This Prospectus is not related to a public offering. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

NON-OFFERING PROSPECTUS **PROSPECTUS** June 15, 2018

SYD FINANCIAL INC.
(the "Corporation")

This Prospectus is being filed with the British Columbia Securities Commission for the purpose of complying with Notice 2015-003 Regulatory Guidance on Plans of Arrangements and Capital Structure published by the Canadian Securities Exchange.

No securities are being offered pursuant to this Prospectus. This Prospectus is being filed with the British Columbia Securities Commission for the purpose of providing full public disclosure regarding the acquisition by the Corporation of all the securities of 1109692 B.C. Ltd., a private British Columbia company, and the plan to seek a listing on the Canadian Securities Exchange. As no securities are being offered pursuant to this Prospectus, no proceeds will be raised in connection with this Prospectus.

There is no market through which the securities of the Corporation may be sold. This may affect the pricing of the Corporation's securities in the secondary market, the transparency and availability of trading prices, the liquidity of the Corporation's securities, and the extent of issuer regulation. See "Part IV – Risk Factors". Listing will be subject to the Corporation fulfilling all of the listing requirements of the Canadian Securities Exchange, including without limitation, the distribution of the Corporation's common shares to a minimum number of public shareholders and the Corporation meeting certain financial and other requirements.

No underwriters or selling agents have been involved in the preparation of this Prospectus or performed any review or independent due diligence of the contents of this Prospectus.

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

SYD FINANCIAL INC.

303 – 570 Granville Street
Vancouver, BC V6C 3P1

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IMPORTANT INFORMATION ABOUT THIS PROSPECTUS

No person has been authorized to provide any information or to make any representation not contained in this Prospectus, and, if provided or made, such information or representation should not be relied upon. You should assume that the information contained in this Prospectus is accurate only as of the date of this Prospectus. In the event that a material change occurs before the completion of the listing of the Shares on the CSE, the Corporation will file an amendment to this Prospectus as soon as practicable. No securities are being offered pursuant to this Prospectus.

Capitalized terms, except as otherwise defined herein, are defined in the section entitled "Glossary of Terms".

Except as otherwise indicated or the context otherwise requires in this Prospectus, references to "the Corporation", "SYD", "we", "us" and "our" refer to the Corporation.

NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus includes statements that express our opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results, and therefore are, or may be deemed to be, "forward-looking statements". These forward-looking statements can generally be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "seeks", "projects", "intends", "plans", "may", "will" or "should", or their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this Prospectus and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which we operate. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant known and unknown risks, uncertainties and assumptions.

- the timing and receipt of approvals and consents required;
- planned exploration and development of the Pluto Property;
- the timing of the recommended work programs contained in the Technical Report;
- costs, timing and results of exploration and development activities;
- information with respect to the Corporation's future financial and operating performance;
- the closing of the Private Placement;
- timing and receipt of approvals, consents and permits under applicable legislation;
- supply and demand for base and precious metals and anticipated economic market for based metals and gold; and
- expectations regarding the ability to raise capital and the availability of funds.

Such forward-looking statements or information are based on a number of assumptions which may prove to be incorrect. In addition to any other assumptions identified in this Prospectus, assumptions have been made regarding, among other things:

- the timely receipt of required regulatory and exchange approvals and other necessary consents;
- the ability to obtain financing on acceptable terms;
- the price of gold and base metals and future gold and base metal prices;
- conditions in general economic and financial markets;
- availability of exploration equipment and skilled labour;
- timing and amount of capital expenditures;
- royalty rates;
- the Corporation's ultimate ability to mine, process and sell minerals profitably;
- effects of regulation by governmental agencies; and
- future operating costs.

The actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this Prospectus:

- risks inherent in the mining business;
- the substantial capital requirements of the Corporation and ability to maintain adequate capital resources to carry out its business activities;
- the risk that the Corporation is unable to list its Shares on a stock exchange;
- regulatory and environmental risks;
- regulatory, permit and license requirements;
- results of exploration activities and development of mineral properties;
- industry competition;
- operating hazards and limitations on insurance risk;
- fluctuations in commodity prices and marketability of minerals;
- governmental regulation of the mineral resource industry, including environmental regulation;
- the Corporation's title and interest to its mineral properties may be subject to challenge;
- stock market volatility and capital market valuation;
- funds may not be available to the Corporation on terms acceptable to the Corporation or at all;
- financing risks and dilution to shareholders resulting from future financing activities;
- reliance on management and dependence on key personnel;
- conflicts of interest; and
- general market and industry conditions.

Any forward-looking statements which we make in this Prospectus speak only as of the date of such statement, and we do not undertake, except as required by applicable law, any obligation to update such statements or to publicly announce the results of any revisions to any such statements to reflect future events or developments. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data. All of the forward-looking statements made in this Prospectus are qualified by these cautionary statements.

GLOSSARY OF TERMS

In this Prospectus, the following terms have the meanings set forth below, unless otherwise indicated. Words importing the singular include the plural and vice versa and words importing any gender include all genders.

"**$**" means Canadian dollars.

"**Acquisition**" means the acquisition of all of the issued and outstanding securities of Numberco by the Corporation, as contemplated in the Acquisition Agreement.

"**Acquisition Agreement**" means the securities exchange agreement dated July 10, 2017 among the Corporation, Numberco and the Numberco Shareholders.

"**Alexis**" means Alexis Financial Inc., a company incorporated pursuant to the laws of the BCBCA.

"**Arrangement**" means the plan of arrangement whereby the Corporation, being a subsidiary of Parentco, entered into the Arrangement Agreement. The Arrangement Agreement and the Arrangement were approved by Parentco shareholders on May 13, 2015 and approved by the British Columbia Supreme Court on May 19, 2015. The Arrangement was completed on July 16, 2015 and, upon closing, the Corporation issued 2,158,365 common shares to the Parentco shareholders on a pro-rata basis pursuant to the Arrangement Agreement.

"**Arrangement Agreement**" means the arrangement agreement dated April 7, 2015 between Parentco, the Corporation, Alexis and Chichi, whereby the parties thereto agreed to carry out the Arrangement.

"**Audit Committee**" means the Audit Committee of the Corporation.

"**Author**" means Isabelle Robillard, M. Sc. P. Geo., the author of the Technical Report.

"**BCBCA**" means the *Business Corporations Act* (British Columbia).

"**Board**" means the board of directors of the Corporation.

"**CEO**" means chief executive officer.

"**CFO**" means chief financial officer.

"**Chichi**" means Chichi Financial Inc., a company incorporated pursuant to the laws of the BCBCA.

"**compensation securities**" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Corporation or one of its subsidiaries (if any) for services provided or to be provided, directly or indirectly to the Corporation or any of its subsidiaries (if any).

"**Consideration Shares**" means the 15,200,001 Shares issued to the Numberco Shareholders in exchange for the Numberco Shares pursuant to the Acquisition Agreement;

"**Consideration Warrants**" means the 15,200,000 share purchase warrants in the capital of the Corporation, exercisable at a price of $0.05 until April 19, 2027, issued by the Corporation in exchange for the acquisition of the Numberco Warrants on the closing of the Acquisition Agreement.

"**Corporation**" means Syd Financial Inc.

"**CSE**" means the Canadian Securities Exchange.

"**Escrow Agent**" means Computershare Investor Services Inc.

“**Escrow Agreement**” means the escrow agreement dated May 18, 2018 among the Corporation, the Escrow Agent, Keith Anderson, Blair Naughty, Canal Front Investments Inc. and Spencer Smyl.

“**Final Non-Offering Prospectus**” means the (final) non-offering prospectus of the Corporation, prepared in accordance with NI 41-101, relating to the Corporation and filed with the Principal Regulator solely for the purpose of complying with Notice 2015-003 Regulatory Guidance on Plans of Arrangement and Capital Structure, published by the CSE.

“Insider” means:

(a) a director or an officer of an issuer,

(b) a director or an officer of a person that is itself an insider or a subsidiary of an issuer,

(c) a person that has

(i) beneficial ownership of, or control or direction over, directly or indirectly, or

(ii) a combination of beneficial ownership of, and control or direction over, directly or indirectly,

securities of an issuer carrying more than 10% of the voting rights attached to all the issuer's outstanding voting securities, excluding, for the purpose of the calculation of the percentage held, any securities held by the person as underwriter in the course of a distribution,

(d) an issuer that has purchased, redeemed or otherwise acquired a security of its own issue, for so long as it continues to hold that security,

(e) a person designated as an insider in an order made under section 3.2 of Part 1 – Interpretation of the Securities Act, or

(f) a person that is in a prescribed class of persons.

“**Listing**” means the proposed listing of the Shares on the CSE for trading.

“**Listing Date**” means the date of Listing.

“**MD&A**” means management’s discussion and analysis.

“**NEO**” or “**named executive officer**” means each of the following individuals:

(a) each individual who served as chief executive officer (“**CEO**”) of the Corporation, or who performed functions similar to a CEO, during any part of the most recently completed financial year,

(b) each individual who served as chief financial officer (“**CFO**”) of the Corporation, or who performed functions similar to a CFO, during any part of the most recently completed financial year,

(c) the most highly compensated executive officer of the Corporation or any of its subsidiaries (if any) other than individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year, and

(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 Corporation or its subsidiaries (if any), nor acting in a similar capacity, at the end of that financial year.

"**NI 41-101**" Means National Instrument 41-101 – *General Prospectus Requirements*, of the Canadian Securities Administrators.

"**NI 45-106**" Means National Instrument 45-106 – *Prospectus Exemptions*, of the Canadian Securities Administrators.

"**NI 51-102**" Means National Instrument 51-102 – *Continuous Disclosure Obligations*, of the Canadian Securities Administrators.

"**NI 52-110**" means National Instrument 52-110 – *Audit Committees*, of the Canadian Securities Administrators.

"NP 46-201" means National Policy 46-201 – *Escrow for Initial Public Offerings*, of the Canadian Securities Administrators.

"**Numberco**" means 1109692 B.C. Ltd., a company incorporated pursuant to the BCBCA.

"**Numberco Shareholders**" means all of the holders of the Numberco Shares.

"**Numberco Shares**" means the 15,200,001 common shares of Numberco that are issued and outstanding on the date of the Acquisition Agreement.

"**Numberco Warrantholders**" means the prior holders of the Numberco Warrants.

"**Numberco Warrants**" means the prior share purchase warrants of Numberco which, prior to their exchange for Consideration Warrants on the closing of the Acquisition Agreement, entitled the former holders to purchase up to 15,200,000 Numberco Shares at an exercise price of $0.05 until April 19, 2027.

"**Parentco**" means Alchemist Mining Inc., a company incorporated pursuant to the BCBCA.

"**Pluto Property**" means the property consisting of one block of 102 claims covering approximately 5,668.77 hectares situated in the Eeyou Istchee / Baie-James territory of Quebec.

"**Preliminary Non-Offering Prospectus**" means this preliminary non-offering prospectus of the Corporation dated April 12, 2018, prepared in accordance with NI 41-101, relating to the Corporation and filed with the Principal Regulator solely for the purpose of complying with Notice 2015-003 Regulatory Guidance on Plans of Arrangement and Capital Structure, published by the CSE.

"**Principal Regulator**" means the British Columbia Securities Commission.

"**Private Placement**" means the proposed private placement financing consisting of Units at a price of $0.20 per Unit for gross proceeds that result in the Corporation having working capital of at least $200,000 on the Listing Date and a maximum of $500,000.

"**Prospectus**" means, collectively, the Preliminary Non-Offering Prospectus and the Final Non-Offering Prospectus (including any Supplementary Material thereto).

"Securities Act" means the British Columbia Securities Act (RSBC 1996) Chapter 418.

"**Shares**" means the common shares of the Corporation, having no par value.

“**Technical Report**” means the report entitled “Technical Report on the Pluto Property, Dolomieu and Daubrée Townships, Quebec, Canada” dated November 14, 2017 prepared by the Author.

“**Unit**” means a unit issued in the Private Placement, each unit of which will consist of a Share and a Warrant.

“**Warrant**” means a share purchase warrant issued in the Private Placement, with each share purchase warrant entitling the holder to acquire an additional Share at the exercise price of $0.40 for a period of two years from the closing date of the Private Placement.

SUMMARY OF PROSPECTUS

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

Corporation and its Subsidiaries

The Corporation is a company governed by the BCBCA and was incorporated on February 8, 2015. The Corporation's head office is located at 303 – 570 Granville Street, Vancouver, British Columbia V6C 3P1.

The Corporation was incorporated as a wholly owned subsidiary of Parentco. The Corporation entered into the Arrangement Agreement on April 7, 2015 with Parentco, Chichi and Alexis. The Arrangement Agreement and the associated plan of arrangement were approved by the Parentco shareholders on May 13, 2015, and were approved by the British Columbia Supreme Court on May 19, 2015.

Pursuant to the terms of the Arrangement Agreement, on July 16, 2015, Parentco shareholders of record received one new common share and one reorganization share of Parentco. Immediately thereafter, all of the reorganization shares were automatically transferred by Parentco shareholders to the Corporation in exchange for 2,158,365 Shares which were issued to the Parentco shareholders on a pro rata basis. Lastly, Parentco redeemed all of the Class 3 reorganization shares by the transfer to the Corporation of $15,000 in cash and a promissory note in the principal amount of $29,000, and the Corporation redeemed the initial one common share held by Alchemist for $1, with the result that the shareholders of Alchemist held all the shares of the Corporation. The Arrangement effectively resulted in the spin out of the Corporation to Parentco shareholders which was carried out in reliance on the prospectus exemptions set forth in section 2.11 of NI 45-106. As a result of the Arrangement, the Corporation became a reporting issuer in the Provinces of British Columbia and Alberta.

Numberco is the sole wholly-owned subsidiary of the Corporation.

The Corporation has not, since incorporation, conducted any material commercial operations other than entering into and closing the Acquisition Agreement with Numberco.

The Acquisition

The Corporation entered into the Acquisition Agreement dated July 10, 2017 with Numberco and the Numberco Shareholders. On December 13, 2017 the parties closed the Acquisition Agreement, whereby the Corporation acquired all of the Numberco Shares and the Numberco Warrants held by the Numberco Shareholders and the Numberco Warrantholders in consideration for the issuance of the Consideration Shares and the Consideration Warrants. On the closing thereof, Numberco became a wholly-owned subsidiary of the Corporation and the business of Numberco became the business of the Corporation. See *"General Development of the Business"*. The closing of the Acquisition Agreement constituted a reverse takeover as defined in NI 51-102.

Principal Business of the Corporation

Prior to the closing of the Acquisition Agreement, the Corporation did not, since incorporation, conduct any material commercial operations. Following completion of the Acquisition, the Corporation has been engaged in the acquisition, exploration and development of the Pluto Property in Quebec, Canada. See "*Corporate Structure – Corporate History of the Corporation*". See "*Description of the Business*".

Listing

The Corporation has received conditional approval to list the Shares on the CSE.

Funds Available and Use of

As at May 31, 2018, the Corporation had working capital of approximately $135,177. The Corporation funds its business using the proceeds from equity financings. The Corporation's

Available Funds estimated use of funds for the next twelve months is as follows:

Use of Available Funds	Amount ($)
Estimated cost of Prospectus and CSE Listing	2,500
Phase I exploration program on the Pluto Property	101,175
Operating expenses for 12 months[(1)]	15,000
Unallocated working capital	16,502
Total	**135,177**

(1) Estimated operating expenses for the next 12 months consists of $15,000 for public company operations (audit, transfer agent and annual general meeting).

The Corporation has negative cash flow from operations in its most recently completed financial year. The Corporation intends to spend the funds available to it as stated in this Prospectus. However, there may be circumstances where, for sound business reasons, a reallocation of the funds may be necessary. The amounts set forth above may increase if we are required to carry out due diligence investigations in regards to any prospective investment or business opportunity or if the costs of the Prospectus or Listing, or negotiating an applicable transaction, are greater than anticipated. See "*Use of Available Funds*".

Upon the listing of the Shares on the CSE, the Corporation anticipates that trading will immediately be voluntarily halted by the CSE until the Corporation closes the Private Placement under the Existing Security Holder Exemption in order to increase the Company's working capital and to increase the public distribution of the Shares. In the event that any directors or officers of the Corporation participate in the Private Placement, or any person acquires 10% or more of the Shares on a partially diluted basis upon the closing of the Private Placement, then closing of the Private Placement will be subject to such persons entering into the Escrow Agreement. Currently, management of the Corporation anticipates that no director, officer or Insider will participate in the Private Placement. The Corporation anticipates that trading in the Shares will recommence on the CSE upon the closing of the Private Placement. Net proceeds from the Private Placement will be allocated to the Corporation's working capital.

Risk Factors An investment in the Shares should be considered highly speculative and investors may incur a loss on their investment. The following risk factors should be given special consideration when evaluating an investment in the Shares:

- Mineral exploration is inherently risky and it is impossible to ensure that the Corporation's current or proposed exploration programs will result in commercially viable mining operations.
- The Corporation is subject to various regulatory and environmental risks.
- The Corporation's activities may require permits or licenses which may not be granted to the Corporation.
- The Corporation's mining and exploration activities involve significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate.
- The Corporation competes with other companies with greater financial, technical and other resources.
- Operations in which the Corporation may have a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and

production of precious metals, any of which could result in work stoppages, damage to property, and possible environmental damage.

- In recent years, both metal prices and the prices of publicly traded securities have fluctuated widely.
- There is no guarantee of the Corporation's title to its Pluto Property.
- A decline in the market price of the Shares could impair the ability of the Corporation to raise additional capital through the sale of securities.
- Additional Shares may be issued in the future including the Private Placement which will cause dilution to the ownership interests of the Corporation's shareholders.
- The directors and officers of the Corporation may be directors and officers of other natural resources companies and a conflict of interest may arise.
- The events in global financial markets recently have had a profound impact on the global economy.
- Current global financial conditions have been subject to increased volatility.
- The Corporation and its assets may become subject to uninsurable risks.
- The Corporation is currently largely dependent on the performance of its directors and there is no assurance the Corporation can maintain their services.
- The Corporation and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.
- The Corporation has negative cash flows from its operating activities.
- First Nations may pursue title claims in areas where the Corporation's properties are located and adversely affect the Corporation's ability to undertake exploration work on such properties.

See *"Risk Factors"*.

Summary of Financial Information

The following selected financial information is subject to the detailed information contained in the financial statements of the Corporation and Numberco and related notes included in this Prospectus. The selected financial information is derived from and should be read in conjunction with the Corporation's unaudited financial statements as at and for the 9 months ended December 31, 2017 and the Corporation's audited financial statements as at and for the year ended March 31, 2017. The following financial data is prepared in accordance with International Financial Reporting Standards ("**IFRS**").

	The Corporation as at and for the 9 month period ended December 31, 2017 (Unaudited) ($)	**The Corporation as at and for the Year ended March 31, 2017 (Audited) ($)**
Revenue	Nil	Nil

Total Expenses	9,829	29,728
Other Items	99,860	-
Net Loss	(109,689)	(29,728)
Basic and Diluted Loss per Share	(0.01)	(0.01)
Current Assets	237,448	14,063
Total Assets	319,466	14,063
Current Liabilities	45,785	18,303
Total Liabilities	45,785	18,303
Shareholders' Equity (Deficiency)	273,681	(4,240)

See "*Management's Discussion and Analysis*" and "*Financial Statements*".

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

CORPORATE STRUCTURE

Name, Address and Incorporation

The Corporation was incorporated on February 18, 2015 pursuant to the laws of the BCBCA. The head office of the Corporation is located at 303 – 570 Granville Street, Vancouver, British Columbia V6C 3P1 and the registered and records office of the Corporation is located at 800 – 885 West Georgia Street, Vancouver, British Columbia V6C 3H1.

Numberco was incorporated on March 17, 2017 pursuant to the laws of the BCBCA and is the sole wholly-owned subsidiary of the Corporation's.

The Corporation intends to change its name at its next annual general and special meeting to something that better reflects the mineral exploration business.

Corporate History of the Corporation

The Corporation entered into the Arrangement Agreement on April 7, 2015 with Parentco, Chichi and Alexis. The Arrangement Agreement and the associated plan of arrangement were approved by the Parentco shareholders on May 13, 2015, and were approved by the British Columbia Supreme Court on May 19, 2015.

Pursuant to the terms of the Arrangement Agreement, on July 16, 2015, Parentco shareholders of record received one new common share and one reorganization share of Parentco. Immediately thereafter, all of the reorganization shares were automatically transferred by Parentco shareholders to the Corporation in exchange for 2,158,365 Shares which were issued to the Parentco shareholders on a pro rata basis. Lastly, Parentco redeemed all of the Class 3 reorganization shares by the transfer to the Corporation of $15,000 in cash and a promissory note in the principal amount of $29,000, and the Corporation redeemed the initial one common share held by Alchemist for $1, with the result that the shareholders of Alchemist held all the shares of the Corporation. The Arrangement effectively resulted in the spin out of the Corporation to Parentco shareholders which was carried out in reliance on the prospectus exemptions set forth in section 2.11 of NI 45-106. As a result of the Arrangement, the Corporation became a reporting issuer in the Provinces of British Columbia and Alberta.

The Acquisition Agreement

On July 10, 2017, the Corporation entered into the Acquisition Agreement with Numberco and the Numberco Shareholders. The parties closed the Acquisition Agreement on December 13, 2017, whereby, the Corporation acquired all of the issued and outstanding Numberco Shares and Numberco Warrants in consideration for the issuance of the Consideration Shares and the Consideration Warrants.

On the closing of the Acquisition Agreement, Numberco became a wholly-owned subsidiary of the Corporation, and the business of Numberco became the business of the Corporation. The transaction was considered to be a "Restructuring Transaction" and "Reverse Takeover" as defined under NI 51-102.

GENERAL DEVELOPMENT OF THE BUSINESS

Business of the Corporation

The Corporation is engaged in the acquisition, exploration and development of the Pluto Property in Quebec Canada as more particularly set out in the Technical Report, along with continuing to identify and potentially acquire additional property interests and conduct exploration and evaluation of to assess their potential. See "*Narrative Description of the Business*".

To this end, the Corporation entered into the Acquisition Agreement with Numberco and the Numberco Shareholders, pursuant to which the Corporation acquired all of the issued and outstanding Numberco Shares in consideration for the issuance of the Consideration Shares. Numberco holds a 100% undivided interest in the Pluto Property, located in the Dolomieu and Daubrée Townships, Quebec, Canada, consisting of one block of 102 claims covering approximately 5,668.77 hectares, the particulars of which are described in greater detail below. Active claims will come to expiry on May 31, 2019. A minimum of $63,960 in exploration expenditures is required for the claim renewal, along with renewal fees of $5,255. To date, exploration works carried out on the Pluto Property exceeds $75,000 and therefore, is sufficient to renew the claims for an additional 2 year-period. The claims were staked directly for Numberco.

Prior to the Acquisition Agreement, Numberco completed private placements to raise gross proceeds of $380,000. The private placement consisted of 11,200,000 non-flow through units at $0.025 per unit for proceeds of $280,000 and 4,000,000 flow through units at $0.025 per unit for proceeds of $100,000. All amounts from the flow-through financing have been renounced.

For a full description of the Pluto Property please see "*Narrative Description of the Business*" wherein the majority of the Technical Report is reproduced.

As of the date of this Prospectus, the Corporation does not have any reportable segments pertaining to its operations.

Bankruptcies

Except as set forth below, no director or executive officer of the Corporation or a shareholder holding a sufficient number of securities of the Corporation to materially affect the control of the Corporation:

(i) is, as at the date of this Prospectus, or has been within the ten years before the date hereof, a director or executive officer of any company, including the Corporation, 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, arrangements or compromises with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(ii) has, within the ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromises with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Mr. Deol, the CFO of the Corporation, applied for bankruptcy on September 17, 2012 and was discharged out of bankruptcy on June 18, 2013.

Conflicts of Interest

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

To the best of the Corporation's knowledge, and other than as disclosed herein, there are no known existing or potential conflicts of interest among the Corporation, its promoters, directors and officers or other members of management of the Corporation or 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 Corporation and their duties as a director or officer of such other companies.

The directors and officers of the Corporation will not be devoting all of their time to the affairs of the Corporation. The directors and officers of the Corporation are directors and officers of other companies, some of which are in the same business as the Corporation. In particular, Keith Anderson, the sole executive officer and a director of the Corporation expects to spend 25% of his time to the affairs of the Corporation and the remaining directors each expects to spend 15% of their respective time to the affairs of the Corporation. The directors and officers of the Corporation are required by law to act in the best interests of the Corporation. They have the same obligations to the other companies in respect of which they act as directors and officers. Discharge by the directors and officers of their obligations to the Corporation may result in a breach of their obligations to the other companies, and in certain circumstances this could expose the Corporation to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligations to act in the best interests of the Corporation. Such conflicting legal obligations may expose the Corporation to liability to others and impair its ability to achieve its business objectives. See "*Risk Factors*".

Three Year History

The Corporation was incorporated pursuant to the BCBCA on February 18, 2015.

The Corporation entered into the Arrangement Agreement on April 7, 2015 with Parentco, Chichi Financial Inc. and Alexis Financial Inc., whereby on July 16, 2015, Parentco shareholders of record received one new common share and one reorganization share of Parentco. Immediately thereafter, all of the reorganization shares were automatically transferred by Parentco shareholders to the Corporation in exchange for 2,158,365 Shares which were issued to the Parentco shareholders on a pro rata basis. Lastly, Parentco redeemed all of the Class 3 reorganization shares by the transfer to the Corporation of $15,000 in cash and a promissory note in the principal amount of $29,000, and the Corporation redeemed the initial one common share held by Alchemist for $1, with the result that the shareholders of Alchemist held all the shares of the Corporation. The Arrangement effectively resulted in the spin out of the Corporation to Parentco shareholders. As a result of the Arrangement, the Corporation became a reporting issuer in the Provinces of British Columbia and Alberta.

On July 10, 2017, the Corporation entered into the Acquisition Agreement with Numberco and the Numberco Shareholders. The parties closed the Acquisition Agreement on December 13, 2017, whereby, the Corporation acquired all of the issued and outstanding Numberco Shares and Numberco Warrants in consideration for the issuance of the Consideration Shares and the Consideration Warrants.

Following entry into the Acquisition Agreement, the Corporation commissioned the Author to prepare the Technical Report.

On the closing of the Acquisition Agreement, Numberco became a wholly-owned subsidiary of the Corporation, and the business of Numberco became the business of the Corporation. The transaction was considered to be a "Restructuring Transaction" and "Reverse Takeover" as defined under NI 51-102.

Trends

Management of the Corporation is not aware of any material trends in the Corporation's business that are likely to impact on the Corporation's performance.

NARRATIVE DESCRIPTION OF THE BUSINESS

Stated Business Objective

The principal business carried on and intended to be carried on by the Corporation is the acquisition, exploration and development of natural resource properties. The Corporation intends on expending its working capital to pay the balance of the estimated costs in connection with the Listing, to carry out the proposed Phase 1 exploration program on the Pluto Property, to pay for administrative costs for the next twelve months and for general working capital. The Corporation may decide to acquire other properties in addition to the Pluto Property described below.

The Pluto Property

The following represents information summarized from the Technical Report on the Pluto Property prepared by the Author, of Montreal, Quebec, who is a Qualified Person, as defined in NI 43-101, dated November 14, 2017, prepared in accordance with the requirements of NI 43-101. All Figure 1 through 12, inclusive, and Tables 1 through 4 from the Technical Report are reproduced in and form part of this Prospectus; a complete copy of the Technical Report is available for review, in color, on SEDAR at the following website: www.sedar.com. A personal inspection by the Author of the Pluto Property was not completed due to the presence of snow covering the surface area of the Pluto Property. The Author intends to conduct a site visit in late-June 2018 following the Listing and after the snow has melted and the surface area of the Pluto Property is visible. An amended technical report will be filed, as required, subsequent to the site visit.

Property Description and Location

The Pluto Property is situated in the Eeyou Istchee / Baie-James territory of Quebec, in the NTS sheet 32G14 and 32G15 (Figure 1). The center of the property is located approximately at 492,000mE and 5,515,000mN (from WGS 1984, UTM system, Zone 18N).

Land Tenure

The Pluto Property is composed of 82 contiguous active claims and 20 pending claims for a total area of 5,668.77ha. The active claims cover an area of 4,557.37ha and the pending claims covers 1,111.40ha. They were staked directly for Numberco.

Figure 1. General Location of Pluto Property

Active claims will come to expiry on May 31, 2019. A minimum of $63,960 in exploration expenditures will be required for the claim renewal, along with renewal fees of $5,255.38. To date, exploration works carried out by SL Exploration Inc. and Prospectair exceeds $75,000 and therefore, are sufficient to renew the claims for an additional 2 year-period.

Exploration Restrictions

The Pluto Property is partly covered by restrictions concerning native population and Hydro transmission lines as stated by the James Bay and Northern Quebec Agreement:

> "Québec, La Société d'Énergie de la Baie James, Hydro-Québec and La Société de Développement de la Baie James and their nominees and such other persons acting lawfully shall have the right subject to all applicable laws and regulations to develop the land and resources in Category III lands." "However, the developers shall be submitted to the Environmental Regime which takes into account the Hunting, Fishing and Trapping Regime." (JBNQA - 5.5.1)

Title holders of claims are invited to communicate with the Regional Government and the Cree Nation Government.

A high-tension power line (Radisson-Hervey-Jonction line) traverses the property in a north-south direction (Figure 2). Exploration in this sector is allowed under conditions.

There are no other known significant factors or risks in addition to those noted in the Technical Report that could affect access, title, or the right or ability to perform the recommended exploration program.

