A copy of this preliminary prospectus has been filed with the securities regulatory authorities in each of the provinces of British Columbia and Alberta, but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authorities.

This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons authorized to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or any state securities laws and accordingly, these securities may not be offered, sold, exercised, pledged, or otherwise transferred within the United States or to, or for the account or benefit of, a "U.S. person" (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws or pursuant to an exemption from the registration requirements of the 1933 Act and applicable state securities laws. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See "Plan of Distribution".

PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING **January 6, 2017**

NEXCO RESOURCES INC.

$480,000 Offering of Common Shares

(3,200,000 Common Shares at a price of $0.15 per Common Share)

This Prospectus qualifies the distribution (the "Offering") by Nexco Resources Inc. (the "Issuer" or "Nexco") of 3,200,000 common shares (each a "Share") of the Issuer at a price of $0.15 per Share (the "Offering Price") for aggregate gross proceeds of $480,000. See "Description of the Securities Offered". The Offering Price was determined by negotiation between the Issuer and the Agent (as hereinafter defined).

	Price to the Public	Agent's Commission(1)	Net Proceeds to the Issuer(2)
Per Share	$0.15	$0.012	$0.138
Total Offering	$480,000	$38,400	$441,600

(1) Pursuant to the terms and conditions of an agency agreement (the "Agency Agreement") dated for reference **[●]**, 2017 between Canaccord Genuity Corp. (the "Agent") and the Issuer, the Issuer has agreed to pay to the Agent, upon closing of the Offering (the "Closing"), a cash commission (the "Agent's Commission") equal to 8% of the gross proceeds realized from the sale of the Shares under the Offering. In addition, the Issuer has agreed to grant to the Agent, as additional compensation, non-transferable common share purchase warrants (each an "Agent's Warrant") that will entitle the Agent to purchase such number of common shares (each an "Agent's Warrant Share") of the Issuer equal to 8% of the aggregate number of Shares sold under the Offering. Each Agent's Warrant will entitle the holder to purchase one Agent's Warrant Share at an exercise price of $0.15 per Agent's Warrant Share until the date which is 24 months after the Listing Date (as hereinafter defined). The Issuer has further agreed to pay to the Agent a cash corporate finance fee (the "Corporate Finance Fee") of $25,000. This Prospectus also qualifies the distribution of the Agent's Warrants. See "Plan of Distribution".

(2) Before deducting expenses of the Offering, estimated to be $55,000.

The Agent's position is as follows:

Agent's Position	Maximum Size or Number of Securities Available	Exercise Period or Acquisition Date	Exercise Price or Average Acquisition Price
Agent's Warrants(1)	256,000	24 months from the Listing Date	$0.15
Total securities under option issuable to the Agent	**256,000**		

(1) The Agent's Warrants are qualified for distribution by this Prospectus. See "Plan of Distribution".

There is no market through which the Shares may be sold and purchasers may not be able to resell the Shares purchased under this Prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See 'Risk Factors'. The Issuer has applied to list the Common shares of the Issuer on the Canadian Securities Exchange (the "Exchange"). Listing will be subject to the Issuer fulfilling all of the listing requirements of the Exchange, including distribution of the Shares to a minimum number of public shareholders.

As at the date of this Prospectus, the Issuer does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

The Issuer is not considered to be a "connected issuer" or a "related issuer" of the Agent under applicable Canadian securities legislation.

This Offering is not underwritten and is subject to receipt by the Issuer of subscriptions for 3,200,000 Shares. All funds received from subscriptions for Shares will be held by the Agent pursuant to the terms of the Agency Agreement between the Issuer and the Agent. In the event that subscriptions and subscription funds for 3,200,000 Shares are not raised within 90 days of the issuance of a receipt for the final Prospectus or, if an amendment to the final Prospectus has been filed and a receipt has been issued for such amendment, within 90 days of the issuance of a receipt for an amendment to the final Prospectus and, in any event, not later than 180 days after the issuance of a receipt for the final Prospectus, all subscription monies will be returned to purchasers without interest or deduction unless otherwise agreed to by the Agent and the subscriber(s).

The Agent is conditionally offering the Shares on a "commercially reasonable efforts" basis and subject to prior sale, if, as and when issued by the Issuer and accepted by the Agent in accordance with the conditions contained in the Agency Agreement referred to under "Plan of Distribution".

These securities are considered to be highly speculative due to the nature of the Issuer's business and its formative stage of development. The Issuer has issued Common Shares during the private stage at prices substantially lower than the issue price of the securities offered hereby. As a result, investors will experience a substantial dilution of their investment. There is no market through which these securities may be sold and purchasers may not be able to resell securities purchased under this Prospectus. See "Risk Factors". **An investment in the Shares involves a high degree of risk and should only be considered by those investors who can afford to lose their entire investment.**

The Offering will be discontinued in the event that a Closing in respect of the Offering has not occurred on or prior to the date which is 90 days from the issuance of a receipt for the final Prospectus, unless an amendment to the final Prospectus is filed and a receipt has been issued for such amendment, in which case the Offering will be discontinued in the event that a Closing in respect of the Offering has not occurred on or prior to the date which is 90 days from the issuance of a receipt for an amendment to the final Prospectus and, in any event, not more than 180 days after the issuance of a receipt for the final Prospectus. One or more global certificates that represent the aggregate principal number of Shares subscribed for will be issued in registered form to the Canadian Depository for Securities Limited ("CDS"), unless the Agent elects for book entry delivery, and will be deposited with CDS on the date of Closing. All of the purchasers of Shares will receive only a customer confirmation from the Agent as to the Shares purchased, except that certificates representing the Shares in registered and definitive form may be issued in certain other limited circumstances.

Certain legal matters in relation to the Offering have been reviewed on the Issuer's behalf by Axium Law Corporation, of Vancouver, British Columbia, and on the Agent's behalf by Miller Thomson LLP, of Vancouver, British Columbia.

AGENT:

Canaccord Genuity Corp.
2200 – 609 Granville Street
Vancouver, British Columbia V7Y 1H2

Telephone: (604) 643-7300
Facsimile: (604) 643-7606

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Prospectus contains "forward-looking statements" which may include, but are not limited to, statements with respect to the future financial or operating performance of the Issuer and its mineral projects (including its current mineral property, the Berger-Golden Eagle Mineral Property (as defined below), located in British Columbia), the future price of gold, silver, copper or other metal prices, the estimation of mineral resources, the realization of mineral resource estimates, the timing and amount of estimated future production, costs of production, capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of regulatory matters. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements expressed or implied by the forward-looking statements to differ materially from those anticipated in such statements. Such factors include, among others: general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities and actual results of reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; changes in labour costs and other costs of equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry, including but not limited to environmental hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavourable operating conditions and losses, insurrection or ward; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; and, the factors discussed in the section entitled "Risk Factors" in this Prospectus. Although the Issuer has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this Prospectus and, unless otherwise required by applicable securities laws, the Issuer disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Metric Equivalents

For ease of reference, the following factors for converting Imperial measurements into metric equivalents are provided:

To convert from Imperial	To metric	Multiply by
Acres	Hectares	0.404686
Feet	Metres	0.30480
Miles	Kilometres	1.609344
Tons	Tonnes	0.907185
Ounces (troy)/ton	Grams/Tonne	34.2857

ELIGIBILITY FOR INVESTMENT

In the opinion of Axium Law Corporation based on the current provisions of the *Income Tax Act* (Canada) (the "Tax Act") and the regulations thereunder, and any specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, provided that the Shares are listed on a "designated stock exchange", as defined in the Tax Act (which currently includes the Exchange) at the time of Closing, the Shares will, at such time, be a "qualified investment" under the Tax Act for trusts governed by registered retirement savings plans ("RRSPs"), registered retirement income funds ("RRIFs"), deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax-free savings accounts ("TFSAs") (collectively, the "Plans").

The Shares are not currently listed on a "designated stock exchange". Concurrent with the filing of this Prospectus, the Issuer is applying to list the Shares on the Exchange as of the day before Closing, followed by an immediate halt in trading of the Shares in order to allow the Issuer to satisfy the conditions of the Exchange. The Issuer will rely upon the Exchange to list the Shares on the Exchange as of the day before Closing and otherwise proceed in the manner described above to render the Shares issued on the Closing to be listed on a designated stock exchange within the meaning of the Tax Act for the Plans at the time of issuance. If the Exchange does not proceed as anticipated, the Shares will not be a "qualified investment" for the Plans at the time of Closing.

Notwithstanding that the Shares may be a "qualified investment" for a trust governed by a TFSA, RRSP or RRIF, (the "Registered Plans"), the holder of a TFSA or an annuitant of a RRSP or RRIF will be subject to a penalty tax with respect to the Shares held in a Registered Plan if such securities are a "prohibited investment" within the meaning of the Tax Act. The Shares will be a "prohibited investment" for a Registered Plan if the holder or annuitant of such Registered Plan (i) does not deal at arm's length with the Issuer for the purposes of the Tax Act; or (ii) has a "significant interest" (within the meaning of the Tax Act) in the Issuer. **Prospective holders that intend to hold Shares in a Registered Plan are urged to consult their own tax advisors to ensure that the Shares would not constitute a "prohibited investment" in their particular circumstances.**

PROSPECTUS SUMMARY

The following is a summary of the principal features of the Offering and certain information relating to the Issuer, and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus. Reference is made to the Glossary for certain terms used in this Prospectus and in this summary.

The Issuer: The Issuer is a mineral resource company engaged in the acquisition, exploration and development of mineral resource properties. The sole mineral resource property interest of the Issuer at the present time is the Berger-Golden Eagle Mineral property located near South Central British Columbia, on which the Issuer has an option to acquire a 100% interest. See "Corporate Structure", "General Development of the Business" and "Narrative Description of the Business".

The Offering: The Offering consists of 3,200,000 common shares (each a "Share") of the Issuer.

See "Description of the Securities Offered" and "Plan of Distribution".

Issue Price: $0.15 per Share.

Use of Proceeds: The gross proceeds to the Issuer from the sale of the Shares offered hereby will be $480,000. The total funds available to the Issuer at the closing of the Offering, after deducting the estimated expenses of the Offering of $55,000, the Agent's Commission of $38,400, the Corporate Finance Fee of $25,000, and including the estimated unaudited working capital deficit, as at November 30, 2016, of $1,807, are estimated to be $359,793. The Issuer intends to expend its available funds for the following principal purposes:

Use of Proceeds	**Offering**
Stage 1 program on the Berger-Golden Eagle Mineral Property(1)	$102,000
Estimated administrative costs for the 12 month period subsequent to the completion of the Offering	$39,000
Berger-Golden Eagle Mineral payment(2)	$12,000
Unallocated Working Capital	$206,793
Total	$359,793

(1) See "Narrative Description of the Business – Berger-Golden Eagle Mineral Property – Technical Summary of the Berger-Golden Eagle Mineral Property – Recommendations".

(2) See "Narrative Description of the Business – Berger-Golden Eagle Mineral Property".

Any additional proceeds from the exercise of the Agent's Warrants and Options will be added to working capital.

See "Use of Proceeds".

Board and Management:

Name	**Position Held**
Robert Coltura	Chief Executive Officer and Director
Jerry Minni	Chief Financial Officer and Director
Jeff Tindale	Director
Darren Lindsay	Director

See "Directors, Officers and Promoters".

Risk Factors:	**These securities are considered to be highly speculative due to the nature of the Issuer's business and its formative stage of development.** An investment in the Shares is subject to a number of risks, all of which should be carefully considered by a prospective investor. Such risks include those risks summarized below. The Issuer has limited operating history and no history of earnings. Resource exploration and development is a speculative business, characterized by a number of significant risks. The Issuer may not be able to obtain mining equipment or other resources required for mineral exploration on a timely basis or at a reasonable cost. The Issuer has negative operating cash flow and has incurred losses since its founding. There is no assurance that the Issuer can obtain further financing when it is required. The Issuer does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. The Issuer may not be able to obtain insurance for all risks. The Issuer's operations are subject to extensive environmental regulations. Mineral exploration and mining operations are subject to hazards normally encountered in exploration, development and production. The Issuer may not have good title to its properties. Many lands in British Columbia (where the Issuer's principal mineral property is located) are or could become subject to aboriginal land claim to title. The Issuer is required to obtain consent of aboriginal title holders in the event that the Property becomes subject to such a claim, which may adversely affect the Issuer's business activities. The mining business is intensely competitive. The success of the Issuer is highly dependent on the performance of its board and management. Metal prices are volatile. There may not be adequate infrastructure to enable the Issuer to conduct operations. Certain directors and officers of the Issuer may have conflicts of interest. The Issuer currently depends on a single property and may not be able to acquire other mineral properties of merit. The Issuer's growth will require new personnel. Investors will experience dilution of the value of their investment due to the issue of lower priced securities at the private stage, and may experience further dilution upon the exercise of other rights to purchase Common Shares of the Issuer. The continued operations of the Issuer are dependent on the Issuer's ability to generate revenues and to procure additional financing. Prices of publicly traded securities are volatile and there may be market liquidity problems. There is no market for the Common Shares and there is no assurance that a market will develop. The Issuer has never paid dividends and does not expect to pay any dividends in the near future. **An investment in the Shares is suitable for only those investors who are willing to risk a loss of their entire investment and who can afford to lose their entire investment. Subscribers should consult their own professional advisors to assess the income tax, legal and other aspects of an investment in Shares.** See "Risk Factors".

Summary Financial Information

The following tables set forth selected financial information with respect to the financial operations of the Issuer for the three most recently completed financial years ended August 31, 2016, 2015 and 2014 which information has been derived from the audited financial statements of the Issuer and should be read in conjunction with such financial statements and related notes and Management's Discussion and Analysis of Financial Condition and the Results of Operations for the financial years ended August 31, 2016 and August 31, 2015 that are included elsewhere in this Prospectus. See "Selected Financial Information and Management's Discussion and Analysis".

	As At August 31, 2016 (audited)	**As at August 31, 2015 (audited)**
Statements of Financial Position		
Cash	$16,862	$13,204
Total Assets	$123,752	$124,643
Liabilities	$18,456	$11,387
Contributed Surplus	$174,400	$174,400
Share Capital	$174,960	$174,960
Deficit	($244,064)	($236,104)

	Financial Year ended August 31, 2015 (audited)	**Financial Year ended August 31, 2015 (audited)**	**Financial Year ended August 31, 2015 (audited)**
Statement of Operations, Comprehensive Loss and Deficit			
Revenue	-	-	-
Expenses	$7,960	$7,405	$4,535
Net income (loss)	($7,960)	($7,405)	($4,535)
Net Income (Loss) per Share	$0.00	$0.00	$0.00

GLOSSARY

In this Prospectus, unless the context otherwise requires, the following words and phrases shall have the meanings set forth below:

Ag	means silver;
Agency Agreement	means the agency agreement dated for reference **[●]**, 2017 between the Issuer and the Agent with respect to the Offering, as more particularly described under the heading "Plan of Distribution";
Agent	means Canaccord Genuity Corp.;
Agent's Warrants	means the non-transferable common share purchase warrants granted to the Agent, to purchase that number of Agent's Warrant Shares equal to 8% of the number of Shares sold under the Offering, with each Agent's Warrant entitling the holder to purchase one Agent's Warrant Share at any time on or before 24 months after the Listing Date at an exercise price of $0.15 per Agent's Warrant Share;
Agent's Warrant Share	means a Common Share issuable upon exercise of one Agent's Warrant at an exercise price of $0.15 per Common Share until the date which is 24 months after the Listing Date;
asl	means above sea level;
Associate	means the following : (a) any relative, including the spouse of that person or a relative of that person's spouse, where the relative has the same home as the person; (b) any partner, other than a limited partner, of that person; (c) any trust or estate in which such person has a substantial beneficial interest or as to which such person serves as trustee or in a similar capacity; and (d) any corporation of which such person beneficially owns or controls, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to all outstanding voting securities of the corporation.
Au	means gold;
Berger-Golden Eagle Mineral Property or **Property**	means the two mineral claims that cover approximately 1,178.04 hectares located in the Shuswap Highlands of south-central British Columbia in the Kamloops Mining Division and in the Kamloops Land District, on which the Issuer has an option to acquire a 100% interest, subject to a 2% net smelter returns royalty;
Berger-Golden Eagle Technical Report	means the independent technical report with an effective date of November 26, 2016 on the Berger-Golden Eagle Mineral Property entitled "Technical Report Berger-Golden Eagle Mineral Property South-Central British Columbia Canada", prepared in accordance with NI 43-101 by Donald G. MacIntyre, P Eng.;
Board	means the board of directors of the Issuer;
Business Corporations Act	means the *Business Corporations Act* (British Columbia), S.B.C. 2002, c. 57, as amended, including the regulations promulgated thereunder;
CIM Standards	means the CIM Definition Standards on Mineral Resource and Mineral Reserves adopted by the CIM Council of the Canadian Institute of Mining, Metallurgy and Petroleum on May 10, 2014;
Closing	means the closing of the issue and sale of Shares pursuant to the Offering;
cm	means centimetre;

Common Share or **Common Shares**	means, respectively, one or more common shares without par value in the capital of the Issuer;
Cu	means copper;
Escrow Agreement	means the Form 46-201F1 escrow agreement dated **[●]**, 2017 among the Issuer, Trustco and certain shareholders of the Issuer;
Exchange	means the Canadian Securities Exchange;
gpt	means grams per tonne;
ha	means hectare;
IP	means induced polarization;
Issuer or Nexco	means Nexco Resources Inc.;
km	means kilometre;
Listing Date	means the date that the Shares of the Issuer are listed for trading on the Exchange;
m	means metre;
mineralization	mineral-bearing rock; the minerals may have been either a part of the original rock unit or injected at a later time;
mineral reserve	means the economically mineable part of a measured or indicated mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A mineral reserve includes diluting materials and allowances for losses that may occur when the material is mined and processed. The terms "mineral reserve", "proven mineral reserve" and "probable mineral reserve" used in this Prospectus are Canadian mining terms as defined in accordance with NI 43-101 under the guidelines set out in the CIM Standards;
mineral resource	means a concentration or occurrence of natural, solid, inorganic or fossilized organic material in or on the earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge. The term "mineral resource" covers mineralization and natural material of intrinsic economic interest which has been identified and estimated through exploration and sampling and within which mineral reserves may subsequently be defined by the consideration and application of technical, economic, legal, environmental, socio-economic and governmental factors. The phrase "reasonable prospects for economic extraction" implies a judgment by the Qualified Person in respect of the technical and economic factors likely to influence the prospect of economic extraction. A mineral resource is an inventory of mineralization that under realistically assumed and justifiable technical and economic conditions might become economically extractable. The term "mineral resource" used in this Prospectus is a Canadian mining term as defined in accordance with NI 43-101 – under the guidelines set out in the CIM Standards;
Mo	means molybdenum;
MS-ICP	means Mass spectrometer (Analysis Instrument) - Inductively-coupled plasma (Chemical Analysis Instrument);
NI 43-101	means National Instrument 43-101 - *Standards of Disclosure for Mineral Projects*;

Offering	means the public offering and sale of up to 3,200,000 Shares described herein or in any amendment hereto;
Offering Price	means the purchase price of $0.15 per Share;
Option	means a stock option of the Issuer granted pursuant to the Issuer's stock option plan;
Option Agreement	means the option agreement dated August 21, 2014, as amended on July 31, 2015, between the Issuer and Barrie Field-Dyte pursuant to which the Issuer was granted an option to acquire a 100% interest in the Berger-Golden Eagle Mineral Property;
Pb	means lead;
ppb	means part per billion;
ppm	means part per million;
Qualified Person	an individual who, in accordance with NI 43-101: (a) is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these; (b) has experience relevant to the subject matter of the mineral project and the technical report; and (c) is a member in good standing of a recognized professional association;
Related Entity	means a person that controls or is controlled by the Issuer or that is controlled by the same person that controls the Issuer;
Related Person	means the following: (a) a director or executive officer of the Issuer or of a Related Entity of the Issuer; (b) an Associate of a director or executive officer of the Issuer or of a Related Entity of the Issuer, or (c) a permitted assign of a director or executive officer of the Issuer or of a Related Entity of the Issuer;
Selling Jurisdictions	means the Provinces of British Columbia and Alberta and being the jurisdictions in which the Shares may be sold pursuant to the Offering;
Shares	means the Common Shares to be issued and sold under the Offering;
Subdivision	means the subdivision of 1,600,000 issued and outstanding Common Shares of the Issuer on a one (1) old Common Share for one and one-half (1.5) new Common Shares basis; and the subdivision of an aggregate of 1,576,000 issued and outstanding Common Shares of the Issuer on a one (1) old Common Share for three (3) new Common Shares basis, which were made effective September 20, 2016;
TEM	means time domain electromagnetic;
tonne or t	means a metric tonne;
Trustco	means TSX Trust Company, the registrar and transfer agent of the Issuer;
VLF-EM	means very low-frequency electromagnetic survey;
VMS	means volcanogenic massive sulphide; and
Zn	means zinc.

CORPORATE STRUCTURE

Name and Incorporation

Nexco Resources Inc. was incorporated by Certificate of Incorporation and Articles pursuant to the provisions of the *Business Corporations Act* (British Columbia) on December 14, 2012 under the name "Nexco Resources Inc."

The head office of the Issuer is located at Suite 200, 551 Howe Street, Vancouver, British Columbia V6C 2C2. The registered and records office of the Issuer is located at Suite 910, 800 West Pender Street, Vancouver, British Columbia V6C 2V6.

The Issuer is not currently a reporting issuer in any jurisdiction and the Common Shares are not listed or posted for trading on any stock exchange.

The Issuer has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

The Issuer was formed in December 2012 to engage in the business of the acquisition, exploration and development of mineral resource properties. Its objective is to locate, define and ultimately develop economic mineral deposits.

History

Subsequent to incorporation, the Issuer has completed private seed capital equity financings, raising aggregate gross proceeds of approximately $174,960 to the Issuer. These funds have been and are being used for the acquisition, exploration and maintenance of the Berger-Golden Eagle Mineral Property and for general working capital purposes.

Acquisitions

The Issuer entered into the Option Agreement dated August 21, 2014, as amended July 31, 2015, with Barrie Field-Dyte pursuant to which the Issuer was granted an option to earn and acquire a 100% interest in the two mineral claims comprising the Berger-Golden Eagle Mineral Property, subject to a 2% net smelter returns royalty. See "Narrative Description of the Business – Berger-Golden Eagle Mineral Property" for further details. Nexco has conducted a program of geological mapping and prospecting, soil and silt geochemical sampling and a ground magnetometer survey targeting base and precious metal bearing sulphide mineralization. See the "Narrative Description of the Business - Exploration" below for further details.

Trends

As a junior mining issuer, the Issuer is highly subject to the cycles of the mineral resource sector and the financial markets as they relate to junior companies.

The Issuer's financial performance is dependent upon many external factors. Both prices and markets for metals are volatile, difficult to predict and subject to changes in domestic and international, political, social and economic environments. Circumstances and events beyond its control could materially affect the financial performance of the Issuer. Apart from this risk, and the risk factors noted under the heading "Risk Factors", the Issuer is not aware of any other trends, commitments, events or uncertainties that are reasonably likely to have a material adverse effect on the Issuer's business, financial conditions or results of operations.

NARRATIVE DESCRIPTION OF THE BUSINESS

Overview

The Issuer is engaged in the business of the acquisition, exploration and development of mineral resource properties. The Issuer's sole property is the Berger-Golden Eagle Mineral Property, located in Scotch Creek, British Columbia.

Berger-Golden Eagle Mineral Property

The Berger-Golden Eagle Mineral Property consists of two mineral claims that cover approximately 1,178.04 hectares located in the Shuswap Highlands of south-central British Columbia in the Kamloops Mining Division and in the Kamloops Land District. The Issuer is the operator of the Berger-Golden Eagle Mineral Property.

On August 21, 2014, the Issuer entered into the Option Agreement, as amended, with Barrie Field-Dyte (the "Vendor"), pursuant to which the Issuer may earn and acquire a 100% interest in the Berger-Golden Eagle Mineral Property by:

(a) making a cash payment of $12,000 to the Vendor no later than 15 days after the Listing Date; and

(b) issuing 100,000 Common Shares to the Vendor no later than 15 days after the Listing Date.

Pursuant to the Option Agreement, the Issuer has the right to examine, map, survey, mine, extract, remove and treat rock, earth and, ore and minerals, and to develop and carry out commercial production on the Berger-Golden Eagle Mineral Property.

A 2% net smelter returns royalty (the "Royalty") is payable to the Vendor on all minerals produced from the Berger-Golden Eagle Mineral Property in accordance with the provisions of the Option Agreement, as amended. The Issuer has the right to purchase the Royalty for $1,000,000 per percentage point during the five year period commencing from the date the Berger-Golden Eagle Mineral Property goes into commercial production.

On July 31, 2015, the Issuer entered into an amendment agreement (the "Amendment Agreement") with the Vendor, pursuant to which the term of the Option Agreement was extended to July 31, 2017.

Technical Summary of the Berger-Golden Eagle Mineral Property

The following information regarding the Berger-Golden Eagle Mineral Property is summarized or extracted from an independent technical report with an effective date of November 26, 2016 (the "Berger-Golden Eagle Technical Report") prepared for the Issuer by Donald G. MacIntyre, P Eng. (the "Author"), pursuant to NI 43-101 and entitled "Technical Report – Berger-Golden Eagle Mineral Property, Scotch Creek, British Columbia, Canada". All defined terms used in this section shall have the meaning ascribed to them in the Berger-Golden Eagle Technical Report.

<u>Property Description and Location</u>

The Berger-Golden Eagle Property consists of two mineral titles covering 1,178.04 hectares (Table 1) along the southeast flank of the Adams Plateau (Figure 1). These mineral titles are within the Kamloops Mining Division, on National Topographic System map 82M/03W and B.C. Geographic System map 082M 003. The Property is centered approximately 43.5 kilometres north-northwest of the town of Salmon Arm and 72.5 kilometres northeast of the City of Kamloops, in south-central British Columbia, Canada. Elevations on the Property range from 740 metres to 1,740 metres (Figure 1).

