



**NOTICE OF MEETING
AND
INFORMATION CIRCULAR**

**FOR THE
SPECIAL MEETING
OF SHAREHOLDERS
OF
CHEMESIS INTERNATIONAL INC.**

To be held on Tuesday, June 21, 2022

Dated: May 17, 2022



NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the special meeting of the shareholders (the "**Meeting**") of **CHEMESIS INTERNATIONAL INC.** (the "**Company**") will be held at Suite 2800 - 666 Burrard Street, Vancouver, British Columbia, V6C 2Z7 on **Tuesday, June 21, 2022, at 10:00 a.m.** (Pacific Time).

The Meeting is to be held for the following purposes:

- to consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution, the full text of which is provided in "Particulars of Matters to be Acted Upon — Change of Business and Option to Acquire a Mineral Property" of the accompanying information circular (the "**Information Circular**"), approving a change of the Company's business from an cannabis issuer to a mining issuer;
- to consider and, if deemed advisable, to approve, with or without variation, a special resolution approving a consolidation of the Company's issued and outstanding common shares at such consolidation ratio to be determined by the directors of the Company, all as more particularly set forth in the accompanying Information Circular; and
- to transact such other business as may properly come before the Meeting or any adjournments thereof.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the accompanying Information Circular.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered shareholder.

DATED at Vancouver, British Columbia, this 17th day of May, 2022.

BY ORDER OF THE BOARD OF DIRECTORS:
CHEMESIS INTERNATIONAL INC.

Signed: "*Josh Rosenberg*"

Josh Rosenberg
President and Director



MANAGEMENT INFORMATION CIRCULAR

As at May 17, 2022
(except as otherwise indicated)

SECTION 1 - INTRODUCTION

This information circular (the "**Information Circular**") accompanies the notice of the special meeting (the "**Notice**") and is furnished to shareholders (the "**Shareholders**") holding common shares (the "**Shares**") in the capital of Chemesis International Inc. (the "**Company**") in connection with the solicitation by the management of the Company of proxies to be voted at the special meeting (the "**Meeting**") of the Shareholders to be held at **10:00 a.m. (Pacific Time) on Tuesday, June 21, 2022 at Suite 2800 — 666 Burrard Street, Vancouver, British Columbia, Canada, V6C 2Z7**, or at any continuation of the Meeting following an adjournment or postponement thereof.

DATE AND CURRENCY

The date of this Information Circular is May 17, 2022. Unless otherwise stated, all amounts herein are in Canadian dollars.

SECTION 2 - PROXIES AND VOTING RIGHTS

MANAGEMENT SOLICITATION

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of the Company. The Company does not reimburse Shareholders, nominees or agents for costs incurred in obtaining their principals' authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company will reimburse such brokers and nominees for their related out-of-pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.



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NOTICE-AND-ACCESS

The Company is not relying on the "Notice and Access" delivery procedures outlined in National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), to distribute copies of proxy-related materials in connection with the Meeting by posting them on a website.

APPOINTMENT OF PROXY

Registered Shareholders are entitled to vote at the Meeting. A Shareholder is entitled to one vote for each Share that such Shareholder holds on the record date of May 17, 2022 (the "**Record Date**") on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the "**Designated Persons**") in the enclosed form of proxy are directors and/or officers of the Company.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY.

TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.

In order to be voted, the completed form of proxy must be received by the Company's registrar and transfer agent Odyssey Trust Company, Suite 350, 409 Granville Street, Vancouver, BC, V6C 1T2. Alternatively, you may vote by facsimile within North America to 1800-517-4553 or by internet using the control number located on your proxy at <http://odysseytrust.com/Transfer-Agent/Login> or by email to proxy@odysseytrust.com at least two business days (excluding Saturdays, Sundays and holidays) prior to the scheduled time of the Meeting, or at any continuation of the Meeting following an adjournment or postponement thereof.

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder's attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders, or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarized certified copy thereof, must accompany the form of proxy.

REVOCAION OF PROXIES

A registered Shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that Shareholder or by that Shareholder's attorney-in-fact authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to Odyssey Trust Company, Suite 350, 409 Granville Street, Vancouver, BC, V6C 1T2 at any time up to and including the last business day preceding the day of the Meeting or, if adjourned, any reconvening thereof, or (ii) to the Chair of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.



Also, a proxy will automatically be revoked by either: (a) attendance at the Meeting and participation in a poll (ballot) by a Shareholder, or (b) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

VOTING OF SHARES AND PROXIES AND EXERCISE OF DISCRETION BY DESIGNATED PERSONS

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the Shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the Shares represented will be voted or withheld from the vote on that matter accordingly. **The Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.**

IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Shares on any matter, the Shares that are the subject of the abstention or withholding will be counted for determination of a quorum but will not be counted as affirmative or negative on the matter to be voted upon.

ADVICE TO BENEFICIAL SHAREHOLDERS (NON-REGISTERED SHAREHOLDERS)

The following information is of significant importance to Shareholders who do not hold Shares in their own name ("Beneficial Shareholders"). Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered Shareholders (those whose names appear on the records of the Company as the registered holders of Shares) or as set out in the following disclosure.

If Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Shares will not be registered in the Shareholder's name on the records of the Company. Such Shares will more likely be registered under the names of the Shareholder's broker or an agent of that broker. In Canada the vast majority of such Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited), which acts as nominee for many Canadian brokerage firms, and in the United States (the "U.S.") under the name of Cede & Co. as nominee for The Depository Trust Company, which acts as depository for many U.S. brokerage firms and custodian banks.

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients. You should carefully follow the instructions of your broker or intermediary in order to ensure that your Shares are voted at the Meeting.



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The form of proxy supplied to you by your broker will be similar to the Proxy provided to registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Shares on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to firms such as Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada and in the U.S. Broadridge mails a voting instruction form (a "**VIF**") in lieu of a Proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent your Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than any of the persons designated in the VIF to represent your Shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative (which may be you), in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting voting of Shares to be represented at the Meeting. **If you receive a VIF from Broadridge (or such other service company) the VIF must be completed and returned to Broadridge (or such other service company), in accordance with the instructions therein, well in advance of the Meeting in order to have your Shares voted at the Meeting, or to have an alternate representative duly appointed to attend the Meeting and vote your Shares.**

There are two kinds of Beneficial Shareholders, those who object to their name being made known to the issuers of securities which they own ("**OBOs**" for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are ("**NOBOs**" for Non-Objecting Beneficial Owners). The Company does not intend to pay for intermediaries to deliver these securityholder materials to OBOs and, as a result, OBOs will not be sent paper copies unless their intermediary assumes the costs.

Non-Objecting Beneficial Owners

Pursuant to NI 54-101, issuers can obtain a list of their NOBOs from intermediaries for distribution of proxy-related materials directly to NOBOs. This year, the Company will rely on those provisions of NI 54-101 that permit it to directly deliver proxy-related materials to its NOBOs. As a result, NOBOs can expect to receive a scannable VIF from the Company's transfer agent, Odyssey. These VIFs are to be completed and returned to Odyssey in the envelope provided or by facsimile. In addition, Odyssey provides both telephone voting and internet voting as described on the VIF itself which contains complete instructions. Odyssey will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Shares represented by the VIFs they receive.

If you are a Beneficial Shareholder and the Company or its agent has sent these proxy-related materials to you directly, please be advised that your name, address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding your securities on your behalf. By choosing to send these proxy-related materials to you directly, the Company (and not the intermediaries holding securities your behalf) has assumed responsibility for (i) delivering the proxy-related materials to you and (ii) executing your proper voting instructions as specified in the VIF.

Objecting Beneficial Owners

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Shares are voted at the Meeting.

Applicable regulatory rules require intermediaries to seek voting instructions from OBOs in advance of Shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by OBOs in order to ensure that their Shares are voted at the Meeting. The purpose of the form of proxy or voting instruction form provided to an OBO by its broker, agent or nominee is limited to instructing the registered holder of the Shares on how to vote such Shares on behalf of the OBO.



The form of proxy provided to OBOs by intermediaries will be similar to the Proxy provided to registered Shareholders. However, its purpose is limited to instructing the intermediary on how to vote your Shares on your behalf. The majority of intermediaries now delegate responsibility for obtaining instructions from OBOs to Broadridge. Broadridge typically supplies voting instruction forms, mails those forms to OBOs, and asks those OBOs to return the forms to Broadridge or follow specific telephonic or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of the Shares to be represented at the meeting. An OBO receiving a voting instruction form from Broadridge cannot use that form to vote Shares directly at the Meeting. Instead, the voting instruction form must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure that such Shares are voted.

NOTICE TO SHAREHOLDERS IN THE UNITED STATES

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada, and securities laws of the provinces of Canada. The proxy solicitation rules under the *United States Securities Exchange Act of 1934*, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgement by a United States court.

SECTION 3 - VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

VOTING OF COMMON SHARES

The Company is authorized to issue an unlimited number of Shares without par value and without special rights or restrictions attached. As at the Record Date, determined by the Board to be the close of business on May 17, 2022, a total of 66,826,078 Shares were issued and outstanding.

Only registered Shareholders as at the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or at the continuation of the Meeting following any adjournment or postponement thereof. No group of Shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Shares. Each Shareholder is entitled to one vote for each Share registered in his or her name.

PRINCIPAL HOLDERS OF COMMON SHARES

To the knowledge of the directors and executive officers of the Company, the following holder beneficially owns or controls or directs, directly or indirectly, voting securities carrying more than 10% of the voting rights as at the Record Date:

Shareholder Name	Number of Shares Held	Percentage of Issued Shares⁽¹⁾
CDS & CO. ⁽²⁾	55,346,756	82.82%



Notes:

(1) Based on 66,826,078 Shares issued and outstanding as of the Record Date.

(2) CDS & Co. is the Canadian depository for securities. Management of the Company is unaware of the beneficial Shareholders of Shares registered in the name of CDS & Co.

QUORUM

Pursuant to the Company's Articles, subject to the special rights and restrictions attached to the shares of any affected class or series of shares, the quorum for the transaction of business at a meeting of Shareholders is one (1) or more persons, present in person or by proxy.

SECTION 4 - THE BUSINESS OF THE MEETING

MANAGEMENT OF THE COMPANY KNOWS OF NO OTHER MATTERS TO COME BEFORE THE MEETING OTHER THAN THOSE REFERRED TO IN THE NOTICE OF MEETING. HOWEVER, IF ANY OTHER MATTERS THAT ARE NOT KNOWN TO MANAGEMENT SHOULD PROPERLY COME BEFORE THE MEETING, THE ACCOMPANYING FORM OF PROXY CONFERS DISCRETIONARY AUTHORITY UPON THE PERSONS NAMED THEREIN TO VOTE ON SUCH MATTERS IN ACCORDANCE WITH THEIR BEST JUDGMENT.

Additional details regarding each of the matters to be acted upon at the Meeting are set forth below.

1. CHANGE OF BUSINESS AND OPTION TO ACQUIRE A MINERAL PROPERTY

A. Forward-Looking Statements

This Information Circular includes "forward-looking information" and "forward-looking statements" within the meaning of Canadian and U.S. securities laws. All information, other than statements of historical facts, included in this Information Circular that address activities, events or developments that the Company expects or anticipates will or may occur in the future, including such things as future business strategy, competitive strengths, goals, expansion and growth of the Company's businesses, operations, plans and other such matters is forward-looking information. Forward-looking information is often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" or similar expressions and includes, among others, information regarding: expectations regarding whether the Transaction and the Financings will be completed, including whether conditions of closing of the Transaction will be satisfied, or the timing for completing the Transaction; expectations for the effects of the proposed change of business of the Company to mineral exploration and development; the potential benefits of the Transaction; statements relating to the business and future activities of, and developments related to, the Company after the date of this Information Circular; expectations for economic, business, environmental, regulatory and/or competitive factors related to the Company or the mineral exploration and development industry generally; the costs related thereto; and other events or conditions that may occur in the future.

Shareholders are cautioned that forward-looking information and statements are not based on historical facts but instead are based on reasonable assumptions and estimates of management of the Company at the time they were made and involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. Such factors include, among others, risks relating to the ability to complete the Transaction and the Financings; the ability to obtain requisite Shareholder and stock exchange approvals; risks relating to governmental and environmental regulation; risks relating to financing activities; as well as the risk factors under the heading "Risk Factors". Risks involving the Company and the mineral exploration and development business that may affect results of operations, earnings and expected benefits of the Transaction are discussed under the heading "Risk Factors". Although we have attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause



results not to be as anticipated, estimated or intended. There can be no assurance that such 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 information. Forward-looking information is made as of the date given and the Company does not undertake any obligation to revise or update any forward-looking information other than as required by applicable law.

Unless otherwise indicated, all dollar figures represented by \$ in this Section 4 - *The Business of the Meeting - 1. Change of Business and Option to Acquire a Mineral Property* of the Information Circular are in Canadian dollars.

B. Corporate Structure & General Development of the Business

Corporate Structure

Chemesis International Inc. (the "**Company**" or "**Chemesis**") was incorporated on April 26, 2013, in British Columbia under the *Business Corporations Act* (British Columbia), under the name Canadian Zeolite Corp. and subsequently changed its name to "Canadian Mining Corp." The Company's head office and registered and records office are located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia V6C 3E8.

The Company has 10 subsidiaries (the "**Subsidiaries**"), as follows:

- 1145411 B.C. Ltd. (British Columbia, Canada) (100%)
- GSRX Industries Inc. (United States) (66%)
- 10998451 Canada Inc. (Canada) (100%)
- 1247262 B.C. Ltd. (British Columbia, Canada) (100%)
- La Finca Interactiva-Arachna MED SAS (100%)
- Bonhomie Labs LLC (United States) (100%)
- Desert Zen LLC (United States) (100%)
- SAP Global Inc. (United States) (100%)
- Kieley Growth Management LLC (United States) (60%)
- Vending Co. (United States) (100%)

The Company is in the process of winding up or divesting its interest in the Subsidiaries. Specifically, the Company notes that: (i) in respect of GSRX Industries Inc., the Company is in the process of working on an agreement to settle outstanding debts and dispose of its common share and preferred share holdings, however, there are no formal agreements or terms at this stage; (ii) in respect of Bonhomie Labs LLC, Desert Zen LLC, SAP Global Inc. and Kieley Growth Management LLC, the Company is in the process of winding up these Subsidiaries as they are inactive; and (iii) in respect of La Finca Interactiva-Arachna MED SAS, the Company has ceased operations in Colombia and is currently working with Colombian legal counsel to wind-up this Subsidiary.

General Development of the Business

The Company was initially incorporated as a wholly-owned subsidiary of International Zeolite Corp. On February 17, 2017, the Company entered into the vend-in agreement with International Zeolite Corp., pursuant to which the Company issued 5,653,676 Shares measured at a fair value of \$0.0032 per Share to International Zeolite Corp., in exchange for International Zeolite Corp.'s 100% interest in Canadian Mining of Arizona Inc., a company incorporated under the laws of the State of Arizona. The Company and International Zeolite Corp. subsequently entered into an arrangement agreement dated February 17, 2017, pursuant to which the Company and Canadian Mining of Arizona Inc. were spun out of International Zeolite Corp. The arrangement was approved by the shareholders of International Zeolite Corp. on April 28, 2017 and by the Supreme Court of British Columbia on May 1, 2017. In connection with the arrangement, the Company applied to list its Shares on the TSX Venture Exchange. All conditions of the arrangement were



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completed as of May 30, 2017, and Shares of the Company began trading on the TSX Venture Exchange on June 5, 2017 under the symbol "CNG".

On July 17, 2018, the Company completed a reverse takeover transaction ("**RTO**") with 1145411 BC Ltd. ("**1145411**") under the terms of a share purchase agreement among the Company, 1145411, and certain shareholders of 1145411 dated July 16, 2018, pursuant to which the Company acquired all of the issued and outstanding shares of 1145411 in exchange for 1,604,008 Shares (on a post-consolidation basis) of the Company measured at a fair value of \$6.10 per Share. 1145411 held 100% of the issued and outstanding capital stock of Bonhomie Labs LLC, a company which had operations in the cannabis industry in the United States of America, which in turn held, at the time, 51% of the issued and outstanding capital stock of SAP Global Inc., a company which had operations in the cannabis industry in the United States of America. Pursuant to the RTO, the Company changed its name from Canadian Mining Corp. to Chemesis International Inc. and de-listed from TSX Venture Exchange on July 17, 2018 and listed its Shares on the Canadian Securities Exchange ("**CSE**").

On July 20, 2018, the Company acquired certain licensed rights from SAP Global Inc. in exchange for 66,464 Shares measured at a fair value of \$5.50 per Share (on a post-consolidation basis) and \$110,000. Such rights included the brand name, trade name, and trademarks together with all of the patents, patent applications, and inventions.

On August 21, 2018, the Company acquired 100% of the issued and outstanding capital stock of Desert Zen LLC, a company which had operations in the cannabis industry in the United States of America, in exchange for \$262,782 in cash and 65,250 Shares measured at a fair value of \$5.25 per Share (on a post-consolidation basis).

On October 12, 2018, the Company acquired certain licensed rights from Rapid Dose Therapeutics Inc. ("**RDT**"), a Canadian bio-technology company which provides proprietary drug delivery technologies, providing the Company with rights to produce, distribute and sell RDT's QuickStrip oral fast-dissolving drug delivery system in cannabis markets in California, in exchange for \$130,570 in cash and 17,356 Shares measured at a fair value of \$10.80 per Share (on a post-consolidation basis).

On November 30, 2018, the Company acquired 80% of the issued and outstanding capital stock of Natural Ventures Puerto Rico, a company which had operations in the cannabis industry in the United States of America, in exchange for \$3,724,280 in cash and 223,525 Shares measured at a fair value of \$8.40 per Share (on a post-consolidation basis).

On January 11, 2019, the Company, pursuant to the terms of a share purchase agreement, acquired 100% of the issued and outstanding capital stock of La Finca Interactiva-Arachna MED SAS, a company which had hemp and CBD cultivation operations in Colombia, in exchange for which the Company assumed a promissory note of \$5,500,000 and issued 748,000 Shares measured at a fair value of \$9.66 per Share (on a post-consolidation basis) to the former shareholders of La Finca Interactiva-Arachna MED SAS.

On February 1, 2019, the Company completed a plan of arrangement under the *Business Corporations Act* (British Columbia) under the terms of an arrangement agreement with IMC International Mining Corp. ("**IMC**"), pursuant to which the Company spun out its various interests in mineral claims located in Yavapai Country, Arizona, into IMC. Upon completion of the arrangement, IMC owned 100% of the mineral claims located in Yavapai Country, Arizona. As a result of the arrangement, Shareholders of the Company received one-twentieth of one common share of IMC for every Share held as of December 9, 2018.

On April 1, 2019, the Company, pursuant to a share exchange agreement, acquired 19.9% equity stake in GSRX Industries Inc., a company which owned and operated cannabis dispensaries and other licensed cannabis businesses in the United States of America through various of its partially and wholly owned subsidiaries. Pursuant to the terms of the share exchange agreement, GSRX Industries Inc. issued 11,666,998 common shares to the Company in exchange for 729,187 Shares measured at a fair value of



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\$17.74 per Share (on a post-consolidated basis). GSRX Industries Inc. also granted a pre-emptive right to the Company in order for it to maintain its ownership percentage.

On May 24, 2019, the Company acquired 60% of the issued and outstanding capital stock of Kieley Growth Management LLC, a company which had cannabis dispensary operations in California, United States of America, in exchange for which the Company acquired a non-interest-bearing promissory note of \$1,346,800 due on May 24, 2020 and issued 67,231 Shares measured at a fair value of \$13.09 per Share (on a post-consolidation basis) to the shareholders of Kieley Growth Management LLC.

On July 2019, the Company increased its ownership in SAP Global Inc. from 51% to 100% in exchange for the issuance of 100,000 Shares measured at a fair value of \$17.80 per Share (on a post-consolidation basis) to the former shareholders of SAP Global Inc.

On August 28, 2019, the Company, pursuant to various share exchange agreements with certain shareholders of GSRX Industries Inc., acquired: (i) 42,634,124 common shares of GSRX Industries Inc. in exchange for 1,488,071 Shares measured at a fair value of \$5.67 per Share (on a post-consolidation basis); and (ii) 1,000 preferred shares of GSRX Industries Inc. in exchange for 400,000 Shares of the Company measured at a fair value of \$5.67 per Share (on a post-consolidation basis). Immediately after the transaction, the Company held a 66.39% common share interest and a 100% preferred share interest in GSRX Industries Inc.

On December 20, 2019, the Company completed a stock consolidation on the basis of one (1) post-consolidation Share for each ten (10) pre-Consolidation Shares.

On January 23, 2020, the Company closed a private placement of 13,506,030 units of the Company at a price of \$0.370 per unit for total proceeds of \$5,000,000. Each unit was comprised of one Share and one Share purchase warrant, which was exercisable for one Share at a price of \$0.405 per Share for a period of 24 months.

On April 27, 2020, the Company entered into an arrangement agreement with its wholly-owned subsidiary, 1247262 B.C. Ltd., to spin-out La Finca Interactiva-Arachna MED SAS into 1247262 B.C. Ltd. However, during the year ended June 30, 2021, the Company entered into negotiations to dispose of 100% of its equity interest in La Finca Interactiva-Arachna MED SAS in exchange for the Company paying USD \$100,000 to dispose of its liabilities. Such negotiations are ongoing.

In July 2020, the Company completed a non-brokered private placement of 5,235,300 units of the Company for total proceeds of \$2,617,650, at a price of \$0.50 per unit. Each unit consisted of one Share and one Share purchase warrant, which is exercisable for one Share at a price of \$1.00 per Share for a period of 24 months.

Due to the declining cannabis market in the United States of America, as well as difficulties in securing the necessary licenses to continue its business in the production, distribution and sale of cannabis and cannabis related products (which, in part, were due to the COVID-19 global pandemic), in November 2020, the Company entered into sale agreements with Puerto Rico Industrial Commercial Holdings Biotech Corp. for the sale of substantially all the operating assets held by the Company's 80%-owned Puerto Rican subsidiary, Natural Ventures Puerto Rico, and substantially all of the Puerto Rican assets of Project 1493 LLC, a wholly-owned Puerto Rican subsidiary of the Company's 66%-owned American subsidiary, GSRX Industries Inc.