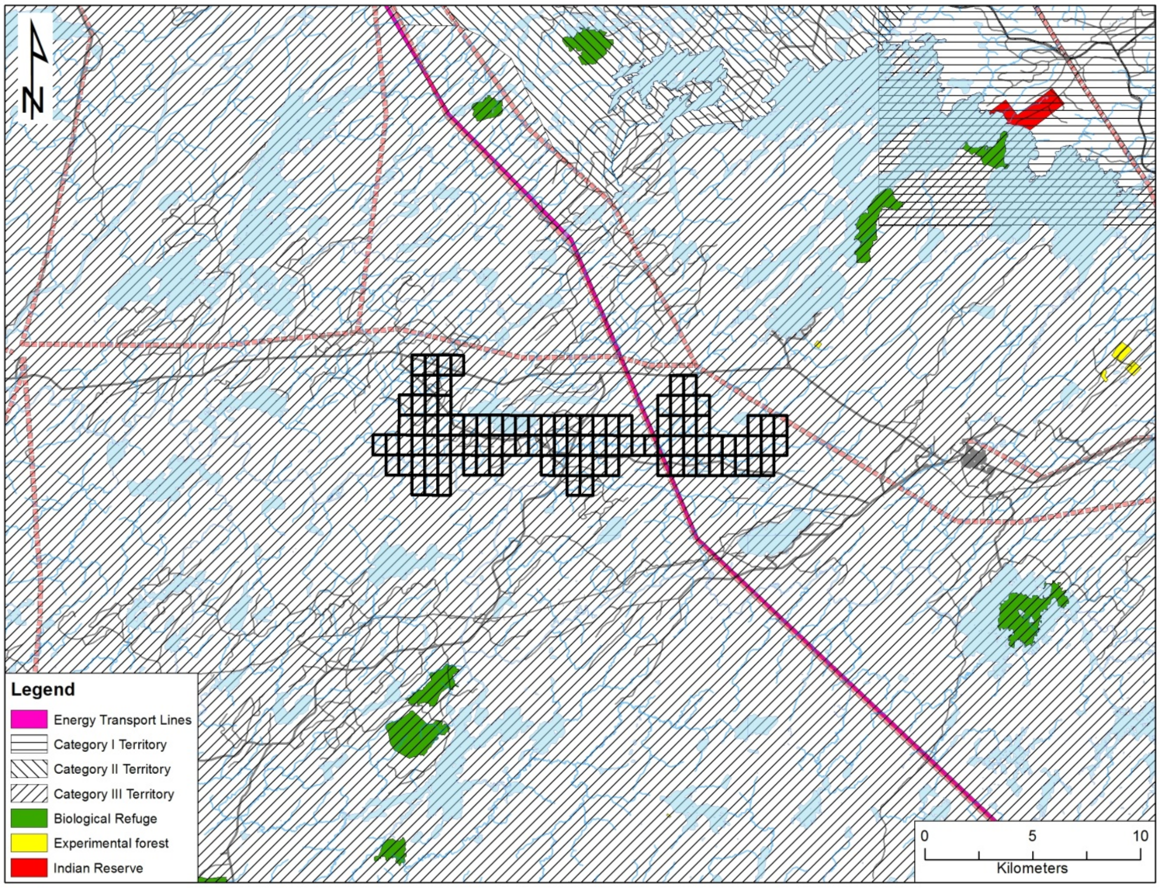

Figure 2: Land Restriction on Pluto Property

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Topography

The Pluto Property shows a relatively flat topography with a few hills and swamps. Elevation ranges between 350m and 400m, with an average of 355m. Except for a few protruding rolling hills, most of the region is covered by glacial deposits, with a thickness ranging from less than one meter up to 10 m. Several creeks and a few small lakes are present within the limits of the Pluto Property. Ruisseau Daubrée crosses the entire property in a E-W direction. and Obatogamau River flows in its southwest portion. Dolomieu Lake is the largest lake present in the immediate area and is partly located in the north central area of Pluto Property. Other smaller lakes such as Lac de la Flèche, Lac Héloïse and Lac Progress are also present in the eastern portion of the Pluto Property. The forestry cover is typical of northeastern Abitibi and consists of primary poplars and conifers.

Access and Local Resources

The Pluto Property is located about 720 km of Montreal and 8 km west of Chapais, a small town with available lodging, food and other services (Figure 1). In this sector, Road 113 is oriented along an east-west direction and is generally located less than 2 km north of the Pluto Property. All weather gravel roads, which are part of a network of logging roads, connect to the highway and allow access to most of the Pluto Property.

Climate

The Pluto Property is located near the subarctic climate limit and is characterized by long cold winter and short fresh summers. Temperatures can range from 5°C to 35°C during the summer months and can reach -35°C, rarely rising above 0°C during the winter months. According to Environment Canada, the sector receives an annual average of 650 mm of rain and close to 310 cm of snow.

Infrastructures

A high-tension power line is parallel to road 113, about 3km to the north, and follows an east-west direction, and another power line (Radisson-Hervey-Junction line) traverses the eastern half of the Pluto Property in a roughly north-south direction. A railroad system is present 4km south of the Pluto Property and a terminal is present in Chapais Municipality, about 9km to the east.

History

The Pluto Property was recently acquired through map staking, with 82 registered claims that were staked in April 2017. A second and third phases of staking took place in September and October 2017 and constitute 20 pending claims. These claims are being processed and are no longer available for map staking. GESTIM (the Mining Title Management System of Quebec's Government) attributed the transaction number of the staking and payment to Numberco, which therefore confirms that these 20 pending claims will eventually be issued to Numberco.

Regional surveys

Geological mapping in the area of the Pluto Property was performed from 1948 to 2012 and revealed the presence of multiple base metal and precious metal mineralization in the vicinity. Numerous airborne magnetic, electromagnetic and gravimetric surveys were carried out from 1948 to 2010. A series of geochemical campaigns took place from 1982 to 1995 and drilling was conducted from 1956 to 1972 (16 holes). The MERN identified a cartographic target along the Kapunapotagen shear zone to the east (Ruisseau Marquette-Nord), which is considered favorable to VMS mineralization. To the west, a regional heavy mineral in till survey (project 1987502) was conducted and returned anomalous values of gold and base metals. During the 1981 to 1985 mapping campaigns, rock samples assayed up to 100ppb Au in volcanic and mafic rocks.

Historical Exploration Works

Approximately two dozen exploration campaigns were conducted on various parts of the Pluto Property. On the east portion, Lavoie (1971) and Larouche et al. (2012) reported rhyolites and basalts and conductive anomalies. These lithologies were confirmed by drilling. Disseminated sulfide mineralization was observed. Trottier et al. (1980) covered the eastern and western parts of the Pluto Property and reported felsic rocks interbedded with chert tuffs that were mineralized in pyrite and chalcopyrite.

Magnetic and electromagnetic surveys delineated several anomalies that were tested by Campbell Chibougamau Mines Ltd. The same company conducted a series of campaign between 1977 and 1981 and Demers Chibougamau Mines Ltd from 1956 to 1957 on the central part of the Pluto Property. The works described by Assad (1957) covered the central band. Drilling returned pyrite, pyrrhotite and graphite mineralization hosted in felsic to intermediate volcanic rocks. No precious metals were observed.

A joint venture was later concluded and covered almost all the center and west part of the Pluto Property (Leduc, 1969). Exploration work was conducted to test EM conductors, which were interpreted to reflect the presence of pyrite-pyrrhotite or graphitic tuffs. The Landing Lake gabbro sill was considered as a potential target but was not drilled.

The west part was explored between 1978 and 1981 by the SDBJ, Campbell Chibougamau Mines Ltd, Mines Patino Ltd (De Grosbois, 1981; De Grosbois, 1982) and Shell Canada Drilling (Birkett, 1979). Drilling programs were carried out to test geophysical anomalies. mineralization (Pyrite, pyrrhotite and chalcopyrite) hosted in felsic to mafic volcanic rocks was noted.

In 1982, a detailed local geological map was made at the request of Mines Northgate Patino Inc. (Tremblay, 1982).

In 1997, Explorateurs-Innovateurs de Quebec Inc. conducted a large scale geophysical/geological campaign covering the entire Pluto Property. Anomalous results in Cu were reported from grab samples (Poirier, 1997).

The MERN identified a cartographic target along the Kapunapotagen shear zone to the east (Ruisseau Marquette-Nord). The target is situated along the Allard and Scott Members of the Waconichi Formation, which is considered favorable to VMS mineralization (Dion, 2009). To the west is the Houghton-Bordure cartographic target. It is an E-W shearzone with mineralized pyrite, pyrrhotite and chalcopyrite hosted in an amphibolite that is north of the Houghton pluton (Leclerc 2012; MRN 2012).

Geophysics

From 1948 to 2010, at least 25 geophysical survey campaigns or reinterpretations were performed on several parts of the Pluto Property. Only the most recent surveys are discussed in the Technical Report.

In 1956, Dolomieu Mine Reg'd conducted a magnetometer survey on the westernmost portion of Pluto Property (Dumont, 1956a). A zone of several anomalies up to 6500 gamma were observed.

In 1956, Demers Chibougamau Mines Ltd conducted two magnetic and self-potential surveys in the southwest portion of Pluto Property (Rukeyser, 1956; Dumont, 1956b). Several electrical potential anomalies were observed, 5 of which being consistent with magnetic anomalies.

In 1956, Roxton mining and development Ltd conducted electrical resistivity and magnetic surveys in the easternmost portion of Pluto Property (Maurice, 1956). Five resistivity anomalies were observed with values up to 2000 ohm/cm^3. Some low resistivity values are associated with high magnetic values.

In 1970, Eskimo copper mine ltd carried out a magnetic and EM survey in the northwest part of Pluto Property (Christopher, 1970). 3 magnetics anomalies were observed with values greater than 2000 gamma with respect to the background. Also, 4 magnetics anomalies were coincident with EM anomalies.

In 1970 and 1971, Opemiska copper mines ltd conducted two magnetic and EM survey, covering most of Pluto Property (Moreau, 1970; Woodard, 1971). A few isolated high and low magnetics anomalies were observed, in association with conductive anomalies. These anomalies were explained by the presence of magnetic dykes and geological contacts.

In 1974, Falconbridge copper ltd conducted a magnetometric survey in the center of Pluto Property (Robert, 1974). Some magnetic anomalies were observed, including 2 major high anomalies, respectively 5000 and 3000 gamma, and 3 low intensity anomalies. These anomalies were correlated with geological contacts and tectonic structures. In 1975, a "Radem" survey was performed. resulting in several Radem anomalies associated with EM airborne anomalies, which were coincident with the presence of sulfide (Nichol, 1975).

In 1977, Campbell Chibougamau mines Ltd conducted a ground magnetic and electromagnetic survey in the Southwest half of Pluto Property and defined an east-west trending regional conductor (Ford, 1977) roughly following the general trend of geological units (Arseneau, 1978). It was followed with a HLEM (Horizontal loop EM) survey, that picked up several conductors coincident with the input results (Arseneau and Ford, 1978). The Dee Dee 1 property was later investigated by Ressources Camchib Inc., in 1982 and it was concluded that the anomalies reflected the presence of a diabase dyke (Labelle, 1982b).

In 1977, Shell Canada Ltd flew a 1462.8 line-km airborne EM survey covering the western half of Pluto Property (De Carle, 1977) and delineated 6 major anomalies In 1982, Essex Mineral Co conducted a magnetic and HLEM survey in the west part of Pluto Property. Several conductive zones associated with magnetic highs were observed (Park, 1982).

In 1982, Mine Northgate Patino Inc. carried out a magnetic and EM survey in the north center of Pluto Property and noted some anomalies associated with mineralization along a lithological contact (De Grosbois, 1982).

In 1983, 1997 and in 2006, the MRNF compiled the existing geophysical data DP 84-03 (MER, 1983), DP 96-05 (Dion and Lefebvre, 1997) and DP-2006-02 (Dion and Loncol-Daigneault, 2006).

In 1988, Ressources Cheminee De Cu Ltee conducted a magnetic and EM (T.B.F) survey in the southwest portion of Pluto Property (Plante, 1988). 87 anomalies were observed that could be explained either by the presence of graphite associated with magnetics formations or disseminated sulphides.

In 1990, Val d'Or Geophysique Ltee conducted a magnetic and EM-VLF survey on the east portion of Pluto Property (Lambert and Turcotte, 1990). Predominantly non-magnetic rocks interlayered with mafic horizons were observed along with erratic magnetic blocks within the overburden. conductive horizons oriented WNW-ESE were identified.

In 1991, Westminer Canada Ltd performed an IP survey and a drilling campaign in the southwest part of Pluto Property (Champagne, 1991; Lapointe and Gaucher, 1991). Despite a favorable environment, no new gold showing was found in the drilling. The induced polarization was inconclusive.

In 2009, Goldman Exploration Enr realised a Beep Mat and sampling survey on behalf of Native Exploration Inc. in the central sector of Pluto Property (Gaucher and Gaucher, 2010). No significant base or precious metal values were returned.

Geochemistry

The MRNF performed several soil geochemical surveys in 1982 (Beaumier 1982) and 1989 (Beaumier and Leduc). The Table Jamésienne de Concertation Minière conducted an esker sampling in 2005 for heavy minerals in the Chibougamau-Chapais area (De Corta and De Chavigny, 2005).

In 1982, the SDBJ carried out a prospection survey, in the west portion of Pluto Property (Labelle, 1982a). Au values ranging from < 5 ppb (undetected) to 90 ppm were assayed with slightly anomalous values being located within a massive conductive carbonated zone in the Dolomieu Lake area.

In 1986, Corporation Falconbridge Cu conducted an overburden drilling and geochemical analysis in the westernmost portion of Pluto property (Burns et al., 1986). Some till analysis shows values from < 5 ppb (undetected) up to 1000 ppb Au next to the Dolomieu Lake.

In 2005, TJCM performed sulphide counts and a chemical analysis on garnets to document an exploration method using heavy mineral concentrates for the exploration of various substances (De Corta and De Chavigny, 2005).

Historical Drilling

From 1957 to 2012, a total of 16 holes were drilled on various parts of the Pluto Property, within the scope of 6 distinct drilling programs:

Canadian Nickel Co. drilled one hole (McGregor and Thrall, 1957) on the west part of the Pluto Property. They intersected 0.67 m (2.2 ft) of massive sulfide (pyrite, magnetite) hosted in a pyrite disseminated tuff. No assays were reported.

Demers Chibougamau Mines drilled 4 holes near the center of the Pluto Property, in the Obatogamau formation (Dallaire and Dumont, 1957). Host rock appears to be andesite, with disseminated pyrite-pyrrhotite. Assay returned 0.05% Cu over 0.46 m (1.5 ft) from massive sulfides in hole No.1. In hole No.4, felsic rocks were observed, with disseminated pyrite-pyrrhotite-chalcopyrite. that assayed 0.05% Cu and 0.15% Zn over 0.85 m (2.8 ft).

From 1970 to 1972, Opemiska Copper Mines Ltd drilled 9 holes on the Pluto Property, with most of them (6 holes) distributed along the Waconichi felsic tuff (Gagnon, 1970). One hole was emplaced north of the band (W-25) and two holes (Y-9 and Y10) were drilled in the east portion of the Pluto Property: Several narrow graphitic bands hosted in tuff were slightly mineralized in hole W-13, with up to 0.10% Cu over 0.3 m (1ft) and 0.013% Zn and 0.014% Ni over 0.61 m (2 ft) (Gagnon, 1970). Hole W-25 showed a succession of mafic-felsic tuffs with some small mineralized intersections: disseminated sulfides returned up to 0.20% Cu over 0.61 m (2 ft), while a graphitic banded tuff returned 0.05% Cu, 0.02oz/t Au, 0.12oz/t Ag, 0.01% Zn and 0.015% Ni over 0.46 m (1.5 ft) (Lavoie and Leduc, 1971). In hole Y-10, a small gabbro intrusion hosted in felsic tuffs returned 0.10% Cu and 0.022% Ni over 0.6 m (2 ft) (Gagnon et al., 1972).

Ressources Géomega Inc. drilled two holes on the property that targeted unexplained EM anomalies within the Waconichi tuff (Pelletier et al, 2012). Both holes intersected basalts, gabbro and shear zones/mylonite, but none of them showed significant sulfide or graphitic content that could explain the EM anomalies.

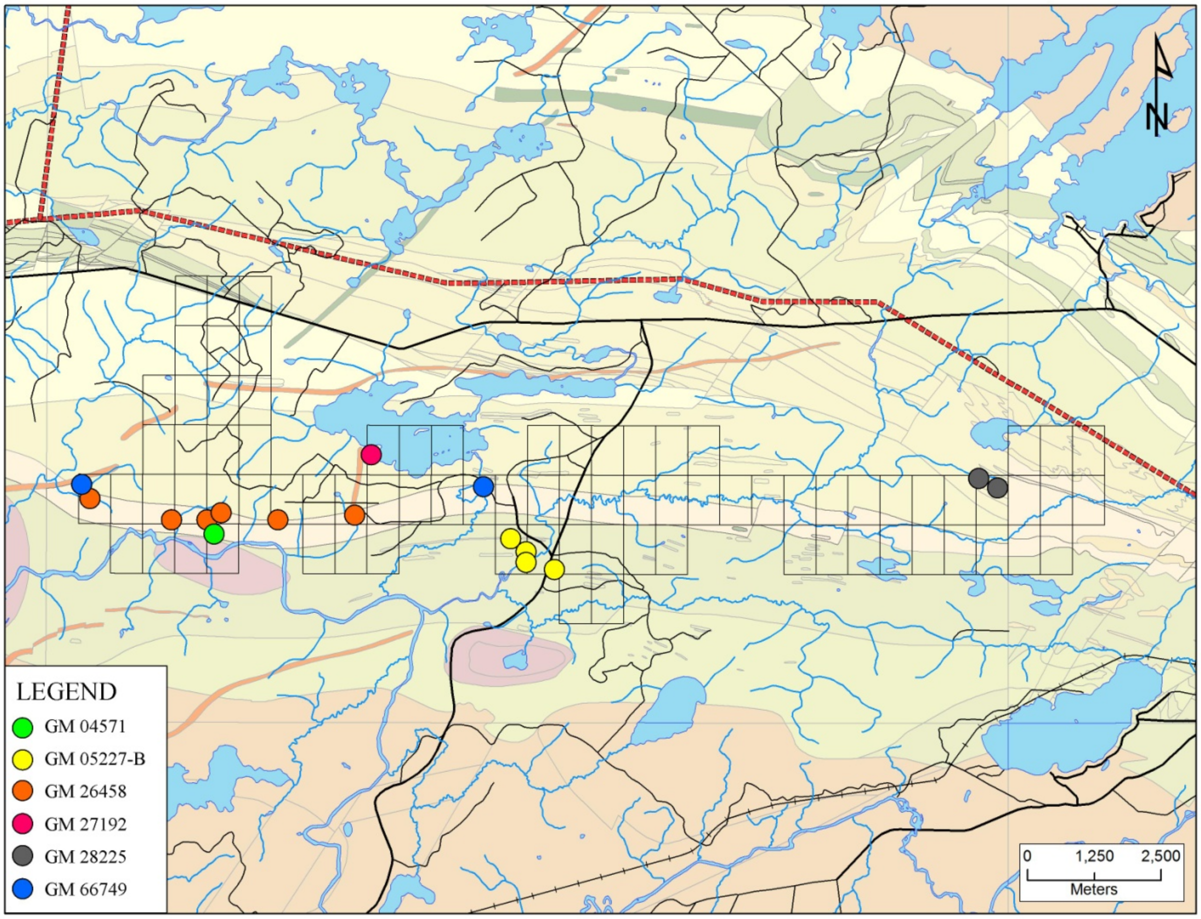

Figure 3: Location of historic drill holes

Geological Setting

Regional Geology

The Chapais area lies within the Matagami-Chibougamau section of the Archean, Abitibi orogenic belt. The area is underlain by mafic to felsic rocks of the Roy Group and a younger sedimentary sequence identified as the Opemisca Group. The Roy group is formed of three successive volcanic cycles, with Obatogamau Formation (O) being part of the second volcanic cycle while the Waconichi (W) and Gilman (GI) Formations belong to the third volcanic cycle (Figure 3 and Leclerc et al. 2010). The Opemisca Group is divided into the Haüy (HY) and Stella (S) Formations. Roy Group volcanites are intruded by numerous coeval and comagmatic, differentiated mafic sills. The Dore Lake Complex, a major layered intrusive, is found within the older volcanic cycle of the Roy Group. Three distinct differentiated sills of the Cummings Complex (Roberge, Ventures, and Bourbeau Sills) are found within the third, younger volcanic cycle (BB and V). In the surroundings, the volcano-sedimentary rocks are intruded by the Dolodau syenite, about 2 km south of the Pluto Property, the Houghton Pluton a monzodioritic suite, some 4 km west of Pluto Property and the Jean Luc stock, a granodiorite/syenite partly overlapping the southwest portion of the Pluto Property. The presence of layered sills and lack of komatiitic volcanic rocks are distinctive of greenstone belt of Matagami-Chibougamau region (Allard and Gobeil, 1984)

The Kapunapotagen Fault separates the volcano sedimentary sequence of the Opemisca Group sediments from the volcanites of the Roy Group. It is associated with shear zones ranging from 10m to 15m in width and is characterized with iron carbonates, chlorite, epidote and ± chloritoïde alteration. The fault mostly parallels the regional schistosity. It was generated in compression and resulted in a N-S horizontal shortening. The known movement of the fault is inverse (Morin, 1994). On the ground, the shear zone is reflected by the transformation of volcanic rocks into chlorite-sericite schists, a strong ankerite alteration and stretching/flattening of clasts in tuffs and conglomerate. The layouts of the corridor correspond to the trace of the Chapais Synclinal, as defined by Daigneault and Allard (1990).

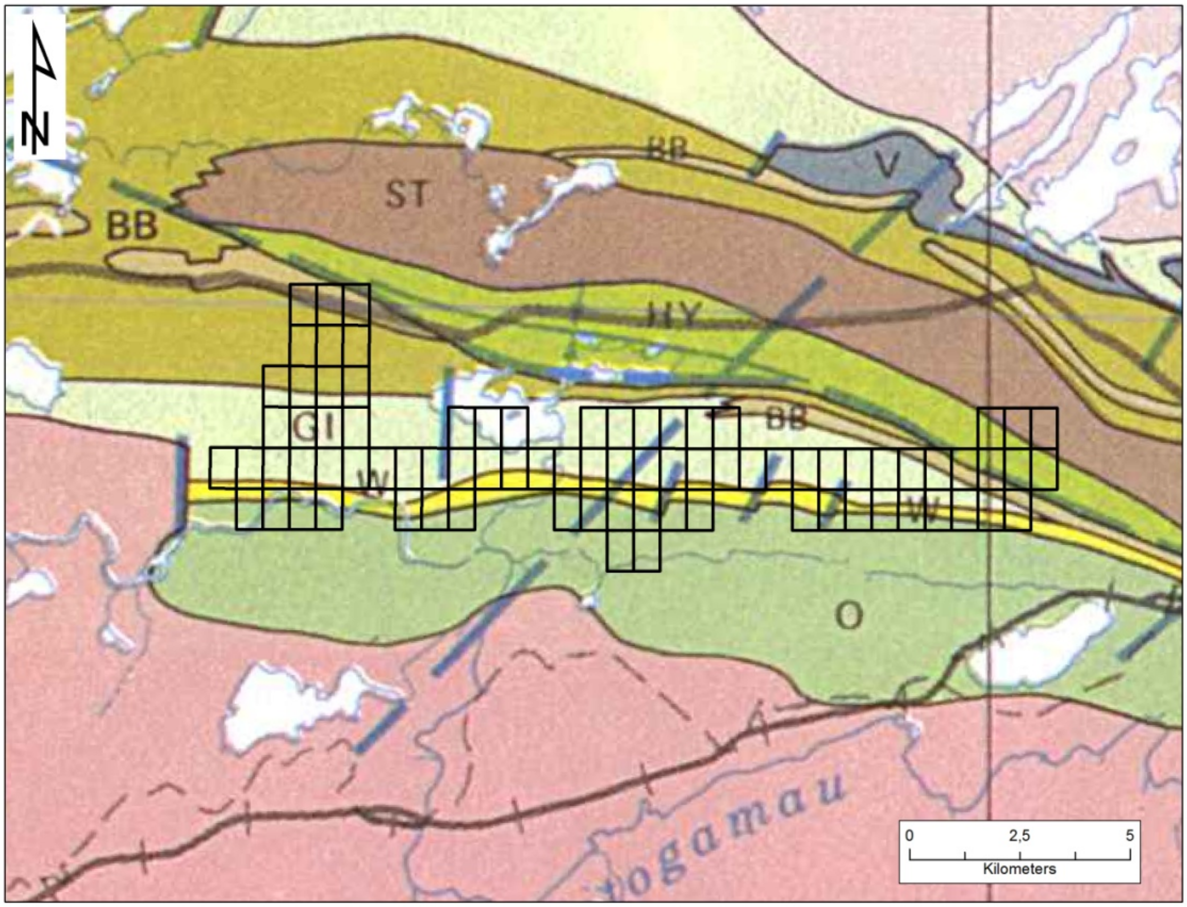

Figure 4: Regional Geology (after DV-83-16)

Local Geology

The Pluto Property is mostly underlain by the volcano-sedimentary rocks of the Bruneau, Waconichi and Obatagamau Formations, all part of the Roy Group., these formations are distributed along an east west orientation and lies conformably from north to south, The Northwest end and east portion of the Pluto Property are partly overlain by Opemisca Group, which comprises the Haüy ant Stella Formations (Leclerc 2012).

In the Northwest corner of the Pluto Property lay a series of sills, Ventures (Aven) and Bourbeau (Abou) from the Cummings Complex. The Ventures Sill is at the contact between the Bruneau Formation and the Blondeau Formation. It is composed of pyroxenite at its base, and gabbros at its top. Above the Ventures Sill is the Bourbeau Sill. It varies upward from a pyroxenite (Abou1), a leucogabbro (Abou2) and a ferrogabbro (Abou3) (Figure 5 and Leclerc, 2012).

The Blondeau Formations from the Roy Group conformably overlay the Bruneau (Gilman) Formation and is intercalated with the Cummings Complex. It is found in the west portion of the Pluto Property and is composed of subarkose, felsic tuff and undifferentiated metasediments (Abl2) and some andesitic to basaltic flows (Abl1)

(Morin 1994; Leclerc et al., 2012). The underlying Bruneau Formation (previously identified as the Gilman Formation) mainly consists of volcanoclastic rocks of mafic to felsic composition and andesitic to basaltic flows (Abnu) The Bruneau Formation is underlain by the Waconichi Formation which is represented in the Pluto Property by the Queylus Member (Aqu2), which is composed of rhyodacite and volcanoclastic rocks of transitional to calc-alkaline composition (Leclerc 2012).

The south portion of the Pluto Property is overlain by the Obatogamau Formation and is mainly composed of basalts with phenocrysts and comagmatic gabbroic sills (Aob). Basalts flows can be either massive, pillowed and are locally brecciated. They are often flattened in the regional schistosity (Morin, 1994). Stratified rhyolite tuffs and carbonated rocks represent about 10% of the formation (Charbonneau et al., 1991). Over the Pluto Property, the Kapunapotagen shear zone is shown at the contact between the Queylus Member of the Waconichi Formation and the basalts of the Obatogamau Formation.

The Chrissie Formation which has been recently defined as the first volcanic cycle of the Roy Group is partly overlapping the southernmost portion of the Pluto Property (Acs). It consists of the upper member and contains gabbro, lapilli tuffs of mafic to felsic composition, rhyolite and exhalite (Leclerc et al. 2010).

The northeast part of the Pluto property are overlain by the sediments of the Stella, Daubrée and Haüy Formations (Opemisca Group). The Daubrée Formation (Ada) is composed of feldspathic wacke and arkose, siltstone, argillite and rare conglomeratic horizons. The Stella Formation (Ast) unconformably lies on the Roy Group (Bruneau Formation) and is composed of fine sandstone, argillite and polygenic conglomerate lenses. The Stella Formation is overlain by the Haüy Formation (Ahy) which is composed of andesites and porphyritic basalts that may present a shoshonitic affinity, cherts tuffs and mafic blocks tuffs, lithic sandstone, conglomerate lenses and seldom argillite (Leclerc, 2012; Morin, 1994). In the southwest portion of the Pluto Property, the basalts of the Obatogamau Formation are intruded by the Jean Luc Stock, an intrusive of granodioritic to syenitic composition. Diabase and gabbro dykes are present throughout the property. These Proterozoic dykes, 30m to 60m thick, are generally ENE.