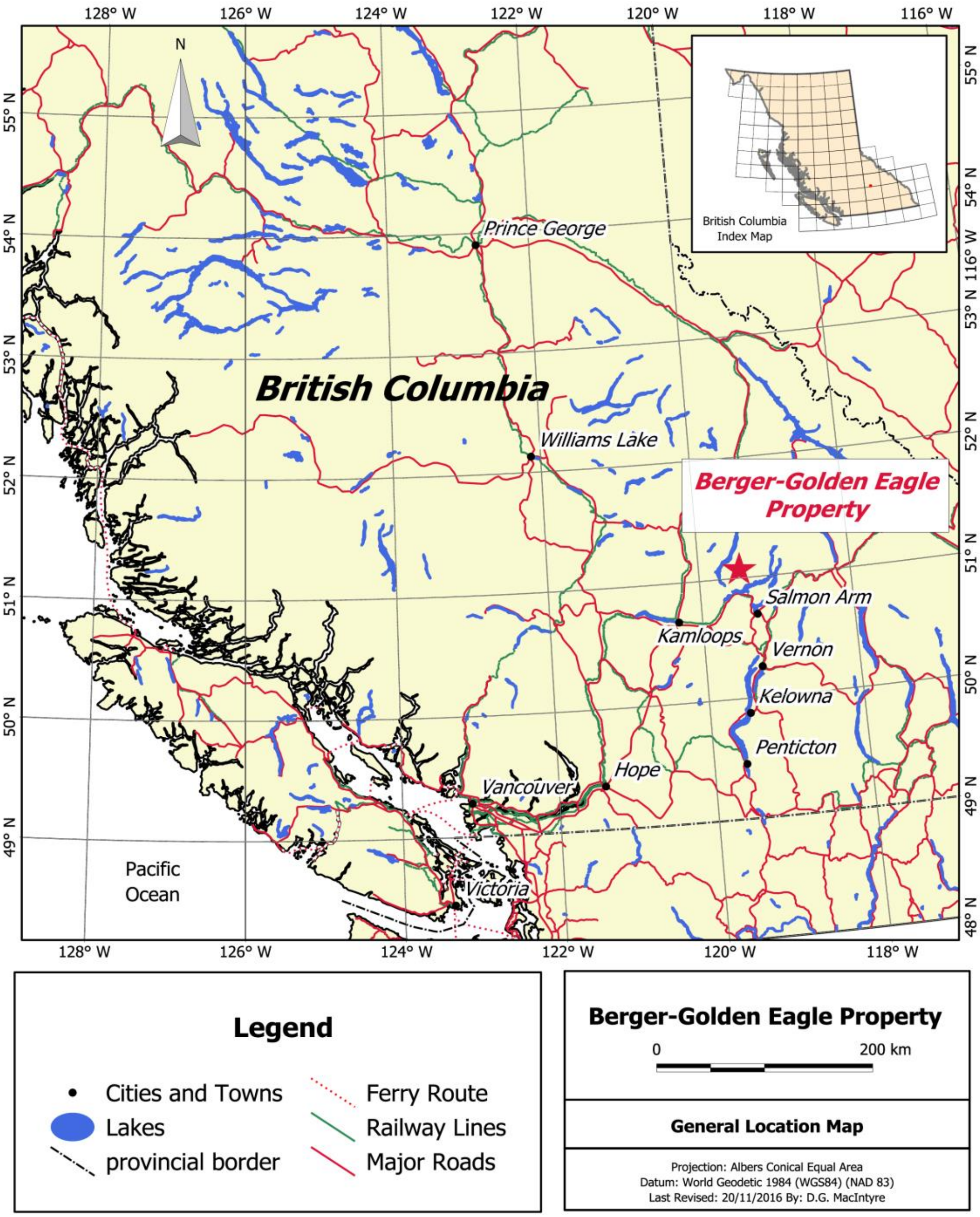

Figure 1. Location map, Berger-Golden Eagle Property, south-central British Columbia. Map prepared by D.G. MacIntyre.

The Berger-Golden Eagle Property covers the east edge of the Adams Lake Plateau between Adams Lake and Scotch Creek, north of Shuswap Lake in south central British Columbia. No parts of the Property cover private land and there are no First Nations reserve lands on or adjoining the Property. There is no plant or equipment, inventory, mine or mill structure on these claims and there is no record of any historical production on Property. The Author is not aware of any environmental liabilities that have potentially accrued from any historical activity that could potentially be a liability to Nexco. To date permits have not been required for the type of work done on the Property. However, a "Notice of Work and Reclamation Program" application will be required to get a permit before any physical disturbance such as line cutting, diamond drilling or trenching can be done on the Property.

Mineral Tenures

The Berger-Golden Eagle Property consists of two mineral titles, 1030432 (Berger) and 1030435 (Golden Eagle) covering 1,178.04 hectares. A map showing title boundaries (Figure 1) was produced by the Author from geospatial data downloaded from the Province of B.C. GeoBC digital data repository. These geospatial layers are generated by the MTO electronic staking system that is used to locate and record mineral titles in British Columbia. The claims have not been surveyed because claim boundaries are defined by lines of longitude and latitude that are part of the MTO staking grid, not by physical features on the ground.

Table 1. List of Mineral Titles, Berger-Golden Eagle Property

Title Number	Claim Name	Owner	Issue Date	Good To Date	Area in Ha
1030432	Berger	FMC # 108286, Barrie Field-Dyte	2014/Aug/20	2022/Nov/30	609.16
1030435	Golden Eagle	FMC # 108286, Barrie Field-Dyte	2014/Aug/20	2022/Nov/30	568.88
Total					**1178.04**

Claim Ownership

The Author undertook a search of the title data on the British Columbia government's MTO web site. The results of this search are summarized in Table 1. According to data available on the MTO website, the registered owner of mineral titles 1030432 (Berger) and 1030435 (Golden Eagle) is Barrie Field-Dyte, 5541 Broadway Avenue, Burnaby, British Columbia, V7K 1P9, MTO client no. 108286. These mineral titles were acquired by Mr. Field-Dyte on August 20, 2014 using the MTO staking system.

Underlying Option Agreement

The mineral titles listed in Table 1 are under option to Nexco. Nexco intends to become listed on the CSE Exchange and this technical report is intended to become part of a Prospectus in support of an Initial Public Offering ("IPO").

A copy of the option agreement, signed on the 21st day of August, 2014 between Nexco and Barrie Field-Dyte (the "Optionor") was provided to the Author. This agreement specifies the terms whereby Nexco can earn a 100% interest in the Berger-Golden Eagle Property, subject to a 2% Net Smelter Returns ("NSR") Royalty. Section 3 of the option agreement specifies that Nexco shall pay the Optionor $12,000 and issue to the Optionor 100,000 fully paid and non-assessable common shares of Nexco no later than 15 days after the date Nexco shares are listed, posted and called for trading on the CSE Exchange. The Optionor also grants to Nexco the sole and exclusive option to purchase the Net Smelter Royalty at a purchase price of $1,000,000 per percentage point during the five year period commencing from the date upon which the Property is put into commercial production. Once Nexco has fulfilled all of the requirements of the agreement, it shall be deemed to have earned a 100% undivided interest in the Property, subject only to a 2% NSR on all base and precious metals, gems and rare earth elements.

Required Permits and Reporting of Work

Staking of mineral titles in British Columbia is done electronically through the MTO website. The electronic map used by MTO allows you to select single or multiple adjoining grid cells. Cells range in size from approximately 21 hectares (457m x 463m) in the south to approximately 16 hectares at the north of the province. This is due to the longitude lines that gradually converge toward the North Pole. Clients are limited to 100 selected cells per submission for acquisition as one mineral title. The number of submissions is not limited, but each submission for a claim must be completed through to payment before you can commence another registration. No two people can select the same cells simultaneously, since the database is live and updated instantly; once you make your selection, the cells you have selected will no longer be available to another person, unless the payment is not successfully completed within 30 minutes.

In British Columbia, the owner of a mineral title acquires the right to the minerals which were available at the time of title acquisition as defined in the Mineral Tenure Act of British Columbia. Surface rights and placer rights are not included. Mineral titles are valid for one year and the anniversary date is the annual occurrence of the date of recording (the “Issue Date”).

A mineral title has a set expiry date (the “Good To Date”), and in order to maintain the title beyond that expiry date, the recorded holder (or an agent) must, on or before the expiry date, register either exploration and development work that was performed on the title, or a payment instead of exploration and development (“PIED”). Failure to maintain a title results in automatic forfeiture at the end (midnight) of the expiry date; there is no notice to the title holder prior to forfeiture.

When exploration and development work or a payment instead of work is registered, the title holder or agent may advance the title forward to any new date. With a payment instead of work the minimum requirement is 6 months, and the new date cannot exceed one year from the current expiry date; with work, it may be any date up to a maximum of ten years beyond the current anniversary year. “Anniversary year” means the period of time that you are now in from the last expiry date to the next immediate expiry date.

All recorded holders of a mineral title must hold a valid Free Miners Certificate (“FMC”) when either work or a payment is registered on the claim.

Clients need to register a certain value of work or a "cash-in-lieu of work" payment to their mineral titles in MTO. The following are the costs required to maintain a mineral title for one year:

Mineral Title - Work Requirement:

- $5 per hectare for anniversary years 1 and 2;
- $10 per hectare for anniversary years 3 and 4;
- $15 per hectare for anniversary years 5 and 6; and
- $20 per hectare for subsequent anniversary years

Mineral Title - Cash-in-lieu of work (PIED):

- $10 per hectare for anniversary years 1 and 2;
- $20 per hectare for anniversary years 3 and 4;
- $30 per hectare for anniversary years 5 and 6; and
- $40 per hectare for subsequent anniversary years

To maintain a title in good standing the title owner must, on or before the anniversary date of the title, pay the prescribed recording fee and either: (a) record the exploration and development work carried out on that title during the current anniversary year (Statement of Work); or (b) pay cash in lieu of work. Only work and associated costs for the current anniversary year of the mineral title may be applied toward that title. A report detailing work done and expenditures made must be filed with the B.C. Ministry of Energy and Mines within 90 days of filing of a Statement of Work ("SOW"). After the report is review by ministry staff it is either approved or returned to the submitter for correction. Failure to produce a compliant report could result in loss of assessment credit and the mineral titles to which the credit was applied.

In the case of the Berger-Golden Eagle Property, Mr. C. Lynes, on behalf of Nexco, filed a Statement of Work with the Ministry of Energy and Mines on May 12, 2015 claiming $102,828.12 in assessment credit for the work done in 2014 (Event No. 5554504). This resulted in a new good-to-date of Nov. 30, 2022 for both titles (Table 1). As required by the regulations, an assessment report documenting this work (Kikauka, 2015) was submitted within 90 days and is currently under review by the B.C. Ministry of Energy and Mines.

Prior to initiating any physical work such as drilling, trenching, bulk sampling, camp construction, access upgrading or construction and geophysical surveys using live electrodes (IP) on a mineral property a Notice of Work permit application must be filed with and approved by the Ministry of Energy and Mines. The filing of the Notice of Work initiates engagement and consultation with all other stakeholders including First Nations.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Access

Access to the Property is via all weather forest service roads that leave the Shuswap Lake north shore paved road at Eva Road (3 kilometres north of Squilax) and Scotch Creek Forest Service Road (8 kilometres northeast of Squilax). The Eva Road access is located 2 kilometres west of Lee (Corning) Creek and the Scotch Creek Forest Service road is 5 kilometres east of Lee Creek. These roads have radio-controlled commercial log truck traffic and communication protocol is in effect. Forest Service roads west of Lee Creek give access to the south and west portion of the Property (roads through the Mosquito King workings). Forest Service roads east of Lee Creek give access to the north and east portion of the Property. There are good grade, all weather gravel roads that give access to the mineral occurrences on the Property.

Climate and Vegetation

There has been extensive clear cut logging on about half of the Property. Between clearcuts there are stands of mature spruce, and fir. Ponds and swamps occur in small depressions and in areas of subdued topography above 1,560 metres elevation. Overburden is generally less than one metre, except in swampy areas where it is known to be over three metres. Rainfall is about 1 metre per year. Winters are cold with abundant snowfall. The Scotch Creek property hosts a second-growth forest comprised mostly of cedar, spruce, fir, and cottonwood trees which is in various states of growth.

Although significant snow and cold weather can be expected from November through to April, it should still be possible to operate on the Property year round with appropriate winterization of equipment and use of appropriate snow removal techniques. From a practical point of view however, doing so may significantly increase the cost of exploration during the winter months.

Local Resources

The community of Squilax has accommodation and logistical support including helicopters. The nearest hospital is in Salmon Arm. The city of Kamloops has numerous resources such as equipment and professional services for mining and mineral processing.

Infrastructure

The property is well situated with regard to local infrastructure. Paved highway 1, the CPR rail line and a B.C. Hydro transmission line all follow the course of the South Thompson River and Shuswap Lake shoreline which is located a few kilometres south of the Property (Figure 1). Adequate fresh water for a mining operation could be drawn by gravity from Gash Creek from the west central part of the Property. Two parallel, high-voltage power transmission lines cross lower Scotch Creek. A three-phase power transmission line services residences along Shuswap Lake's north shore, within 12 kilometres from the southern boundary of the Property. As mentioned above, there are good grade, all weather gravel roads that give access to the mineral occurrences on the Property.

Physiography

The Berger-Golden Eagle Property is located at the eastern end of the Adams Lake Plateau. The claims lie 1-3 kilometres west of Kwikoit Creek (Upper Scotch Creek). Elevations on the Property range from 740 to 1,740 metres above sea level. There are two terrain domains on the Property. The western part of the Property (above 1,560 metres) is occupied by gentle slopes generally less than 10 degrees: the central and eastern portion of the Property has moderate slopes 10-30 degrees. Below 1,560 metres elevation slopes average 30 degrees.

History

The following information on the history of the Berger-Golden Eagle Property is modified from an assessment report filed by Nexco (Kikauka, 2015).

1949 – Pioneer Gold Mines Ltd.

Earliest recorded work on the current location of the Berger-Golden Eagle Property took place in 1949, when Pioneer Gold Mines Ltd carried out geological mapping surveys. Geological mapping in the vicinity of the Mosquito King showing noted a constant shallow north dip of the favourable lead-zinc bearing horizon and its lateral and down-dip extensions (Mylrea and Riley, 1949).

1979 – Alpine Silver Ltd.

In 1979, Alpine Silver Ltd. drilled three vertical holes (depths ranging from 30.5 to 62.5 m,) for a total of 137.5 metres of AX core. It is reported that his core is stored at 1580-1590 metres elevation on the former ASL 100 claim at the headwaters of Gash Creek. All 3 drill holes cut marble and chloritic schist. Disseminated pyrite and pyrrhotite were encountered, but no significant base metals were present in the core (Crandall, 1979).

1981 – Corinthian Mines Ltd.

In 1981, Corinthian Mines Ltd. drilled a 46.94 metre (154 foot) vertical hole near the headwaters of Gash Creek on the former Lode claim (Cukor, 1982). The drill hole intercepted silicified and pyritic phyllite, minor calcite bands with fracture filling chlorite and epidote. Three short sections were analyzed and returned low base and precious metal values.

1983-1984 – Mackenzie Range Gold Inc.

In 1983, Larry D. Lutjen and Richard Lodmell carried out prospecting surveys on the Golden Eagle and reported limonite stained quartz-calcite veins with variable amounts of pyrite, chalcopyrite, and magnetite. In 1984, they performed magnetometer geophysics on the Golden Eagle property and outlined several prominent anomalies for Mackenzie Range Gold Inc.

1987-1988 Mineta Resources Ltd.

In 1987 and 1988, geochemical prospecting was carried out on the Golden Eagle property for Mineta Resources Ltd. (Wells, 1987, 1988). Disseminated sphalerite and galena is reported to have been found hosted in siliceous phyllite. Soil samples (160 total samples) were taken in the area of the showings and analyzed for Cu-Pb-Zn-Ag-Au and numerous anomalies were identified, notably a 400 by 50 metre area that contains >0.5 parts per million ("ppm") Ag. The silver in soil anomaly identified by the 1988 field program also contains elevated Pb-Zn values.

Historical Work done at Mosquito King

Mosquito King comprises a number of layers of stratabound Pb-Zn mineralization in a carbonaceous, calcareous, and calcsilicate succession of Unit EBG6 of the Eagle Bay assemblage. The northeast limit of the Mosquito King mineral occurrence is located on the Golden Eagle (MTO mineral title # 1030435) and the mineralization situated on title 1030435 is discussed in the Exploration section of this report (referred to as W. Golden Eagle Zone).

Considerable past work has been done in the Mosquito King area, including trenching, sampling, geological mapping, geophysical surveys and limited drilling. Orell Copper Mines Ltd., and Killick Gold Company Ltd., has held the ground since the mid 1970's; in 1976 and 1977 it was optioned to Craigmont Mines Ltd. who drilled a series of short drill holes to test down dip extensions of known sulphide occurrences and geophysical anomalies (Vollo, 1977; 1978). Test ore shipments were sent to the Trail smelter in 1972 and 1980, with recovery of 22,721 kg lead, 18,328 kg zinc, 232 kg of silver and 281 grams of gold from 212 tonnes of mined material. (Source: MINFILE). The approximate grade of milled material is 1,094.3 grams/tonne Ag, 1.33 g/t Au, 10.7% Pb, 8.6% Zn. An historic, non NI 43-101 compliant drill indicated resource estimate at Mosquito King, based on drilling by Killick Gold Company in 1981, was reported to be 33,740 tonnes, grading 2.09% Zn, 0.83% Pb and 13 g/tonne Ag (Source: B.C. Minfile database). **The Author has not done sufficient work to classify the historical estimate as the current mineral resources or mineral reserves, and the Issuer is not treating the historical estimate as the current mineral resources or mineral reserves.**

Noranda Exploration Company Ltd. optioned the Mosquito King claims in 1984, and conducted an airborne geophysical survey by Dighem Ltd., followed by considerable mapping, trenching and soil sampling.

1998 – B.C. Geological Survey

In 1998 the BCGS surveyed the area (Hoy, 1998). As a result, a new Minfile occurrence AP98-408 (082M 268) was recognized on the present location of the Berger (MTO title # 1030432) claim. A small roadcut in the center of the current Berger claim has exposed a massive pyrrhotite layer with minor chalcopyrite, sphalerite and galena. The sulphide layer has an exposed thickness of 80 centimetres and a length of a few metres. It is within rusted, siliceous calc-silicate gneiss. Based on its base and precious metal content, and location relative to the projected eastern extension of Eagle Bay Assemblage unit EBG1, it may be at approximately the same stratigraphic level as the Lucky Loon (located 6 kilometres west of Berger AP98-408 massive sulphide zone). The high pyrrhotite relative to pyrite content at Berger AP98-408 massive sulphide zone may reflect higher metamorphic grade.

Geological Setting and Mineralization

The following descriptions of the regional, local and property geology are taken from Kikauka, 2015. The Author has reviewed these descriptions and concurs with the content as it pertains to the geological setting of the Property.

Regional Geology

The Adams Plateau is underlain by rocks of the Eagle Bay assemblage, Early Paleozoic orthogneiss, Late Cretaceous granites and numerous Tertiary dykes (Schiarizza and Preto, 1987). The Eagle Bay assemblage comprises Lower Cambrian to Mississippian metasedimentary and metavolcanic rocks that have been correlated with the Hamill and Lardeau Groups of the Kootenay arc (Schiarizza and Preto, 1987; Okulitch, 1977) and with rocks of the Barkerville subterrane in the Cariboo Mountains. Paleozoic rocks of the Eagle Bay assemblage are contained within four west directed thrust slices that collectively contain a succession of Cambrian (and possibly Late Proterozoic) quartzites, grits and quartz mica schists (Units EBH and EBQ), mafic metavolcanic rocks and limestone (EBG), and overlying schistose sandstones and grits (EBS) with minor calcareous and mafic volcanic units (Schiarizza and Preto, 1987). These are overlain by a Devono-Mississippian succession of mafic to intermediate metavolcanic rocks (Units EBA and EBF) intercalated with and overlain by dark grey phyllite, sandstone and grit (EBP).

Many of the polymetallic volcanogenic massive sulphide (VMS) deposits in the Eagle Bay assemblage, including Rea and Homestake, are within units EBA and EBF whereas the massive sulphide deposits of the Adams Plateau are within a sedimentary succession in Unit EBG (Hoy, 1998). The uppermost stratigraphic succession of Eagle Bay assemblage includes carbonaceous, calcareous phyllite, diopside-amphibole gneiss, minor quartzite and marble.

The earliest recognized structures are east directed, essentially layer-parallel thrust faults that imbricated and emplaced Fennel Formation rocks, part of Slide Mountain Terrane, over Eagle Bay assemblage. Synmetamorphic southwest verging folds and thrust faults followed tectonic emplacement of the Fennel Formation. These folds are the most conspicuous macroscopic folds in the Eagle Bay assemblage, and the associated northeast dipping thrust faults separate the assemblage into the major structural-stratigraphic panels. Late folds are post-metamorphic, generally upright, northwest to west plunging structures with associated crenulation cleavage. In general, they are small structures that do not affect the regional distribution of lithologies (Hoy, 1998).

Potassic and siliceous alteration are reflected in silicified sericitic zones in the immediate hangingwall and footwall. Unit EBG6 records deposition of dark calcareous mudstones and thin limestones with only very minor mafic tuffaceous volcanism resulting in mixed carbonaceous and calcareous phyllites with occasional limestone, calcsilicate or chlorite phyllite layers. At higher metamorphic grades, grey to pale green diopsidic skarn layers and impure calcite marbles are common.

Table 2. Table of Formations

Map code	Age	Formation	Description
Tmd	Tertiary	Unnamed	Mafic dyke
Tqfp	Tertiary	Unnamed	Quartz-feldspar porphyry
Kg	Cretaceous	Unnamed	Granite, granodiorite, minor feldspar porphyry phases
EBA	Devonian	Eagle Bay Assemblage	orthogneiss
EBG6	Early Paleozoic	Eagle Bay Assemblage	Carbonaceous and calcareous phyllite, minor quartzite, diopside calc silicate gneiss, thin marble layers
EBG5	Early Paleozoic	Eagle Bay Assemblage	Sericite and calcareous phyllite, minor marble, chloritic and carbonaceous phyllite
EBG4	Early Paleozoic	Eagle Bay Assemblage	Chloritic schist
EBG3	Early Paleozoic	Eagle Bay Assemblage	Calcareous phyllite, micaceous schist, limestone
EBG2	Early Paleozoic	Eagle Bay Assemblage	Sericitic quartzite
EBG1	Early Paleozoic	Eagle Bay Assemblage	Greenstone, chlorite schist

Property and Local Geology

Lower Paleozoic Eagle Bay Assemblage rocks are comprised of metasediments and metavolcanics, which are deformed into a shallow north-northeast plunging east trending antiform. Lithologies that host sedimentary exhalative type sulphide include carbonaceous and calcareous phyllite, diopside-amphibole gneiss, quartzite, chlorite- muscovite-quartz schist, quartz-sericite schist, and marble. Stratiform lenses of massive, semi- massive and disseminated pyrite and pyrrhotite with lesser galena, sphalerite and chalcopyrite occur in pyritiferous, carbonaceous, siliceous and recrystallized units EBG5 and EBG6 (Table 2). The stratiform massive sulphide zones occur in the west and north portion of the Property. In the southeast part of the claims, the Golden Eagle mineral occurrence consists of north to northeast trending zones of pyrite, chalcopyrite, magnetite, sphalerite, galena and arsenopyrite mineralization. The Golden Eagle showings are interpreted as Cretaceous or Tertiary age polymetallic vein occurrences.

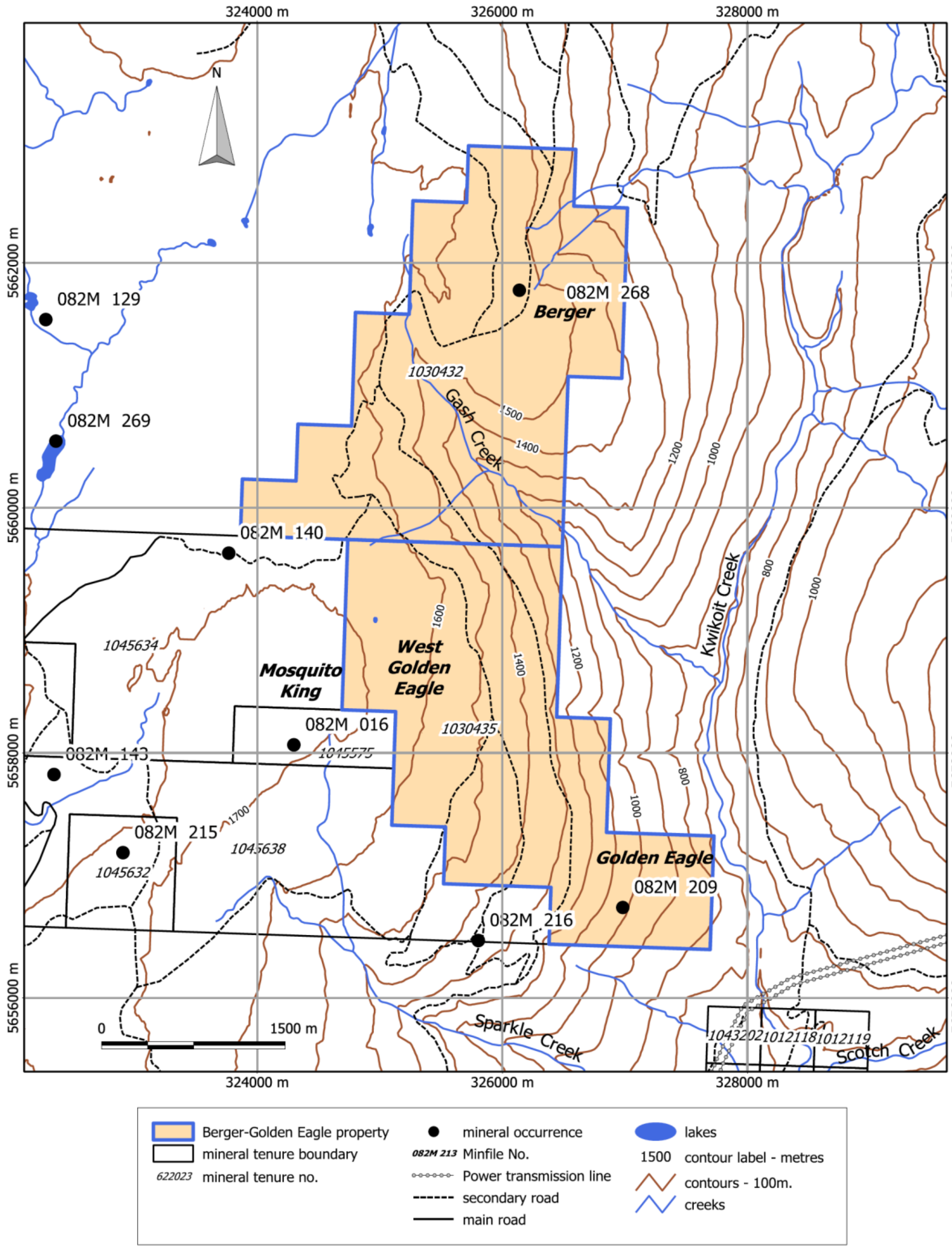

Figure 2. Mineral title map, Berger-Golden Eagle Property as of Nov. 26, 2016. Map produced by D.G. MacIntyre from B.C. Ministry of Energy & Mines geospatial data.

Table 3. Mineral occurrences, Berger-Golden Eagle Property.

Name	Minfile No	Easting	Northing	Commodity	Alteration	Minerals
Golden Eagle	082M 209	326983	5656739	Ag, Pb, Zn, Cu, Au	Chlorite, silica, pyrite	Pyrite, pyrrhotite, galena, sphalerite, chalcopyrite, arsenopyrite, magnetite
Berger (AP98-408)	082M 268	326139	5661776	Ag, Pb, Zn, Cu, Au	Sericite, K-feldspar, chlorite, silica, pyrite	Pyrite, pyrrhotite, galena, sphalerite, chalcopyrite

Note: UTM coordinates - NAD83, Zone 11

Mineral Occurrences

Two Minfile occurrences are located on the Berger-Golden Eagle Property (Table 3), namely the Golden Eagle and the Berger (AP98-408). A third area of base and precious metal bearing mineralization is located in the west portion of the Golden Eagle mineral title (West Golden Eagle) but is not in the Minfile database. This zone appears to be a north-northeast trending extension of the Mosquito King deposit (Minfile 082M 016).

<u>*Deposit Types*</u>

The Berger and West Golden Eagle occurrences are characterized by beds and lenses of massive, semi-massive and disseminated pyrite and pyrrhotite with lesser galena, sphalerite and chalcopyrite hosted by pyritiferous, siliceous and recrystallized sedimentary rocks. These mineral occurrences are classified as Sedimentary-Exhalative (SEDEX) in the MINFILE database. According to Hoy (1998), massive sulphide deposits of the Adams Plateau may be related to a period of regional extension, marked by rifting, volcanism and submergence, along the North American continental margin in Late Proterozoic or Early Cambrian time.