Specifically, on November 11, 2020, GSRX Industries Inc.'s subsidiary, Project 1493 LLC entered into an asset purchase agreement with Puerto Rico Industrial Commercial Holdings Biotech Corp. to sell and transfer all of Project 1493 LLC's operating assets in Puerto Rico in consideration for US\$3,993,333 cash. Additionally, Puerto Rico Industrial Commercial Holdings Biotech Corp. assumed all of Project 1493 LLC's liabilities in respect of the assets sold and the leases assumed.



Further, on November 13, 2020, Natural Ventures Puerto Rico entered into a sales agreement with Puerto Rico Industrial Commercial Holdings Biotech Corp. to sell and transfer all of Natural Ventures Puerto Rico's operating assets in Puerto Rico in consideration for US\$550,000 cash. On November 17, 2020, the Company transferred all of Natural Ventures Puerto Rico's licenses and operations to Puerto Rico Industrial Commercial Holdings Biotech Corp. On November 27, 2020, the Company withdrew its membership interest in Natural Ventures Puerto Rico in substance transferring them to the Edgar Montero, the CEO of the Company, who then transferred the membership interests to Puerto Rico Industrial Commercial Holdings Biotech Corp.

On January 19, 2021, the Company completed a non-brokered private placement of 3,687,419 units for total proceeds of \$1,200,000, at a price of \$0.325 per unit. Each unit consisted of one Share and one Share purchase warrant, which is exercisable for one Share at a price of USD\$0.34 per Share for a period of 24 months.

On November 29, 2021, the Company completed a private placement for gross proceeds of \$1,247,200 through the issuance of 10,393,335 units at a price of \$0.12 per unit. Each unit consisted of one Share and one Share purchase warrant, which is exercisable for one Share at a price of \$0.15 per Share for a period of 24 months.

On January 11, 2022, the British Columbia Securities Commission ("**BCSC**") issued a Cease Trade Order ("**CTO**") to the Company for failure to file its annual audited financial statements and management discussion and analysis for the year ended June 30, 2021 and its interim financial statements and management discussion and analysis for the three months ended September 30, 2021 (the "**Documents**"). The Company filed the Documents on March 25, 2022 and the BCSC issued a revocation order on March 29, 2022.

C. Change of Business and Option to Acquire a Mineral Property

The Company previously operated in the cannabis industry. The Company intends to change its business to mineral exploration and development with a focus on identifying, evaluating and acquiring interests in mineral properties in North America. The Company has identified its first acquisition of an interest in a mineral property in British Columbia, Canada. Refer to Section 4 - *The Business of the Meeting - 1. Change of Business and Option to Acquire a Mineral Property - D. - Terms of the Option Agreement for the Rose Property* and Section 4 - *The Business of the Meeting - 1. Change of Business and Option to Acquire a Mineral Property - E - Description of the Property* below for more. In addition to this mineral property, the Company is also reviewing other mineral properties in North America for possible acquisitions in the future.

The Company's change in focus to mineral exploration and development will constitute a Change of Business ("**COB**") as defined by Policy 8 of the CSE. Under CSE Policy 8, a proposed COB is subject to a complete review by the CSE, and final approval of a COB is subject to a number of conditions, including shareholder approval and delivery of documentation required by the CSE. The completion of the COB is also subject to the closing of the Equity Financing (as defined below) and securing the Loan Facility (as defined below). Following completion of the COB, it is anticipated that the Company will be listed on the CSE as a Mining Issuer under the name "Core Battery Metals Corp." and the ticker symbol "CORX".

D. Terms of the Option Agreement for the Rose Property

The Company has entered into an option agreement dated April 18, 2022 (the "**Option Agreement**") with Geomap Exploration Inc. (the "**Optionor**") pursuant to which the Company has been granted the right to acquire a 100% interest in and to the mineral claims comprising the Rose Property located in Kamloops Mining Division, British Columbia, Canada (the "**Property**") as described below (the "**Transaction**") and in Section 4 - *The Business of the Meeting - 1. Change of Business and Option to Acquire a Mineral Property - E - Description of the Property* below of this Information Circular. The Company and the Optionor are at arm's length and the Optionor is not a 'Related Person' within the meaning of CSE Policy.

The Transaction will qualify as a Change of Business or COB under CSE Policy 8, and is subject to a complete review by the CSE. Final approval of this COB by the CSE is subject to a number of conditions, including approval by the Shareholders. The completion of the COB is also subject to the closing of the Equity Financing and securing the Loan Facility. The Shares will remain halted at least until this Information Circular has been mailed to the Shareholders. Following completion of the COB, it is anticipated that the Company will be listed on the CSE as a Mining Issuer under the name "Core Battery Metals Corp." and the ticker symbol "CORX".

Terms of Option Agreement

Pursuant to the terms of the Option Agreement, the Company has been granted the sole, exclusive and irrevocable right and option to acquire an undivided one hundred percent (100%) legal and beneficial right, title, and interest in the Property, free and clear of all encumbrances (the "**Option**"), in consideration for a series of cash payments and common share issuances to the Optionor and the incurrence of exploration expenditures over a period of two (2) years as follows (the "**Consideration**"):

- paying \$90,000 on or before the date that is 10 calendar days after the date all conditions precedent in favour of the Company are either fulfilled or waived by the Company (the "**Effective Date**");
- issuing 250,000 Shares on or before the date that is 10 calendar days after the Effective Date measured at a fair value based on the market price of the Shares on the CSE at the time of issuance;
- paying \$30,000 on or before the date that is one (1) calendar year after the Effective Date;
- issuing 250,000 Shares on or before the date that is one (1) calendar year after the Effective Date measured at a fair value based on the market price of the Shares on the CSE at the time of issuance;
- incurring \$110,000 in exploration expenditures on or before the date that is one (1) calendar year after the Effective Date;
- paying \$50,000 on or before the date that is two (2) calendar years after the Effective Date;
- issuing 300,000 Shares on or before the date that is two (2) calendar years after the Effective Date measured at a fair value based on the market price of the Shares on the CSE at the time of issuance; and
- incurring \$250,000 in exploration expenditures on or before the date that is two (2) calendar years after the Effective Date.

The Shares issued pursuant to the Option Agreement will be subject to voluntary resale restrictions, such that the Shares shall be released as follows: (i) one-fourth (1/4) of the Shares shall be released from voluntary restriction on the date that is three (3) months after the date of issuance; (ii) one-fourth (1/4) of the Shares shall be released from voluntary restriction on the date that is six (6) months after the date of issuance; (iii) one-fourth (1/4) of the Shares shall be released from voluntary restriction on the date that is nine (9) months after the date of issuance; and (iv) the remaining one-fourth of the Shares shall be released from voluntary restriction on the date that is 12 months after the date of issuance.

Following the acquisition of the Property, the Company will grant the Optionor a net smelter returns royalty totaling three percent (3%) on commercial production from the Property (the "**Royalty**").

The Consideration and the Royalty were determined by arm's length negotiations among the parties. The Optionor will not become an 'insider' on completion of the Transaction.



Closing and Conditions of Closing

The following are the primary conditions to closing of the Transaction:

- (a) receipt of the Shareholders' approval of the Company's entry into the Option Agreement and the COB;
- (b) receipt of the CSE's approval of the COB and the transactions contemplated in the Option Agreement; and
- (c) no suit, action or other proceeding will be pending or threatened that seeks to restrain or prohibit the consummation of the Transaction.

There can be no assurance that the Transaction will close on the terms set out in the Option Agreement or at all.

Termination

The Option Agreement may be terminated as follows:

- (a) if the aforementioned conditions have not been fulfilled or waived by the Company on or prior to July 31, 2022, or such other date agreed to by the Company or the Optionor in writing, the Company may terminate the Option Agreement by written notice to the Optionor;
- (b) the Company may, at any time prior to its exercise of the Option, terminate the Option Agreement in its entirety on thirty (30) days written notice to the Optionor and shall thereafter have no liability to the Optionor as a result of such termination;
- (c) by either party if the other party fails to perform any obligation required to be performed by it under the Option Agreement, or the other party is in breach of a warranty or a representation given by it under the Option Agreement, which the failure or breach thereof materially interferes with the implementation and operation of the Option Agreement and the non-defaulting party has first given written notice of default to the defaulting party and the defaulting party has not, within thirty (30) business days following delivery of such notice: (i) cured such default; (ii) commenced proceedings to cure such default by appropriate payment or performance, and the defaulting party, that should it so commence to cure any default, will prosecute the same to completion without undue delay; and (iii) delivered to the non-defaulting party a notice contesting the notice of default, in which case, the default will be adjudicated pursuant to the terms of the Option Agreement; and
- (d) by the Optionor if the Company does not make the cash payments, issue the Shares or incur the expenditures as set out above and the Optionor has first given written notice of default to the Company and the Company has not, within thirty (30) business days following delivery of such notice: (i) cured such default; (ii) commenced proceedings to cure such default by appropriate payment or performance, the Company, that should it so commence to cure any default, will prosecute the same to completion without undue delay; and (iii) delivered to the Optionor a notice contesting the notice of default, in which case, the default will be adjudicated pursuant to the terms of the Option Agreement.

E. Description of the Property

Set out below is information related to the Property. This Section is qualified in its entirety by the complete text of the Company's National Instrument 43-101 - *Standards of Disclosure for Mineral Project* ("NI 43-101") Technical Report dated April 25, 2022 and effective April 25, 2022 prepared by Muzaffer Sultan, Ph.D., P.Geo (the "Author") entitled "NI 43-101 Technical Report on the Rose Property, Adam Lake Area, Kamloops Mining Division, British Columbia, Canada" (the "Technical Report"), which is available under the Company's profile on SEDAR at www.sedar.com and on the websites of the CSE and the Company. The Author is independent with respect to the Company as provided in NI 43-101.

The information contained in this Section 4 - *The Business of the Meeting - 1. Change of Business and Option to Acquire a Mineral Property - E - Description of the Property* is subject to all of the assumptions, information and qualifications set forth in the Technical Report. The Technical Report contains more detailed information and qualifications than are set out below and readers are encouraged to review it accordingly. The Author has reviewed the technical disclosure in this Section.

Property Description and Location

The Property consists of four contiguous mining claims (1081153, 1081152, 1080416 and 1079803) covering approximately 1947.08 hectares area on Crown land in Kamloops Mining Division, British Columbia, Canada (Figure 1, Table-1). The claims occur in the west of the Adams Lake in between 307900E and 312275E and 5663550N and 5670920N (UTM, 11, NAD 83) and centered at coordinates 310000E and 5667500N. Approximately 90% of the claims occur in BCGS Map 082M023 (NTS Map-082M). The remaining claims are in BCGS Map 082M033 and BCGS Map 082M013 (NTS Map- 82M).

The south boundary of the Property is located about 26 kilometers north of Squilax aurally, approximately 39km through Adam-West Forest Service Road and is accessible in forty one minutes (Google map and <https://backcountrybc.ca/maps-and-media/resource-trip-planning-maps/forest-service-road-dynamic-map>).

The claims are 100% beneficially owned by Afzal Pirzada (260370) of Geomap Exploration Inc. and is optioned by the Company. Additional details including the current expiry dates are tabulated in "Table 1 – Claim Data". The four contiguous mining claims comprising the Property were staked using the British Columbia Mineral Titles Online computer Internet system.

The Author undertook a search of the tenure data on the British Columbia government's Mineral Titles Online (MTO) website which confirms the geospatial locations of the claims boundaries title information provided by Geomap Exploration Inc. and the Company. There were no historical Mineral Resource and Mineral Reserve estimates given.

The [Mineral Tenure Act Regulation](#) in British Columbia describe registering exploration and development for a mineral claim. The value of exploration and development required to maintain a mineral claim for one year is provided below:

Mineral Claim - 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

The other option is payment in lieu of work which is double the amount mentioned in the above schedule. The mineral claims comprising the Property are valid until December 31, 2025, based on allocation of the 2021 exploration work credits and annual work of \$29,206.20 will be required to keep these claims beyond this period (years 5 and 6). The surface rights on the Property are held by the Crown and a “Notice of Work and Reclamation Program” permit is required for drilling, trenching, setting up a camp and other intrusive work. There are no known environmental liabilities and no permits have been applied for or acquired for the Property. Claim data is summarized in the Table 1, while a map showing the claims is presented in Figure 2.

Table 1: Claim Data

Title Number	Claim Name	Owner	Title Type	Map Number	Issue Date	Good to Date	Status	Area (ha)
1079803	Rose1	260370 (100%)	Mineral Claim	082M	2020/Nov/28	2025/Dec/31	Active	182.55
1080416	Rose2	260370 (100%)	Mineral Claim	082M	2021/Jan/06	2025/Dec/31	Active	284.07
1081152	Rose3	260370 (100%)	Mineral Claim	082M	2021/Feb/13	2025/Dec/31	Active	770.72
1081153	Rose4	260370 (100%)	Mineral Claim	082M	2021/Feb/13	2025/Dec/31	Active	709.74
Total								1,947.08

The Property was optioned by the Company pursuant to the Option Agreement where the Company can earn a 100% interest in the Property by making a cash payment of \$170,000, incurring \$360,000 in exploration expenditures and issuing 800,000 Shares, all in accordance with the following schedule:

- (a) paying the Optionor an aggregate of \$170,000 in cash as follows:
 - (i) \$90,000 on or before the date that is 10 (ten) calendar days after the Effective Date;
 - (ii) \$30,000 on or before the date that is one (1) calendar year after the Effective Date; and
 - (iii) \$50,000 on or before the date that is two (2) calendar years after the Effective Date;
- (b) issuing the Optionor an aggregate of 800,000 Shares in the capital of the Company as follows:
 - (i) 250,000 Shares on or before the date that is 10 (ten) calendar days after the Effective Date measured at a fair value based on the market price of the Shares on the CSE at the time of issuance;
 - (ii) 250,000 Shares on or before the date that is one (1) calendar year after the Effective Date measured at a fair value based on the market price of the Shares on the CSE at the time of issuance; and
 - (iii) 300,000 Shares on or before the date that is two (2) calendar years after Effective Date measured at a fair value based on the market price of the Shares on the CSE at the time of issuance;
- (c) incurring aggregate exploration expenditures of \$360,000 as follows:

- (i) \$110,000 of exploration expenditures on or before the date that is one (1) calendar year after the Effective Date; and
- (ii) \$250,000 of exploration expenditures on or before the date that is two (2) calendar years after the Effective Date.

Following the acquisition of the Property by the Company, the Company will grant the Optionor a net smelter returns royalty totalling three percent (3) on commercial production from the Property, and the Company can repurchase 1% of net smelter returns royalty for \$1,000,000.

Environmental Concerns

There is no historical production from mineralized zones on the Property, and the Author is not aware of any environmental liabilities which have accrued from historical exploration activity.

First Nations

The land in which the mineral claims are situated is Crown Land and the mineral claims fall under the jurisdiction of the British Columbia Government. However, for exploration work permits from the Government of British Columbia, the Government may be required to consult with First Nations before a permit can be issued.

Figure 1: Property Location

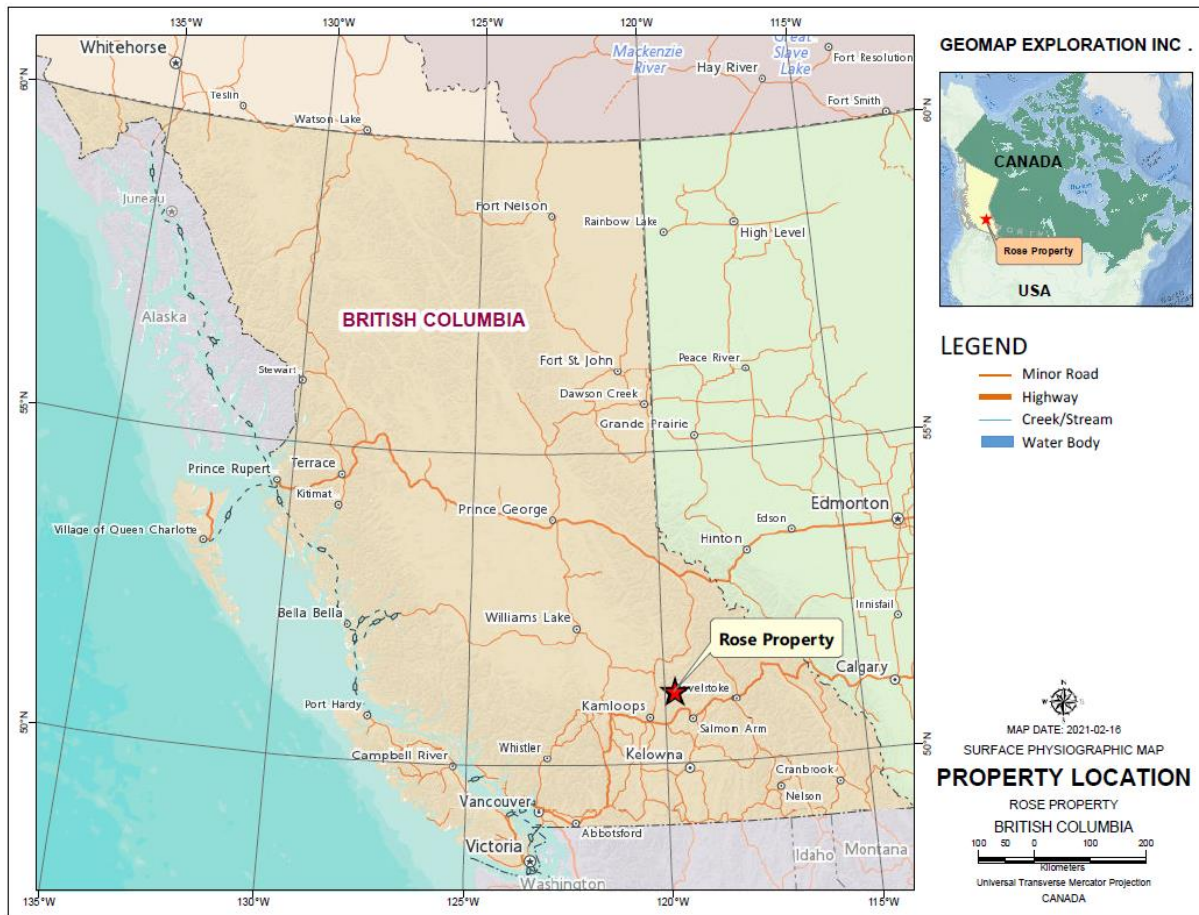
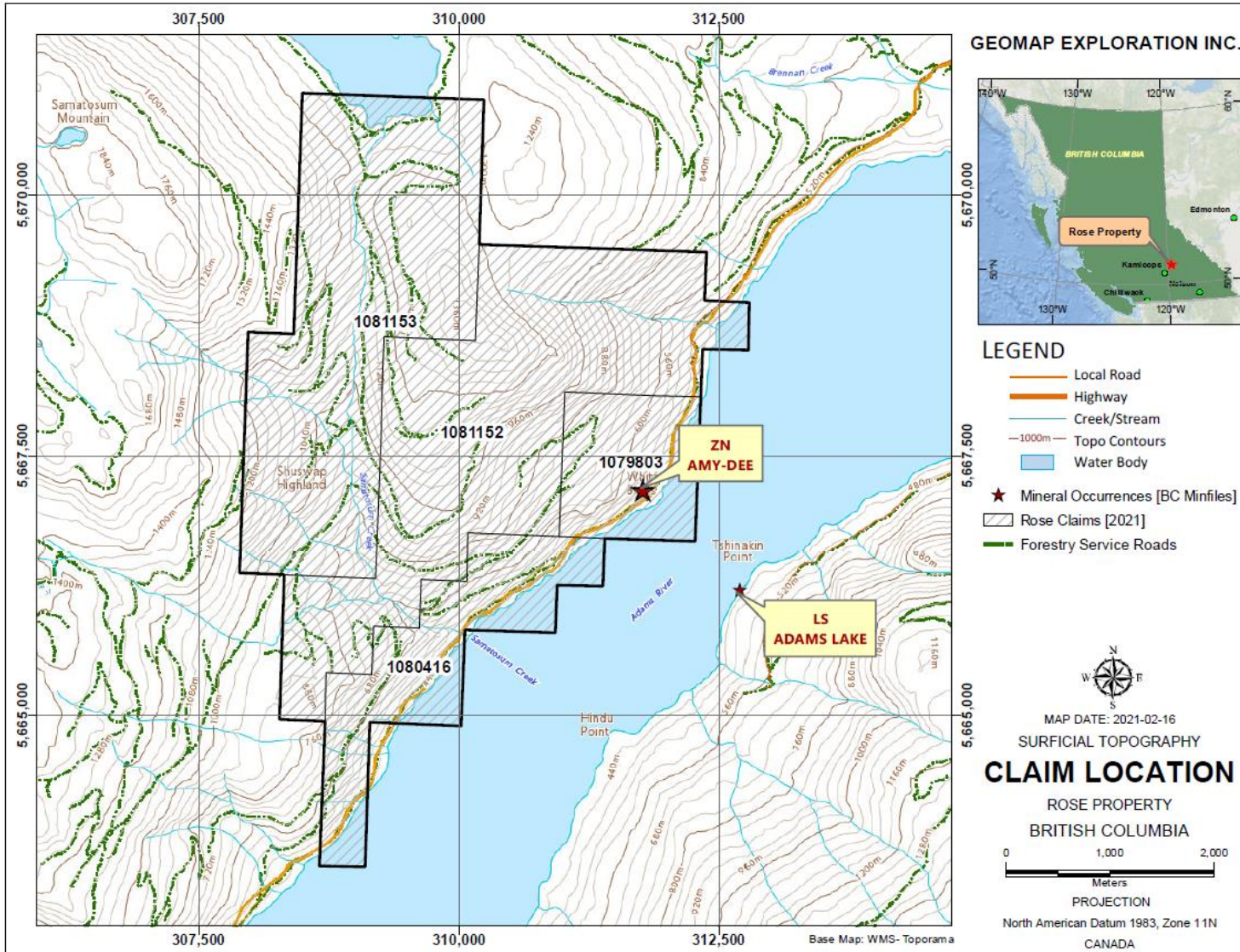


Figure 2: Claim and Physiography Map with Minfile Occurrences



Accessibility, Climate, Local Resources, Infrastructure, Physiography

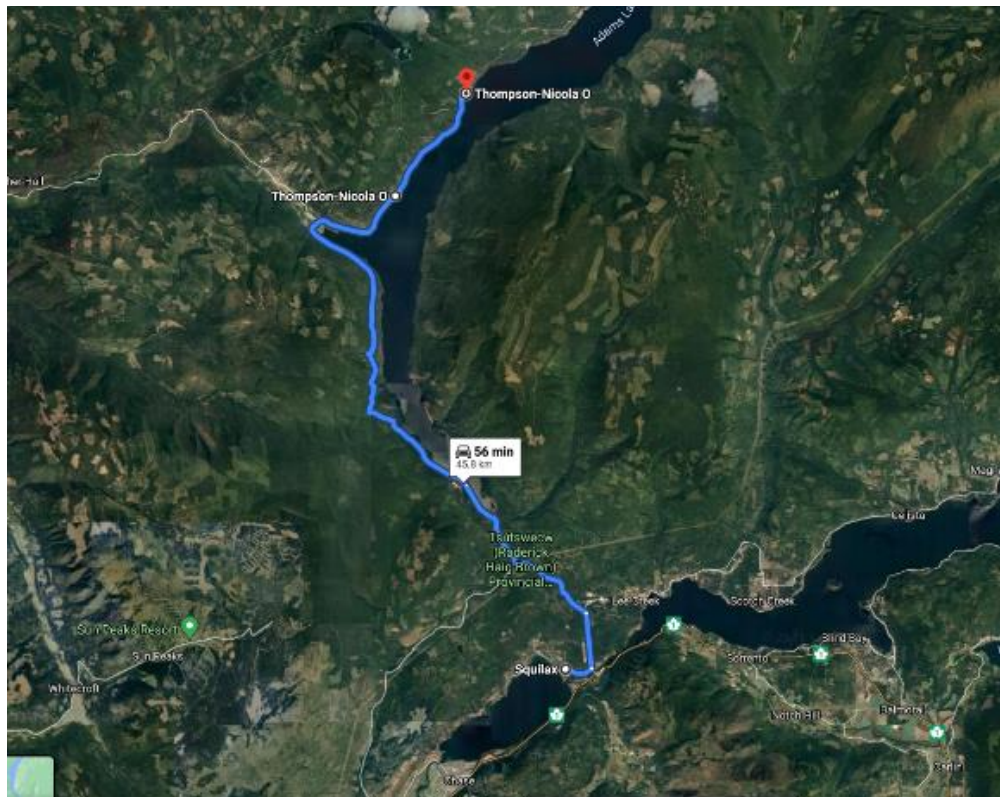
Access

The Property consisting of four contiguous claims is situated on the west side of Adams Lake, approximately 39km (south boundary of the Property) to the north of Squilax which is a settlement in British Columbia, located on the northeast shore of Little Shuswap Lake (Figures 2 & 3). The Trans-Canada Highway runs Just 2km east of the village Squilax and provides access to the nearby town of Chase (12.5km west) and city of Kamloops (69 km west).