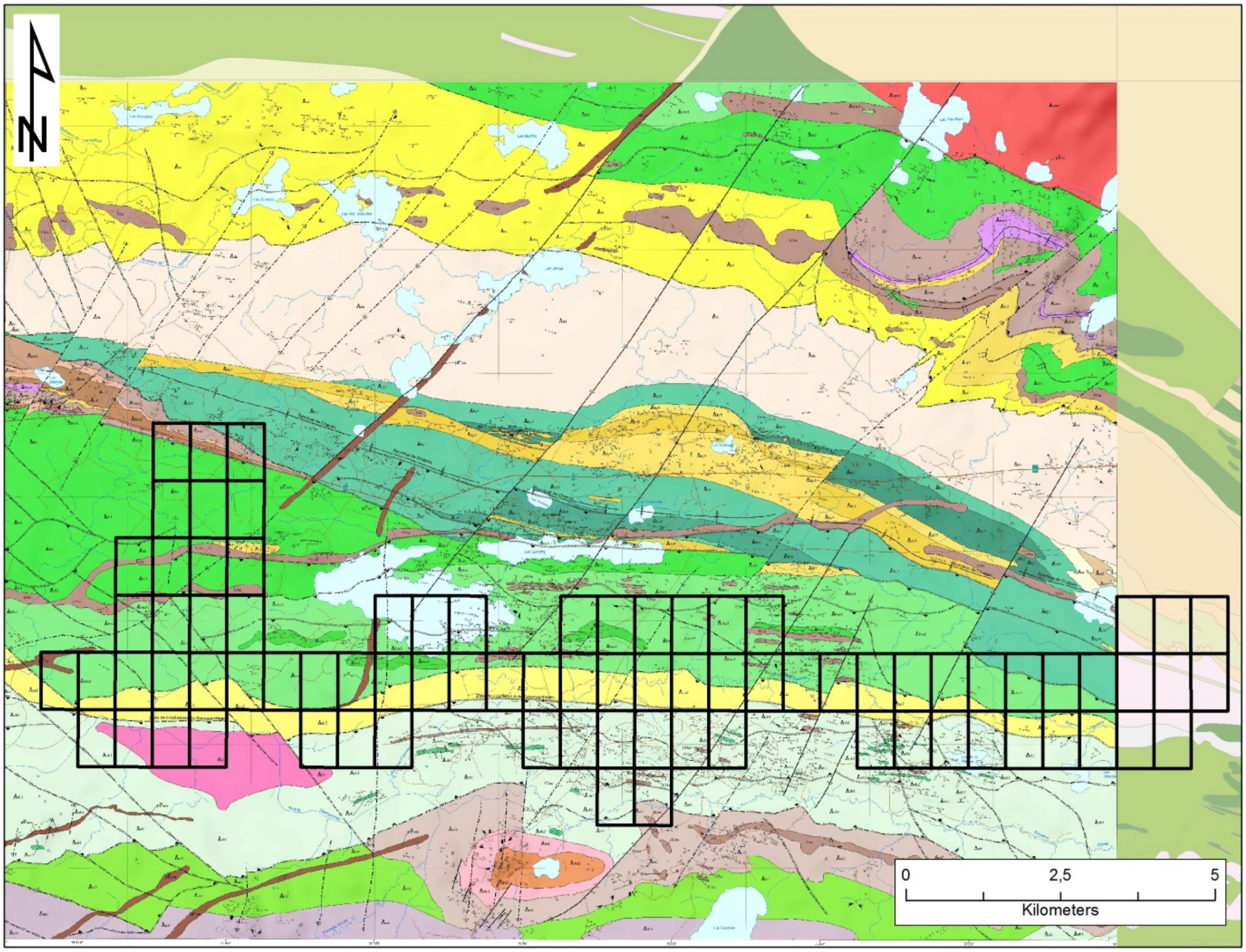

Figure 5: Local Geology (after Leclerc 2012 and RP2010-09)

MERN Targets

The MERN identified two targets in the vicinity of the property The first cartographic target (Ruisseau Marquette-Nord) is partly overlapping the east portion of Pluto Property. It is located along the Kapunapotagen shear zone at the contact between the Allard and Scott Members of the Waconichi Formation, which is considered to be favorable to VMS mineralization (Dion, 2009).

About 4 km west of the Pluto Property, is defined the Houghton-Bordure cartographic target (Au Cu). It is described as an E-W shear zone north of the Houghton pluton which contains disseminated sulphides (pyrite, pyrrhotite, chalchopyrite) hosted in an amphibolite (MRN 2012).

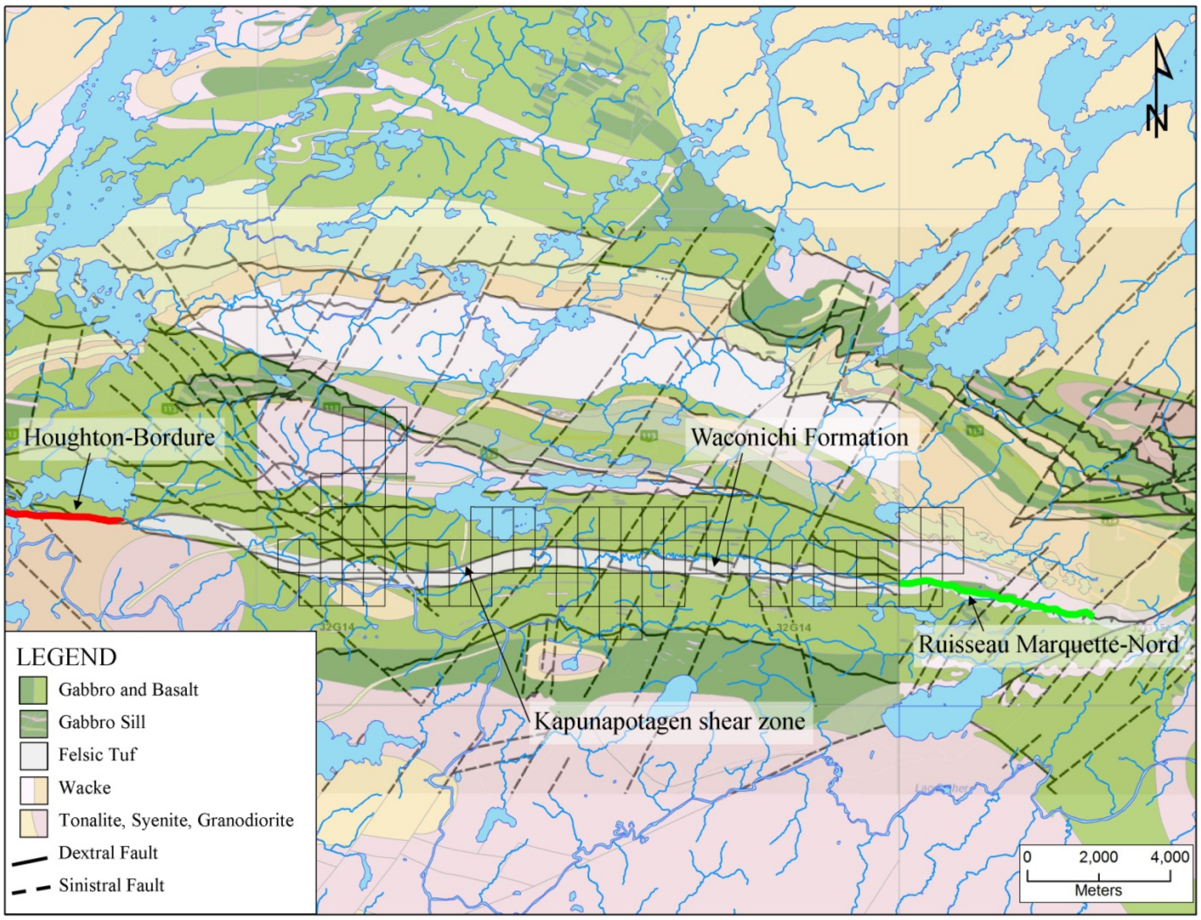

Figure 6: MERN Targets

Deposit Types

Volcanogenic massive sulfide (VMS) deposits are important sources of copper, zinc, lead, gold, and silver (Cu, Zn, Pb, Au, and Ag). These deposits form at or near the seafloor where circulating hydrothermal fluids driven by magmatic heat are quenched through mixing with bottom waters or porewaters in near-seafloor lithologies. Massive sulfide lenses vary widely in shape and size and may be pod-like or sheet-like. They are generally stratiform and may occur as multiple lenses. Deposits range in size from small pods of less than a ton (which are commonly scattered through prospective terrains) to supergiant accumulations (Shank and Thurston, 2012).

Massive ore in VMS deposits consists of >40 percent sulfides, usually pyrite, pyrrhotite, chalcopyrite, sphalerite, and galena; non-sulfide gangue typically consists of quartz, barite, anhydrite, iron (Fe) oxides, chlorite, sericite, talc, and their metamorphosed equivalents. Ore composition may be Pb-Zn-, Cu-Zn-, or Pb-Cu-Zn-dominated, and some deposits are zoned vertically and laterally.

Many deposits have stringer or feeder zones beneath the massive zone that consist of crosscutting veins and veinlets of sulfides in a matrix of pervasively altered host rock and gangue. Alteration zonation in the host rocks surrounding the deposits are usually well-developed and include advanced argillic (kaolinite, alunite), argillic (illite, sericite), sericitic (sericite, quartz), chloritic (chlorite, quartz), and propylitic (carbonate, epidote, chlorite) types (Bonnet and Corriveau, 2007).

Exploration

In 2017, SL Exploration Inc. was mandated by Numberco to conduct an exploration program which included a till sampling campaign and a helicopter-borne geophysical survey. Till sampling was selected as an exploration method as it provides a large coverage to highlight the potential mineral of the Pluto Property. The unconsolidated deposits are largely composed of till in the area, which is therefore suitable for such type of survey.

Geophysical Survey

On October 13th, 2017, Prospectair was mandated by SL Exploration to perform a heliborne high-resolution magnetic (MAG) survey for Numberco on its Pluto Property. Two survey blocks, identified East Block and West Block, were flown for a total of 448 l-km. A total of 2 production flights were performed using PROSPECTAIR's Eurocopter EC120B, registration C-GEDI.

The strongest magnetic anomalies and variation are concentrated in the southwestern part of the West survey block, and are likely caused by variable concentrations of magnetite associated to the intrusive (Jean-Luc Stock) (Dubé 2017).

In the East block, magnetic lineaments are preferentially trending from E-W to ESE-WNW (Figure 7). Two main families of lineaments are recognized in the West block. The most prominent one is striking from ENE-WSW (in the southeast part of the block) to ESE-WNW (in the north part of the block). The second family of lineaments is rather striking NNE-SSW, and these lineaments are likely related to mafic dykes. Other magnetic anomalies generally trending E-W in the entire surveyed area are possibly associated to mafic volcanic or intrusive rocks. Other areas that are magnetically quieter are rather characteristic of sedimentary and of intermediate to felsic volcanic rocks (Dubé, 2017).

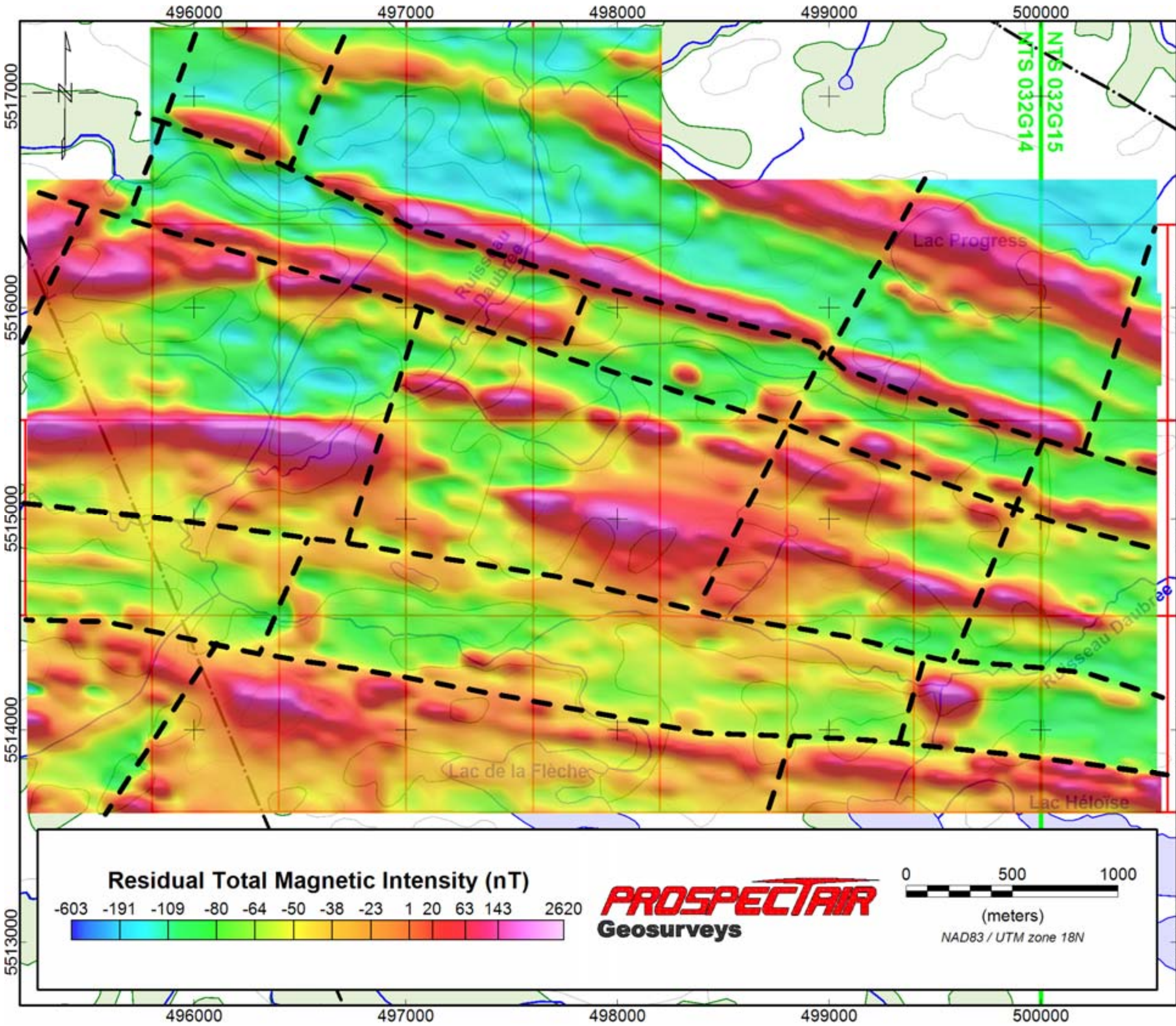

Figure 7: Total Magnetic Intensity for the East Block

Throughout the blocks, it is possible to detect structural features offsetting observed magnetic lineaments and causing abrupt interruption or changes of the magnetic response. These features are typically caused by faults, fractures and shear zones.

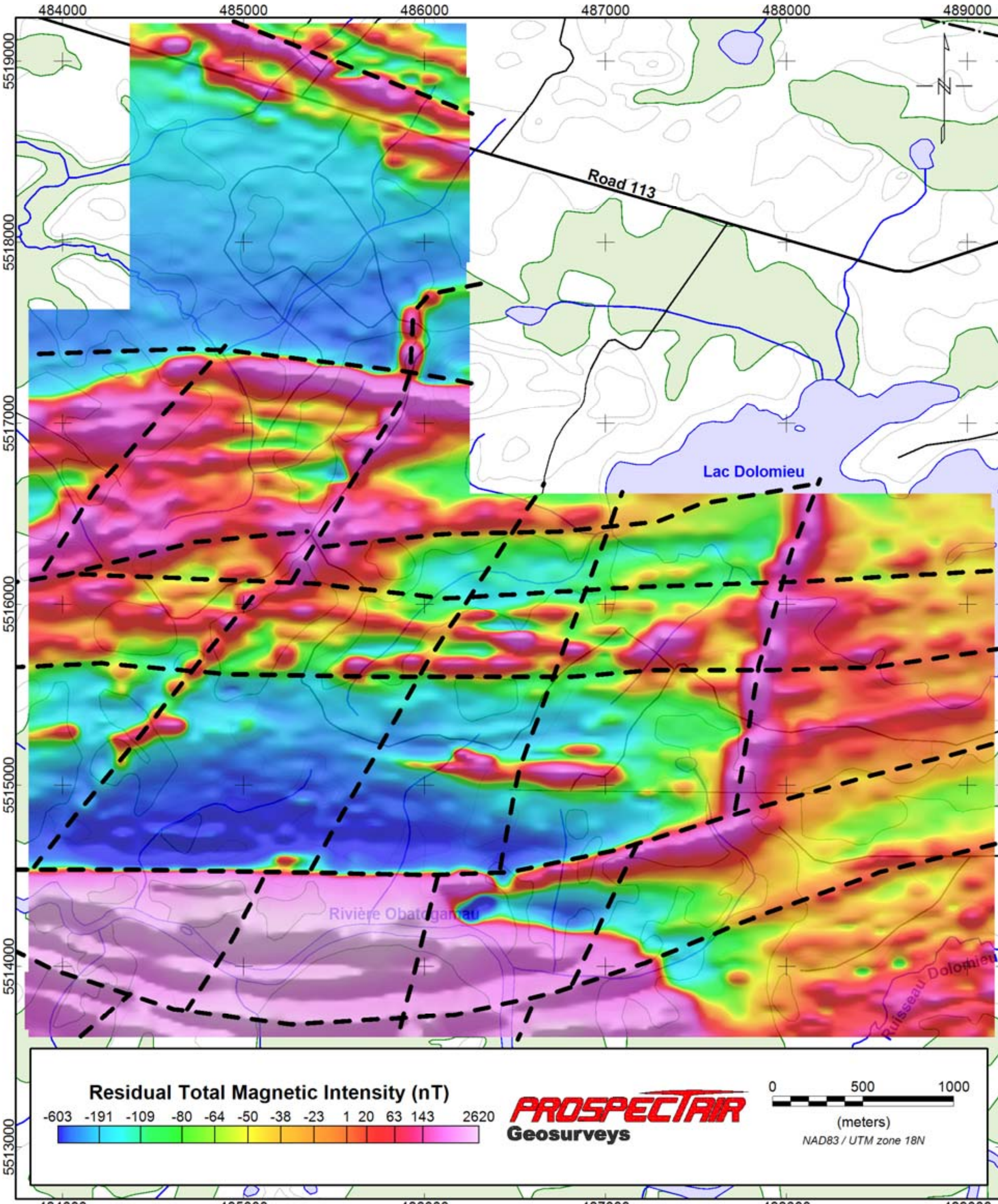

Figure 8: Total Magnetic Intensity for the West Block

Till Survey

From May 27, 2017 to June 5, 2017, 77 tills samples were collected on the Pluto Property along an east-west oriented line with samples collected every 200m along the line and, wherever possible, southwest (down ice) of the felsic tuff unit. Some additional lines parallel to the Main line were sampled in the southwest portion of the property since this sector could be easily accessed.

The main target was the Kapunapotagen shear zone, since the MERN identified two targets on both sides of the Pluto Property, and it was reasonable to think the mineralization would extend inside the property. The location of each till sample is shown in Appendix III.

15 kg till samples were collected at the base of the B-Horizon by digging a hole with a shovel and placed into a large plastic rice bag. At some places where the altered B-horizon crust could not be dig across, A-horizon samples were rather taken. Pebbles and blocks larger than 5cm were manually removed to increase the precision of the sample. Plastified paper tags with serialized numbers were inserted in the sample bags. Four duplicate samples were taken to test the reproducibility of the method.

Results and Interpretation

Statistical Treatment

The obtained Geochemical data was statistically processed to highlight anomalous samples. Values of 85^{e} percentile and 95^{e} percentile were calculated for all elements. Table 1 presents the values for selected elements in till samples. Detection value for gold is 5ppb. Values above 10ppb were considered anomalous and those above 44ppb were considered strongly anomalous. For the other elements, a threshold value above 16ppm Cu or 35ppm Zn was selected.

Table 1:Au, Cu and Zn Percentile Values for Till Samples

Element	85^{e} Percentile	95^{e} Percentile
Au	12ppb	44ppb
Cu	12ppm	16ppm
Zn	29ppm	35ppm

Ag and As values are very low (near the detection limit of 0.2ppm Ag or 2ppm for As), except for one sample with As value of 20ppm (017) or 4.ppm Ag (028)

Gold and Base Metals

Three anomalous zones were delineated (Figure 9 and Table 2):

- Zone 1, in the east portion of the property consists of multiple samples anomalous in Au, Cu and Zn. Four (4) samples were anomalous in Au (13ppb, 28ppb, 31ppb, 39ppb), two (2) in Cu (14ppm) and one (1) in Zn (32ppm).
- Zone 2 located near the central east portion of the Pluto Property is highly anomalous in Au (3120ppb) and Ag (4.6ppm).
- Zone 3 in the west portion of the Pluto Property, shows several samples anomalous in Au, Cu and Zn. Two (2) samples were anomalous in Au (59ppb and 138ppb), three (3) in Cu (14ppm, 16ppm and 22ppm) and one (1) in Zn (37ppm).

Table 2: Till Values above 85^{e} Percentile for Selected Zones

Zone	Au (ppb)	Cu (ppm)	Zn (ppm)	Ag (ppm)
Zone 1	13ppb 28ppb 31ppb 39ppb	14ppm 14ppm	1432ppm	
Zone 2	3120ppb			4.6ppm
Zone 3	59ppb 138ppb	14ppm 16ppm 22ppm	37ppm	

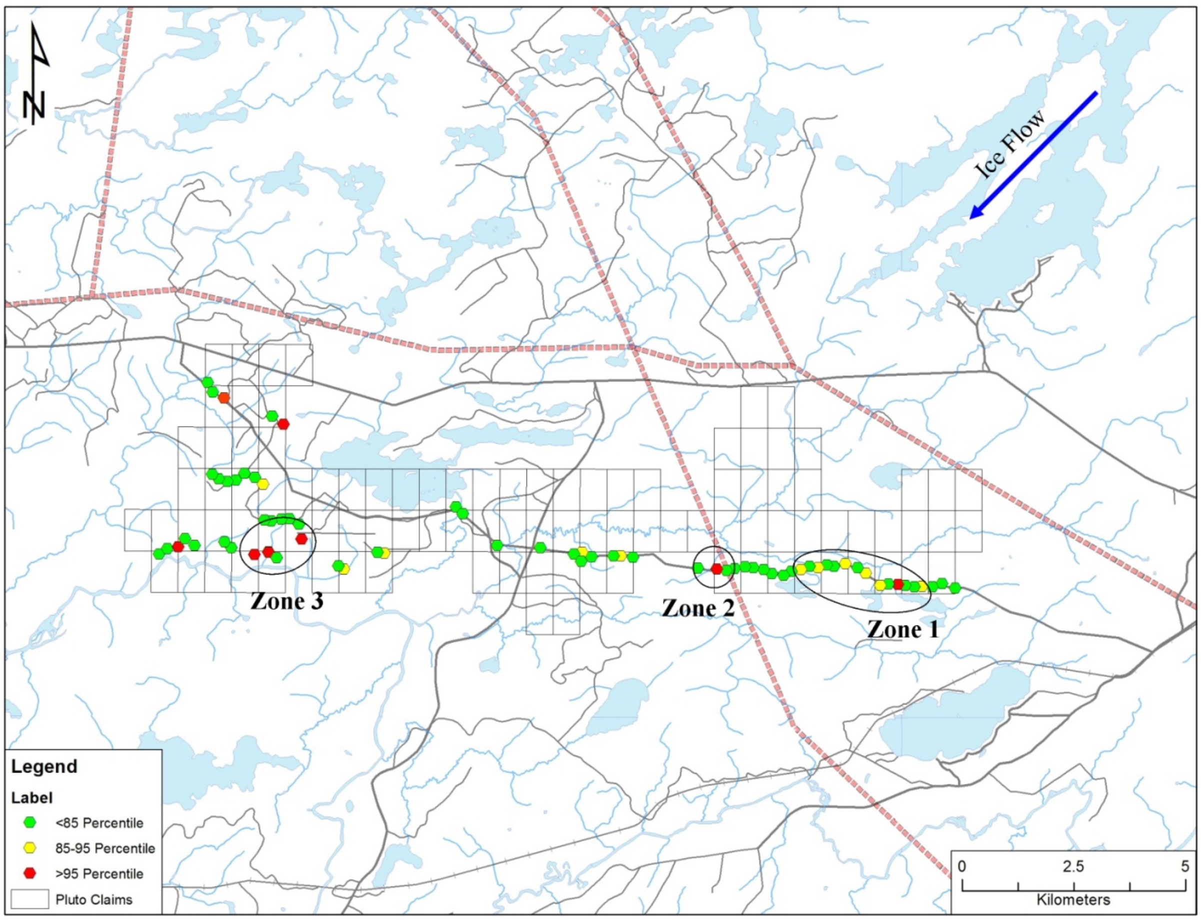

Figure 9: Percentile Values for selected Elements

Sample Preparation, Analyses, and Security

Sample Preparation Methods

Tills were processed by technicians and geologists of SL Exploration Inc. Sieves and pans were used to produce a concentrate of heavy minerals, weighing about 400g. These Heavy mineral concentrates were sent to Activation Laboratories LTD (Actlabs), Ancaster, Ontario, Canada for chemical analysis.

At the laboratory, samples were prepared by protocol Rx-1, which consists in drying, crushing (<7 kg) up to 90% passing 10 mesh, riffle splitting (250 g) and pulverizing (mild steel) to 95% passing 105µ.

Analyses

Base metal and other elements in till samples were assayed using 1E3 package from Actlabs, which consists in partial extraction using Aqua Regia. ICP-OES finish yield partial metal. A suite of 49 elements were also analyzed for some of the samples by aqua regia digestion and ICP analysis. The multi-element package comprised Ag, Al, As, B, Ba, Be, Bi, Ca, Cd Co, Cr, Cu, Fe, Ga, Hg, K, La, Mg, Mn, Mo, Na, Ni, P, Pb, S, Sb, Sc, Sr, Te, Th, Ti, Tl, U, V, W, Y, Zn and Zr.

Gold was assayed using the 1A2 Au package from Actlabs, which consists in AA fire assay. Only gold is analyzed in this package.

Duplicate samples were taken on the field, and routine duplicate and standard analyses were performed by the laboratory for the purposes of quality assurance and quality control.

Quality Control

Activation Laboratories Ltd (Actlabs) is an accredited laboratory meeting international standards ISO 9001:2000 with certification No. CERT-0032482, and the Canadian Association for Laboratory Accreditation Inc. Standard ISO/IFC170252005 accreditation No. A3200.

Four samples were duplicated on the field to test the reproducibility of the method. No blanks or standards were inserted during the till sampling campaign. Only routine duplicate and standard analyses performed by the laboratory were performed for the purposes of quality assurance and quality control. Results were verified multiple times.

Table 3: Duplicate Results

Sample	Duplicate	Au	Cu	Zn
046	A	<5ppb	6ppm	20ppm
047	A	<5ppb	10ppm	26ppm
056	B	<5ppb	7ppm	20ppm
057	B	<5ppb	8ppm	21ppm
069	C	<5ppb	11ppm	26ppm
070	C	<5ppb	11ppm	30ppm
072	D	<5ppb	12ppm	23ppm
073	D	138ppb	14ppm	26ppm

For duplicate D, the gold values widely differ between the two samples (,5ppb vs 138 ppb Au).

The Author is satisfied with the method used to extract the heavy concentrates from the till samples. There is sufficient quality control procedures and quality assurance actions to provide adequate confidence in the data collection and processing. The Author considers also as acceptable the geochemical analyses provided by Actlabs, despite the discrepancies obtained for gold between the duplicates (<5ppb vs 138ppb Au in the case of Duplicate D). These differences in the gold concentrations can be explained by a nugget effect (if gold nuggets are scarce in a sample, it is either present or absent). For the other elements (Cu and Zn), results are similar and within error margin of the analytical method. The Author is in the opinion that Actlabs followed adequate procedures during the sample preparation, that the security of the samples was unquestionable throughout the manipulation and that the analytical procedures and the analytical methods used are in conformity with the standard practices of the industry.

Data Verification

The Author gathered the analytical results from the original laboratory certificates to compare them with the database provided by Numberco. The Author also checked the location of these analytical results by the use of GIS software, which constitute the basic data used in the Technical Report. The Author considers the data used for the Technical Report to be adequate to support the interpretations and recommendations presented in the Technical Report.

Mineral Processing and Metallurgical Testing

The Pluto Property is at an early stage of exploration and no mineral processing nor metallurgical testing has been performed at this time.

Mineral Resource Estimates

The Pluto Property was not subjected to mineral resources at this time.

Mineral Reserve Estimates, Mining Methods, Environmental Studies and Economic Analysis

These sections are required for advanced properties and therefore, they do not apply to the Pluto Property.

Adjacent Properties

Several companies are present in the immediate area of Pluto Property and are actively exploring for either gold and/or base metals. Note that the information regarding adjacent properties cannot be directly verified by the Author and are not necessarily indicative of mineralization present within Pluto Property.

Maryse Property of Exploration Kintavar Inc. is located 1.8 km northwest of the Pluto Property and includes the Alouette showing. This showing is located 3km northwest of the Pluto Property and is 91m long by 30m wide. Mineralization consists of pyrite, chalcopyrite, and pyrrhotite, with nickel and cobalt sulfides and is disseminated in diorite and andesite. Best assay results returned 8.49g/t Au, 10.89g/t Ag (Marcotte, 1952) and 14.8% Cu on grab samples (Tessier, 1994).

Cavan Property next to the east limit of Pluto Property is held by Tomagold Corporation. It includes the Lac Cavan-Nord showing, 400 m east of the Pluto Property. This Archean lode gold showing is hosted in andesitic basalts and the mineralization is found in quartz-pyrite veins within shear zones. Its size is about 91m by 30m and a similar proximal showing is about 200m by 15m. Chosen grab samples returned up to 12.30g/t Au, while drilling returned up to 1.37g/t Au over 1.4m (Larouche, 2009).