Stratiform massive sulphide deposits hosted by marine sedimentary rocks are believed to form on the seafloor where metal bearing hydrothermal fluids are being discharged from a vent. These fluids precipitate sulphide minerals which accumulate as massive sulphide mounds or beds on the seafloor. The size and grade of the deposit that can be formed depends on the length of time venting has occurred and the metal content of the hydrothermal fluids.

SEDEX deposits are characterized by beds and laminations of sphalerite, galena, pyrite, pyrrhotite and rare chalcopyrite, with or without barite (MacIntyre, 1995). Deposits are typically tabular to lensoidal in shape and range from centimetres to tens of metres thick. Multiple horizons may occur over stratigraphic intervals of 1000 metres or more.

Airborne and ground geophysical surveys, such as electromagnetics or magnetics should detect deposits that have massive sulphide zones, especially if these are steeply dipping. However, the presence of graphite-rich zones in the host sediments can complicate the interpretation of EM conductors. Also, if the deposits are flat lying and comprised of fine laminae distributed over a significant stratigraphic interval, the geophysical response is usually too weak to be definitive. Induced polarization can detect flat-lying deposits, especially if disseminated feeder zones are present.

The Golden Eagle showings are located at a contact area between granite/feldspar porphyry and indurated metasedimentary country rock. These showings appear to be polymetallic vein occurrences and are probably younger in age than the massive sulphide deposits.

<u>*Exploration*</u>

The following description of the work done by Nexco on the Berger-Golden Eagle Property in 2014 is from an assessment report prepared by Kikauka (2015). The Author has reviewed this report and believes that the following sections give an accurate and detailed summary of the work done and the results obtained.

Field work done on the Property by Nexco in 2014 was supervised by A. Kikauka (P. Geo.) The work consisted of geological mapping (1:5,000 scale, 223 hectares), geochemical sampling and analysis (65 rock samples, 269 soil samples), ground magnetometer geophysics (652 readings at 12.5 metre spacing along 8.15 line-kms), and prospecting (approximately 100 hectares), carried out on mineral title numbers 1030432 and 1030435 (Figure 3).

The three areas of mineralization on the Property - Berger, Golden Eagle and West Golden Eagle were mapped for geological features such as foliation, quartz vein attitudes, lithology contacts, faults, fold axes, and alteration (Kikauka, 2015). Information was recorded on 1:5,000 scale topographic maps. These features are shown on Figures 6-10.

The Berger-Golden Eagle Property is underlain by Eagle Bay Assemblage unit EBG6 which is comprised of carbonaceous and calcareous phyllite, minor quartzite, diopside-amphibole gneiss, calc-silicate and Eagle Bay Assemblage unit EBG5 which is comprised of sericite and calcareous phyllite, chloritic and carbonaceous phyllite, minor marble. Both of these lithological units (EBG5, EBG6) exhibit shallow dipping foliation with east to northeast strike and 10-30 degree dips to the north to northwest in the area of the Berger (AP98-408) showing (Minfile 082M 268), located in the north-central part of the Berger claim (mineral title no.1030432).

The southeast portion of the Golden Eagle claim (mineral title no. 1030435) is underlain by Middle Jurassic feldspar porphyritic granite, and granodiorite. Rock samples GOL008-013 were taken at 947-1087 metres elevation in the southeast part of the Golden Eagle mineral title, but quartz-pyrite vein material that was sampled returned low base and precious metal geochemical values.

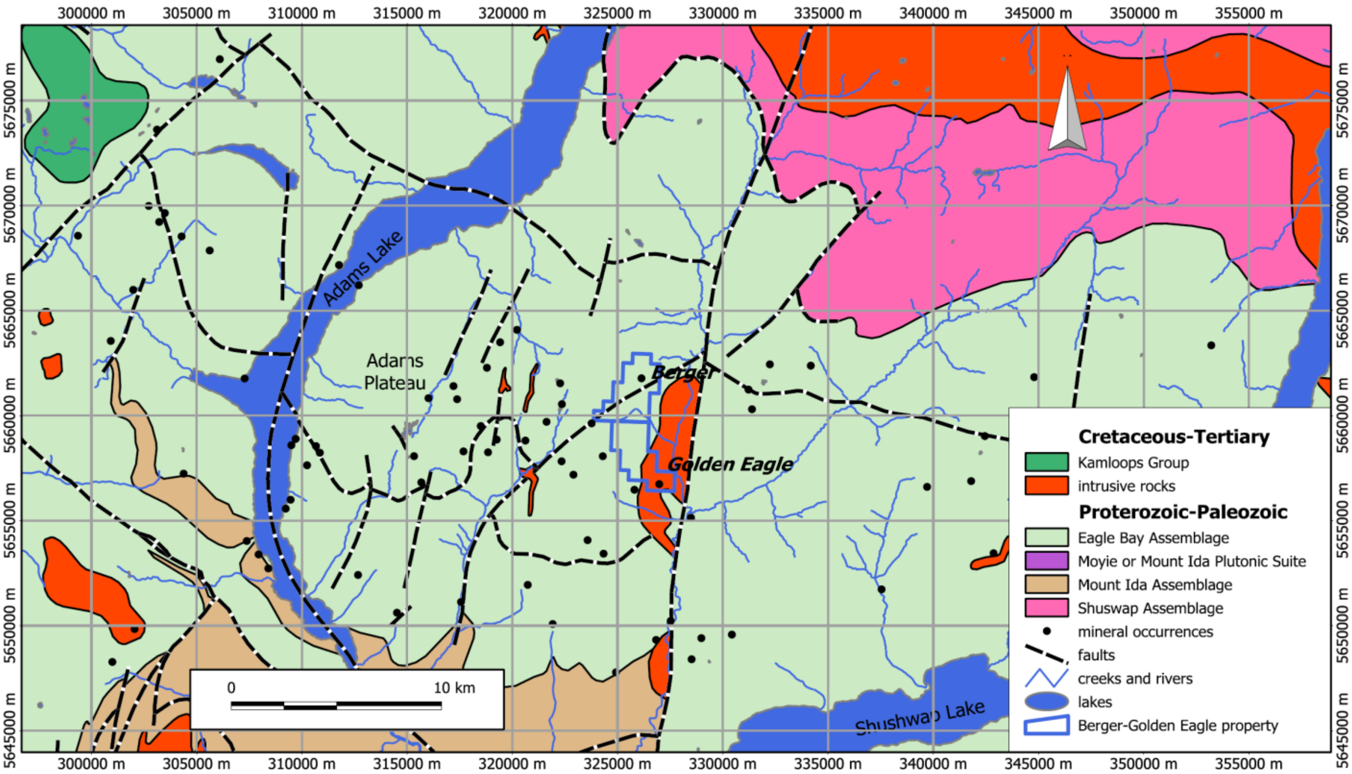

Figure 3. Regional geological setting, Berger-Golden Eagle Property. Source: Kikauka, 2015.

Table 4: Magnetometer values >56,400 nT Berger (AP98-408) Grid. Source: Kikauka, 2015

Line Easting	Stn Northing (From):	Stn Northing (To): more than 1 reading	Number of Readings	Zone Name	Width of Zone (m)
L 325,900 E	5,662,137.5 N		1	Berger	12.5
L 325,900 E	5,661,925 N		1	Berger	12.5
L 326,000 E	5,662,050 N		1	Berger	12.5
L 326,100 E	5,661,975 N		1	Berger	12.5
L 326,100 E	5,661,825 N		1	Berger	12.5
L 326,200 E	5,661,562.5 N	5,661,575 N	2	Berger	25
L 326,200 E	5,661,600 N	5,661,612.5 N	2	Berger	25
L 326,200 E	5,661,675 N	5,661,687.5 N	2	Berger	25
L 326,300 E	5,661,625 N		1	Berger	12.5

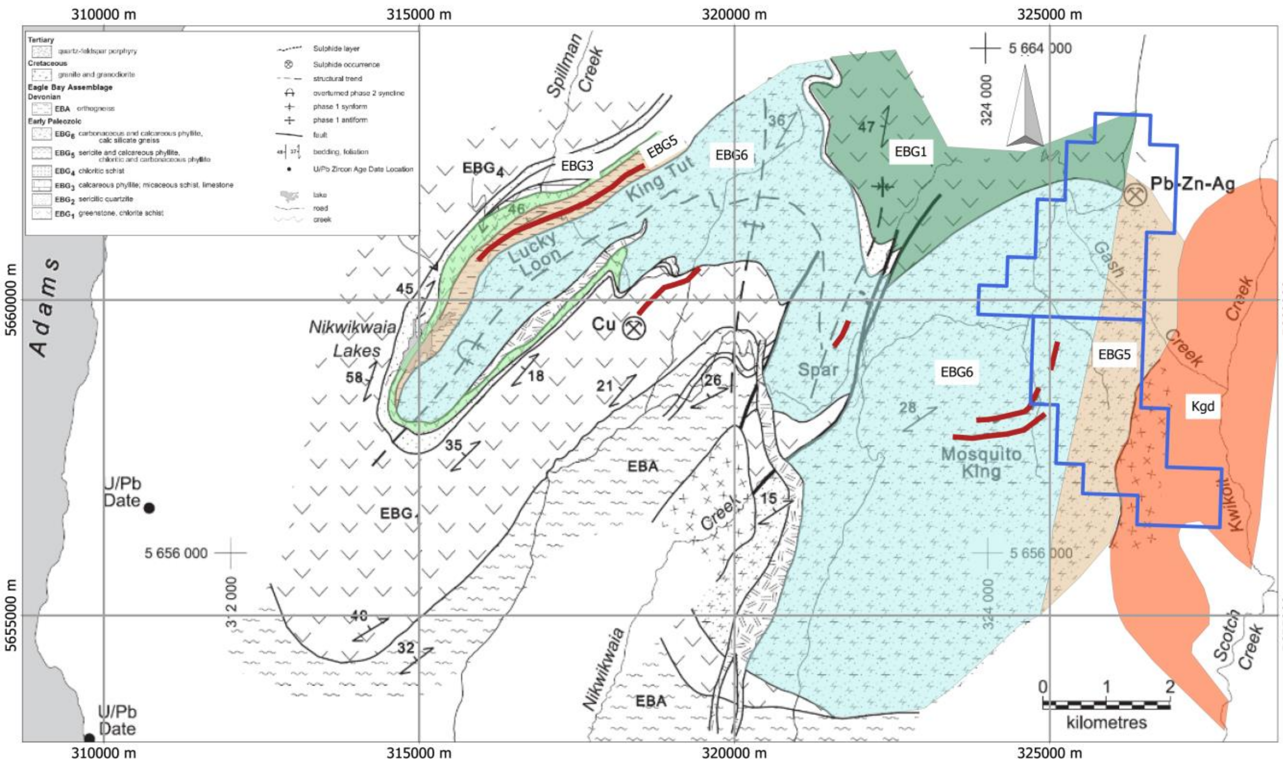

Figure 4. Geology of the Berger-Golden Eagle area (Höy, 1998). Source: Kikauka, 2015. See Table 2 for description of map units.

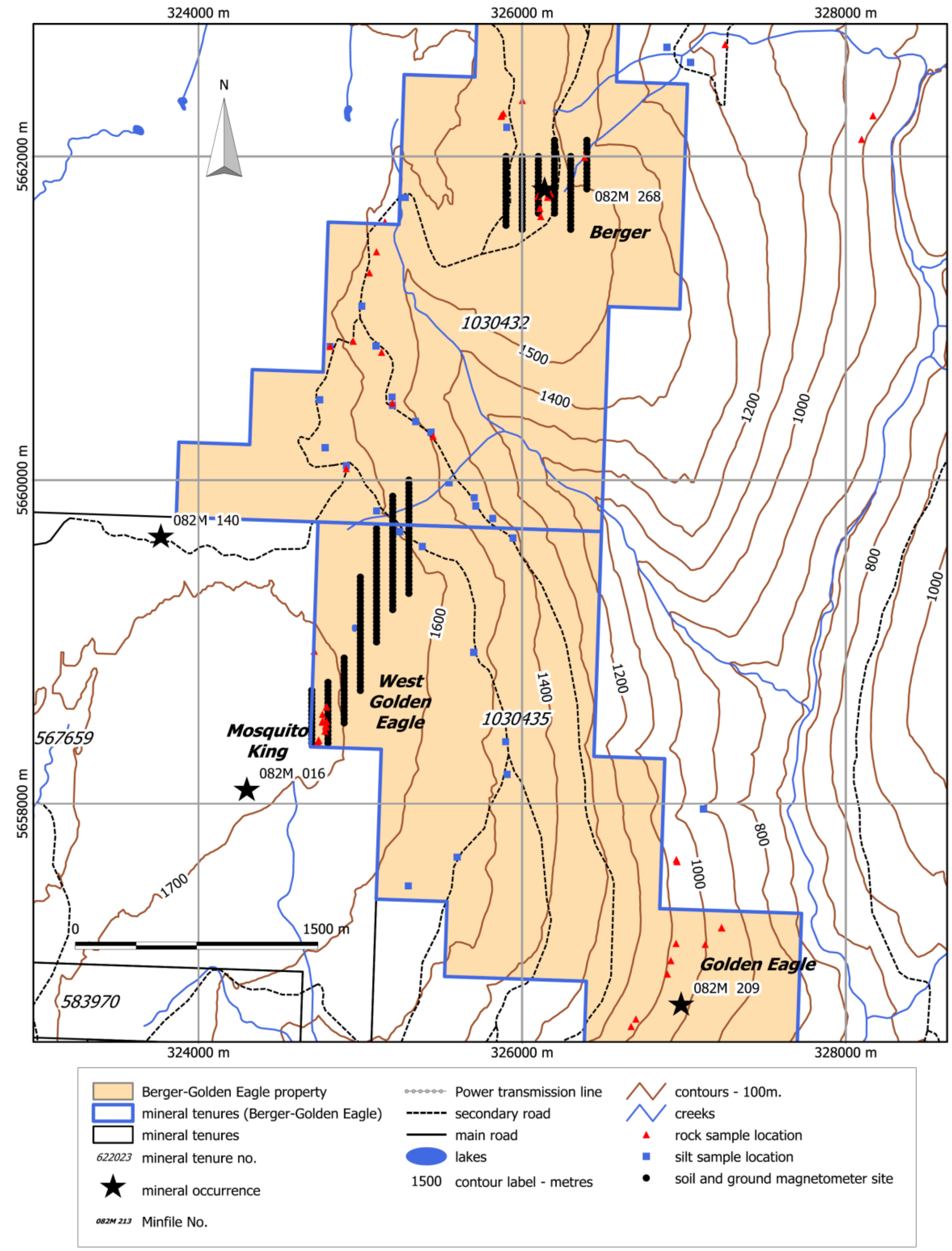

Figure 5. Location of 2014 geochemical samples and ground magnetometer surveys, Berger-Golden Eagle property. Source: Kikauka, 2015.

2014 Magnetometer Survey

Magnetometer data was gathered along 13 north-south oriented grid lines (surveyed with Garmin C60 GPS). A total distance 8.15 km of grid lines were surveyed at 12.5 meter intervals for the magnetometer survey. Magnetometer readings were taken with a Gem GSM19T v4 proton precession. Corrections for diurnal variation were done by looping lines to a common station and adjusting data within that loop. Data from field diurnal variations were compared to NRC Canadian magnetic observatory profiles available online at http://www.geomag.nrcan.gc.ca/obs/default-eng.php, and corrected to account for diurnal magnetic field strength variations. Magnetometer ground survey values >56,400 nanotesla (nT) for the Berger and West Golden Eagle grids are shown in Figures 6 and 7 and are summarized in Tables 4 and 5.

Positive magnetometer anomalies may be caused by the presence of magnetite and/or pyrrhotite in underlying rocks. The Berger (AP98-408) showings contain lenses of massive pyrrhotite, and are located 25 metres west of L 326,200 E. There is a positive magnetometer anomaly located approximately 87.5-100 metres to the south (L 326,200E, stn 5,661,675-687.5 N). The survey identified three areas of positive magnetometer readings on L 326,200 E. These areas are deemed high priority follow up exploration targets.

Table 5: Magnetometer values >56,400 nT. West Golden Eagle (NE extension of Mosquito King) Grid. Source: Kikauka, 2015.

Line Easting	Stn Northing (From):	Stn Northing (To): more than 1 reading	Number of Readings	Zone Name	Width of Zone (m)
L 324,700 E	5,658,487.5 N		1	West Golden Eagle	12.5
L 324,700 E	5,658,587.5 N		1	West Golden Eagle	12.5
L 324,700 E	5,658,737.5 N		1	West Golden Eagle	12.5
L 324,900 E	5,658,637.5 N	5,658,650 N	2	West Golden Eagle	25
L 324,900 E	5,658,787.5 N	5,658,812.5 N	3	West Golden Eagle	37.5
L 324,900 E	5,658,850 N	5,658,925 N	7	West Golden Eagle	87.5
L 324,900 E	5,658,987.5 N		1	West Golden Eagle	12.5
L 324,900 E	5,659,112.5 N		1	West Golden Eagle	12.5
L 325,000 E	5,659,050 N		1	West Golden Eagle	12.5
L 325,000 E	5,658,950 N		1	West Golden Eagle	12.5
L 325,000 E	5,658,900 N	5,658,912.5 N	2	West Golden Eagle	25
L 325,100 E	5,659,275 N	5,659,287.5 N	2	West Golden Eagle	25
L 325,100 E	5,659,337.5 N		1	West Golden Eagle	12.5
L 325,100 E	5,659,362.5 N		1	West Golden Eagle	12.5
L 325,100 E	5,659,425 N	5,659,437.5 N	2	West Golden Eagle	25
L 325,100 E	5,659,625 N		1	West Golden Eagle	12.5
L 325,100 E	5,659,875 N		1	West Golden Eagle	12.5
L 325,200 E	5,659,100 N		1	West Golden Eagle	12.5
L 325,200 E	5,659,562.5 N	5,659,587.5 N	3	West Golden Eagle	37.5
L 325,200 E	5,659,875 N		1	West Golden Eagle	12.5
L 325,200 E	5,659,950 N		1	West Golden Eagle	12.5
L 325,300 E	5,659,225 N	5,659,262.5 N	4	West Golden Eagle	50
L 325,300 E	5,659,287.5 N	5,659,325 N	4	West Golden Eagle	50

Line Easting	Stn Northing (From):	Stn Northing (To): more than 1 reading	Number of Readings	Zone Name	Width of Zone (m)
L 325,300 E	5,659,675 N		1	West Golden Eagle	12.5

According to Kikauka (2015), the first 2 magnetometer anomalous readings listed on L 324,700 E are interpreted as relating to known lenses of massive and semi massive pyrrhotite and likely correlate with surface mineralization (rock samples GOL-001 to 006, and GOL-014 to 027, which cover an area of 50 X 225 metres, centered at 324,750 E, 5,658,475 N).

Elevated magnetometer readings occur in numerous locations on the West Golden Eagle grid (Figure 5) suggesting there may be parallel and extension zones to the main mineral zones identified by rock chip and diamond saw cut sampling. Positive magnetometer anomalies on L 324,900 E and L 325,300 E are interpreted as follow up exploration targets. Kikauka (2015) states that it is unclear how the positive magnetometer anomalies are related to surface mineralization of rock samples GOL-001 to 006, and GOL-014 to 027.

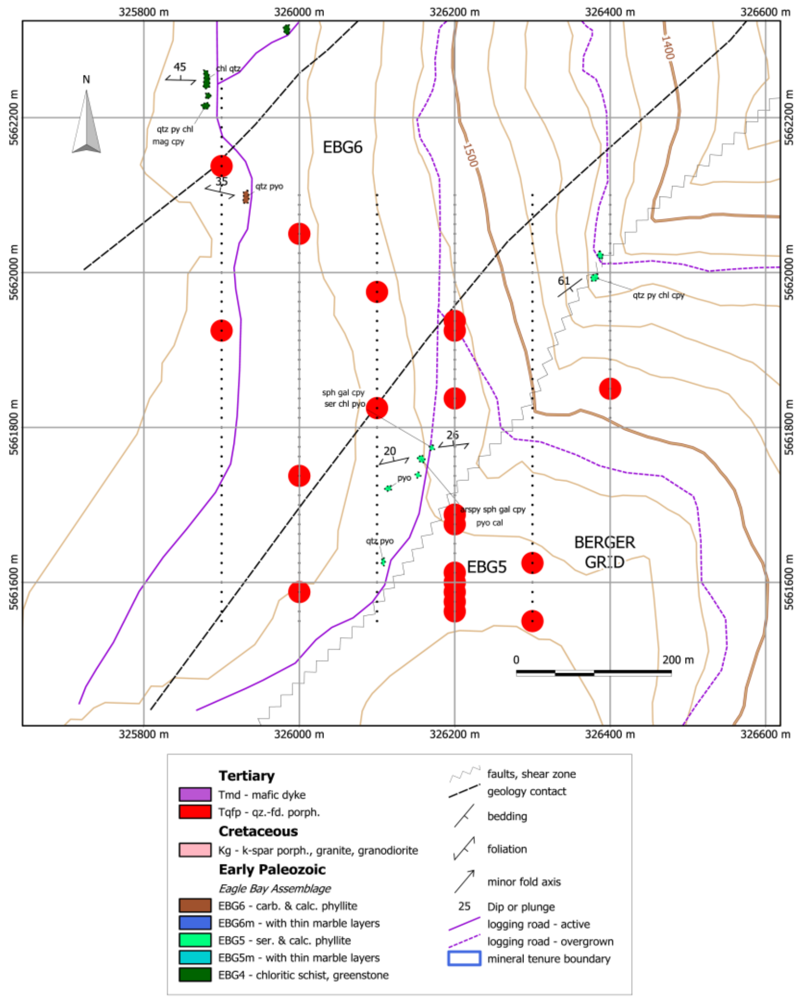

Figure 6. Geology and ground magnetometer anomalies (red circles are >56,400 nT), Berger grid. Source: Kikauka, 2015

2014 Rock Chip Sample Geochemistry

A total of 66 rock chip samples were taken with hammer and moil producing 1-2 kilogram sized samples of acorn to walnut sized rock chips. Rock chips were carefully sampled to avoid contamination, and taken across widths range from 0.3-2.2 metres. Some of the rock sampled by hammer was extremely indurated and silicified that a diamond saw had to be used to cut an 8 centimetre wide channel sample. A total of 11 diamond saw cuts were made across interval lengths of 15-80 centimetres. All rock samples were shipped to Activation Laboratories Ltd. ("Actlabs"), Richmond, B.C., an ISO 17025 accredited analytical laboratory, for multi-element ICP-MS geochemical analysis and 20 gram Au geochemical analysis (Actlabs Reports 2141394, A14-06450). A total of 26 out of 66 rock samples contain elevated base and precious metal values, and these samples were selected for assay (Actlabs Report 2141394A). Original analytical certificates (Reports 2141394, A14-06450) for these analyses are included in Kikauka (2015). A summary of analytical results is given in Table 6.

Table 6. Summary of Analytical Results, 2014 Rock Samples. Source: Kikauka, 2015

Sample ID	Easting	Northing	Cu ppm	Mo ppm	Zn %	Pb %	Ag ppm	As ppm	Au ppb	Fe %
14709	326953	5657654	3.4	2.4	0.0031	0.00146	0.3	7	<100	1.19
14710	326957	5657642	13.8	2.3	0.0039	0.013	1.2	3	<100	1.25
14711	326703	5656669	60	8.3	0.0561	0.0191	2.5	2	<100	16.3
14712	326673	5656623	4.1	8.2	0.0035	0.00213	0.6	2	<100	1.48
14713	326951	5657136	21	9.2	0.0028	0.00253	0.8	2	<100	4.52
14714	325505	5654327	3080	8.6	0.0087	0.00062	2	21	<100	22.7
14715	325152	5661595	31.2	5.4	0.0057	0.00098	0.5	2	<100	1.17
14716	325100	5661411	1190	2.1	0.0114	0.0139	3.7	6	<100	14.2
14717	326373	5663064	86.7	5.8	0.003	0.00083	<0.1	1	100	1.85
14718	324956	5660858	59.2	3.5	0.0145	0.00473	0.4	1	<100	4.68
14719	325056	5661281	593	3	0.0645	0.0254	2.6	27	<100	13.8
14720	328168	5662252	212	2.4	0.0189	0.00281	0.4	12	<100	13.3
14721	328098	5662106	459	1.7	0.0034	0.00052	0.8	10	400	25.7
14722	328122	5663321	101	223	0.0025	0.0172	1.1	9	<100	2.89
14723	328119	5663315	54.3	4.4	0.0017	0.00269	0.2	8	<100	2.95
14724	328269	5664914	319	239	0.0041	0.00775	1.1	12	<100	5.19
BER001	326001	5662346	62.2	1	0.0112	0.0211	0.7	3	<100	8.45
BER002	325884	5662266	256	1.6	0.0041	0.00119	0.8	2	<100	5.61
BER003	325873	5662255	329	7.4	0.0013	0.00104	0.3	2	<100	6.33
BER004	325870	5662248	276	1.5	0.0021	0.00098	0.4	2	<100	6.96
BER005	326175	5661771	526	1.8	7.48	4.18	35.8	16	200	9.54
BER006	326163	5661769	1630	1	1.43	1.19	20.7	46	<100	28.8
BER007	326157	5661748	927	1.7	0.578	0.521	14.1	1170	<100	11.2
BER008	327255	5662692	92.2	9.4	0.006	0.00349	0.1	5	100	4.04
BER009	325507	5663011	15.2	0.9	0.0116	0.00829	0.2	12	<100	2.03
BER010	324913	5660071	105	171	0.0123	0.00295	0.4	2	<100	6.32
BER011	324813	5660826	86.8	2.5	0.0095	0.00949	0.3	2	<100	4.55

Sample ID	Easting	Northing	Cu ppm	Mo ppm	Zn %	Pb %	Ag ppm	As ppm	Au ppb	Fe %
BER012	325131	5660790	112	4.9	0.0082	0.00059	0.1	1	<100	9.2
BER013	325198	5660476	95.4	3.3	0.0055	0.00121	0.3	1	<100	6.09
BER014	325450	5660270	65.6	3.8	0.0122	0.00356	1.1	3	<100	7.59
BER015	326098	5661754	70.6	4.1	0.0143	0.00186	0.3	5	<100	5.22
BER016	326115	5661629	89.4	7.3	0.0937	0.00689	2.8	5	<100	3.72
BER017	326109	5661679	1550	0.8	2.49	9.33	113	3890	100	28.3
BER018	326386	5661995	301	7.2	0.0043	0.00441	0.3	8	<100	4.44
BER019	326163	5661769	1500	1.3	0.737	0.864	22.3	357	<100	32.4
BER020	326175	5661771	736	3.9	4.86	3.03	29.3	47	<100	24.6
BER021	326175	5661771	1110	2.5	7.01	3.1	31.3	59	100	14.3
BER022	326157	5661748	661	4.5	0.162	0.0991	4.3	499	<100	7.78
GOL001	324742	5658391	342	2.2	2.79	0.668	10.3	8890	300	10.7
GOL002	342742	5658392	168	0.5	23.3	6.78	99	10000	1000	10.2
GOL003	324736	5658382	101	1.9	19.2	8.85	87.4	467	100	5.25
GOL004	324787	5658474	1410	1.1	7.89	3.15	40	10000	200	9.78
GOL005	324788	5658476	549	1.7	3.39	2.14	43.8	7630	200	15.9
GOL006	324791	5658598	386	1.4	3.65	6.52	78.7	2910	300	9.92
GOL007	324791	5658599	552	4.2	0.0373	0.174	13.7	42	<100	11.5
GOL008	327233	5657232	20.7	3.5	0.0109	0.0125	0.9	14	<100	2.09
GOL009	327233	5657233	158	7.5	0.0041	0.0115	4.2	7	<100	38.3
GOL010	327232	5657234	13.8	2.1	0.0064	0.00357	0.7	7	<100	1.93
GOL011	327131	5657130	39.9	2.8	0.0099	0.00496	0.9	5	<100	2.72
GOL012	326919	5657030	93.7	4.3	0.0134	0.00374	0.5	6	<100	5.5
GOL013	326897	5656947	11.9	16.7	0.008	0.00393	0.5	3	<100	2.71
GOL014	324781	5658448	581	1.5	3.25	0.154	9	7920	200	15
GOL015	324791	5658507	511	1.3	16.6	22.4	138	101	<100	7.82
GOL016	324765	5658504	1550	2.2	4.69	0.723	40.1	2360	300	27.8
GOL017	324767	5658512	1100	1.9	0.802	0.166	11.4	488	100	25.1
GOL018	324715	5658943	60.4	3	0.0311	0.00994	1.1	18	<100	3.75
GOL019	324766	5658552	1220	1	0.0206	0.0233	2.8	18	<100	31
GOL020	324765	5658504	1020	1.6	2.22	0.453	10.3	141	<100	20
GOL021	324767	5658512	1040	2.5	0.623	0.313	25.4	1460	<100	16.4
GOL022	324786	5658484	1200	1.3	3.46	1.95	47.1	2940	300	13.8
GOL023	324791	5658598	435	1.8	2.81	4.02	50.9	350	<100	14.2
GOL024	324791	5658599	265	1.8	0.0368	0.0852	6.4	34	<100	8.7
GOL025	324742	5658391	448	1	0.331	0.0459	2	15	<100	12.9

Sample ID	Easting	Northing	Cu ppm	Mo ppm	Zn %	Pb %	Ag ppm	As ppm	Au ppb	Fe %
GOL026	324742	5658392	347	1.4	1.33	0.384	7.2	3110	<100	10.9
GOL027	324743	5658392	66.5	1.8	0.0272	0.0257	0.5	53	<100	4.83

Berger

A total of 22 rocks samples were collected from the Berger mineral title (Table 6). Anomalous samples are listed in Table 7. Sample numbers BER005-7, 17, 19-22 contain massive and semi massive pyrrhotite, minor pyrite, sphalerite, galena and chalcopyrite. Descriptions of these samples and multi-element ICP analytical results are summarized in Tables 7 and 8. Sample locations are shown in Figure 6.