Access from Squilax to the Property is by Forestry Road. Squilax-Anglemont road joins at kilometer 3 to Holding Road running northward and joining West Adams Forestry service road at kilometer 11 which leads to the Property at approximately KM 24 and northern boundary at KM 31. Alternate access from Kamloops is via the Yellowhead Highway (Highway 5), then turning north to Louis Creek, then west on the Agate Bay Road to the West Adams Forest Service Road (FSR).

A network of secondary logging roads of varying quality provides further access in the area thus facilitating access to the western portion of the claims (Figure 2).

Figure 3: Access to Property.



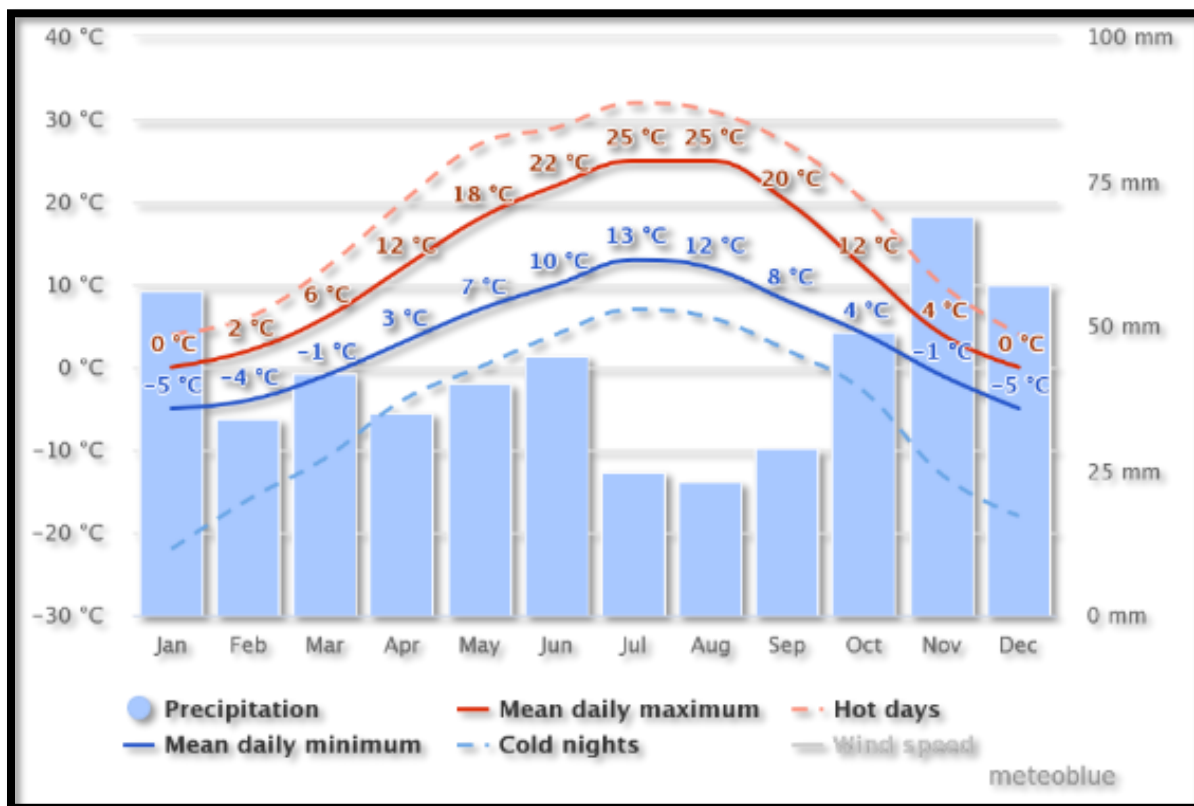
Climate and Vegetation

The closest climate data is available from the Adams Lake Park (50.98N, 119.74W) which is 646m above sea level whereas Property is located approximately at an elevation range of 420m-1300m. Thus, the Property climate can be different due to change in elevation. The 30-year (<https://www.meteoblue.com/en/weather/historyclimate/climatemodelled/adams-lake->

park_canada_5882260) data shows that mean daily minimum temperature ranges from -5°C to 13°C whereas the mean daily maximum temperature ranges from 0°C to 25°C (Figure 4). The average precipitation ranges from 22mm to 72 mm (Figure 4). The precipitation occurs throughout the year, but monthly average is lowest in July, August, and September and highest in October, November, December, and January. Exploration work such as geological mapping, prospecting, trenching, and sampling can be carried out during summer months (from May to November), whereas drilling and geophysical surveying can be done throughout the year. The upper reaches of the Property get early snowfall and can become inaccessible in October whereas the claims in the lower reaches can be accessed throughout the year.

The vegetation on the plateau consists of alpine spruce forest and second growth forest interspersed with wetlands, marshes, and open grassed areas.

Figure 4: Average temperatures and precipitation



Local Resources and Infrastructure

The Property is connected with the city of Kamloops which is located 65 km west of Squilax. It is the twelfth largest municipality in the province with a population of 90,280 (Canada 2016 Census) and can be accessed via four major highways, the BC Highway 1 (Trans-Canada Highway), the Coquihalla Highway (BC highway 5 south of the city), the Yellowhead Highway (BC Highway 5 north of the city) and BC Highway 97, making it a transportation hub and a place which attracts businesses. Kamloops' economy is diverse and includes healthcare, tourism, education, transportation, and natural resource extraction industries. Heavy industries in the Kamloops area include primary resource processing such as Domtar Kamloops Pulp Mill, Tolko-Heffley Creek Plywood and Veneer, and Highland Valley Copper Mine in Logan Lake.

Village of Chase with a population of 2,500 (Canada 2016 Census) is a good location to support the needs of an exploration program. Few motels, grocery stores and dining places are available in the village. Several lakes located on the Property are good source of water for exploration and mining work. The 2021 exploration work on the Property was carried out of Chase. Various industries and related service providers are present in the area. Specialized exploration services such as drilling and geophysical survey companies are in Vancouver and Kamloops.

The District of Barriere is located 64 kilometers North of the larger city of Kamloops on Highway 5 and approximately 40 kilometres to the west of the Property. It is nestled in the North Thompson Valley surrounded by the Barriere and North Thompson Rivers. Barriere is connected with the Property via Agat Bay Road.

Physiography

Adams River is located in the Shuswap Highlands of the Canadian Cordilleran Plateau / Mountains physiographic region. The Shuswap Highlands are transitional between the Thompson Uplands to the west and the Monashee Mountains (part of the Columbia Mountain system) to the east. The characteristic features are a gently rolling plateau highly dissected by major river systems and their tributaries. The Adams River watershed is at the western edge of the Shuswap Highlands, which is generally defined by the Louis Creek fault that runs on the western side of the watershed. Adams River rises at over 2,000 metres in some of the remnant glaciers and icefields of the Columbia Mountains; Adams Lake is at an elevation of 404 metres and the river enters Shuswap Lake at 347 metres.

The elevation of the Property ranges from 420 - 1300 meters above sea level and is bounded by moderately steep slopes on the east side. The slopes towards lake (on the west side) tend to be steep as do the slopes of major stream gullies.

History

The history of exploration in the Adam Plateau dates to early 1920's when silver-lead-zinc mineralization was discovered in Lucky Coon area (Lat. 51 04' 32" Long. 119 36'15, 5661405 N,317205E), by T. Callaghan and H. McGillivray (http://www.em.gov.bc.ca/dl/PropertyFile/NMI/082M4_Pb1.pdf). The area was staked in 1927 as the Lucky Coon group of claims. The exploration of the Adams Plateau area continued intermittently since then and numerous mineral occurrences on the Property and the neighboring areas were discovered, including Rose, Summit, Nik (East), Steep, Lucky Coon, Elsie, King Tut, Mosquito King, Joe, Beca, Homestake, Twin Mountain, and Rea.

The earliest systematic exploration work on the Property was carried out by the British Columbia Geological Survey Branch in 1996 (Open File 1998-9) and 1997 (Open File 1997-9.) The 1996 work presents analytical data for 63 different elements from a regional stream water geochemistry survey. The 1997 work on the till geochemistry survey, led to the Cam-Gloria discovery, by Camille Berube in 1998. (Minfile (082M 266). This discovery is 16km meters east of the Property showing.

Regional geological mapping of Adams Plateau was conducted by the B.C. Department of Mines in late 1970's. Regional geological maps published by the British Columbia Ministry of Energy and Mines "BCMÉM" delineated regional structural features and stratigraphic controls to the known lead- zinc- silver mineralization and outlined a favourable belt of rocks with the potential to host massive sulphide deposits.

Property History

There are two historical mineral showings on the Property which are known as Rose and Summit. The history on the Rose group of claims indicate that this area was staked first by I. Bennett, and was held under option by Tombac Explorations Ltd. during 1961. A total of 480m (1,575 feet) of diamond drilling was done before the option was dropped. The Summit occurrence is located at an elevation of approximately

1250 metres on the east side of a hill, approximately 2.3 kilometres southeast of the southeast end of Johnson Lake. The work in this area was carried out from the early 1980s to 2007 and led to discoveries of several copper, gold, and zinc showings.

(http://cmscontent.nrs.gov.bc.ca/geoscience/PropertyFile/NMI/082M4_Zn1.pdf)

Minfile is a database of BC Ministry of Energy and Mines which contains geological, location and economic information on over 13,000 metallic, industrial mineral and coal mines, deposits, and occurrences in B.C. The BC Geological Survey (BCGS) has the mandate to compile Minfile information by reviewing mineral assessment reports, recent publications, press releases, property file and company websites. There are two Minfile occurrences reported on the Property which are listed on Table 2, shown on Figure 7, and are discussed in the following Sections.

Table 2: List of Minfile occurrences on the Property

Minfile Number	Minfile Names	Location NAD 83 Zone 11				Commodity Sought
		Easting	Northing	Lat	Long	
082M 057	Rose Amy-Dee Del POET	311766	5667167	51° 07'30" N	119° 41' 24" W	Zinc
082M 342	Summit, Bog	310500	5668728	51° 08'19" N	119° 42' 32" W	Gold, silver, lead, zinc, copper

Rose Showing

The Rose showing, occur in the area which is underlain by limestone of the Tshinakin member of the Eagle Bay Formation of Cambrian-Ordovician age. Bedding strikes about 130 degrees and dips 35 to 65 degrees northeast.

Mineralization at this showing is an east-west band, dipping 20 to 25 degrees north, of discontinuous layered, strands of dark brown to grey-black coloured sphalerite occurs with dense white vein quartz within the limestone. An approximate one metre width of similar mineralization was intersected by drilling 130 metres down dip of the surface mineralization. Rotary drilling results returned anomalous gold and silver values which could not be confirmed by a second lab (Assessment Report 14046).

Casa Del Oro Resources Inc. owned Amy-Dee 1-4 (covering current claims areas) mineral claims in 1982. Casa Del Oro Resources Inc. carried out extensive trenching of outcropping mineralization (Assessment Report 10782 and 14046). The sphalerite is reported to be present in an east-west trending band that dips to the north at a gentle angle, estimated at 20° to 25°. Ostensoe (1982, Assessment report 10782) defined trench geology as discontinuous strands of dark-brown to grey-black colored sphalerite occurring throughout dense white vein quartz. One vertical diamond drill (82-1) hole to a depth of 306 meters was also drilled the same year. The drill hole was planned to test the possible downdip continuation of the surface exposure of zinc mineralization. The mineralized quartz vein was intersected between 130.5m and 133.65m, generally consistent with its reported dip of 20-25°. The host rock, recrystallized limestone continued up to 291m. The sequence from 291m to 306m was a green gneissic and serpentinized meta sedimentary rock. Assay results were not available in the Assessment Report.

In 1985, Casa Del Oro Resources Inc. drilled 50 short rotary test holes on terraces along the shore of Adams Lake (Assessment report 14046) to geochemically test the lateral continuity of zinc bearing quartz vein. These holes were 32mm in diameter and drilling was done with a small truck mounted, gasoline powered drill. The drill holes depths ranged from 2.4-meter -14 meter deep and zinc values ranged from 61ppm-201ppp.

C. Delmore staked the claims as DEL-1 to DEL-4 between September 29 and October 26, 1985. A small diamond drill program consisting of 4 drill holes (100m and 150m west of 1982 drilling) was completed in 1986 (Assessment Report 15670). These holes did not succeed in intersecting zinc bearing quartz veins. The depth of holes was 86-1 (32ft, 9.75m), 86-2 (30ft, 9.14m), 86-3 (23ft, 7.01m) and 86-4 (26ft, 7.92m). All holes continued in Limestone but without visible mineralization.

Summit, Bog Showing

The Summit occurrence is located at an elevation of approximately 1250 metres on the east side of a hill, approximately 2.3 kilometres southeast of the southeast end of Johnson Lake. Regionally, the area is underlain by limestone, marble, calcareous sedimentary rocks and greenschist metamorphic rocks of the Lower Cambrian Eagle Bay Assemblage. Bedding strikes approximately 130 degrees and dips 35 to 45 degrees northeast.

Locally, at the Summit zone, areas of brecciation and silicification in Tshinakin member limestone of the Eagle Bay Assemblage host quartz \pm barite veins with galena mineralization. In 2004, a sample (SEN.04/09-RK) assayed 0.24 gram per tonne gold (Assessment Report 28414).

In 2005, a sample (S.05/12RK) assayed 0.18 gram per tonne gold, whereas a nearby float sample (S.05/07RK) assayed 0.566 gram per tonne gold, 215.5 grams per tonne silver, 2.799 per cent lead and 0.759 per cent zinc (Assessment Report 28414). In 2006, a sample (S/L-1W/75S) of brecciated and silicified limestone assayed 0.105 gram per tonne gold (Assessment Report 29639).

Approximately 1.5 kilometres to the east-northeast of the Summit zone and on the Gossan claim, an outcrop of massive, up to approximately 80 per cent, mariposite is hosted in a phyllite unit near the Poet fault. In 2006, a sample (G.06/118-Rk) of massive mariposite assayed 4 grams per tonne gold, whereas a nearby sample of altered limestone with pyrite assayed 0.17 gram per tonne gold (Assessment Report 29638).

Zones of skarn mineralization with 10 to 20 per cent pyrite are reported approximately 1.2 kilometres to the northwest of the Summit zone on the Bog claim. These zones are parallel to the Samatosum fault.

Another anomalous zone is reported on the Samatosum claim, located approximately 1.8 kilometres to the west-northwest, and comprises a silicified limestone with pyrite, chalcocite and malachite associated with structures striking 290 degrees and dipping near vertically. In 2006, a sample (SA.06/03-Rk) assayed 0.378 per cent copper (Assessment Report 29006).

Two minor copper occurrences are reported on the Set 1 and Caesar 1 (Seazar 1) claims, located south of Johnson Lake and approximately 3.5 kilometres northwest of the Summit zone. The first occurrence comprises a 3-centimetre-wide quartz vein with chalcopyrite and pyrite in a pyritic and siliceous host with siderite-chlorite alteration and fuchsite or mariposite. The second occurrence is located to the south-southwest of the first and comprises gossanous and siliceous volcanic rocks hosting disseminated magnetite and trace pyrrhotite, pyrite and chalcopyrite. In 1988, a sample (12A-5R1) from the first zone assayed 0.156 per cent copper (Assessment Report 18544).

During 1983 through 1988, Omni Resources Inc. completed programs of rock and soil sampling, geological mapping, ground and airborne electromagnetic surveys and two drill holes, totaling 258.3 metres, on the Set 1 and Caesar 1 claims to the west and northwest.

In 1987 and 1988, Canova Resources Ltd. completed programs of geological mapping, geochemical (rock, silt, and soil) sampling, 70.0 line-kilometres of ground electromagnetic and magnetic surveys and a 172.0 line-kilometre airborne magnetic and electromagnetic survey on the Amy-Dee claims.

During 2004 through 2007, the area was prospected as the Summit, Bog, Gossan and Samatosum claims by C. Lowry.

Geological Setting and Mineralization

Regional Geology

The claim area occurs in Shuswap Highland of south-central British Columbia which lies within the Kootenay terrane, (Figure 5) considered as a part of the North American continental margin, at least by Late Mississippian time. The area is underlain by Paleozoic sedimentary, igneous and volcanic rocks of the pericratonic Kootenay terrane, deposited on the distal margin of ancestral North America. The Kootenay terrane lies within the Omineca morphological belt of the Canadian Cordillera (Schiarizza and Preto, 1987; Wheeler and McFeely, 1991; Monger, 1993).

The regional geology of Adams Lake, Adams Plateau, Clearwater and Vavenby is described in detail by Schiarizza and Preto, 1987, (British Columbia Department of Mines Paper No:1987-2) and geology and mineralization around Baldy batholith is described in detail by Logan and Mann (2000). Regionally, the area comprises Paleozoic sequence of metasedimentary and metavolcanic rocks, Devonian orthogneiss, mid-Cretaceous granitic rocks, Early Tertiary quartz feldspar porphyry, basalt and lamprophyre dykes, Eocene sedimentary and volcanic rocks and Miocene Plateau lavas.

Paleozoic metasedimentary and metavolcanic rocks are represented by Eagle Bay Assemblage (Early Cambrian to Mississippian- (Figure 5)) and Fenneli Formation (Devonian to Permian). These rocks occur in four structural slices. The upper three fault slices contain only Eagle Bay rocks, while the lowest slice comprises Eagle Bay strata structurally overlain by rocks of the Fennell Formation (Figure 6).

The Fennell and Eagle Bay successions are cut by mid-Cretaceous granitic rocks of the Raft and Baldy batholiths and by Early Tertiary quartz feldspar porphyry, basalt and lamprophyre dykes.

A brief description of these formations is described in the following section.

Eagle Bay Assemblage

The Eagle Bay Assemblage ranges in age from Early Cambrian to Late Mississippian. Three major assemblages are identified in the formation. The Lower assemblage comprise quartzites and quartzose schists followed by a unit of predominantly mafic metavolcanic rocks and limestone. The fossils archaeocyathide in EBG unit (Table-3) confirmed Lower Cambrian age for this assemblage. The Early Cambrian succession is overlain by an undated middle assemblage which include grit, phyllite, carbonate and metavolcanic rocks. These are locally overlain by calcareous phyllite and associated calc-silicate schist and skarn or by mafic metavolcanic rocks. The upper assemblages are separated from middle assemblage by a significant unconformity and comprises a Devono-Mississippian succession of felsic metavolcanic rocks overlain by intermediate, locally alkalic, metavolcanics and fine to coarse-grained clastic metasediments. They are intruded by Upper Devonian-Lower Mississippian foliated granite to diorite sills and dikes and by Middle to Upper Jurassic and Cretaceous hornblende biotite granite to granodiorite, biotite-muscovite granite, and biotite monzogranite of the Raft and Baldy batholiths.

The Eagle Bay Assemblage is divided into ten mappable units. These units with their lithologies are briefly described in Table 3.