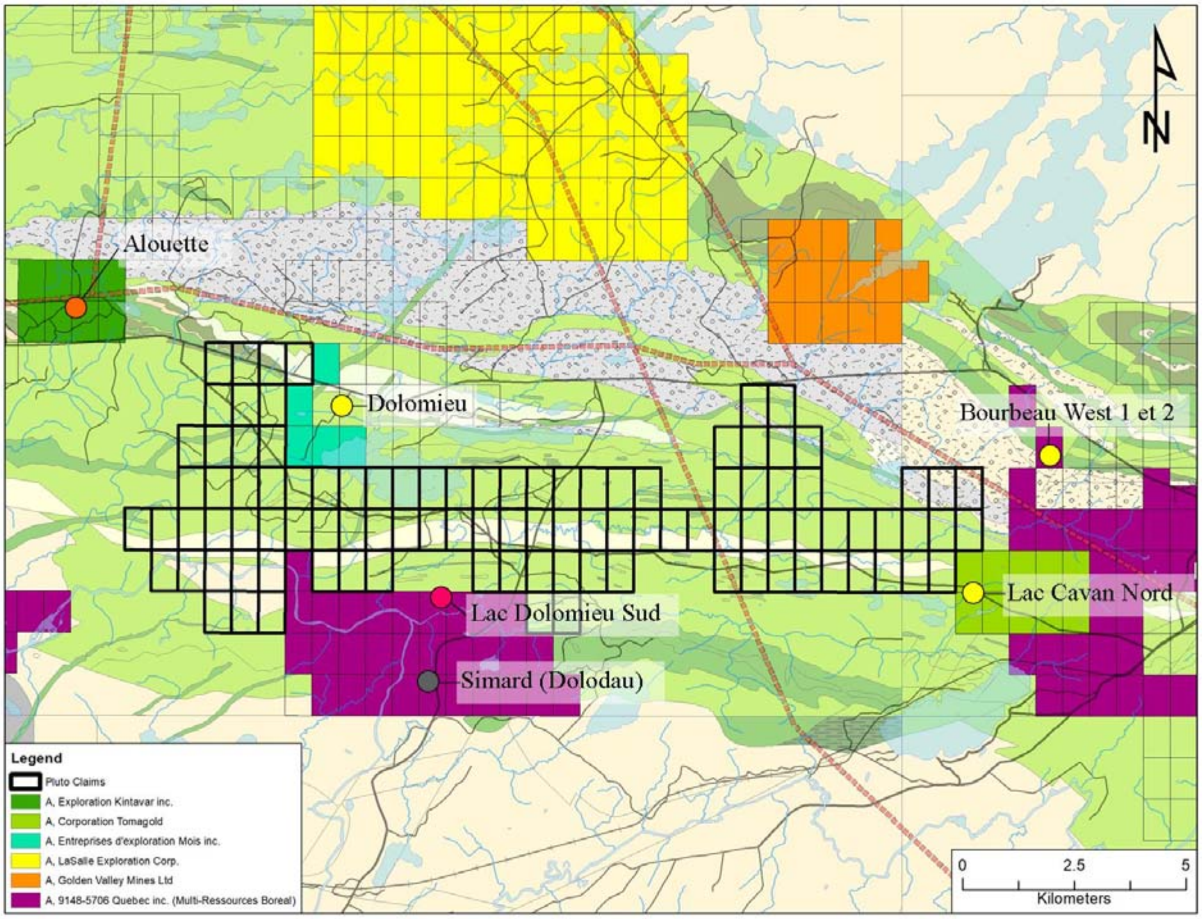

Figure 10: Adjacent properties

Miska Property of LaSalle Exploration Corp is located, 6 km north or Pluto Property.. Numerous gold anomalous values are reported in the property surroundings and are associated to sericite alteration, porphyries, quartz veins or chloritic schist. Several NE faults are sub-parallel to the known gold-bearing Gwillim and Lamark mineralising faults.

Dolodau Property of Multi-Ressources Boréal is bordering the south limit of the Pluto Property. This property includes the Simard (Au, W), Lac Dolomieu-Sud (Ag) and Oriana (REE) showings. Lac Dolomieu-Sud showing is less than one km south of the Pluto Property. It is hosted in graphitic felsic tuffs and the mineralization consists of pyrite-pyrrhotite-bearing veinlets. Best assay returned up to 5.14g/t Ag and 0.24% Zn over 1.0m (Arseneau et al., 1979).

The Simard (Dolodau) showing is about 2km south of the Pluto Property. This showing is in quartz vein associated with a shear zone hosted in gabbro sills intercalated with volcanoclastic rocks. Mineralization appears either as disseminated pyrite and magnetite in carbonate veins or as pyrite-quartz-carbonate veinlets. The shearzone extends in a north-northwest/ south-southeast direction and border the west limit of the syenitic pluton (Dolodau stock). Additional stripping was done in 2016 by Multi- Ressources Boréal for a length of about 100 m and returned several gold, silver and tungsten values. Scheelite was observed over the full length of the exposed shear zone with values ranging from 0.61% in a grab sample up to 14.9% over 0.6 m from a channel sample. A channel sample from the D-Sud stripped area returned 6.42 g/t Au and 30.9 g/t Ag over 0.4 m. Grab samples from the stripped areas, ranged from 0.4 to 30.2 g/t for gold and from 9 to 226 g/t for silver (Multi-Ressources Boréal's website).

Four historic mines are located in the Chapais area:

- The Perry Mine was operated from 1965 to 1991 and produced 9Mt at 2.16% Cu and 3.03g/t Au (Pilote, 1998).
- The Cook Mine was in production between 1977 and 1989. 1.084Mt of ore was extracted at 0.64% Cu and 5.02 g/t Au (MERN, 1988; MERN 1989).
- The Springer Mine extracted 12.5Mt of ore, grading 2.56% Cu and 1.23g/t Au since 1954 until the closing of the mine (1991). Total production was 517,126t of copper, 27,074kg of gold and 282,000kg of silver (MERN, 1990; Pilote, 1998).
- The Robitaille Mine (1970-1972) produced 196,858t of ore at 2.04% Cu , 0.53g/t Au and 11.21 g/t Ag. Total production was 37,000t of copper, 131kg of gold and 2,016kg of silver (Lavergne, 1985; Pilote, 1998).

Interpretation and Conclusions

Interpretations

The two MERN targets at both sides of the Pluto Property (the Houghton-Bordure and the Ruisseau Marquette-Nord) are positioned in the vicinity of the Kapunapotagen shear zone, defined as a deformation zone by the MERN and considered as highly prospective for VMS deposits. Based on the assumption that a potentially mineralized zone could be located along this shear zone in the continuity of the two targets defined on each side of Pluto Property, the geochemical survey of 2017 was emplaced down-ice of the shear zone. Punctual sources could be at the origin of the different geochemical anomalies for precious and base metals. Glacial drift indicates possible sources NE of the till lines, which are down ice of the contact between the felsic and mafic units.

Three zones appear to be of greater interest for the implementation of future exploration works. In the east portion of Pluto Property, Zone 1 is located at the south contact between the felsic and basaltic units. A series of high-magnetic anomalies parallel to each other are located up-ice from the zone and could correspond to a sulfide-rich zone which would represent the potential source.

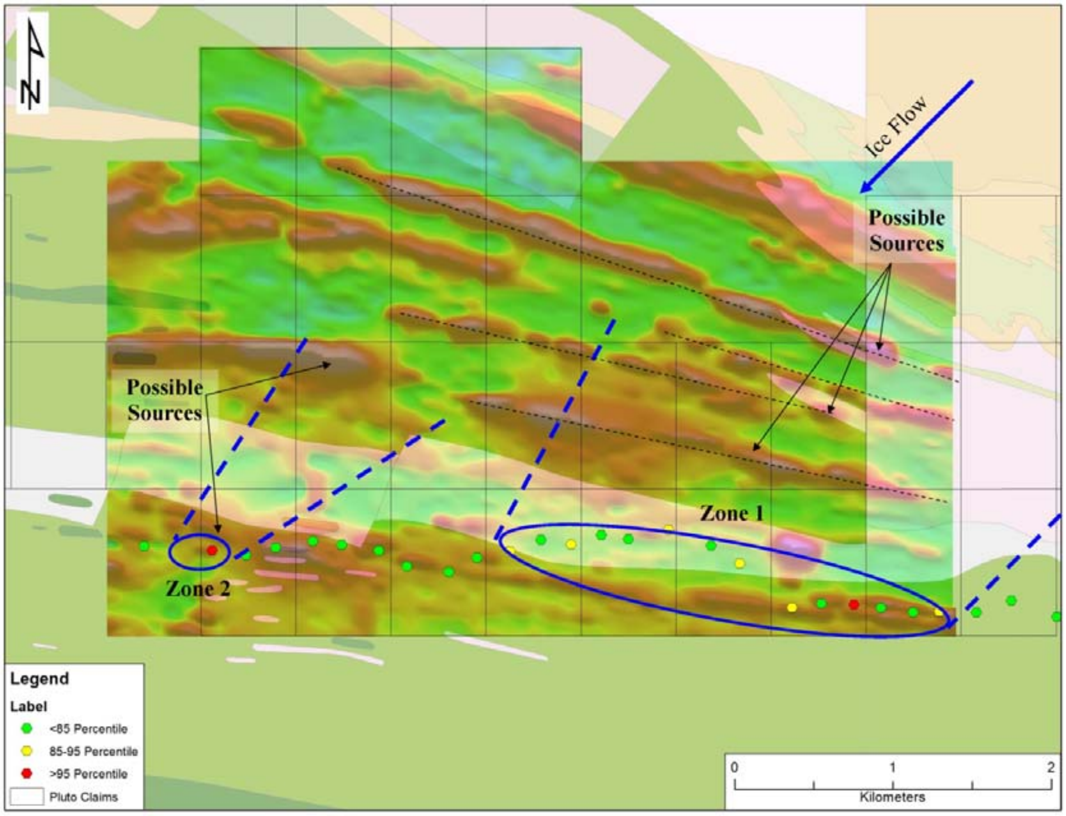

Figure 11: Geophysical Survey (TMI) and anomalous zones 1 and 2, East block

Zone 2 is southwest of a large magnetic anomaly, about 1 km northeast of the felsic unit and directly southwest of a weaker magnetic anomaly. This weaker but closer anomaly could be the most plausible source, since the gold and silver anomaly is punctual and very strong and could therefore reflect a more proximal source.

Zone 3 is southwest of a very sharp magnetic anomaly. The E-W anomaly is parallel to the contact between the felsic unit and the basalt and could correspond to a sulfide-rich source.

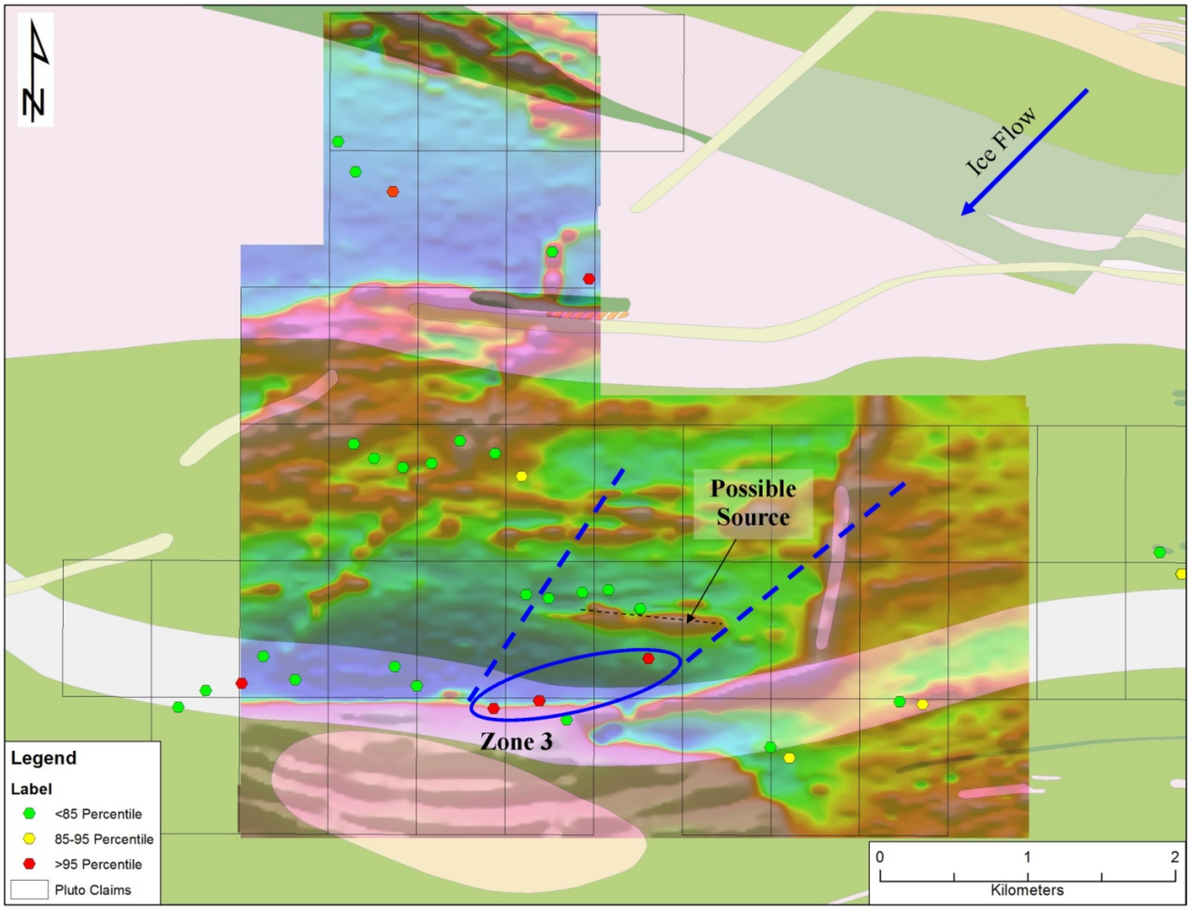

Figure 12: Geophysical Survey (TMI) and anomalous zone 3, West block

Geophysical interpretations of the magnetic survey yield a series of large E-W deformation corridors. Other N-S structures are also presents and the intersections of these two directional groups represents a good potential for mineralization, similar to Lac Bachelor (Fayole, 2016).

Other prospective sectors within the Pluto Property can be derived from the geophysical survey and includes structural features offsetting observed magnetic lineaments. These features are typically caused by faults, fractures and shear zones and could represent favorable targets.

The presence of a syenitic intrusion to the west of the Pluto Property (Jean Luc Stock), with a strong magnetic expression, is also a good target for gold mineralization. Gold may be directly associated with such type of intrusions but may also be mobilized along crosscutting shear zones and within quartz veins.

Conclusions

The Pluto Property is located next to the Chapais-Chibougamau mining camp, the second largest camp in Quebec. It is located inside the Plan Nord territory, and is subjected to government credits for exploration and prospection. The Pluto Property is easily accessed via the main road 113 and secondary (forestry) roads. Exploration can be done with pickup truck and ATV, which makes exploration easier, cheaper and less dependent on weather.

The Pluto Property is located on geological units that are prospective for gold-rich stratiform sulphide deposits associated with volcanic rocks (VMS). Some of these prospective features were recently outlined by the MERN and include: 1) exhalite layers in the upper member of the Chrissie Formation; 2) the base of felsic rocks in the Queylus Member (Waconichi Formation) where transitional mafic volcanic rocks similar to those recognized at the Lemoine mine and Selco-Scott deposit occur and 3) along the contact between the rhyolites of the Blondeau Formation and the Bourbeau Sill (Leclerc et al. 2010).

Two cartographic targets were defined by the MERN east and west of the Pluto Property. These two VMS targets are near the same lithological units that extend into the Pluto Property. More specifically, the east target, Ruisseau Marquette-Nord, is reported to be at the contact between the Allard and Scott Members of the Waconichi Formation (Dion 2009).

The Pluto Property has been historically sparsely explored for base and precious metal and historic assay results returned Cu-Zn-Au-Ag values. Some of the historic diamond drill holes returned visible sulfide mineralization. The presence of a VMS showing (Dolomieu-Sud) and Cu-Zn-Au-Ag mineralization in the vicinity of the Pluto Property indicate a good potential of discovery for this type of deposit within the limits of the Pluto Property. Recent exploration works completed at the Pluto Property resulted in anomalous gold and base metals values in till samples and three distinct anomalous zones were outlined. The till survey targeted the Kapunapotagen zone, known to be prospective for VMS type of deposit as it is found at the contact between felsic and mafic volcanism.

The southwest area of Pluto Property could be prospective for Intrusion-related type of deposit owing the location of the Jean Luc Stock, an intrusion of granodioritic to syenitic composition. The intersection of structures near these intrusions represents good targets for mineralization. The Pluto Property's geophysical survey revealed presence of such magnetic signature and their associated faulting near the north and east limit of the intrusion and this sector should be subjected to a comprehensive structural interpretation. The gold showing of Multi Ressources Boréal (Dolodau) is spatially related to the Dolodau intrusive, within a nearby shear zone.

Recommendations

Based on the favorable geological context of the Pluto Property and the results of the till survey, the Pluto Property clearly deserve follow-up works. In order to increase the level of information and investigate the potential of the Pluto Property for gold and base metals mineralisation, the following tasks are recommended with a detailed budget (Table 4):

- Follow-up survey on till anomalies

- Detailed mapping and structural study focusing on structural features outlined in the geophysical survey that are offsetting magnetic lineaments

- Ground induced-polarization survey on potential source of the gold anomalies

Table 4: Proposed Budget

Phase I	**quant.**	**item**	**@**	**cost (C$)**
Field works (geologist)	3	days	$650.00	$1,950.00
Field works (technician)	3	days	$450.00	$1,350.00
Lodging and food	6	man-days	$175.00	$1,050.00
Field supply				$1,000.00
Detailed till sampling	105	samples	$350.00	$36,750.00
Ground IP/PP Survey	40	line-km	$1000.00	$40,000.00
Laboratory assay	105	samples	$65.00	$6,825.00
Maps and report	5	days	$650.00	$3,250.00
Contingency (approx. 10%)				$9,000.00
Total				**$101,175.00**

The technical information regarding the Pluto Property in this Prospectus has been reviewed and approved by the Author who is independent of the Corporation. The Author is a Qualified Person under NI 43-101.

Use of Proceeds

This is a non-offering prospectus. The Corporation is not raising any funds in conjunction with this Prospectus. Accordingly, there are no proceeds to the Corporation in connection with the filing of this Prospectus.

Funds Available and Use of Available Funds

As at May 31, 2018, the Corporation had working capital of approximately $135,177. The Corporation funds its business using the proceeds from equity financings. The Corporation's estimated use of funds for the next twelve months is as follows:

Use of Available Funds	Amount ($)
Estimated cost of Prospectus and CSE Listing	2,500
Phase I exploration program on the Pluto Property	101,175
Operating expenses for 12 months(1)	15,000
Working capital	16,502
Total	**135,177**

(1) Estimated operating expenses for the next 12 months consists of $15,000 for public company operations (audit, transfer agent and annual general meeting).

The Corporation intends to spend the funds available to it as stated in this Prospectus; however, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. See "*Risk Factors*".

Since inception, the Corporation has had negative operating cash flow and incurred losses. The Corporation's negative operating cash flow and losses are expected to continue for the foreseeable future. The Corporation cannot predict when it will reach positive operating cash flow, if ever. The Corporation funds its business using the proceeds from equity private placements. In the future, the Corporation may pursue additional private placement debt or equity financing based upon its working capital needs from time to time, however, there can be no assurance that such financing will be available, or completed on terms that are favourable to the Corporation.

Upon the listing of the Shares on the CSE, the Corporation anticipates that trading will immediately be voluntarily halted by the CSE until the Corporation closes the Private Placement under the Existing Security Holder Exemption, in order to increase the Company's working capital and to increase the public distribution of the Shares. In the event that any directors or officers of the Corporation participate in the Private Placement, or any person acquires 10% or more of the number of issued and outstanding Shares on a partially diluted basis on the closing of the Private Placement, then closing of the Private Placement will be subject to such persons entering into the Escrow Agreement. Currently, management of the Corporation anticipates that no director, officer or Insider will participate in the Private Placement. The Corporation anticipates that trading in the Shares will recommence on the CSE upon the closing of the Private Placement. Net proceeds from the Private Placement will be allocated to the Corporation's working capital.

Business Objectives and Milestones

The principal business carried on and intended to be carried on by the Corporation is the acquisition, exploration and development of mineral resources properties.

The Corporation's business objectives in using the available funds are to:

(i) obtain a listing of Shares on the Exchange; and

(ii) conduct the Phase 1 exploration program on the Pluto Property recommended in the Technical Report.

After obtaining a listing of Shares on the CSE, the Phase 1 exploration program is expected to commence in the summer of 2018. During the first phase of exploration, the Corporation intends to complete additional field work, conduct detailed till sampling, perform a ground IP/PP survey, and undertake corresponding laboratory assays and reporting.

Other Sources of Funding

Other than the Private Placement, the Corporation currently does not have any immediate sources of additional funding.

DIVIDENDS OR DISTRIBUTIONS

The payment of dividends, if any, in the future, rests within the sole discretion of the Board. The payment of dividends will depend upon the Corporation's earnings, its capital requirements and its financial condition, as well as other relevant factors. The Corporation has not declared any cash dividends since its inception and the Corporation intends to retain its earnings to finance growth and expand its operations and does not anticipate paying any dividends on its common shares and other classes of shares in the foreseeable future.

There are no restrictions in the Corporation's constating documents that prevent the Corporation from declaring dividends. The BCBCA, however, does prohibit the Corporation from declaring dividends where, after giving effect to the distribution of the dividend the Corporation would not be able to pay its debts as they become due in the usual course of business; or the Corporation's total assets would be less than the sum of its total liabilities plus the amount that would be needed to satisfy the rights of shareholders who have preferential rights superior to those receiving the distribution.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Corporation

The Corporation's Management's Discussion and Analysis provides an analysis of the Corporation's financial results for the nine month period ended December 31, 2017, and should be read in conjunction with the financial statements of the Corporation for such period, and the notes thereto respectively. The Corporation's Management's Discussion and Analysis is attached to this Prospectus as Appendix 6.

The Corporation's Management's Discussion and Analysis provides an analysis of the Corporation's financial results for the year ended March 31, 2017, and should be read in conjunction with the financial statements of the Corporation for such period, and the notes thereto respectively. The Corporation's Management's Discussion and Analysis is attached to this Prospectus as Appendix 4.

Certain information included in the Corporation's Management's Discussion and Analysis is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See "*Caution Regarding Forward-Looking Statements*" for further detail.

Numberco

The Numberco Management's Discussion and Analysis provides an analysis of Numberco's financial results for the year ended March 31, 2017, and should be read in conjunction with the financial statements of Numberco for such period, and the notes thereto respectively. Numberco's Management's Discussion and Analysis is attached to this Prospectus as Appendix 2.

Certain information included in Numberco's Management's Discussion and Analysis is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See "*Caution Regarding Forward-Looking Statements*" for further detail.

DESCRIPTION OF SHARE CAPITAL

No securities are being offered pursuant to this Prospectus.

Authorized Capital

The authorized share capital of the Corporation consists of an unlimited number of Shares without par value and an unlimited number of preferred shares without par value. See "*Consolidated Capitalization*" and "*Disclosure of Outstanding Share Data*". As of the date of this Prospectus, there were 17,358,366 Shares issued and outstanding and no preferred shares issued and outstanding.

Shares

Holders of the Shares are entitled to receive notice of, and to attend and vote at, all meetings of the shareholders of the Corporation, and each Share confers the right to one vote, provided that the shareholder is a holder on the applicable record date declared by the Board. The holders of the Shares, subject to the prior rights, if any, of any other class of shares of the Corporation, are entitled to receive such dividends in any financial year as the Board may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of the Corporation's assets among its shareholders by way of repayment of capital, the net equity of the Corporation shall be distributed among the holders of the Shares, without priority and on a share for share basis. There are no redemption or retraction rights associated with the Shares.

Stock Options

As at the date hereof, the Corporation has not adopted a stock option plan and does not have any stock options outstanding.

CONSOLIDATED CAPITALIZATION

The following table sets out the capitalization of the Corporation as at the dates specified below:

Description	Authorized	Outstanding as at December 31, 2017	Outstanding as at the date of this Prospectus
Common Shares	Unlimited	17,358,366	17,358,366
Preferred Shares	Unlimited	Nil	Nil

Fully Diluted Share Capital

The following table sets out the fully diluted share capital of the Corporation:

	Number of Securities Issued or Reserved[(1)]	% of total issued and outstanding (fully diluted)
Shares issued at the date of Prospectus	17,358,366	50.5%
Shares issued on exercise of the Consideration Warrants	15,200,000	44.2%
Shares issues in Private Placement to reach total working capital of $200,000 on the Listing Date	917,490[(2)]	2.7%
Shares issued on exercise of the Warrants (to reach total working capital of $200,000 on the Listing Date)	917,490[(2)]	2.7%
Total	**34,393,346**[(1)]	**100.0%**

Notes:

(1) If the Corporation raises the maximum amount of $500,000 in the Private Placement (or $316,502 more than the minimum amount of $183,498 required to increase unallocated working capital to $200,000), the Corporation will issue an additional 1,582,510 Shares and 1,582,510 Warrants resulting in a total of 37,558,366 Shares issued and outstanding on a fully-diluted basis. Under such circumstances, each of the Shares and the Warrants issued in the Private Placement will constitute 4.2% of the total issued and outstanding Shares on a fully diluted basis.

(2) Based upon the Corporation needing to raise $183,498 on the Listing Date in order to increase its unallocated working capital to $200,000.

PRIOR SALES

Prior Sales - Corporation

The following table summarizes all sales/issuances of securities of the Corporation for the 12 month period before the date of the Prospectus:

Date of Issue	Price per Security/Exercise Price	Number and Type of Securities	Reason for Issuance
July 16, 2015	$0.02	2,158,365 Shares	Arrangement[1]
December 13, 2017	$0.025	15,200,001 Consideration Shares	Acquisition[2]
December 13, 2017	$0.05	15,200,000 Consideration Warrants	Acquisition[2]

Notes:

(1) These Shares were issued in connection with the closing of the Arrangement.

(2) The Consideration Shares and Consideration Warrants were issued in connection with the closing of the Acquisition.

Prior Sales - Numberco

The following table summarizes all sales/issuances of securities of Numberco for the 12 month period before the date of the Prospectus:

Date of Issue	Price per Security/Exercise Price	Number and Type of Securities	Reason for Issuance
April 19, 2017	$0.025	15,200,001 Numberco Shares	Allotment
April 19, 2017	$0.05	15,200,000 NumberCo Warrants	Allotment

Trading Price and Volume

The Numberco Shares do not trade on any stock exchange.

ESCROWED SECURITIES

Escrowed Securities

The board of directors of the Corporation has determined to escrow all equity securities, including the Shares, owned or controlled by the Principals of the Corporation. Principals include all persons or companies that fall into one of the following categories:

(a) directors and senior officers of the Corporation, as listed in this Prospectus;

(b) promoters of the Corporation;

(c) those who own and/or control more than 10% of the Corporation's voting securities if they also have appointed or have the right to appoint a director or senior officer of the Corporation or of a material operating subsidiary of the Corporation;

(d) those who own and/or control more than 20% of the Corporation's voting securities; and

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

The Principals of the Corporation are all of the directors and senior officers of the Corporation.

Pursuant to the Escrow Agreement, the Principals agreed to deposit in escrow their Shares (the "**Escrowed Securities**") with the Escrow Agent. The Escrow Agreement provides that 10% of the Escrowed Securities will be released from escrow upon the Listing Date and that an additional 15% will be released therefrom every 6 month interval thereafter, over a period of 36 months.

The Corporation is an "emerging issuer" as defined in the applicable policies and notices of the Canadian Securities Administrators and if the Corporation achieves "established issuer" status during the term of the Escrow Agreement, it will "graduate" resulting in a catch-up release and an accelerated release of any securities remaining in escrow under the 18 month schedule applicable to established issuers as if the Corporation had originally been classified as an established issuer.

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

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

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

(c) transfers upon bankruptcy to the trustee in bankruptcy;

(d) pledges to a financial institution as collateral for a loan, provided that upon a realization the securities remain subject to escrow; and

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

The following table sets forth details of the Escrowed Securities that are subject to the Escrow Agreement as of the date of this Prospectus:

Name	**No. of Escrowed Securities**(1)	**Percentage of Class (After Giving Effect to the Offering)**(2)
Keith Anderson(4)	277,740	1.6%
Spencer Smyl	200,000 Shares 200,000 Consideration Warrants(3)	1.2% 2.3%(3)
Blair Naughty	270,450(4)	1.6%
Total:	**748,190 Shares** **200,000 Consideration Warrants**	**4.3%** **5.4%**(5)

(1) These securities have been deposited in escrow with the Escrow Agent.

(2) Based on 17,358,366 Shares issued and outstanding on the date of this Prospectus.

(3) Percentage calculated on a partially diluted basis. Each Consideration Warrant is exercisable at a price of $0.05 until April 19, 2027.

(4) 15,000 of these Shares are held by Canal Front Investments Inc., a private company controlled by Blair Naughty, a director of the Corporation.