Table 7. Rock Chip Sample Descriptions, Berger (AP98-408). Source: Kikauka, 2015.

Sample ID	MTO title	Easting	Northing	Elev (m)	Sample Type	Width (cm)
BER005	1030432	326175	5661771	1534	rock chip	12
BER006	1030432	326163	5661769	1532	rock chip	28
BER007	1030432	326157	5661748	1536	rock chip	20
BER017	1030432	326109	5661679	1548	rock chip	15
BER019	1030432	326163	5661769	1532	diamond saw cut	15
BER020	1030432	326175	5661771	1534	diamond saw cut	33
BER021	1030432	326175	5661771	1534	diamond saw cut	15
BER022	1030432	326157	5661748	1536	diamond saw cut	35

Sample numbers BER005-7, 17, 19-22 contain massive and semi massive pyrrhotite, minor pyrite, sphalerite, galena and chalcopyrite. Diamond saw cut BER-021 is a duplicate of standard rock chip sample BER-005. The values obtained correspond well (Kikauka, 2015).

Berger (AP98-408) mineral zone rock samples BER-005 to 007 and BER-018 to 020, represent a potential zone of sulphide mineralization approximately 12-33 centimetres in width. Kikauka (2015) suggests this area represents a target area for discovering new mineral resources on the Property. The Author concurs with this conclusion.

Table 8. Berger rock chip sample geochemical results

Sample ID	Cu ppm	Pb ppm	Zn ppm	Ag ppm	Au ppb	% Pb	% Zn	g/t Ag
BER005	526	> 5000	> 10000	35.8	200	4.18	7.48	
BER006	1630	> 5000	> 10000	20.7	< 100	1.19	1.43	
BER007	927	> 5000	5780	14.1	< 100	0.521		
BER017	1550	> 5000	> 10000	> 100	100	9.33	2.49	113
BER019	1500	> 5000	7370	22.3	< 100	0.864		
BER020	736	> 5000	> 10000	29.3	< 100	3.03	4.86	
BER021	1110	> 5000	> 10000	31.3	100	3.1	7.01	
BER022	661	991	1620	4.3	< 100			

Note: analytical code 1EX, Total Digestion ICP/MS analysis. Results compiled from Actlabs Certificate A14-06450.

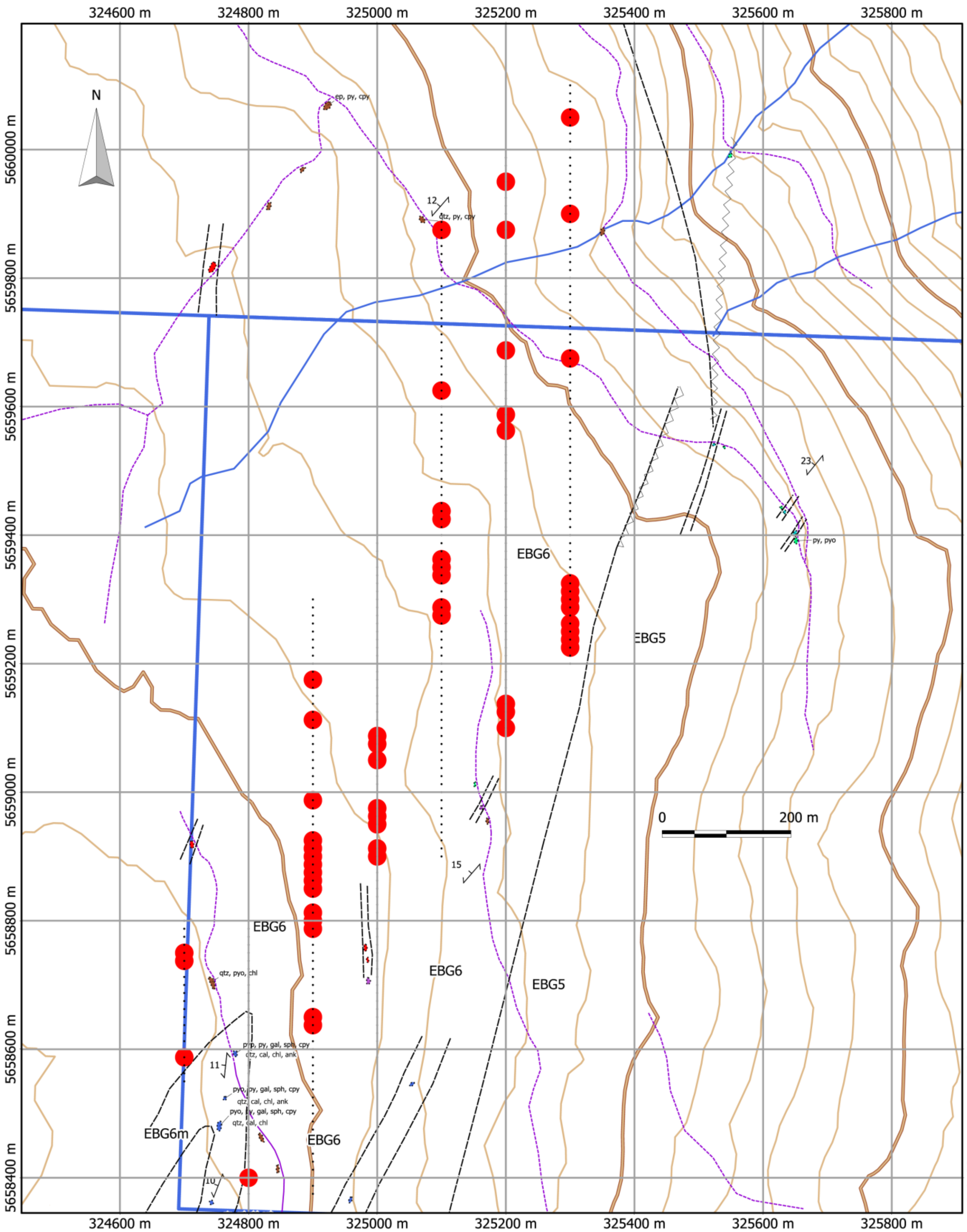

Figure 7. Geology and ground magnetometer survey results, W. Golden Eagle grid. Sites with nT values >54,600 are shown as red circles. See Figure 5 and Table 2 for geology legend. Source: Kikauka, 2015.

West Golden Eagle

North trending and shallow west dipping foliation occurs in the area of the Mosquito King deposit (Minfile 082M 016). The east extension of the Mosquito King is located approximately 300 metres east-northeast of the main Mosquito King workings. The east extension of Mosquito King is situated on the west edge of Golden Eagle title # 1030435 (Figure 3). Rock samples taken from the west edge Golden Eagle were analyzed by Actlabs. Original analytical certificates (Report A14-06450) for these analyses are included in Kikauka (2015). Sample numbers GOL001-6, 14-17, 20-23, 25, and 26 contain massive and semi massive pyrrhotite, minor pyrite, sphalerite, galena and chalcopyrite and multi-element ICP analysis and sample description is listed in tables 9 and 10 respectively. Sample locations are shown in Figure 7.

According to Kikauka (2015), West Golden Eagle rock samples GOL-001 to 006, represent targets that require detailed follow up mapping, prospecting and exposing bedrock in order to evaluate surface mineralization and target drill holes for depth extensions.

Table 9. Rock Chip Sample Descriptions, West Golden Eagle (northeast of Mosquito King).

Sample ID	MTO title	Easting	Northing	Elev (m.)	Sample Type	Width (cm.)
GOL001	1030435	324742	5658391	1727	rock chip	40
GOL002	1030435	342742	5658392	1727	rock chip	30
GOL003	1030435	324736	5658382	1730	rock chip	30
GOL004	1030435	324787	5658474	1715	rock chip	20
GOL005	1030435	324788	5658476	1715	rock chip	25
GOL006	1030435	324791	5658598	1694	rock chip	22
GOL014	1030435	324781	5658448	1726	grab	
GOL015	1030435	324791	5658507	1730	grab	
GOL016	1030435	324765	5658504	1728	rock chip	38
GOL017	1030435	324767	5658512	1729	rock chip	49
GOL020	1030435	324765	5658504	1728	diamond saw cut	50
GOL021	1030435	324767	5658512	1729	diamond saw cut	68
GOL022	1030435	324786	5658484	1714	rock chip	18
GOL023	1030435	324791	5658598	1694	diamond saw cut	22
GOL025	1030435	324742	5658391	1727	diamond saw cut	45

Table 10. West Golden Eagle rock chip sample geochemical results

Sample ID	Cu ppm	Pb ppm	Zn ppm	Ag ppm	Au ppb	% Pb	% Zn	g/t Ag
GOL001	342	> 5000	> 10000	10.3	300	0.668	2.79	
GOL002	168	> 5000	> 10000	> 100	1000	6.78	23.3	99
GOL003	101	> 5000	> 10000	87.4	100	8.85	19.2	
GOL004	1410	> 5000	> 10000	40	200	3.15	7.89	
GOL005	549	> 5000	> 10000	43.8	200	2.14	3.39	
GOL006	386	> 5000	> 10000	78.7	300	6.52	3.65	
GOL014	581	1540	> 10000	9	200		3.25	
GOL015	511	> 5000	> 10000	> 100	< 100	22.4	16.6	138
GOL016	1550	> 5000	> 10000	40.1	300	0.723	4.69	
GOL017	1100	1660	8020	11.4	100			
GOL020	1020	4530	> 10000	10.3	< 100		2.22	
GOL021	1040	3130	6230	25.4	< 100			
GOL022	1200	> 5000	> 10000	47.1	300	1.95	3.46	
GOL023	435	> 5000	> 10000	50.9	< 100	4.02	2.81	
GOL025	347	3840	> 10000	7.2	< 100		1.33	

Note: Analytical package 1EX, Total Digestion ICP/MS analysis. Results compiled from Actlabs Certificate A14-06450.

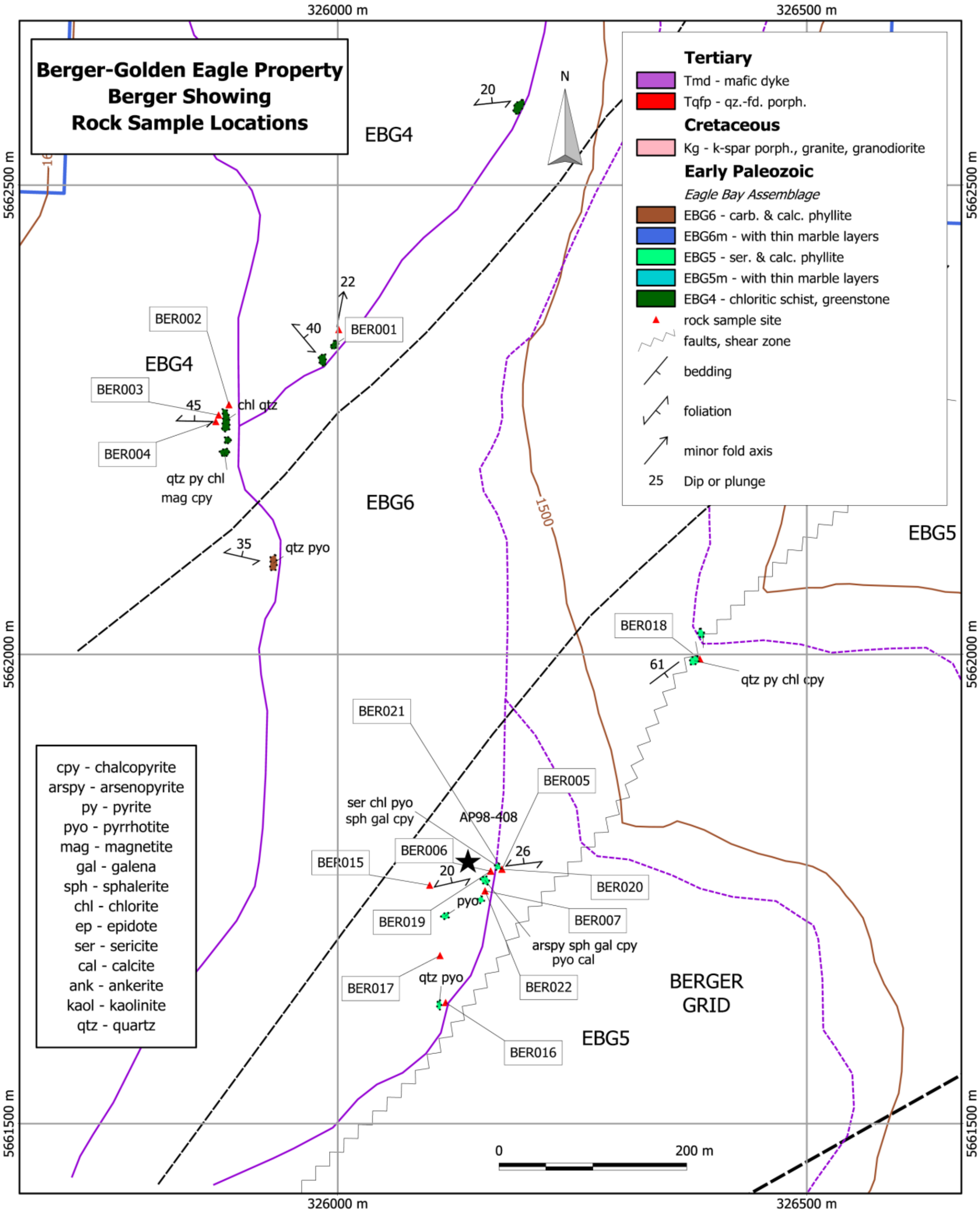

Figure 8. Location of rock samples, Berger showing. Map prepared by D.G. MacIntyre and included in Kikauka, 2015

Golden Eagle

The southeast portion of Golden Eagle (mineral title #1030435) is underlain by Middle Jurassic feldspar porphyritic granite and granodiorite (Kikauka, 2015). Rock samples GOL008-013 were taken at 947-1087 metres elevation in the southeast part of the Golden Eagle claim, but results from geochemical analysis of quartz-pyrite veins reveal low base and precious metal values (Kikauka, 2015).

2014 Soil Geochemistry

A total of 269 soil samples were taken with a mattock from a depth of 20-50 centimeters. Sample size was approximately 450 grams of 'B' horizon soil. Field notes recorded depth, colour, texture, and organic content of each soil sample. Soil samples were put in marked kraft envelopes, air dried and shipped to Actlabs, Kamloops, B.C. for multi-element ICP-MS geochemical analysis and Au geochemical analysis. Original analytical certificates are included in Kikauka, 2015.

Table 11. Summary of >200 ppm Zn soil samples:

Line Easting	Stn Northing (From):	Stn Northing (To): more than 1 soil sample	Zn ppm in soil (From):	Zn ppm in soil (To): more than 1 soil sample	Zone Name
L 324,800 E	5,658,450 N		951		West Golden Eagle
L 324,800 E	5,658,500 N		311		West Golden Eagle
L 324,800 E	5,658,600 N		206		West Golden Eagle
L 325,000 E	5,659,200 N		233		West Golden Eagle
L 325,100 E	5,659,050 N		213		West Golden Eagle
L 325,100 E	5,659,700 N		256		West Golden Eagle
L 325,200 E	5,659,400 N		283		West Golden Eagle
L 325,200 E	5,659,775 N		278		West Golden Eagle
L 325,300 E	5,659,750 N		248		West Golden Eagle
L 326,000 E	5,661,625 N		283		Berger
L 326,100 E	5,661,675 N		354		Berger
L 326,100 E	5,661,825 N	5,661,850 N	203	222	Berger

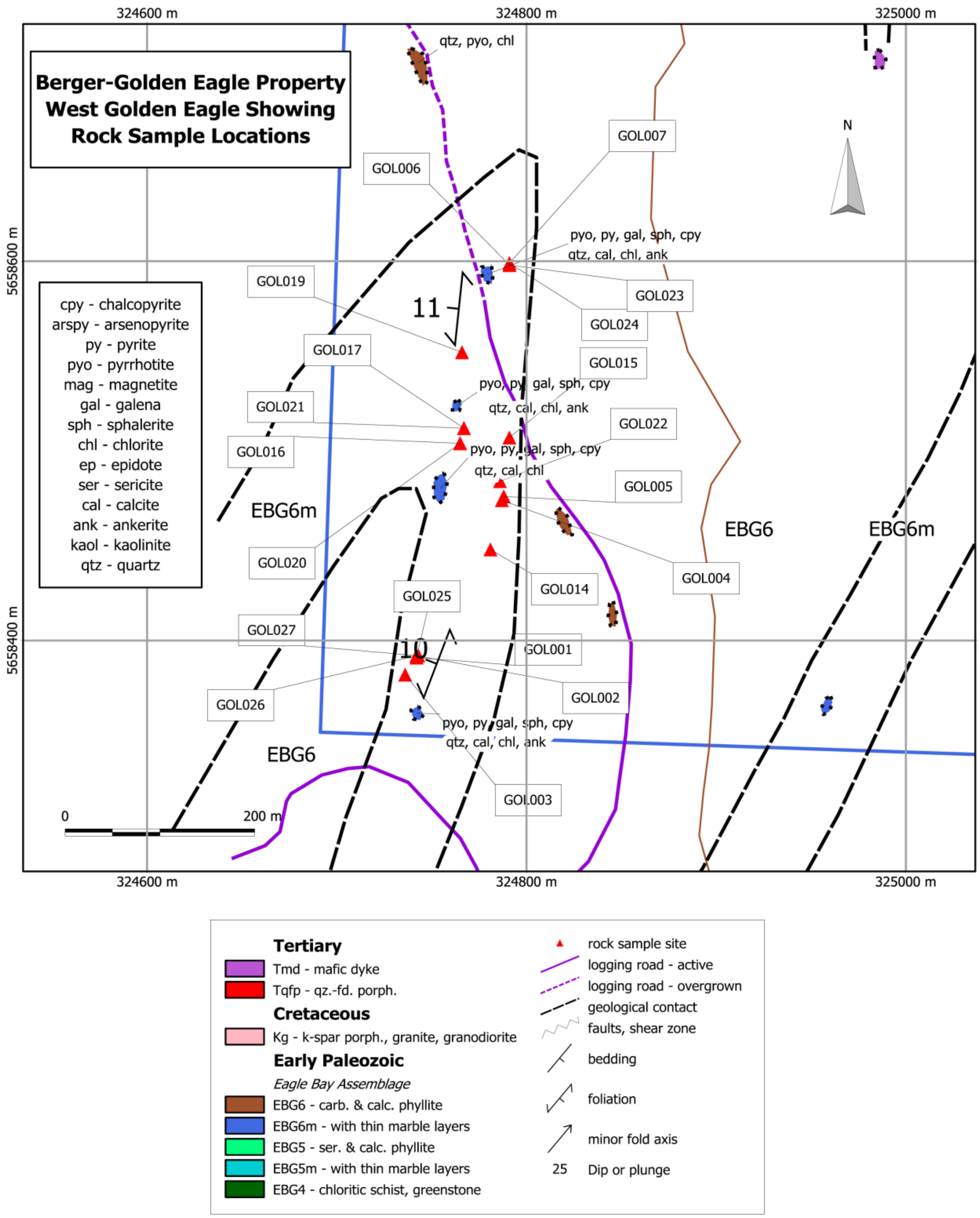

Figure 9. Location of rock samples, West Golden Eagle showing. Source: Kikauka, 2015.

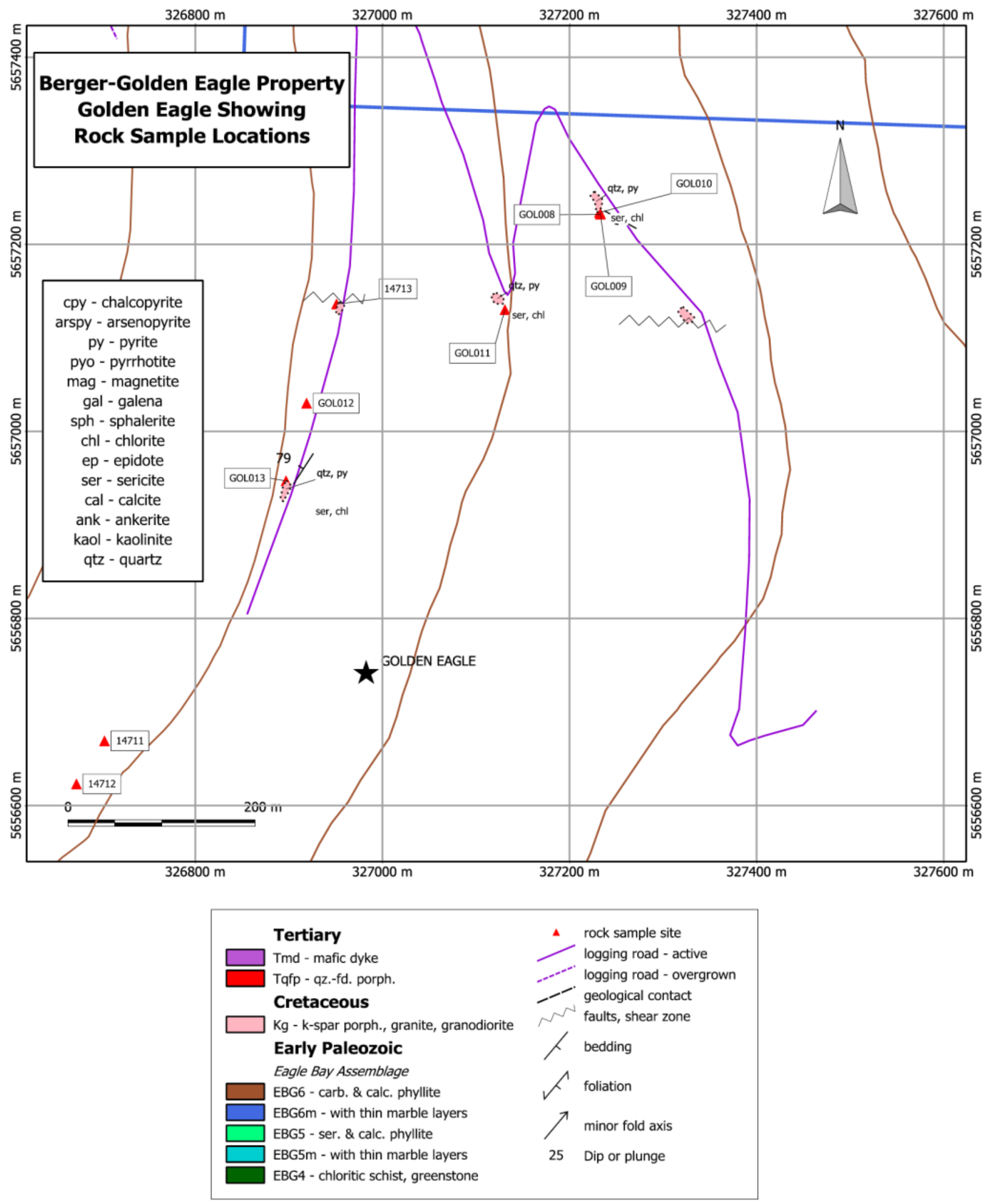

Figure 10. Location of rocks samples, Golden Eagle showing area. Source: Kikauka, 2015

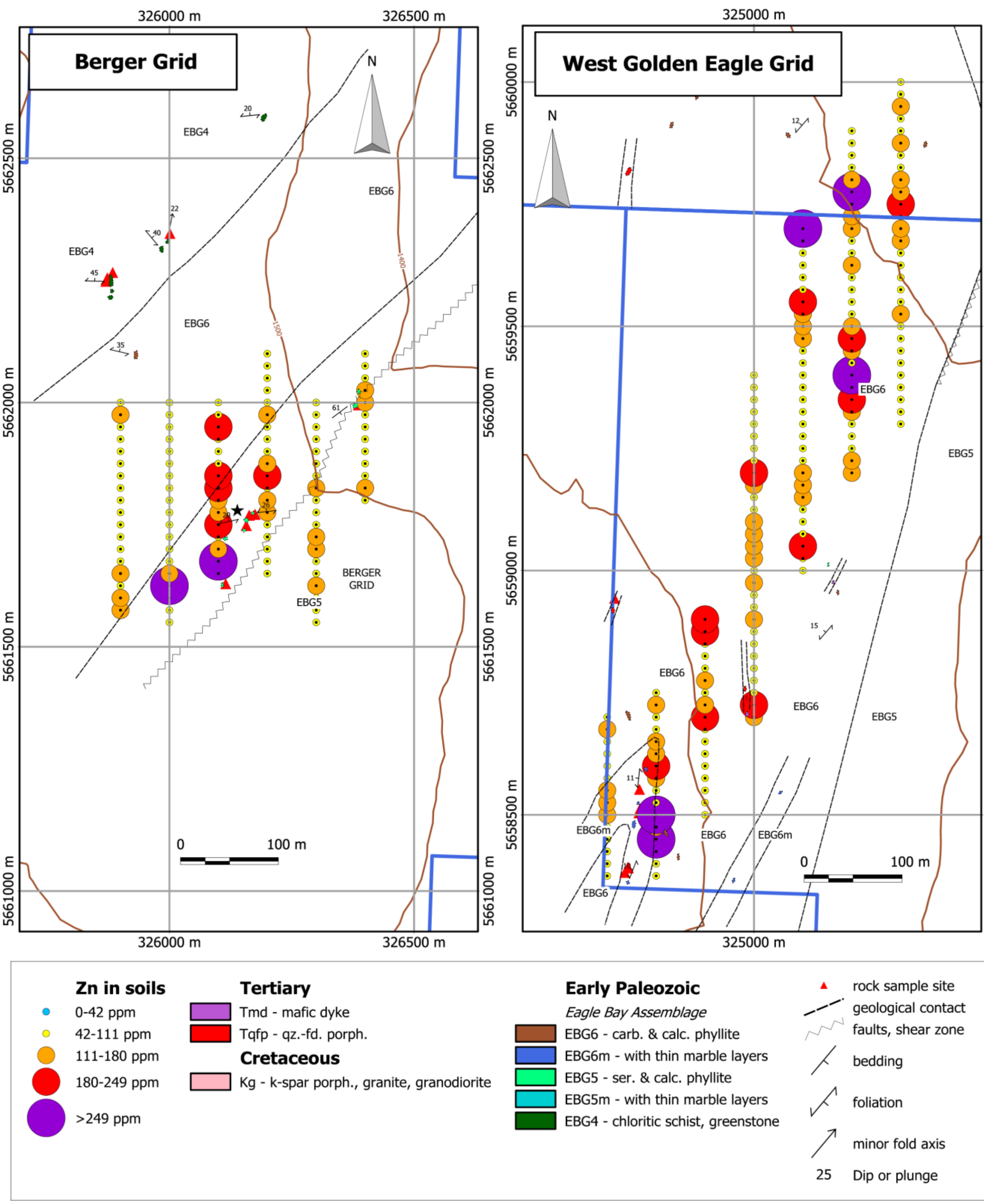

Figure 11. Soil geochemistry, ppm Zn, Berger and West Golden Eagle grids. Source: Kikauka, 2015

Table 12. Summary of >100 ppm Pb in soil samples. Source: Kikauka, 2015

Line Easting	Stn Northing (From):	Stn Northing (To): (more than 1 soil sample)	Pb ppm in soil (From):	Pb ppm in soil (To): (more than 1 soil sample)	Zone Name
L 324,800 E	5,658,450 N	5,658,475 N	132	234	W. Golden Eagle
L 326,100 E	5,661,675 N		1,320		Berger

Table 13. Summary of >100 ppm Cu soil samples. Source: Kikauka, 2015.

