparation of financial statements and financial reporting. He has previously served on audit committees of public companies.

Glenn Little has business, corporate development and public company experience. He has been Chief Executive Officer, Chief Financial Officer and Director of various public companies and as such has considerable accounting and financial knowledge. Mr. Little has experience in the formation of business plans and objectives forecasting. His experience with founding and managing companies has allowed him to develop an understanding of the interpretation and preparation of financial statements and financial reporting. Mr. Little is chair of the audit committee of Grenadier Resource Corp.

Jon Sherron has more than 20 years of senior management experience in a number of industries, in which he reviewed and approved financial statements. Mr. Sherron currently sits on the audit committee of Grenadier Resource Corp. (CSE:GAD). Mr. Sherron’s experience managing companies has allowed him to understand the interpretation and preparation of financial statements and financial reporting.

**AUDIT COMMITTEE OVERSIGHT**

The audit committee was originally formed and appointed by the Board of Directors on December 5, 2014 and subsequently amended May 22, 2015. The Board of Directors as a whole carried out the responsibilities of the audit committee prior to that date. The audit committee has not yet made any recommendations concerning the nomination or compensation of the Company’s external auditor, as such auditor was appointed by the Board of Directors.

## RELIANCE ON CERTAIN EXEMPTIONS

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

(a) the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110; or

(b) an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

## PRE-APPROVAL POLICIES AND PROCEDURES

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

## EXTERNAL AUDITOR SERVICE FEES

The following table sets out the audit fees incurred by the Company from its incorporation on October 9, 2014 to March 31, 2015 and its wholly-owned subsidiary, Brigadier, for the fiscal period from its incorporation on July 17, 2014 to March 31, 2015 as well as Brigadier's wholly-owned subsidiaries, Battalion and Hussar from incorporation to March 31, 2015:

| Audit Service Fees | ($) |
|---|---|
| The Company | 2,000 |
| Brigadier | 2,000 |
| Battalion | 2,000 |
| Hussar | 2,000 |
| **Total** | $8,000 |

## CORPORATE GOVERNANCE

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

Pursuant to NI 58-101 the Company is required to disclose its corporate governance practices, as summarized below. The Board of Directors will monitor such practices on an ongoing basis and when necessary implement such additional practices as it deems appropriate.

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

## BOARD OF DIRECTORS

As of the date of this Prospectus, the Board of Directors consists of three directors; Karl Antonius, Glenn Little, and Jon Sherron.

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

At this time Glenn Little and Jon Sherron are considered to be "independent" within the meaning of NI 58-101. Karl Antonius, by reason of holding the offices of President and Chief Executive Officer, is considered to be "non-independent".

**DIRECTORSHIPS**

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

| Name of Director | Other Reporting Issuer | Name of Exchange or Market |
|---|---|---|
| Karl Antonius | Voltaire Services Corp. | Reporting Only |
| Glenn Little | Grenadier Resource Corp. | Canadian Securities Exchange |
| Jon Sherron | Grenadier Resource Corp. | Canadian Securities Exchange |

**ORIENTATION AND CONTINUING EDUCATION**

Each new director of the Company is briefed about the nature of the Company's business, its corporate strategy and current issues within the Company. New directors will be encouraged to review the Company's public disclosure records as filed on SEDAR at www.sedar.com. Directors are also provided with access to management to better understand the operations of the Company, and to the Company's legal counsel to discuss their legal obligations as directors of the Company. Management provides directors with information related to professional development workshops, courses and advises on industry trends and developments.

**ETHICAL BUSINESS CONDUCT**

The Board of Directors is considering implementing a written code of ethical conduct for its directors, officers and future employees. The Board of Directors has not yet had the opportunity to implement such a code as the Company was recently incorporated.

The Board of Directors is also required to comply with the conflict of interest provisions of the *BCA* and relevant securities regulation in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director is required to declare the nature and extent of his or her interest and is not entitled to vote on any matter that is the subject of the conflict of interest. See "*Directors and Executive Officers - Conflicts of Interest*" and "*Risk Factors*".

## NOMINATION OF DIRECTORS

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

## COMPENSATION

At present, the Board of Directors as a whole determines the compensation of the Company's Chief Executive Officer and Chief Financial Officer and does so with reference to industry standards and the financial situation of the Company. The Board of Directors has the sole responsibility for determining the compensation of the directors of the Company.

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

## OTHER BOARD COMMITTEES

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

## ASSESSMENTS

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

# RISK FACTORS

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

## RISKS RELATED TO THE COMPANY

Given the Company's current status as an exploration stage company, there are numerous risk factors that could affect the Company's business prospects and future performance, including the following. Investors should carefully consider the risks described below. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not presently known to the Company, or that the Company currently deems immaterial, may also affect the Company's business prospects and future performance.

## OPERATING HISTORY

The Company has a very limited history of operations and must be considered a start-up. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and an absence of revenues. There is no assurance that the Company will be successful in achieving a return on shareholder investment and the likelihood of success must be considered in light of its early stage of operations. The Company has no intention of paying any dividends in the foreseeable future.

## HIGHLY SPECULATIVE BUSINESS

The nature of the Company's business is highly speculative due to its proposed involvement in the exploration, development and production of minerals. Exploration for minerals involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. There is no assurance that any commercial quantities of ore will be discovered by the Company. The commercial viability of a mineral deposit, if discovered, depends upon a number of factors including the particular attributes of the deposit (principally size and grade), the proximity to infrastructure, the impact of mine development on the environment, environmental regulations imposed by various levels of government and the competitive nature of the industry which causes base metal prices to fluctuate substantially over short periods of time. Most of these factors are beyond the control of the Company. Mineral exploration and development are highly speculative and few properties that are explored are ultimately placed into commercial production.

## INSUFFICIENT RESOURCES OR RESERVES

Substantial additional expenditures will be required to establish the commercial viability of extraction of minerals and to develop processes for such extraction. No assurance can be given that minerals will be discovered insufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis or at all.

## NEGATIVE CASH FLOW

The Company generates no operating revenue from the exploration and development activities on its property interests and has negative cash flow from operating activities. The Company anticipates that it will continue to have negative cash flow until such time that commercial production is achieved at a particular project. To the extent that the Company has negative operating cash flows in future periods in excess of the amounts disclosed above in the use of proceeds, it may need to deploy a portion of its existing working capital to fund such negative cash flow.

## BARRIERS TO COMMERCIAL PRODUCTION

The Company will rely upon consultants and others for construction and operating expertise. The economics of developing mineral properties are affected by many factors including, but not limited to, the cost of operations, grade of ore, fluctuating mineral markets, costs of processing equipment, competition, extensions on licenses and other factors such as government regulations, including regulations relating to title to mineral concessions, royalties, allowable production, importing and exporting of minerals and environmental protection. Many of the above factors are beyond the control of the Company. Depending on the price of minerals produced, the Company may determine that it is impractical to either commence or continue commercial production.

## GOING CONCERN AND NEED FOR ADDITIONAL CAPITAL

The exploration and development of a property may require substantial additional financing. Failure to obtain sufficient financing may result in the delay or indefinite postponement of exploration, development or production on a property and affect the Company's ability to continue as a going concern. The Company will also require additional funding to acquire further property interests. The ability of the Company to arrange such financing in the future will depend, in part, upon the prevailing capital market conditions as well as the business performance of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised by the issuance of shares from treasury of the Company, control of the Company may change and security holders may suffer additional dilution.

### COMMODITY PRICE AND EXCHANGE RATE FLUCTUATIONS

The feasibility of mineral exploration is significantly affected by changes in the market price of the minerals expected to be produced. Mineral prices fluctuate widely and are affected by numerous factors beyond the Company's control. The level of interest rates, the rate of inflation, world supply of minerals and stability of exchange rates can all cause significant fluctuations in mineral prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments.

### KEY OFFICERS, CONSULTANTS AND EMPLOYEES

The success of the Company will be largely dependent upon the performance of its key officers, consultants and employees. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration and development personnel involved. Failure to retain key individuals or to attract or retain additional key individuals with necessary skills could have a materially adverse impact upon the Company's success.

The Company has not purchased any key-man insurance with respect to any of its directors, officers or consultants and has no current plans to do so.

### TITLE

No assurances can be given that title defects to the Company’s properties do not exist. The properties may be subject to prior unregistered agreements, interests or land claims and title may be affected by undetected defects. If title defects do exist, it is possible that the Company may lose all or a portion of its right, title, estate and interest in and to the properties to which the title defect relate.

Title to mineral interests in some jurisdictions is often not susceptible to determination without incurring substantial expense. In accordance with industry practice, the Company conducts such title reviews in connection with its properties as it believes are commensurate with the value of such properties. The actual interest of the Company in certain properties may vary from the Company's records.

### MAINTAINING INTERESTS IN MINERAL PROPERTIES

The Company's continuing right to maintain its ownership in its mineral property interests will be dependent upon compliance with applicable laws and with agreements to which it is a party. There is no assurance that the Company will be able to obtain and/or maintain all required permits and licences to carry on its operations. Additional expenditures will be required by the Company to maintain its interests in its properties. There can be no assurance that the Company will have the funds, will be able to raise the funds or will be able to comply with the provisions of the agreements relating to its properties which would entitle it to an interest therein and if it fails to do so its interest in certain of these properties may be reduced or be lost.

### EXTERNAL MARKET FACTORS

The marketability and price of minerals which may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. The Company will be affected by changing production costs, the supply or/and demand for minerals, the rate of inflation, the inventory levels of minerals held by competing companies, the political environment and changes in international investment patterns.

## GOVERNMENTAL AND REGULATORY REQUIREMENTS

Government approvals and permits are currently, and may in the future, be required in connection with the Company's operations. To the extent that such approvals are required and not obtained, the Company may be restricted or prohibited from proceeding with planned exploration or development activities. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, which may include requirements for the Company to take corrective measures requiring capital expenditures, installation of additional equipment, or other remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may be liable for civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permitting requirements, or more stringent application of existing laws, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reductions in levels of production at producing properties or require abandonment or delays in the development of properties.

## ENVIRONMENTAL REGULATIONS

All phases of the Company's operations are subject to environmental regulation. Environmental legislation is becoming incresingly strict, with larger fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that environmental regulation will not adversely affect the Company's operations. Environmental hazards may exist on a property in which the Company holds an interest which are unknown to the Company at present which have been caused by previous or existing owners or operators of the property. The Company has in place a program of regular environmental monitoring to ensure compliance with existing environmental regulations.

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 the 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 means standards, and enforcement, fines and penalties for non-compliance are more stringent.

Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The cost of compliance with changes in governmental regulations has the 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 in all of the jurisdictions in which it is active.

## CONFLICTS OF INTEREST

Certain directors and officers of the Company are or may become associated with other natural resource companies which may give rise to conflicts of interest. In accordance with the BCA, directors who have a material interest in any person who is a party to a material contract or a proposed material contract with the Company are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and the officers are required to act honestly and in good faith with a view to the best interests of the Company. The directors and officers of the Company have either other full-time employment or other business or time restrictions placed on them and, accordingly, the Company will not be the only business enterprise of these directors and officers.

## UNINSURED RISKS

As of the date of the Prospectus, the Company does not have liability insurance; however, the Company intends to obtain liability insurance prior to beginning exploration of its properties. The nature of the risks for mining companies is such that liabilities might exceed policy limits, certain liabilities and hazards might not be insurable, or the Company might, in the future, elect not to insure itself against such liabilities due to high premium costs or other reasons.

Should such liabilities occur, the Company would incur significant costs that would have a material adverse effect upon its financial condition.

**COMPETITION IN ACQUIRING ADDITIONAL PROPERTIES**

Significant and increasing competition exists for mineral acquisition opportunities throughout the world. As a result of this competition, some of which is with large, better established mining companies with substantial capabilities and greater financial and technical resources, the Company may be unable to acquire rights to exploit additional attractive mining properties on terms it considers acceptable.

**DIVIDEND POLICY**

No dividends on the Common Shares of the Company have been paid by the Company to date. The Company intends to retain its earnings, if any, to finance the growth and development of its business and has no present intention of paying dividends or making any other distributions in the foreseeable future.

## PROMOTERS

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

See "*Description of the Business*", "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*", "*Principal Shareholders*", "*Directors and Executive Officers*" and "*Material Contracts*".

## LEGAL PROCEEDINGS AND REGULATORY ACTIONS

### Legal Proceedings

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

### Regulatory Actions

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

## INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

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

See "*Description of the Business*", "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*", "*Principal Shareholders*", "*Directors and Executive Officers*" and "*Material Contracts*".

## AUDITORS, TRANSFER AGENTS AND REGISTRARS

The Company's auditor is Charlton & Company, of Suite 1735, 355 Burrard Street, Two Bentall Centre, Box 243, Vancouver, British Columbia, V7X 1M9.

The Company's transfer agent is Computershare Investor Services Inc. of 510 Burrard Street, 2nd Floor, Vancouver, British Columbia, V6C 3B9.