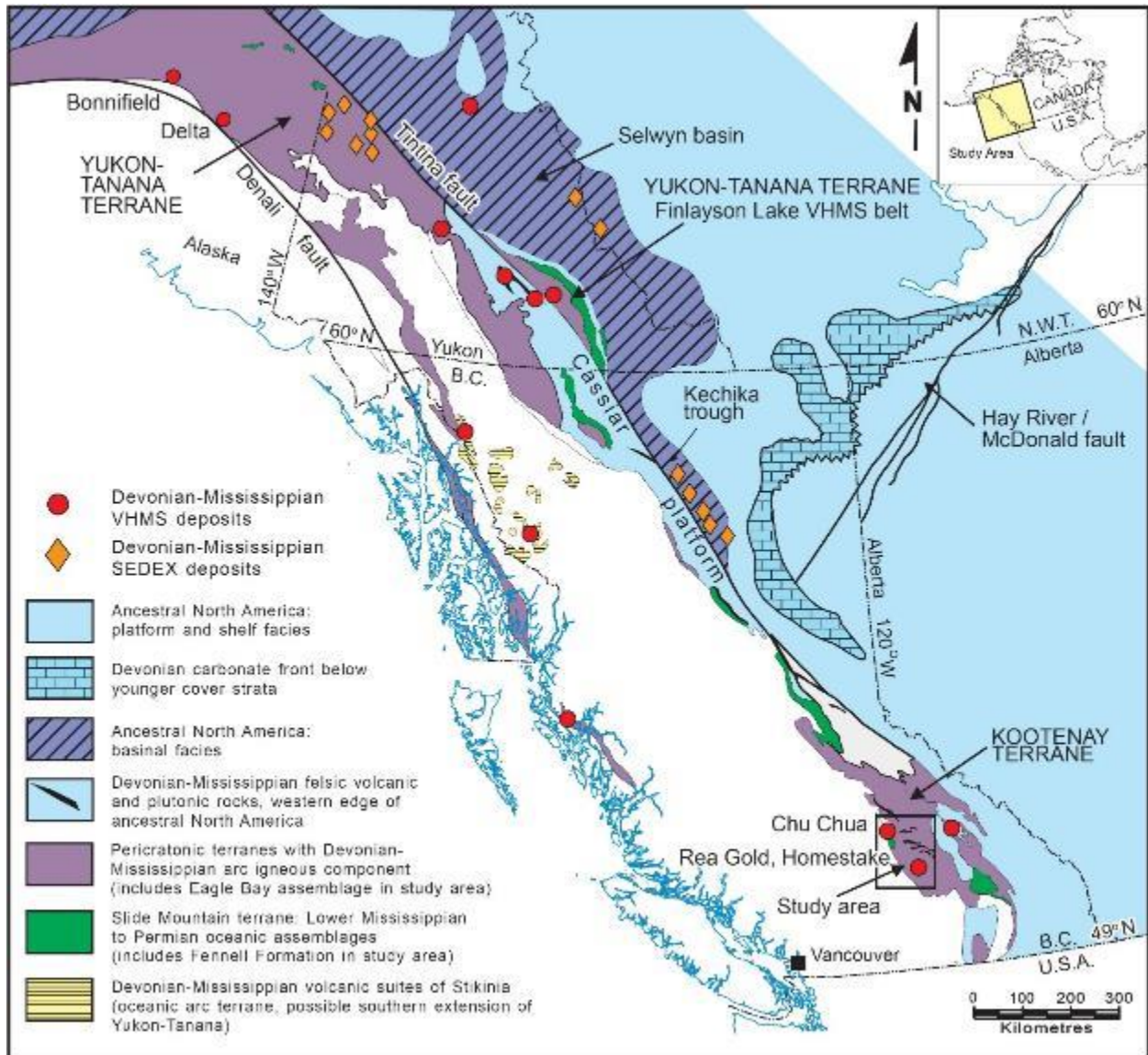


Figure 5: Location of the Property Area in the Kootenay terrane in southern British Columbia

(Map Source: Paradis, S., Bailey, S.L., Creaser, R.A., Piercey, S.J. and Schiarizza, P., 2006)

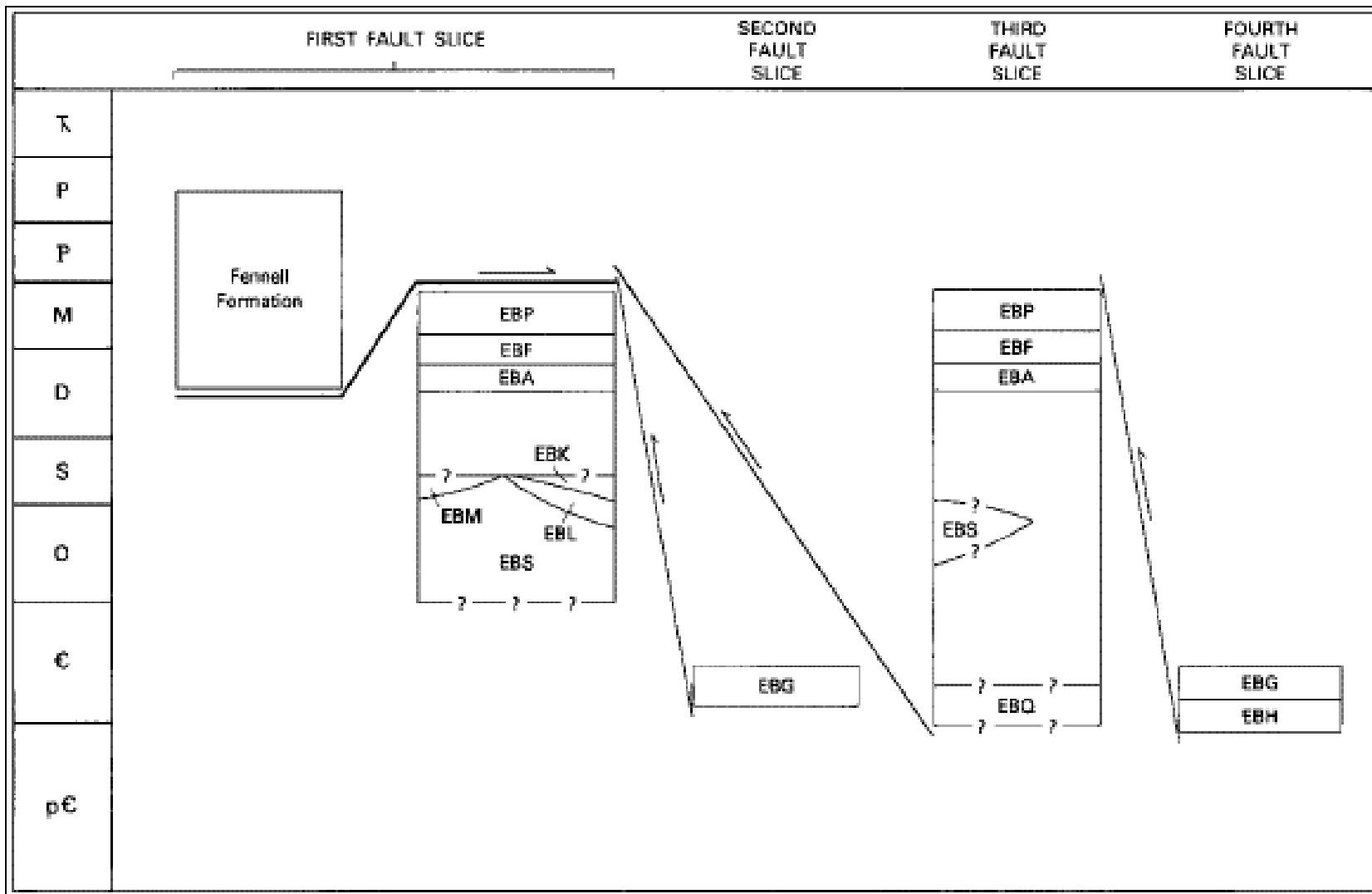


Figure 6: Correlation chart showing ages and structural /stratigraphic relationship of rock units within the Adam Plateau-Clearwater-Vavenby area. (adopted from Schiarizza and Preto, 1987).

Table 3: Lithology of Eagle Bay Assemblage units.

UNIT	Lithology
MISSISSIPPIAN	
EBP	Youngest unit of the Eagle Bay Assemblage: consists mainly of dark grey slate, phyllite and siltstone, together with sandstone, granule to pebble conglomerate, limestone, dolostone and intermediate to felsic volcanoclastic rocks. EBPI-Limestone; EBPv-Breccia and Tuff.
DEVONIAN AND/OR MISSISSIPPIAN	
EBF	Consist mainly of medium or dark shades of grey and green gritty and fragmental feldspathic phyllites, schists, and similar but poorly foliated rocks which were derived from intermediate to felsic tuff and volcanic breccia. Minor amounts of siltstone, EBFq-light grey massive cherty quartzite.
DEVONIAN	
EBA	Dominated by light grey chlorite-sericite-quartz phyllite and schist derived mainly from felsic to intermediate volcanic and volcanoclastic rocks, minor intercalations of green chlorite schist derived from mafic volcanic, dark grey phyllite and siltstone (approximately 10 %), include intrusion of Unit Dgn as sill-like bodies and muscovite-biotite-orthoclase-plagioclase-quartz and biotite-hornblende-plagioclase-quartz gneisses, host to numerous polymetallic base and precious metal showings within the Property area, EBAf-feldspar porphyry, feldspathic phyllite, pyritic sericite-feldspar-quartz phyllite, metavolcanic breccia; EBAGn- include orthogneisses of unit Dgn; EBAs- sericitic quartzo-feldspathic schist and gneiss derived from felsic intrusive rocks; EBAu- undivided EBA and EBAi.
DEVONIAN (?) AND/OR OLDER (?)	
EBM	Medium to dark green chloritic schist, and green to grey weakly foliated to massive and pillowed greenstone, intercalated with quartzite, phyllite and bedded chert.
EBK	Consist of calc-silicate schists and skarn; fine grained, weakly schistose, distinctly banded, medium to dark green bands alternate with light green and/or light grey bands, calc-silicate schists and relatively massive, light to medium greenish grey, lesser amounts of vaguely laminated, mottled, garnet epidote skarn, chloritic schist, and sericite quartz schist.
EBL	Dark to medium grey limestone and brownish grey or rusty weathering calcareous black phyllite and argillite, identical to the Sicamous Formation of Jones (1959).
EBS	Dominantly clastic metasediments, grey and green, fine to coarse-grained, phyllitic sandstone, grit and quartzite, intercalated with less common limestone, dolomite, mafic to felsic volcanics and volcanoclastic horizons, green chloritic phyllite, sericite-quartz phyllite, and feldspathic sericite-quartz phyllite; EBSq- light grey to white quartzite; EBSc-limestone, dolostone, marble; EBSb-greenstone, pillowed metabasalt, chloritic phyllite; EBScg-conglomerate; EBSp-grey phyllite and siltstone;

	EBSt-siderite-sericite-quartz phyllite and feldspathic phyllite (meta-tuff); EBSa-pyritic sericite-quartz phyllite and chloritoid-sericite-quartz phyllite.
EBG	Mainly calcareous chlorite schist and fragmental schist derived from mafic volcanic and volcanoclastic rocks. Limestone, including the prominent Tshinakin limestone member, is common within the unit. Quartzite, grit, phyllite, dolostone, conglomerate and intermediate to felsic metavolcanic rocks occur locally. EBGc-limestone. dolostone, marble; EBGt-Tshinakin limestone member-massive, light grey finely crystalline limestone and dolostone: EBGs-dark to light grey siliceous and/or graphitic phyllite. calcareous phyllite, limestone, calc-silicate, cherty quartzite; minor amounts of green chloritic phyllite and sericite-quartz phyllite; EBGq-light to medium grey quartzite; EBGp-dark grey phyllite, calcareous phyllite and limestone; minor amounts of rusty weathering carbonate-sericite-quartz phyllite (meta-tuff?); EBGcg-polymictic conglomerate.
LOWER CAMBRIAN (?) AND/OR HADRYNIAN (?)	
EBH	Dominantly quartzite, chlorite-muscovite- quartz schist and grit, intercalated with minor amounts of grey phyllite and dolomitic chlorite schist.
EBQ/SDQ	Light to dark grey quartzite, micaceous quartzite, grit and phyllite; lesser amounts of calcareous phyllite, carbonate and green chloritic schist; northeastern exposures include staurolite-garnet-mica schist, calc-silicate schist, and amphibolite.

Fennell Formation

The Fennell Formation mainly consists of greenstone which occur throughout the sequence and makes up more than half of the formation. It is derived from mafic igneous rocks and comprises pillowed and massive flows as well as sills, dykes, and small plugs. The formation is divided in two major structural units. The lower division comprises a heterogeneous assemblage of bedded chert, gabbro, diabase, pillowed basalt, clastic metasediments (in places associated with minor amounts of limestone and metatuff), quartz feldspar porphyry, rhyolite and intraformational conglomerate. This unit ranges in age from Early Mississippian to Middle Permian. The upper division consists almost entirely of pillowed and massive basalt, together with minor amounts of bedded chert and gabbro. The age of this unit is considered Middle Permian to Early (?) Pennsylvanian. The two divisions are therefore at least in part the same age and are inferred to be separated by a thrust fault. Rocks of the Fennell Formation accumulated in a deep oceanic basin.

Devonian Orthogneiss (Dgn)

Devonian granitic orthogneiss (Dgn) occur in metasedimentary and metavolcanic rocks of EBQ and EBA units of Eagle Bay Formation as sill-like bodies. The host rocks in these areas are mapped as EBQgn and EBAgn sub-units. These gneisses mainly occur in two varieties which are medium grey and light grey varieties.

Medium grey variety consists of biotite-hornblende-plagioclase-quartz gneiss with epidote, chlorite, sphene and small grains of zircon and apatite. It comprises quartzofeldspathic lenses alternating with or enclosed by lenses and foliae of biotite and hornblende. These are medium grained, more pervasively recrystallized and foliated and monotonously uniform over large areas.

Light grey variety comprises muscovite-biotite-orthoclase-plagioclase-quartz gneiss with zircon and apatite as accessories. The lighter coloured gneiss is generally less strongly foliated and may display a relict granitic texture. These are medium grained monotonously uniform over large areas. Contacts between the

two phases are usually sharp and it generally appears that the light grey gneiss is intrusive into the more mafic variety.

Cretaceous Granitic Rocks (kg)

The Eagle Bay Assemblage and Fennell Formation are cut by mid- Cretaceous intrusions of the Raft and Baldy batholiths. These intrusions extend from Baldy Mountain to the west shore of Adams Lake. The rocks of Raft and Baldy batholiths mainly consist of granodiorite and quartz monzonite which are light grey and coarse-grained. The average of the two batholiths is: 38 % plagioclase, 25 % potash feldspar, 30 % quartz, 5 % biotite, 1 % hornblende, and 1 % accessory and alteration minerals (Campbell and Tipper, 1971, page 73). The crystals of pinkish potassium feldspar are generally larger than quartz and plagioclase feldspar and rectangular potash feldspar phenocrysts up to 1 cm long are prominent and common in places (Campbell and Tipper, 1971, page 73). Biotite is the predominant mafic mineral and is only locally accompanied by hornblende. These Middle Cretaceous granitic rocks of Raft batholith cut rocks as young as early Jurassic and is overlain by plateau lavas and younger Tertiary volcanic deposits. More recent dating, however, provides ages of about 100 Ma for both the Raft and Baldy batholiths (R.L. Schiarizza and Preto, 1987).

Late Dykes

Commonly dykes and occasionally sills comprising quartz - feldspar porphyry is common in Adam Plateau. These dykes are chalky white (weathered), unfoliated, light grey, and consist of quartz, K-feldspar, and rare plagioclase phenocrysts within an aphanitic to very fine-grained quartzofeldspathic matrix. Some of these dykes are large and mapped as qp unit. The dykes typically trend in northerly direction and dip steeply. The age of these dykes is considered Tertiary.

Dykes of basalt, diabase and lamprophyre also occur in the area. These dykes have the same trend and age as quartz - feldspar porphyry dykes.

Structural Geology

Regional Structural geology of Adams Plateau, Clearwater and Vavenby is described in detail by Schiarizza and Preto, 1987. This section is mainly taken from the publication (Schiarizza, P., and Preto, V.A. 1987: Geology of the Adams Plateau-Clearwater-Vavenby Area, 88 pages plus attachments. Ministry of Energy, Mines and Petroleum Resources Paper 1987-2).

The structural history of the area is complex as multiple stages of folding and/ faulting occur from Jurassic to the Tertiary. The deformation in the area took place in at least four recognizable phases which are described below.

The deformation of the area begins with the easterly directed thrust faults and associated folding in Jurassic-Cretaceous time. The faulting was generally layered parallel. This deformation phase imbricated Fennell Formation and emplaced it on Unit EBP of Mississippian clastic rock unit of Eagle Bay Assemblage. Mesoscopic folds within the Fennell Formation probably formed during this period of faulting and there is no evidence of metamorphism or cleavage development related to this period of thrusting.

The early thrusting event was followed by synmetamorphic, west to south westerly directed folding and associated thrust faulting. A dominant schistosity in the Eagle Bay assemblage is related to this phase of deformation. A number of dominant macroscopic structures including Slate Creek and Barriere anticlines, and Nikwikwaia syncline (partly in claim area), were formed during this event. The associated northeast-dipping thrust faults separated Eagle Bay assemblage into the major structural-stratigraphic panels.

The third phase of deformation include upright northwest-plunging folds. These folds produced axial planer crenulation cleavage and fold axis lineation; however, these structures are not well developed on the east

side of Adams Lake. These structures occur mainly on the mesoscopic scale but are not accompanied by any significant metamorphic recrystallization. In the area between the Raft and Baldy batholiths the earlier deformation is overprinted by west trending folds associated with a crenulation lineation defined by biotite lath alignment in contact metamorphism zones. Similarly, oriented crenulation cleavage can be found on the Adams Plateau suggesting the west directed structural event is regional and not confined to the intrusions.

The youngest phase comprises northerly trending faults and mesoscopic kink folds. These are predominantly strike-slip faults and most display right-lateral offset. These structures continue in the southeast part of the Adams Plateau and are accompanied by a few broad open north-plunging macroscopic folds. The structures offset all other structural features and units and were therefore interpreted to be Eocene in age.

Property Geology

The geological information in this section is based on data compiled from different sources and the field investigations conducted in 2021 by Geomap Exploration Inc.

The Property area is underlain by the rocks of Eagle Bay Assemblage. Regionally, the assemblage is comprised of ten mappable units (Table- 3) which are locally cut by late Devonian granitic orthogneiss, Cretaceous granite, and early Tertiary quartz feldspar porphyry and basalt dykes. However, the claims are underlain only by the EBG unit and its members EBGt and EBGs. The following lithologies are mapped by Schiarizza P. and Preto, V.A. (1987) in the property (Figure 7).

- Unit EBG
- Member EBGt
- Member EBGs

Unit EBG

Unit-EBG covers approximately 40% of the claims, mainly in the southern parts of the Property. The unit mainly consists of calcareous chlorite schist derived from mafic volcanic and volcanoclastic rocks and are typically medium to dark green, fine grained and well foliated with a platy splitting habit. The schists are composed mainly of chlorite, actinolite, epidote, albite, calcite, quartz, sphene and magnetite. Calcite veins and lenses common in the schist.

Other lithologies include light grey, finely crystalline, limestone and rusty weathering chloritic dolostone, and pale grey to greenish grey chlorite-sericite-quartz phyllite in lower part. Quartzite, grit, phyllite, dolostone, conglomerate, greenstone, and intermediate to felsic metavolcanic rocks are present locally. The unit consists of a number of locally recognizable members (Table-3). Two of these members (EBGt and EBGs) are mapped in the claim area and are described below.

Structurally EBG Units overlies unit EBP, EBF, and EBA of the first fault slice and is structurally overlain by unit EBQ.

Member Tshinakin Limestone (EBGt)

The Tshinakin Limestone is the most prominent marker within unit EBG and occur in the northern half of the Property, covering approximately 40% of the claims. It mainly consists of light grey to white, finely crystalline typically massive limestone. The flaggy partings, light to dark color banding, buff weathering dolostone and chlorite schist is present in places. The Tshinakin Limestone member locally approaches 1000 meters in thickness. An Early Cambrian age is assigned to the EBGt member. The overlying and underlying lithologies are Fragmental chlorite schist and greenstone and calcareous chlorite schist, respectively.

Member (EBGs)

The unit EBGs is mapped in the eastern half of the central part of the Property. It occupies approximately 20% of the Property. The EBGs member is separated from Tshinakin Limestone by several meters to tens of meters thick calcareous chlorite schist which is locally intercalated with thin carbonate horizons. EBGs member consists of metasedimentary rocks, mainly medium to dark grey, siliceous and graphitic phyllites grading to light to dark grey platy siltite and very fine grained platy sericitic quartzite, impure limestone, and light to medium grey, massive to platy quartzite. These rocks host lead-zinc-silver mineralization in some areas. The EBGs is locally several hundred meter thick (Schiarizza and Preto, 1987).

Property Structural Geology

The Birk Creek thrust Fault (Schiarizza and Preto, 1987), which separates rocks of the third Eagle Bay fault slice from underlying rocks of the first and second slices occur in the vicinity of the Property (Figure 8). The thrust dips to the northeast and emplaced Unit EBQ on Unit EBA. The hanging wall EBQ unit dips towards southwest and footwall (EBG) rocks dip northeast. Logan and Mann (2000) marked an inferred normal fault on the east side of the property running from the centre of the Adams Lake. Two other faults trending approximately north-south run in the property. These faults have displaced EBGt and EBG units. The schistosity is commonly oriented northwest and dipping to the north.

Mineralization

The Adams Plateau and surrounding area, generally in the south of claims is known for sulphide mineralization since early 1920's. Several occurrences of silver, lead, zinc and gold mineralization have been reported from the area. Few of these deposits had limited past production, including the Rea Gold, Lucky Coon and Elsie, Homestake and Samatosum mines.

However, mineralization (Rose showing) in the claim areas was first reported in 1961 (Minfile 082M 057). The exploration work on the Rose showing included trenching, drilling and geochemical sampling. The Rose showings occur in Tshinakin Limestone member (EBGt) of EBG unit.

In the Summit zone, areas of brecciation and silicification in Tshinakin member limestone of the Eagle Bay Assemblage host quartz ± barite veins with galena mineralization. Zones of skarn mineralization with 10 to 20 per cent pyrite are reported approximately 1.2 kilometres to the northwest of the Summit zone on the Bog claim. These zones are parallel to the Samatosum fault.

Figure 7: Rock units in claims area (reproduced from Schiarizza and Preto, 1987).