Line Easting	Stn Northing (From):	Stn Northing (To): more than 1 soil sample	Cu ppm in soil (From):	Cu ppm in soil (To): more than 1 soil sample	Zone Name
L 325,100 E	5,659,400N		101		W. Golden Eagle
L 325,200 E	5,659,775N	5,659,800N	111	135	W. Golden Eagle

Table 14. Summary of >1 ppm Ag soil samples. Source: Kikauka, 2015

Line Easting	Stn Northing:	Ag ppm	Zone Name
L 325,100 E	5,659,150N	2.1	West Golden Eagle
L 325,200 E	5,659,475N	1.1	West Golden Eagle
L 326,000 E	5,661,675N	1.0	Berger
L 326,100 E	5,661,850N	1.1	Berger

Table 15. Summary of 200* ppb Au soil samples. Source: Kikauka, 2015

Line Easting	Stn Northing (From):	Au ppb:	Zone Name
L 324,700 E	5,658,675 N	200	West Golden Eagle
L 324,900 E	5,658,875 N	200	West Golden Eagle
L 325,000 E	5,658,725 N	200	West Golden Eagle
L 325,000 E	5,659,200 N	200	West Golden Eagle
L 325,300 E	5,659,750 N	200	West Golden Eagle
L 325,300 E	5,659,800 N	200	West Golden Eagle
L 326,000 E	5,661,925 N	200	Berger
L 326,400 E	5,661,950 N	200	Berger

**Au detection was done at 100 ppb intervals, thus a value of 200 ppb Au implies a range of 200-299 ppb Au*

Based on results from soil sampling the following areas, outlined in Table 16, were considered by Kikauka (2015) to be high priority targets for base and precious metal exploration. The Author concurs with Mr. Kikauka's conclusions.

Table 16. Summary of Pb-Zn-Ag (Cu-Au) soil sample anomaly follow up targets areas. Source: Kikauka, 2015

Line Easting	Stn Northing (From):	Stn Northing (To):	Length (m) & Width	Comments	Zone Name
L 324,800 E	5,658,450 N	5,658,500 N	50 X 100	Elevated Pb-Zn, close to West Golden Eagle showings	W. Golden Eagle
L 325,000 E	5,659,200 N		25 X 100	Elevated Zn-Au, 725 metres NNE of West Golden Eagle showings	
L 325,200 E	5,659,775 N	5,659,800 N	50 X 100	Elevated Zn-Cu, 1,300 metres NNE of West Golden Eagle showings	
L 325,300 E	5,659,750 N	5,659,800 N	75 X 100	Elevated Zn-Au, 1,325 metres NNE of West Golden Eagle showings	
L 326,000 E	5,661,625 N	5,661,675 N	75 X 100	Elevated Zn-Ag, 175 metres WSW of Berger showings	Berger
L 326,100 E	5,661,675 N		25 X 100	Elevated Zn-Pb, 75 metres SW of Berger showings	Berger

The first soil target area on L 324,800 E, stn 5,659,450-500 N is located approximately 25-65 metres from the West Golden Eagle. There are three areas located 725-1,325 metres north-northeast of the West Golden Eagle showings that are also considered areas for detailed follow up geochemical and geophysical exploration.

The soil sample results for the Berger (AP98-408) showing suggests the area 75 metres southwest and 175 metres west-southwest of the Berger showings is prospective for extensions of massive sulphide mineralization (Kikauka, 2015).

2014 Stream Sediment Geochemistry

A total of 28 stream sediment samples were taken on the Property from 902-1,637 metres elevation (Kikauka, 2015). Approximately 500 grams of sample material with high silt sized fraction was obtained with a plastic shovel in the active channel of small creeks and placed in marked tyvex sample bags. The material was dried and shipped to Actlabs for 1EX multi-element ICP-MS geochemical analysis. Results identified 4 samples with >200 ppm Zn located between 5,659,810-5,660,296 N and 325,100-325,713 E. This zone is south of Gash Creek and approximately half way between West Golden Eagle and Berger (AP98-408) Zones. This area is accessible by a series of overgrown logging roads. Original analytical certificates are included in Kikauka, 2015.

Cu values >100 ppm in stream sediments were obtained from 3 samples (BER-S-001, BER-S-014 and GOL-S-004). These 3 samples are worth investigating for sources for elevated copper values (Kikauka, 2015).

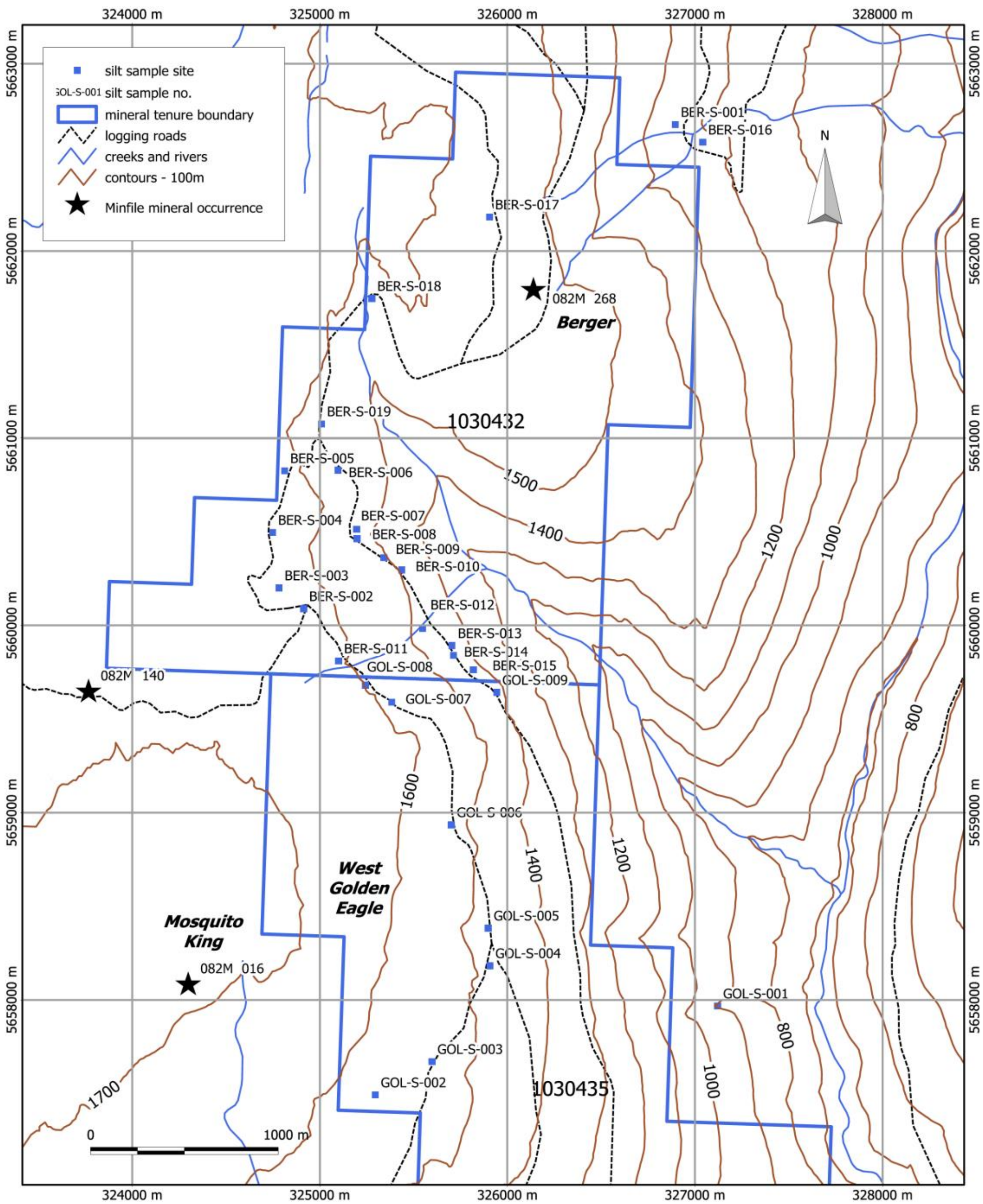

Figure 14. Silt sample locations, Berger-Golden Eagle property. Source: Kikauka, 2015

Drilling

Limited diamond drilling has been done on the Berger-Golden Eagle Property and this work is described in the History section of the Berger Golden Eagle Technical Report.

Sample Preparation, Analyses and Security

The evaluation of the Berger-Golden Eagle Property is partially based on historical data derived from British Columbia Mineral Assessment Reports and other regional reports. Rock sampling and assay results are critical elements of this review. The description of sampling techniques utilized by previous workers is poorly described in the assessment reports. Historical assay results are not to be relied upon (non-compliant with NI 43-101). As of the date of the Berger Golden Eagle Technical Report, the Author is not aware of any material fact or material change with respect to the subject matter of this technical report that is not presented herein, or which the omission to disclose could make this report misleading.

The following description of sample preparation, analyses and security followed in 2014 is from Kikauka (2015).

Rock samples collected in 2014 were placed in labelled plastic bags, with a label also placed within the bag and taken directly to Actlabs Laboratories Inc, an ISO 17025 certified lab. In the Kamloops lab, each rock sample was crushed to 70% passing 10 mesh followed by pulverizing a 250gm split to 95% passing 150 mesh After crushing and sieving, a 250 gram sample at -200 mesh was prepared for analyses. A full suite of 42 elements were determined by ICP Mass Spectrometry following a 4 acid near total digestion (method code 1EX). Actlabs runs standards and provides re-samples at varying intervals for each sample shipment analysed. The samples with above detection limit base and precious metal values from the preliminary geochemical analysis (Actlabs Lab Report A14-06450) were assayed for Pb-Zn-Ag-Cu-Au.

A total of 49 geochemical rock chip samples were collected by Kikauka (2015) between August-September, 2014. These samples were collected from the Berger (AP98-408), Golden Eagle and West Golden Eagle showings. A description of each sample is included in Kikauka (2015). Kikauka used a hammer and chisel to collect rock chips from outcrops samplings. Several samples were twinned using a diamond saw to cut samples from the outcrop. Diamond saw cut sample BER-021 is a duplicate of standard rock chip sample BER-005. Diamond saw cut sample GOL-023 is a duplicate of standard rock chip sample GOL-003. The values correspond well. Kikauka (2015) concluded that either sampling technique can be used to collect rock samples on the Property.

The Author has no reason to believe that there are any problems or areas of concern with regard to the security, sample preparation or analytical procedures used to evaluate the Property in 2014.

Data Verification

The Author has examined original analytical certificates, tables of magnetic data and detailed geochemical sample descriptions and analytical results included in Kikauka (2015) and can verify that the program of geological mapping, geochemical sampling and ground geophysics employed to evaluate the potential of the Property was appropriate and reasonable for the type of target i.e. SEDEX massive sulphide. The Author can also verify that the sampling and mapping procedures described in Kikauka (2015) follow current industry best practises and are appropriate for the current level of exploration being conducted on the Property.

The Author also examined original analytical certificates issued by Actlabs, an ISO 17025 certified analytical laboratory. The certificates indicate that Actlabs performs internal checks and standard sample inserts and duplicate sampling in order to verify data. The samples with base and precious metal values that were above detection limits (5,000 ppm Pb, 10,000 ppm Zn, and 100 ppm Ag) from the preliminary geochemical analysis (Report 214101) were assayed for Pb-Zn-Ag, Actlabs certificate A14-06450.

Mineral Processing and Metallurgical Testing

There is no record of any mineral processing or metallurgical testing having been done on samples collected from the Berger-Golden Eagle Property.

Mineral Resource Estimates

There has not been sufficient drilling to determine the subsurface extent and overall grade of mineralization on the Berger-Golden Eagle Property. Therefore, there are no historical mineral resource estimates for the Property.

Adjacent Properties

The Eagle Bay assemblage of metasedimentary and metavolcanic rocks in south-central British Columbia hosts numerous polymetallic massive sulphide deposits, including Rea and Homestake which have had limited past production, and others in the Adams Plateau have undergone extensive exploration and development.

Other Relevant Data and Information

The Author has reviewed all publically available reports pertaining directly to the Property. The Author is not aware of any additional sources of information that might significantly change the conclusions presented in this technical report.

Interpretation and Conclusions

In the Author's opinion, based on exploration work carried out in 2014, and previous historical exploration, the Property can be considered prospective for SEDEX type massive sulphide occurrences. The Property has a similar geological setting to other SEDEX deposits located in the Adams Plateau area such as Mosquito King, Spar and Lucky Loon.

Previous exploration on the Property has located the Berger (AP98-408) and West Golden Eagle Zones that consist of Pb-Zn-Ag (Cu-Au) stratabound sulphide, layers in carbonaceous and calcareous marine metasedimentary rocks, characteristics that are consistent with a SEDEX deposit model. These two target areas are 3 kilometres apart. Rock and soil geochemistry has identified high priority follow up areas near these known massive sulphide showings. The southeast area of the Property contains the Golden Eagle showings, which are classified as polymetallic vein type mineral occurrences. Samples collected from these veins in 2014 returned relatively low base and precious metal values.

Recommendations

In the Author's opinion, the Berger-Golden Eagle Property is a property of merit. Additional exploration work is justified to fully evaluate the economic potential of the discoveries made to date. The Property is attractive because it is readily accessible and within an area of known SEDEX deposits hosted by the Eagle Bay Assemblage. The primary targets on the Berger-Golden Eagle Property are stratabound massive sulphide beds and lenses containing high grade Zn, Pb and Ag values. Because this type of massive sulphide deposit is typically a strong electromagnetic/magnetic conductor it is recommended that before any further ground work is done on the Property, a combined airborne EM and magnetics geophysical survey be flown over the West Golden Eagle (northeast extension of Mosquito King) and Berger (AP98-408) zones. Flight lines at 200 metre separation should be oriented approximately northwest-southeast in order to cross the stratigraphy at a right angle. Any strong EM and/or magnetic conductors detected should be followed up with additional prospecting, targeted soil sampling and close spaced ground magnetic, EM and IP surveys. Any significant EM/Mag conductors with coincident soil and rock geochemical anomalies would be drill tested as part of the Stage 2 program.

The Author recommends a, success contingent, two stage work program as referenced below in Table 18. The Stage 1 program is estimated to cost $102,000, and contingent on the success of the Stage 1 program, the Stage 2 program of an additional $84,000.

Table 18 Projected costs for a proposed two stage exploration program, Berger-Golden Eagle

Stage 1

Expense		Units	Unit cost	Total
Airborne EM survey	200	line-km	$300	$60,000
Geologist/prospector	20	person days	$600	$12,000
Field assistant/technician	20	person days	$300	$6,000
Ground geophysics/soil sampling	15	line-km	$1,200	$18,000
Rock/soil sample analyses	100	analyses	$30	$3,000
Report preparation/data compilation	5	days	$600	$3,000
Total				**$102,000**

Stage 2

Expense		Units	Unit cost	Total
Rock/drill core analyses	200	analyses	$30	$6,000
Diamond drilling	500	metres	$120	$60,000
Accommodation/food per diem	120	person days	$100	$12,000
Report preparation	10	days	$600	$6,000
Total				**$84,000**

Stage 1 + Stage 2= $186,000

USE OF PROCEEDS

Proceeds and Principal Purposes

The net proceeds to the Issuer from the sale of the Shares, after deducting the Agent's Commission of $38,400, the Corporate Finance Fee of $25,000 and the estimated expenses of the Offering of approximately $55,000, will be approximately $361,600.

The total funds expected to be available to the Issuer upon closing of the Offering are as follows:

	Offering
Net Proceeds	$361,600 (1)
Estimated Unaudited Working Capital as at November 30, 2016	($1,807)
Total Funds Available	$359,793

(1) This excludes the proceeds of the issuance of any Common Shares that may be issued upon exercise of the Agent's Warrants and Options.

The proposed principal uses of the total funds available to the Issuer upon completion of the Offering for the 12 months following the Closing are as follows:

Use of Proceeds	**Offering**
Stage 1 program on the Berger-Golden Eagle Mineral Property (1)	$102,000
General and administrative expenses of the Issuer(2)	$39,000
Berger-Golden Eagle Mineral Property payment(3)	$12,000
Unallocated Working Capital(4)	$206,793
Total	$359,793

(1) Berger-Golden Eagle Technical Report recommends a two-stage exploration program on the Berger-Golden Eagle Mineral Property, with the second stage of the work program being contingent on the success of the first stage. In the event that Stage 1 of the work program is successful, Stage 2 will involve a diamond drilling program. Upon completion of the Offering, the Issuer will not have sufficient funds available to conduct the recommended Stage 2 work program, and will be required to raise additional funds in order to complete Stage 2 of the recommended work program. See "Narrative Description of the Business – Berger-Golden Eagle Mineral Property – Technical Summary of the Berger-Golden Eagle Mineral Property – Recommendations".

(2) Estimated general and administrative expenses of the Issuer for a period of 12 months from the completion of the Offering as follows: $12,000 for rent; $12,000 for audit fees; $8,000 for legal fees; and $7,000 in filing fees to the Exchange.

(3) See "Narrative Description of the Business – Berger-Golden Eagle Mineral Property".

(4) Any proceeds from the exercise of the Agent's Warrants and Options will be added to working capital.

The Issuer intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons, a reallocation of funds may be necessary in order for the Issuer to achieve its stated business objectives. The actual use of available funds will vary depending on the Issuer's operating and capital needs from time to time and will be subject to the discretion of the management of the Issuer. The Issuer will only redirect the funds to other properties on the basis of a recommendation from a professional engineer or geologist, including a professional engineer or geologist who is a director or officer of the Issuer. Pending such use, the Issuer intends to invest the available funds to the extent practicable in short-term, investment grade, interest-bearing deposit accounts and other marketable securities.

Stated Business Objectives and Milestones

The Issuer's business objectives are to:

1. complete the Offering by the end of March 31, 2017;

2. complete the recommended Stage 1 program on the Berger-Golden Eagle Mineral Property, using funds available from the Offering, by the end of September 30, 2017; and

3. if the results of the Stage 1 program is successful, undertake the recommended Stage 2 program on the Berger-Golden Eagle Mineral Property, using funds available from the Offering and additional financing, as required, by June 30, 2018.

In the event that the results of the Stage 1 program does not warrant further exploration activity, the Issuer will revise its business plan and objectives, which revisions may include the acquisition of additional mineral properties or joint ventures with other exploration or mining companies. Such activities will also likely require that the Issuer raise additional capital. There can be no assurance that the Issuer can raise such additional capital if and when required. See "Risk Factors."

The Board may, in its discretion, approve asset or corporate acquisitions or investments (including acquisitions outside the mining industry) that do not conform to these guidelines based upon the Board's consideration of the qualitative aspects of the subject properties including risk profile, technical upside, mineral resources and reserves and asset quality. Such acquisitions may require shareholder or regulatory approval.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Management's Discussion & Analysis ("MD&A") of Financial Condition & the Results of Operations for the Financial Years ended August 31, 2016 and 2015

This MD&A is for the financial years ended August 31, 2016, 2015 and 2014 and should be read in conjunction with the Issuer's audited financial statements and the related notes contained therein for the financial years ended August 31, 2016, 2015 and 2014 (the "Financial Statements") which are included in this Prospectus. The financial statements summarize the financial impact of the Issuer's financings, investments and operations, which financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). The significant accounting policies are set out in Note 2 to the Financial Statements.

Overview for 2016 and 2015

The Issuer is engaged in the business of mineral exploration in British Columbia. On August 21, 2014, the Issuer entered into the Option Agreement with Barrie Field-Dyte to acquire a 100% interest in two mineral claims comprising the Berger-Golden Eagle Mineral Property. The Issuer's option on the Berger-Golden Eagle Mineral Property is its principal asset.

The Issuer raised a total of $45,650 in cash from the issuance of an aggregate of 415,000 Common Shares pursuant to a private placement during the year ended August 31, 2015.

The Issuer did not raise any cash during the year ended August 31, 2016.

Selected Annual Information

The following table represents selected annual financial information derived from the Issuer's Financial Statements for the financial years ended August 31, 2016 and 2015 and should be read in conjunction with the Financial Statements.

	For the Financial Year Ended August 31, 2016	For the Financial Year Ended August 31, 2015
Total Revenue	Nil	Nil
Net loss	($7,960)	($7,405)
Basic & diluted loss per share	Nil	Nil
Total assets	123,752	124,643
Long-term debt	Nil	Nil
Total Liabilities	18,456	11,387
Contributed surplus	174,400	174,400
Share capital	174,960	174,960
Deficit	(244,064)	(236,104)

Results of Operations for the Financial Year ended August 31, 2016 Compared to the Financial Year ended August 31, 2015

During the financial period ended August 31, 2016, the Issuer reported nil revenue (2015 – Nil) and a net loss of $7,960 ($0.00 per Common Share). The Issuer reported a net loss of $7,405 ($0.00 per Common Share) for the financial year ended August 31, 2015.

Total expenses for the period ended August 31, 2016 were $7,960 (2015 - $7,405).

During the financial year ended August 31, 2016, the Issuer incurred exploration expenditures aggregating Nil (2015 - $61,078).

During the financial period ended August 31, 2016, the Issuer also incurred share based compensation expense in the amount of Nil (2015 – Nil).

Discussion of Operations

The Berger-Golden Eagle Mineral Property is the Issuer's sole property. Upon the successful completion of the Offering, the Issuer will complete a two-stage, contingent exploration work plan on the Berger-Golden Eagle Property. See "Narrative Description of the Business – Berger-Golden Eagle Mineral Property - Recommendations" and "Use of Proceeds – Stated Business Objectives and Milestones".

Fourth Quarter

The Issuer is not a reporting issuer and was not required to prepare interim financial statements for the three month period ended August 31, 2016 with which to report on the activities in the fourth quarter.

Liquidity and Capital Resources

The Issuer's sole source of funding is the issuance of equity securities for cash, primarily through private placements. Since inception the Issuer has issued common share capital pursuant to private placement financings. There can be no assurance of continued access to any equity funding.

The Issuer did not have any cash inflows for the financial year ended August 31, 2016. Cash expended on operating activities in the year ended August 31, 2016 was $7,960. During the financial year ended August 31, 2015, cash inflows included gross proceeds of $45,650 from the issue of 415,000 Common Shares pursuant to private placements. Cash expended on operating activities in the year ended August 31, 2015 was $7,405.

There can be no assurance that financing will be available to the Issuer or, if it is, that it will be available on terms acceptable to the Issuer and will be sufficient to fund cash needs until the Issuer acquires an operating business or achieves positive cash flow. If the Issuer is unable to obtain the financing necessary to support its operations, it may be unable to continue as a going concern. The Issuer currently has no commitments for any credit facilities such as revolving credit agreements or lines of credit that could provide additional working capital. The Issuer has no long term debt, capital lease obligations, operating leases or any other long term obligations.

Off-Balance Sheet Arrangements

The Issuer has no off-balance sheet arrangements.

Outstanding Securities

As at August 31, 2016, the Issuer had 3,176,000 Common Shares issued and outstanding. Subsequent to the year ended August 31, 2016 the Issuer subdivided its Common Shares resulting in an aggregate of 7,128,000 Common Shares issued and outstanding.

Related Party Transactions

Financial Year Ended August 31, 2016

J.A. Minni & Associates Inc., a private company controlled by Jerry A. Minni, the Chief Financial Officer and a Director of the Issuer, provided professional fees to the Issuer in the amount of $4,650 for accounting services. Further, the Issuer paid the sum of $2,084 to Earls Cove Financial Corp., a private company controlled by Jerry Minni, for office premises during the financial year ended August 31, 2016.

As at August 31, 2016, the Issuer owed an aggregate $18,456 to companies controlled by Jerry A. Minni, the Chief Financial Officer and a Director of the Issuer; such obligations are unsecured, are non-interest bearing and have no fixed terms of repayment.

Financial Year Ended August 31, 2015

The Issuer paid the sum of $5,176 to Earls Cove Financial Corp., a private company controlled by Jerry Minni, for office premises during the financial year ended August 31, 2015.

As at August 31, 2015, the Issuer owed an aggregate $11,387 to companies controlled by Jerry A. Minni, the Chief Financial Officer and a Director of the Issuer; such obligations are unsecured, are non-interest bearing and have no fixed terms of repayment.

Additional Disclosure for IPO Venture Issuers without Significant Revenue

The components of expensed exploration costs are described in the schedule of exploration expenditures in the accompanying audited Financial Statements of the Issuer. The details of general and administrative expenses are included in the statement of operations, comprehensive loss and deficit in the Financial Statements of the Issuer.

Additional Disclosure for Junior Issuers

The Issuer expects that the proceeds raised pursuant to the Offering will fund operations for a minimum of 12 months after the completion of the Offering. The estimated total operating costs necessary for the Issuer to achieve its stated business objectives during the 12 months subsequent to the completion of the Offering is $39,000 including all material capital expenditures during that period.