## MATERIAL CONTRACTS

The material contracts of the Company, excluding those made in the ordinary course of its business, are as follows:

| Name of Contract | Parties | Date | Nature of Contract and Consideration |
|---|---|---|---|
| Arrangement Agreement | Brigadier Resource Corp., Voltaire and Brigadier | September 2, 2014 | Setting out the terms of a statutory Plan of Arrangement |
| Termination of Arrangement Agreement | Brigadier Resource Corp., Voltaire and Brigadier | November 20, 2014 | Terminating the Arrangement Agreement dated September 2, 2014 |
| Arrangement Agreement 2 | Voltaire, Brigadier, and the Company | November 20, 2015 | Setting out the terms of a statutory Plan of Arrangement |
| Arrangement Agreement 1 | Brigadier, Battalion, and Hussar | April 15, 2015 | Setting out the terms of a statutory Plan of Arrangement |
| Surprise Lake Property Option Agreement | Voltaire and Brigadier | April 15, 2015 | Option to acquire a 100% interest in unpatented mining claims and in a lease associated with Surprise Lake Property. $50,000 due in 5 instalments. 500,000 Common shares due in 5 instalments. |
| Brooks Lake Property Option Agreement | Voltaire and Brigadier | April 15, 2015 | Option to acquire a 100% interest in unpatented mining claims and in a lease associated with Brooks Lake Property. $50,000 due in 5 instalments. 500,000 Common shares due in 5 instalments. |

| Name of Contract | Parties | Date | Nature of Contract and Consideration |
|---|---|---|---|
| Boyer Lake Property Option Agreement | Voltaire and Brigadier | April 15, 2015 | Option to acquire a 100% interest in unpatented mining claims and in a lease associated with Boyer Lake Property. $50,000 due in 5 instalments. 500,000 Common shares due in 5 instalments. |
| Joyce River Property Option Agreement | Voltaire and Brigadier | July 27, 2015 | Option to acquire 100% interest in unpatented mining claims and in a lease associated with Joyce River Property. $50,000 due in 5 instalments. 500,000 Common shares due in 5 instalments. |

Copies of all material contracts may be inspected at the Company's registered and records office at Suite 1820, 925 West Georgia Street, Vancouver, BC V6C 3L2, during normal business hours for a period of 30 days hereafter. The material contracts will also be available on the SEDAR website (www.sedar.com) upon the issuance of the final receipt for this Prospectus.

## EXPERTS

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

The Company's Auditor is independent in accordance with the auditor's rules of professional conduct in the Province of British Columbia.

## FINANCIAL STATEMENT DISCLOSURE

- The Financial Statements of the Company for the period from October 9, 2014 (date of incorporation) to March 31, 2015;
- The financial statements of Brigadier for the period from August 13, 2014 (date of incorporation) to March 31, 2015;
- The financial statements of Battalion for the period from August 14, 2014 (date of incorporation) to March 31, 2015;
- The financial statements of Hussar for the period from August 20, 2014 (date of incorporation) to March 31, 2015; and
- Pro forma financial statements for Brigadier and the Company are included herein.

# BRIGADE RESOURCE CORP.

## FINANCIAL STATEMENTS

## PERIOD FROM INCORPORATION ON OCTOBER 9, 2014 TO MARCH 31, 2015

**(Expressed in Canadian Dollars)**

p | 604.683.3277
f | 604.684.8464

SUITE 1735, TWO BENTALL CENTRE
555 BURRARD STREET
BOX 243
VANCOUVER, BC V7X 1M9

charlton & company
CHARTERED ACCOUNTANTS

# INDEPENDENT AUDITORS' REPORT

To: the Directors of
Brigade Resource Corp.

We have audited the accompanying financial statements of Brigade Resource Corp., which comprise the statement of financial position as at March 31, 2015 and the statements of loss and comprehensive loss, changes in equity and cash flows for the period from incorporation on October 9, 2014 to March 31, 2015 and a summary of significant accounting policies and other explanatory information.

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**
In our opinion, these financial statements present fairly, in all material respects, the financial position of Brigade Resource Corp. as at March 31, 2015 and its financial performance and cash flows for the period from incorporation on October 9, 2014 to March 31, 2015 in accordance with International Financial Reporting Standards.

**Emphasis of Matters**
Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates that the Company has incurred losses to date. This condition, along with other matters as set forth in Note 1, indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

**BRIGADE RESOURCE CORP.**
STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

| As at | | March 31, 2015 |
|---|---|---|
| **ASSETS** | | |
| **Current** | | |
| Cash | $ | 10 |
| | $ | 10 |
| **LIABILITIES AND SHAREHOLDERS' EQUITY** | | |
| **Current** | | |
| Accounts payable and accrued liabilities | $ | 4,625 |
| **Shareholders' equity** | | |
| Share capital (Note 5) | | 10 |
| Deficit | | (4,625) |
| | | (4,615) |
| | $ | 10 |

**Nature of operations and going concern** (Note 1)

Approved and authorized by the Board on June 5, 2015:

"Karl Antonius" Director

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

**BRIGADE RESOURCE CORP.**
STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

| | | From incorporation on October 9, 2014 to March 31, 2015 |
|---|---|---|
| **EXPENSES** | | |
| Professional fees | $ | 4,625 |
| **Loss and comprehensive loss for the period** | $ | (4,625) |
| **Basic and diluted loss per common share** | $ | (0.46) |
| **Weighted average number of common shares outstanding** | | 10,000 |

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

**BRIGADE RESOURCE CORP.**
STATEMENT OF CASH FLOW
(Expressed in Canadian Dollars)

| For the period from incorporation on October 9, 2014 to March 31, 2015 | | |
|---|---|---|
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | |
| Loss for the period | $ | (4,625) |
| Changes in non-cash working capital items: | | |
| Accounts payable and accrued liabilities | | 4,625 |
| | | - |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | |
| Proceeds from private placements | | 10 |
| | | 10 |
| **Change in cash during the period** | | 10 |
| **Cash, beginning of period** | | - |
| **Cash, end of period** | $ | 10 |

There were no significant non-cash transactions for period from incorporation on October 9, 2014 to March 31, 2015.

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

**BRIGADE RESOURCE CORP.**
STATEMENT OF CHANGE IN EQUITY
(Expressed in Canadian Dollars)

| | Share capital | | | | |
|---|---|---|---|---|---|
| | **Number** | **Amount** | | **Deficit** | **Total** |
| **Balance, October 9, 2014 (incorporation)** | 10 | $ 1 | | $ - | $ 1 |
| Private placements | 10,000 | 10 | | - | 10 |
| Return of capital | (10) | (1) | | - | (1) |
| Loss for the period | - | - | | (4,625) | (4,625) |
| **Balance, March 31, 2015** | 10,000 | $ 10 | | $ (4,625) | $ (4,615) |

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

## 1. NATURE OF OPERATIONS AND GOING CONCERN

Brigade Resource Corp. (the "Company") was incorporated on October 9, 2014 in British Columbia under the Business Corporations Act. The Company is in the business of exploring for and evaluating economically viable mineral resource deposits.

The Company's registered address and the records are held at Suite 3403 – 1011 West Cordova Street, Vancouver, BC, V6C 0B2.

The Company's financial statements are presented in Canadian dollars.

The Company has not generated revenues from operations. These financial statements are prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at March 31, 2015, the Company had a negative working capital of $4,615. The Company has incurred negative cash flows from operations, recorded a loss of $4,625 for the period ended March 31, 2015, and has a deficit of $4,625 as at March 31, 2015. The Company's ability to continue on a going concern basis depends on its ability to successfully raise additional financing. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. This material uncertainty may cast significant doubt about the Company's ability to continue as a going concern. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

## 2. BASIS OF PREPARATION

### Statement of Compliance

These financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards (collectively "IFRS") as issued by the International Accounting Standards Board ("IASB") and by the International Financial Reporting Interpretations Committee ("IFRIC").

### Basis of Presentation

The financial statements have been prepared on a historical cost basis except for certain financial assets that are measured at fair value. All dollar amounts presented are in Canadian dollars unless otherwise specified, which is the functional currency of the Company.

### Use of Estimates and Judgments

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

*Critical Accounting Estimates*

The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.

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

**Use of Estimates and Judgments** *(cont'd…)*

*Critical Accounting Judgments*

The carrying value and recoverability of exploration and evaluation assets requires management to make certain estimates, judgments and assumptions about each project. Management considers the economics of the project, including the latest resources prices and the long-term forecasts, and the overall economic viability of the project.

From time to time, certain claims, suits, and complaints may arise in the ordinary course of operations against the Company which require management to make certain estimates, judgments, and assumptions about the suit. In the opinion of management, any provisions related to such claims, if any, will be accrued when the claims meet the recognition criteria for contingent liabilities. Management is not aware of any material contingent liabilities which require recording in the financial statements.

**3. SIGNIFICANT ACCOUNTING POLICIES**

**Loss per share**

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is calculated by adjusting the weighted average number of common shares outstanding for dilutive instruments. The number of shares included with respect to options, warrants, and similar instruments is computed using the treasury stock method. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

**Financial instruments**

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

*Fair value through profit or loss* - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations and comprehensive loss.

*Available for sale* – These assets are non-derivative financial assets designated on initial recognition. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of equity. Cumulative gains or losses recognized in equity are recognized in the statement of operations and comprehensive loss when the asset is derecognized.

*Loans and receivables* - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

*Held-to-maturity investments* - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of operations and comprehensive loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

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

**Financial instruments** *(cont'd…)*

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

*Fair value through profit or loss* - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations and comprehensive loss.

*Other financial liabilities:* This category includes promissory notes, amounts due to related parties and accounts payables and accrued liabilities, all of which are recognized at amortized cost.

The Company has classified its cash as fair value through profit and loss. The Company's receivables and advances to related parties are classified as loans and receivables. The Company's marketable securities are classified as available-for-sale. The Company's accounts payable and accrued liabilities are classified as other financial liabilities.

**Income taxes**

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the statement of financial position liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting nor taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

**New standard not yet adopted**

- IFRS 5 (Amendment) — Amendments to IFRS 5 Non-Current Assets Held for Sale and Discounted Operations (i)
- IFRS 7 (Amendment) — Amendments to IFRS 7 Financial Instruments: Disclosures (i)
- IFRS 9 — Financial Instruments (iii)
- IFRS 10 and IAS 28 (Amendments) — Amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Join Ventures (i)
- IFRS 11 (Amendment) — Amendments to IFRS 11 Joint Arrangements (i)
- IFRS 15 — Revenue from Contracts with Customers (ii)
- IAS 1 (Amendment) — Amendments to IAS 1 Presentation of Financial Statements (i)
- IAS 16 and IAS 38 (Amendments) — Amendments to IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets (i)
- IAS 34 (Amendments) — Amendments to IAS 34 Interim Financial Reporting (i)

i) Effective for annual periods beginning on or after January 1, 2016;
ii) Effective for annual periods beginning on or after January 1, 2017; and
iii) Effective for annual periods beginning on or after January 1, 2018.

The Company is in the process of assessing the impact of the adoption of these standards and interpretations.



**4. PLAN OF ARRANGEMENT**

*Voltaire Services Corp.*

On November 20, 2014, the Company entered in to a plan of arrangement with Brigadier Exploration Corp. ("Brigadier") and Voltaire Services Corp. ("Voltaire"), a company with a common CEO and Director, to sell all of the issued and outstanding shares of the company.

The total purchase price was $13,000, $5,000 of which was paid by Brigadier to Voltaire on signing of the agreement. In addition, the Company and Brigadier will exchange securities on a 1:1 basis. Voltaire will issue 1,000 of its common shares and receive 400,000 common shares of the Company.

**5. SHARE CAPITAL AND RESERVES**

a) Authorized share capital

Unlimited number of common and preferred shares without par value.

b) Issued share capital

During the period from incorporation on October 9, 2014 to March 31, 2015, the Company:

- Completed a non-brokered private placement with Voltaire Service Corp. by issuing 10,000 common shares at a price of $0.001 per common share for total proceeds of $10.

b) Stock options and warrants

There are no issued or outstanding stock options or warrants as of March 31, 2015.

**5. RELATED PARTY TRANSACTIONS**

Key management personnel comprise of the Chief Executive Officer, Directors of the Company, Voltaire Service Corp., a company with a common CEO and Director.

**6. SEGMENTED INFORMATION**

The Company operates in one industry segment, the mining industry, and one geographical segments, Canada.

**7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

**Financial Instruments**

Cash is carried at fair value using a level 1 fair value measurement. The carrying value of accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

**7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT** *(cont'd…)*

**Financial risk factors**

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

*Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2015, the Company had a cash balance of $10 to settle current liabilities of $4,625.

There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms. The Company anticipated it will need additional capital in the future to finance on-going exploration of its properties, such capital to be derived from the exercise of outstanding warrants and the completion of other equity financings.