(5) Percentage calculated on a partially diluted basis.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and officers of the Corporation, as of the date of this Prospectus, no person beneficially owns or exercises control or direction over, directly or indirectly, common shares carrying more than 10% of the votes attached to the Shares.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holdings

The following table provides the names, state or province and country of residence, position, principal occupations during the five preceding years and the number of voting securities of the Corporation that each of its directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as of the date of this Prospectus:

Name and State or Province and Country of Residence and Position with the Corporation	Date of Appointment	Principal Occupation for the Past Five Years	Number and Percentage of Voting Securities Beneficially Owned, Directly or Indirectly(1)
Keith Anderson(2) BC, Canada *President, Chief Executive Officer, Secretary and Director*	February 18, 2015	Businessman. Former Investment Advisor at Canaccord Genuity Corp. Director of Liberty Leaf Holdings Ltd. since June 16, 2012 and director of Lightning Ventures Inc. since June 27, 2017, both listed on the CSE.	277,740 or 1.6%
Spencer Smyl(2) BC, Canada *Director*	October 11, 2017	Investment Analyst. Director of Spearmint Resources Inc. from November 18, 2016, a mineral exploration company listed on the TSX Venture Exchange (the "**TSXV**"). Director of YDreams Global Interactive Technologies Inc., since April 25, 2017, a technology company listed on the TSXV. Director of Jinhua Capital Corp. since June 20, 2017, a Capital Pool Company listed on the NEX. Director of Makena Resources Inc. since December 22, 2016, a mineral exploration company listed on the TSXV.	200,000(3) or 1.2%
Blair Naughty(2) BC, Canada *Director*	July 15, 2015	Businessman with over 25 years of experience in the securities industry. Privately developed and launched numerous e-commerce websites through Naughty Capital Ltd. Director of Fandom Sports Media corp., a company listed on the CSE. Director of Alexis Financial Inc., Chichi Financial Inc. and Boomer Financial Inc., reporting companies not listed on any exchange.	270,450(4) or 1.6%

Name and State or Province and Country of Residence and Position with the Corporation	Date of Appointment	Principal Occupation for the Past Five Years	Number and Percentage of Voting Securities Beneficially Owned, Directly or Indirectly[(1)]
Gurcharn Singh Deol BC, Canada *Chief Financial Officer*	February 28, 2018	Mr. Deol has over 30 years of experience in the financial markets. His past and current experience includes providing management and consulting services to companies, project analysis, investor relations, technical marker analysis and the financing of international projects. He has been the President of Sprint Capital Corp., a private communications company, since March 2010. Director of Berkwood Resources Ltd., a junior mining company listed on the TSXV since June 2016. Director of Matica Enterprises Inc., a medical marijuana company listed on the CSE, from March 2017 to present. Director of Saville Resource Inc., a junior mining company listed on the TSXV since April 2017. Director of United Lithium Corp., a mining company listed on the CSE, since December 2017. Director of Makena Resources Inc., a mining company listed on the CSE, since November 2017.	Nil

(1) Percentage of Shares outstanding is based on 17,358,366 Shares issued and outstanding as of the date of this Prospectus, on an undiluted basis.

(2) Audit Committee member.

(3) This amount does not include 200,000 Consideration Warrants held by Mr. Smyl which are subject to the Escrow Agreement, each warrant of which entitles the holder to acquire a Share for the exercise price of $0.05. Mr. Smyl holds 2.3% of the Shares on a partially diluted basis assuming exercise of the warrants.

(4) 15,000 of these Shares are held by Canal Front Investments Inc., a private company wholly-owned by Blair Naughty.

As at the date of this Prospectus, the directors and executive officers of the Corporation as a group beneficially own, directly or indirectly, or exercised control or discretion over an aggregate of 748,190 Shares, which is equal to 4.3% of the Shares issued and outstanding as at the date hereof (5.4% on a partially diluted basis).

The term of office of the directors expires annually at the time of the Corporation's annual general meeting. The term of office of the executive officers expires at the discretion of the Board. Each of the directors and officers of the Corporation provides their services as independent contractors of the Corporation, although none of the directors and officers have entered into written consulting or contractor agreements. None of the directors of the Corporation has entered into a non-disclosure agreement with the Corporation that include restrictions on such officers regarding the disclosure of confidential information relating to the Corporation. No executive officers of the Corporation have entered into non-competition agreements with the Corporation. See "Executive Compensation".

Background

The following is a brief description of each of the directors and executive officers of the Corporation, including their names, ages, positions and responsibilities with the Corporation, relevant educational background, principal occupations or employment during the five years preceding the date of this Prospectus, experience in the Corporation's industry and the amount of time intended to be devoted to the affairs of the Corporation:

Keith Anderson – Chief Executive Officer, President, Secretary and Director – age: 52

Mr. Anderson has been a business for 30 years. He was formerly an Investment Advisor with Canaccord Genuity Corp. from 1987 to 2011. He has been a director of Liberty Leaf Holdings Ltd. since June 16, 2012 and director of Lightning Ventures Inc. since June 27, 2017, both listed on the CSE.

Spencer Smyl – Director – age: 27

Mr. Smyl has been an investment analyst with Asia Asset Management Inc. since 2015. He has been a director of Spearmint Resources Inc. since November 18, 2016, a mineral exploration company listed on the TSXV, a director of YDreams Global Interactive Technologies Inc., since April 25, 2017, a technology company listed on the TSXV, a director of Jinhua Capital Corporation since June 20, 2017, a Capital Pool Company listed on the NEX and a director of Makena Resources Inc. since December 22, 2016, a mineral exploration company listed on the TSXV. He was an executive assistant with the Senate of Canada from April 2011 until October 10, 2013 and a business developer with Naturo Group Investments Inc. from May 2013 until January 2015. Mr. Smyl graduated from the University of British Columbia with a degree in Political Science in 2014.

Blair Naughty – Director – age: 47

Mr. Naughty is a businessman with over 25 years of experience in the securities industry. He privately developed and launched numerous e-commerce websites through Naughty Capital Ltd. He has been a director of Fandom Sports Media Corp., a company listed on the CSE since September 8, 2015. Mr. Naughty has been a director of Alexis Financial Inc. and Chichi Financial Inc., both reporting companies not listed on any exchange, since July 16, 2015 and a director of Boomer Financial Inc., a reporting company not listed on any exchange since December 23, 2014.

Gurcharn Singh Deol – Chief Financial Officer – age: 67

Mr. Deol is a businessman with over 30 years of experience in the financial markets. His past and current experience includes providing management and consulting services to companies, project analysis, investor relations, technical marker analysis and the financing of international projects. He has been the President of Sprint Capital Corp., a private communications company, since March 2010. Director of Berkwood Resources Ltd., a junior mining company listed on the TSXV since June 2016. Director of Matica Enterprises Inc., a medical marijuana company listed on the CSE, from March 2017 to present. Director of Saville Resource Inc., a junior mining company listed on the TSXV since April 2017. Director of United Lithium Corp., a mining company listed on the CSE, since December 2017. Director of Makena Resources Inc., a mining company listed on the CSE, since November 2017. He was previously a director of Mag One Products Inc., a technology company listed on the CSE, from April 2015 to December 2017, a director of Easymed Technologies Inc. (now called Easy Technologies Inc.), a technology company listed on the CSE, from January 2015 to January 2017, a director and CEO of Grand Peak Capital Corp., a financial services company listed on the CSE, from May 2015 to February 2017, a director of Cache Exploration Inc., a mining company listed on the TSXV, from March 2014 to May 2016, a director Rojo Resources Ltd., a mining company listed on the TSXV, from July 2010 to February 2011 and a director of Alliance Growers Inc., a reporting company not listed on any exchange. Mr. Deol received a Diploma from the University of British Columbia ("**UBC**") in Cross Cultural Counselling in March 2003, a Ph.D in Counselling Psychology from Columbia State Collage in January 1998, a Master of Arts – Physiological Psychology degree from UBC in June 1974 and a Bachelor of Arts – Psychology degree from UBC in June 1972. Mr. Deol completed the Canadian Securities course in August 1982, the U.S. futures Trading Court in June 1984 and the Investors Dealers Association course in January 1988.

Cease Trade Orders or Bankruptcies

Other than as set forth below, to the knowledge of the Corporation no director or executive officer is, or within 10 years before the date hereof has been, a director, CEO or CFO of any company that: (a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, CEO or CFO, or (b) was subject to an order that was issued after the director or officer ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO.

Mr. Anderson was a director of Vangold Resources Ltd. (“**Vangold**”) when a cease trade order was issued by the Principal Regulator on May 10, 2016 as a result of the failure of Vangold to file a comparative financial statement for the financial year ended December 31, 2015 and a Form 51-102F1 *Management’s Discussion and Analysis* for the period ended December 31, 2015. The cease trade order was revoked by the Principal Regulator on August 10, 2016.

Mr. Anderson was also a principal shareholder of Dotodo Urban Logistics Inc. (“**Dotodo**”) when a cease trade order was issued by the Principal Regulator on May 5, 2017 as a result of the failure of Dotodo to file financial statements for the financial year ended December 31, 2016 and a Form 51-102F1 *Management’s Discussion and Analysis* for the period ended December 31, 2016. The cease trade order remains in place.

To the knowledge of the Corporation, no director, executive officer or principal shareholder: (a) is at the date hereof, or has been with 10 years before the date hereof, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (b) has, within 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Penalties or Sanctions

To the knowledge of the Corporation, no director, officer or principal shareholder is, or has been within the last 10 years, the subject of any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority, has entered into a settlement agreement with a Canadian securities regulatory authority, or been subject to any other penalties or sanctions imposed by a court or regulatory body, that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

To the best of the Corporation’s knowledge, other than as set forth below, no existing or proposed director or officer of the Corporation, nor any shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation, nor any personal holding company of any such person has, within the ten years before the date of this Prospectus become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Mr. Deol, the CFO of the Corporation, applied for bankruptcy on September 17, 2012 and was discharged out of bankruptcy on June 18, 2013.

Conflicts of Interest

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

To the best of the Corporation’s knowledge, and other than as disclosed herein, there are no known existing or potential conflicts of interest among the Corporation, its promoters, directors and officers or other members of management of the Corporation or of 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 Corporation and their duties as a director or officer of such other companies.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The executive compensation discussion below discloses compensation paid to the following individuals:

(a) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as CEO, including an individual performing functions similar to a CEO;

(b) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as CFO, including an individual performing functions similar to a CFO;

(c) in respect of the Corporation and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000, as determined in accordance with Section 1.3(5) of Form 51-102F6V under NI 51-102, for that financial year; and

(d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, as at the end of the most recently completed financial year,

(each, a "**Named Executive Officer**").

In assessing the compensation of its executive officers, the Corporation does not have in place any formal objectives, criteria or analysis; compensation payable is currently determined by the Board. The Corporation's executive compensation program is based on comparisons of similar type and size companies. Both individual and corporate performances are also taken into account.

As of the date of this Prospectus, the Corporation's directors have not established any benchmark or performance goals to be achieved or met by the Named Executive Officers, however, such Named Executive Officers are expected to carry out their duties in an effective and efficient manner so as to advance the business objectives of the Corporation.

Payments may be made from time to time to individuals or companies they control for the provision of consulting services. Such consulting services are paid for by the Corporation at competitive industry rates for work of a similar nature by reputable arm's length services providers.

Currently none of the Named Executive Officers has entered into a consulting or employment agreement with the Corporation. The Board believes that at the current stage of operations, a monthly fixed sum to such persons is not warranted. Instead, the Board may pay periodic payments to such persons as and when circumstances warrant depending upon the time and efforts required. At this stage, the Board has not made any decision in terms of when any formalized agreement will be entered into with the Named Executive Officers and what level of compensation will be payable thereunder. At this time, the Corporation has not adopted an incentive stock option plan but anticipates adopting one in the future to incentivize management and the Board after business operations and activity levels increase.

Named Executive Officer's Compensation

The following table sets forth all compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Corporation, or any subsidiary of the Corporation, to each NEO and each director of the Corporation, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Corporation or any subsidiary of the Corporation for each of the two most recently completed financial years, other than stock options and other compensation securities:

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 ($)**	**Total Compensation ($)**
Keith Anderson[(1)] CEO, President, Secretary and Director	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Blair Naughty[(2)] Director	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Spencer Smyl[(3)] Director	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Joseph P. Meagher[(4)] Former CFO and Director	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

Notes:

(1) Keith Anderson has been the President, CEO and a director of the Corporation since February 18, 2015. Mr. Anderson was the CFO of the Corporation from October 11, 2017 to February 28, 2018 when he was replaced by Gurcharn Singh Deol on February 28, 2018.

(2) Blair Naughty has been a director of the Corporation since July 15, 2015.

(3) Spencer Smyl has been a director of the Corporation since October 11, 2017.

(4) Joseph P. Meagher was the CFO of the Corporation from July 14, 2015 until October 11, 2017 and a director of the Corporation from July 15, 2015 until October 11, 2017.

Stock Options and Other Compensation Securities

The Corporation did not grant any compensation securities during the year ended March 31, 2017 to its NEO's or directors and does not have any compensation securities outstanding.

Exercise of Compensation Securities by Directors and NEOs

No director or NEO exercised any compensation securities, being solely comprised of stock options, during the year ended March 31, 2017.

Stock Option Plans and Other Incentive Plans

As at the date of this Prospectus, the Corporation does not have a stock option plan or other incentive plan in place.

Employment, Consulting and Management Agreements

Neither the Corporation nor its subsidiary has entered into any agreement or arrangement under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the Corporation or its subsidiary that were (a) performed by a director or NEO, or (b) performed by any other party but are services typically provided by a director or a NEO.

Oversight and Description of Director and NEO Compensation

The objectives of the Corporation's compensation policies and procedures are to align the interests of the Corporation's directors and NEOs with the interests of the shareholders of the Corporation. The Corporation intends to rely on Board discussion without a formal agenda for objectives, criteria and analysis, when determining compensation for the Corporation's directors and NEOs. Compensation is not tied to performance criteria or goals such as milestones, agreements or transactions, and the Corporation does not use a "peer group" to determine compensation.

At present the Board does not have a compensation committee or a nominating committee. As such, all tasks related to developing and monitoring the Corporation's approach with respect to the compensation of the directors and officers of the Corporation and to developing and monitoring the Corporation's approach to the nomination of directors to the Board are performed by the members of the Board. Compensation for the Corporation's directors and NEOs is reviewed, recommended and approved by the Board as a whole, including the independent directors. The Corporation may form a compensation committee which will oversee compensation matters and may also form a nomination committee to oversee the nomination of directors in the future.

Pension Plan Benefits

The Corporation does not have any pension, defined benefit, defined contribution or deferred compensation plans in place.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

No directors, executive officers and employees and no former directors, executive officers and employees of the Corporation are or were indebted to the Corporation in connection with a purchase of securities or for any other reason as at the date of this Prospectus.

Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs

No directors or executive officers of the Corporation, and associates of such directors or executive officers, are or were indebted to the Corporation as at the date of this Prospectus.

AUDIT COMMITTEE

Audit Committee

The Audit Committee's role is to act in an objective, independent capacity as a liaison between the auditors, management and the Board and to ensure the auditors have a facility to consider and discuss governance and audit issues with parties not directly responsible for operations. NI 52-110, NI 41-101 and Form 52-110F1 require the Corporation to disclose certain information relating to the Corporation's Audit Committee and its relationship with the Corporation's independent auditors.

Audit Committee Charter

Pursuant to NI 52-110, the Corporation's Audit Committee is required to have a charter. The full text of the Corporation's Audit Committee Charter is attached as Appendix 9 to this Prospectus.

Composition of Audit Committee

The members of the Corporation's Audit Committee are:

Keith Anderson	Not Independent[1]	Financially literate[2]
Spencer Smyl (Chair)	Independent[1]	Financially literate[2]
Blair Naughty	Independent[1]	Financially literate[2]

Notes:

(1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Corporation, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

(2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth 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 Corporation's financial statements.

The members of the audit committee of the Corporation are Keith Anderson, Spencer Smyl and Blair Naughty.

Mr. Anderson, the Corporation's CEO, President and Secretary is not "independent" as defined in NI 52-110 as Mr. Anderson is an executive officer of the Corporation. Messrs. Smyl and Naughty are independent. The Corporation is exempt from the audit committee composition requirements in NI 52-110 which require all audit committee members to be independent.

All of the audit committee members are "financially literate", as defined in NI 52-110, as all of the audit committee members have 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 Corporation's financial statements.

Relevant Education and Experience

Each audit committee member has had extensive experience reviewing financial statements. Each member has an understanding of the Corporation's business and has an appreciation for the relevant accounting principles for that business.

Keith Anderson – Mr. Anderson has been a business for 30 years. He was formerly an Investment Advisor with Canaccord Genuity Corp. from 1987 to 2011. He has been a director of Liberty Leaf Holdings Ltd. since June 16, 2012 and director of Lightning Ventures Inc. since June 27, 2017, both listed on the CSE.

Spencer Smyl – Mr. Smyl has been an investment analyst with Asia Asset Management Inc. since 2015. He has been a director of Spearmint Resources Inc. since November 18, 2016, a mineral exploration company listed on the TSXV, a director of YDreams Global Interactive Technologies Inc., since April 25, 2017, a technology company listed on the TSXV, a director of Jinhua Capital Corporation since June 20, 2017, a Capital Pool Company listed on the NEX and a director of Makena Resources Inc. since December 22, 2016, a mineral exploration company listed on the TSXV. He was an executive assistant with the Senate of Canada from April 2011 until October 10, 2013 and a business developer with Naturo Group Investments Inc. from May 2013 until January 2015. Mr. Smyl graduated from the University of British Columbia with a degree in Political Science in 2014.

Blair Naughty – Mr. Naughty is a businessman with over 25 years of experience in the securities industry. He privately developed and launched numerous e-commerce websites through Naughty Capital Ltd. He has been a director of Fandom Sports Media Corp., a company listed on the CSE, since September 8, 2015. Mr. Naughty has been a director of Alexis Financial Inc. and Chichi Financial Inc., both reporting companies not listed on any exchange, since July 16, 2015 and a director of Boomer Financial Inc., a reporting company not listed on any exchange since December 23, 2014.

Audit Committee Oversight

At no time since the beginning of the fiscal year completed March 31, 2017 was a recommendation of the audit committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the beginning of the fiscal year ended March 31, 2017 has the Corporation relied on the exemption provided in section 2.4 of NI 52-110 (De Minimis Non-Audit Services) or an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions). It is not anticipated that the Corporation will rely on any of the above exemptions.

Pre-Approval Policies and Procedures

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services but all such services will be subject to the prior approval of the audit committee. It is not anticipated that the Corporation will adopt specific policies and procedures.

External Auditor Service Fees

The aggregate fees billed by the external auditors to the Corporation for the fiscal years ended March 31, 2017 and March 31, 2016 are:

Financial Year Ended March 31	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
2017	$7,700	Nil	Nil	Nil
2016	$1,500	Nil	Nil	Nil

Exemption

The Corporation is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Corporation, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Corporate Governance Practices

Corporate governance relates to the activities of the Board, 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 and who are charged with the day-to-day management of the Corporation. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making. The Board is of the view that the Corporation's general approach to corporate governance, summarized below, is appropriate and substantially consistent with objectives reflected in the guidelines for improved corporate governance in Canada adopted by the Canadian Securities Administrators (the "**National Guidelines**").

Board of Directors

The Board is currently composed of three directors.

The National Guidelines suggest that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "unrelated" directors. An "unrelated" 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 Corporation, other than interests and relationships arising from shareholding. In addition, where a company has a significant shareholder, the National Guidelines suggest that the board of directors should include a number of directors who do not have interests in either the company or the significant shareholder.

Messrs. Smyl and Naughty are considered by the Board to be "unrelated" within the meaning of the Guidelines. In assessing the National Guidelines and making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors.

As an officer of the Corporation, Mr. Anderson is not considered independent pursuant NI 52-110.

Other Directorships

The following table sets out the directors of the Corporation who are presently directors of other issuers that are reporting issuers in any Canadian jurisdiction.

Name	Name and Jurisdiction of Other Reporting Issuers	Name of Exchange or Market	Position	From	To
Keith Anderson	Liberty Leaf Holdings Ltd. Reporting Jurisdictions: British Columbia, Alberta and Ontario	CSE	Director	June 16, 2012	Present
	Lightning Ventures Inc. Reporting Jurisdictions: British Columbia, Alberta and Ontario	CSE	Director	June 27, 2017	Present
Spencer Smyl	Spearmint Resources Ltd. Reporting Jurisdictions: British Columbia and Alberta	TSXV	Director	November 18, 2016	Present
	YDreams Global Interactive Technologies Inc. Reporting Jurisdictions: British Columbia, Alberta, Saskatchewan and Ontario	TSXV	Director	April 25, 2017	Present
	Jinhua Capital Corporation Reporting Jurisdictions: British Columbia, Alberta, Saskatchewan, Ontario and Nova Scotia	NEX	Director	June 20, 2017	Present
	Makena Resources Inc. Reporting Jurisdictions: British Columbia, Alberta and Ontario	CSE	Director	December 22, 2016	Present
Blair Naughty	Fandom Sports Media Corp. Reporting Jurisdictions: British Columbia, Alberta and Ontario	CSE	Director	September 8, 2015	Present
	Alexis Financial Inc. Reporting Jurisdictions: British Columbia and Alberta	N/A	Director	July 16, 2015	Present
	Chichi Financial Inc. Reporting Jurisdictions: British Columbia and Alberta	N/A	Director	July 16, 2015	Present
	Boomer Financial Inc. Reporting Jurisdictions: British Columbia, Alberta and Ontario	N/A	Director	December 23, 2014	Present
Gurcharn Singh Deol	Berkwood Resources Ltd. Reporting Jurisdictions: British Columbia and Alberta	TSXV	Director	June 2016	Present

	Matica Enterprises Inc. Reporting Jurisdictions: British Columbia, Alberta and Ontario	CSE	Director	March 2017	Present
	Saville Resources Inc. Reporting Jurisdictions: British Columbia and Alberta	TSXV	Director	April 2017	Present
	United Lithium Corp. Reporting Jurisdictions: British Columbia and Ontario	CSE	Director	December 2017	Present
	Makena Resources Inc. Reporting Jurisdictions: British Columbia, Alberta and Ontario	CSE	Director	November 2017	Present

Orientation and Continuing Education

The Board has not adopted formal steps to orient new board members. The Board's continuing education is typically derived from correspondence with the legal counsel of the Corporation to remain up to date with developments in relevant corporate and securities law matters. It is not anticipated that the board of the Corporation will adopt formal steps in the 12 months following completion of the Listing.

Ethical Business Conduct

The Board has not adopted formal guidelines to encourage and promote a culture of ethical business conduct but does promote ethical business conduct by nominating board members it considers ethical, by avoiding or minimizing conflicts of interest and by having a sufficient number of its board members independent of corporate matters. It is not anticipated that the board of the Corporation will adopt formal guidelines in the 12 months following completion of the Listing.

RISK FACTORS

The risks and uncertainties described below are those we currently believe to be material, but they are not the only ones we face. If any of the following risks, or any other risks and uncertainties that we have not yet identified or that we currently consider not to be material, actually occur or become material risks, our business, financial condition, results of operations and cash flows, and consequently the price of our Shares, could be materially and adversely affected. The risks discussed below also include forward-looking statements and our actual results may differ substantially from those discussed in these forward-looking statements. See "Note Regarding Forward-Looking Statements" in this Prospectus.

Risks Relating to the Nature of the Business of the Corporation

Risks Inherent in the Mining Business

The mineral exploration business is inherently risky. Few properties that are explored are ultimately developed into producing mines. The Corporation's business involves significant financial risks over a significant period of time that even a combination of careful evaluation, experience and knowledge may not eliminate. It is impossible to ensure that the Corporation's current or proposed exploration programs will result in commercially viable mining operations.

Commercial viability of developing a mineral resource or mineral reserve depends on a number of factors, such as, size and grade of the deposit, proximity to infrastructure, financing costs and governmental regulations that include regulations relating to prices, taxes, royalties, infrastructure, land use, importing and exporting of precious metals and environmental protection. The effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Corporation not receiving an adequate return on invested capital.

Mineral properties are often non-productive for reasons that cannot be anticipated in advance. Even after the commencement of mining operations, such operations may be subject to risks and hazards, including availability of a suitably trained or trainable labour force, an effective working relationship between the Corporation and its labour force, successful renegotiation of labour contracts when they expire, particularly with respect to its unionized labour force and related collective agreement, environmental hazards, industrial accidents, unusual or unexpected geological formations or conditions, unanticipated metallurgical difficulties, the ability to acquire on a timely basis the equipment and materials necessary to operate the mine at full planned capacity, weather conditions (including historically unforeseen and unpredictable changes in weather patterns such as significantly increased severity of adverse conditions that may be brought about by the phenomenon of global warming or climate change), rock bursts, cave-ins or other ground control problems, seismic activity, flooding, water conditions and mineral or concentrate losses. The occurrence of any of the foregoing could result in damage to or destruction of mineral properties or production facilities, personal injuries, environmental damage, delays or interruption of production, increases in production costs, monetary losses, legal liability and adverse government action.

Substantial Capital Requirements and Liquidity

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

Negative Cash Flow from Operating Activities

The Corporation has no history of earnings and had negative cash flow from operating activities since inception. The Pluto Property is in the exploration stage and there are no known mineral resources or reserves and the proposed exploration program on the Pluto Property is exploratory in nature. Significant capital investment will be required to achieve commercial production from the Corporation's existing properties. There is no assurance that the Pluto Property will generate earnings, operate profitably or provide a return on investment in the future. Accordingly, the Corporation will be required to obtain additional financing in order to meet its future cash commitments.

Regulatory and Environmental Risks

The Corporation's exploration activities are subject to various laws and regulations governing the protection of the environment, exploration, development, waste disposal, toxic substances and other matters. New laws and regulations, amendments to existing laws and regulations or more stringent implementation of existing laws and regulations could have a material adverse impact on the Corporation, increase costs, cause a delay or prevent the development of new mineral properties.

Mining is subject to potential risks and liabilities associated with pollution of the environment and the disposal of waste products occurring as a result of mineral exploration and production. Environmental liability may result from mining activities conducted by others prior to the Corporation's ownership of a property. To the extent the Corporation is subject to uninsured environmental liabilities, the payment of such liabilities would reduce the Corporation's otherwise available earnings and could have a material adverse effect on the Corporation. Should the Corporation be unable to fully fund the cost of remedying an environmental problem, it might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy, which could have a material adverse effect on the Corporation. In addition, the Corporation does not have coverage for certain environmental losses and other risks as such coverage cannot be purchased at a commercially reasonable cost.

Licenses and Permits

The Corporation's operations require licenses and permits from various governmental authorities. The Corporation believes it holds all material licenses and permits required under applicable laws and regulations for its current operations and believes it is presently complying in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to change in various circumstances. There can be no guarantee that the Corporation will be able to obtain or maintain all necessary licenses and permits that may be required to explore and develop its properties, commence construction or operation of mining facilities and properties under exploration or development or to maintain continued operations that economically justify the cost.

Regulatory, Permit and License Requirements

The current or future operations of the Corporation require permits from various governmental authorities, and such operations are and will be governed by laws and regulations concerning exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. Companies engaged in the exploration and development of mineral properties generally experience increased costs and delays in development and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Corporation may require for facilities and the conduct of exploration and development operations on the Pluto Property will be obtainable on reasonable terms, or that such laws and regulations will not have an adverse effect on any exploration or development project which the Corporation might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of mineral companies, or more stringent implementation thereof, could have a material adverse impact on the Corporation and cause increases in capital expenditures or exploration and development costs, or require abandonment or delays in the development of new or existing properties.

Aboriginal Title

The Supreme Court of Canada decision of June 26, 2014 in Tsilhqot'in Nation v. British Columbia (the "Tsilhqot'in Decision"), which declares aboriginal title for the first time in a certain area in Canada and outlines the rights associated with aboriginal title, could potentially have a significant impact on one or more of the Corporation's mineral properties.

While none of the Corporation's properties are located within the areas involved in the Tsilhqot'in Decision, there is a risk that the Tsilhqot'in Decision may lead other communities or groups to pursue similar claims in areas where the Corporation's properties are located. Although the Corporation relies on the Crown to adequately discharge its obligations in order to preserve the validity of its actions in dealing with public rights, including the grant of mineral titles and associated rights, the Corporation cannot accurately predict whether aboriginal claims will have a material adverse effect on the Corporation's ability to carry out its intended exploration and work programs on its properties.

Exploration and Development

The Corporation's mining and exploration activities will involve significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines. The figures presented for mineral resources in this document, if any, are only estimates. The estimating of mineral resources is a subjective process and the accuracy of mineral resource estimates is a function of the quantity and quality of available data, the accuracy of statistical computations, and the assumptions used and judgments made in interpreting available engineering and geological information. There is significant uncertainty in any mineral resource estimate and the actual deposits encountered and the economic viability of a deposit may differ materially from the estimates, if any, contained in this Prospectus.

Estimated mineral resources may have to be re-estimated based on changes in mineral prices, further exploration or development activity or actual production experience. This could materially and adversely affect estimates of the volume or grade of mineralization, estimated recovery rates or other important factors that influence mineral resource estimates. Mineral resources are not mineral reserves and there is no assurance that any mineral resources will ultimately be reclassified as proven or probable reserves. Mineral resources which are not mineral reserves do not have demonstrated economic viability.

There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in the Corporation's resource base.

Substantial expenditures are required to establish mineral resources and mineral reserves through drilling, to develop processes to mine the mineral resources and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the definition of a mineral resource or mineral reserve, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis or on terms acceptable to the Corporation.

The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond the control of the Corporation and which cannot be accurately predicted, such as the proximity and capacity of processing facilities, commodities markets and processing equipment and governmental regulations including regulations relating to royalties, allowable production and importing and exporting of minerals.

Competition

The mineral exploration and development industry is highly competitive. The Corporation will have to compete with other mining companies, many of which have greater financial, technical and other resources than the Corporation, for, among other things, the acquisition of minerals claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel. Failure to compete successfully against other mining companies could have a material adverse effect on the Corporation and its prospects.

Operating Hazards and Risks

Operations in which the Corporation may have a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of precious metals, any of which could result in work stoppages, damage to property, and possible environmental damage. Although the Corporation currently maintains general liability insurance, the nature of these risks is such that liabilities might exceed policy limits, the liabilities and hazards might not be insurable against, or the Corporation might not elect to insure itself against such liabilities due to high premium costs or other reasons, in which event the Corporation could incur significant costs that could have a materially adverse effect upon its financial condition.

Fluctuating Mineral Prices and Marketability of Minerals

The economics of mineral exploration are affected by many factors beyond the Corporation's control, including commodity prices, the cost of operations, variations in the grade of minerals explored, and fluctuations in the market price of minerals. Depending on the price of minerals, the Corporation may determine that it is impractical to continue a mineral exploration operation.