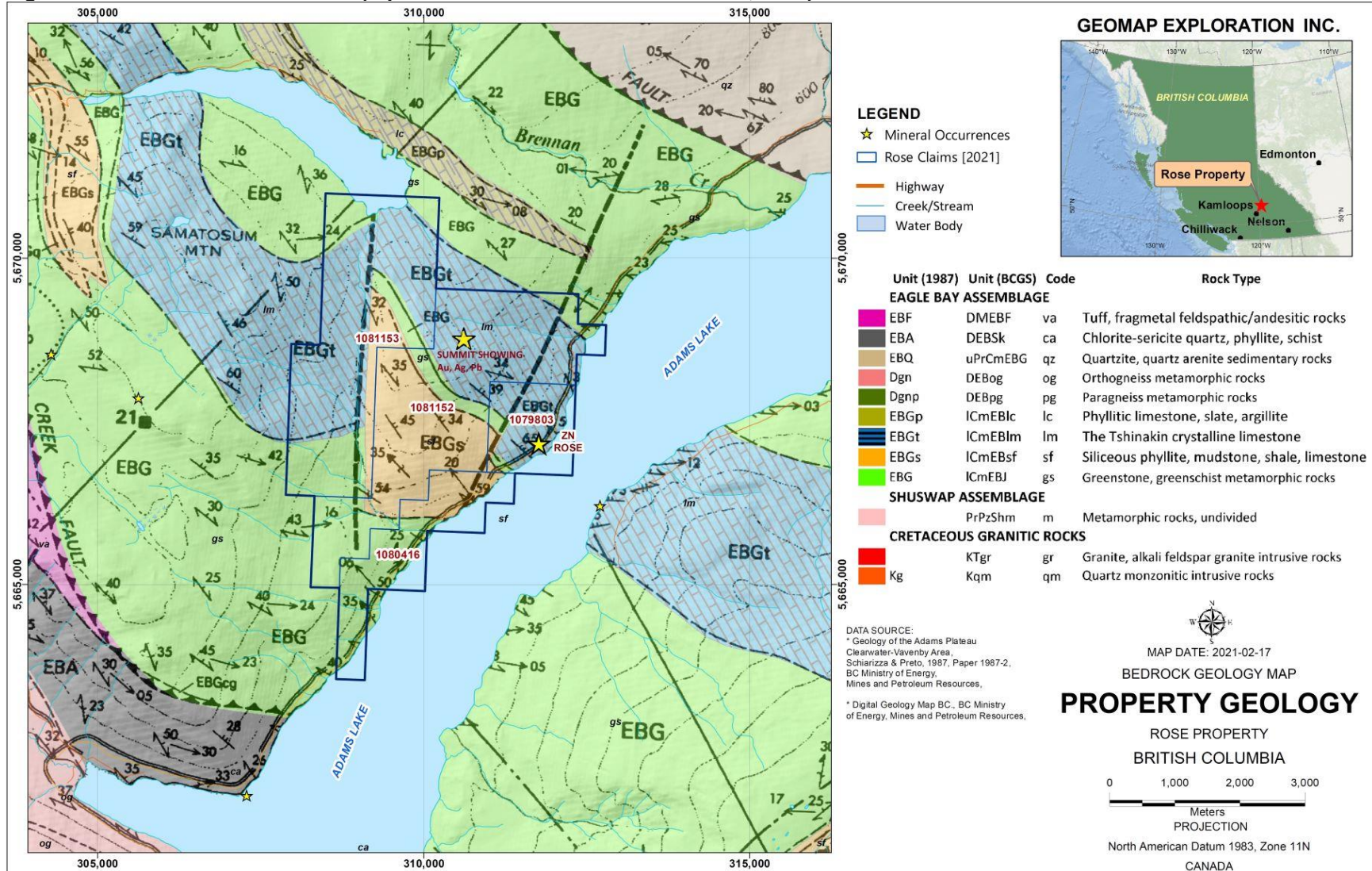
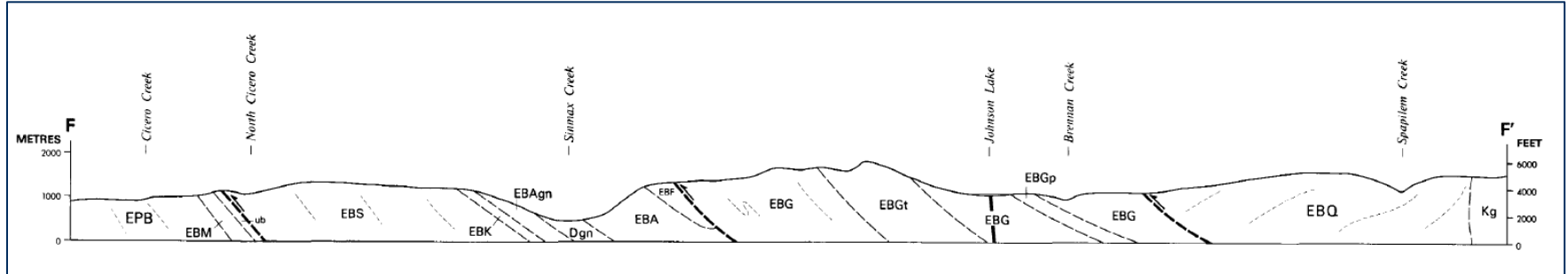


Figure 8: Structural cross section partly covering claim area (reproduced from Schiarizza and Preto, 1987).



Deposit Types

The following discussion of deposit types are mainly based on the published work of Goutier, F.G. 1986, Schiarizza and Preto; (1987), Höy, T., (1999), Paradis, S., Bailey, S.L., Creaser, R.A., Piercey, S.J. and Schiarizza, P., (2006), Assessment reports, BC MINFILE descriptions as well as limited fieldwork. These models helped in executing the 2021 exploration work program, as well developing Phase 1 and 2 of the recommended work program.

The Adams Lake area has long been recognized as a favourable region for base-metal sulphide deposits. Lead-zinc-silver and copper bearing mineralized bodies are reported from a number of localities. High gold values also occur in few localities. Some of these showings/deposits have received considerable exploration activity while only limited work has been done on other occurrences. The economic mineralization, so far, seems to be small, since no large-scale mining operations was conducted in the area. Different nomenclature for the deposit types is being used which are briefly described below.

Hoy, T., (1999) recognized three main deposit types and described them as: stratabound lead-zinc-silver deposits in metasedimentary rocks, stratabound copper occurrences in mafic volcanics, and a variety of small vein occurrences.

Schiarizza and Preto; (1987) classified the deposits into six types: 1. Stratabound massive to semi-massive sulphides within metasedimentary rocks, 2. Disseminated sulphides associated with Devonian intrusive rocks, 3. Volcanogenic massive sulphides, 4. Pyrite-fluorite replacement, 5. Volcanogenic massive sulphides, and 6. Vein deposits.

Goutier, F.G. (1986) conducted a lead isotopic composition study on the mineral occurrences of Eagle Bay Formation for his dissertation work. The lead isotopic composition data from the sulphide deposits of Eagle Bay Formation plot in three clusters recognizing three periods of mineralization.

The other mineralized deposits include Rea Gold and Homestake deposits as well as showings at Birk Creek and Ford 4. They represent cogenetic mineralization associated with Devonian-Mississippian volcanic rocks. The deposits represent polymetallic volcanogenic deposits hosted by felsic to intermediate volcanic rocks of EBA and EBF unit of Eagle Bay assemblage. The mineralization resulted either from solutions associated with the volcanism or concentrated from volcanic pile by circulating solutions in convective cells soon after, or during the formation of the Devonian units EBA and EBF.

The second period of mineralization is Upper Triassic and represented by deposits at Lucky Coon, Elsie, King Tut, Mosquito King and Spar deposits. These deposits are interpreted as epigenetic veins and stratiform types. The form of the stratiform deposits suggest that they could be cogenetic with their host unit. However, host rock, unit EBG is Cambrian in age and isotopic studies defined upper Triassic Age. The Triassic model age for the stratiform deposits can be interpreted as follows: 1) the mineralization is of replacement type and related to Triassic event, or 2) the mineralization is cogenetic with unit EBG and, a structural subdivision of the unit EBG into two separate units of Cambrian and Triassic is required.

Last major period of mineralization is mid Cretaceous. This event is related to the intrusion of the Baldy batholith. The deposits are cogenetic with the intrusion.

Paradis, S., Bailey, S.L., Creaser, R.A., Piercey, S.J. and Schiarizza, P., (2006) mentioned that numerous syngenetic sulphide deposits of several types and settings occur in the volcanic and sedimentary rocks of the Eagle Bay assemblage. They classified these deposits using the nomenclature of the British Columbia mineral deposit profiles (Lefebvre and Ray, 1995; Lefebvre and Höy, 1996) into three classes:

- Class 1 — volcanic-sediment hosted massive sulphide (VSHMS) deposits.
- Class 2 — volcanic-hosted massive sulphide (VHMS) deposits.
- Class 3 — sediment-hosted massive sulphide (SHMS) deposits.

The syngenetic classification is described below.

Syngenetic sulphide deposits

Syngenetic mineral deposits are formed contemporaneously with the enclosing rocks, usually occur as beds or bedlike masses, and are conformable with the underlying and overlying strata.

Magmatic deposits are syngenetic in that the mineralization crystallize from the same liquid that produces the silicate minerals which form the bulk of the intrusive -they crystallize simultaneously as the melt cools. Following is the description of the three classes.

Class 1 - VSHMS Deposits

The deposits of Mosquito King, Lucky Coon, EX 1, Elsie, King Tut and several other showings are interpreted as VSHMS Deposits. These deposits were described as sediment hosted massive sulphide (SHMS) or SEDEX by Höy (1999), Stratabound massive to semi-massive sulphides within metasedimentary rocks by Schiarizza and Preto; (1987) and stratiform/remobilized by Goutier, F.G. (1986)

Class 1 deposits mainly consist of minerals containing zinc (Zn), lead (Pb), silver (Ag) with or without minor copper (Cu) and gold (Au). Pyrite, galena, and sphalerite are the dominant sulphide minerals. Secondary sulphides include pyrrhotite, magnetite, arsenopyrite, argentite, tetrahedrite and chalcopyrite. The mineralization occurs in fine-grained clastic sedimentary rocks and include siliceous to graphitic phyllites, calcareous phyllite, streaky banded calc-silicate rock, limestone, and quartzite of unit EBGs of Eagle Bay Assemblage. The metasediments are enclosed by chloritic schist and greenstone (Unit EBG) which lie stratigraphically beneath them and are intruded by abundant dykes and sills of Late Cretaceous or Early Tertiary quartz feldspar porphyry, as well as by dykes of dark grey diabase.

The mineralization comprises deformed thin layers, lenses, and pods of semi massive to massive sulphides which are crudely to well banded and conformable to schistosity and bedding. A characteristic and perplexing feature of the sulphide horizons is their discontinuity, extending from few tens of metres to several hundreds of metres along strike lengths, and marked variability in width, from a few centimetres to as much as a few meters. Much of this variation may be due to intense deformation. The most common alteration types consist of sericitization and silicification in hanging wall and footwall of phyllitic rocks.

Class 2 - VHMS Deposits

VHMS deposits correspond to the stratabound copper occurrences in mafic volcanics of Höy (1999), Volcanogenic massive Sulphides of Schiarizza and Preto; (1987) and Volcanogenic deposits of Goutier, F.G. (1986). Two types of VHMS deposits are identified in the Adam Plateau, these are mafic and bimodal-felsic. These deposits are hosted by the volcanic rocks of the Eagle Bay Assemblage.

Twin Mountain, Cu5, AP98-46 and Woly, prospects are considered Mafic type of VHMS Deposits. The volcanic rocks, chlorite-sericite schists and amphibolites of unit EBG of Eagle Bay Assemblage host the mineralization. The mineralized bodies in this type occur in the form of thin, discontinuous, concordant massive sulphide lenses and layers as well as disseminated sulphides. The volcanic rocks of the unit EBG host massive sulphides whereas chlorite-sericite schists and amphibolites of EBG unit host disseminated type sulphides. These rocks were derived from massive basaltic lavas, flow breccias and tuffs. The sulphides consist of small pods of massive to disseminated galena, sphalerite, pyrrhotite, pyrite and magnetite with minor chalcopyrite, and layers of banded pyrrhotite including minor chalcopyrite and sphalerite. At Twin Mountain, the sulphides occur as disseminations and pods within carbonate-quartz-barite lenses. The Woly showing include stringers and disseminations of sulphides and oxides in thin discontinuous pillowed flows interlayered with limestone and clastic sedimentary rocks of unit EBS. The sulphides and oxides, enclosed in a chlorite and epidote-rich gangue, form stringers crosscutting the pillowed flows and are disseminated in the pillow selvages.

The bimodal-felsic mineralization is known from numerous locations including Homestake, Beca, Rea Gold and Harper properties. The mineralization is present in mafic to intermediate metavolcanic and metasedimentary rocks of Devonian-Mississippian rocks belonging to units EBA and EBF of Eagle Bay Assemblage. These units consist of feldspathic phyllites, schists, and similar but poorly foliated rocks, derived from intermediate to felsic tuff and volcanic breccia (Unit EBF), and interlayered sequence of sericite schist, quartz sericite schist, ankeritic phyllite and chlorite schist, chert, and argillite (unit EBA), derived mainly from mafic, felsic to intermediate volcanic and volcanoclastic rocks. The deposits are polymetallic precious and base metal-bearing stratabound massive sulphide lenses and disseminations locally overlain or enclosed by massive barite (Höy and Goutier, 1986). The sulphides include tetrahedrite, pyrite, galena, sphalerite, arsenopyrite and chalcopyrite, argentite, native silver and traces of ruby silver and native gold. These sulphides typically occur in the form of tabular lenses of stratiform sulphides which are few meters thick and extend for few tens of meters and as thin bands and laminae of semi-massive sulphides within 1 to 2 m-thick siliceous pyritic schist intervals. Multiple mineralized zones are present along the same or several stratigraphic intervals. For example, three lenses ranging in thickness from less than a meter to at least 10 meters separated by sericitic schist of unit EBA are recognized at Homestake. These lenses comprise massive to banded barite with only scattered metallic minerals throughout, or interlayered barite, schist, and sulphides. (Höy and Gouthier, 1986). Similarly, the mineralization at Rea occurs mainly in two massive sulphide lenses approximately 200 meters apart and almost at the same stratigraphic level.

Class 3 - SHMS Deposits

SHMS Deposits including Mount Armour and Fortuna occur in rocks of unit EBSa which is pyritic sericite quartz phyllite horizon (EBSa) enclosed within grey phyllite and phyllitic sandstone of Unit EBS. The unit EBS is in general, a thick and varied succession of clastic sedimentary rocks interlayered with limestone and mafic volcanic rocks of unit EBS. The clastic sedimentary rocks including sericite-talc schist calcareous argillite, grit, phyllite, chert and quartzite host the Cu-Zn-Pb (\pm Au, \pm Ag) sulphide deposits. The deposits consist of small conformable sulphide layers and lenses, locally accompanied by brecciated quartz-pyrite stockwork zones.

These deposits are not reported from Adam Plateau and Johnson Lake areas but occur further north and west in Barriere Lakes area. Since the mineralized lenses are stratiform in nature but it is unclear if they are volcanogenic massive sulphide or replacement type deposits. However, Goutier, F.G. 1986, Schiarizza and Preto; (1987) suggested these deposits as vein type.

Exploration

Geomap Exploration Inc. completed an exploration work program on the Property during the period from January to March 2021. The Author visited the Property and carried out field investigations and participated in the ongoing exploration work from February 23 to March 03, 2021. The exploration work program included geological observations, prospecting, sampling, and ground geophysical surveying (magnetic and VLF). A total of 118 grab and 5 float samples were collected from rock outcrops by following various logging roads and other accessible areas on the Property. The fieldwork team comprised of two geologists and two prospectors. A Magnetic and Very Low Frequency (VLF) ground geophysical survey was also carried out along four survey grid areas (SURVEY#1, SURVEY#2, SURVEY#3, and SURVEY#4) on claims 1079803 and 1080416. Details of this work are provided in the following Sections.

Geological Mapping, Prospecting and Sampling

The focus of the fieldwork was to carry out detailed sampling of the Eagle Bay Assemblage especially its Tshinakin Limestone member (EBGt) and EBGs member. The sampling program was designed to represent prospective geological units and members. The Author was part of the team who conducted field investigations on the Property during this work program. The claims are on the west side of Adams Lake and most of the sampling and prospecting in the year 2021 field season were carried out in the eastern portion the Property. The western part of the Property had limited access due to snow cover.

The Property is underlain by EBG lithological units of Eagle Bay Assemblage and its members Tshinakin Limestone (EBGt) and EBGs (Schiarizza, P. and Preto, V.A. (1987).

The EBG unit occur mainly in the southern and central portion of the Property (Figure 7). Regionally, it consists of calcareous chlorite schist and fragmental schist derived from mafic volcanic and volcanoclastic rocks. Limestone, quartzite, grit, phyllite, dolostone, conglomerate and intermediate to felsic metavolcanic rocks occur locally. However, the sampling section mainly consists of calcareous chlorite schist (Photo 1) with occasional recrystallized limestone intercalations. The schist is green to dark green, micaceous, calcareous and moderately to well foliated. Quartz and calcite veins and lenses are abundant at places. Quartz veins are white (Photo 2) to multicolored, mottled brown, fresh to oxidized, very thin to thick and contain trace to 4% disseminated pyrite, some black colored minerals and brown streaks. Calcite is generally white and occur as veins and lenses. Calcite and quartz intergrowth noted at few locations. Orientation is generally 70/ 25-45°N. Analytical results show gold values up to 2.60ppm (Sample 102528), silver values up to 4.37ppm (Sample 102525) and Pb values up to 7450ppm (Sample 102525) in EBG unit. These samples represent northeastern portion of the claim 1080416.

The Tshinakin Limestone member (EBGt) occur in the northern half of the property. It mainly consists of limestone (Photo-3) which is commonly white, occasionally grey to dark grey, rusty weathered in places, recrystallized-finely crystalline and thick bedded to massive. Green schist intercalations are minor. Schist is generally dark greenish grey to dark grey, weathering to brownish, slightly to highly calcareous in places and include quartz and calcite veins. Quartz veins and veinlets and lenses are abundant locally in limestone and green schist. These veins are white, milky white, very light grey, vitreous, orange, brown stained, and include disseminated pyrite from trace to abundant, streaks of sphalerite and black minerals. Mineralization in EBGt member occurs in the east central part where zinc values exceed <10,000ppm and silver values range from 1.09ppm to 2.37ppm (S2 #2, S3 #3, 76334, 76335).

The member EBGs occur in the East-Central portion of the claims. The member in the study area consists of phyllites, schist and minor limestone and quartzite. The phyllites (Photo 4 & 5) are generally grey to black, mottled rusty brown, weathering to dark grey, calcareous, graphitic and siliceous. Vuggy, appearance and oxidized lenses occur in places. Schist is green to greenish grey Schist, mottled black. Limestone is grey to dark grey with granular texture. Quartzite is white to light grey, mottled light brown, weakly foliated.

Very thin to thick quartz veins are abundant locally in all lithologies. These veins are white, milky white, multicolored, vitreous and include traces to abundant pyrite (2%), minor sulphides, brown striations and some black mineral. Calcite veins are locally abundant. The assays did not indicate any significant mineralization in this member.

Photo 1: Schist from EBG unit (Location: Sample76348)



Photo 2: Quartz Veins in Schist from EBG unit (Location: Sample76348)



Photo 3: Limestone from EBGt member (Location: Sample76334)



Photo 4: Contact Phyllitic Sequence and Limestone EBGs Member (Location Sample102560).



Photo 5: Phyllitic Sequence of EBGs Member (Location Sample76331).



Sampling Analytical Results

The results of analytical work conducted on 123 samples indicate that silver and zinc are the main target element for further exploration. Anomalous values of copper, manganese, and zinc are also found in several samples (Tables 4 and 5). Gold, Silver and zinc assay values are plotted on Figures 9 to 16.

- Silver (Ag) values are in the range of 0.01 parts per million (ppm) to 4.37ppm, out of which only 5 samples are over one ppm, 9 samples have values between 0.5 ppm to 0.87 ppm, 66 samples are between 0.1 to 0.49 ppm and 31 samples are below 0.1 ppm and 12 are <0.01 parts per million (below detection limit).
- Gold (Au) values are detected in 108 samples (above the laboratories method detection limit of 0.001 ppm). Ten samples are below 0.001 ppm. Values range from 0.001-0.009 ppm in 76 samples, 0.01-0.092 ppm in 28 samples, 0.317-2.6 ppm in 4 samples. The sample #102527 and 102528 contain 1.15 and 2.60 ppm of Au, respectively. Gold was not analysed in S1-S5 samples.
- Copper (Cu) values are in the range of 1.20 ppm to 4,140 ppm. Ninety-five samples have values less than 100ppm (1.2ppm-98.8ppm). Values range from 110ppm-487ppm in 20 samples and 615ppm-4140ppm in 5 samples. Only one samples (#102558) have 4,140 ppm copper.
- Manganese (Mn) is from 34 ppm to 8010 ppm, forty-nine samples have values lower than 1000 ppm, thirty-nine samples range from 1010ppm-2010ppm, 25 samples contain 2410ppm-4000ppm and 10 samples are from 4000ppm-8010ppm. Five samples contain more than 6000ppm and two sample (102604 & 102594) have 7180ppm and 8010ppm ppm Mn, respectively.
- Zinc (Zn) values are less than 200 ppm in 116 samples, ranges from 247ppm to 1660ppm in 3 samples and contain more than 10,000 ppm in four sample (76334,76335, S3#3 and S2 #2).
- Lead (Pb) ranges from 0.9 ppm to 7,450 ppm, however, values in 119 samples are less than 71ppm. Four samples range from 110ppm-7450ppm and only sample 102525 contain 7,450 ppm of Pb. Chromium (Cr) is 6.40 ppm to 690 ppm, although 117 samples range from 6.4ppm to 260 ppm. Six samples contain 322 ppm and 690 ppm of Cr.

Table 4: Top Assay values with sample numbers.