The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for future exploration and development of its projects, although the Company has been successful in the past in financing its activities through the previously mentioned financing activities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration success. In recent years, the securities markets have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

*Credit risk*

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.

*Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Company does not have a practice of trading derivatives.

a) Interest rate risk

The Company's financial assets exposed to interest rate risk consist of cash and restricted cash. The Company's current policy will be to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As at March 31, 2015, the Company did not have any investments in investment-grade short-term deposit certificates.

b) Price risk

The resource industry is heavily dependent upon the market price of the resources being extracted. There is no assurance that, even if commercial quantities of resources are discovered, a profitable market will exist for their sale. There can be no assurance that mineral prices will be such that the Company's properties can be extracted at a profit. Factors beyond control of the Company may affect the marketability of any resources discovered. The price of oil has experienced volatile and significant price movements over short periods of time, and is affected by numerous factors beyond the Company's control. The Company closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

## 8. CAPITAL MANAGEMENT

The Company considers capital to be the elements of shareholders' equity. The Company's primary objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain sufficient funds to finance the exploration and development of its mineral property interests. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements.

## 9. INCOME TAX

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

| | | 2015 |
|---|---|---|
| Loss before income taxes | $ | (4,625) |
| Statutory tax rate | | 26.00% |
| Expected income tax recovery | $ | (1,203) |
| Unrecognized deferred tax assets | | 1,203 |
| Future income tax recovery | $ | - |

The Company has non-capital tax loss carry forwards of approximately $4,625 that are available to reduce taxable income in future periods. These tax loss carry forwards expire in 2035. Due to the uncertainty of realization of these loss carry-forwards, the benefit is not reflected in the financial statements as at March 31, 2015

# BRIGADIER EXPLORATION CORP.

## FINANCIAL STATEMENTS

## PERIOD FROM INCORPORATION ON AUGUST 13, 2014 TO MARCH 31, 2015

**(Expressed in Canadian Dollars)**

p | 604.683.3277
f | 604.684.8464

SUITE 1735, TWO BENTALL CENTRE
555 BURRARD STREET
BOX 243
VANCOUVER, BC V7X 1M9

charlton

charlton & company
CHARTERED ACCOUNTANTS

# INDEPENDENT AUDITORS' REPORT

To: the Directors of
Brigadier Exploration Corp.

We have audited the accompanying financial statements of Brigadier Exploration Corp., which comprise the statement of financial position as at March 31, 2015 and the statements of loss and comprehensive loss, changes in equity and cash flows for the period from incorporation on August 13, 2014 to March 31, 2015 and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

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

**Auditors' Responsibility**

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

In our opinion, these financial statements present fairly, in all material respects, the financial position of Brigadier Exploration Corp. as at March 31, 2015 and its financial performance and cash flows for period from incorporation on August 13, 2014 to March 31, 2015 in accordance with International Financial Reporting Standards.

**Emphasis of Matters**

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates that the Company has incurred losses to date. This condition, along with other matters as set forth in Note 1, indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

**BRIGADIER EXPLORATION CORP.**
STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

| As at | | March 31, 2015 |
|---|---|---|
| **ASSETS** | | |
| **Current** | | |
| Cash | $ | 150,227 |
| Due from related party (Notes 5) | | 12,500 |
| | $ | 162,727 |
| **LIABILITIES AND SHAREHOLDERS' EQUITY** | | |
| **Current** | | |
| Accounts payable and accrued liabilities (Note 7) | $ | 18,000 |
| **Shareholders' equity** | | |
| Share capital (Note 6) | | 304,610 |
| Deficit | | (159,883) |
| | | 144,727 |
| | $ | 162,727 |

**Nature of operations and going concern** (Note 1)
**Commitments** (Note 12)
**Subsequent events** (Note 13)

Approved and authorized by the Board on May 26, 2015:

"Karl Antonius" Director

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

**BRIGADIER EXPLORATION CORP.**
STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

| | | From Incorporation on August 13, 2014 to March 31, 2015 |
|---|---|---|
| **EXPENSES** | | |
| Exploration and evaluation expenditures | $ | 3,503 |
| Office and administration (Note 7) | | 63,196 |
| Professional fees | | 54,029 |
| Bank charges and interest | | 155 |
| | | (120,883) |
| **OTHER** | | |
| Write down of exploration and evaluation assets (Note 5) | | (34,000) |
| Plan of arrangement (Note 4) | | (5,000) |
| **Loss and comprehensive loss for the period** | $ | (159,883) |
| **Basic and diluted loss per common share** | $ | (0.02) |
| **Weighted average number of common shares outstanding** | | 8,838,527 |

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

**BRIGADIER EXPLORATION CORP.**
STATEMENT OF CASH FLOWS
(Expressed in Canadian Dollars)

| For the period from incorporation on August 13, 2014 to March 31, 2015 | | |
|---|---|---|
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | |
| Loss for the period | $ | (159,883) |
| Items not involving cash: | | |
| Write down of exploration and evaluation assets | | 34,000 |
| Changes in non-cash working capital items: | | |
| Accounts payable and accrued liabilities | | 20,000 |
| | | (105,883) |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | |
| Exploration and evaluation assets | | (12,500) |
| | | (12,500) |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | |
| Proceeds from private placements | | 268,610 |
| | | 268,610 |
| **Change in cash during the period** | | 150,227 |
| **Cash, beginning of period** | | - |
| **Cash, end of period** | $ | 150,227 |

The following were no non-cash financing activities during the year ended March 31, 2015:

On November 20, 2014, the Company issued 1,700,000 to Volataire Service Corp. in connection to the option agreement to the option agreement to acquire a 100% interest in certain claims in the Paterson Property. Each share had a price of $0.02 representing $34,000.

On October 6, 2014, the Company entered into a debt conversion agreement with Bacchus Law Corporation whereby the Company agreed to issue an aggregate of 100,000 common shares as partial consideration for legal fees. The shares had a price of $0.02 representing $2,000 debt.

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

**BRIGADIER EXPLORATION CORP.**
STATEMENT OF CHANGES IN EQUITY
(Expressed in Canadian Dollars)

| | Share capital | | | |
|---|---|---|---|---|
| | **Number** | **Amount** | **Deficit** | **Total** |
| **Balance, August 13, 2014 (incorporation)** | 10 | $ 1 | $ - | $ 1 |
| Private placements | 11,262,250 | 268,610 | - | 268,610 |
| Return of capital | (10) | (1) | - | (1) |
| Shares for debt | 100,000 | 2,000 | - | 2,000 |
| Shares issued for exploration and evaluation assets | 1,700,000 | 34,000 | - | 34,000 |
| Loss for the period | - | - | (159,883) | (159,883) |
| **Balance, March 31, 2015** | 13,062,250 | $ 304,610 | $ (159,883) | $ 144,727 |

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

## 1. NATURE OF OPERATIONS AND GOING CONCERN

Brigadier Exploration Corp. (the "Company") was incorporated on August 13, 2014 in British Columbia under the Business Corporations Act. The Company is in the business of exploring for and evaluating economically viable mineral resource deposits.

The Company's registered address and the records are held at Suite 3403 – 1011 West Cordova Street, Vancouver, BC, V6C 0B2.

The Company's financial statements are presented in Canadian dollars.

The Company has not generated revenues from operations. These financial statements are prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at March 31, 2015, the Company had working capital of $144,727, representing funds available to cover on-going operating costs. The Company has incurred negative cash flows from operations, recorded a loss of $159,883 for the period ended March 31, 2015, and has a deficit of $159,883 as at March 31, 2015. The Company's ability to continue on a going concern basis depends on its ability to successfully raise additional financing. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. This material uncertainty may cast significant doubt about the Company's ability to continue as a going concern. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

## 2. BASIS OF PREPARATION

### Statement of Compliance

These financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards and Interpretations (collectively "IFRS") as issued by the International Accounting Standards Board ("IASB") and by the International Financial Reporting Interpretations Committee ("IFRIC").

### Basis of Presentation

The financial statements have been prepared on a historical cost basis except for certain financial assets that are measured at fair value. All dollar amounts presented are in Canadian dollars unless otherwise specified, which is the functional currency of the Company.

### Use of Estimates and Judgments

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

*Critical Accounting Estimates*

The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.

## 2. BASIS OF PREPARATION *(cont'd…)*

**Use of Estimates and Judgments** *(cont'd…)*

*Critical Accounting Judgments*

The carrying value and recoverability of exploration and evaluation assets requires management to make certain estimates, judgments and assumptions about each project. Management considers the economics of the project, including the latest resources prices and the long-term forecasts, and the overall economic viability of the project.

From time to time, certain claims, suits, and complaints may arise in the ordinary course of operations against the Company which require management to make certain estimates, judgments, and assumptions about the suit. In the opinion of management, any provisions related to such claims, if any, will be accrued when the claims meet the recognition criteria for contingent liabilities. Management is not aware of any material contingent liabilities which require recording in the financial statements.

## 3. SIGNIFICANT ACCOUNTING POLICIES

**Exploration and evaluation assets**

Pre-exploration costs are expensed as incurred. Costs related to the acquisition of mineral properties are capitalized by property until the commencement of commercial production. If commercially profitable ore reserves are developed, capitalized costs of the related property are reclassified as mining assets and amortized using the unit of production method. If, after management review, it is determined that capitalized acquisition, exploration and evaluation costs are not recoverable over the estimated economic life of the property, or the property is abandoned, or management deems there to be an impairment in value, the property is written down to its net realizable value. All exploration costs are expensed as incurred to the statement of loss and comprehensive loss.

Any option payments received by the Company from third parties or tax credits refunded to the Company are credited to the capitalized cost of the mineral property. If payments received exceed the capitalized cost of the mineral property, the excess is recognized as income in the year received. The amounts shown for exploration and evaluation assets do not necessarily represent present or future values. Their recoverability is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

**Loss per share**

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is calculated by adjusting the weighted average number of common shares outstanding for dilutive instruments. The number of shares included with respect to options, warrants, and similar instruments is computed using the treasury stock method. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

**Financial instruments**

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

## 3. SIGNIFICANT ACCOUNTING POLICIES *(cont'd…)*

**Financial instruments** *(cont'd…)*

Financial assets *(cont'd…)*

*Fair value through profit or loss* - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations and comprehensive loss.

*Available for sale* – These assets are non-derivative financial assets designated on initial recognition. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of equity. Cumulative gains or losses recognized in equity are recognized in the statement of operations and comprehensive loss when the asset is derecognized.

*Loans and receivables* - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

*Held-to-maturity investments* - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of operations and comprehensive loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

*Fair value through profit or loss* - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations and comprehensive loss.

*Other financial liabilities:* This category includes promissory notes, amounts due to related parties and accounts payables and accrued liabilities, all of which are recognized at amortized cost.

The Company has classified its cash as fair value through profit and loss. The Company's receivables and advances to related parties are classified as loans and receivables. The Company's marketable securities are classified as available-for-sale. The Company's accounts payable and accrued liabilities are classified as other financial liabilities.

## 3. SIGNIFICANT ACCOUNTING POLICIES *(cont'd…)*

### Impairment

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

### Provisions

*a) Environmental rehabilitation provisions*

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations, including those associated with the reclamation of exploration and evaluation assets and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. Initially, a liability for an environmental rehabilitation obligation is recognized at its fair value in the period in which it is incurred if a reasonable estimate of cost can be made. The Company records the present value of estimated future cash flows associated with reclamation as a liability when the liability is incurred and increases the carrying value of the related assets for that amount. Subsequently, these capitalized asset retirement costs are amortized over the life of the related assets. At the end of each period, the liability is increased to reflect the passage of time (accretion expense) and changes in the estimated future cash flows underlying any initial estimates (additional rehabilitation costs). The Company recognizes its environmental liability on a site-by-site basis when it can be reliably estimated.

Environmental expenditures related to existing conditions resulting from past or current operations and from which no current or future benefit is discernible are charged to the statement of loss and comprehensive loss. The Company had no rehabilitation obligations as March 31, 2015.

*b) Other provisions*

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. An amount equivalent to the discounted provision is capitalized within tangible fixed assets and is depreciated over the useful lives of the related assets. The increase in the provision due to passage of time is recognized as interest expense.