Nexco has not generated positive cash flow from operations, and is therefore reliant upon the issuance of its own common shares to fund its operations. As of August 31, 2016, its capital resources consisted of a cash balance of $16,862 and accounts receivable totalling $812. Nexco also had an accounts payable and accrued liabilities balance of $18,456. The Issuer expects that it will be able to meet its current obligations as they come due with its existing cash and other receivable balances. The Issuer expects that it will have the necessary resources to pay the cash instalment of $12,000 to Barrie Field-Dyte, pursuant to the Option Agreement, no later than 15 days after the Listing Date. In order to meet future exploration commitments and cash payments, the Issuer will require additional capital resources.

As of August 31, 2016, the Issuer had working capital deficit of $782. The Issuer expects to incur losses for at least the next 24 months and there can be no assurance that the Issuer will ever make a profit. To achieve profitability, the Issuer must advance its property through further exploration in order to bring the Property to a stage where the Issuer can attract the participation of a major resource company, which has the expertise and financial capability to place such property into commercial production.

The Issuer's ability to continue as a going-concern is dependent upon its ability to achieve profitability and fund any additional losses it may incur. The financial statements are prepared on a going concern basis, which implies that the Issuer will realize its assets and discharge its liabilities in the normal course of business. The financial statements do not reflect adjustments to the carrying value of assets and liabilities that would be necessary if the Issuer were unable to achieve and maintain profitable operations.

Financial Instruments

For the financial years ended August 31, 2016 and August 31, 2015, the Issuer's financial instruments consist of cash and accounts payable. Unless otherwise noted, it is management's opinion that the Issuer is not exposed to significant interest, currency, liquidity or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

The financial instruments that potentially subject the Issuer to concentrations of credit risk consist primarily of cash. The Issuer places its cash with a high quality financial institution, thereby minimizing exposure for deposits in excess of federally insured amounts. The Issuer believes that credit risk associated with its cash is remote.

In conducting business, the principal risks and uncertainties faced by the Issuer center on exploration and development, resource and commodity prices and market sentiment.

The prices of resource and commodity markets fluctuate widely and are affected by many factors outside of the Issuer's control. The relative prices of metals and minerals and future expectations for such prices have a significant impact on the market sentiment for investment in mining and resource exploration companies. The Issuer relies on equity financing for its working capital requirements and to fund its exploration programs. There is no assurance that such financing will be available to the Issuer, or that it will be available on acceptable terms.

Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenditures during the reporting period. Examples of significant estimates made by management include estimating the fair values of financial instruments, valuation allowances for deferred income tax assets and assumptions used for share-based compensation. Actual results may differ from those estimates.

A detailed summary of all the Issuer's significant accounting policies is included in Note 2 and Note 3 to the Financial Statements.

Changes in Accounting Policies

IFRS 10 – *Consolidated Financial Statements*

IFRS 10 requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. IFRS 10 replaces SIC-12 Consolidation - Special Purpose Entities and parts of the previous IAS 27 Consolidated and Separate Financial Statements.

IFRS 11 – *Joint Arrangements*

IFRS 11 requires a venturer to classify its interest in a joint arrangement as a joint venture or a joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under IFRS 11, proportionate consolidation is no longer permitted.

IFRS 12 – *Disclosure of Interests in Other Entities*

IFRS 12 establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities.

IFRS 13 – *Fair Value Measurement*

IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It also establishes disclosures about fair value measurement.

IAS 1 – *Presentation of Financial Statements*

In June 2011, the IASB issued an amendment to IAS 1, which requires entities to separately present items in other comprehensive income based on whether or not they may be reclassified to profit or loss in future periods.

IAS 27 – *Separate Financial Statements*

As a result of the issue of IFRS 10, IFRS 11 and IFRS 12, IAS 27 Separate Financial Statements has been reissued, as the consolidation guidance will now be included in IFRS 10. IAS 27 has been reissued to only prescribe the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements.

IAS 28 – *Investments in Associates and Joint Ventures*

As a consequence of the issuance of IFRS 10, IFRS 11 and IFRS 12, IAS 28 has been amended to provide accounting guidance for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. The amended IAS 28 is applied by all entities that are investors with joint control of, or significant influence over, an investee.

IFRIC 20 – Production *Stripping Costs*

In October 2011, the IASB issued IFRIC 20, which requires the capitalization and depreciation of stripping costs in the production phase if an entity can demonstrate (i) that it is probable future economic benefits will flow to the entity, (ii) the component of the ore body for which the access has been improved is identifiable, (iii) the costs related to the stripping activity associated with that component can be reliably measured.

Amendments to other standards

In addition, there have been other amendments to existing standards, including IFRS 7 *Financial Instruments: Disclosure*, IAS 27 *Separate Financial Statements* and IAS 28 *Investments in Associates and Joint Ventures*. IAS 27 addresses accounting for subsidiaries, jointly controlled entities and associates in non-consolidated financial statements. IAS 28 has been amended to include joint ventures in its scope and to address the changes in IFRS 10 to IFRS 13.

<u>New Accounting Standards Issued But Not Yet Effective</u>

Standards issued, but not yet effective, up to the date of issuance of the Issuer's financial statements are listed below. This listing of standards and interpretations issued are those that the Issuer reasonably expects to have an impact on disclosures, financial position or performance when applied at a future date. The Issuer intends to adopt these standards when they become effective.

New accounting standards effective for annual periods on or after June 1, 2014:

IAS 32 - *Financial Instruments: Presentation*

In December 2011, the IASB issued an amendment to clarify the meaning of the offsetting criterion and the principle behind net settlement, including identifying when some gross settlement systems may be considered equivalent to net settlement. Earlier application is permitted when applied with corresponding amendment to IFRS 7.

IAS 36 – *Impairment of Assets*

In May 2013, the IASB, as a consequential amendment to IFRS 13 *Fair Value Measurement*, modified some of the disclosure requirements in IAS 36 regarding measurement of the recoverable amount of impaired assets. The amendments resulted from the IASB's decision in December 2010 to require additional disclosures about the measurement of impaired assets (or a group of assets) with a recoverable amount based on fair value less costs of disposal.

IFRIC 21 – *Levies*

IFRIC 21 provides guidance on when to recognize a liability for a levy imposed by a government, both for levies that are accounted for in accordance with IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* and those where the timing and amount of the levy is certain.

New accounting standards effective for annual periods on or after June 1, 2016:

IAS 16 – *Property, Plant and Equipment* and IAS 36 – *Intangible Assets*

In May 2014, the IASB issued amendments to IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets. The amendments clarify that the use of revenue-based methods to calculate the depreciation of an asset is not appropriate because revenue generated by an activity that includes the use of an asset generally reflects factors other than the consumption of the economic benefits embodied in the asset. The amendments also clarifies that revenue is generally presumed to be an inappropriate basis for measuring the consumption of the economic benefits embodied in an intangible asset. This presumption, however, can be rebutted in certain limited circumstances.

New accounting standards effective for annual periods on or after June 1, 2018:

IFRS 9 - *Financial Instruments*

In November 2009, as part of the IASB project to replace IAS 39 Financial Instruments: Recognition and Measurement, the IASB issued the first phase of IFRS 9 Financial Instruments, that introduces new requirements for the classification and measurement of financial assets. The standard was revised in May 2010 to include requirements regarding classification and measurement of financial liabilities.

The extent of the impact of adoption of these standards and interpretations on the financial statements of the Issuer has not been determined.

DESCRIPTION OF THE SECURITIES OFFERED

Common Shares

The Issuer is authorized to issue an unlimited number of Common Shares. There are 7,128,000 Common Shares issued and outstanding as of the date of this Prospectus. Holders of Common Shares are entitled to receive notice of any meetings of shareholders of the Issuer and to attend and cast one vote per Common Share at all such meetings. Holders of Common Shares do not have cumulative voting rights with respect to the election of directors and, accordingly, holders of a majority of the Common Shares entitled to vote in any election of directors may elect all directors standing for election. Holders of Common Shares are entitled to receive on a pro rata basis such dividends on the Common Shares, if any, as and when declared by the Issuer's Board at its discretion from funds legally available therefor, and upon the liquidation, dissolution or winding up of the Issuer, are entitled to receive on a pro rata basis the net assets of the Issuer after payments of debts and other liabilities. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

PLAN OF DISTRIBUTION

Pursuant to the Agency Agreement dated for reference **[●]**, 2017 between the Agent and the Issuer, the Issuer has appointed the Agent to act as its agent to offer for distribution in the Selling Jurisdictions, on a commercially reasonable efforts basis, 3,200,000 Shares at a purchase price of $0.15 per Share for aggregate gross proceeds to the Issuer of $480,000 under the Offering, subject to the terms and conditions of the Agency Agreement. The Offering is subject to receiving subscriptions for 3,200,000 Shares. The Agent may enter into selling arrangements with other investment dealers and offer selling group participation at no additional cost to the Issuer. The Issuer will pay an 8% cash commission (the "Agent's Commission") to the Agent from the gross proceeds realized from the sale of the Shares under the Offering. In addition, the Issuer has agreed to grant to the Agent, as additional compensation, non-transferable common share purchase warrants (each an "Agent's Warrant") that will entitle the Agent to purchase such number of common shares (each an "Agent's Warrant Share") of the Issuer that is equal to 8% of the aggregate number of Shares sold under the Offering. Each Agent's Warrant will entitle the holder to purchase one Agent's Warrant Share at an exercise price of $0.15 per Agent's Warrant Share until the date which is 24 months after the Listing Date. The Issuer has further agreed to pay to the Agent a cash corporate finance fee (the "Corporate Finance Fee") of $25,000. This Prospectus qualifies the distribution of the Agent's Warrants.

In addition, the Issuer will reimburse the Agent for their legal fees and disbursements and other expenses incurred pursuant to the Offering.

Pursuant to the Agency Agreement, the Issuer has granted the Agent the right of first refusal to provide any brokered equity financing of the Issuer, for a period of 12 months after the Closing of the Offering. The Issuer has also agreed not to issue any additional equity or quasi-equity securities for a period of 120 days from the Closing of the Offering without the prior written consent of the Agent (not to be unreasonably withheld), except in conjunction with: (a) the grant or exercise of stock options and other similar issuances pursuant to the share incentive plan of the Issuer and other share compensation arrangements; (b) outstanding warrants; (c) obligations in respect of existing mineral property agreements; and (d) the issuance of securities in connection with property or share acquisitions in the normal course of business.

The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets or upon the occurrence of certain stated events.

The Offering Price of the Shares was determined by negotiation between the Issuer and the Agent.

The Agent hereby conditionally offers, as agent on behalf of the Issuer 3,200,000 Shares on a commercially reasonable efforts basis, subject to prior sale if, as, and when issued by the Issuer and accepted by the Agent in accordance with the Agency Agreement. The Offering is subject to receiving subscriptions for 3,200,000 Shares. All funds received from subscribers for Shares will be held by the Agent pursuant to the terms of the Agency Agreement. In the event that subscriptions and subscription funds for 3,200,000 Shares are not received and accepted on or before 90 days from the issuance of a receipt for the final Prospectus, the Offering will be discontinued and all subscription monies will be returned to subscribers by the Agent without interest or deduction, unless an amendment to the final Prospectus is filed and a receipt has been issued for such amendment, in which case the Offering will be discontinued, and all subscription monies will be returned to subscribers by the Agent without interest or deduction, in the event that a Closing in respect of the Offering has not occurred on or prior to the date which is 90 days from the issuance of a receipt for an amendment to the final Prospectus and, in any event, not more than 180 days after the issuance of a receipt for the final Prospectus, unless otherwise agreed to by the Agent and the subscriber(s).

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without prior notice.

One or more global certificates that represent the aggregate principal number of Shares subscribed for will be issued in registered form to The Canadian Depository for Securities Limited ("CDS"), unless the Agent elects for book entry delivery, and will be deposited with CDS on the date of Closing. All of the purchasers of Shares will receive only a customer confirmation from the Agent as to the Shares purchased, except that certificates representing the Shares in registered and definitive form may be issued in certain other limited circumstances.

This prospectus qualifies the distribution of the Shares issuable in respect of the Offering.

There is no market through which the Shares may be sold and purchasers may not be able to resell the Shares purchased under this Prospectus.

As at the date of this Prospectus, the Issuer does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

The Issuer has applied to list the Common Shares of the Issuer on the Exchange. Listing will be subject to the Issuer fulfilling all the listing requirements of the Exchange. Confirmation of Listing is a condition of Closing.

PRIOR SALES

The Issuer has issued an aggregate of 7,128,000 Common Shares since incorporation as follows:

Date	Number of Shares(1)	Issue Price per Share(1)	Aggregate Issue Price(1)	Consideration Received
December 14, 2012	1(2)	$0.01	$0.01	cash
December 24, 2012	1,950,000	$0.03666	$71,500	cash
December 28, 2012	750,000	$0.03666	$27,500	cash
February 4, 2013	408,000	$0.03666	$14,960	cash
March 15, 2013	375,000	$0.03666	$13,750	cash
March 15, 2013	2,400,000(3)	$0.00066	$1,600	cash
September 29, 2014	1,245,000	$0.03666	$45,650	cash
Total	**7,128,000**		**$174,960**	

(1) Applicable figures adjusted to reflect the Subdivision.

(2) This Common Share was repurchased by the Issuer on December 24, 2012 and returned to treasury.

(3) These Common Shares were issued as founders shares to the principals of the Issuer.

Of the 7,128,000 Common Shares currently issued and outstanding, it is expected that 2,400,000 Common Shares which are held by principals of the Issuer will be held in escrow. See “Escrowed Securities”.

CAPITALIZATION

The following table sets forth the capitalization of the Issuer. The table should be read in conjunction with the financial statements of the Issuer appearing elsewhere in this Prospectus:

	Amount Authorized	Outstanding as at August 31, 2016	Outstanding as at August 31, 2016 After Giving Effect to the Offering(1)(2)(3)(4)
		(audited)	**(unaudited)**
Common Shares	Unlimited	$174,960 (7,128,000 Common Shares)	$654,960 (10,428,000 Common Shares)

(1) Does not include any Common Shares issued upon exercise of the Agent’s Warrants.

(2) An aggregate of 2,400,000 Common Shares are expected to be subject to escrow requirements. See “Escrowed Securities”.

(3) Includes 100,000 Common Shares issuable no later than 15 days after the Listing Date pursuant to the Option Agreement. See "Narrative Description of the Business – Berger-Golden Eagle Mineral Property".

(4) Excludes any Common Shares issued upon the exercise of Options.

The following table sets out the anticipated fully diluted share capital structure of the Issuer after giving effect to the Offering:

	Number of Common Shares Outstanding Upon Completion of the Offering	**% of Fully Diluted Share Capital Upon Completion of the Offering**[(1)]
Issued by the Issuer as of the date of this Prospectus	7,128,000	62.07%
Common Shares issued pursuant to the Offering	3,200,000	27.86%
Common Shares issued pursuant to the Option Agreement	100,000	0.87%
Reserved for issuance upon the exercise of the Agent's Warrants	256,000	2.23%
Reserved for issuance upon the exercise of Options	800,000	6.97%
TOTAL:	**11,484,000**	**100%**

(1) Includes shares issued upon exercise of the Agent's Warrants and Options.

OPTIONS AND OTHER RIGHTS TO PURCHASE SECURITIES OF THE ISSUER

Stock Options

The following table sets forth certain information concerning stock options granted to the executive officers and directors of the Issuer as at the date of the Prospectus:

Held By	**Total Number of Options Granted to Purchase Common Shares**	**Exercise Price**	**Market Value on Date of Grant**	**Expiry Date**	**Market Value of the Common Shares on January [•], 2017**
All executive officers and past executive officers of the Issuer as a group and all directors and past directors of the Issuer who are not also executive officers of the Issuer as a group (4 persons)	800,000 [(1)]	$0.15	N/A	5 years from the Listing Date	N/A
All other employees and past employees of the Issuer as a group	Nil	N/A	N/A	N/A	N/A
All consultants of the Issuer as a group	Nil	N/A	N/A	N/A	N/A
Any other holders of Options	Nil	N/A	N/A	N/A	N/A
TOTAL	**800,000**				

(1) These Options were granted to the directors and officers of the Issuer on December 1, 2016, as follows: 200,000 Options to each of Robert Coltura, Jerry Minni, Jeff Tindale and Darren Lindsay.

Stock Option Plan

The Issuer has adopted a 10% rolling incentive stock option plan (the "Stock Option Plan), which provides that the Board of the Issuer may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Issuer non-transferable options ("Options") to purchase up to 10% of the issued and outstanding Common Shares of the Issuer at the date of grant of such Options, except that prior to the Common Shares being listed for trading on the Exchange the number of Common Shares which will be available for purchase pursuant to Options granted under the Stock Option Plan may exceed 10% of the number of issued and outstanding Common Shares on the particular date of grant of Options. In addition, no Options may be granted under the Stock Option Plan if the number of Common Shares, calculated on a fully diluted basis, issued within 12 months to (i) Related Persons, exceeds 10% of the outstanding Common Shares of the Issuer, or (ii) a Related Person and the Associates of the Related Person, exceeds 5% of the outstanding Common Shares of the Issuer. The Board will determine the price per Common Share and the number of Common Shares which may be allotted to each director, officer, employee and consultant and all other terms and conditions of the Options, subject to the rules of the Exchange, when such Options are granted. Options must be exercised within 90 days of termination of employment or cessation of the option holder's position with the Issuer, subject to the expiry date of such Option and certain other provisions of the Stock Option Plan. The price per Common Share set by the Board, provided that the Common Shares are traded on an organized trading facility, shall not be less than the closing trading price of the Common Shares on the last day prior to the date on which such Option is granted, less the applicable discount permitted (if any) by such applicable exchange or market.

ESCROWED SECURITIES

The Issuer has issued a total of 2,400,000 Common Shares (the "Escrow Shares") to principals and related persons of the Issuer, as defined in National Policy 46-201 – Escrow for Initial Public Offerings and Policy 1 - Interpretation of the Exchange (the "Escrow Policy"), respectively.

The following table sets out the Escrow Shares which are expected to be subject to escrow restrictions imposed by the Escrow Policy:

Designation of Class	Number of Securities in Escrow	Percentage of Class as at the date of this Prospectus	Percentage of Class After Completion of Offering(1)(2)
Common Shares	2,400,000	33.67%	23.01%

(1) Does not include any Common Shares issued upon the exercise of the Agent's Warrants and Options.

(2) Includes 100,000 Common Shares issuable no later than 15 days after the Listing Date pursuant to the Option Agreement. See "Narrative Description of the Business – Berger-Golden Eagle Mineral Property".

As required by applicable securities laws, concurrent with the closing of the Offering, the shareholders of the Issuer described below will enter into a Form 46-201F1 escrow agreement with Trustco and the Issuer (the "Escrow Agreement"), pursuant to which such shareholders will agree to deposit an aggregate of 2,400,000 Escrow Shares into escrow with Trustco as escrow agent. Under the terms of the Escrow Policy, the Issuer will, at the time of the Offering, be categorized as an "emerging" issuer. The Escrow Agreement provides that 10% of the number of Escrow Shares held thereunder will be released on the date that the Common Shares are listed and posted for trading on the Exchange (the "Listing Date"), and an additional 15% of the number of securities originally held thereunder shall be released on each of 6 months, 12 months, 18 months, 24 months, 30 months and 36 months from the date of the Listing Date.

The following is a list of the holders of the Escrow Shares:

Name	Number of Escrowed Shares
Robert Coltura	1,200,000
Jerry Minni	1,200,000
TOTAL	**2,400,000**

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and officers of the Issuer, the only persons as at the date hereof who, beneficially own, directly or indirectly, or exercise control or direction over, more than 10% of the Common Shares, are as follows:

Name	Type of Ownership	Number of Common Shares	Percentage of Class as at the date of this Prospectus	Percentage of Class After Giving Effect to the Completion of the Offering(1) (2)
Robert Coltura	Direct	1,200,000	16.8%	11.50%
Jerry Minni	Direct	1,200,000	16.8%	11.50%
Shelagh Tracey	Direct	900,000	12.62%	8.63%
Joe Carreira	Direct	750,000	10.5%	7.19%

(1) This assumes a total of 10,428,000 Common Shares are outstanding upon completion of the Offering (including 100,000 Common Shares issuable no later than 15 days after the Listing Date pursuant to the Option Agreement) and that the principal shareholder does not acquire any securities pursuant to the Offering. This also excludes any Common Shares which may be issued upon the exercise of the Agent's Warrants or Options.

(2) On a fully diluted basis, including Common Shares which may be issued upon the exercise of the Agent's Warrants and the Options, the figures will be 12.19%, 12.19%, 7.84% and 6.53%, respectively.

DIRECTORS, OFFICERS AND PROMOTERS

The following table describes the names and the municipalities of residence of the directors, executive officers and the management of the Issuer, their positions and offices with the Issuer and their principal occupations during the past five years. The following information relating to the directors and officers is based on information received by the Issuer from said persons.

Name and Municipality of Residence	**Position and Term with the Issuer**	**Principal Occupation and Occupation During the Past Five Years**
Robert Coltura Langley, BC Canada	Chief Executive Officer, Director and Promoter	President of Matalia Investments Ltd., October, 1993 to present; President and CEO of Golden Peak Minerals Inc. since April, 2011 to June, 2016 and Director from March, 2011 to June, 2016; President, Director and CEO of Carrara Exploration Corp from December, 2014 to present; President, Director and CEO of Stone Ridge Exploration from January, 2012 to present; President, CEO and Director of APAC Resources from May, 2016 to present; Director of Four River Ventures from June, 2016 to November, 2016; Director of Pacific Potash Corp. since June, 2013 to October, 2013; President and CEO of Portofino Resources Inc. from March 2012 to October 2016, and Director from March, 2012 to November, 2016; President, CEO and Director of Montego Resources Inc. from July, 2012 to October, 2016; Director of GMV Minerals Inc. from April, 2014 to present; Director of Turquoise Capital Corp. from March, 2013 to May, 2014; President and CEO of Trigold Resources Inc. from November, 2010 to February 2013 and director from November 2010 to September, 2013; Director of Graphene 3D Labs from June, 2011 to May , 2016; Director of Portola Resources Inc. from June, 2011 to July, 2016; CFO of 88 Capital Corp. from April, 2012 to December, 2012 and director from March, 2011 to December, 2012; President, Director and CEO of GoldStar Minerals Inc. from May, 2010 to June, 2012; President, Director and CEO of Highpointe Exploration Inc. from November, 2009 to December, 2012; President and CEO of Mega Copper Ltd. from April, 2009 to February, 2012; and Director of Iron South Mining Corp. from August, 2002 to September, 2013.
Jerry A. Minni[(1)] West Vancouver, BC Canada	Chief Financial Officer, Director and Promoter	Chief Executive Officer of Mcorp Investment Group from 1992 to present; and a Certified General Accountant since 1988; Director of Whitewater Capital Corp. from December 2014 to present; CFO and Director of Apac Resources Inc. from May 2011 to present; CFO and Director of Universal Ventures Inc. from March 2011 to present; CFO and Director of Stone Ridge Explorations Inc. from January 2012 to present; Director of Trinity Valley Energy Corp. from April 2014 to September 2016; CFO and Director of Montego Resources Inc. from July 2012 to

Name and Municipality of Residence	Position and Term with the Issuer	Principal Occupation and Occupation During the Past Five Years
		July 2016; CFO and Director of Portofino Resources Inc. from June 2011 to July 2016; CFO and Director of Portola Resources Inc. from April 2010 to May 2016; Director of Maccabi Ventures Inc. from November 2014 to January 2016; CFO of Plate Resources Inc. from March 2011 to June 2015; CFO and Director of Golden Peak Minerals Inc. from April 2011 to June 2015; CFO and Director of Walker River Resources Inc. from December 2010 to September 2014; CFO and Director of Graphene 3D Labs Inc. (formerly Matnic Resources Inc.) from January 2011 to August 2014; CFO and Director of Noka Resources Inc. from December 2010 to June 2014; CFO and Director of Trigold Resources Inc. from November 2010 to July 2013; CFO and Director of Bravura Ventures Corp. from January 2011 to March 2013; Director of Dragonfly Capital Corp. from March 2010 to January 2013; Director of Pure Energy Corp. from September 2010 to January 2013; CFO and Director of Revolver Resources Inc. from December 2010 to September 2012; CFO and Director of Pacific Arc Resources Inc. from January 2010 to July 2012; CEO and Director of Rio Grande Mining Corp. from May 2007 to June 2012; CFO and Director of Highpointe Exploration Inc. from February 2010 to March 2012; and CFO and Director of Fairmont Resources Inc. from May 2007 to September 2011.
Jeff Tindale(1) West Vancouver, BC Canada	Director	President and CEO of Cliffmont Resources Inc. from August 2009 to Present; Director of Patriot One Technologies Inc. from April 2016 to Present; Director of Nomad Ventures Inc. from October 2016 to Present;
Darren Lindsay (1) Vancouver, BC Canada	Director	President, CEO and Director of Castle Peak Mining Ltd. from October 2010 to Present; Professional Geoscientist from 2005 to present.

(1) Member of Audit Committee.

Each of the directors of the Issuer will hold office until the next annual general meeting of the shareholders of the Issuer pursuant to the British Columbia *Business Corporations Act*, or unless his office is earlier vacated in accordance with the Articles of the Issuer, or with the provisions of the British Columbia *Business Corporations Act*.

As at the date hereof, the directors and officers of the Issuer currently own, directly or indirectly, or exercise control or direction over, 2,400,000 Common Shares, or 33.67% of the issued and outstanding Common Shares. After the completion of the Offering and after issuance of the 100,000 Common Shares pursuant to the exercise of the Option Agreement, and prior to the exercise of any other outstanding rights to acquire Common Shares (including the Agent's Warrants and Options), the directors and officers of the Issuer will own approximately 23% of the issued and outstanding Common Shares if the Offering is achieved.

Management and Key Personnel

Robert Coltura (Age 52) - Chief Executive Officer, Promoter and Director

Mr. Robert Coltura is the Chief Executive Officer, promoter and a director of the Issuer. Mr. Coltura has served as Chief Executive Officer and a director of the Issuer since December 14, 2012. Mr. Coltura is a consultant to the Issuer and provides his services on a part time basis.

Mr. Coltura is a businessman and is President and principal shareholder of Matalia Investments Ltd., a company that provides management consulting and corporate finance services to public and private companies. Mr. Coltura has several years' experience with reporting issuers including Iron South Mining Corp. (fr Panthera Exploration Inc.), BonTerra Resources Inc., 88 Capital Corp., Fairmont Resources Inc., Mega Copper Ltd., Highpointe Exploration Inc., Goldstar Minerals Inc., Portola Resources Inc., Trigold Resources Inc. and Graphene 3D Labs Inc.

Mr. Coltura has not entered into a non-competition or non-disclosure agreement with the Issuer.

Mr. Coltura will devote approximately 20% of his time to the affairs of the Issuer.

Jerry A. Minni (Age 57) - Chief Financial Officer, Promoter and Director

Mr. Jerry A. Minni is the Chief Financial Officer, promoter and a director of the Issuer and provides his services to the Issuer on a part-time basis. He has served as Chief Financial Officer and a director of the Issuer since December 14, 2012.

Mr. Minni, a Certified General Accountant, has 31 years expertise in the administration, management and financing of venture companies. Mr. Minni is currently a director and the Chief Financial Officer of several reporting issuers including APAC Resources Inc., Stone Ridge Explorations Inc. and Universal Ventures Inc. He is also a director of Whitewater Capital Corp.

Mr. Minni has not entered into a non-competition or non-disclosure agreement with the Issuer.

Mr. Minni will devote approximately 15% of his time to the affairs of the Issuer.