Sample Number	Ag (ppm)	Sample Number	Au (ppm)	Sample Number	Mn (ppm)	Sample Number	Zn (ppm)
76347	0.54	102534	0.32	076338	5,920.00	076336	1,660.00
102527	0.65	102507	0.33	102538	6,090.00	76335	>10000
102582	0.66	102528	1.15	102605	6,170.00	76334	>10000
76337	0.69	102527	2.60	102555	6,180.00	S3 #3	>10000
102513	0.75	Sample Number	Cr (ppm)	102604	7,180.00	S2 #2	>10000
102569	0.79	076333	110.00	102594	8,010.00		
76335	0.82	102572	320.00	Sample Number	Cu (ppm)		
102566	0.82	102574	667.00				
102568	0.87	102525	7,450.00				
S2 #2	1.09	Sample Number	Pb (ppm)	76335	615		
102558	1.21	076333	110.00	S2 #2	684		
S3 #3	1.7	102572	320.00	S3 #3	765		
76334	2.37	102574	667.00	076336	900		
102525	4.37	102525	7,450.00	102558	4,140		



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Table 5: Exploration work assays highlights

Analyte:		Au	Ag	As	Ba	Co	Cu	Fe	Mn	Ni	Pb	S	Sr	V	Zn	Zn
Unit:			ppm	ppm	ppm	ppm	ppm	%	ppm	ppm	ppm	%	ppm	ppm	ppm	%
RDL:			0.01	0.2	1	0.05	0.5	0.01	1	0.5	0.1	0.01	0.2	0.5	0.5	
Lab Sample ID	Field Sample ID															
	S1 #1		0.09	0.9	80	4.3	29.7	1.25	1380	9.2	7.2	0.01	385	12	27	
	S2 #2		1.09	21	530	13.7	684	0.45	375	6	7.5	2.26	10.4	6	>1000 0	4.68
	S3 #3		1.7	5.7	90	16.4	765	0.44	294	5.6	6.4	2.65	44.5	3	>1000 0	5.79
	S4 #4		0.34	20.6	160	15.8	55.4	4.01	300	33.3	20	3.56	145	15	777	
	S5 #5		0.07	2.8	190	10.6	44.5	4.39	3390	10.6	19.4	0.78	226	26	165	
2199013	076329	0.029	0.26	15.5	335	20.9	12.8	4.43	211	38.6	32.6	4.08	177	15.2	58.1	
2199014	076330	0.009	0.28	7.4	163	27.2	151	4	1570	58.9	59.5	1.17	50.2	89.3	189	
2199015	076331	0.007	0.33	10.1	227	20.8	94.3	5.15	1400	30.6	70.1	1.14	68.1	85.2	86	
2199016	076332	0.008	0.28	11.5	374	17.1	30.7	4.33	1610	33.6	17.9	0.87	50	94.9	88.2	
2199017	076333	0.011	0.49	4.7	173	17.4	41.9	7.74	3380	27.1	110	0.69	170	41.5	183	
2199018	076334	0.035	2.37	13.3	25	169	391	0.17	39	37.2	8.1	>10	13.2	1.7	>1000 0	
2199019	076335	0.017	0.82	5.3	908	13	615	0.34	34	7.1	1.9	1.66	5	5.5	>1000 0	
2199020	076336	0.012	0.45	14.2	477	221	900	9.26	2830	279	9.7	2.68	161	269	1660	
2199021	076337	0.004	0.69	6.6	18	5.15	10	1.7	1220	5.6	51	0.54	328	13.1	187	
2199022	076338	0.003	0.09	3.9	83	11.9	29	1.99	5920	25.3	21.3	0.15	177	30.5	189	
2199023	076339	0.004	0.09	2.9	18	5	18.4	3.3	1260	49.7	8.4	1.09	290	13.2	105	
2199024	076340	0.007	0.05	1.7	12	3.43	12.5	1.98	923	27.8	6.5	0.51	226	11.8	96.1	
2199025**	076341	0.005	0.13	3.2	14	9.59	30.2	7.89	2360	34.4	14.8	7.36	527	21.8	121	
2199026**	076342	0.003	0.32	1.7	12	8.06	14.9	6.72	2200	30.3	49.4	4.76	476	19.4	107	
2199027	076343	0.002	0.42	13.1	735	38.6	45.4	6.31	1080	72.2	3.6	0.56	192	143	182	
2199028	076344	0.004	0.2	21.5	877	46.1	76.6	3.56	1240	63.5	8.3	0.57	92.1	117	247	
2199029	076345	0.004	0.19	12.9	931	45.5	117	6.31	753	150	3.6	1.69	146	223	107	
2199030	076346	0.006	0.33	1.1	186	3.91	110	1.15	445	19.3	9.2	0.12	145	77.4	135	



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Analyte:		Au	Ag	As	Ba	Co	Cu	Fe	Mn	Ni	Pb	S	Sr	V	Zn	Zn
Unit:			ppm	ppm	ppm	ppm	ppm	%	ppm	ppm	ppm	%	ppm	ppm	ppm	%
RDL:			0.01	0.2	1	0.05	0.5	0.01	1	0.5	0.1	0.01	0.2	0.5	0.5	
Lab Sample ID	Field Sample ID															
2199031	076347	0.068	0.54	51.3	66	29.5	152	18.5	1100	90.4	23.6	>10	184	54.5	53.7	
2199032	076348	0.041	0.22	34.2	56	62.1	38.6	9.64	888	61	4.2	6.95	142	238	55.8	
2199033	076349	0.005	0.13	2.2	159	21.9	153	2.83	2530	22.8	5.3	0.46	763	77.8	47	
2199034	076350	0.013	0.16	3.4	83	26.7	60.9	5.63	1290	25.8	2.6	1.21	158	55.2	66.3	
2199035**	102501	0.004	0.11	1.5	261	26.5	98.8	4.62	1970	45.3	2.5	0.3	538	133	95.2	
2199036**	102502	0.002	0.12	1.3	90	27.1	211	5.05	2630	46.8	3.2	0.45	679	87.3	59.7	
2199037	102503	0.003	0.23	3.2	108	34.1	54.1	6.26	1340	56.2	1.8	0.23	160	202	73	
2199038	102504	0.003	0.11	1.1	209	20.7	64.4	3.78	1040	49.7	3.9	0.18	396	47.8	34.2	
2199039	102505	0.002	0.12	2.4	132	26.4	42.6	5.61	731	21.2	2.2	0.12	220	61.7	49.8	
2199040	102506	0.013	0.09	2.1	69	14.2	39.6	3.09	903	8.9	2.5	0.23	285	31.2	27.7	
2199041	102507	0.326	0.17	36.5	81	42.9	17.1	7.02	2010	16.3	5.4	1.02	429	63.5	55.2	
2199042	102508	0.092	0.13	19	355	36	73.4	8.03	1280	22.3	2.6	0.65	282	88.8	66.2	
2199043	102509	0.004	0.15	3.8	72	40.3	38.1	7.03	1150	24.1	3.1	0.2	248	67.5	72.2	
2199044	102510	0.009	0.06	8.4	273	25.4	9.6	7.83	1940	72.3	3.3	0.24	288	63.4	80.6	
2199045	102511	0.003	0.06	15.5	226	26.8	37.2	3.67	1130	93.4	1.1	0.38	145	39.4	31.8	
2199046	102512	0.003	0.1	68.2	346	14.8	10.1	4.65	1080	83.2	3.3	2.6	380	71.6	32.5	
2199047	102513	0.033	0.75	11.1	376	116	44.7	7.79	1150	273	3.9	3.55	123	207	31.4	
2199048	102514	0.002	0.12	1.5	55	10.4	31.3	1.72	463	20.3	1.1	0.16	181	50.9	23.3	
2199049	102515	0.006	0.37	46.5	157	14.4	141	2.96	849	98.9	4	0.44	224	52.3	46.3	
2199050**	102516	0.014	0.29	42.4	396	18.4	23.7	4.52	1640	33.2	5.8	0.49	132	44.6	41.7	
2199051**	102517	0.013	0.24	43.1	335	20.4	38.5	4.37	1700	35	3.8	0.54	135	37.7	40.4	
2199052	102518	0.003	0.08	2	906	24.6	30.1	3.34	1590	50.4	2.7	0.3	547	91.2	39.2	
2199053	102519	0.018	0.38	7.1	377	43.9	51	5.4	1330	22.8	7.1	1.13	312	236	60.6	
2199054	102520	0.01	0.25	22	32	16.7	29.7	5.02	3580	64.5	6.5	1.21	404	43.9	25	
2199055	102521	0.008	0.26	27.1	218	23.2	18	4.31	1950	66.5	17.4	0.45	259	33.8	51.6	
2199056	102522	0.025	0.49	50.4	85	16.8	51.4	5.18	2410	21	13.3	2.33	455	76.6	11.9	
2199057	102523	0.022	0.4	55.9	25	18.4	30.5	4.82	1010	34.7	14.9	2.6	642	110	49	
2199058	102524	0.003	0.13	3.4	248	43.6	70.5	3.92	1420	178	6.4	0.19	327	111	45.2	



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Analyte:		Au	Ag	As	Ba	Co	Cu	Fe	Mn	Ni	Pb	S	Sr	V	Zn	Zn
Unit:			ppm	ppm	ppm	ppm	ppm	%	ppm	ppm	ppm	%	ppm	ppm	ppm	%
RDL:			0.01	0.2	1	0.05	0.5	0.01	1	0.5	0.1	0.01	0.2	0.5	0.5	
Lab Sample ID	Field Sample ID															
2199059	102525	0.059	4.37	140	348	84.9	172	6.61	2410	159	7450	3.04	188	138	84.1	
2199060	102526	0.046	0.39	86.2	157	48.9	33	5.95	2490	144	32.8	2.88	117	149	63.8	
2199061	102527	2.6	0.65	10.6	564	72.4	71.4	5.24	703	86.3	18	1.27	231	113	41.4	
2199062	102528	1.15	0.16	3.6	103	20.4	48.8	3.3	935	44.7	4.5	0.64	316	27.9	22.8	
2199063	102529	0.011	0.1	2	180	28.6	50.2	5.04	1290	56.7	3.9	0.44	292	40	29.8	
2199064	102530	0.01	0.07	1.9	141	26.2	40.2	4.99	1300	50.1	4.5	0.4	294	30.3	27.1	
2199065	102531	0.011	0.1	3.6	210	22.1	40.9	2.04	381	55	4.5	1.11	1130	71.1	18.3	
2199066	102532	0.031	0.12	38.8	790	18.4	45.3	4.49	553	105	5	1.21	276	126	65.3	
2199067	102533	0.005	0.11	4.6	194	41.7	32.7	3.51	861	145	2.4	0.43	401	88	29.2	
2199068	102534	0.317	0.14	5.4	988	32.9	85.8	6.18	292	129	3.7	0.34	112	110	77	
2199069	102535	0.004	0.13	430	153	12.2	37	1.8	2110	30	6.5	0.45	107	40	26	
2199070	102536	0.004	0.19	12.7	17	23	14	1.77	446	68.5	25.4	1.14	30.8	5.6	7.3	
2199071	102537	0.007	0.1	6.2	51	9.86	36	1.72	2240	17.1	63.1	0.08	38.7	13.8	31	
2199072	102538	0.003	0.29	6.5	152	22	88.6	4.16	6090	32.1	68.9	0.82	498	57.4	36.3	
2199073**	102539	0.004	0.1	1.1	13	6.6	7.7	4.47	1780	23.7	12	2.73	389	20.6	73.5	
2199074	102540	0.003	0.09	1.1	15	4.81	26.1	3.12	1330	17	9	1.33	326	14.7	57.1	
2199075**	102541	0.004	0.08	0.7	18	4.74	22.9	2.99	1280	17.2	8.5	1.3	301	15.9	58.4	
2199114	102551	0.005	0.04	0.4	931	31.7	266	3.84	1740	101	1.9	0.01	267	55.5	29.7	
2199115	102552	0.001	<0.0 1	0.6	42	1.93	1.2	0.42	184	1.7	1.9	<0.0 1	197	4.3	2.4	
2199116	102553	0.002	0.08	0.9	13	3.54	9.6	1.57	3800	9	33.3	0.04	120	3.8	17.2	
2199117	102554	0.005	0.29	3.7	129	24.7	47.5	7.33	2880	7.3	18.2	1.6	183	12.9	106	
2199118	102555	<0.00 1	0.02	0.9	22	4.23	15	3.02	6180	4	24.7	0.2	278	5.5	44.2	
2199119	102556	0.001	0.02	3.3	100	9.07	<0.5	2.17	1090	9	4.3	<0.0 1	454	89.3	12.6	
2199120	102557	<0.00 1	0.4	15.9	268	43.3	160	8.01	103	162	1.8	2.81	87.1	252	133	
2199121	102558	0.027	1.21	1	225	21.2	4140	2.77	1190	46.3	3.2	0.07	295	63.2	44.7	



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Analyte:		Au	Ag	As	Ba	Co	Cu	Fe	Mn	Ni	Pb	S	Sr	V	Zn	Zn
Unit:			ppm	ppm	ppm	ppm	ppm	%	ppm	ppm	ppm	%	ppm	ppm	ppm	%
RDL:			0.01	0.2	1	0.05	0.5	0.01	1	0.5	0.1	0.01	0.2	0.5	0.5	
Lab Sample ID	Field Sample ID															
2199122**	102559	0.001	0.16	2.3	580	50.9	285	3.83	716	127	2.7	0.65	294	102	46.2	
2199123**	102560	0.002	0.21	3.5	682	51.4	487	4	696	130	4.1	0.84	276	118	48.4	
2199124	102561	0.002	0.04	0.8	21	26.5	118	3.39	957	38.7	2.5	0.14	72.8	183	33.9	
2199125	102562	<0.00 1	0.09	1.4	91	13.3	55.2	1.72	243	25.4	5.9	0.06	63.8	42.2	32	
2199126	102563	0.002	0.04	1.4	35	4.96	28.1	0.92	200	14.9	18.5	0.12	111	20.1	20.1	
2199127	102564	0.003	0.17	6.4	96	22.6	75.1	3.32	1530	50	15.7	0.03	213	127	61.6	
2199128	102565	<0.00 1	<0.0 1	1.3	42	2.29	4	0.64	372	6.4	1.8	<0.0 1	4.7	6.5	17	
2199129	102566	<0.00 1	0.82	2.2	888	40.8	38.2	6.08	1590	114	4.1	0.01	505	163	70.4	
2199130	102567	0.003	0.16	0.7	3290	12.9	89.2	1.56	740	59.4	1.8	0.07	499	42.2	13.7	
2199131	102568	0.008	0.87	2.6	746	39	131	7.6	791	199	4.1	<0.0 1	344	185	37.1	
2199132	102569	<0.00 1	0.79	3.1	4770	23	9.1	6.37	651	149	3.5	0.1	422	132	24.3	
2199133	102570	0.007	<0.0 1	1.7	123	3.37	16.4	1.15	922	11	10.5	<0.0 1	15.4	15.1	26.7	
2199134	102571	<0.00 1	<0.0 1	1.3	127	4.3	17.1	1.1	799	11.3	13	<0.0 1	15	14.5	24.4	
2199135	102572	0.002	0.17	0.6	115	13	22.8	2.62	3680	17.1	320	<0.0 1	112	20.2	31.9	
2199136	102573	<0.00 1	<0.0 1	9.1	66	10.9	5.1	2.28	2810	14.9	37.1	<0.0 1	54.5	12.5	28	
2199137	102574	0.002	0.19	14.2	114	18.1	16.2	3.78	4540	23.2	667	<0.0 1	75	20.6	60.8	
2199138	102575	0.001	<0.0 1	1.7	18	2.75	3.6	0.39	690	5.9	6.1	0.02	13.1	4.4	4.3	
2199139	102576	0.002	<0.0 1	1.3	13	6.41	10	0.81	986	16.7	1.5	0.01	742	35.3	5.9	
2199140	102577	0.002	0.1	2.6	422	20.4	36.2	2.3	2560	33.2	11.4	0.27	78.8	31.4	26	



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Analyte:		Au	Ag	As	Ba	Co	Cu	Fe	Mn	Ni	Pb	S	Sr	V	Zn	Zn
Unit:			ppm	ppm	ppm	ppm	ppm	%	ppm	ppm	ppm	%	ppm	ppm	ppm	%
RDL:			0.01	0.2	1	0.05	0.5	0.01	1	0.5	0.1	0.01	0.2	0.5	0.5	
Lab Sample ID	Field Sample ID															
2199141	102578	0.005	0.11	7	590	28.6	74.9	5.16	3150	68.4	41.8	0.19	242	121	59.4	
2199142	102579	0.003	<0.0 1	0.4	10	0.92	<0.5	0.33	279	1.9	3.5	<0.0 1	68.1	5.6	11.4	
2199143**	102580	0.013	0.37	46.2	6680	22	193	2.67	615	59.5	2.3	0.57	63.2	87.5	11.3	
2199144**	102581	0.011	0.23	38.1	1450	25.9	234	2.81	633	68.8	2.3	1.09	45.5	72.5	12.8	
2199145	102582	0.001	0.66	5.3	315	58.1	142	9.98	1010	50.9	2.5	0.33	227	344	109	
2199146	102583	0.001	0.11	2.4	89	29.4	24.1	5.65	1200	45.2	0.9	0.01	137	105	71.6	
2199147	102584	0.01	0.04	1.7	135	8.73	52.5	1.43	616	18.5	3.4	0.17	303	44.9	7.7	
2199148	102585	0.003	0.02	18.9	45	4.33	2	0.4	115	4.1	1.9	0.03	341	10.9	2.6	
2199149	102586	0.001	0.07	1.3	500	8.01	18.1	2.24	199	58.2	1.4	0.78	293	33	17.9	
2199150	102587	0.002	0.04	4.7	64	11.5	11.3	2.16	309	23.5	1.8	1.53	200	58.8	9.7	
2199151	102588	0.003	0.19	1.8	48	58.8	120	6.73	1250	212	1.6	<0.0 1	510	233	67.6	
2199152**	102589	0.003	0.1	0.7	49	24.2	297	2.91	866	112	1.1	<0.0 1	192	113	26.8	
2199153**	102590	0.013	0.14	0.6	71	15.4	447	2.32	659	71.8	1.1	<0.0 1	171	104	18.1	
2199154	102591	<0.00 1	<0.0 1	7.4	57	8.5	7.6	0.89	1240	16.7	6.2	<0.0 1	8.6	12.8	17.9	
2199155	102592	0.002	<0.0 1	6.3	37	7.71	10.3	0.78	905	13.2	13.7	0.01	9.9	8.3	15.5	
2199156	102593	0.005	0.02	13.3	115	14.4	5.9	1.62	2510	28.8	19.3	<0.0 1	16.6	15.6	33.5	
2199157	102594	<0.00 1	0.03	9.1	56	11.2	27.2	1.57	8010	28.1	22.4	0.04	300	24.8	25.2	
2199158	102595	0.002	0.09	15.6	228	15.7	30.8	2.71	4000	22.5	44.6	0.01	35.7	32.1	48.3	
2199159	102596	0.004	0.02	9.8	64	15.4	67.1	1.12	3610	32.7	15.8	0.17	187	17.6	21	
2199160	102597	0.004	0.11	9	132	24.4	81.4	3.21	5770	54.4	39.4	0.13	193	59.6	51.1	
2199161	102598	0.006	0.16	13.2	137	36.4	71.6	3.63	3650	55.6	14.7	0.12	131	86	71	
2199162**	102599	0.003	0.01	7.3	75	22.1	16.8	4.32	3070	45.5	14.1	0.03	194	46.6	58.5	



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Analyte:		Au	Ag	As	Ba	Co	Cu	Fe	Mn	Ni	Pb	S	Sr	V	Zn	Zn
Unit:			ppm	ppm	ppm	ppm	ppm	%	ppm	ppm	ppm	%	ppm	ppm	ppm	%
RDL:			0.01	0.2	1	0.05	0.5	0.01	1	0.5	0.1	0.01	0.2	0.5	0.5	
Lab Sample ID	Field Sample ID															
2199163**	102600	0.002	<0.0 1	4.7	66	17.9	5.4	4.93	2500	42.2	11.4	0.01	126	50.2	73.1	
2199164	102601	0.001	0.09	0.7	101	7.49	58	1.73	995	11.4	15.7	0.19	85.3	23.2	17.7	
2199165	102602	0.002	0.01	2.5	33	6.31	13	1.13	835	27.3	8.2	<0.0 1	384	23.2	15.7	
2199166	102603	0.004	0.27	2.2	107	17.1	54.2	2.31	5470	22.6	70.6	0.01	82.5	48	44.1	
2199167	102604	0.001	<0.0 1	3	53	5.64	8	1.4	7180	13	4.1	0.04	208	11.9	22.5	
2199168	102605	0.002	0.05	1	211	46.4	62.5	3.84	6170	49.1	7.4	<0.0 1	101	44.2	89.2	
Comments		RDL - Reported Detection Limit														
2199114-2199168		As, Sb values may be low due to digestion losses.														
		- Analysis performed at AGAT 5623 McAdam Rd., Mississauga, ON (unless marked by *) - Samples marked by ** are the original and duplicates (refer to Table 8 as well)														