(Expressed in Canadian Dollars)

## 3. SIGNIFICANT ACCOUNTING POLICIES *(cont'd…)*

**Income taxes**

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the statement of financial position liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting nor taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

## 3. SIGNIFICANT ACCOUNTING POLICIES *(cont'd…)*

**New standard not yet adopted**

| | |
|---|---|
| • IFRS 5 (Amendment) | Amendments to IFRS 5 Non-Current Assets Held for Sale and Discounted Operations (i) |
| • IFRS 7 (Amendment) | Amendments to IFRS 7 Financial Instruments: Disclosures (i) |
| • IFRS 9 | Financial Instruments (iii) |
| • IFRS 10 and IAS 28 (Amendments) | Amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Join Ventures (i) |
| • IFRS 11 (Amendment) | Amendments to IFRS 11 Joint Arrangements (i) |
| • IFRS 15 | Revenue from Contracts with Customers (ii) |
| • IAS 1 (Amendment) | Amendments to IAS 1 Presentation of Financial Statements (i) |
| • IAS 16 and IAS 38 (Amendments) | Amendments to IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets (i) |
| • IAS 34 (Amendments) | Amendments to IAS 34 Interim Financial Reporting (i) |

iv) Effective for annual periods beginning on or after January 1, 2016;
v) Effective for annual periods beginning on or after January 1, 2017; and
vi) Effective for annual periods beginning on or after January 1, 2018.

The Company is in the process of assessing the impact of the adoption of these standards and interpretations.

## 4. PLAN OF ARRANGEMENT

*Voltaire Services Corp.*

On September 2, 2014, the Company entered in to a plan of arrangement with Brigade Resource Corp. ("Brigade") and Voltaire Services Corp. ("Voltaire"), a company with a common CEO and Director, to purchase all of the issued and outstanding shares of Brigade.

The total purchase price was $18,000, $5,000 of which was paid on signing of the agreement. In addition, the Company and Brigade will exchange securities on a 1:1 basis. Voltaire will issue 1,000 of its common shares and pay $8,000 to Brigade and receive 400,000 common shares of Brigade.

On November 20, 2014, the plan of arrangement was terminated by mutual agreement.

## 5. EXPLORATION AND EVALUATION ASSETS

### Patterson Lake Property

On September 24, 2014, the Company entered into a purchase option agreement with Voltaire Services Corp., a company with a common CEO and Director, to acquire a 100% interest in certain mining claims in the Paterson Property located in the District of Kenora, Ontario for a total consideration of $150,000 and by the issuance of 2,300,000 common shares payable in five installment payments..

On February 10, 2015, the Company terminated the purchase option agreement by mutual agreement. As of March 31, 2015, the Company had paid $12,500 and issued 1,700,000 common shares with a value of $34,000 upon the execution of the option agreement. Voltaire has agreed to repay the $12,500 and return the 1,700,000 common shares to the Company.

## 6. SHARE CAPITAL AND RESERVES

c) Authorized share capital

Unlimited number of common and preferred shares without par value.

d) Issued share capital

During the period from incorporation on August 13, 2014 to March 31, 2015, the Company:

- Completed a non-brokered private placement by issuing 2,000,000 common shares at a price of $0.005 per common share for total proceeds of $10,000;
- Completed a non-brokered private placement by issuing 500,000 common shares at a price of $0.005 per common share for total proceeds of $2,500;
- Completed a non-brokered private placement by issuing 2,050,000 common shares at a price of $0.02 per common share for total proceeds of $41,000;
- Issued 100,000 common shares at a value of $0.02 per common share for settlement of $2,000 of debt;
- Issued 1,700,000 common shares at a value of $0.02 per common shares as part of a mineral property option agreement (Note 5);
- Completed a non-brokered private placement by issuing 4,663,000 common shares at a price of $0.02 per common share for total proceeds of $93,260;
- Completed a non-brokered private placement by issuing 100,000 common shares at a price of $0.02 per common share for total proceeds of $2,000;
- Completed a non-brokered private placement by issuing 1,500,000 common shares at a price of $0.02 per common share for total proceeds of $30,000; and
- Completed a non-brokered private placement by issuing 449,250 common shares at a price of $0.20 per common share for total proceeds of $89,850.

c) Stock options and warrants

There are no issued or outstanding stock options or warrants as of March 31, 2015.

## 7. RELATED PARTY TRANSACTIONS

Key management personnel comprise of the Chief Executive Officer, Directors of the Company, Voltaire Service Corp., a company with a common CEO and Director; and Brandenburg Financial Corp., a company with a common CEO.

The Company entered in to a plan of arrangement agreement (Note 4) and an option purchase agreement (Note 5) with Voltaire.

During the year ended March 31, 2015, the Company incurred consulting fees of $63,000 to Brandenburg Financial Corp. As at March 15, 2015, accounts payable and accrued liabilities included $10,500 to Brandenburg Financial Corp.

## 8. SEGMENTED INFORMATION

The Company operates in one industry segment, the mining industry, and one geographical segments, Canada.

## 9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

### Financial Instruments

Cash is carried at fair value using a level 1 fair value measurement. The carrying value of receivables and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

### Financial risk factors

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

*Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2015, the Company had a cash balance of $150,227 to settle current liabilities of $18,000. The Company currently has sufficient liquidity to meet liabilities when due.

There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms. The Company anticipated it will need additional capital in the future to finance on-going exploration of its properties, such capital to be derived from the exercise of outstanding warrants and the completion of other equity financings.

The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for future exploration and development of its projects, although the Company has been successful in the past in financing its activities through the previously mentioned financing activities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration success. In recent years, the securities markets have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

*Credit risk*

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.

(Expressed in Canadian Dollars)

*Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Company does not have a practice of trading derivatives.

a) Interest rate risk

The Company's financial assets exposed to interest rate risk consist of cash and restricted cash. The Company's current policy will be to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As at March 31, 2015, the Company did not have any investments in investment-grade short-term deposit certificates.

## 9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(cont'd…)*

**Financial risk factors** *(cont'd…)*

b) Price risk

The resource industry is heavily dependent upon the market price of the resources being extracted. There is no assurance that, even if commercial quantities of resources are discovered, a profitable market will exist for their sale. There can be no assurance that mineral prices will be such that the Company's properties can be extracted at a profit. Factors beyond control of the Company may affect the marketability of any resources discovered. The price of oil has experienced volatile and significant price movements over short periods of time, and is affected by numerous factors beyond the Company's control. The Company closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

## 10. CAPITAL MANAGEMENT

The Company considers capital to be the elements of shareholders' equity. The Company's primary objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain sufficient funds to finance the exploration and development of its mineral property interests. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements.

## 11. INCOME TAX

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

| | | **2015** |
|---|---|---|
| Loss before income taxes | **$** | (159,883) |
| Statutory tax rate | | 26.00% |
| Expected income tax recovery | **$** | (41,570) |
| Non-deductible expenses | | 8,840 |
| Unrecognized deferred tax assets | | 32,730 |
| Future income tax recovery | **$** | **-** |

**BRIGADIER EXPLORATION CORP.**

The Company has non-capital tax loss carry forwards of approximately $125,883 that are available to reduce taxable income in future periods. These tax loss carry forwards expire in 2035. Due to the uncertainty of realization of these loss carry-forwards, the benefit is not reflected in the financial statements of the Company as at March 31, 2015.

## 12. COMMITMENTS

On December 1, 2014 the Company entered into consulting service agreement with Branderburg Financial Corp. and it has committed to make monthly payments of $2,500. This agreement was supersede with an agreement dated December 31, 2014. The monthly consulting fees were increased from $2,500 to $10,000 plus GST for an indefinite period.

## 13. SUBSEQUENT EVENTS

### Plan of Arrangement

On April 15, 2015, the Company entered in to an arrangement agreement with Battalion Capital Corp. (“Battalion”) and Hussar Exploration Corp. (“Hussar”) whereby the Company intends to acquire all of the issued and outstanding shares of Battalion and Hussar by issuing one for one, shares of the Company in exchange for shares of Battalion and the Hussar.

### Exploration and evaluation assets

On April 15, 2015, the Company entered in to a mineral property option agreement with Voltaire to acquire a 100% interest in the Brooks Lake Property, the Boyer Lake Property, and the Surprise Lake property. The Company issued 300,000 common shares at a price of $0.20 upon execution of the agreement.

The agreement was subsequently terminated by mutual agreement.

### Private Placement

On April 17, 2015, the Company completed a private placement by issuing 15,000 common shares at a price of $0.20 per common shares for gross proceeds of $3,000.

# BATTALION CAPITAL CORP.

## FINANCIAL STATEMENTS

## PERIOD FROM INCORPORATION ON AUGUST 14, 2014 TO MARCH 31, 2015

**(Expressed in Canadian Dollars)**

p | 604.683.3277
f | 604.684.8464

SUITE 1735, TWO BENTALL CENTRE
555 BURRARD STREET
BOX 243
VANCOUVER, BC V7X 1M9

charlton & company
CHARTERED ACCOUNTANTS

## INDEPENDENT AUDITORS' REPORT

To: the Directors of
Battalion Capital Corp.

We have audited the accompanying financial statements of Battalion Capital Corp., which comprise the statement of financial position as at March 31, 2015 and the statements of loss and comprehensive loss, changes in equity and cash flows for the period from incorporation on August 14, 2014 to March 31, 2015 and a summary of significant accounting policies and other explanatory information.

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**
In our opinion, these financial statements present fairly, in all material respects, the financial position of Battalion Capital Corp. as at March 31, 2015 and its financial performance and cash flows for the period from incorporation on August 14, 2014 to March 31, 2015 in accordance with International Financial Reporting Standards.

**Emphasis of Matters**
Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates that the Company has incurred losses to date. This condition, along with other matters as set forth in Note 1, indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

***"Charlton & Company"***
***CHARTERED ACCOUNTANTS***

Vancouver, Canada
May 26, 2015

**BATTALION CAPITAL CORP.**
STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

| As at | | March 31, 2015 |
|---|---|---|
| **ASSETS** | | |
| **Current** | | |
| Cash | $ | 165,082 |
| | $ | 165,082 |
| **LIABILITIES AND SHAREHOLDERS' EQUITY** | | |
| **Current** | | |
| Accounts payable and accrued liabilities | $ | 2,000 |
| **Shareholders' equity** | | |
| Share capital (Note 4) | | 160,760 |
| Subscriptions received in advance (Note 13) | | 91,250 |
| Deficit | | (88,928) |
| | | 163,082 |
| | $ | 165,082 |

**Nature of operations and going concern** (Note 1)
**Commitments** (Note 12)
**Subsequent events** (Note 13)

Approved and authorized by the Board on May 26, 2015:

"Karl Antonius" Director

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

**BATTALION CAPITAL CORP.**
STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

| | | From incorporation on August 14, 2014 to March 31, 2015 |
|---|---|---|
| **EXPENSES** | | |
| Office and administration (Note 5) | $ | 52,500 |
| Professional fees | | 36,349 |
| Bank charges | | 79 |
| **Loss and comprehensive loss for the period** | $ | (88,928) |
| **Basic and diluted loss per common share** | $ | (0.02) |
| **Weighted average number of common shares outstanding** | | 5,745,060 |

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

**BATTALION CAPITAL CORP.**
STATEMENT OF CASH FLOWS
(Expressed in Canadian Dollars)

| For the period from incorporation on August 14, 2014 to March 31, 2015 | | |
|---|---|---|
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | |
| Loss for the period | $ | (88,928) |
| Changes in non-cash working capital items: | | |
| Accounts payable and accrued liabilities | | 2,000 |
| | | (86,928) |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | |
| Proceeds from private placements | | 160,760 |
| Subscriptions received in advance | | 91,250 |
| | | 252,010 |
| **Change in cash during the period** | | 165,082 |
| **Cash, beginning of period** | | - |
| **Cash, end of period** | $ | 165,082 |

There were no significant non-cash transactions for period from incorporation on August 14, 2014 to March 31, 2015.

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

**BATTALION CAPITAL CORP.**
STATEMENT OF CHANGES IN EQUITY
(Expressed in Canadian Dollars)

| | Share capital | | | | |
|---|---|---|---|---|---|
| | Number | Amount | Subscriptions received in advance | Deficit | Total |
| **Balance, August 14, 2014 (incorporation)** | 10 | $ 1 | $ - | $ - | $ 1 |
| Private placements | 9,913,000 | 160,760 | 91,250 | - | 252,010 |
| Return of capital | (10) | (1) | | - | (1) |
| Loss for the period | - | - | | (88,928) | (88,928) |
| **Balance, March 31, 2015** | 9,913,000 | $ 160,760 | $ 91,250 | $ (88,928) | $ 163,082 |

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

## 1. NATURE OF OPERATIONS AND GOING CONCERN

Battalion Capital Corp. (the "Company") was incorporated on August 14, 2014 in British Columbia under the Business Corporations Act. The Company is in the business of exploring for and evaluating economically viable mineral resource deposits.

The Company's registered address and the records are held at Suite 3403 – 1011 West Cordova Street, Vancouver, BC, V6C 0B2.

The Company's financial statements are presented in Canadian dollars.