Directors

Jeff Tindale (Age 46) – Director

Mr. Tindale is a Director of the Issuer and provides his services to the Issuer on a part time basis. He has served as a Director of the Issuer since November 10, 2016.

Mr. Tindale has over 9 years of executive experience with reporting issuers on the Exchange. Mr. Tindale is currently a director of Patriot One Technologies Inc., Nomad Ventures Inc. and the President and Chief Executive Officer of Cliffmont Resources Ltd.

Mr. Tindale has not entered into a non-competition or non-disclosure agreement with the Issuer.

Mr. Tindale will devote approximately 10% of his time to the affairs of the Issuer.

Darren Lindsay (Age 48) – Director

Mr. Lindsay is a Director of the Issuer and provides his services to the Issuer on a part time basis. He has served as a Director of the Issuer since November 10, 2016.

Mr. Lindsay is a professional geoscientist who has been registered with the Association of Professional Engineers and Geoscientists of British Columbia (APEGBC) for over 11 years. Mr. Lindsay has over four years of executive experience and is also currently a director and the President and Chief Executive Officer of Castle Peak Mining Ltd.

Mr. Lindsay has not entered into a non-competition or non-disclosure agreement with the Issuer.

Mr. Lindsay will devote approximately 10% of his time to the affairs of the Issuer.

Reporting Issuer Experience of the Directors, Officers and Promoters of Issuer

The following table sets out the directors, officers and promoters of the Issuer that are, or have been within the last five years, directors, officers, promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction:

Name	Name of Reporting Issuer	Exchange or Market	Position	From	To
Robert Coltura	APAC Resources Inc.	CSE	President, CEO & Director	05/2016	Present
	Stone Ridge Exploration Corp.	CSE	President, CEO & Director	01/2012	Present
	GMV Minerals Inc.	TSXV	Director	04/2014	Present
	Carrara Exploration Corp.	CSE	President, CEO & Director	12/2014	Present
	Montego Resources Inc.	CSE	President, CEO & Director	07/2012	10/2016
	Portofino Resources Inc.	TSXV	President & CEO	03/2012	10/2016
			Director	03/2012	11/2016
	Four River Ventures	TSXV	Director	06/2016	11/2016
	Golden Peak Minerals Inc.	TSXV	President & CEO	04/2011	06/2016
			Director	03/2011	06/2016
	Portola Resources Inc.	TSXV	Director	06/2011	07/2016
	Graphene 3D Labs Inc. (formerly MatNic Resources Inc.)	TSXV	Director	06/2011	05/2016
	Turquoise Capital Corp.	TSXV	Director	03/2013	05/2014
	Pacific Potash Corp.	TSXV	Director	06/2013	10/2013
	Trigold Resources Inc.	TSXV	President & CEO	11/2010	02/2013
			Director	11/2010	09/2013
	Iron South Mining Corp.	TSXV	Director	08/2002	09/2013
	88 Capital Corp.	TSXV	CFO	04/2012	12/2012
			Director	03/2011	12/2012
	Highpointe Exploration Inc.	TSXV	President, CEO & Director	11/2009	12/2012
	GoldStar Minerals Inc.	TSXV	President, CEO & Director	05/2010	06/2012
	Mega Copper Ltd.	TSXV	President & CEO	04/2009	02/2012
Jerry A. Minni	Whitewater Capital Corp.	CSE	Director	12/2014	Present
	APAC Resources Inc.	CSE	CFO & Director	05/2011	Present
	Universal Ventures Inc.	TSXV	CFO & Director	03/2011	Present

Name	Name of Reporting Issuer	Exchange or Market	Position	From	To
	Stone Ridge Explorations Inc.	CSE	CFO & Director	01/2012	Present
	Trinity Valley Energy Corp.	TSXV	Director	04/2014	09/2016
	Montego Resources Inc.	CSE	CFO & Director	07/2012	07/2016
	Portofino Resources Inc.	TSXV	CFO & Director	06/2011	07/2016
	Portola Resources Inc.	TSXV	CFO & Director	04/2010	05/2016
	Maccabi Ventures Inc.	CSE	Director	11/2014	01/2016
	Plate Resources Inc.	TSXV	CFO	03/2011	06/2015
	Golden Peak Minerals Inc.	TSXV	CFO & Director	04/2011	06/2015
	Walker River Resources Inc.	TSXV	CFO & Director	12/2010	09/2014
	Graphene 3D Labs Inc. (formerly Matnic Resources Inc.)	TSXV	CFO & Director	01/2011	08/2014
	Noka Resources Inc.	TSXV	CFO & Director	12/2010	06/2014
	Trigold Resources Inc.	TSXV	CFO & Director	11/2010	07/2013
	Bravura Ventures Corp.	TSXV	CFO & Director	01/2011	03/2013
	Dragonfly Capital Corp.	TSXV	Director	03/2010	01/2013
	Pure Energy Corp.	TSXV	Director	09/2010	01/2013
	Revolver Resources Inc.	TSXV	CFO & Director	12/2010	09/2012
	Pacific Arc Resources Inc.	TSXV	CFO & Director	01/2010	07/2012
	Rio Grande Mining Corp.	TSXV	CEO & Director	05/2007	06/2012
	Highpointe Exploration Inc.	TSXV	CFO & Director	02/2010	03/2012
	Fairmont Resources Inc.	TSXV	CFO & Director	05/2007	09/2011
Jeff Tindale	Patriot One Technologies Inc.	TSXV	Director	04/2016	Present
	Nomad Ventures Inc.	TSXV	Director	10/2016	Present
	Cliffmont Resources Ltd.	TSXV	President and CEO	08/2009	Present
	Batero Gold Corp.	TSXV	Director	01/2008	07/2010
Darren Lindsay	Castle Peak Mining Ltd.	TSXV	President, CEO & Director	03/2011	Present
	Kodiak Exploration Ltd.	TSXV	V.P. Exploration	01/2010	10/2010

Corporate Cease Trade Orders Or Bankruptcies

Except as set out below, no director or executive officer of the Issuer is, as at the date of this Prospectus, or was within 10 years before the date of this Prospectus, a director, chief executive officer or chief financial officer of any company (including the Issuer), that:

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

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

Mr. Tindale has been the president and chief executive officer of Cliffmont Resources Inc. ("Cliffmont") from August 2009 to the present date. Cliffmont is listed on the TSX Venture Exchange. On February 5, 2016 and February 9, 2016 the British Columbia Securities Commission and the Ontario Securities Commission, respectively, issued cease trade orders ceasing all trading securities of Cliffmont, in connection with Cliffmont failure to file its financial statements, management's discussion and analysis and certifications of the foregoing filings for the financial year ended September 30, 2015. The aforementioned cease trade orders remain in effect.

No director or executive officer of the Issuer, and no shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer:

(a) is, as at the date of this Prospectus, or has been within the 10 years before the date of this Prospectus, a director or executive officer of any company (including the Issuer) 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 of this Prospectus, 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

No director or executive officer of the Issuer, and no shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer, has been subject to:

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

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

Conflicts Of Interest

There are potential conflicts of interest to which the directors and officers of the Issuer will be subject in connection with the operations of the Issuer. In particular, certain of the directors and officers of the Issuer are involved in managerial and/or director positions with other companies whose operations may, from time to time, be in direct competition with those of the Issuer. Conflicts, if any, will be subject to the procedures and remedies available under the Business Corporations Act. The Business Corporations Act provides that in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided by the Business Corporations Act. See "Risk Factors – Conflicts of Interest" for further details.

EXECUTIVE COMPENSATION

Compensation Discussion & Analysis

The Issuer was not a reporting issuer at any time during the most recently completed financial period. It is expected that in the future the directors and officers of the Issuer, including the Named Executive Officers (as defined below), will be granted, from time to time, incentive stock options in accordance with the Issuer's Stock Option Plan. See

"Options and Other Rights to Purchase Securities of the Issuer – Stock Option Plan" for a summary of the terms of the Issuer's Stock Option Plan. Given the Issuer's size and its stage of development, the Issuer has not appointed a compensation committee or formalized any guidelines with respect to compensation at this time. It is anticipated that once the Issuer becomes a reporting issuer, the Board will consider appointing such a committee and adopting such guidelines. The Issuer currently relies solely on Board discussion without any formal objectives, criteria and analysis to determine the amount of compensation payable to directors and all officers of the Issuer.

Philosophy

Compensation paid to the Named Executive Officers is based on the size and stage of development of the Issuer and reflects the need to provide incentive and compensation for the time and effort expended by the Named Executive Officers, while taking into account the financial and other resources of the Issuer, as well as increasing shareholder value.

The Issuer is a private junior mineral exploration company without revenue and therefore certain compensation factors were considered and not included within the compensation structure and philosophy. Some of the factors not considered were target share ownership guidelines, pension plans, specific target weightings, and percentage of compensation at risk.

The Issuer's executive compensation currently consists of long-term incentives in the form of participation in the Issuer's Stock Option Plan. Once the Issuer becomes a reporting issuer, it is expected that the Board will review the compensation of Named Executive Officers and make adjustments, if appropriate, to ensure that the compensation of the Named Executive Officers is commensurate with the services they provide.

Base Salary

It is expected that once the Issuer becomes a reporting issuer, base salary will be the principal component of executive compensation and the base salary for each executive officer will be based on the position held, the related responsibilities and functions performed by the executive and salary ranges for similar positions in comparable companies. Individual and corporate performance will also be taken into account in determining base salary levels for executives.

Option-based Awards

The Issuer believes that encouraging its officers and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Issuer's Stock Option Plan. Options will be granted to management and employees taking into account a number of factors, including, base salary and bonuses and competitive factors.

The stock option component of compensation provided by the Issuer is intended to advance the interests of the Issuer by encouraging the directors, officers, employees and consultants of the Issuer to acquire shares, thereby increasing their proprietary interest in the Issuer, encouraging them to remain associated with the Issuer and furnishing them with additional incentive in their efforts on behalf of the Issuer in the conduct of its affairs. Grants under the Issuer's Stock Option Plan are intended to provide long term awards linked directly to the market value performance of the Issuer's shares. The Board will review management's recommendations for the granting of stock options to management, directors, officers and other employees and consultants of the Issuer and its subsidiaries. Stock options are granted according to the specific level of responsibility of the particular executive. The number of outstanding Options is also considered by the Board when determining the number of Options to be granted in any particular year due to the limited number of Options which are available for grant under the Issuer's Stock Option Plan.

Compensation Risk Assessment and Mitigation

The Board has considered the implications of the risks associated with the Issuer's compensation policies and practices. The Board is responsible for setting and overseeing the Issuer's compensation policies and practices. The Board does not provide specific monitoring and oversight of compensation policies and practices, but does review, consider and adjust these matters annually. The Issuer does not use any specific practices to identify and mitigate compensation policies that could encourage a Named Executive Officer or individual at a principal business unit or division to take inappropriate or excessive risks. These matters are dealt with on a case-by-case basis. The Issuer currently believes that none of its policies encourage its Named Executive Officers to take such risks. The Issuer has not identified any risks arising from its compensation policies and practices that are reasonably likely to have a material adverse effect on the Issuer.

There are no restrictions on Named Executive Officers or directors regarding the purchase of financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officers or directors. For the year ended August 31, 2016, no Named Executive Officer or director, directly or indirectly, employed a strategy to hedge or offset a decrease in market value of equity securities granted as compensation or held.

Named Executive Officers

In this section, “Named Executive Officer” means (a) the Issuer’s chief executive officer (the “CEO”), including an individual performing functions similar to a CEO, (b) the Issuer’s chief financial officer (the “CFO”), including an individual performing functions similar to a CFO, (c) the most highly compensated executive officer of the Issuer, and its subsidiaries, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*, for that financial year; and (d) each individual who would be a Named Executive Officer under (c) but for the fact that the individual was not an executive officer of the Issuer and was not acting in a similar capacity, at the end of that financial year.

During the Issuer’s fiscal year ended August 31, 2016 and August 31, 2015, the following individuals were the Named Executive Officers of the Issuer:

- Robert Coltura, CEO
- Jerry Minni, CFO

Director and Named Executive Officer Compensation, Excluding Compensation Securities

Table of Compensation Excluding Compensation Securities

The following table provides a summary of compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Issuer to each Named Executive Officer and director of the Issuer during the fiscal years ended August 31, 2016 and August 31, 2015:

Name and Position	Year	Salary, Consulting Fee, Retainer or Commission ($)	Bonus ($)	Committee or Meeting Fees ($)	Value of Perquisites ($)	Value of all other Compensation ($)	Total Compensation ($)
Robert Coltura CEO and Director	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Jerry Minni CFO and Director	2016	Nil	Nil	Nil	Nil	$6,734 (1)	Nil
	2015	Nil	Nil	Nil	Nil	$5,176 (2)	Nil

(1) The Issuer paid the sum of $4,650 to J.A. Minni & Associates Inc., a private company controlled by Jerry Minni, for accounting services and the sum of $2,084 to Earls Cove Financial Corp., a private company controlled by Jerry Minni, for office premises. See “Related Transactions” above.

(2) The Issuer paid the sum of $5,176 to Earls Cove Financial Corp., a private company controlled by Jerry Minni, for office premises. See “Related Transactions” above.

Stock Options and Other Compensation Securities

Table of Compensation Securities

The following table discloses all compensation securities granted or issued to each director and Named Executive Officer by the Issuer or one of its subsidiaries during the fiscal year ended August 31, 2016 for services provided or to be provided, directly or indirectly, to the Issuer or any of its subsidiaries:

Name and Position	Type of Compensa-tion Security	Number of Compensation Securities, Number of Underlying Securities(1) and Percentage of Class	Date of Issue or Grant	Issue, Conversion or Exercise Price ($)	Closing Price of Security or Underlying Security on Date of Grant ($)	Closing Price of Security or Underlying Security at Year End ($)	Expiry Date
Robert Coltura CEO and Director	Nil	Nil	N/A	N/A	N/A	N/A	N/A
Jerry Minni CFO and Director	Nil	Nil	N/A	N/A	N/A	N/A	N/A

Exercises of Compensation Securities by Named Executive Officers and Directors

No compensation securities were exercised by the directors and Named Executive Officers of the Issuer during the financial year ended August 31, 2016.

Recent Significant Changes to the Issuer's Compensation Policies

There have been no significant changes to the Issuer's compensation policies during the financial year ended August 31, 2016 that could or will have an effect on director or Named Executive Officer compensation.

Employment, Consulting and Management Agreements

The Issuer is not party to any employment, consulting or management agreement with a Named Executive Officer or a person performing services of a similar capacity.

There are no arrangements for compensation with respect to the termination of Named Executive Officers, included in the event of a change of control.

Pension Plan Benefits

The Issuer does not provide retirement benefits for directors or executive officers.

Compensation of Directors

The directors of the Issuer are also Named Executive Officers. See *"Executive Compensation – Named Executive Officers"*.

Director Compensation Table

The following table provides a summary of compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Issuer to each director of the Issuer who is not a Named Executive Officer of the Issuer during the fiscal year ended August 31, 2016:

Name	Fees Earned ($)	Share-Based Awards ($)	Option-Based Awards ($)	Non-Equity Incentive Plan Compensation ($)	All Other Compensation ($)	Total Compensation ($)
Darren Lindsay	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**

Jeff Tindale	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**

Except as otherwise disclosed herein, there were no standard arrangements, or other arrangements in addition to or in lieu of standard arrangements, under which the directors were compensated by the Issuer for services in their capacity as a director (including any additional amounts payable for committee participation or special assignments), during the most recently completed financial year ended August 31, 2016. No directors' fees are expected to be paid by the Issuer.

All directors are also entitled to be reimbursed for reasonable expenses incurred on behalf of the Issuer.

There are no arrangements for compensation with respect to the termination of directors in the event of a change or control of the Issuer.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

The Audit Committee's Charter

A. PURPOSE

The overall purpose of the Audit Committee (the "Committee") is to ensure that the Issuer's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Issuer and to review the Issuer's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board, the majority of whom are "independent" as defined in NI 52-110 *Audit Committees* ("NI 52-110").

2. All members of the Committee shall be "financially literate" as defined in NI 52-110.

3. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

4. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.

5. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

6. The Committee shall have access to such officers and employees of the Issuer and to the Issuer's external auditors, and to such information respecting the Issuer, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

7. Meetings of the Committee shall be conducted as follows:

    (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;

    (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and

(c) management representatives may be invited to attend all meetings except private sessions with the external auditors.

8. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Issuer as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

C. ROLES AND RESPONSIBILITIES

1. The overall duties and responsibilities of the Committee shall be as follows:

   (a) to assist the Board in the discharge of its responsibilities relating to the Issuer's accounting principles, reporting practices and internal controls and its approval of the Issuer's annual and interim consolidated financial statements and related financial disclosure;

   (b) to establish and maintain a direct line of communication with the Issuer's internal and external auditors and assess their performance;

   (c) to ensure that the management of the Issuer has designed, implemented and is maintaining an effective system of internal financial controls; and

   (d) to report regularly to the Board on the fulfilment of its duties and responsibilities.

2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:

   (a) to recommend to the Board a firm of external auditors to be engaged by the Issuer, and to verify the independence of such external auditors;

   (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;

   (c) review the audit plan of the external auditors prior to the commencement of the audit;

   (d) to review with the external auditors, upon completion of their audit:

      (i) contents of their report;

      (ii) scope and quality of the audit work performed;

      (iii) adequacy of the Issuer's financial and auditing personnel;

      (iv) co-operation received from the Issuer's personnel during the audit;

      (v) internal resources used;

      (vi) significant transactions outside of the normal business of the Issuer;

      (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and

      (viii) the non-audit services provided by the external auditors;

   (e) to discuss with the external auditors the quality and not just the acceptability of the Issuer's accounting principles; and

   (f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.

3. The duties and responsibilities of the Committee as they relate to the Issuer's internal auditors are to:

   (a) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;

   (b) review and approve the internal audit plan; and

   (c) review significant internal audit findings and recommendations, and management's response thereto.

4. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Issuer are to:

   (a) review the appropriateness and effectiveness of the Issuer's policies and business practices which impact on the financial integrity of the Issuer, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;

   (b) review compliance under the Issuer's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;

   (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Issuer; and

   (d) periodically review the Issuer's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

5. The Committee is also charged with the responsibility to:

   (a) review and approve the Issuer's interim financial statements and related Management's Discussion & Analysis ("MD&A"), including the impact of unusual items and changes in accounting principles and estimates;

   (b) review and approve the financial sections of:

      (i) the annual report to shareholders;

      (ii) the annual information form;

      (iii) annual MD&A;

      (iv) prospectuses;

      (v) news releases discussing financial results of the Issuer; and

      (vi) other public reports of a financial nature requiring approval by the Board,

      and report to the Board with respect thereto;

   (c) review regulatory filings and decisions as they relate to the Issuer's consolidated financial statements;

   (d) review the appropriateness of the policies and procedures used in the preparation of the Issuer's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;

   (e) review and report on the integrity of the Issuer's consolidated financial statements;

(f) review the minutes of any audit committee meeting of subsidiary companies;

(g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Issuer and the manner in which such matters have been disclosed in the consolidated financial statements;

(h) review the Issuer's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and

(i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board following each annual general meeting of shareholders.

Composition of the Audit Committee

The members of the Issuer’s Audit Committee are Jerry Minni, Jeff Tindale and Darren Lindsay. All members are considered to be financially literate Messrs. Tindale and Lindsay are independent directors. Mr. Minni is not independent as he is an executive officer of the Issuer.

A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Issuer. A material relationship means a relationship which could, in the view of the Issuer’s Board, reasonably interfere with the exercise of a member’s independent judgment.

A member of the Audit Committee is considered financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Issuer.

Relevant Education and Experience

Each member of the Issuer’s present and proposed Audit Committee has adequate education and experience that is relevant to his performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

(a) an understanding of the accounting principles used by the Issuer to prepare its financial statements and the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and provisions;

(b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Issuer’s financial statements or experience actively supervising individuals engaged in such activities; and

(c) an understanding of internal controls and procedures for financial reporting.

Jerry Minni

Mr. Minni, a Certified General Accountant with 31 years expertise in the administration, management and financing of venture companies. Mr. Minni is currently a director and the Chief Financial Officer of several reporting issuers including APAC Resources Inc., Stone Ridge Explorations Inc. and Universal Ventures Inc. He is also a director of Whitewater Capital Corp.

Jeff Tindale

Mr. Tindale has over 9 years of executive experience with reporting issuers on the Exchange. Mr. Tindale is currently a director of Patriot One Technologies Inc., Nomad Ventures Inc. and the President and Chief Executive Officer of Cliffmont Resources Ltd.

Darren Lindsay

Mr. Lindsay is a professional geoscientist who has been registered with the Association of Professional Engineers and Geoscientists of British Columbia (APEGBC) for over 11 years. Mr. Lindsay has over four years of executive experience and is also currently a director and the President and Chief Executive Officer of Castle Peak Mining Ltd.

See "Directors, Officers and Promoters – Management and Key Personnel" for further details.

Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any external auditor that was not adopted by the Board.

Pre-Approval Policies and Procedures

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

External Auditor Service Fees

Fees incurred with Manning Elliott LLP for audit and non-audit services during the two most recently completed financial years ended August 31, 2016 and 2015 for audit fees are outlined in the following table:

Nature of Services	**Fees Billed by the Auditor During the Period Ended August 31, 2016**	**Fees Billed by the Auditor During the Period Ended August 31, 2015**
Audit Fees(1)	Nil	Nil
Audit-Related Fees(2)	Nil	Nil
Tax Fees(3)	Nil	Nil
All Other Fees(4)	Nil	Nil
Total	Nil	Nil

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Issuer's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits. The Issuer's auditor billed the Issuer $[●] plus GST in respect of the audited financial statements contained in this Prospectus, after the financial year ended August 31, 2016.

(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) "All Other Fees" include all other non-audit services.

Reliance on Certain Exemptions

The Issuer is relying on the exemption in section 6.1 of NI 52-110, which exempts venture issuers, as defined in NI 52-110, from certain reporting obligations under NI 52-110 for their most recently completed financial year.

Corporate Governance

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Issuer. A material relationship is a relationship which could, in the view of the Issuer's Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

The independent members of the Board of the Issuer at present are Jeff Tindale and Darren Lindsay.

The non-independent directors of the Issuer are Robert Coltura, the current Chief Executive Officer and a director of the Issuer, and Jerry Minni, the current Chief Financial Officer and a director of the Issuer.

The Board facilitates its independent supervision over management by having regular Board meetings and by establishing and implementing prudent corporate governance policies and procedures.

Directorships

Certain directors are presently a director of one or more other reporting issuers. See "Directors, Officers and Promoters - Reporting Issuer Experience of the Directors, Officers and Promoters of the Issuer" above for further details.

Orientation and Continuing Education

When new directors are appointed they receive orientation, commensurate with their previous experience, on the Issuer's business, assets and industry and on the responsibilities of directors. Board meetings may also include presentations by the Issuer's management and employees to give the directors additional insight into the Issuer's business.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Issuer's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Issuer.

Nomination of Directors

The Board will consider its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Issuer, this policy will be reviewed.

Compensation

Management of the Issuer will conduct an annual review of the compensation of the Issuer's directors and executive officers and make recommendations to the Board. The Board determines compensation for the directors and executive officers.

Other Board Committees

The Board has no other committees other than the Audit Committee.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees. The Board does not consider that formal assessments would be useful at this stage of the Issuer's development. The Board conducts informal annual assessments of the Board's effectiveness, the individual directors and the Audit Committee. As part of the assessments, the Board may review its mandate and conduct reviews of applicable corporate policies.

DIVIDEND RECORD AND POLICY

There is no restriction that would prevent the Issuer from paying dividends on the Common Shares. However, the Issuer has not paid any dividends on its Common Shares and it is not contemplated that the Issuer will pay any dividends on its Common Shares in the immediate or foreseeable future.

RISK FACTORS

The Issuer is in the business of exploring and developing mineral properties, which is a highly speculative endeavour. **A purchase of any of the securities offered hereunder involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities offered hereunder should not constitute a major portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment.** Prospective purchasers should evaluate carefully the following risk factors associated with an investment in the Issuer's securities prior to purchasing any of the securities offered hereunder.

Insufficient Capital

The Issuer does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. To maintain its activities, the Issuer will require additional funds which may be obtained either by the sale of equity capital or by entering into an option or joint venture agreement with a third party providing such funding. There is no assurance that the Issuer will be successful in obtaining such additional financing; failure to do so could result in the loss or substantial dilution of the Issuer's interest in the Property. The Issuer's unallocated working capital will not suffice to fund the recommended Stage 2 work program on the Property and there is no assurance that the Issuer can successfully obtain additional financing to fund such Stage 2 program.

Limited Operating History

The Issuer has no history of earnings. There are no known commercial quantities of mineral reserves on the Issuer's property. The Issuer is in the process of carrying out exploration and development with the objective of establishing economic quantities of mineral reserves. There can be no assurance that the Issuer will achieve profitability in the future.

Exploration and Development Risks

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Issuer may be affected by numerous factors that are beyond the control of the Issuer and that cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals and environmental protection, the combination of which factors may result in the Issuer not receiving an adequate return of investment capital. All of the claims to which the Issuer has a right to acquire an interest are in the exploration stage only and are without a known body of commercial ore. Development of the subject mineral properties would follow only if favourable exploration results are obtained.

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. There is no assurance that the Issuer's mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the

Issuer's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors.

Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Lack of Availability of Resources

Mining exploration requires ready access to mining equipment such as drills, and crews to operate that equipment. There can be no assurance that such resources will be available to the Issuer on a timely basis or at a reasonable cost. Failure to obtain these resources when needed may result in delays in the Issuer's exploration programs.

Resale of Shares

The continued operation of the Issuer will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Issuer is unable to generate such revenues or obtain such additional financing, any investment in the Issuer may be lost. In such event, the probability of resale of the Shares purchased would be diminished.

Requirement for Additional Financing

The further development and exploration of the Issuer's projects depends upon the Issuer's ability to obtain financing through equity financing, joint ventures, debt financing, or other means. There is no assurance that the Issuer will be successful in obtaining required financing as and when needed. Volatile markets for precious and base metals may make it difficult or impossible for the Issuer to obtain equity financing or debt financing on favourable terms or at all. Failure to obtain additional financing on a timely basis may cause the Issuer to postpone its exploration and development plans, forfeit rights in some or all of its properties or reduce or terminate some or all of its operations.

Negative Operating Cash Flow

The Issuer has negative operating cash flow and has incurred losses since its founding. The losses and negative operating cash flow are expected to continue for the foreseeable future as funds are expended on the exploration program on the Property and on administrative costs. The Issuer cannot predict when it will reach positive operating cash flow.

Uninsurable Risks

The Issuer's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Issuer's properties or the properties of others, delays in mining, monetary losses and possible legal liability.

Although the Issuer intends to maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance may not cover all the potential risks associated with a mining company's operations. The Issuer may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Issuer or to other companies in the mining industry on acceptable terms. The Issuer might also become subject to liability for pollution or other hazards which may not be insured against or which the Issuer may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Issuer to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Environmental Regulations, Permits and Licenses

The Issuer's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Issuer intends to comply fully with all environmental regulations. The current or future operations of the Issuer, including development activities and commencement of production on its properties, require permits from various federal, provincial and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters.

Such operations and exploration activities are also subject to substantial regulation under applicable laws by governmental agencies that may require the Issuer to obtain permits from various governmental agencies. There can be no assurance, however, that all permits that the Issuer may require for its operations and exploration activities will be obtainable on reasonable terms or on a timely basis or that such laws and regulations will not have an adverse effect on any mining project which the Issuer might undertake.