Mineral prices are prone to fluctuations and the marketability of minerals is affected by government regulation relating to price, royalties, allowable production and the importing and exporting of minerals, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of any minerals found on the Corporation's properties.

No Assurance of Titles

The Corporation's title to its mineral properties may be subject to challenge. While title to the properties has been investigated in the manner that is customary for a transaction of this type and, to the best of the Corporation's knowledge, title to all properties in which it has, or has the right to acquire, an interest is in good standing, this should not be construed as a guarantee of title.

Recent Canadian jurisprudence requires governments to consult with aboriginal peoples with respect to grants of mineral rights and the issuance or amendment of project authorizations. This may affect the Corporation's ability to acquire, either within a reasonable time frame or at all, effective mineral titles in Canada in which aboriginal title is claimed. The risk of unforeseen aboriginal title claims also exists in foreign jurisdictions and also could affect existing operations as well as development projects and future acquisitions. These legal requirements may affect the Corporation's ability to expand or transfer existing operations or to develop new projects.

Other Risks

Financing Risks and Dilution to Shareholders

The Corporation's financial resources are limited and the Corporation's substantial financial resources and sources of operating cash flow will be required in order to complete the transactions contemplated by the Corporation, advance the exploration and development of the Pluto Property and the Corporation's other mineral properties. There can be no assurance that the Corporation will be able to obtain adequate financing to bring the Pluto Property into production or that the terms of such financing will be favourable. It is likely that such additional capital will be raised through the issuance of additional equity which will result in dilution to the Corporation's shareholders. Failure to obtain such financing could result in delay or indefinite postponement of further exploration and development of mineral exploration projects with the possible loss of such properties.

Reliance on Management and Dependence on Key Personnel

The success of the Corporation is dependent upon the performance of its directors and officers, the services of its Keith Anderson as its sole executive officer, and the ability to attract and retain key personnel. The loss of the services of such key personnel could have a material adverse effect on the Corporation's business and prospects. The number of persons skilled in the acquisition, exploration, development and operation of mineral properties is limited and competition for such persons is intense. If the Corporation is not able to attract, hire and retain qualified personnel, the efficiency of the Corporation's operations could be impaired, which could have an adverse impact on the Corporation's future operations. There is no assurance that the Corporation can maintain the service of its directors and officers or other qualified personnel required to operate its business.

Conflicts of Interest

Certain officers and directors of the Corporation are officers and/or directors of, or are associated with, other natural resource companies that acquire interests in mineral properties. Such associations may give rise to conflicts of interest from time to time. The directors are required by law, however, to act honestly and in good faith with a view to the best interest of the Corporation and to disclose any personal interest which they may have in any material transaction which is proposed to be entered into with the Corporation and to abstain from voting as a director for the approval of any such transaction.

In the event conflicts arise at a meeting of the Board, a director who has such a conflict is required by corporate legislation to declare the conflict and abstain from voting. In appropriate cases, the Corporation may establish a special committee of independent non-executive directors (who must at all times be "independent" within the meaning of NI 52-110) to review a matter in which one or more directors or management may have a conflict.

To the best of the Corporation's knowledge there are no known existing or potential conflicts of interest between the Corporation and any director or officer of the Corporation, except that certain of the directors of the Corporation serve as directors and officers of other companies and it is therefore possible that a conflict may arise between their duties as a director or officer of the Corporation and their duties as a director or officer of such other companies. Where such conflicts arise, they will be addressed as indicated above and in accordance with the BCBCA.

General Economic Conditions

The events in global financial markets recently have had a profound impact on the global economy. Many industries, including the mineral resource industry, are impacted by these market conditions. Some of the key impacts of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets, and a lack of market liquidity. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, and tax rates may adversely affect the Corporation's growth.

Global Financial Conditions

Current global financial conditions have been subject to increased volatility and numerous financial institutions have either gone into bankruptcy or have had to be rescued by governmental authorities. Access to public financing has been negatively impacted by the broad lack of investor confidence. These factors may impact the ability of the Corporation to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Corporation. If these increased levels of volatility and market turmoil continue, the Corporation's activities could be adversely impacted and the trading price of the Shares could be adversely affected.

Uninsurable Risks

Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Corporation. It is not always possible to obtain insurance against all such risks and the Corporation may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Corporation's results of operations and financial condition and could cause a decline in the value of the Shares.

PROMOTERS

Mr. Anderson may be considered to be a Promoter of the Corporation in that he took the initiative in founding and organizing the business of the Corporation. See "*Directors and Executive Officers*" for additional information regarding Mr. Anderson. As at the date of this Prospectus, Keith Anderson directly and beneficially owns 277,740

Shares. Keith Anderson holds 1.6% of the Shares based on 17,358,366 Shares issued and outstanding as of the date of this Prospectus.

LEGAL PROCEEDINGS

Legal Proceedings

Neither the Corporation nor any of its property was previously a party to, or the subject of, any legal proceeding nor is the Corporation currently party to any material legal proceeding or contemplating any legal proceedings which are material to its business. From time to time, however, the Corporation may be subject to various claims and legal actions arising in the ordinary course of business. Management of the Corporation is not currently aware of any legal proceedings contemplated against the Corporation.

Regulatory Actions

From incorporation to the date of this Prospectus, management knows of no:

(i) penalties or sanctions imposed against the Corporation by a court relating to provincial and territorial securities legislation or by a securities regulatory authority;

(ii) other penalties or sanctions imposed by a court or regulatory body against the Corporation necessary for the Prospectus to contain full, true and plain disclosure of all material facts relating to the securities being distributed; and

(iii) settlement agreements the Corporation entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as set forth in this Prospectus, the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer, any person or company who owns of record, or is known by the Corporation to own beneficially, directly or indirectly, more than 10% of the common shares of the Corporation or any associate or affiliate of the foregoing persons or companies in any transaction since its incorporation or in any proposed transaction that has materially affected or is reasonably expected to materially affect the Corporation.

AUDITORS, TRANSFER AGENT AND REGISTRAR

Auditors

The auditors of the Corporation are Dale Matheson Carr-Hilton LaBonte, LLP, Chartered Professional Accountants, located at 1500 – 1140 West Pender Street, Vancouver, BC V6E 4G1.

The auditors of Numberco are Dale Matheson Carr-Hilton LaBonte, LLP, Chartered Professional Accountants, located at 1500 – 1140 West Pender Street, Vancouver, BC V6E 4G1.

Transfer Agent and Registrar

The registrar and transfer agent of the Shares is Computershare Investor Services Inc. located at 3rd Floor – 510 Burrard Street, Vancouver, BC V6C 3B9.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business and those mentioned above, the following are the only material contracts entered into by the Corporation and Numberco within two years prior to the date hereof which are currently in effect and considered to be currently material:

1. Acquisition Agreement dated July 10, 2017. (See section on the Acquisition between the Corporation and Numberco.) The Acquisition Agreement can be viewed on SEDAR under the profile of the Corporation.

2. The Arrangement Agreement, dated April 7, 2015 between Parentco, the Corporation, Alexis Financial Inc. and Chichi Financial Inc. can be viewed on SEDAR under the profile of Parentco.

3. The Escrow Agreement, dated May 18, 2018 among the Corporation, the Escrow Agent and the Principals.

EXPERTS

Names of Experts

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

- Dale Matheson Carr-Hilton LaBonte, LLP, Chartered Professional Accountants are the auditors of the Corporation, who prepared the audit report on the Corporation's audited financial statements included in and forming part of this Prospectus.

- Dale Matheson Carr-Hilton LaBonte, LLP, Chartered Professional Accountants are the auditors of Numberco, who prepared the audit report on the Numberco's audited financial statements included in and forming part of this Prospectus.

- The Technical Report on the Pluto Property was prepared by Isabelle Robillard, M.Sc., P.Geo.

Interests of 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 Corporation's property or any associate or affiliate of the Corporation.

Dale Matheson Carr-Hilton LaBonte, LLP, Chartered Professional Accountants has confirmed that it is independent of Numberco and the Corporation in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

Isabelle Robillard, M.Sc., P.Geo. has confirmed that she is independent of Numberco and the Corporation and has no interest in the property interests held by the Corporation.

As at the date hereof, none of the aforementioned persons beneficially owns, directly or indirectly, securities of the Corporation 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 Corporation or of an associate or affiliate of the Corporation, or as a promoter of the Corporation or an associate or affiliate of the Corporation.

PART VII – OTHER MATERIAL FACTS

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

Financial Statement Disclosure

The following financial statements are included herein:

APPENDIX “1”	-	1109692 B.C. LTD. AUDITED FINANCIAL STATEMENTS FROM INCEPTION ON MARCH 3, 2017 TO MARCH 31, 2017
APPENDIX “2”	-	1109692 B.C. LTD. MANAGEMENT’S DISCUSSION AND ANALYSIS FOR THE PERIOD FROM INCEPTION ON MARCH 3, 2017 TO MARCH 31, 2017
APPENDIX “3”	-	SYD FINANCIAL INC. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017
APPENDIX “4”	-	SYD FINANCIAL INC. MANAGEMENT’S DISCUSSION AND ANALYSIS FOR YEAR ENDED MARCH 31, 2017
APPENDIX “5”	-	SYD FINANCIAL INC. UNAUDITED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED DECEMBER 31, 2017
APPENDIX “6”	-	SYD FINANCIAL INC. MANAGEMENT’S DISCUSSION AND ANALYSIS FOR PERIOD ENDED DECEMBER 31, 2017

Other Appendices

APPENDIX “7” - AUDIT COMMITTEE CHARTER

APPENDIX 1 – NUMBERCO MARCH 31, 2017 FINANCIAL STATEMENTS

[see attached]

1109692 B.C. LTD.

Financial Statements
March 31, 2017
(Expressed in Canadian Dollars)

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Directors of 1109682 B.C. Ltd.

We have audited the accompanying financial statement of 1109692 B.C. Ltd., which comprise the statement of financial position as at March 31, 2017, and the statements of operations and comprehensive loss, cash flows and changes in shareholders' equity for the period from incorporation on March 3, 2017 to March 31, 2017, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have 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 entity'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, the financial statements present fairly, in all material respects, the financial position of 1109682 B.C. Ltd. as at March 31, 2017, and its financial performance and its cash flows for the period from incorporation on March 3, 2017 to March 31, 2017 in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes certain conditions that indicate the existence of a material uncertainty that may cast significant doubt about 1109682 B.C. Ltd.'s ability to continue as a going concern.

"DMCL"

DALE MATHESON CARR-HILTON LABONTE, LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, Canada
August 01, 2017

An independent firm associated with Moore Stephens International Limited
MOORE STEPHENS

1109692 B.C. LTD.
Statement of Financial Position
(Expressed in Canadian Dollars)

		March 31, 2017
Assets		
Total Assets	**$**	**-**
Liabilities		
Current		
Accounts payable and accrued liabilities (Note 5)	$	9,132
Total liabilities		**9,132**
Equity		
Share Capital (Note 6)		-
Deficit		(9,132)
Total shareholder's equity		**(9,132)**
Total liabilities and shareholder's equity	**$**	**-**

Nature and Continuance of Operations (Note 1)
Subsequent Events (Note 9)

Approved on behalf of the Board:

Negar Adam (signed)
Negar Adam, Director

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

1109692 B.C. LTD.
Statement of Operations and Comprehensive Loss
(Expressed in Canadian Dollars)

		From Inception on March 3, 2017 to March 31, 2017
Expenses		
Professional fees	$	6,632
Consulting fees		2,500
Total expenses		9,132
Net loss and comprehensive loss for the year	$	(9,132)
Basic and Diluted Loss Per Share	**$**	**(9,132)**
Weighted Average Number of Common Shares Outstanding – Basic and Diluted		1

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

1109692 B.C. LTD.
Statement of Cash Flows
(Expressed in Canadian Dollars)

		From Inception on March 3, 2017 to March 31, 2017
Operating Activities		
Net loss	$	(9,132)
Changes in non-cash working capital		
Accounts payable and accrued liabilities		9,132
Cash Used in Operating Activities		-
Net increase in cash		-
Cash, Beginning of Period		-
Cash, End of Period	$	-

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

1109692 B.C. LTD.
Statement of Changes in Shareholder's Equity
(Expressed in Canadian Dollars)

	Number of Shares	Capital Stock	Deficit	Total
Balance, Date of Incorporation March 3, 2017	1	$ -	$ -	$ -
Net loss and comprehensive loss	-	-	(9,132)	(9,132)
Balance, March 31, 2017	1	$ -	$ (9,132)	$ (9,132)

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

1. NATURE AND CONTINUANCE OF OPERATIONS

1109692 B.C. LTD. (the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on March 3, 2017. The principal business of the Company is the acquisition, exploration and evaluation of mineral properties in Canada. The address of its head office is located at 1470 – 701 West Georgia Street, Vancouver, British Columbia, Canada V7Y 1C6. The address of its registered office is 800-885 West Georgia Street, Vancouver, British Columbia, Canada V6C 3H1.

These financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. At March 31, 2017, the Company had not yet achieved profitable operations, had a working capital deficiency of $9,132 and has an accumulated deficit of $9,132. The Company expects to incur further losses in the development of its business and its continued operations are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses. These conditions represent a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. If the going concern assumption was not used then the adjustments required to report the Company's assets and liabilities on a liquidation basis could be material to these financial statements (See Note 9).

2. BASIS OF PRESENTATION

(a) Statement of compliance

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

The significant accounting policies set out in Note 3 have been applied consistently to the period presented.

(b) Approval of the financial statements

The financial statements of the Company for the year ended March 31, 2017 were authorized for issue on August 2, 2017 by the Board of Directors of the Company.

(c) Basis of presentation

The financial statements are presented in Canadian dollars, which is also the Company's functional currency. The financial statements of the Company have been prepared on an accrual basis except for cash flow information, and are based on historical costs, except for certain financial instruments, which are stated at their fair values.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Financial instruments

(i) Financial assets

The Company classifies its financial assets as fair value through profit or loss (“FVTPL”), loans and receivables, held-to-maturity and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at recognition.

Fair value through profit or loss

Financial assets are classified as FVTPL when the financial asset is held-for-trading or it is designated as FVTPL. A financial asset is classified as FVTPL when it has been acquired principally for the purpose of selling in the near future; it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit-taking; or if it is a derivative that is not designated and effective as a hedging instrument. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at FVTPL are measured at fair value, and changes therein are recognized in profit or loss.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets or non-current assets based on their maturity date. Loans and receivables are carried at amortized cost, less any impairment.

Held-to-maturity investments

Held-to-maturity investments are recognized on a trade-date basis and are initially measured at fair value, including transaction costs.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated as available-for-sale or not classified in any of the other financial asset categories. Changes in the fair value of available-for-sale financial assets are recognized as other comprehensive income and classified as a component of equity.

Management assesses the carrying value of available-for-sale financial assets at least annually and any impairment charges are also recognized in profit or loss. When financial assets classified as available-for-sale are sold, the accumulated fair value adjustments recognized in other comprehensive income are included in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Financial instruments (Continued)

(i) Financial assets (Continued)

Impairment of financial assets

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

(ii) Financial liabilities

Financial liabilities are classified into one of two categories.

Fair value though 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 profit or loss.

Other financial liabilities

Other financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in the income statement over the period to maturity using the effective interest method. Other financial liabilities are classified as current or non-current based on their maturity date.

(iii) Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3 - Inputs for assets or liabilities that are not based on observable market data.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Share capital

The Company's common shares, share purchase warrants and options are classified as equity instruments. Incremental costs directly related to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. For equity offerings of units consisting of a common share and warrants, when both instruments are classified as equity, the Company does not bifurcate the proceeds between the common share and the other equity instrument.

(c) Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing the net income or loss attributable to the common shareholder of the Company by the weighted average number of common shares outstanding during the reporting period. Diluted earnings (loss) per share is calculated by dividing the net income or loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding if potentially dilutive instruments were converted.

(d) Income taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

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

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Exploration and evaluation assets

Exploration and evaluation assets include the costs of acquiring mineral properties, costs associated with exploration and evaluation activities, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized and are classified as intangible assets. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related mineral property.

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

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

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

(f) Impairment of financial and non-financial assets

At each reporting date, the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or group of financial assets.

The carrying amounts of the Company’s non-financial assets are reviewed at each reporting date and when events or changes in circumstances indicate that their carrying amount may not be recoverable. If any such indication exists, then the assets’ recoverable amount is estimated.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (each, a “cash-generating unit”). An impairment loss is recognized if the carrying amount of a cash-generating unit exceeds its estimated recoverable amount. The recoverable amount of an asset or a cash-generating unit is the greater of its value in use and its fair value less costs to sell. 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 assessment of the time value of money and the risks specific to the assets. An impairment loss is charged to the profit or loss, except to the extent it reverses gains previously recognized in other comprehensive loss/income.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Impairment of financial and non-financial assets (Continued)

Impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss has been recognized.

(g) Flow-through shares

Any premium received by the Company on the issuance of flow-through shares is initially recorded as a liability ("Deferred flow-through premium").

The Company may, from time to time, issue flow-through shares to finance a portion of its Canadian exploration programs. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On the issuance of a flow-through share, it is bifurcated into equity (share) and liability (flow-through) components on the issue date to the extent that a premium exists. The equity portion is measured at the market value and the residual premium is allocated as a liability. The liability is recorded at the fair value of the obligation to renounce the expenditures that the issuer has incurred. This is effectively the "premium" the investor attributes to a flow-through share versus an ordinary share.

When the expenditures are renounced, the Company records a deferred tax liability and deferred tax expense (renounced expenditures multiplied by the effective corporate tax rate). Simultaneously the Company will debit the liability set up on issuing the flow-through share with the corresponding credit to deferred tax expense.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a two-year period.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Accounting standards issued but not yet effective

At the date of authorization of these financial statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective, and have not been early-adopted by the Company.

Management anticipates that all of the pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Company's financial statements is provided below. Certain other new standards and interpretations have been issued, but are not expected to have an impact on the Company's financial statements.

IFRS 9 Financial Instruments

In July 2014, the IASB issued the final version of IFRS 9 Financial Instruments which reflects all phases of the financial instruments project and replaces IAS 39 Financial Instruments: Recognition and Measurement and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. IFRS 9 is effective for annual periods beginning on or after 1 January 2018, with early application permitted. Retrospective application is required, but comparative information is not compulsory. Early application of previous versions of IFRS 9 (2009, 2010 and 2013) is permitted if the date of initial application is before 1 February 2015. The adoption of IFRS 9 is not expected to have an impact on the classification and measurement of the Company's financial liabilities.

IFRS 16 Leases

In January 2016, the IASB issued IFRS 16 Leases ("IFRS 16") which replaces IAS 17, Leases and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to the current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that apply IFRS 15. The adoption of IFRS 16 is not expected to have an impact on the classification and measurement of the Company's financial liabilities.

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Accounting standards issued but not yet effective (continued)

IFRS 15 Revenue from Contracts with Customers

This new standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. IFRS 15 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. The adoption of IFRS 15 is not expected to have an impact on the Company's financial statements.

4. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

The Company classifies its financial instruments as follows: accounts payable and accrued liabilities are classified as other financial liabilities.

The carrying values of these financial instruments approximate their fair values.

The Company's risk exposure and the impact on the Company's financial instruments is summarized below:

(a) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. At March 31, 2017, the Company has no cash available to apply against short-term business requirements and current liabilities of $9,132. All of the liabilities are due within 90 days.

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities recognized on the statements of financial position consist of the following:

		2017
Trade payables	$	9,132

All amounts are short-term. The carrying value of trade payables is considered a reasonable approximation of fair value.

6. SHARE CAPITAL

(a) Authorized

Unlimited number of common shares without par value.

Issued and outstanding

At incorporation, the Company issued 1 common share of the Company for consideration of $0.01.

7. CAPITAL MANAGEMENT

The Company is actively looking to acquire an interest in exploration and evaluation assets and this involves a high degree of risk. The Company has not determined whether it will be successful in its endeavours and does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of share capital. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations, and is not subject to any externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

The Company defines its capital as equity. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid. There have been no changes to the Company's approach to capital management during the period ended March 31, 2017.

(Expressed in Canadian Dollars)

8. INCOME TAXES

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

Net loss for the period	$	(9,132)
Statutory income tax rate		26%
Income tax benefit computed at statutory tax rate		(2,374)
Unrecognized benefit of income tax losses		2,374
Income tax recovery	$	-

The Company has non-capital losses of $9,132 available for carry-forward to reduce future years' income for income tax purposes.

These losses expire in 2037.

9. SUBSEQUENT EVENTS

Subsequent to March 31, 2017:

i) The Company completed private placements to raise gross proceeds of $380,000. The private placement consisted of (i) 11,200,000 non-flow through units at $0.025 per unit for proceeds of $280,000 and (ii) 4,000,000 flow through units at $0.025 per unit for proceeds of $100,000. Each non-flow through unit consisted of one common share and one share purchase warrant exercisable at $0.05 per share until April 19, 2027. Each flow through unit consisted of one flow through common share and one share purchase warrant exercisable at $0.05 per share until April 19, 2027.

ii) The Company acquired the rights, through staking, to 82 mineral tenures covering approximately 4,557.37 hectares located in the Chapais Township, Quebec, collectively known as the Pluto Gold and Base Metals Property. The property is in the Nord-du-Quebec area of the Province of Quebec in the NTS sheets 32G14 and 32G15.

9. SUBSEQUENT EVENTS – Continued

iii) On July 10, 2017, the Company entered into an agreement with Syd Financial Inc. ("SYD") pursuant to which SYD will purchase the shares of the Company in exchange for common shares of SYD on the basis of one common share of SYD for each one share of the Company and purchase all of the issued and outstanding warrants of the Company in exchange for warrants of SYD (the "Replacement Warrants"). Each Replacement Warrant can be exercisable into one common share of SYD at an exercise price of $0.05 per share until April 19, 2027.

Upon closing of the agreement, the Company will become a wholly-owned subsidiary of SYD. The transaction remains subject to approval by the board of directors of the Company and the board of directors of SYD, as well as all other approvals required for completion of the transaction, including regulatory approvals.

APPENDIX 2 – NUMBERCO MARCH 31, 2017 MD&A

[see attached]

1109692 B.C. LTD.
MANAGEMENT'S DISCUSSION & ANALYSIS

For the period from incorporation on March 3, 2017 to March 31, 2017
(Prepared by Management)

This Management's Discussion and Analysis ("**MD&A**") is a review of the operations, current financial position and outlook for 1109692 B.C. Ltd. (the "**Company**"). The discussion should be read in conjunction with the Company's audited financial statements and accompanying notes for the period from incorporation on March 3, 2017 to March 31, 2017.

The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("**IFRS**"). The Company's functional and reporting currency is the Canadian Dollar, unless otherwise stated.

Caution Regarding Forward Looking Statements

This MD&A contains forward-looking statements. Forward-looking statements are projections of events, revenues, income, future economic performance or management's plans and objectives for future operations. In some cases, you can identify forward-looking statements by the use of terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. Examples of forward-looking statements made in this MD&A include statements about the Company's business plans; the costs and timing of its developments; its future investments and allocation of capital resources; success of acquiring an asset or business; requirements for additional capital. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including: general economic and business conditions, the Company's lack of operating history; conclusions or economic evaluations; changes in project parameters as plans continue to be refined; failure of any asset or business acquired to operate as anticipated; delays in financing or incompletion of business or asset acquisition, any of which may cause the Company's or its industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements and any assumptions upon which they are based are made in good faith and reflect the Company's current judgment regarding the direction of its business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of Canada, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Nature of Business

The Company was incorporated under the *Business Corporations Act* (British Columbia) on March 3, 2017. The principal business of the Company is the acquisition, exploration and evaluation of mineral properties in Canada.

The principal business office of the Company is located at 1470 – 701 West Georgia Street, Vancouver, British Columbia, Canada V7Y 1C6. The Company's main contact is its President, Negar Adam.

The registered office and records of the Company are located at 800-885 West Georgia Street, Vancouver, British Columbia, Canada V6C 3H1.

Overall Performance

As the Company was incorporated on March 3, 2017, it has not yet achieved profitable operations.

Selected Annual Information

	Incorporation on March 3, 2017 to March 31, 2017 ($)
Revenues	-
Expenses	9,132
Net Loss	9,132
Basic and diluted loss per share	(9,132)
Total Assets	-
Total Liabilities	9,132

Results of Operations

During the period from incorporation on March 3, 2017 to March 31, 2017, the Company did not have an operating business and continued to search for and identify suitable operating business or business opportunities. The Company has had no revenues since its inception.

The Company's expenses for the period from incorporation on March 3, 2017 to March 31, 2017 were $9,132 consisting of professional fees of $6,632 and consulting fees of $2,500.

Liquidity and Capital Resources

As at March 31, 2017, the Company had a working capital deficiency of $9,132.

Future Cash Requirements

As the Company currently does not generate cash flows from operations, the Company expects that it will need to raise additional funds through debt or equity financing. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common shares. No assurance can be given that additional financing will be available, or that it can be obtained on terms acceptable to the Company or its shareholders.

Going Concern

At present, the Company's operations do not generate cash flow and its financial success is dependent on management's ability to raise adequate financing on reasonable terms and to commence profitable operations in the future. Due to the uncertainty of the Company's ability to meet its current operating and capital expenses, in their report on the Company's annual financial statements for the period from incorporation on March 3, 2017 to March 31, 2017, the Company's independent auditors included an explanatory paragraph regarding concerns about the Company's ability to continue as a going concern. Should the Company be unable to realize its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the balance sheets. The Company's financial statements do not include adjustments that would be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

Off-Balance Sheet Arrangements

The Company did not enter into any off-balance sheet arrangements as at March 31, 2017 or as of the date of this report.

Related Party Transactions

During the period from incorporation on March 3, 2017 to March 31, 2017, the Company did not enter into any related party transactions.

Fourth Quarter

During the quarter ended March 31, 2017, the Company continued its search to identify and evaluate business opportunities. The Company had no revenue for the quarter ended March 31, 2017. The Company's expenses were $9,132 for the quarter ended March 31, 2017.

Proposed Transactions

Other than the Securities Exchange Agreement with SYD as discussed herein, the Company has no proposed transactions.

Commitments

At March 31, 2017, and the date of this MD&A, the Company has no commitments.

Accounting Standards, Amendments and Interpretations not yet Effective

Financial instruments

Financial assets

The Company classifies its financial assets as fair value through profit or loss ("**FVTPL**"), loans and receivables, held-to-maturity and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at recognition.

Fair value through profit or loss

Financial assets are classified as FVTPL when the financial asset is held-for-trading or it is designated as FVTPL. A financial asset is classified as FVTPL when it has been acquired principally for the purpose of selling in the near future; it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit-taking; or if it is a derivative that is not designated and effective as a hedging instrument. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at FVTPL are measured at fair value, and changes therein are recognized in profit or loss.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets or non-current assets based on their maturity date. Loans and receivables are carried at amortized cost, less any impairment.

Held-to-maturity investments

Held-to-maturity investments are recognized on a trade-date basis and are initially measured at fair value, including transaction costs.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated as available-for-sale or not classified in any of the other financial asset categories. Changes in the fair value of available-for-sale financial assets are recognized as other comprehensive income and classified as a component of equity.

Management assesses the carrying value of available-for-sale financial assets at least annually and any impairment charges are also recognized in profit or loss. When financial assets classified as available-for-sale are sold, the accumulated fair value adjustments recognized in other comprehensive income are included in profit or loss.

Impairment of financial assets

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

Financial liabilities

Financial liabilities are classified into one of two categories.

Fair value though 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 profit or loss.

Other financial liabilities

Other financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in the income statement over the period to maturity using the effective interest method. Other financial liabilities are classified as current or non-current based on their maturity date.

Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 - Inputs for assets or liabilities that are not based on observable market data.

Share capital

The Company's common shares, share purchase warrants and options are classified as equity instruments. Incremental costs directly related to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. For equity offerings of units consisting of a common share and warrants, when both instruments are classified as equity, the Company does not bifurcate the proceeds between the common share and the other equity instrument.

Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing the net income or loss attributable to the common shareholders of the Company by the weighted average number of common shares outstanding during the reporting period. Diluted earnings (loss) per share is calculated by dividing the net income or loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding if potentially dilutive instruments were converted.

Income taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

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

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Exploration and evaluation assets

Exploration and evaluation assets include the costs of acquiring mineral properties, costs associated with exploration and evaluation activities, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized and are classified as intangible assets. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related mineral property.

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

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

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

Impairment of financial and non-financial assets

At each reporting date, the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or group of financial assets.

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date and when events or changes in circumstances indicate that their carrying amount may not be recoverable. If any such indication exists, then the assets' recoverable amount is estimated.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (each, a "**cash-generating unit**"). An impairment loss is recognized if the carrying amount of a cash-generating unit exceeds its estimated recoverable amount. The recoverable amount of an asset or a cash-generating unit is the greater of its value in use and its fair value less costs to sell. 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 assessment of the time value of money and the risks specific to the assets. An impairment loss is charged to the profit or loss, except to the extent it reverses gains previously recognized in other comprehensive loss/income.

Impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss has been recognized.

Flow-through shares

Any premium received by the Company on the issuance of flow-through shares is initially recorded as a liability ("**Deferred flow-through premium**").

The Company may, from time to time, issue flow-through shares to finance a portion of its Canadian exploration programs. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On the issuance of a flow-through share, it is bifurcated into equity (share) and liability (flow-through) components on the issue date to the extent that a premium exists. The equity portion is measured at the market value and the residual premium is allocated as a liability. The liability is recorded at the fair value of the obligation to renounce the expenditures that the issuer has incurred. This is effectively the "premium" the investor attributes to a flow-through share versus an ordinary share.