Figure 9: Silver and Gold Assay Map 1

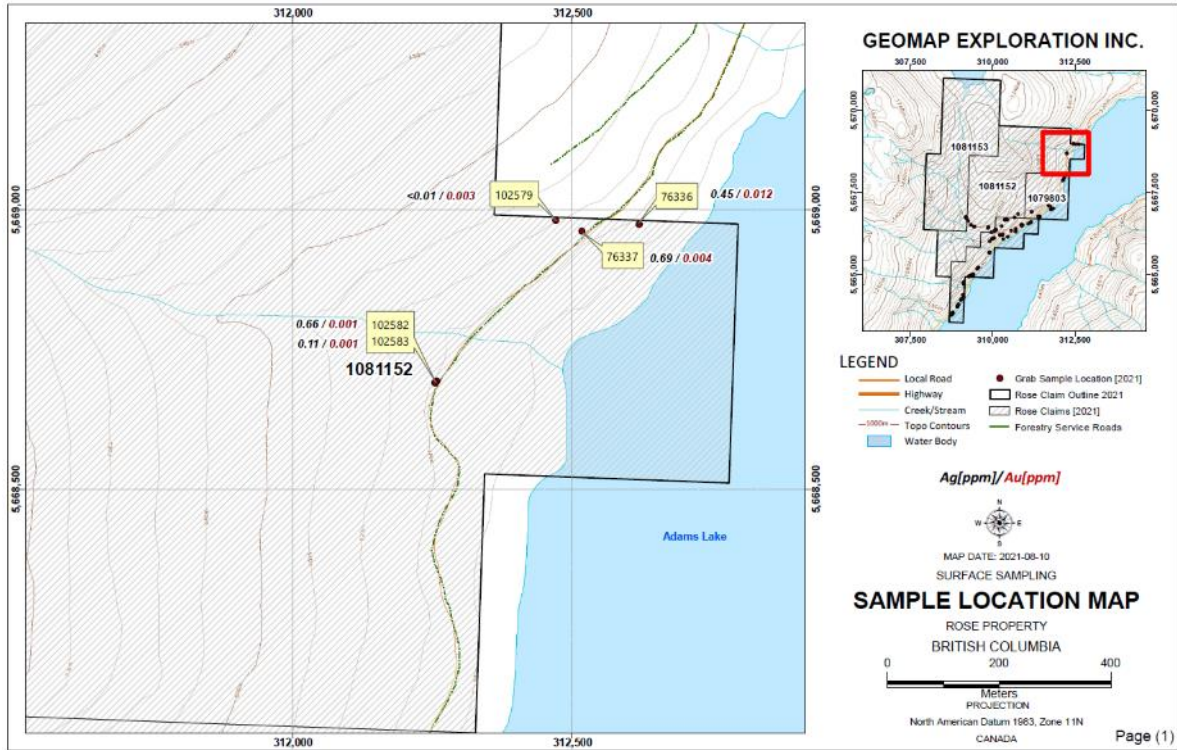


Figure 10: Silver and Gold Assay Map 2

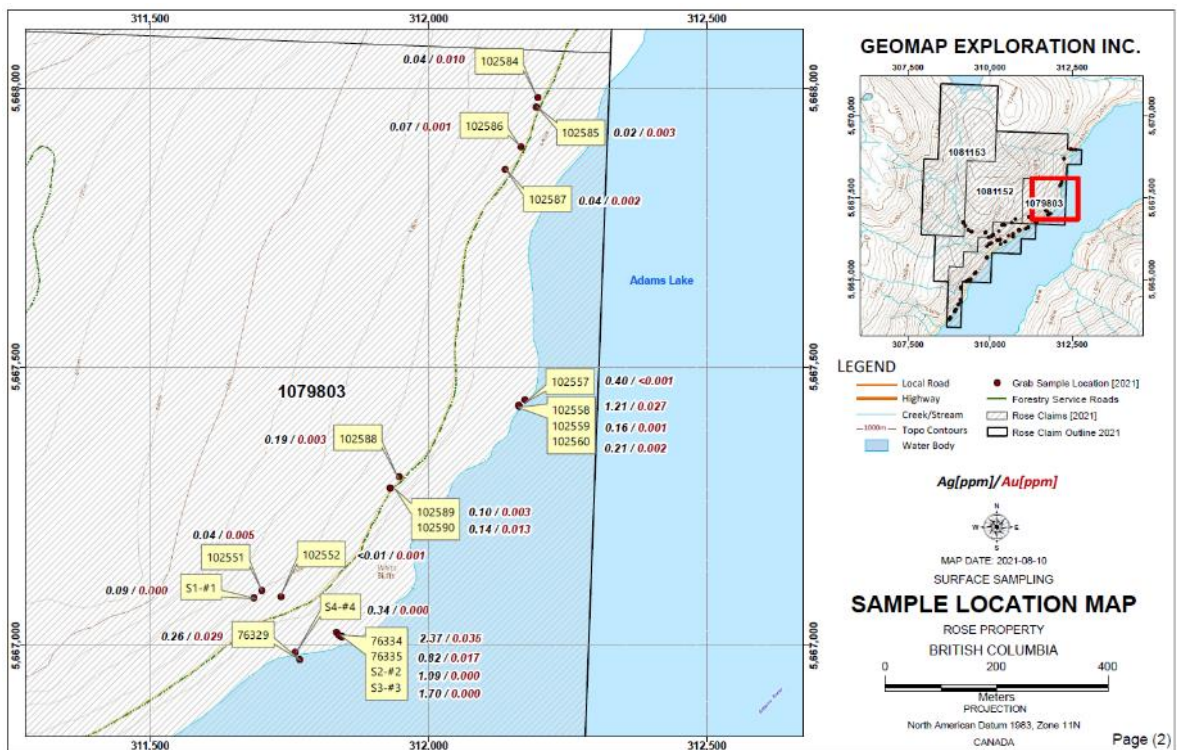


Figure 11: Silver and Gold Assay Map 3

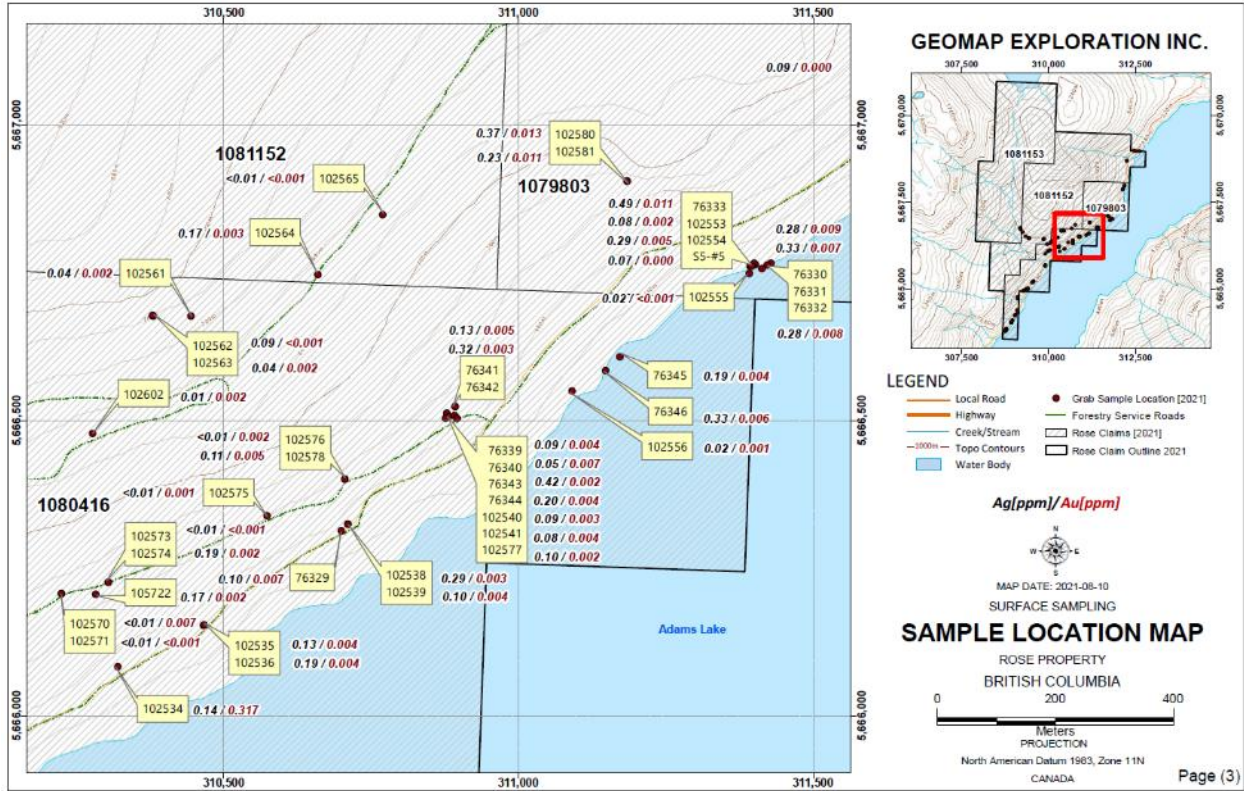


Figure 12: Silver and Gold Assay Map 4

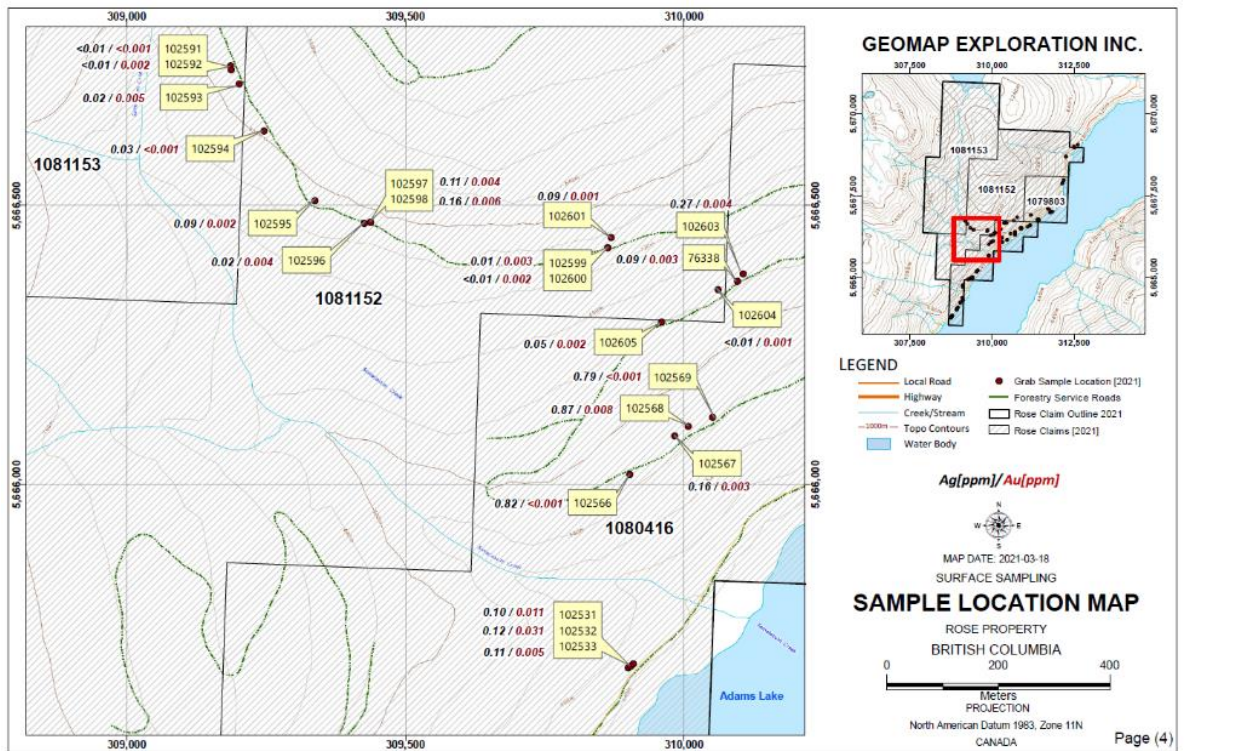


Figure 13: Silver and Gold Assay Map 5

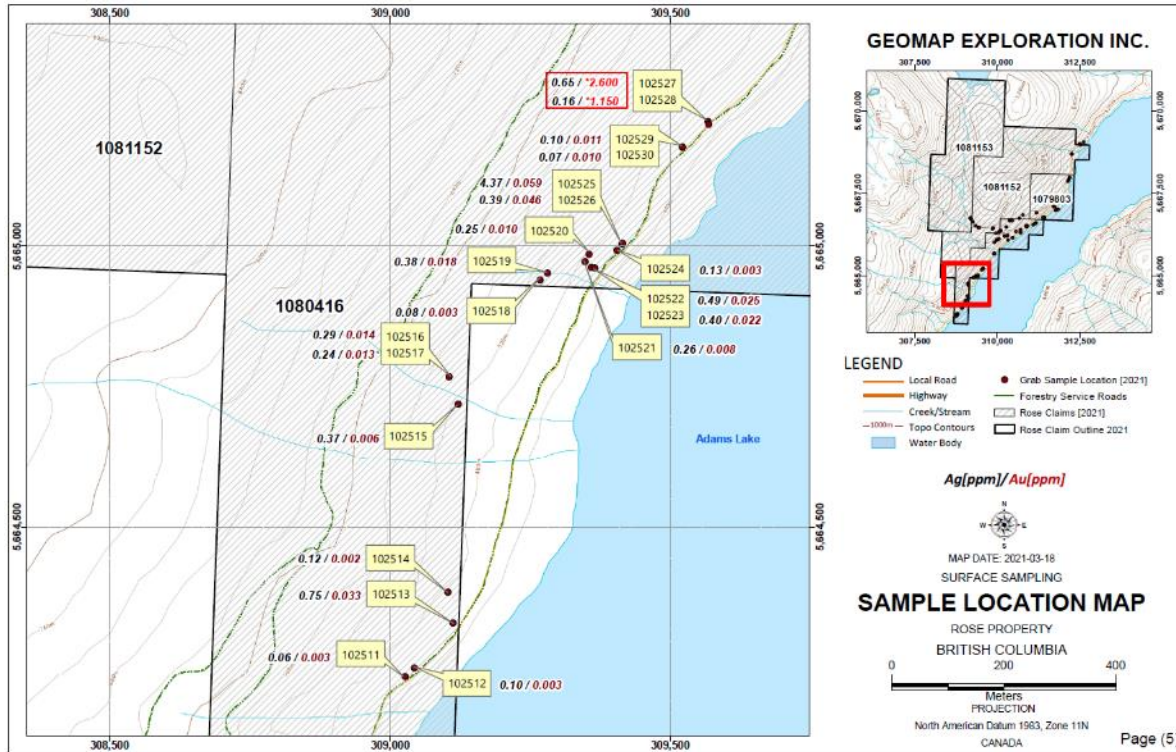


Figure 14: Silver and Gold Assay Map 6

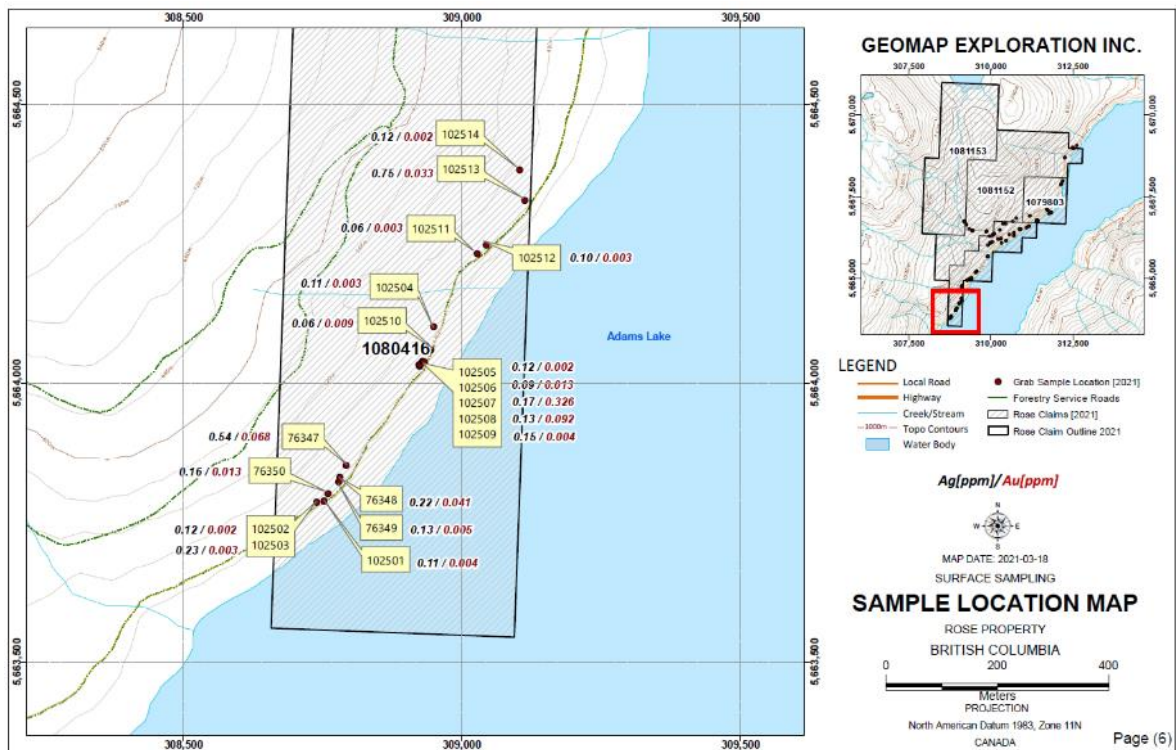


Figure 15: Significant Copper results

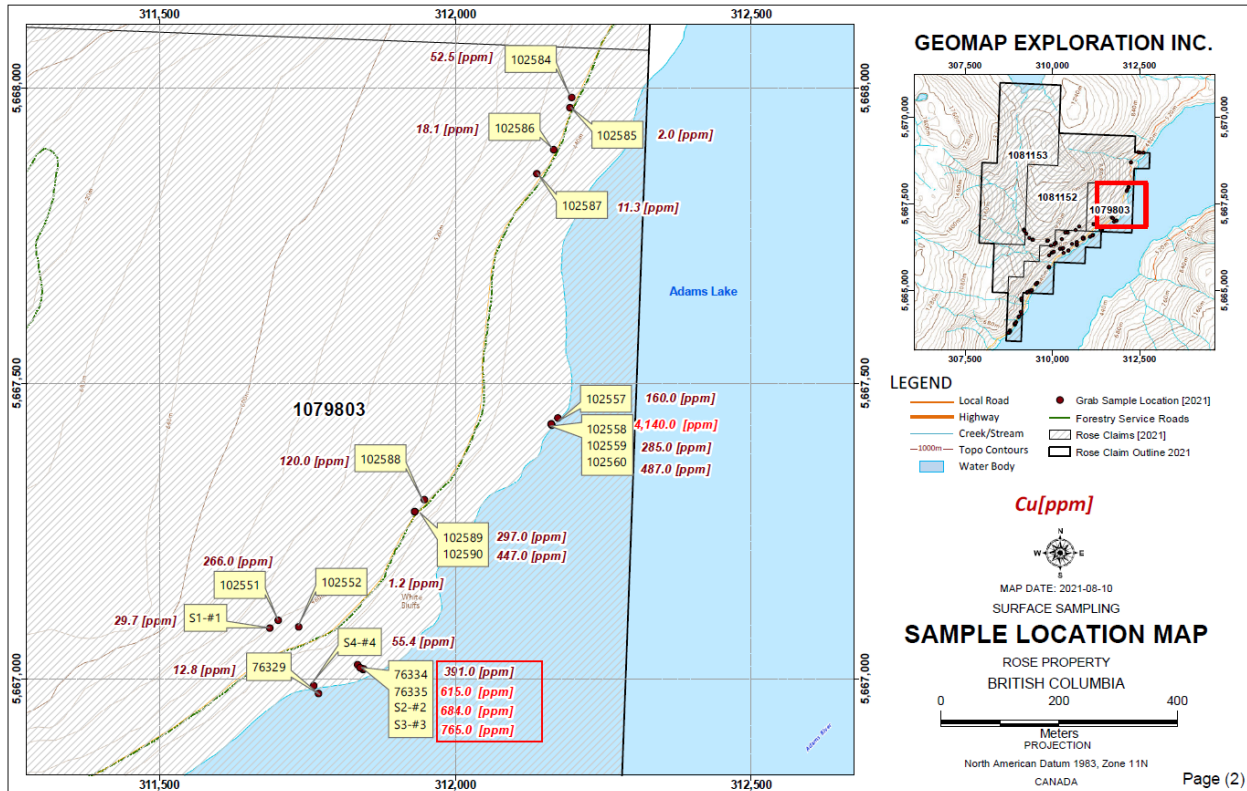
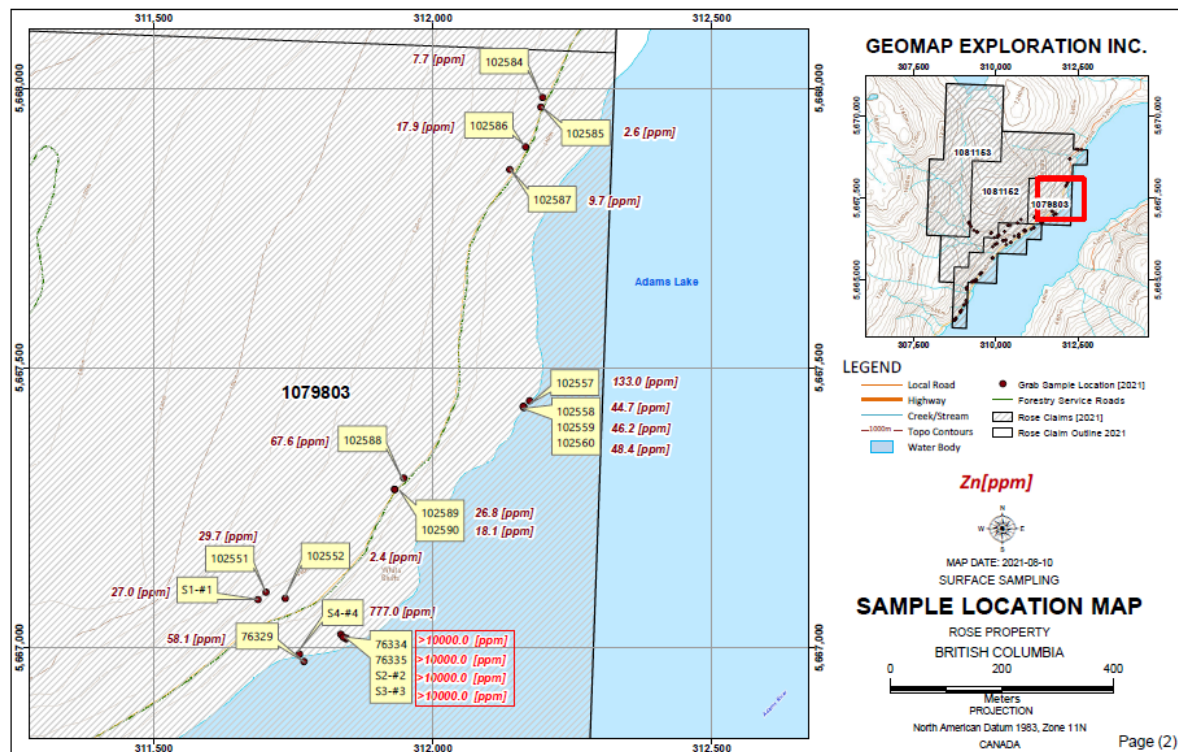


Figure 16: Significant Zinc Assay.