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

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

To the best of the Issuer's knowledge, it is operating in compliance with all applicable environmental rules and regulations.

Mineral Exploration and Mining Carry Inherent Risks

Mineral exploration and mining operations are subject to hazards normally encountered in exploration, development and production. These include unexpected geological formations, rock falls, flooding dam wall failure and other incidents or conditions which could result in damage to plant or equipment or the environment and which could impact exploration and production throughput. Although the Issuer intends to take adequate precautions to minimize risk, there is a possibility of a material adverse impact on the Issuer's operations and its financial results.

Title Risks

Although the Issuer has exercised the usual due diligence with respect to determining title to properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Issuer's mineral property interests may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. Surveys have not been carried out on any of the Issuer's mineral properties in accordance with the laws of the jurisdiction in which such properties are situated; therefore, their existence and area could be in doubt. Until competing interests in the mineral lands have been determined, the Issuer can give no assurance as to the validity of title of the Issuer to those lands or the size of such mineral lands.

Aboriginal Land Claims

Many lands in British Columbia and elsewhere are or could become subject to aboriginal land claim to title, which could adversely affect the Issuer's title to its properties. The Issuer is required to obtain consent of the aboriginal title holders which may adversely affect the Issuer's activities. There can be no assurance that satisfactory agreements can be reached.

Competition

The mining industry is intensely competitive in all its phases, and the Issuer competes with other companies that have greater financial resources and technical facilities. Competition could adversely affect the Issuer's ability to acquire additional suitable properties or prospects in the future.

Management

The success of the Issuer is currently largely dependent on the performance of its board of directors and its senior management. The loss of the services of these persons will have a materially adverse effect on the Issuer's business and prospects. There is no assurance the Issuer can maintain the services of its board of directors and management or other qualified personnel required to operate its business. Failure to do so could have a material adverse affect on the Issuer and its prospects.

Metal Prices are Volatile

The mining industry is intensely competitive and there is no assurance that, even if commercial quantities of a mineral resource are discovered, a profitable market will exist for the sale of the same. There can be no assurance that metal prices will be such that the Issuer's properties can be mined at a profit. Factors beyond the control of the Issuer may affect the marketability of any minerals discovered. Metal prices are subject to volatile price changes from a variety of factors including international economic and political trends, expectations of inflation, global and regional demand, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. The supply of, and demand for, the Issuer's principal products and exploration targets, gold, copper and silver, is affected by various factors, including political events, economic conditions and production costs.

Infrastructure

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

Conflict of Interests

Certain of the directors and officers of the Issuer are directors or officers of, or have significant shareholdings in, other mineral resource companies and, to the extent that such other companies may participate in ventures in which the Issuer may participate or may wish to participate, the directors of the Issuer may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. Such other companies may also compete with the Issuer for the acquisition of mineral property rights. In the event that any such conflict of interest arises, a director or officer who has such a conflict will disclose the conflict to a meeting of the directors of the Issuer and, if the conflict involves a director, the director will abstain from voting for or against the approval of such a participation or such terms. In appropriate cases, the Issuer will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict. From time to time, several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In accordance with the provisions of the *Business Corporations Act* the directors and officers of the Issuer are required to act honestly in good faith, with a view to the best interests of the Issuer. In determining whether or not the Issuer will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the potential benefits to the Issuer, the degree of risk to which the Issuer may be exposed and its financial position at that time.

The Issuer Currently Depends on a Single Property

The Issuer's only material mineral property is the Berger-Golden Eagle Mineral Property. Unless the Issuer acquires or develops additional material properties or projects, the Issuer will be solely dependent upon the operation of the Berger-Golden Eagle Mineral Property for its revenue and profits, if any. If the Issuer loses or abandons its interest in the Berger-Golden Eagle Mineral Property, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange. There is also no guarantee that the Exchange will approve the acquisition of any additional properties by the Issuer, whether by way of option or otherwise, should the Issuer wish to acquire any additional properties.

Growth will Require New Personnel

Recruiting and retaining qualified personnel is critical to the Issuer's success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Issuer's business activity grows, it will require additional key financial, administrative, mining, marketing and public relations personnel as well as additional staff on the operations side. Although the Issuer believes that it will be successful in attracting and retaining qualified personnel, there can be no assurance of such success.

Dilution

Investors will experience dilution of the value of their investment due to the issue of lower priced securities at the private stage. There are also outstanding Options pursuant to which additional Common Shares may be issued in the future. Exercise of such Options may result in dilution to the Issuer's shareholders. In addition, if the Issuer raises additional funds through the sale of equity securities, shareholders may have their investment further diluted.

Operations Dependent on Revenues and Financings

The continued operation of the Issuer will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Issuer is unable to generate such revenues or obtain such additional financing, any investment in the Issuer may be lost. In such event, the probability of resale of the shares purchased would be diminished.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in Canada and the United States have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continued fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Issuer in creating revenues, cash flows or earnings.

Absence of Public Trading Market

Currently, there is no public market for the Common Shares, and there can be no assurance that an active market for the Common Shares will develop or be sustained after this Offering.

Dividend Record and Policy

The Issuer has not paid any dividends since incorporation and does not anticipate declaring any dividends on the Common Shares in the foreseeable future. The directors of the Issuer will determine if and when dividends should be declared and paid in the future based on the Issuer's financial position at the relevant time.

PROMOTERS

Robert Coltura and Jerry Minni may be considered promoters of the Issuer in that they took the initiative in founding and organizing the business of the Issuer. See “Directors, Officers and Promoters” above and “Executive Compensation” above for further information.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed elsewhere in this Prospectus, no director, executive officer, principal shareholder or any known associate or affiliate of such persons, has any material interest, direct or indirect, in any transaction within the last three years or in any proposed transaction, that has materially affected or is reasonably expected to materially affect the Issuer.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS CONCERNING THE ISSUER

To the knowledge of Issuer’s management, there is no material litigation outstanding, threatened or pending, as of the date hereof, by or against the Issuer which would be material to a purchaser of securities of the Issuer. To the knowledge of Issuer’s management, there have been no penalties or sanctions imposed by a court or regulatory body against the Issuer, nor has the Issuer entered into any settlement agreement with a court or securities regulatory authority, as of the date hereof, which would be material to a purchaser of securities of the Issuer.

RELATIONSHIP BETWEEN THE ISSUER AND THE AGENT

The Issuer is not a related party or connected party (as such terms are defined in National Instrument 33-105 Underwriting Conflicts) of the Agent.

INCOME TAXATION

Income tax consequences to investors are not viewed as a material aspect of the Offering of the Shares hereunder. Investors should consult their own tax advisors for advice with respect to the income tax consequences associated with their acquisition of Shares under this Prospectus.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Issuer is Manning Elliott LLP, Chartered Professional Accountants, of 11th Floor, 1050 West Pender Street, Vancouver, British Columbia V6E 3S7.

The transfer agent and registrar for the Common Shares of the Issuer is TSX Trust Company of 650 West Georgia Street, Suite 2700 Vancouver, British Columbia V6B 4N9.

EXPERTS AND INTEREST OF EXPERTS

Donald G. MacIntyre, P Eng., prepared the Berger-Golden Eagle Technical Report.

Manning Elliott LLP has prepared an auditor’s report in connection with the Financial Statements included in this Prospectus. As of the date of the Prospectus, Manning Elliott LLP has informed the Issuer that it is independent of the Issuer within the meaning of the rules of professional conduct of the Institute of Chartered Accountants of British Columbia (ICABC).

Matters referred to under “Eligibility for Investment” will be passed upon by Axium Law Corporation on behalf of the Issuer.

Except as disclosed herein, none of Axium Law Corporation, Manning Elliott LLP, Donald G. MacIntyre or any director, officer, employee, principal or partner thereof received or will receive a direct or indirect interest in the Property of the Issuer or of any associate or affiliate of the Issuer. In addition, except as disclosed herein, no other director, officer, partner or employee of any of the aforementioned companies and partnerships is currently expected to be elected, appointed or employed as a director, officer or employee of the Issuer or of any associates or affiliates of the Issuer.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the only contracts entered into by the Issuer since incorporation which can reasonably be regarded as material, are the following:

1. Option Agreement, as amended, among the Issuer and Barrie Field-Dyte dated August 21, 2014. Amendment Agreement to the Option Agreement, among the Issuer and Barrie Field-Dyte dated July 31, 2015. See “Narrative Description of the Business – Berger-Golden Eagle Mineral Property”.

2. Agency Agreement dated January **[●]**, 2017 between the Issuer and the Agent. See “Plan of Distribution”.

3. Escrow Agreement dated January **[●]**, 2017 among the Issuer, Trustco and certain shareholders of the Issuer. See “Escrowed Securities”.

4. Stock Option Plan dated December 1, 2016. See “Options and Other Rights to Purchase Securities of the Issuer”.

Copies of these agreements will be available for inspection at the offices of the Issuer’s counsel, Axium Law Corporation, at Suite 910, 800 West Pender Street, Vancouver, British Columbia at any time during ordinary business hours during the course of distribution of the Shares, and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

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

PURCHASERS’ STATUTORY RIGHTS

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

NEXCO RESOURCES INC.

FINANCIAL STATEMENTS

(for the three most recently completed financial years ended August 31, 2016, 2015 and 2014)

NEXCO RESOURCES INC.

FINANCIAL STATEMENTS

FOR THE YEARS ENDED

AUGUST 31, 2016, 2015 AND 2014

INDEPENDENT AUDITORS' REPORT

To the Directors of
Nexco Resources Inc.

We have audited the accompanying financial statements of Nexco Resources Inc. which comprise the statements of financial position as at August 31, 2016 and 2015, and the statements of comprehensive loss, changes in equity and cash flows for the years ended August 31, 2016, 2015 and 2014, and the related notes comprising 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 as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audits 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 our 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, we consider 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 audits 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 Nexco Resources Inc. as at August 31, 2016 and 2015, and its financial performance and cash flows for the years ended August 31, 2016, 2015 and 2014 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates the existence of a material uncertainty that may cast significant doubt on the ability of Nexco Resources Inc. to continue as a going concern.

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, British Columbia
December •, 2016

NEXCO RESOURCES INC.
STATEMENTS OF FINANCIAL POSITION
AS AT AUGUST 31, 2016 AND 2015
(Expressed in Canadian dollars)

	Note	2016	2015
		$	$
ASSETS			
CURRENT			
Cash		16,862	13,204
Amounts receivable		812	5,361
		17,674	18,565
EXPLORATION AND EVALUATION ASSET	5	106,078	106,078
		123,752	124,643
LIABILITIES			
CURRENT			
Accounts payable and accrued liabilities	7	18,456	11,387
SHAREHOLDERS' EQUITY			
SHARE CAPITAL	6	174,960	174,960
CONTRIBUTED SURPLUS		174,400	174,400
DEFICIT		(244,064)	(236,104)
		105,296	113,256
		123,752	124,643

NATURE OF BUSINESS AND CONTINUING OPERATIONS (Note 1)
COMMITMENT (Note 11)
SUBSEQUENT EVENTS (Note 12)

Approved and authorized for issue on behalf of the Board on XXXX, 2016

/s/ “” Director *Director*

/s/ “” Director

The accompanying notes are an integral part of these financial statements

NEXCO RESOURCES INC.
STATEMENTS OF COMPREHENSIVE LOSS
FOR THE YEARS ENDED AUGUST 31, 2016, 2015 AND 2014
(Expressed in Canadian dollars)

	Note	**2016**	**2015**	**2014**
		$	$	$
EXPENSES				
Professional fees	7	5,035	363	647
Rent	7	2,084	5,176	3,787
Office and general		841	1,866	101
NET LOSS AND COMPREHENSIVE LOSS		7,960	7,405	4,535
LOSS PER SHARE – Basic and diluted		0.00	0.00	0.00
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		7,128,000	7,029,082	5,883,000

The accompanying notes are an integral part of these financial statements

NEXCO RESOURCES INC.
STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian dollars)

	Common Shares					
	Number of Shares	Amount	Subscription receivable	Contributed Surplus	Deficit	Total
		$	$	$	$	$
Balance, August 31, 2014	5,883,000	129,310	(1,600)	174,400	(228,699)	73,411
Shares issued for cash	1,245,000	45,650	-	-	-	45,650
Subscription received	-	-	1,600	-	-	1,600
Net loss for the year	-	-	-	-	(7,405)	(7,405)
Balance, August 31, 2015	7,128,000	174,960	-	174,400	(236,104)	113,256
Net loss for the year	-	-	-	-	(7,960)	(7,960)
Balance, August 31, 2016	7,128,000	174,960	-	174,400	(244,064)	105,296

The accompanying notes are an integral part of these financial statements

NEXCO RESOURCES INC.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED AUGUST 31, 2016, 2015 AND 2014
(Expressed in Canadian dollars)

	2016	**2015**	**2014**
	$	$	$
CASH PROVIDED BY (USED IN):			
OPERATING ACTIVITIES			
Net loss for the year	(7,960)	(7,405)	(4,535)
Changes in non-cash working capital balances:			
Amounts receivable	4,549	(5,078)	460
Accounts payable and accrued liabilities	7,069	5,435	3,976
Cash used in operating activities	3,658	(7,048)	(99)
INVESTING ACTIVITIES			
Exploration and evaluation asset expenditures	-	(61,078)	(45,000)
Cash used in investing activities	-	(61,078)	(45,000)
FINANCING ACTIVITIES			
Shares issued or subscribed	-	47,250	-
Cash provided by financing activities	-	47,250	-
CHANGE IN CASH	3,658	(20,876)	(45,099)
CASH, BEGINNING OF YEAR	13,204	34,080	79,179
CASH, END OF YEAR	16,862	13,204	34,080
SUPPLEMENTAL CASH DISCLOSURES			
Interest paid	-	-	-
Income taxes paid	-	-	-

The accompanying notes are an integral part of these financial statements

1. NATURE OF OPERATIONS

Nexco Resources Inc. (“the Company”) was incorporated on December 14, 2012 under the laws of British Columbia. The address of the Company’s corporate office and its principal place of business is 200-551 Howe Street, Vancouver, British Columbia, Canada.

The Company’s principal business activities include the acquisition and exploration of mineral property assets. As at August 31, 2016, the Company had not yet determined whether the Company’s mineral property asset contains ore reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation asset is dependent upon the discovery of economically recoverable reserves, confirmation of the Company’s interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company’s ability to continue as a going concern.

The Company had a deficit of $244,064 as at August 31, 2016, which has been funded by the issuance of equity. The Company’s ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

These financial statements do not give affect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”).

These financial statements were authorized for issue in accordance with a resolution from the Board of Directors on xxxx, 2016.

b) Basis of presentation

The financial statements have been prepared on the historical cost basis, with the exception of financial instruments which are measured at fair value, as explained in the accounting policies set out below. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

c) Cash and cash equivalents

Cash in the statements of financial position is comprised of cash in banks and on hand, and short term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Exploration and evaluation assets

All costs related to the acquisition, exploration and development of mineral properties are capitalized. Upon commencement of commercial production, the related accumulated costs are amortized against projected income using the units-of-production method over estimated recoverable reserves.

Management annually assesses carrying values of non-producing properties and properties for which events and circumstances may indicate possible impairment. Impairment of a property is generally considered to have occurred if the property has been abandoned, there are unfavourable changes in the property economics, there are restrictions on development, or when there has been an undue delay in development, which exceeds three years. In the event that estimated discounted cash flows expected from its use or eventual disposition is determined by management to be insufficient to recover the carrying value of the property, the carrying value is written-down to the estimated recoverable amount.

The recoverability of mineral properties and exploration and development costs is dependent on the existence of economically recoverable reserves, the ability to obtain the necessary financing to complete the development of the reserves, and the profitability of future operations. The Company has not yet determined whether or not any of its future mineral properties contain economically recoverable reserves. Amounts capitalized to mineral properties as exploration and development costs do not necessarily reflect present or future values.

When options are granted on mineral properties or properties are sold, proceeds are credited to the cost of the property. If no future capital expenditure is required and proceeds exceed costs, the excess proceeds are reported as a gain.

e) Share-based compensation

Share-based payments to employees and others providing similar services are measured at the estimated fair value of the instruments issued on the grant date and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to equity settled share-based payments reserve.

Consideration received on the exercise of stock options is recorded as share capital and the related equity settled share-based payments reserve is transferred to share capital. Charges for options that are forfeited before vesting are reversed from equity settled share-based payment reserve.

Share-based compensation expense relating to deferred share units is accrued over the vesting period of the units based on the quoted market price. As these awards can be settled in cash, the expense and liability are adjusted each reporting period for changes in the underlying share price.

f) Flow-through shares

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

f) Flow-through shares (continued)

To the extent that the Company has deferred tax assets in the form of tax loss carry-forwards and other unused tax credits as at the reporting date, the Company may use them to reduce its deferred tax liability relating to tax benefits transferred through flow-through shares.

g) Foreign currency

Transactions and balances in currencies other than the Canadian dollar, the currency of the primary economic environment in which the Company operates ("the functional currency"), are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at exchange prevailing on the statement of financial position date are recognized in the statement of comprehensive loss.

h) Decommissioning, restoration and similar liabilities

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

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the units-of-production or the straight-line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in profit or loss

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

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

The Company has no material restoration, rehabilitation and environmental obligations as the disturbance to date is immaterial.

i) Loss per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

j) Income taxes

Current 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 balance sheet date, and includes any adjustments to tax payable or receivable in respect of previous years.

Deferred income taxes are recorded using the liability method whereby 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 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 statement of financial position date. Deferred tax is not recognized for temporary differences which arise on 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.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they 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.

k) Financial assets

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held to maturity, available for sale, loans and receivables or at fair value through profit or loss (“FVTPL”).

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through earnings. The Company’s cash is classified as FVTPL.

Financial assets classified as loans and receivables and held to maturity assets are measured at amortized cost. At August 31, 2016, the Company has not classified any financial assets as loans and receivables.

Financial assets classified as available for sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income and loss except for losses in value that are considered other than temporary which are recognized in earnings. At August 31, 2016, the Company has not classified any financial assets as available for sale.

Transactions costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

l) Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized costs using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company’s accounts payable are classified as other financial liabilities.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

l) Financial liabilities (continued)

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including separated embedded derivatives are also classified as held for trading and recognized at fair value with changes in fair value recognized in earnings unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized in earnings. At August 31, 2016, the Company has not classified any financial liabilities as FVTPL.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Significant accounting estimates

i. the assessment of indications of impairment of the mineral property and related determination of the net realizable value and write-down of the mineral property where applicable;

ii. the measurement of deferred income tax assets and liabilities; and

iii. the inputs used in accounting for share-based payments.

Significant accounting judgments

i. the determination of categories of financial assets and financial liabilities; and

ii. the evaluation of the Company’s ability to continue as a going concern.

4. NEW ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

Standards issued, but not yet effective, up to the date of issuance of the Company's financial statements are listed below. This listing of standards and interpretations issued are those that the Company reasonably expects to have an impact on disclosures, financial position or performance when applied at a future date. The Company intends to adopt these standards when they become effective.

New accounting standards effective for annual periods on or after January 1, 2018:

IFRS 9 – *Financial Instruments*

In November 2009, as part of the IASB project to replace IAS 39 Financial Instruments: Recognition and Measurement, the IASB issued the first phase of IFRS 9 Financial Instruments, that introduces new requirements for the classification and measurement of financial assets. The standard was revised in October 2010 to include requirements regarding classification and measurement of financial liabilities. In November 2013 the standard was revised to add the new general hedge accounting requirements. The standard was finalized in August 2014 and was revised to add a new expected loss impairment model and amends the classification and measurement model for financial assets by adding a new fair value through other comprehensive income (FVOTCI) category for certain debt instruments and additional guidance on how to apply the business model and contractual cash flow characteristics test.

IFRS 15 – *Revenue from Contracts with Customers*

In May 2014, the IASB issued IFRS 15 – Revenue from Contracts with Customers ("IFRS 15") which supersedes IAS 11 – Construction Contracts, IAS 18 – Revenue, IFRIC 13 – Customer Loyalty Programs, IFRIC 15 – Agreements for the Construction of Real Estate, IFRIC 18 – Transfers of Assets from Customers, and SIC 31 – Revenue – Barter Transactions Involving Advertising Services. IFRS 15 establishes a comprehensive five-step framework for the timing and measurement of revenue recognition.

The standard is effective for annual periods beginning on or after January 1, 2019:

IFRS 16 – *Leases*

In June 2016, the IASB issued IFRS 16 – Leases. IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions. IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently. However, lessees are no longer classifying leases as either operating leases or finance leases as it is required by IAS 17. The standard is effective for annual periods beginning on or after January 1, 2019.

The extent of the impact of adoption of these standards and interpretations on the financial statements of the Company has not been determined.

(Expressed in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSET

	Acquisition Costs	**Exploration Costs**	**Total**
	$	$	$
Balance, August 31, 2014	-	45,000	45,000
Exploration costs	-	57,828	57,828
Acquisition costs	3,250	-	3,250
Balance, August 31, 2015 and 2016	3,250	102,828	106,078

Berger Property

Pursuant to an initial and amended option agreements (the “Agreement”) dated August 21, 2014 and July 31, 2015, with the Optionor, the Company was granted an option to acquire a 100% undivided interest in the Berger Property (the “Property”) which consists of 2 mining claims located in the Kamloops Mining District of British Columbia.

In accordance with the Agreement, the Company has the option to acquire a 100% undivided interest in the Property by issuing a total of 100,000 common shares of the Company to the Optionor and making cash payment of $12,000 no later than 15 days after the date that the Company’s common shares are listed, posted and called for trading on the CSE Exchange.

The Optionor will retain a 2% Net Smelter Returns (“NSR”) royalty on the Property. The Company has the right to purchase the NSR at a purchase price of $1,000,000 per percentage point during the 5 year period commencing from the date upon which the Property is put into commercial production.

6. SHARE CAPITAL

a) Authorized:

The Company is authorized to issue an unlimited number of common shares without par value.

b) Issued and Outstanding:

As at August 31, 2016 and 2015: 7,128,000 common shares were issued and outstanding.

On September 20, 2016 the Company completed the following stock splits:

- 1,600,000 common shares were subdivided on the basis of 1 old common share for 1.5 new common shares for total of 2,400,000
- 1,576,000 common shares were subdivided on the basis of 1 old common share for 3 new common shares for a total of 4,728,000

All current and comparative references to the number of shares, weighted average number of common shares and loss per share have been restated to give effect to the stock splits.

During the year ended August 31, 2015, the Company issued 1,245,000 common shares for gross proceeds of $45,650 and received cash of $1,600 from subscription receivable.

The Company did not have any share capital transactions for the year ended August 31, 2016.

(Expressed in Canadian dollars)

7. RELATED PARTY BALANCES AND TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

The following amounts are due to related parties and have been included in accounts payable and accrued liabilities:

	2016	**2015**
	$	$
Accounts payable and accrued liabilities	18,456	11,387

The amounts are due to a company controlled by a director of the Company. The amounts are non-interest bearing, unsecured and are due upon demand.

The Company had the following related party transactions:

	2016	**2015**	**2014**
	$	$	$
Professional fees	4,650	-	-
Rent	2,084	5,176	3,787
Total	6,734	5,176	3,787

Professional fees and rent were provided by companies owned or controlled by directors of the Company. Key management includes directors and key officers of the Company, including the President, Chief Executive Officer and Chief Financial Officer.

8. INCOME TAXES

The Company has losses carried forward of $69,664 available to reduce income taxes in future years which expire between 2033 and 2036.

The Company has not recognized any deferred income tax assets. The Company recognizes deferred income tax assets based on the extent to which it is probable that sufficient taxable income will be realized during the carry forward periods to utilize all deferred tax assets.

The following table reconciles the amount of income tax recoverable on application of the statutory Canadian federal and provincial income tax rates:

	2016	**2015**	**2014**
Canadian statutory income tax rate	26%	26%	26%
	$	$	$
Income tax recovery at statutory rate	(2,070)	(1,925)	(1,179)
Effect of income taxes of:			
Change in deferred tax assets not recognized	2,070	1,925	1,179
Deferred income tax recovery	-	-	-

8. INCOME TAXES (continued)

The temporary differences that give rise to significant portions of the deferred tax assets not recognized are presented below:

	2016	**2015**
	$	$
Non-capital loss carry forwards	18,113	16,043
Deferred tax assets not recognized	(18,113)	(16,043)
	-	-

9. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the sourcing and exploration of its resource property. The Company does not have any externally imposed capital requirements to which it is subject.

The Company considers the aggregate of its share capital, contributed surplus and deficit as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or dispose of assets or adjust the amount of cash.

10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK

International Financial Reporting Standards 7, *Financial Instruments: Disclosures*, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair Value of Financial Instruments

The Company's financial assets include cash and are classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

Assets measured at fair value on a recurring basis were presented on the Company's statements of financial position as at August 31, 2016 are as follows:

	Fair Value Measurements Using			
	Quoted Prices in Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	$	$	$	$
Cash	16,862	-	-	16,862

Fair value

The fair value of the Company's financial instruments approximates their carrying value as at August 31, 2016 because of the demand nature or short-term maturity of these instruments.

Financial risk management objectives and policies

The Company's financial instruments include cash and accounts payable. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) *Currency risk*

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

(ii) *Interest rate risk*

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(iii) *Credit risk*

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high quality financial institution.

10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

(iv) *Liquidity risk*

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

11. COMMITMENT

The Company is committed to certain cash payments and common share issuances as described in Note 5.

12. SUBSEQUENT EVENTS

a) As described in Note 6, on September 20, 2016, the Company subdivided its common share outstanding.

b) Escrow Shares

The Company entered into an escrow agreement, whereby common shares will be held in escrow and are scheduled for release at 10% on the listing date and 15% on every six month from date of listing. As at December xx, 2016, there were 2,400,000 common shares held in escrow.

c) The Company entered into an agency agreement with Canaccord Genuity (the "Agent") whereby the Agent has agreed to raise on commercially reasonable efforts up to $480,000 in the initial public offering ("IPO") by the issuance of up to 3,200,000 common shares of the Company at a price of $0.15 per common share.

Pursuant to the terms of the agency agreement, the Company has agreed to pay to the Agent a commission of XX% of the gross proceeds of the IPO, payable in cash, and a corporate finance fee of $XXXXX payable in cash and XXXXX common shares plus the Agent's legal fees incurred pursuant to the IPO, and any other reasonable expenses of the Agent. The Company has also agreed to grant to the Agent such number of agent's warrants (the "Agent's Warrants") which will entitle the Agent to purchase up to XX% of the common shares sold under the IPO, being up to XXXXXX common shares of the Company (the "Agent's Warrant Shares"), at a purchase price of $XXX per Agent's Warrant Share until twenty four (24) months from the Listing Date.

CERTIFICATE OF ISSUER

Dated: January 6, 2017

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia and Alberta.

"Robert Coltura" (signed) Chief Executive Officer	*"Jerry Minni"* (signed) Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Jeff Tindale" (signed) Director	*"Darren Lindsay"* (signed) Director

CERTIFICATE OF PROMOTERS

Dated: January 6, 2017

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia and Alberta.

"Robert Coltura" (signed)	*"Jerry Minni"* (signed)

CERTIFICATE OF AGENT

Dated: January 6, 2017

To the best of our knowledge, information and belief, this Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia and Alberta.

CANACCORD GENUITY CORP.

"Frank G. Sullivan" (signed)

By: Frank G. Sullivan
Title: Vice-President, Sponsorship,
Investment Banking