When the expenditures are renounced, the Company records a deferred tax liability and deferred tax expense (renounced expenditures multiplied by the effective corporate tax rate). Simultaneously the Company will debit the liability set up on issuing the flow-through share with the corresponding credit to deferred tax expense.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a two-year period.

Accounting standards issued but not yet effective

At the date of authorization of these financial statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective, and have not been early-adopted by the Company.

Management anticipates that all of the pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Company's financial statements is provided below. Certain other new standards and interpretations have been issued, but are not expected to have an impact on the Company's financial statements.

IFRS 9 Financial Instruments

In July 2014, the IASB issued the final version of IFRS 9 Financial Instruments which reflects all phases of the financial instruments project and replaces IAS 39 Financial Instruments: Recognition and Measurement and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. IFRS 9 is effective for annual periods beginning on or after 1 January 2018, with early application permitted. Retrospective application is required, but comparative information is not compulsory. Early application of previous versions of IFRS 9 (2009, 2010 and 2013) is permitted if the date of initial application is before 1 February 2015. The adoption of IFRS 9 is not expected to have an impact on the classification and measurement of the Company's financial liabilities.

IFRS 16 Leases

In January 2016, the IASB issued IFRS 16 Leases ("**IFRS 16**") which replaces IAS 17, Leases and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to the current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that apply IFRS 15. The adoption of IFRS 16 is not expected to have an impact on the classification and measurement of the Company's financial liabilities.

IFRS 15 Revenue from Contracts with Customers

This new standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. IFRS 15 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. The adoption of IFRS 15 is not expected to have an impact on the Company's financial statements.

Financial and Other Instruments

The Company classifies its financial instruments as follows: accounts payable and accrued liabilities are classified as other financial liabilities.

The carrying values of these financial instruments approximate their fair values.

The Company's risk exposure and the impact on the Company's financial instruments is summarized below:

(a) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. At March 31, 2017, the Company has no cash available to apply against short-term business requirements and current liabilities of $9,132. All of the liabilities are due within 90 days.

Subsequent Events

Subsequent to March 31, 2017:

a) The Company completed private placements to raise gross proceeds of $380,000. The private placement consisted of (i) 11,200,000 non-flow through units at $0.025 per unit for proceeds of $280,000 and (ii) 4,000,000 flow through units at $0.025 per unit for proceeds of $100,000. Each non-flow through unit consisted of one common share and one share purchase warrant exercisable at $0.05 per share until April 19, 2027. Each flow through unit consisted of one flow through common share and one share purchase warrant exercisable at $0.05 per share until April 19, 2027.

b) The Company acquired the rights to 82 mineral tenures in the province of Quebec, Canada.

c) On July 10, 2017, the Company entered into the Share Exchange Agreement with SYD pursuant to which SYD will purchase the shares of the Company in exchange for common shares of SYD on the basis of one common share of SYD for each one share of the Company and purchase all of the issued and outstanding warrants of the Company in exchange for warrants of SYD (the "**Replacement Warrants**"). Each Replacement Warrant can be exercisable into one common share of SYD at an exercise price of $0.05 per share until April 19, 2027.

Upon closing of the agreement, the Company will become a wholly-owned subsidiary of SYD. The transaction remains subject to approval by the board of directors of the Company and the board of directors of SYD, as well as all other approvals required for completion of the transaction, including regulatory approvals.

APPENDIX 3 – SYD FINANCIAL INC. MARCH 31, 2017 FINANCIAL STATEMENTS

[see attached]

SYD FINANCIAL INC.

Financial Statements
March 31, 2017 and 2016
(Expressed in Canadian Dollars)

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of SYD Financial Inc.

We have audited the accompanying financial statements of SYD Financial Inc., which comprise the statement of financial position as at March 31, 2017, and the statements of operations and comprehensive loss, changes in equity (deficit) and cash flows for the year then ended, 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.

Auditor's 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 entity'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 in our audit is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of SYD Financial Inc. as at March 31, 2017, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes certain conditions that indicate the existence of a material uncertainty that may cast significant doubt about SYD Financial Inc.'s ability to continue as a going concern.

Other Matter

The financial statements of SYD Financial Inc. for the year ended March 31, 2016 were audited by another auditor who expressed an unmodified opinion on those statements on July 28, 2016.

DMCL

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, Canada
July 28, 2017

SYD FINANCIAL INC.
Statements of Financial Position
(Expressed in Canadian Dollars)

	March 31, 2017		March 31, 2016	
Assets				
Current				
Cash	$	5,886	$	168
GST receivable		6		756
Promissory note receivable (Note 6)		8,171		29,000
Total Assets	**$**	**14,063**	**$**	**29,924**
Liabilities				
Current				
Accounts payable and accrued liabilities (Note 7)	$	5,628	$	4,436
Accrued interest payable (Note 8)		175		-
Notes payable (Note 8)		12,500		-
Total liabilities		**18,303**		**4,436**
Equity				
Share Capital (Note 9)		44,000		44,000
Deficit		(48,240)		(18,512)
Total shareholders' equity (deficit)		**(4,240)**		**25,488**
Total liabilities and shareholders' equity	**$**	**14,063**	**$**	**29,924**

Subsequent Event (Note 13)

Approved on behalf of the Board:

Keith Anderson (signed)
Keith Anderson, Director

Blair Naughty, (signed)
Blair Naughty, Director

SYD FINANCIAL INC.
Statements of Operations and Comprehensive Loss
(Expressed in Canadian Dollars)

	Years Ended	
	March 31, 2017	March 31, 2016
Expenses		
Accounting, legal and audit	$ 10,756	$ 15,694
Corporate administration fees (Note 10)	16,000	-
Transfer agent and filing fees	2,797	2,818
Finance costs	175	-
Net loss and comprehensive loss for the year	$ (29,728)	$ (18,512)
Basic and Diluted Loss Per Share	**$ (0.01)**	**$ (0.01)**
Weighted Average Number of Common Shares Outstanding – Basic and Diluted	2,158,365	1,527,368

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

SYD FINANCIAL INC.
Statements of Cash Flows
For the Years Ended March 31,
(Expressed in Canadian Dollars)

	2017	2016
Operating Activities		
Net loss	$ (29,728)	$ (18,512)
Changes in non-cash working capital		
GST receivable	750	(756)
Interest payable	175	-
Promissory note receivable	20,829	
Accounts payable and accrued liabilities	1,192	4,436
Cash Used in Operating Activities	(6,782)	(14,832)
Financing Activities		
Proceeds from the issuance of notes payable	12,500	-
Shares issued for cash	-	15,000
Share redeemed	-	(1)
Cash Provided by Financing Activities	12,500	15,000
Net increase in cash	5,718	167
Cash, Beginning	168	1
Cash, Ending	$ 5,886	$ 168

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

SYD FINANCIAL INC.
Statement of Changes in Equity (Deficit)
(Expressed in Canadian Dollars)

	Number of Shares	Capital Stock		Deficit		Total	
Balance, April 1, 2015	1	$	1	$	-	$	1
Shares issued for plan of arrangement (Note 5)	2,158,365		44,000		-		44,000
Share redeemed	(1)		(1)		-		(1)
Net loss and comprehensive loss for the year	-		-		(18,512)		(18,512)
Balance, March 31, 2016	2,158,365		44,000		(18,512)		25,488
Net loss and comprehensive loss for the year	-		-		(29,728)		(29,728)
Balance, March 31, 2017	2,158,365	$	44,000	$	(48,240)	$	(4,240)

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

1. NATURE AND CONTINUANCE OF OPERATIONS

SYD Financial Inc. (the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on February 18, 2015. The principal business of the Company is to identify and evaluate exploration and evaluation assets. The address of its head office is located at 303 – 570 Granville Street, Vancouver, British Columbia, Canada V6C 3P1. The address of its registered office is 800-885 West Georgia Street, Vancouver, British Columbia, Canada V6C 3H1.

These financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. At March 31, 2017, the Company had not yet achieved profitable operations, had a working capital deficiency of $4,240 and has an accumulated deficit of $48,240. The Company expects to incur further losses in the development of its business and its continued operations are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses. These conditions represent a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. If the going concern assumption was not used then the adjustments required to report the Company's assets and liabilities on a liquidation basis could be material to these financial statements.

2. BASIS OF PRESENTATION

(a) Statement of compliance

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

The significant accounting policies set out in Note 3 have been applied consistently to all periods presented.

(b) Approval of the financial statements

The financial statements of the Company for the year ended March 31, 2017 were reviewed by the Audit Committee and approved and authorized for issue on July 28, 2017 by the Board of Directors of the Company.

(c) Basis of presentation

The financial statements are presented in Canadian dollars, which is also the Company's functional currency. The financial statements of the Company have been prepared on an accrual basis except for cash flow information, and are based on historical costs, except for certain financial instruments, which are stated at their fair values.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Financial instruments

(i) Financial assets

The Company classifies its financial assets as fair value through profit or loss (“FVTPL”), loans and receivables, held-to-maturity and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at recognition.

Fair value through profit or loss

Financial assets are classified as FVTPL when the financial asset is held-for-trading or it is designated as FVTPL. A financial asset is classified as FVTPL when it has been acquired principally for the purpose of selling in the near future; it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit-taking; or if it is a derivative that is not designated and effective as a hedging instrument. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at FVTPL are measured at fair value, and changes therein are recognized in profit or loss.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets or non-current assets based on their maturity date. Loans and receivables are carried at amortized cost, less any impairment.

Held-to-maturity investments

Held-to-maturity investments are recognized on a trade-date basis and are initially measured at fair value, including transaction costs.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated as available-for-sale or not classified in any of the other financial asset categories. Changes in the fair value of available-for-sale financial assets are recognized as other comprehensive income and classified as a component of equity.

Management assesses the carrying value of available-for-sale financial assets at least annually and any impairment charges are also recognized in profit or loss. When financial assets classified as available-for-sale are sold, the accumulated fair value adjustments recognized in other comprehensive income are included in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Financial instruments (Continued)

(i) Financial assets (Continued)

Impairment of financial assets

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

(ii) Financial liabilities

Financial liabilities are classified into one of two categories.

Fair value though 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 profit or loss.

Other financial liabilities

Other financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in the income statement over the period to maturity using the effective interest method. Other financial liabilities are classified as current or non-current based on their maturity date.

(iii) Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3 - Inputs for assets or liabilities that are not based on observable market data.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Share capital

The Company's common shares, share purchase warrants and stock options are classified as equity instruments. Incremental costs directly attributable to the issuance of equity instruments are recorded as reductions to equity, net of tax. For equity offerings of units consisting of common shares and warrants, when both instruments are classified as equity, the Company does not bifurcate the proceeds between common shares and warrants.

(c) Loss per share

Basic loss per share is calculated by dividing the net loss attributable to the common shareholders of the Company by the weighted average number of common shares outstanding during the reporting period. Diluted loss per share is calculated by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding for the effects of all options, warrants and similar instruments outstanding that may add to the total number of common shares.

(d) Income Taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Deferred tax

Deferred tax is recognized on temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Significant estimates and assumptions

The preparation of these financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability and measurement of deferred tax assets.

(f) Significant judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.

(g) Accounting standards issued but not yet effective

At the date of authorization of these financial statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective, and have not been early-adopted by the Company.

Management anticipates that all of the pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Company's financial statements is provided below. Certain other new standards and interpretations have been issued, but are not expected to have an impact on the Company's financial statements.

IFRS 9 Financial Instruments

In July 2014, the IASB issued the final version of IFRS 9 Financial Instruments which reflects all phases of the financial instruments project and replaces IAS 39 Financial Instruments: Recognition and Measurement and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. IFRS 9 is effective for annual periods beginning on or after 1 January 2018, with early application permitted. Retrospective application is required, but comparative information is not compulsory. Early application of previous versions of IFRS 9 (2009, 2010 and 2013) is permitted if the date of initial application is before 1 February 2015. The adoption of IFRS 9 is not expected to have an impact on the classification and measurement of the Company's financial liabilities.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Accounting standards issued but not yet effective (continued)

IFRS 15 Revenue from Contracts with Customers

This new standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. IFRS 15 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. The adoption of IFRS 15 is not expected to have an impact on the Company's financial statements.

IFRS 16 Leases

In January 2016, the IASB issued IFRS 16 Leases ("IFRS 16") which replaces IAS 17, Leases and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to the current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that apply IFRS 15. The adoption of IFRS 16 is not expected to have an impact on the classification and measurement of the Company's financial liabilities.

4. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

The Company classifies its financial instruments as follows:

- Cash is classified as a financial asset at FVTPL;
- Promissory note is classified as loans and receivables; and
- Accounts payable and accrued liabilities and notes payable are classified as other financial liabilities.

The carrying values of these financial instruments approximate their fair values due to their short-term nature.

4. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS – Continued

The Company's risk exposure and the impact on the Company's financial instruments is summarized below:

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company manages credit risk, in respect of cash, by placing it with organizations of high credit worthiness. The Company has minimal credit risk. The Company has credit risk with respect to the promissory note receivable.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. At March 31, 2017, the Company has cash of $5,886 available to apply against short-term business requirements and current liabilities of $18,303. All of the liabilities are due within 90 days.

(c) Interest Rate Risk

The Company's current exposure to interest rate arises from the interest rate impact on its cash. The fair value of cash is not significantly affected by changes in short term interest rates.

(d) Foreign Currency exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because of change in foreign exchange rates. The Company is not exposed to foreign exchange risk.

5. PLAN OF ARRANGEMENT

The Company was incorporated as a wholly owned subsidiary of Alchemist Mining Inc. ("Alchemist") and on July 16, 2015, completed the Arrangement with Alchemist. Pursuant to the Arrangement, the Company issued 2,158,365 common shares to shareholders of Alchemist in exchange for Class 3 reorganization shares of Alchemist.

Alchemist subsequently redeemed all of the Class 3 reorganization shares by the transfer to the Company of $15,000 in cash and a promissory note in the principal amount of $29,000, and the Company redeemed the initial one common share held by Alchemist for $1, with the result that the shareholders of Alchemist held all the shares of the Company.

(Expressed in Canadian Dollars)

6. PROMISSORY NOTE RECEIVABLE

At March 31, 2017, the Company had a promissory note receivable in the amount of $8,171 (2016 - $29,000). The promissory note is due on demand, unsecured and bears no interest.

On July 16, 2015, the Company received a promissory note receivable in the principal amount of $29,000 from Alchemist (Note 5). During the year ended March 31, 2017, accounts payable of $20,829 (2016 - $nil) due to Alchemist were offset against the balance receivable from Alchemist under the promissory note. Of the total accounts payable to Alchemist, $16,000 was for corporate administration costs and $4,829 was for expenses incurred on behalf of the Company.

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities recognized on the statements of financial position consist of the following:

	2017	2016
Trade payables	$ 70	$ 2,936
Accrued liabilities	5,558	1,500
Total accounts payable and accrued liabilities	$ 5,628	$ 4,436

8. NOTES PAYABLE

During the year ended March 31, 2017, the Company issued five promissory notes for $2,500 each in the aggregate principal amount of $12,500. The promissory notes are unsecured, bear interest at 10% per annum, and are due on demand.

During the year ended March 31, 2017, the Company incurred interest expense of $175 (2016 - $nil) in connection with these promissory notes payable. At March 31, 2017, accrued interest was $175 (March 31, 2016 - $nil).

9. SHARE CAPITAL

(a) Authorized

Unlimited number of common shares and preferred shares without par value.

Issued and outstanding

Year Ended March 31, 2017

There were no share issuances during the year ended March 31, 2017.

Year Ended March 31, 2016

On July 16, 2015, as part of the Arrangement with Alchemist (Note 5), the Company issued 2,158,365 common shares to the shareholders of Alchemist. Concurrent with the Arrangement, the Company redeemed one common share issued on incorporation.

(b) Share purchase warrants

As of March 31, 2017, there are no outstanding share purchase warrants (2016 – nil).

(c) Stock options

As of March 31, 2017, there are no outstanding stock options (2016 – nil).

10. RELATED PARTY TRANSACTIONS

During the year ended March 31, 2017, the Company paid $16,000 (2016 - $nil) to Alchemist for corporate administration costs.

(Expressed in Canadian Dollars)

11. CAPITAL MANAGEMENT

The Company is actively looking to acquire an interest in a business or assets and this involves a high degree of risk. The Company has not determined whether it will be successful in its endeavours and does not generate cash flows from operations. The Company's primary source of funds comes from the equity financing.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

The Company defines its capital as equity. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are paid. There have been no changes to the Company's approach to capital management during the year ended March 31, 2017.

12. INCOME TAXES

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

	2017	2016
Net loss for the year	$ (29,728)	$ (18,512)
Statutory income tax rate	26%	26%
Income tax benefit computed at statutory tax rate	(7,700)	(4,813)
Unrecognized benefit of income tax losses	7,700	4,813
Income tax benefit	$ -	$ -

The Company has non-capital losses of $48,240 available for carry-forward to reduce future years' income for income tax purposes.

These losses expire as follows:

Year of Expiry	Amount
2036	$ 18,512
2037	$ 29,728

The company has not recognized any deferred tax assets with respect to these non-capital losses.

13. SUBSEQUENT EVENT

On July 10, 2017, the Company entered into an agreement with 1109692 B.C. Ltd. ("Numberco") and the holders of Numberco pursuant to which the Company will (i) purchase all of the issued and outstanding shares of Numberco in exchange for 15,200,001 common shares of the Company, on the basis of one (1) share of the Company for each one (1) share of Numberco and (ii) purchase all of the issued and outstanding warrants of Numberco in exchange for 15,200,000 warrants of the Company (the "Replacement Warrants"). Each Replacement Warrant will be exercisable at an exercise price of $0.05 per share until April 19, 2027.

Numberco is a private mineral exploration company with an exploration and evaluation stage property located in Quebec, Canada. It is contemplated that, upon closing of the agreement, Numberco will become a wholly-owned subsidiary of the Company, and the transaction will constitute a reverse take-over of the Company by the Numberco.. The transaction remains subject to approval by the board of directors of the Company and the board of directors of Numberco, as well as all other approvals required for completion of the transaction, including regulatory approvals.

APPENDIX 4 – SYD FINANCIAL INC. MARCH 31, 2017 MD&A

[see attached]

SYD FINANCIAL INC.
MANAGEMENT DISCUSSION & ANALYSIS
For the year ended March 31, 2017
(Prepared by Management)

This Management's Discussion and Analysis ("MD&A") is a review of the operations, current financial position and outlook for SYD Financial Inc. ("SYD" or the "Company"). This discussion should be read in conjunction with the Company's audited financial statements and accompanying notes for the year ended March 31, 2017, available through the SEDAR website at www.sedar.com.

The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's functional and reporting currency is the Canadian Dollar, unless otherwise stated.

All information contained in this MD&A is current as of July 28, 2017, unless otherwise stated.

Caution Regarding Forward Looking Statements

This MD&A contains forward-looking statements. Forward-looking statements are projections of events, revenues, income, future economic performance or management's plans and objectives for future operations. In some cases, you can identify forward-looking statements by the use of terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. Examples of forward-looking statements made in this MD&A include statements about the Company's business plans; the costs and timing of its developments; its future investments and allocation of capital resources; success of acquiring an asset or business; requirements for additional capital. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including: general economic and business conditions, our lack of operating history; conclusions or economic evaluations; changes in project parameters as plans continue to be refined; failure of any asset or business acquired to operate as anticipated; delays in financing or incompletion of business or asset acquisition, any of which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements and any assumptions upon which they are based are made in good faith and reflect our current judgment regarding the direction of the Company's business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of Canada, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Nature of Business

The Company was incorporated under the Business Corporations Act (British Columbia) on February 18, 2015. The principal business of the Company is to identify, evaluate and then acquire an interest in a business or assets. On July 16, 2015, the Company entered into a Plan of Arrangement with Alchemist Mining Inc. ("Alchemist") and became a reporting issuer in the provinces of British Columbia, Alberta and Ontario.

On July 10, 2017, the Company entered into a Securities Exchange Agreement, whereby the Company will acquire all of the issued and outstanding common shares of 1109692 B.C. Ltd. ("Numberco") in exchange for common shares of the Company. It is contemplated that on closing of the Securities Exchange Agreement, Numberco will become a wholly-owned subsidiary of the Company and the business of Numberco will become the business of the Company.

The principal business office of the Company is located at 303 – 570 Granville Street, Vancouver, British Columbia, Canada V6C 3P1. The Company's main contact is its President, Mr. Keith Anderson. The Company's phone number is 604-786-7774.

The registered office and records of the Company are located at 800-885 West Georgia Street, Vancouver, British Columbia, Canada V6C 3H1.

Overall Performance

On July 16, 2015, the Company completed the Arrangement with Alchemist. Pursuant to the Arrangement, the Company issued 2,158,365 common shares to shareholders of Alchemist in exchange for Class 3 reorganization shares of Alchemist. Alchemist subsequently redeemed all of the Class 3 reorganization shares by the transfer to the Company of $15,000 in cash and a promissory note in the principal amount of $29,000, and the Company redeemed the initial one common share held by Alchemist for $1, with the result that the shareholders of Alchemist held all the shares of the Company. The promissory note is due on demand and bears no interest.

On July 10, 2017, the Company entered into a Securities Exchange Agreement with 1109692 B.C. Ltd. ("Numberco") and the holders of Numberco pursuant to which the Company will (i) purchase all of the issued and outstanding shares of Numberco in exchange for common shares of the Company, on the basis of one (1) share of the Company for each one (1) share of Numberco and (ii) purchase all of the issued and outstanding warrants of Numberco in exchange for warrants of the Company (the "Replacement Warrants"). Each Replacement Warrant will be exercisable at an exercise price of $0.05 per share until April 19, 2027.

It is contemplated that, upon closing of the Securities Exchange Agreement, Numberco will become a wholly-owned subsidiary of the Company, and the business of Numberco will become the business of the Company. The transaction is considered to be a "Restructuring Transaction" as defined under National Instrument 51-102 ("NI 51-102"), and remains subject to approval by the board of directors of the Company and the board of directors of Numberco, as well as all other approvals required for completion of the transaction, including regulatory approvals.

Selected Annual Information

	2017	2016	Incorporation date February 18, 2015 to March 31, 2015
Revenues	$Nil	$Nil	$Nil
Expenses	$29,728	$18,512	$Nil
Net Loss	$(29,728)	$(18,512)	$Nil
Basic and diluted loss per share	$(0.01)	$(0.01)	$(0.00)
Total Assets	$14,063	$29,924	$1
Total Liabilities	$18,303	$4,436	$Nil

Results of Operations

During the year ended March 31, 2017, the Company did not have an operating business and continued to search for and identify suitable operating business or business opportunities. The Company has had no revenues since its inception.

The Company's expenses for the year ended March 31, 2017 were $29,728, compared to $18,512 for the year ended March 31, 2016. During the year ended March 31, 2017, the Company incurred accounting, legal and audit fees of $10,756 (2016 - $15,694) and transfer agent and filing fees of $2,797 (2016 - $2,818). The Company also paid corporate administration fees of $16,000 to Alchemist (2016 - $Nil). The increase in corporate administration fees was due to ongoing reporting obligations following the Company becoming a reporting issuer in July, 2015, as well as the increased activity of the Company related to identifying and evaluating proposed transactions.

Summary of Quarterly Financial Results

Results for the most recent quarters including the last quarter ended March 31, 2017 are as follows:

For the Quarterly Period ended:	**March 31, 2017**	**December 31, 2016**	**September 30, 2016**	**June 30, 2016**
Total revenues	$Nil	$Nil	$Nil	$Nil
Net loss for the period	(17,742)	(10,829)	(1,050)	(107)
Net loss per common share, basic and diluted	$(0.01)	$(0.01)	$(0.00)	$(0.00)

For the Quarterly Period ended:	**March 31, 2016**	**December 31, 2015**	**September 30, 2015**	**June 30, 2015**
Total revenues	$Nil	$Nil	$Nil	$Nil
Net loss for the period	(1,722)	-	(4,737)	(12,053)
Net loss per common share, basic and diluted	$(0.00)	$(0.00)	$(0.00)	$(12,053)

Liquidity and Capital Resources

As at March 31, 2017, the Company had a working capital deficiency of $4,240 (2016 – working capital of $25,488), consisting primarily of cash in trust and a promissory note receivable from Alchemist, offset by accounts payable and accrued liabilities and notes payable.

To address working capital requirements for fiscal 2017, the Company issued notes payable in the aggregate principal amount of $12,500. These notes payable are bearing interest at 10% per annum and are due on demand.

Future Cash Requirements

As the Company currently does not generate cash flows from operations, the Company expects that it will need to raise additional funds through debt or equity financing. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common shares. No assurance can be given that additional financing will be available, or that it can be obtained on terms acceptable to the Company or its shareholders.

Going Concern

At present, the Company's operations do not generate cash flow and its financial success is dependent on management's ability to raise adequate financing on reasonable terms and to commence profitable operations in the future. Due to the uncertainty of the Company's ability to meet its current operating and capital expenses, in their report on the Company's annual financial statements for the year ended March 31, 2017, the Company's independent auditors included an explanatory paragraph regarding concerns about the Company's ability to continue as a going concern. Should the Company be unable to realize its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the balance sheets. The Company's financial statements do not include adjustments that would be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

Off-Balance Sheet Arrangements

The Company did not enter into any off-balance sheet arrangements as at March 31, 2017 or as of the date of this report.

Related Party Transactions

Current directors and officers of the Company are as follows:

Keith Anderson, President, CEO and Secretary
Joseph Meagher, CFO and Director
Blair Naughty, Director

During the year ended March 31, 2017, the Company paid $16,000 (2016 - $nil) to Alchemist for corporate administration costs. During the year ended March 31, 2017, Keith Anderson was the president and a director of Alchemist and Joseph Meagher was the CFO and a director of Alchemist.

Fourth Quarter

During the quarter ended March 31, 2017, the Company continued its search to identify and evaluate business opportunities. The Company had no revenue for the quarters ended March 31, 2017 and 2016. The Company's expenses were $17,742 for the quarter ended March 31, 2017, compared to $1,722 for the quarter ended March 31, 2016. This increase was primarily attributable to corporate administration fees paid to Alchemist in exchange for services provided.

Proposed Transactions

Other than the Securities Exchange Agreement with Numberco as discussed herein, the Company has no proposed transactions.

Commitments

At March 31, 2017, and the date of this MD&A, the Company has no commitments.

Accounting Standards, Amendments and Interpretations not yet Effective

Accounting standards issued but not yet effective

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective.

Management anticipates that all of the pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Company's financial statements is provided below. Certain other new standards and interpretations have been issued, but are not expected to have an impact on the Company's financial statements.

IFRS 9 Financial Instruments

In July 2014, the IASB issued the final version of IFRS 9 Financial Instruments which reflects all phases of the financial instruments project and replaces IAS 39 Financial Instruments: Recognition and Measurement and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. IFRS 9 is effective for annual periods beginning on or after 1 January 2018, with early application permitted. Retrospective application is required, but comparative information is not compulsory. Early application of previous versions of IFRS 9 (2009, 2010 and 2013) is permitted if the date of initial application is before 1 February 2015. The adoption of IFRS 9 may have an effect on the classification and measurement of the Company's financial assets, but no impact on the classification and measurement of the Company's financial liabilities.

IFRS 15 Revenue from Contracts with Customers

This new standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. IFRS 15 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. The adoption of IFRS 15 is not expected to have an impact on the Company's financial statements.

IFRS 16 Leases

In January 2016, the IASB issued IFRS 16 Leases ("IFRS 16") which replaces IAS 17, Leases and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to the current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that apply IFRS 15. The Company is currently evaluating the impact of IFRS 16 on its financial statements.

Financial and Other Instruments

The Company's financial instruments consist of cash, promissory note receivable, accounts payable and accrued liabilities, and notes payable. The carrying values of these financial instruments approximate their fair values, unless otherwise noted. The Company is exposed to credit risk and liquidity risk in respect of these financial instruments, as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company manages credit risk, in respect of cash, by placing with organizations of high credit worthiness. The Company has minimal credit risk. The Company has credit risk with respect to the promissory note receivable.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. At March 31, 2017, the Company has cash, in trust of $80,886 available to apply against short-term business requirements and current liabilities of $93,303. All of the liabilities are due within 90 days.

Other MD&A Requirements

Additional Disclosure for Venture Issuers without Significant Revenue

General and administrative expenses include bookkeeping and administration costs to contractors to maintain the Company's accounting and reporting system and professional fees in connection with the Company's search to identify a suitable operating business or business opportunity.

The Company did not capitalize or defer any costs during the years ended March 31, 2017 and 2016.

Significant components of general and administrative expenses during the years ended March 31, 2017 and 2016 were as follows:

	Year ended March 31,	
	2017	**2016**
Accounting, legal and audit	$10,756	$15,694
Corporate administration fees	16,000	-
Transfer agent and filing fees	2,797	2,818
Interest expense	175	-
Total general and administrative costs	$29,728	$18,512

Outstanding Share Data

As of March 31, 2017 and July 28, 2017, the Company had 2,158,365 shares of common stock issued and outstanding.

As of March 31, 2017 and July 28, 2017, the Company did not have any share purchase warrants or options outstanding.

Risks and Uncertainties

The Company believes that the following risks and uncertainties may materially affect its success.

Limited Operating History

The Company is a relatively new company with limited operating history and no history of business operations or revenue generation. The Company was incorporated on February 18, 2015 and has yet to generate a profit from its activities. The Company is subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its objective of acquiring a business or an asset.

Substantial Capital Requirements and Liquidity

Substantial additional funds for the acquisition of a business or an asset will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities. To meet such funding requirements, the Company will be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all.