The Company has not generated revenues from operations. These financial statements are prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at March 31, 2015, the Company had working capital of $163,082, representing funds available to cover on-going operating costs. The Company has incurred negative cash flows from operations, recorded a loss of $88,928 for the period ended March 31, 2015, and has a deficit of $88,928 as at March 31, 2015. The Company's ability to continue on a going concern basis depends on its ability to successfully raise additional financing. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. This material uncertainty may cast significant doubt about the Company's ability to continue as a going concern. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

## 2. BASIS OF PREPARATION

### Statement of Compliance

These financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards and Interpretations (collectively "IFRS") as issued by the International Accounting Standards Board ("IASB") and by the International Financial Reporting Interpretations Committee ("IFRIC").

### Basis of Presentation

The financial statements have been prepared on a historical cost basis except for certain financial assets that are measured at fair value. All dollar amounts presented are in Canadian dollars unless otherwise specified, which is the functional currency of the Company.

### Use of Estimates and Judgments

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

*Critical Accounting Estimates*

The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.

## 2. BASIS OF PREPARATION *(cont'd…)*

**Use of Estimates and Judgments** *(cont'd…)*

*Critical Accounting Judgments*

The carrying value and recoverability of exploration and evaluation assets requires management to make certain estimates, judgments and assumptions about each project. Management considers the economics of the project, including the latest resources prices and the long-term forecasts, and the overall economic viability of the project.

From time to time, certain claims, suits, and complaints may arise in the ordinary course of operations against the Company which require management to make certain estimates, judgments, and assumptions about the suit. In the opinion of management, any provisions related to such claims, if any, will be accrued when the claims meet the recognition criteria for contingent liabilities. Management is not aware of any material contingent liabilities which require recording in the financial statements.

## 3. SIGNIFICANT ACCOUNTING POLICIES

**Loss per share**

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is calculated by adjusting the weighted average number of common shares outstanding for dilutive instruments. The number of shares included with respect to options, warrants, and similar instruments is computed using the treasury stock method. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

**Financial instruments**

<u>Financial assets</u>

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

*Fair value through profit or loss* - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations and comprehensive loss.

*Available for sale* – These assets are non-derivative financial assets designated on initial recognition. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of equity. Cumulative gains or losses recognized in equity are recognized in the statement of operations and comprehensive loss when the asset is derecognized.

*Loans and receivables* - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

## 3. SIGNIFICANT ACCOUNTING POLICIES *(cont'd…)*

**Financial instruments** *(cont'd…)*

*Held-to-maturity investments* - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to

the carrying amount of the investment, including impairment losses, are recognized in the statement of operations and comprehensive loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

*Fair value through profit or loss* - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations and comprehensive loss.

*Other financial liabilities:* This category includes promissory notes, amounts due to related parties and accounts payables and accrued liabilities, all of which are recognized at amortized cost.

The Company has classified its cash as fair value through profit and loss. The Company's receivables and advances to related parties are classified as loans and receivables. The Company's marketable securities are classified as available-for-sale. The Company's accounts payable and accrued liabilities are classified as other financial liabilities.

**Income taxes**

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the statement of financial position liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting nor taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

(Expressed in Canadian Dollars)

**New standard not yet adopted**

| | |
|---|---|
| • IFRS 5 (Amendment) | Amendments to IFRS 5 Non-Current Assets Held for Sale and Discounted Operations (i) |
| • IFRS 7 (Amendment) | Amendments to IFRS 7 Financial Instruments: Disclosures (i) |
| • IFRS 9 | Financial Instruments (iii) |
| • IFRS 10 and IAS 28 (Amendments) | Amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Join Ventures (i) |
| • IFRS 11 (Amendment) | Amendments to IFRS 11 Joint Arrangements (i) |
| • IFRS 15 | Revenue from Contracts with Customers (ii) |
| • IAS 1 (Amendment) | Amendments to IAS 1 Presentation of Financial Statements (i) |
| • IAS 16 and IAS 38 (Amendments) | Amendments to IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets (i) |
| • IAS 34 (Amendments) | Amendments to IAS 34 Interim Financial Reporting (i) |

vii) Effective for annual periods beginning on or after January 1, 2016;
viii) Effective for annual periods beginning on or after January 1, 2017; and
ix) Effective for annual periods beginning on or after January 1, 2018.

The Company is in the process of assessing the impact of the adoption of these standards and interpretations.

## 4. SHARE CAPITAL AND RESERVES

e) Authorized share capital

Unlimited number of common and preferred shares without par value.

f) Issued share capital

During the period from incorporation on August 14, 2014 to March 31, 2015, the Company:

- Completed a non-brokered private placement by issuing 2,000,000 common shares at a price of $0.005 per common share for total proceeds of $10,000;

- Completed a non-brokered private placement by issuing 500,000 common shares at a price of $0.005 per common share for total proceeds of $2,500;

- Completed a non-brokered private placement by issuing 2,050,000 common shares at a price of $0.02 per common share for total proceeds of $41,000; and

- Completed a non-brokered private placement by issuing 5,363,000 common shares at a price of $0.02 per common share for total proceeds of $107,260.

d) Stock options and warrants

There are no issued or outstanding stock options or warrants as of March 31, 2015.

## 5. RELATED PARTY TRANSACTIONS

Key management personnel comprise of the Chief Executive Officer, Directors of the Company, Voltaire Service Corp., a company with a common CEO and Director; and Brandenburg Financial Corp., a company with a common CEO.

During the year ended March 31, 2015, the Company incurred consulting fees of $52,500 to Brandenburg Financial Corp. As at March 15, 2015, accounts payable and accrued liabilities included $Nil to Brandenburg Financial Corp.

## 6. SEGMENTED INFORMATION

The Company operates in one industry segment, the mining industry, and one geographical segments, Canada.

## 7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

### Financial Instruments

Cash is carried at fair value using a level 1 fair value measurement. The carrying value of accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

## 7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(cont'd…)*

### Financial risk factors

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

*Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2015, the Company had a cash balance of $165,082 to settle current liabilities of $2,000.

There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms. The Company anticipated it will need additional capital in the future to finance on-going exploration of its properties, such capital to be derived from the exercise of outstanding warrants and the completion of other equity financings.

The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for future exploration and development of its projects, although the Company has been successful in the past in financing its activities through the previously mentioned financing activities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration success. In recent years, the securities markets have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

*Credit risk*

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.

*Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Company does not have a practice of trading derivatives.

a) Interest rate risk

The Company's financial assets exposed to interest rate risk consist of cash and restricted cash. The Company's current policy will be to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As at March 31, 2015, the Company did not have any investments in investment-grade short-term deposit certificates.

b) Price risk

The resource industry is heavily dependent upon the market price of the resources being extracted. There is no assurance that, even if commercial quantities of resources are discovered, a profitable market will exist for their sale. There can be no assurance that mineral prices will be such that the Company's properties can be extracted at a profit. Factors beyond control of the Company may affect the marketability of any resources discovered. The price of oil has experienced volatile and significant price movements over short periods of time, and is affected by numerous factors beyond the Company's control. The Company closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

## 8. CAPITAL MANAGEMENT

The Company considers capital to be the elements of shareholders' equity. The Company's primary objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain sufficient funds to finance the exploration and development of its mineral property interests. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements.

(Expressed in Canadian Dollars)

## 11. INCOME TAX

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

| | | **2015** |
|---|---|---|
| Loss before income taxes | **$** | (88,928) |
| Statutory tax rate | | 26.00% |
| Expected income tax recovery | **$** | (23,121) |
| Unrecognized deferred tax assets | | 23,121 |
| Future income tax recovery | **$** | **-** |

The Company has non-capital tax loss carry forwards of approximately $88,928 that are available to reduce taxable income in future periods. These tax loss carry forwards expire in 2035. Due to the uncertainty of realization of these loss carry-forwards, the benefit is not reflected in the financial statements as at March 31, 2015.

## 12. COMMITMENTS

On December 1, 2014 the Company entered into consulting service agreement with Brandenburg Financial Corp. and it has committed to make monthly payments of $2,500. This agreement was supersede with an agreement dated December 31, 2014. The monthly consulting fees were increased from $2,500 to $10,000 plus GST.

## 13. SUBSEQUENT EVENTS

**Plan of Arrangement**

On April 15, 2015, Brigadier Exploration Corp. (“Brigadier”) entered in to an arrangement agreement with the Company and Hussar Exploration Corp. (“Hussar”) whereby Brigadier intends to acquire all of the issued and outstanding shares of Hussar and the Company (the “Acquisition”) by issuing one for one, shares of Brigadier in exchange for shares of Hussar and the Company.

**Private Placement**

Subsequent to March 31, 2015, the Company issued 466,250 common shares at a price of $0.20 per common share for total proceeds of $93,250. As at March 31, 2015 the Company had received $91,250 in connection with this private placement.

# HUSSAR EXPLORATION CORP.

## FINANCIAL STATEMENTS

## PERIOD FROM INCORPORATION ON AUGUST 20, 2014 TO MARCH 31, 2015

**(Expressed in Canadian Dollars)**

p | 604.683.3277
f | 604.684.8464

SUITE 1735, TWO BENTALL CENTRE
555 BURRARD STREET
BOX 243
VANCOUVER, BC V7X 1M9

charlton

charlton & company
CHARTERED ACCOUNTANTS

# INDEPENDENT AUDITORS' REPORT

To: the Directors of
Hussar Exploration Corp.

We have audited the accompanying financial statements of Hussar Exploration Corp., which comprise the statement of financial position as at March 31, 2015 and the statements of loss and comprehensive loss, changes in equity and cash flows for the period from incorporation on August 20, 2014 to March 31, 2015 and a summary of significant accounting policies and other explanatory information.

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**
In our opinion, these financial statements present fairly, in all material respects, the financial position of Hussar Exploration Corp. as at March 31, 2015 and its financial performance and cash flows for the period from incorporation on August 20, 2014 to March 31, 2015 in accordance with International Financial Reporting Standards.

**Emphasis of Matters**
Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates that the Company has incurred losses to date. This condition, along with other matters as set forth in Note 1, indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

***"Charlton & Company"***
***CHARTERED ACCOUNTANTS***

Vancouver, Canada
May 26, 2015

**HUSSAR EXPLORATION CORP.**
STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

| As at | | March 31, 2015 |
|---|---|---|
| **ASSETS** | | |
| **Current** | | |
| Cash | $ | 117,196 |
| | $ | 117,196 |
| **LIABILITIES AND SHAREHOLDERS' EQUITY** | | |
| **Current** | | |
| Accounts payable and accrued liabilities (Note 5) | $ | 2,625 |
| **Shareholders' equity** | | |
| Share capital (Note 4) | | 84,660 |
| Subscriptions received in advance (Note 12) | | 79,100 |
| Deficit | | (49,189) |
| | | 114,571 |
| | $ | 117,196 |

**Nature of operations and going concern** (Note 1)
**Commitments** (Note 12)
**Subsequent events** (Note 13)

Approved and authorized by the Board on May 26, 2015:

"Karl Antonius" Director

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

**HUSSAR EXPLORATION CORP.**
STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

| | | From incorporation on August 20, 2014 to March 31, 2015 |
|---|---|---|
| **EXPENSES** | | |
| Office and administration (Note 5) | $ | 13,125 |
| Professional fees | | 35,989 |
| Bank charges | | 75 |
| **Loss and comprehensive loss for the period** | $ | (49,189) |
| **Basic and diluted loss per common share** | $ | (0.01) |
| **Weighted average number of common shares outstanding** | | 4,195,219 |

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

## HUSSAR EXPLORATION CORP.

STATEMENT OF CASH FLOW
(Expressed in Canadian Dollars)

| For the period from incorporation on August 20, 2014 to March 31, 2015 | | |
|---|---|---|
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | |
| Loss for the period | $ | (49,189) |
| Changes in non-cash working capital items: | | |
| Accounts payable and accrued liabilities | | 2,625 |
| | | (46,564) |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | |
| Proceeds from private placements | | 84,660 |
| Subscriptions received in advance | | 79,100 |
| | | 163,760 |
| **Change in cash during the period** | | 117,196 |
| **Cash, beginning of period** | | - |
| **Cash, end of period** | $ | 117,196 |

There were no significant non-cash transactions for period from incorporation on August 20, 2014 to March 31, 2015.

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

**HUSSAR EXPLORATION CORP.**
STATEMENT OF CHANGE IN EQUITY
(Expressed in Canadian Dollars)

| | Share capital | | | | |
|---|---|---|---|---|---|
| | Number | Amount | Subscriptions received in advance | Deficit | Total |
| **Balance, August 20, 2014 (incorporation)** | 10 | $ 1 | $ - | $ - | $ 1 |
| Private placements | 6,108,000 | 84,660 | 79,100 | - | 163,760 |
| Return of capital | (10) | (1) | | - | (1) |
| Loss for the period | - | - | | (49,189) | (49,189) |
| **Balance, March 31, 2015** | 6,108,000 | $ 84,660 | $ 79,100 | $ (49,189) | $ 114,571 |

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

## 1. NATURE OF OPERATIONS AND GOING CONCERN

Hussar Exploration Corp. (the "Company") was incorporated on August 20, 2014 in British Columbia under the Business Corporations Act. The Company is in the business of exploring for and evaluating economically viable mineral resource deposits.

The Company's registered address and the records are held at Suite 3403 – 1011 West Cordova Street, Vancouver, BC, V6C 0B2.

The Company's financial statements are presented in Canadian dollars.

The Company has not generated revenues from operations. These financial statements are prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at March 31, 2015, the Company had working capital of $114,571, representing funds available to cover on-going operating costs. The Company has incurred negative cash flows from operations, recorded a loss of $49,189 for the period ended March 31, 2015, and has a deficit of $49,189 as at March 31, 2015. The Company's ability to continue on a going concern basis depends on its ability to successfully raise additional financing. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. This material uncertainty may cast significant doubt about the Company's ability to continue as a going concern. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

## 2. BASIS OF PREPARATION

### Statement of Compliance

These financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards and Interpretations (collectively "IFRS") as issued by the International Accounting Standards Board ("IASB") and by the International Financial Reporting Interpretations Committee ("IFRIC").

### Basis of Presentation

The financial statements have been prepared on a historical cost basis except for certain financial assets that are measured at fair value. All dollar amounts presented are in Canadian dollars unless otherwise specified, which is the functional currency of the Company.

### Use of Estimates and Judgments

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

*Critical Accounting Estimates*

The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.

## 2. BASIS OF PREPARATION *(cont'd…)*

### Use of Estimates and Judgments *(cont'd…)*

*Critical Accounting Judgments*

The carrying value and recoverability of exploration and evaluation assets requires management to make certain estimates, judgments and assumptions about each project. Management considers the economics of the project, including the latest resources prices and the long-term forecasts, and the overall economic viability of the project.

From time to time, certain claims, suits, and complaints may arise in the ordinary course of operations against the Company which require management to make certain estimates, judgments, and assumptions about the suit. In the opinion of management, any provisions related to such claims, if any, will be accrued when the claims meet the recognition criteria for contingent liabilities. Management is not aware of any material contingent liabilities which require recording in the financial statements.

## 3. SIGNIFICANT ACCOUNTING POLICIES

### Loss per share

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is calculated by adjusting the weighted average number of common shares outstanding for dilutive instruments. The number of shares included with respect to options, warrants, and similar instruments is computed using the treasury stock method. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

### Financial instruments

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

*Fair value through profit or loss* - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations and comprehensive loss.

*Available for sale* – These assets are non-derivative financial assets designated on initial recognition. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of equity. Cumulative gains or losses recognized in equity are recognized in the statement of operations and comprehensive loss when the asset is derecognized.

## 3. SIGNIFICANT ACCOUNTING POLICIES *(cont'd…)*

**Financial instruments** *(cont'd…)*

*Loans and receivables* - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

*Held-to-maturity investments* - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of operations and comprehensive loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

<u>Financial liabilities</u>

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

*Fair value through profit or loss* - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations and comprehensive loss.

*Other financial liabilities:* This category includes promissory notes, amounts due to related parties and accounts payables and accrued liabilities, all of which are recognized at amortized cost.

The Company has classified its cash as fair value through profit and loss. The Company's receivables and advances to related parties are classified as loans and receivables. The Company's marketable securities are classified as available-for-sale. The Company's accounts payable and accrued liabilities are classified as other financial liabilities.

**Income taxes**

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the statement of financial position liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting nor taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

**New standard not yet adopted**

- IFRS 5 (Amendment) — Amendments to IFRS 5 Non-Current Assets Held for Sale and Discounted Operations (i)
- IFRS 7 (Amendment) — Amendments to IFRS 7 Financial Instruments: Disclosures (i)
- IFRS 9 — Financial Instruments (iii)
- IFRS 10 and IAS 28 (Amendments) — Amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Join Ventures (i)
- IFRS 11 (Amendment) — Amendments to IFRS 11 Joint Arrangements (i)
- IFRS 15 — Revenue from Contracts with Customers (ii)
- IAS 1 (Amendment) — Amendments to IAS 1 Presentation of Financial Statements (i)
- IAS 16 and IAS 38 (Amendments) — Amendments to IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets (i)
- IAS 34 (Amendments) — Amendments to IAS 34 Interim Financial Reporting (i)

x) Effective for annual periods beginning on or after January 1, 2016;
xi) Effective for annual periods beginning on or after January 1, 2017; and
xii) Effective for annual periods beginning on or after January 1, 2018.

The Company is in the process of assessing the impact of the adoption of these standards and interpretations.

## 4. SHARE CAPITAL AND RESERVES

g) Authorized share capital

Unlimited number of common and preferred shares without par value.

h) Issued share capital

During the period from incorporation on August 20, 2014 to March 31, 2015, the Company:

- Completed a non-brokered private placement by issuing 2,000,000 common shares at a price of $0.005 per common share for total proceeds of $10,000;

- Completed a non-brokered private placement by issuing 500,000 common shares at a price of $0.005 per common share for total proceeds of $2,500;

- Completed a non-brokered private placement by issuing 1,200,000 common shares at a price of $0.02 per common share for total proceeds of $24,000;

- Completed a non-brokered private placement by issuing 2,158,000 common shares at a price of $0.02 per common share for total proceeds of $43,160; and

- Completed a non-brokered private placement by issuing 250,000 common shares at a price of $0.02 per common share for total proceeds of $5,000.

e) Stock options and warrants

There are no issued or outstanding stock options or warrants as of March 31, 2015.

## 5. RELATED PARTY TRANSACTIONS

Key management personnel comprise of the Chief Executive Officer, Directors of the Company, Voltaire Service Corp., a company with a common CEO and Director, and Brandenburg Financial Corp., a company with CEO.

During the year ended March 31, 2015, the Company incurred consulting fees of $13,125 to Brandenburg Financial Corp. As at March 15, 2015, accounts payable and accrued liabilities included $625 to Brandenburg Financial Corp.

## 6. SEGMENTED INFORMATION

The Company operates in one industry segment, the mining industry, and one geographical segments, Canada.

## 7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

### Financial Instruments

Cash is carried at fair value using a level 1 fair value measurement. The carrying value of accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

## 7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(cont'd…)*

### Financial risk factors

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

*Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due.  As at March 31, 2015, the Company had a cash balance of $117,196 to settle current liabilities of $2,625.

There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms. The Company anticipated it will need additional capital in the future to finance on-going exploration of its properties, such capital to be derived from the exercise of outstanding warrants and the completion of other equity financings.

The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for future exploration and development of its projects, although the Company has been successful in the past in financing its activities through the previously mentioned financing activities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration success. In recent years, the securities markets have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

*Credit risk*

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.

*Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Company does not have a practice of trading derivatives.

a) Interest rate risk

The Company's financial assets exposed to interest rate risk consist of cash and restricted cash. The Company's current policy will be to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As at March 31, 2015, the Company did not have any investments in investment-grade short-term deposit certificates.

b) Price risk

The resource industry is heavily dependent upon the market price of the resources being extracted. There is no assurance that, even if commercial quantities of resources are discovered, a profitable market will exist for their sale. There can be no assurance that mineral prices will be such that the Company's properties can be extracted at a profit. Factors beyond control of the Company may affect the marketability of any resources discovered. The price of oil has experienced volatile and significant price movements over short periods of time, and is affected by numerous factors beyond the Company's control. The Company closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

## 8. CAPITAL MANAGEMENT

The Company considers capital to be the elements of shareholders' equity. The Company's primary objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain sufficient funds to finance the exploration and development of its mineral property interests. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements.

(Expressed in Canadian Dollars)

## 11. INCOME TAX

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

| | | **2015** |
|---|---|---|
| Loss before income taxes | **$** | (49,189) |
| Statutory tax rate | | 26.00% |
| Expected income tax recovery | **$** | (12,789) |
| Unrecognized deferred tax assets | | 12,789 |
| Future income tax recovery | **$** | **-** |

The Company has non-capital tax loss carry forwards of approximately $49,189 that are available to reduce taxable income in future periods. These tax loss carry forwards expire in 2035. Due to the uncertainty of realization of these loss carry-forwards, the benefit is not reflected in the financial statements as at March 31, 2015.

## 12. COMMITMENTS

On December 1, 2014 the Company entered into consulting service agreement with Brandenburg Financial Corp. and it has committed to make monthly payments of $2,500.

## 13. SUBSEQUENT EVENTS

**Plan of Arrangement**

On April 15, 2015, Brigadier Exploration Corp. ("Brigadier") entered in to an arrangement agreement with the Company and Battalion Capital Corp. ("Battalion") whereby Brigadier intends to acquire all of the issued and outstanding shares of Battalion and the Company (the "Acquisition") by issuing one for one, shares of Brigadier in exchange for shares of Battalion and the Company.

**Private Placement**

On April 16, 2015, the Company issued 395,500 common shares at a price of $0.20 per common share for total proceeds of $79,100. As at March 31, 2015 the Company had received $79,100 in connection with this private placement.

# BRIGADE RESOURCE CORP.
# AND
# BRIGADIER EXPLORATION CORP.

**PRO-FORMA CONSOLIDATED FINANCIAL STATEMENTS**
**(Unaudited)**

**As at March 31, 2015**
**And for the period ended March 31, 2015**

## BRIGADIER EXPLORATION CORP.

PRO-FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION
(Unaudited)
AS AT MARCH 31, 2015

| | Brigade Resource Corp. | Brigadier Exploration Corp. | Hussar Exploration Corp. | Battalion Capital Corp. | Note 3 | Pro-forma adjustments | Pro-forma consolidated |
|---|---|---|---|---|---|---|---|
| **ASSETS** | | | | | | | |
| **Current** | | | | | | | |
| Cash | $ 10 | $ 150,227 | $ 117,196 | $ 165,082 | a, d | $ (2,000) | $ 430,515 |
| Due from related parties | - | 12,500 | - | - | | - | 12,500 |
| | 10 | 162,727 | 117,196 | 165,082 | | (2,000) | 443,015 |
| Investment | - | - | - | | | 20 | 20 |
| Mineral property interests | - | - | - | - | b | 60,000 | 60,000 |
| **Total assets** | $ 10 | $ 162,727 | $ 117,196 | $ 165,082 | | $ 58,020 | $ 503,035 |
| **LIABILITIES AND SHAREHOLDERS' EQUITY** | | | | | | | |
| **Current** | | | | | | | |
| Accounts payable and accrued liabilities | $ 4,625 | $ 18,000 | $ 2,625 | $ 2,000 | | $ - | $ 27,250 |
| **Shareholders' equity** | | | | | | | |
| Share capital | 10 | 304,610 | 84,660 | 160,760 | a, b, c, d, e, f | 3,274,130 | 3,824,170 |
| Subscriptions received In advance | - | - | 79,100 | 91,250 | c, e | (170,350) | - |
| Deficit | (4,625) | (159,883) | (49,189) | (88,928) | d, f | (3,045,760) | (3,348,385) |
| | (4,615) | 144,727 | 114,571 | 163,082 | | 58,020 | 475,785 |
| **Total liabilities and shareholders' equity** | $ 10 | $ 162,727 | $ 117,196 | $ 165,082 | | $ 58,020 | $ 503,025 |

The accompanying notes are an integral part of these pro-forma consolidated financial statements.

## BRIGADIER EXPLORATION CORP.

PRO-FORMA CONSOLIDATED STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(Unaudited)
FOR THE PERIOD ENDED MARCH 31, 2015

| | Brigade Resource Corp. | Brigadier Exploration Corp. | Hussar Exploration Corp. | Battalion Capital Corp. | Note 3 | Pro-forma adjustments | Pro-forma consolidated |
|---|---|---|---|---|---|---|---|
| **OPERATING EXPENSES** | | | | | | | |
| Exploration and evaluation expenditures | $ - | $ 3,503 | $ - | $ - | | $ - | $ 3,503 |
| Office and administrative | - | 63,196 | 13,125 | 52,500 | | - | 128,821 |
| Professional fees | 4,625 | 54,029 | 35,989 | 36,349 | | - | 130,992 |
| Bank charges and interest | - | 155 | 75 | 79 | | - | 309 |
| **Total operating expenses** | (4,625) | (120,883) | (49,189) | (88,928) | | - | (263,625) |
| Merger expense | - | - | - | - | d, f | (2,958,780) | (2,958,780) |
| Write down of exploration and evaluation assets | - | (34,000) | - | - | | - | (34,000) |
| Plan of arrangement | - | (5,000) | - | - | | (86,980) | (91,980) |
| **Net loss and comprehensive loss for the period** | $ (4,625) | $ (159,883) | $ (49,189) | $ (88,928) | | $ (3,045,760) | $ (3,348,385) |
| **Basic and diluted loss per common share** | | $ (0.01) | | | | | $ (0.11) |
| **Weighted average number of common shares outstanding** | | 13,082,250 | | | | | 30,660,000 |

The accompanying notes are an integral part of these pro-forma consolidated financial statements.