Competition

The Company will compete with other companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of assets and businesses, as well as for the recruitment and retention of qualified employees and other personnel.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon on the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The British Columbia Business Corporations Act ("BCBCA") provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

No Assurance that Share Exchange will be Completed

Completion of the acquisition of Numberco pursuant to the Securities Exchange Agreement remains subject to a number of conditions, including, but not limited to, receipt of the requisite approvals form the directors of the Company, satisfaction of standard closing conditions for transactions of this nature, and regulatory approval. There can be no assurance that the Securities Exchange Agreement will be completed as proposed or at all.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

Additional Information

Additional information related to the Company is available on SEDAR at www.sedar.com.

APPENDIX 5 – SYD FINANCIAL INC. DECEMBER 31, 2017 FINANCIAL STATEMENTS

[see attached]

SYD Financial Inc.

Condensed Consolidated Interim Financial Statements
December 31, 2017
(Expressed in Canadian Dollars)

SYD Financial Inc.
Consolidated Statements of Financial Position
As at December 31, 2017 and March 31, 2017
Expressed in Canadian Dollars

	Note	December 31, 2017	March 31, 2017
		(Unaudited)	
ASSETS			
Current assets			
Cash		$ 230,674	$ -
Sales tax recoverable		6,774	-
Total current assets		237,448	-
Exploration and evaluation assets	5	82,018	-
Total assets		$ 319,466	$ -
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	6	34,785	9,132
Related party payables	9	11,000	-
Total liabilities		45,785	9,132
SHAREHOLDERS' EQUITY			
Capital stock	7	411,786	-
Deficit		(138,105)	(9,132)
Total shareholders' equity		273,681	(9,132)
Total liabilities and shareholders' equity		$ 319,466	$ -

Nature and Continuance of Operations (Note 1)

Approved on behalf of the Board:

Keith Anderson (signed)
Keith Anderson, Director

Spencer Smyl, (signed)
Spencer Smyl, Director

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

SYD Financial Inc.
Interim Consolidated Statement of Loss and Comprehensive Loss
For the three and nine months ended December 31, 2017
Expressed in Canadian Dollars
(Unaudited)

	Note	Three months ended December 31, 2017	Nine months ended December 31, 2017
OPERATING EXPENSES			
Consulting		$ 4,425	$ 14,925
Corporate administration		300	300
Office and miscellaneous		46	320
Professional fees		3,791	12,301
Transfer agent and filing fees		1,267	1,267
		9,829	29,113
OPERATING LOSS BEFORE OTHER ITEMS		(9,829)	(29,113)
Other Items			
Listing expense	4	(99,860)	(99,860)
NET LOSS AND COMPREHENSIVE LOSS		$ (109,689)	$ (128,973)
Loss per share			
Basic and diluted	8	$ (0.01)	$ (0.01)
Weighted average number of shares outstanding			
Basic and diluted	8	15,622,290	14,291,094

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

SYD Financial Inc.
Interim Consolidated Statements of Cash Flows
For the nine months ended December 31, 2017
Expressed in Canadian Dollars
(Unaudited)

OPERATING ACTIVITIES		
Net loss	$	(128,973)
Items not affecting cash:		
Listing expense		99,860
Changes in non-cash working capital items:		
Increase in sales tax recoverable		(5,630)
Increase in accounts payable and accrued liabilities		11,084
Cash used in operating activities		(23,659)
FINANCING ACTIVITIES		
Related party advances		-
Acquisition of SYD Financial Inc.		8,880
Advances to SYD Financial Inc. prior to RTO		(54,500)
Proceeds from the issuance of common shares		380,000
Share issue costs		(3,284)
Cash flows relating to financing activities		331,096
INVESTING ACTIVITIES		
Expenditures on exploration and evaluation assets		(76,763)
Cash flows relating to investing activities		(76,763)
Increase in cash during the period		230,674
Cash, beginning of period		-
Cash, end of period	$	230,674

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

SYD Financial Inc.
Interim Consolidated Statements of Changes in Shareholders' Equity
For the period from Inception to December 31, 2017
Expressed in Canadian Dollars
(Unaudited)

	Number	Share Capital	Deficit	Total Shareholders' Equity
Balance, date of incorporation on March 3, 2017	1	$ -	$ -	$ -
Net loss and comprehensive loss	-	-	(9,132)	(9,132)
Balance, March 31, 2017	1	$ -	$ (9,132)	$ (9,132)
Issued for cash				
Pursuant to a private placement - at $0.025	11,200,000	280,000	-	280,000
Pursuant to a flow through private placement - at $0.025	4,000,000	100,000	-	100,000
less: share issue costs	-	(3,284)	-	(3,284)
Shares issued for Acquisition of Numberco	2,158,365	53,959	-	53,959
less: share issue costs for Acquisition of Numberco	-	(18,889)	-	(18,889)
Net loss and comprehensive loss	-	-	(128,973)	(128,973)
Balance, December 31, 2017	17,358,366	$ 411,786	$ (138,105)	$ 273,681

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

1. NATURE AND CONTINUANCE OF OPERATIONS

SYD Financial Inc. ("SYD" or the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on February 18, 2015. On July 16, 2015, the Company entered into a Plan of Arrangement with Alchemist Mining Inc. ("Alchemist") and became a reporting issuer in the provinces of British Columbia, Alberta and Ontario.

The address of its head office is located at 1470 – 701 West Georgia Street, Vancouver, British Columbia, Canada V7Y 1C6. The address of its registered office is 800-885 West Georgia Street, Vancouver, British Columbia, Canada V6C 3H1.

On December 13, 2017, the Company closed an Acquisition Agreement with 1109692 B.C. Ltd. ("Numberco") pursuant to which SYD purchased the shares and warrants of Numberco in exchange for shares and warrants of SYD on a one for one basis. Each warrant can be exercised into one common share of SYD at an exercise price of $0.05 per share until April 19, 2027.

Upon closing of the agreement, Numberco became a wholly-owned subsidiary of SYD. Numberco was incorporated under the *Business Corporations Act* (British Columbia) on March 3, 2017. The principal business of Numberco is the acquisition, exploration and evaluation of mineral properties in Canada.

These consolidated interim financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. At December 31, 2017, the Company had not yet achieved profitable operations and expects to incur further losses in the development of its business and its continued operations are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses. These conditions represent a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. If the going concern assumption was not used then the adjustments required to report the Company's assets and liabilities on a liquidation basis could be material to these financial statements.

2. BASIS OF PRESENTATION

(a) Statement of compliance

These condensed interim financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting. The condensed interim financial statements of the Company should be read in conjunction with the Company's financial statements for the year ended March 31, 2017, which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

2. BASIS OF PRESENTATION – Continued

(b) Approval of the financial statements

The financial statements of the Company for the nine months ended December 31, 2017 were reviewed by the Audit Committee and approved and authorized for issue on March 1, 2018 by the Board of Directors of the Company.

(c) Basis of presentation

The financial statements are presented in Canadian dollars, which is also the Company's functional currency. The financial statements of the Company have been prepared on an accrual basis except for cash flow information, and are based on historical costs, except for certain financial instruments, which are stated at their fair values.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Financial instruments

(i) Financial assets

The Company classifies its financial assets as fair value through profit or loss ("FVTPL"), loans and receivables, held-to-maturity and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at recognition.

Fair value through profit or loss

Financial assets are classified as FVTPL when the financial asset is held-for-trading or it is designated as FVTPL. A financial asset is classified as FVTPL when it has been acquired principally for the purpose of selling in the near future; it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit-taking; or if it is a derivative that is not designated and effective as a hedging instrument. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at FVTPL are measured at fair value, and changes therein are recognized in profit or loss.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets or non-current assets based on their maturity date. Loans and receivables are carried at amortized cost, less any impairment.

Held-to-maturity investments

Held-to-maturity investments are recognized on a trade-date basis and are initially measured at fair value, including transaction costs.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Financial instruments (Continued)

(i) Financial assets (Continued)

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated as available-for-sale or not classified in any of the other financial asset categories. Changes in the fair value of available-for-sale financial assets are recognized as other comprehensive income and classified as a component of equity.

Management assesses the carrying value of available-for-sale financial assets at least annually and any impairment charges are also recognized in profit or loss. When financial assets classified as available-for-sale are sold, the accumulated fair value adjustments recognized in other comprehensive income are included in profit or loss.

Impairment of financial assets

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

(ii) Financial liabilities

Financial liabilities are classified into one of two categories.

Fair value though 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 profit or loss.

Other financial liabilities

Other financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in the income statement over the period to maturity using the effective interest method. Other financial liabilities are classified as current or non-current based on their maturity date.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Financial instruments (Continued)

(i) Financial assets (Continued)

(iii) Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3 - Inputs for assets or liabilities that are not based on observable market data.

(b) Share capital

The Company's common shares, share purchase warrants and stock options are classified as equity instruments. Incremental costs directly attributable to the issuance of equity instruments are recorded as reductions to equity, net of tax. For equity offerings of units consisting of common shares and warrants, when both instruments are classified as equity, the Company does not bifurcate the proceeds between common shares and warrants.

(c) Loss per share

Basic loss per share is calculated by dividing the net loss attributable to the common shareholders of the Company by the weighted average number of common shares outstanding during the reporting period. Diluted loss per share is calculated by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding for the effects of all options, warrants and similar instruments outstanding that may add to the total number of common shares.

(d) Income Taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Deferred tax

Deferred tax is recognized on temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(e) Significant estimates and assumptions

The preparation of these financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability and measurement of deferred tax assets.

(f) Significant judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Accounting standards issued but not yet effective

At the date of authorization of these financial statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective, and have not been early-adopted by the Company.

Management anticipates that all of the pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Company's financial statements is provided below. Certain other new standards and interpretations have been issued, but are not expected to have an impact on the Company's financial statements.

IFRS 9 Financial Instruments

In July 2014, the IASB issued the final version of IFRS 9 Financial Instruments which reflects all phases of the financial instruments project and replaces IAS 39 Financial Instruments: Recognition and Measurement and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. IFRS 9 is effective for annual periods beginning on or after 1 January 2018, with early application permitted. Retrospective application is required, but comparative information is not compulsory. Early application of previous versions of IFRS 9 (2009, 2010 and 2013) is permitted if the date of initial application is before 1 February 2015. The adoption of IFRS 9 is not expected to have an impact on the classification and measurement of the Company's financial liabilities.

IFRS 15 Revenue from Contracts with Customers

This new standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. IFRS 15 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. The adoption of IFRS 15 is not expected to have an impact on the Company's financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Accounting standards issued but not yet effective (Continued)

IFRS 16 Leases

In January 2016, the IASB issued IFRS 16 Leases ("IFRS 16") which replaces IAS 17, Leases and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to the current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that apply IFRS 15. The adoption of IFRS 16 is not expected to have an impact on the classification and measurement of the Company's financial liabilities.

4. REVERSE TAKEOVER TRANSACTION

On July 10, 2017, the Company entered into an Acquisition Agreement with Numberco, and on December 13, 2017, the Company and Numberco closed the Acquisition Agreement whereby SYD purchased all of the shares of Numberco in exchange for common shares of SYD on the basis of one common share of SYD for each one share of Numberco. As well, SYD purchased all of the issued and outstanding warrants of Numberco in exchange for warrants of SYD (the "Replacement Warrants"). Each Replacement Warrant is exercisable into one common share of SYD at an exercise price of $0.05 per share until April 19, 2027.

Upon closing of the Acquisition Agreement, Numberco became a wholly-owned subsidiary of SYD.

As of the date of the Acquisition Agreement, Numberco had advanced $54,500 to SYD to pay for expenses associated with public company reporting obligations prior to the consummation of the transaction. All amounts advanced were eliminated upon consolidation upon completion of the Acquisition Agreement.

The Acquisition Agreement was accounted for as a reverse takeover transaction that was not a business combination and effectively a capital transaction of Numberco. Numberco has been treated as the accounting acquirer (legal subsidiary) and SYD has been treated as the accounting acquire (legal parent) in these condensed consolidated interim financial statements. As Numberco was deemed to be the acquirer for accounting purposes, the condensed consolidated interim financial statements are presented as a continuation of Numberco.

(Expressed in Canadian Dollars)

4. REVERSE TAKEOVER TRANSACTION – Continued

Details of the purchase price consideration and allocation are shown below:

Consideration paid	$	53,959
Net assets acquired		
Cash		8,880
Receivables		1,144
Trade payables and accruals		(1,425)
Due to Numberco		(54,500)
Net assets (liabilities) acquired		(45,901)
Listing expense	$	99,860

The fair value of Consideration paid was calculated based on the number of common shares of SYD outstanding as of the date of the consummation of the transaction with a fair value per share of $0.025, which is the price at which Numberco common shares were issued in a recent private placement transaction prior to the consummation of the Acquisition Agreement.

The fair value of SYD's net assets and liabilities is estimated to be consistent with their carrying value due to their short-term nature.

5. EXPLORATION AND EVALUATION ASSETS

The Company has acquired the rights, through staking, to 82 mineral claims covering approximately 4,550 hectares located in the Chapais Township, Quebec, collectively known as the Pluto Gold and Base Metals Property, at a cost of $5,255.

During the nine months ended December 31, 2017, the Company incurred exploration and acquisition costs on the Pluto Gold and Base Metals Property as follows:

(Expressed in Canadian Dollars)

Balance, March 31, 2017	$	-
Acquisition costs		
Staking costs		5,255
Total acquisition costs		5,255
Exploration expenditures		
Assay		2,626
Geological		47,308
Tilling and sampling		23,060
Travel and field		3,769
Total exploration expenditures		76,763
Balance, December 31, 2017	$	82,018

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		December 31, 2017		March 31, 2017
Trade payables	$	28,310	$	-
Accrued liabilities		12,475		9,132
Total accounts payable and accrued liabilities	$	40,785	$	9,132

(Expressed in Canadian Dollars)

7. SHARE CAPITAL

(a) Authorized

Unlimited number of common shares without par value.

(b) Issued and outstanding

Nine months ended December 31, 2017

On April 19, 2017, the Company issued 11,200,000 non flow-through units at $0.025 for gross proceeds of $280,000 and 4,000,000 flow through units at $0.025 per share for gross proceeds of $100,000 pursuant to a private placement. Each non flow-through unit consisted of one common share of the Company and one share purchase warrant exercisable into one additional common share of the Company at an exercise price of $0.05 per share for a period of ten years. Each flow through unit of the Company consisted of one flow through common share of the Company and one share purchase warrant exercisable into one additional non flow-through share of the Company at an exercise price of $0.05 per share for a period of ten years.

In connection with the private placement, the Company paid legal fees of $3,284 which were recorded as share issue costs.

The share and unit price was negotiated between the Company and the investors. As a result, the parties agreed that both the share price and the unit price was $0.025.

(c) Share purchase warrants

	Number of Warrants	Weighted Average Exercise Price
Balance, March 31, 2017	-	-
Issued	15,200,000	$0.05
Balance, December 31, 2017	15,200,000	$0.05

At December 31, 2017, the Company had 15,200,000 share purchase warrants outstanding. Each warrant entitles the holder the right to purchase one common share at a price of $0.05 per share until April 19, 2027.

(Expressed in Canadian Dollars)

8. LOSS PER SHARE

The calculation of basic and diluted loss per share was based on the following data:

	Three months ended December 31, 2017	Nine months ended December 31, 2017
Net loss	$ (109,689)	$ (128,973)
Weighted average number of common shares outstanding – basic and diluted	15,622,290	14,291,094

The basic loss per share is computed by dividing net loss by the weighted average number of common shares outstanding during the year. The diluted loss per share reflects the potential dilution of common share equivalents, such as stock options and share purchase warrants, in the weighted average number of common shares outstanding during the period, if dilutive. All share purchase warrants issued and outstanding were excluded from the calculation of diluted loss per share because their effect was anti-dilutive.

9. RELATED PARTY TRANSACTIONS

The Company considers key management personnel to be the directors and officers of the Company. During the three and nine months ended December 31, 2017, the Company incurred $3,000 and $13,500, respectively, in consulting fees to Spencer Smyl, a director of the Company, for services rendered. These transactions were measured at the exchange amount, which is the amount agreed upon by the parties.

At December 31, 2017, there was $11,000 (March 31, 2017: $Nil) owed to Spencer Smyl for unpaid consulting fees.

APPENDIX 6 – SYD FINANCIAL INC. MD&A FOR DECEMBER 31, 2017

[see attached]

SYD FINANCIAL INC.
MANAGEMENT DISCUSSION & ANALYSIS
For the three months ended December 31, 2017
(Prepared by Management)

This Management's Discussion and Analysis ("MD&A") is a review of the operations, current financial position and outlook for SYD Financial Inc. ("SYD" or the "Company" or the "Corporation"). This discussion should be read in conjunction with the Company's condensed interim financial statements and accompanying notes for the period ended December 31, 2017, available through the SEDAR website at www.sedar.com.

The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's functional and reporting currency is the Canadian Dollar, unless otherwise stated.

All information contained in this MD&A is current as of March 29, 2018, unless otherwise stated.

Caution Regarding Forward Looking Statements

This MD&A contains forward-looking statements. Forward-looking statements are projections of events, revenues, income, future economic performance or management's plans and objectives for future operations. In some cases, you can identify forward-looking statements by the use of terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. Examples of forward-looking statements made in this MD&A include statements about the Company's business plans; the costs and timing of its developments; its future investments and allocation of capital resources; success of acquiring an asset or business; requirements for additional capital. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including: general economic and business conditions, our lack of operating history; conclusions or economic evaluations; changes in project parameters as plans continue to be refined; failure of any asset or business acquired to operate as anticipated; delays in financing or incompletion of business or asset acquisition, any of which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements and any assumptions upon which they are based are made in good faith and reflect our current judgment regarding the direction of the Company's business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of Canada, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Corporate History

The Company was incorporated under the Business Corporations Act (British Columbia) on February 18, 2015. The principal business of the Company is to identify, evaluate and then acquire an interest in a business or assets. On July 16, 2015, the Company entered into a Plan of Arrangement with Alchemist Mining Inc. ("Alchemist") and became a reporting issuer in the provinces of British Columbia, Alberta and Ontario.

The Company entered into the Acquisition Agreement dated July 10, 2017 with 1109692 B.C. Ltd. ("Numberco") and the Numberco Shareholders. On December 13, 2017 the parties closed the Acquisition Agreement, whereby the Corporation acquired all of the Numberco Shares and the Numberco Warrants held by the Numberco Shareholders and the Numberco Warrantholders in consideration for the issuance of the Consideration Shares and the Consideration Warrants. On the closing thereof, Numberco became a wholly-owned subsidiary of the Corporation and the business of Numberco became the business of the Corporation Numberco is a mineral exploration company with an exploration and evaluation stage property covering approximately 4,557.37 hectares located in the Chapais Township, Quebec, collectively known as the Pluto Gold and Base Metals Property.

The principal business office of the Company is located at 1470 – 701 West Georgia Street, Vancouver, British Columbia, Canada V7Y 1C6. The Company's main contact is its President, Mr. Keith Anderson. The Company's phone number is 604-786-7774.

The registered office and records of the Company are located at 800-885 West Georgia Street, Vancouver, British Columbia, Canada V6C 3H1.

Business of the Corporation

The Company is engaged in the acquisition, exploration and development of the Pluto Property in Quebec Canada, along with continuing to identify and potentially acquire additional property interests and conduct exploration and evaluation of to assess their potential. To this end, the Company entered into the Acquisition Agreement with Numberco and the Numberco Shareholders, pursuant to which the Company acquired all of the issued and outstanding Numberco Shares in consideration for the issuance of the Consideration Shares. Numberco holds a 100% undivided interest in the Pluto Property, located in the Dolomieu and Daubrée Townships, Quebec, Canada, consisting of one block of 102 claims covering approximately 5,668.77 hectares located in the Chapais Township, Quebec, collectively known as the Pluto Gold and Base Metals Property.

Pluto Property (Quebec, Canada)

The Pluto Property is situated in the Eeyou Istchee / Baie-James territory of Quebec, and is composed of 82 contiguous active claims and 20 pending claims for a total area of 5,668.77ha. The active claims cover an area of 4,557.37ha and the pending claims covers 1,111.40ha. The claims were staked directly for Numberco in April 2017.

Active claims will come to expiry on May 31, 2019. A minimum of $63,960 in exploration expenditures is required for the claim renewal, along with renewal fees of $5,255. To date, exploration works carried out exceed $75,000 and therefore, are sufficient to renew the claims for an additional 2 year-period.

Management anticipates that additional funds will need to be raised, through equity financings, shareholder loans, or otherwise, to fund a work program on this property. Although the Company has secured financings in the past, there is no assurance that the Company will be able to do so in the future on terms that are favourable or at all.

Overall Performance

The Company is an exploration stage issuer engaged in the business of acquisition, exploration and, if warranted, development of mineral properties. As such, the Company has not had any revenues in the past two fiscal years. The Company does not expect to generate any revenues in the foreseeable future. The Company expects to continue to incur expenses as work is performed to explore and develop its mineral properties.

The Company is in the process of exploring its mineral properties and has not yet determined whether the mineral properties contain reserves that are economically recoverable. The Company's future performance is largely tied to the outcome of future exploration and the overall financial markets.

The recoverability of minerals from the Company's mineral properties is dependent upon, among other things, the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to continue to explore and develop its properties, and upon future profitable production. Uncertainty in credit markets has led to increased difficulties in raising and borrowing funds. As a result, the Company may have difficulties raising equity financing for the purposes of exploration and development of the Company's mineral properties, without diluting the interests of current shareholders of the Company.

Results of Operations

The Company's operating expenses for the nine months ended December 31, 2017 were $29,113. The Company's operating expenditures primarily consist of general corporate expenses and expenses associated with public company reporting obligations. During the nine months ended December 31, 2017, the Company incurred accounting, legal and audit fees of $12,301 and consulting fees of $14,925.

During the three months ended December 31, 2017, the Company incurred accounting, legal and audit fees of $3,791 and consulting fees of $4,425.

During the three and nine months ended December 31, 2017, the Company recorded a listing expense of $99,860 in connection with the Acquisition Agreement, which was recorded as a reverse acquisition.

Summary of Quarterly Financial Results

Results for the most recent quarters including the last quarter ended December 31, 2017 are as follows:

For the Quarterly Period ended:	December 31, 2017	September 30, 2017	June 30, 2017	March 31, 2017
Total revenues	$Nil	$Nil	$Nil	$Nil
Net loss for the period	(109,689)	(7,046)	(12,238)	(9,132)
Net loss per common share, basic and diluted	$(0.01)	$(0.00)	$(0.00)	$(9,132)

Liquidity and Capital Resources

As at December 31, 2017, the Company had working capital of $273,681 (March 31, 2017 – working capital deficiency of $9,132), consisting primarily of cash offset by accounts payable and accrued liabilities.

Future Cash Requirements

As the Company currently does not generate cash flows from operations, the Company expects that it will need to raise additional funds through debt or equity financing. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common shares. No assurance can be given that additional financing will be available, or that it can be obtained on terms acceptable to the Company or its shareholders.

Going Concern

At present, the Company's operations do not generate cash flow and its financial success is dependent on management's ability to raise adequate financing on reasonable terms and to commence profitable operations in the future. Due to the uncertainty of the Company's ability to meet its current operating and capital expenses, in their report on the Company's annual financial statements for the period ended March 31, 2017, the Company's independent auditors included an explanatory paragraph regarding concerns about the Company's ability to continue as a going concern. Should the Company be unable to realize its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the balance sheets. The Company's financial statements do not include adjustments that would be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

Off-Balance Sheet Arrangements

The Company did not enter into any off-balance sheet arrangements as at December 31, 2017 or as of the date of this report.

Related Party Transactions

Current directors and officers of the Company are as follows:

Keith Anderson, President, CEO and Secretary
Spencer Smyl, CFO and Director
Blair Naughty, Director

During the nine months ended December 31, 2017, the Company incurred $13,500 in consulting fees to Spencer Smyl for services rendered.

At December 31, 2017, there was $11,000 (March 31, 2017: $Nil) owed to Spencer Smyl for unpaid consulting fees.

All transactions with related parties have occurred and are measured at the amount of consideration established and agreed to by the related parties.

Proposed Transactions

None

Commitments

At December 31, 2017, and the date of this MD&A, the Company has no commitments.

Accounting Standards, Amendments and Interpretations not yet Effective

Accounting standards issued but not yet effective

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective.

Management anticipates that all of the pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Company's financial statements is provided below. Certain other new standards and interpretations have been issued, but are not expected to have an impact on the Company's financial statements.

IFRS 9 Financial Instruments

In July 2014, the IASB issued the final version of IFRS 9 Financial Instruments which reflects all phases of the financial instruments project and replaces IAS 39 Financial Instruments: Recognition and Measurement and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. IFRS 9 is effective for annual periods beginning on or after 1 January 2018, with early application permitted. Retrospective application is required, but comparative information is not compulsory. Early application of previous versions of IFRS 9 (2009, 2010 and 2013) is permitted if the date of initial application is before February 1, 2015. The adoption of IFRS 9 may have an effect on the classification and measurement of the Company's financial assets, but no impact on the classification and measurement of the Company's financial liabilities.

IFRS 15 Revenue from Contracts with Customers

This new standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. IFRS 15 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. The adoption of IFRS 15 is not expected to have an impact on the Company's financial statements.

IFRS 16 Leases

In January 2016, the IASB issued IFRS 16 Leases ("IFRS 16") which replaces IAS 17, Leases and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to the current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that apply IFRS 15. The Company is currently evaluating the impact of IFRS 16 on its financial statements.

Financial and Other Instruments

The Company's financial instruments consist of cash, promissory note receivable, accounts payable and accrued liabilities, and notes payable. The carrying values of these financial instruments approximate their fair values, unless otherwise noted. The Company is exposed to credit risk and liquidity risk in respect of these financial instruments, as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company manages credit risk, in respect of cash, by placing with organizations of high credit worthiness. The Company has minimal credit risk. The Company has credit risk with respect to the promissory note receivable.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. At December 31, 2017, the Company has cash of $230,674 available to apply against short-term business requirements and current liabilities of $45,785.

Interest Rate Risk

The Company's current exposure to interest rate arises from the interest rate impact on its cash. The fair value of cash is not significantly affected by changes in short term interest rates.

Foreign Currency exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because of change in foreign exchange rates. The Company is not exposed to foreign exchange risk.

Other MD&A Requirements

Additional Disclosure for Venture Issuers without Significant Revenue

During the nine months ended December 31, 2017, the Company incurred the following expenses:

	2017
Capitalized acquisition costs	$5,255
Capitalized exploration costs	76,763
Operating expenses	29,113
Write down of exploration and evaluation assets	-
Other expenses	$99,860

Please refer to Note 5 in the interim consolidated financial statements for the nine months ended December 31, 2017 for a more description of the capitalized acquisition and exploration costs.

Outstanding Share Data

As of December 31, 2017 and March 29, 2018, the Company had 17,358,366 shares of common stock issued and outstanding.

As of December 31, 2017 and March 29, 2018, the Company had 15,200,000 share purchase warrants outstanding. Each warrant entitles the holder the right to purchase one common share at a price of $0.05 per share until April 19, 2027.

Risks and Uncertainties

The Company believes that the following risks and uncertainties may materially affect its success.

Limited Operating History

The Company is a relatively new company with limited operating history and no history of business operations or revenue generation. The Company was incorporated on February 18, 2015 and has yet to generate a profit from its activities. The Company is subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its objective of acquiring a business or an asset.

Substantial Capital Requirements and Liquidity

Substantial additional funds for the acquisition of a business or an asset will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities. To meet such funding requirements, the Company will be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all.

Competition

The Company will compete with other companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of assets and businesses, as well as for the recruitment and retention of qualified employees and other personnel.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon on the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The British Columbia Business Corporations Act ("BCBCA") provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

No Assurance that Share Exchange will be Completed

Completion of the acquisition of Numberco pursuant to the Securities Exchange Agreement remains subject to a number of conditions, including, but not limited to, receipt of the requisite approvals form the directors of the Company, satisfaction of standard closing conditions for transactions of this nature, and regulatory approval. There can be no assurance that the Securities Exchange Agreement will be completed as proposed or at all.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

Additional Information

Additional information related to the Company is available on SEDAR at www.sedar.com.

APPENDIX 7 – AUDIT COMMITTEE CHARTER

[see attached]

APPENDIX A
AUDIT COMMITTEE CHARTER

This Charter establishes the composition, the authority, roles and responsibilities and the general objectives of the Company's audit committee, or its Board of Directors 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, a majority of whom will be independent. Independence of the board members will be as defined by applicable legislation.

(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) *Financially 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) *Direct Responsibility for Overseeing Work of Auditors*. 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:

(h) *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.

(i) *Review of Interim Financial Statements*. Review and discuss with management the quarterly consolidated financial statements, and if appropriate, recommend their approval by the Board.

(j) *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.

(k) *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:

(l) *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.

(m) *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.

(n) *Accounting Policies and Practices*. Review management plans regarding any changes in accounting practices or policies and the financial impact thereof.

(o) *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.

(p) *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.

<u>Complaints</u>

(q) *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.

(r) *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) *To Retain 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 CORPORATION AND PROMOTER

Dated: June 15, 2018

This 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 the Province of British Columbia.

"Keith Anderson"
KEITH ANDERSON
CEO, President, Secretary and Director

"Gurcharn Singh Deol"
GURCHARN SINGH DEOL
CFO

ON BEHALF OF THE BOARD OF DIRECTORS

"Keith Anderson"
KEITH ANDERSON
CEO, President, Secretary and Director

"Blair Naughty"
BLAIR NAUGHTY
Director

"Spencer Smyl"
SPENCER SMYL
Director

PROMOTER

"Keith Anderson"
KEITH ANDERSON
CEO, President, Secretary and Director