## 1. BASIS OF PRESENTATION

These unaudited pro-forma consolidated financial statements have been compiled from and include:

a) An unaudited pro-forma consolidated statement of financial position as at March 31, 2015 combining

   i) the statement of financial position of Brigadier Exploration Corp. ("Brigadier") as at March 31, 2015 derived from the audited financial statements of Brigadier;
   ii) the statement of financial position of Brigade Resource Corp. ("Brigade") as at March 31, 2015 derived from the audited financial statements of Brigade;
   iii) the statement of financial position of Hussar Exploration Corp. ("Hussar") as at March 31, 2015 derived from the audited financial statements of Hussar; and
   iv) the statement of financial position of Battalion Capital Corp. ("Battalion") as at March 31, 2015 derived from the audited financial statements of Battalion.

   The unaudited pro-forma consolidated statement of financial position gives effect to the transactions as if they had occurred at March 31, 2015.

b) An unaudited pro-forma consolidated statement of income and comprehensive income for the period ended March 31, 2015 combining

   i) the statement of loss and comprehensive loss for period from August 13, 2015 to March 31, 2015 of Brigadier derived from the audited financial statements of Brigadier;
   ii) the statement of loss and comprehensive loss for period from October 9, 2014 to March 31, 2015 of Brigade derived from the audited financial statements of Brigade;
   iii) the statement of loss and comprehensive loss for period from August 20, 2015 to March 31, 2015 of Hussar derived from the audited financial statements of Hussar; and
   iv) the statement of loss and comprehensive loss for period from August 14, 2015 to March 31, 2015 of Battalion derived from the audited financial statements of Battalion.

   The unaudited pro-forma consolidated statement of loss and comprehensive loss gives effect to the transactions as if they had occurred on August 13, 2014.

The unaudited pro-forma consolidated financial statements have been compiled using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), as set out in the audited financial statements of Battalion for the period ended March 31, 2015.

The unaudited pro-forma consolidated financial statements should be read in conjunction with the financial statements and notes thereto of Brigade, Battalion, Hussar and Brigadier described above. The unaudited pro-forma consolidated financial statements are not intended to reflect the results of operations or the financial position of the continuing entity, Brigadier Exploration Corp., which would have actually resulted had the proposed transactions been effected on the dates indicated. Further, the unaudited pro-forma financial information is not necessarily indicative of the results of operations that may be obtained in the future.

The pro-forma adjustments and allocations of the purchase price of Brigade, Battalion and Hussar by Brigadier as an asset acquisition are based in part on estimates of the fair value of the assets acquired and liabilities assumed. The final purchase price allocation will be completed after asset and liability valuations are finalized. The final valuation will be based on the actual assets and liabilities of Battalion and Hussar that existed as of the date of completion of the acquisition.

## 2. PROPOSED TRANSACTIONS

Brigadier, Hussar and Battalion have entered into a Plan of Arrangement agreement pursuant to which Brigadier will acquire all of the issued and outstanding capital stock of Hussar and Battalion in consideration for securities of Briadier on a one for one basis.

*Acquisition of Hussar*

Brigadier will acquire all of the issued and outstanding shares of Hussar by issuing shares on a 1:1 basis or 6,503,500 shares of the Company.

**2. PROPOSED TRANSACTIONS** *(cont'd…)*

*Acquisition of Battalion*

Brigadier will acquire all of the issued and outstanding shares of Hussar by issuing shares on a 1:1 basis or 10,379,250 shares of the Company.

*Acquisition of Brigade*

Pursuant to the terms of Arrangement 2 with Brigadier and Voltaire Service Corp, the following steps were completed:

The total purchase price of the plan of arrangement will be $12,000, $5,000 of which was paid by Brigadier to Voltaire on signing of the agreement;

The Company and Brigade will exchange securities on a 1:1 basis or 10,000 shares of the Company.

The Company will issue 400,000 common shares to Voltaire Services Corp and receive 10,000 shares from Voltaire Services Corp.

**3. PRO-FORMA ADJUSTMENTS AND ASSUMPTIONS**

The unaudited pro-forma consolidated financial statements incorporate the following pro-forma assumptions:

a) Brigadier will complete a concurrent equity financing of 15,000 common shares for proceeds of $3,000;

b) Brigadier will acquire the Brooks Lake, Boyer Lake and Surprise Lake mineral properties by issuing 300,000 common shares at a value of $0.20 per share, totalling $60,000;

c) Hussar will complete a concurrent equity financing of 395,500 common shares for proceeds of $79,100;

d) The acquisition of Hussar by Brigadier constitutes an asset acquisition as Hussar does not meet the definition of a business, as defined in IFRS 3, Business Combinations;

   As a result of this asset acquisition, a merger expense of $1,136,940 has been recorded. This reflects the difference between the estimated fair value of the Brigadier shares to the Hussar shareholders less the net fair value of the assets of Hussar acquired.

   In accordance with reverse acquisition accounting:

   i) The assets and liabilities of Brigadier are included in the pro-forma consolidated statement of financial position at their carrying values;

   ii) The net assets (cash) of Hussar are included at their fair value of $117,196.

e) Battalion will complete a concurrent equity financing of 466,250 common shares for proceeds of $93,250;

f) The acquisition of Battalion by Brigadier constitutes an asset acquisition as Battalion does not meet the definition of a business, as defined in IFRS 3, Business Combinations;

As a result of this asset acquisition, a merger expense of $1,821,840 has been recorded. This reflects the difference between the estimated fair value of the Brigadier shares to the Battalion shareholders less the net fair value of the assets of Battalion acquired.

In accordance with reverse acquisition accounting:

i) The assets and liabilities of Brigadier are included in the pro-forma consolidated statement of financial position at their carrying values;

ii) The net assets (cash) of Battalion are included at their fair value of $167,082.

## 3. PRO-FORMA ADJUSTMENTS AND ASSUMPTIONS *(cont'd…)*

g) The acquisition of Brigade by Brigadier constitutes an asset acquisition as Brigade does not meet the definition of a business, as defined in IFRS 3, Business Combinations;

As a result of this asset acquisition, a plan of arrangement expense of $91,980 has been recorded. This reflects the difference between the estimated fair value of the Brigadier shares to the Brigade shareholders less the net fair value of the assets of Brigade acquired.

In accordance with reverse acquisition accounting:

i) The assets and liabilities of Brigadier are included in the pro-forma consolidated statement of financial position at their carrying values;

ii) The net assets (cash) of Brigade are included at their fair value of $10.

## 4. PRO-FORMA SHARE CAPITAL

**Authorized**

Unlimited common shares, without par value

| | Number of Shares | Share capital |
|---|---|---|
| Opening balance of Brigadier | 13,062,250 | $ 304,610 |
| Opening balance of Brigade | 10,000 | 10 |
| Opening balance of Hussar | 6,108,000 | 84,660 |
| Opening balance of Battalion | 9,913,000 | 160,760 |
| Completion of subsequent Brigadier private placement | 15,000 | 3,000 |
| Completion of subsequent Hussar private placement | 395,500 | 79,100 |
| Completion of subsequent Battalion private placement | 466,250 | 93,250 |
| Acquisition of exploration and evaluation assets | 300,000 | 60,000 |
| Hussar equity elimination upon acquisition | (6,503,500) | (163,760) |
| Battalion equity elimination upon acquisition | (10,379,250) | (254,010) |
| Brigade equity elimination upon acquisition | (10,000) | (10) |
| Brigadier shares issued upon acquisition of Hussar | 6,503,500 | 1,300,700 |
| Brigadier shares issued upon acquisition of Battalion | 10,379,250 | 2,075,850 |
| Brigadier shares issued upon to Voltaire Service Corp. | 400,000 | 80,000 |
| | 30,660,000 | $ 3,824,170 |

SCHEDULE A

# MANAGEMENT DISCUSSION AND ANALYSIS FOR BRIGADIER EXPLORATION CORP.

## FOR THE PERIOD ENDED MARCH 31, 2015

## PREPARED AS OF MARCH 31, 2015


**Contact Information**
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**V6C 0B2**

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# BRIGADIER EXPLORATION CORP.

**FORM 51-102F1**
**MANAGEMENT DISCUSSION AND ANALYSIS**

**FOR THE PERIOD FROM INCORPORATION ON AUGUST 13, 2014 TO MARCH 31, 2015**

## Introduction

This management's discussion and analysis (MD&A) of Brigadier Exploration Corp. is the responsibility of management and covers the period from incorporation on August 13, 2014 to March 31, 2015. The MD&A takes into account information available up to and including May 25, 2015 and should be read together with the audited financial statements and accompanying notes for the period from incorporation on August 13, 2014 to March 31, 2015.

Throughout this document the terms *we, us, our, the Company* and *Brigadier* refer to Brigadier Exploration Corp. All financial information in this document is prepared in accordance with International Financial Reporting Standards ("IFRS") and presented in Canadian dollars unless otherwise indicated.

## Forward-Looking Statements

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

Forward-looking information includes disclosure regarding possible or anticipated events, conditions or results of operations which are based on assumptions about future economic conditions and courses of action, and includes future oriented financial information with respect to prospective results of operations or financial position or cash flow that is presented either as a forecast or a projection. Forward-looking information is often, but not always, identified by the use of words such as seek, anticipate, believe, plan, estimate, expect and intend; statements that an event or result is due on or may, will, should, could, or might occur or be achieved; and other similar expressions.

## Reserves and Resources

National Instrument 43-101 ("43-101") of the Canadian Securities Administrators – Standards of Disclosure for Mineral Projects – requires that each category of mineral reserves and mineral resources be reported separately.

## Description of Business

The Company is a natural resource company engaged in the acquisition and exploration of resource properties. The Company is actively searching for new projects.

## Performance Summary

*Share Capital*

During the period from incorporation on August 13, 2014 to March 31, 2015, the Company:

- Completed a non-brokered private placement by issuing 2,000,000 common shares at a price of $0.005 per common share for total proceeds of $10,000;

- Completed a non-brokered private placement by issuing 500,000 common shares at a price of $0.005 per common share for total proceeds of $2,500;

- Completed a non-brokered private placement by issuing 2,050,000 common shares at a price of $0.02 per common share for total proceeds of $41,000;

- Issued 100,000 common shares at a value of $0.02 per common share for settlement of $2,000 of debt;

- Issued 1,700,000 common shares at a value of $0.02 per common shares as part of a mineral property option agreement (Note 5);

- Completed a non-brokered private placement by issuing 4,663,000 common shares at a price of $0.02 per common share for total proceeds of $93,260;

- Completed a non-brokered private placement by issuing 100,000 common shares at a price of $0.02 per common share for total proceeds of $2,000;

- Completed a non-brokered private placement by issuing 1,500,000 common shares at a price of $0.02 per common share for total proceeds of $30,000; and

- Completed a non-brokered private placement by issuing 449,250 common shares at a price of $0.20 per common share for total proceeds of $89,850.

*Plan of arrangement*

On September 2, 2014, the Company entered in to a plan of arrangement with Brigade Resource Corp. ("Brigade") and Voltaire Services Corp. ("Voltaire"), a company with a common CEO and Director, to purchase all of the issued and outstanding shares of Brigade.

The total purchase price was $18,000, $5,000 of which was paid on signing of the agreement. In addition, the Company and Brigade will exchange securities on a 1:1 basis. Voltaire will issue 1,000 of its common shares and pay $8,000 to Brigade and receive 400,000 common shares of Brigade.

On November 20, 2014, the plan of arrangement was terminated by mutual agreement.

## Exploration Summary

**Patterson Lake Property**

On September 24, 2014, the Company entered into a purchase option agreement with Voltaire Services Corp., a company with a common CEO and Director, to acquire a 100% interest in certain mining claims in the Paterson Property located in the District of Kenora, Ontario for a total consideration of $150,000 and by the issuance of 2,300,000 common shares payable in five installment payments..

On February 10, 2015, the Company terminated the purchase option agreement by mutual agreement. As of March 31, 2015, the Company had paid $12,500 and issued 1,700,000 common shares upon the execution of the option agreement. Amount paid and the shares issued will be reimbursed to the Company.

## Selected Annual Information

The financial information as at and for the period from incorporation on August 13, 2014 to March 31, 2015, have been prepared in accordance with IFRS.

| | **Period from incorporation on August 13, 2014 to March 31, 2015** |
|---|---|
| Total income | $ - |
| Comprehensive loss for the year | 159,883 |
| Basic and diluted loss per share | 0.02 |
| Total assets | 162,727 |
| Working capital (deficiency) | 144,727 |

## Results of Operations

The Company incurred a comprehensive loss of $159,883 for the period from incorporation on August 13, 2014 to March 31, 2015. The Company continues to evaluate potential property acquisitions.

### Liquidity and Capital Resources

Brigadier's exploration and evaluation asset activities do not provide a source of income and the Company therefore has a history of losses and an accumulated deficit. However, given the nature of our business, the results of operations as reflected in the net losses and losses per share do not provide meaningful interpretation of our valuation.

The Company has financed its operations to date primarily through the issuance of common shares. The Company will continue to seek capital through the issuance of common shares.

*Operating activities:* The Company does not generate any revenues and generally does not receive any cash from operating activities. Net cash used in operating activities during the period from incorporation on August 13 to March 31, 2015 was $105,883.

*Investing activities:* Net cash provided in investing activities during the period from incorporation on August 13, 2014 to March 31, 2015 was $12,500. The payment related to the Patterson Lake property.

*Financing activities:* During the period from incorporation on August 13, 2014 to March 31, 2015, the Company completed various private placements and has collected funds during the period for a private placement completed subsequent to period end.

The financial statements do not reflect adjustments, which could be material, to the carrying value of assets and liabilities, which may be required should the Company be unable to continue as a going concern.

## Contractual Obligations

Except as described herein or in the Company's financial statements as at March 31, 2015, the Company had no material financial commitments.

## Off Statement of Financial Position Arrangements

At March 31, 2015, the Company had no material off statement of financial position arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

## Capital Resources

The Company will continue to seek capital through public markets by issuing common shares pursuant to private placements. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements.

### Outstanding Share Data

As at the date of the report the Company had 13,397,250 common shares issued and outstanding. No stock options or warrants have been issued.

### Related Party Transactions

Key management personnel comprise of the Chief Executive Officer, Directors of the Company, Voltaire, a company with a common CEO and Director; and Brandenburg Financial Corp., a company with a common CEO.

The Company entered in to a plan of arrangement agreement and an option purchase agreement with Voltaire.

During the year ended March 31, 2015, the Company incurred consulting fees of $63,000 to Brandenburg Financial Corp. As at March 15, 2015, trade and other payables included $10,500 to Brandenburg Financial Corp.

## Proposed Transactions

On April 15, 2015, the Company entered in to an arrangement agreement with Battalion Capital Corp. ("Battalion") and the Hussar Exploration Corp. ("Hussar") whereby Brigadier intends to acquire all of the issued and outstanding shares of Battalion and Hussar by issuing one for one, shares of the Company in exchange for shares of Battalion and the Hussar.

## Financial Risk Factors

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

*Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2015, the Company had a cash balance of $150,227 to settle current liabilities of $18,000. The Company currently has sufficient liquidity to meet liabilities when due.

There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms. The Company anticipated it will need additional capital in the future to finance on-going exploration of its properties, such capital to be derived from the exercise of outstanding warrants and the completion of other equity financings.

The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for future exploration and development of its projects, although the Company has been successful in the past in financing its activities through the previously mentioned financing activities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration success. In recent years, the securities markets have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

*Credit risk*

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.

*Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Company does not have a practice of trading derivatives.

a) Interest rate risk

The Company's financial assets exposed to interest rate risk consist of cash and restricted cash. The Company's current policy will be to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As at March 31, 2015, the Company did not have any investments in investment-grade short-term deposit certificates.

b) Price risk

The resource industry is heavily dependent upon the market price of the resources being extracted. There is no assurance that, even if commercial quantities of resources are discovered, a profitable market will exist for their sale. There can be no assurance that mineral prices will be such that the Company's properties can be extracted at a profit. Factors beyond control of the Company may affect the marketability of any resources discovered. The price of oil has experienced volatile and significant price movements over short periods of time, and is affected by numerous factors beyond the Company's control. The Company closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

## Risk Factors

Companies in the exploration stage face a variety of risks and, while unable to eliminate all of them, the Company aims at managing and reducing such risks as much as possible. The Company faces a variety of risk factors such as project feasibility and practically, risks related to determining the validity of mineral property title claims, commodities prices and environmental laws and regulations. Management monitors its activities and those factors that could impact them in order to manage risk and make timely decisions.

### New standards, interpretations and amendments adopted

### New standard not yet adopted

| | |
|---|---|
| IFRS 5 (Amendment) | Amendments to IFRS 5 Non-Current Assets Held for Sale and Discounted Operations (i) |
| IFRS 7 (Amendment) | Amendments to IFRS 7 Financial Instruments: Disclosures (i) |
| IFRS 9 | Financial Instruments (iii) |
| IFRS 10 and IAS 28 (Amendments) | Amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Join Ventures (i) |
| IFRS 11 (Amendment) | Amendments to IFRS 11 Joint Arrangements (i) |
| IFRS 15 | Revenue from Contracts with Customers (ii) |
| IAS 1 (Amendment) | Amendments to IAS 1 Presentation of Financial Statements (i) |
| IAS 16 and IAS 38 (Amendments) | Amendments to IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets (i) |
| IAS 34 (Amendments) | Amendments to IAS 34 Interim Financial Reporting (i) |

xiii) Effective for annual periods beginning on or after January 1, 2016;
xiv) Effective for annual periods beginning on or after January 1, 2017; and
xv) Effective for annual periods beginning on or after January 1, 2018.

The Company is in the process of assessing the impact of the adoption of these standards and interpretations.

### Critical Accounting Policies and Estimates

The Company's accounting policies are described in Notes 2 and 3 of its financial statements for the period from incorporation on August 13, 2014 to March 31, 2015. Management considers the following policies to be the most critical in understanding the judgments that are involved in the preparation of our consolidated financial statements and the uncertainties that could impact its results of operations, financial condition and cash flows:

## Use of estimates and significant judgments

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

*Critical Accounting Estimates*

The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.

*Critical Accounting Judgments*

The carrying value and recoverability of exploration and evaluation assets requires management to make certain estimates, judgments and assumptions about each project. Management considers the economics of the project, including the latest resources prices and the long-term forecasts, and the overall economic viability of the project.

From time to time, certain claims, suits, and complaints may arise in the ordinary course of operations against the Company which require management to make certain estimates, judgments, and assumptions about the suit. In the opinion of management, any provisions related to such claims, if any, will be accrued when the claims meet the recognition criteria for contingent liabilities. Management is not aware of any material contingent liabilities which require recording in the financial statements.

## Subsequent Events

**Plan of Arrangement**

On April 15, 2015, the Company entered in to an arrangement agreement with Battalion Capital Corp. (“Battalion”) and the Hussar Exploration Corp. (“Hussar”) whereby Brigadier intends to acquire all of the issued and outstanding shares of Battalion and Hussar by issuing one for one, shares of the Company in exchange for shares of Battalion and the Hussar.

**Exploration and evaluation assets**

On April 15, 2015, the Company entered in to a mineral property option agreement with Voltaire to acquire a 100% interest in the Brooks Lake Property, the Boyer Lake Property, and the Surprise Lake property. The Company issued 300,000 common shares at a price of $0.20 upon execution of the agreement.

The agreement was subsequently terminated by mutual agreement.

**Private Placement**

On April 17, 2015, the Company completed a private placement by issuing 15,000 common shares at a price of $0.20 per common shares for gross proceeds of $3,000.

## SCHEDULE B

AUDIT COMMITTEE CHARTER

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

### 1. Composition

(a) *Number of Members*. The Audit Committee must be comprised of a minimum of three directors of the Company.

(b) *Chair*. If there is more than one member of the Audit Committee, members will appoint a chair of the Audit Committee (the "**Chair**") to serve for a term of one (1) year on an annual basis. The Chair may serve as the chair of the Audit Committee for any number of consecutive terms.

(c) *Financial Literacy.* All members of the audit committee will be financially literate as defined by applicable legislation. If upon appointment a member of the Audit Committee is not financially literate as required, the person will be provided with a period of three months to acquire the required level of financial literacy.

### 2. Meetings

(a) *Quorum*. The quorum required to constitute a meeting of the Audit Committee is set at a majority of members.

(b) *Agenda*. The Chair will set the agenda for each meeting, after consulting with management and the external auditor. Agenda materials such as draft financial statements must be circulated to all Audit Committee members for members to have a reasonable amount of time to review the materials prior to the meeting.

(c) *Notice to Auditors*. The Company's auditors (the "Auditors") will be provided with notice as necessary of any Audit Committee meeting, will be invited to attend each such meeting and will receive an opportunity to be heard at those meetings on matters related to the Auditor's duties.

(d) *Minutes*. Minutes of the Audit Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee.

### 3. Roles and Responsibilities

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

External Auditor

The Audit Committee will:

(a) *Selection of the external auditor*. Select, evaluate and recommend to the Board, for shareholder approval, the Auditor to examine the Company's accounts, controls and financial statements.

(b) *Scope of Work*. Evaluate, prior to the annual audit by the Auditors, the scope and general extent of the Auditor's review, including the Auditor's engagement letter.

(c) *Compensation*. Recommend to the Board the compensation to be paid to the external auditors.

(d) *Replacement of Auditor*. If necessary, recommend the replacement of the Auditor to the Board of Directors.

(e) *Approve Non-Audit Related Services*. Pre-approve all non-audit services to be provided by the Auditor to the Company or its subsidiaries.

(f) *Responsibility for Oversight*. Must directly oversee the work of the Auditor. The Auditor must report directly to the Audit Committee.

(g) *Resolution of Disputes*. Assist with resolving any disputes between the Company's management and the Auditors regarding financial reporting.

Consolidated Financial Statements and Financial Information

The Audit Committee will:

(a) *Review Audited Financial Statements*. Review the audited consolidated financial statements of the Company, discuss those statements with management and with the Auditor, and recommend their approval to the Board.

(b) *Review of Interim Financial Statements*. Review and discuss with management the quarterly consolidated financial statements, and if appropriate, recommend their approval by the Board.

(c) *MD&A, Annual and Interim Earnings Press Releases, Audit Committee Reports*. Review the Company's management discussion and analysis, interim and annual press releases, and audit committee reports before the Company publicly discloses this information.

(d) *Auditor Reports and Recommendations*. Review and consider any significant reports and recommendations issued by the Auditor, together with management's response, and the extent to which recommendations made by the Auditor have been implemented.

Risk Management, Internal Controls and Information Systems

The Audit Committee will:

(a) *Internal Control*. Review with the Auditors and with management, the general policies and procedures used by the Company with respect to internal accounting and financial controls. Remain informed, through communications with the Auditor, of any weaknesses in internal control that could cause errors or deficiencies in financial reporting or deviations from the accounting policies of the Company or from applicable laws or regulations.

(b) *Financial Management*. Periodically review the team in place to carry out financial reporting functions, circumstances surrounding the departure of any officers in charge of financial reporting, and the appointment of individuals in these functions.

(c) *Accounting Policies and Practices*. Review management plans regarding any changes in accounting practices or policies and the financial impact thereof.

(d) *Litigation*. Review with the Auditors and legal counsel any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Company and the manner in which these matters are being disclosed in the consolidated financial statements.

(e) *Other.* Discuss with management and the Auditors correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Company's financial statements or disclosure.

Complaints

(a) *Accounting, Auditing and Internal Control Complaints*. The Audit Committee must establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters.

(b) *Employee Complaints*. The Audit Committee must establish a procedure for the confidential transmittal on condition of anonymity by the Company's employees of concerns regarding questionable accounting or auditing matters.

**4. Authority**

(a) *Auditor*. The Auditor, and any internal auditors hired by the company, will report directly to the Audit Committee.

(b) *Independent Advisors*. The Audit Committee may, at the Company's expense and without the approval of management, retain the services of independent legal counsels and any other advisors it deems necessary to carry out its duties and set and pay the monetary compensation of these individuals.

**5. Reporting**

The Audit Committee will report to the Board on:

(a) the Auditor's independence;

(b) the performance of the Auditor and any recommendations of the Audit Committee in relation thereto;

(c) the reappointment and termination of the Auditor;

(d) the adequacy of the Company's internal controls and disclosure controls;

(e) the Audit Committee's review of the annual and interim consolidated financial statements;

(f) the Audit Committee's review of the annual and interim management discussion and analysis;

(g) the Company's compliance with legal and regulatory matters to the extent they affect the financial statements of the Company; and

(h) all other material matters dealt with by the Audit Committee.

## CERTIFICATE OF THE COMPANY

Dated: August 4, 2015

This non-offering prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by the securities legislation of British Columbia.

| | |
|---|---|
| "*Karl Antonius*" | "*Bao Huo*" |
| KARL ANTONIUS<br>Chief Executive Officer | BAO HUO<br>Chief Financial Officer |

## ON BEHALF OF THE BOARD OF DIRECTORS

| | |
|---|---|
| "*Jon Sherron*" | "*Glenn Little*" |
| JON SHERRON<br>Director | GLENN LITTLE<br>Director |

## CERTIFICATE OF THE PROMOTERS

Dated: August 4, 2015

This non-offering prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously offered by the issuer as required by the securities legislation of British Columbia.

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|---|---|
| "*Karl Antonius*" | "*Bao Huo*" |
| KARL ANTONIUS<br>Chief Executive Officer | BAO HUO<br>Chief Financial Officer |