Ground Geophysical Survey

The 2021 field season included a ground geophysical survey comprising of magnetic and VLF-EM surveys in the southeastern part of the Property (Claim# 1079803 & 1080416). The scope of the survey consisted of the acquisition and analysis of MAG/VLF data collected on four Grids in four survey areas (SURVEY#1, SURVEY#2, SURVEY#3, and SURVEY#4). The objectives of the survey were to indicate and characterize primary and secondary geological processes and features that predominantly control the mineralized zones.

The field work was carried out by Geomap Exploration Inc. in March 2021. 363 measurements were recorded at about 5-25-m intervals on approximately 6.53-km of grid line. Measurements were collected by a single GEM GSM-19 portable magnetometer and VLF-EM system with an absolute accuracy of about ± 0.1 nT.

Geophysical Survey Interpretation and Conclusion

Magnetic and VLF-EM data collected from ground geophysical surveys have characterized some aspects of geologic features in the Property (see Figures 17 and 18). Physical properties of bedrock expressed in the geophysical maps as magnetic and apparent conductivity anomalies are intrinsically related to geological features that control the possible VMS style mineralization and Intrusive-related sulphide mineralization. Mineralization is observed in veins within faults and shear zones near or within intrusive contacts.

Mineralization includes volcanic-hosted massive sulphide (VHMS) deposits with disseminated Cu-Au-Ag sulphides and massive magnetite-sulphide layers. VMS deposits usually produce significant VLF-EM and MAG responses. The most common sulphide minerals with high values of magnetic susceptibility are *Pyrrhotite* and *Magnetite*. The regions of magnetic LOW on the magnetic profiles may suggest possible faults or fracture zones where the process of demagnetization can occur. Common sulphide minerals such as Pyrite and Chalcopyrite have lower values of magnetic susceptibility. The Low magnetic properties of the surficial sediments on Adams Lake shore are controlled by the limnological stratification of the lake water.

In areas where the RMI shows a significant magnetic HIGH, the area could represent the existence of a higher magnetizable features with magnetite or pyrrhotite minerals. Fine-grained basaltic rocks of Unit EBG also tend to show stronger residual magnetic anomalies as the result of higher bulk susceptibility. Whereas sedimentary rocks (Lower Cambrian Tshinakin Limestone) tend to show weaker residual magnetic anomalies as the result of lower bulk susceptibility.

The distribution of both in-phase and quadrature responses in the study areas of Grid#1, Grid#3, and Grid#4 show that in-phase responses are relatively stronger than Quadrature responses across the study areas, implying stronger conductive subsurface materials. The distribution of both in-phase and quadrature responses in the study area of Grid#2 shows that quadrature component has stronger responses than in-phase component across the study area, implying weak conductive subsurface materials. The negative Fraser gradients of quadrature responses could better define the presence of a subsurface weaker conductive features.

Generally, VLF responses from good conductors have large in-phase and small quadrature components, while weaker conductors have low in-phase and high quadrature components. The regions of high responses on the Real component of the VLF profiles may suggest possible conductive zones such as fractures and alteration zones. Whereas the regions with low responses on the Real component of the VLF profiles may represent highly resistive zones such as mafic dykes and quartzites.

Quiet magnetic zones or magnetic Lows surrounding isolated magnetic Highs may be interpreted as indicating an intense alteration zone associated with a mineral deposit. In contrast, a higher value of apparent current density for In-Phase components can be regarded as good conductive subsurface features such as felsic volcanic rocks or sulphide alteration zones and low current density are likely associated with dykes or quartzites and intermediate responses are associated with shear zones or fault zones. The following table shows the possible causes of MAG or VLF anomalies considered in this report.

Table 6: Geophysical survey data interpretation table

Magnetic Intensity	VLF Response	Possible Causes
HIGH	HIGH	Pyrrhotite and Magnetite Alteration Zones (VHMS Deposits?)
HIGH	LOW	Mafic/Ultramafic Intrusive Rocks
LOW	HIGH	Felsic Intrusive Rocks Faults/Fractures/Intense Alteration Zones (Magnetite Destruction)
LOW	LOW	Quartz Veins, Silicification, Sericitization & Carbonate Alteration

- ✓ Since the interpretation of this geophysical survey was done in the absence of detailed local geology, further ground truthing of the Magnetic and VLF anomalies is recommended to be followed up on to determine if those anomalies are related to mineralization, fault zones, structural contacts, or overburden response.
- ✓ Geological mapping and grab sampling along with a soil chemistry analysis are suggested to be conducted in areas where the magnetic HIGHS suggest near surface features and in areas where the high VLF responses corroborate well with the magnetic HIGHS. Those surveys may provide more valuable insights to advancing this exploration program.
- ✓ An advanced level interpretation of the magnetic and VLF data may be warranted to integrate with geology and petrophysical properties to create constrained inversion models.

The dominant sulphides in VMS deposits are Pyrite, Galena, Sphalerite, Chalcopyrite, and Pyrrhotite. All these minerals have relatively high values of specific gravity, and a positive density contrast and gravity can be useful in their identification. The gravity survey followed by Induced polarization surveys are highly effective in detecting disseminated sulphide bodies. Integrating RES/IP with gravity survey for more detail investigation is warranted for defining the extent of mineralization zones in areas where mineralized zones are identified.

Figure 17: Magnetic interpretation map of Survey Grid 1

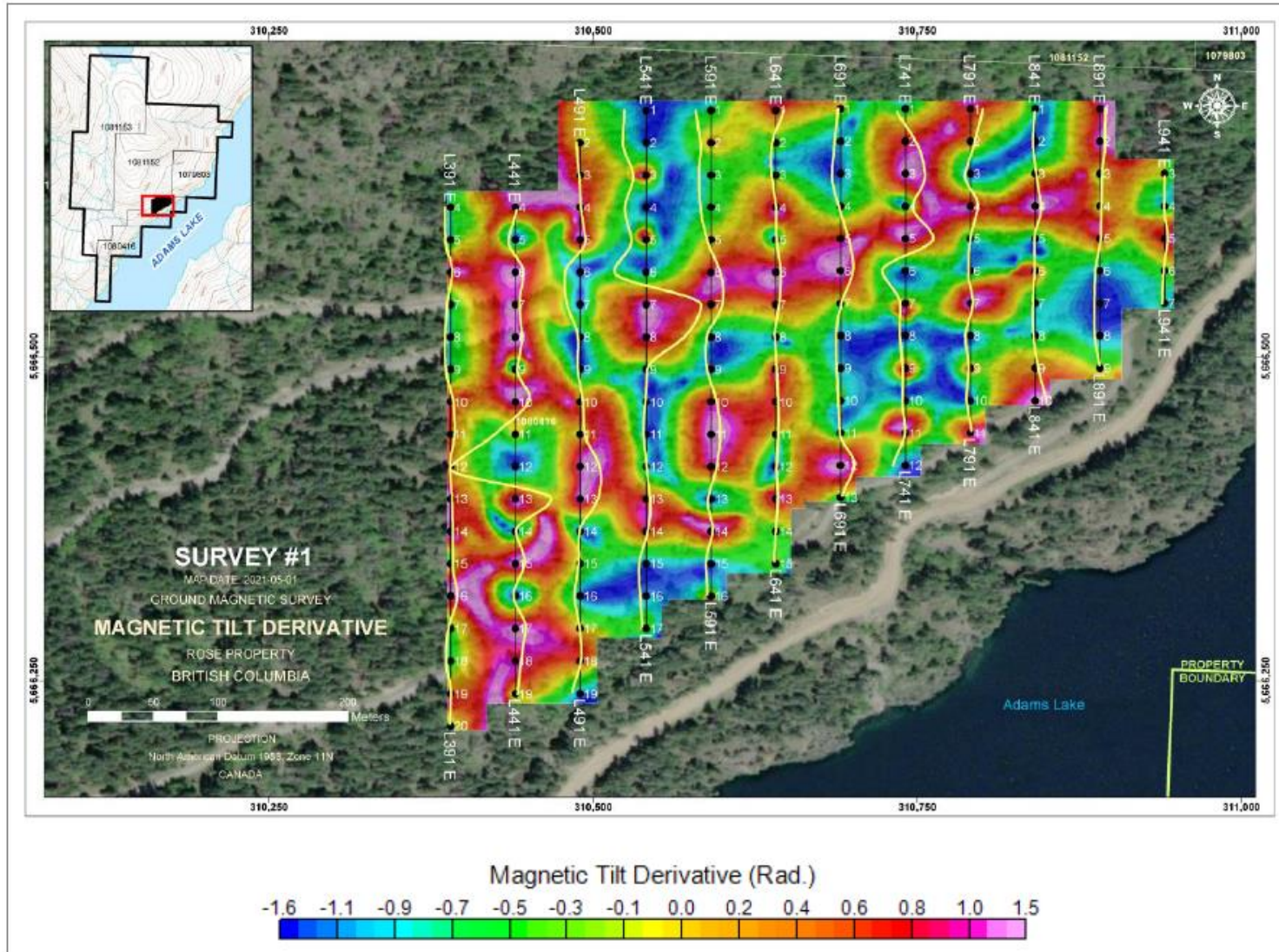
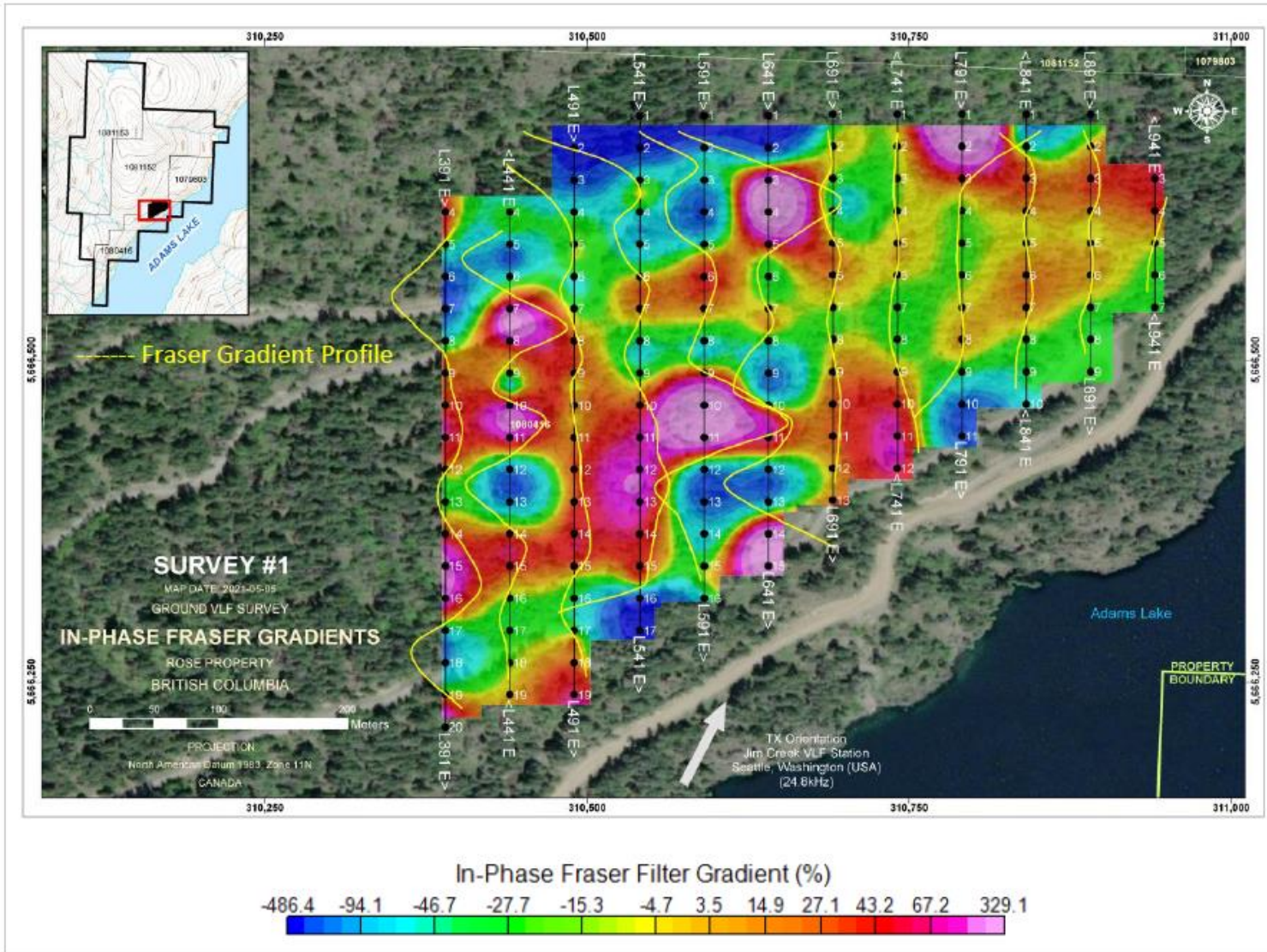


Figure 18: VLF interpretation map of Survey Grid 1



Drilling

There has been no drilling carried out on the Property by Geomap Exploration Inc. or the Company to date.

Sample Preparation, Analysis and Security

Rock samples for the 2021 exploration program were collected in the field by placing 0.3-2 kg of material in a heavy grade plastic sample bag with the sample number written with permanent marker. Each sample bag was then sealed with a plastic cable tie and samples were transported back to Chase base station at the end of each day. Rock samples were recorded as to location (UTM -NAD 83), sample type (grab, composite grab, chip, etc.), exposure type (outcrop, rubblecrop, float, etc.), lithology, colour, texture, and grain size. Sample locations were determined by hand-held GPS set to report locations in UTM coordinates using the North American Datum established in 1983 (NAD 83) Zone 11N. The samples were bagged and tagged using best practices and delivered to the ALS Laboratories in North Vancouver, British Columbia (S-series samples) and/or Agate Laboratories in Burnaby, British Columbia. Both ALS and Agate Labs are independent group of laboratories accredited under both [ISO 17025 with CAN-P-1579](#) for specific registered tests.

These laboratories are commercial, ISO Certified labs which are independent of the Company and Geomap Exploration Inc. Sample analysis packages used for sample preparation and analysis are shown in Table-7 below.

Table 7: Agat Laboratories Sample Preparation and Analysis

Sample Type	Package Name	Number of Samples
Rock	(200-) Sample Login Weight	162+7*
Rock	(201-071) 4 Acid Digest - Metals Package, ICP/ICP-MS finish	162+7*
Rock	(201-116) Multi-Acid Digest, ICP-OES finish	162+7*
Rock	(202-052) Fire Assay - Trace Au, ICP-OES finish (ppm)	162+7*
Rock	(202-055) Fire Assay - Au, Pt, Pd Trace Levels, ICP-OES finish	162+7*
Rock	(202-564) Fire Assay - Au Ore Grade, Gravimetric finish (50g charge)	162+7*
Rock	Sieving - % Passing (Crushing)	162+7*
Rock	Sieving - % Passing (Pulverizing)	162+7*

**7 samples collected by the Author*

ALS Analytical Procedures

ALS Laboratories is an independent group of laboratories accredited under ISO/IEC 17025:2017 standards for specific registered tests. Sample analysis packages used for sample preparation and analysis are ICP AES; and MEMS 61 (Four Acid Digestion with ICP-MS Finish). Four acid digestion quantitatively dissolves nearly all minerals in the majority of geological materials. However, barite, rare earth oxides, columbite-tantalite, and titanium, tin and tungsten minerals may not be fully digested.

The analytical results of the QA/QC samples provided by laboratories did not identify any significant analytical issues. The duplicate had almost same percentages as original. For the present study, the sample

preparation, security, and analytical procedures used by the laboratory are considered adequate and the data is valid and of sufficient quality to be used for further investigations.

Data Verification

The Author visited the Property from February 23, 2021, to March 03, 2021, and verified the ongoing exploration work. The purpose of the visit was to verify and examine mineralized outcrops and to collect necessary geological data and samples, verify and supervise the ongoing exploration work program. Another purpose of the Property visit was to verify data collection methods, sample collection and sample preparation procedures. The previously collected data reported in the historical information was also confirmed wherever possible during this study.

Field QA/QC sampling was conducted to verify the quality and assure the accuracy of results obtained from the grab sampling of the property. A total of eight QA/QC samples (Tables 5 and 8) were inserted and sent to the laboratory for analyses. For every fourteen samples, one duplicate was inserted. ALS and Agat Laboratories also have their own QA/QC procedures which did not find any significant issue with the sample preparation, analysis, and security.

Table 8: Sample and Duplicate sample numbers

Sample #	Duplicate Sample #
76341	76342
102501	102502
102516	102517
102539	102541
102559	102560
102580	102581
102589	102590
102599	102600

The data collected during this work is considered reliable because it was collected directly under the supervision of the Author. The data quoted from other sources is also deemed reliable because it was taken from Assessment Reports, published reports by the British Columbia Geological Survey, Geological Survey of Canada (“GSC”), various researchers, and personal observations. Historical geological descriptions taken from different sources were prepared and approved by the professional geologists or engineers.

GPS coordinates using NAD 83 datum were recorded for the grab sample location. The samples were sent to Agate lab for analyses of Au, Ag, Pb, Zn, cu, and other elements (Table 8). All samples were under the care and control of the Author and are considered representative. The samples were delivered to Agate Laboratories in Burnaby, British Columbia by the Author which is an accredited laboratory in Canada. The samples were assayed using Agat sample preparation and analytical codes as shown in Table 9.

For the present study, the sample preparation, security, and analytical procedures used by the laboratories are considered adequate. No officer, director, employee or associate of the Company or Geomap Exploration Inc. was involved in sample preparation and analysis. A limited search of tenure data on the Mineral Title

online Map on March 01, 2022, conforms to the data supplied by Geomap Exploration Inc. and the Company, however, the limited research by the Author does not express a legal opinion as to the ownership status of the Property.

The Author is unaware of any environmental liabilities associated with the Property. Overall, the Author is of the opinion that the data verification process demonstrated the validity of the data and considers the Property database to be valid and of sufficient quality.

Mineral Processing and Metallurgical Testing

No mineral processing or metallurgical testing was done on the Property by the Company or Geomap Exploration Inc.

Mineral Resource Estimates

No mineral resource estimates have been carried out on the Property by the Company or Geomap Exploration Inc.

Adjacent Properties

The above information is taken from the publicly available sources and the Author was not able to independently verify the information contained herein. The information is not necessarily indicative of the mineralization on the Property, which is the subject of this technical report. The following information is provided as background material for the reader.

The Adams Lake area is known for sulphide mineralization since early 1920's when silver-lead-zinc mineralization was discovered in Lucky Coon area. Several deposits containing lead-zinc-silver and copper, and a few with high gold values occur in the area. Some of these deposits have been well explored whereas others received limited exploration. However, so far, economic mineralization appears to be small, as currently no mining operation is ongoing in the area. The following public companies hold mining properties in the vicinity of the Property (see Figure 19 for adjacent properties map).

Eagle Plains Resources - Acacia Property

Eagle Plains Resources Ltd. hold 4385ha Acacia Project located adjacent to the southwest of the Property. Acquired in 1999 for Volcanogenic Massive Sulphide ("VMS") deposit potential, it covers a stratigraphic package that hosts a number of base- and precious-metal deposits.

Project Highlights

- Adjacent to the past producing Homestake and Samatosum Mines
- Numerous high-grade showings, geochemical and geophysical anomalies
- Excellent geology/alteration favorable for polymetallic VMS deposits
- Excellent infrastructure including numerous forestry roads and nearby hydro & rail
- Encouraging exploration to date

Eagle Plains Resources Ltd. put out a news release on June 14, 2000, regarding property acquisition and its technical information as follows.

The Acacia property is located on the Adams Plateau area of British Columbia within the Kamloops Mining Division, approximately 45km northeast of Kamloops. The 203-unit (12,000 acre) claim group covers a stratigraphic package which hosts a number of nearby past-producing base and precious metal deposits

including the Samatosum, Rea Gold, and Homestake mines. Work by past operators indicates that the Acacia property contains well-developed volcanogenic massive sulphide type mineralization and alteration hosted by the Eagle Bay metasedimentary and metavolcanic package. The Acacia property has at least three known target areas Northern, Central and Southern as summarized below.

Adjacent to the northern part of the Acacia property in the area of the historical Twin showings, massive sulphide mineralization is associated with a series of stacked sulphide lenses hosted by metamorphosed volcanics. This horizon is believed to be the strike extension of the zone that hosts the Rea Gold deposit located approximately 1 kilometer north of the northern Acacia Claim boundary. The Rea deposit had a reserve of 376,000 tonnes of 6.1 grams per tonne gold, 69.4 grams per tonne silver, 0.33 per cent copper, 2.2 per cent lead and 2.3 per cent zinc within two volcanogenic massive sulphide lenses (Northern Miner, Nov. 30, 1987). Diamond drilling in the area of the Twin Showings by Esso Minerals in 1987 confirmed the presence of volcanogenic massive sulphide type base and precious metal mineralization including an intersection of 2.37m assaying 10.6 grams per tonne gold, 335.3 grams per tonne silver, 3.13 per cent zinc, and 0.55 per cent copper (George Cross Newsletter # 237, 1987; BC Ministry of Energy and Mines MINFILE 082M 020). The Samatosum deposit, which also lies approximately one kilometer north of the Acacia Property boundary, had an original reserve of 634,984 tonnes averaging 1.9 grams per tonne gold, 3.6 per cent zinc, and 1.2 per cent copper (Pirie, 1989). Inmet Mining Corporation mined the deposit between 1981 and 1982. The mineralization is associated with a highly deformed quartz vein system located along the contact between Eagle Bay formation metasediments and volcanoclastics and is similar to mineralization found on the northern part of the Acacia property.

The central part of the Acacia property surrounds the historic Homestake Mine. The Homestake deposit has a probable reserve of 249,906 tonnes of 0.58 grams per tonne gold, 226.6 grams per tonne silver, 36.7 per cent barite, 0.28 per cent copper, 1.24 per cent lead, and 2.19 per cent zinc (Statement of Material Facts 06/06/86, Kamad Silver Company Limited). The main mineralization occurs within two tabular, barite rich horizons hosted by Eagle Bay Formation quartz talc sericite schists. Eagle Plains staking has covered the strike extent of this Homestake schist unit.

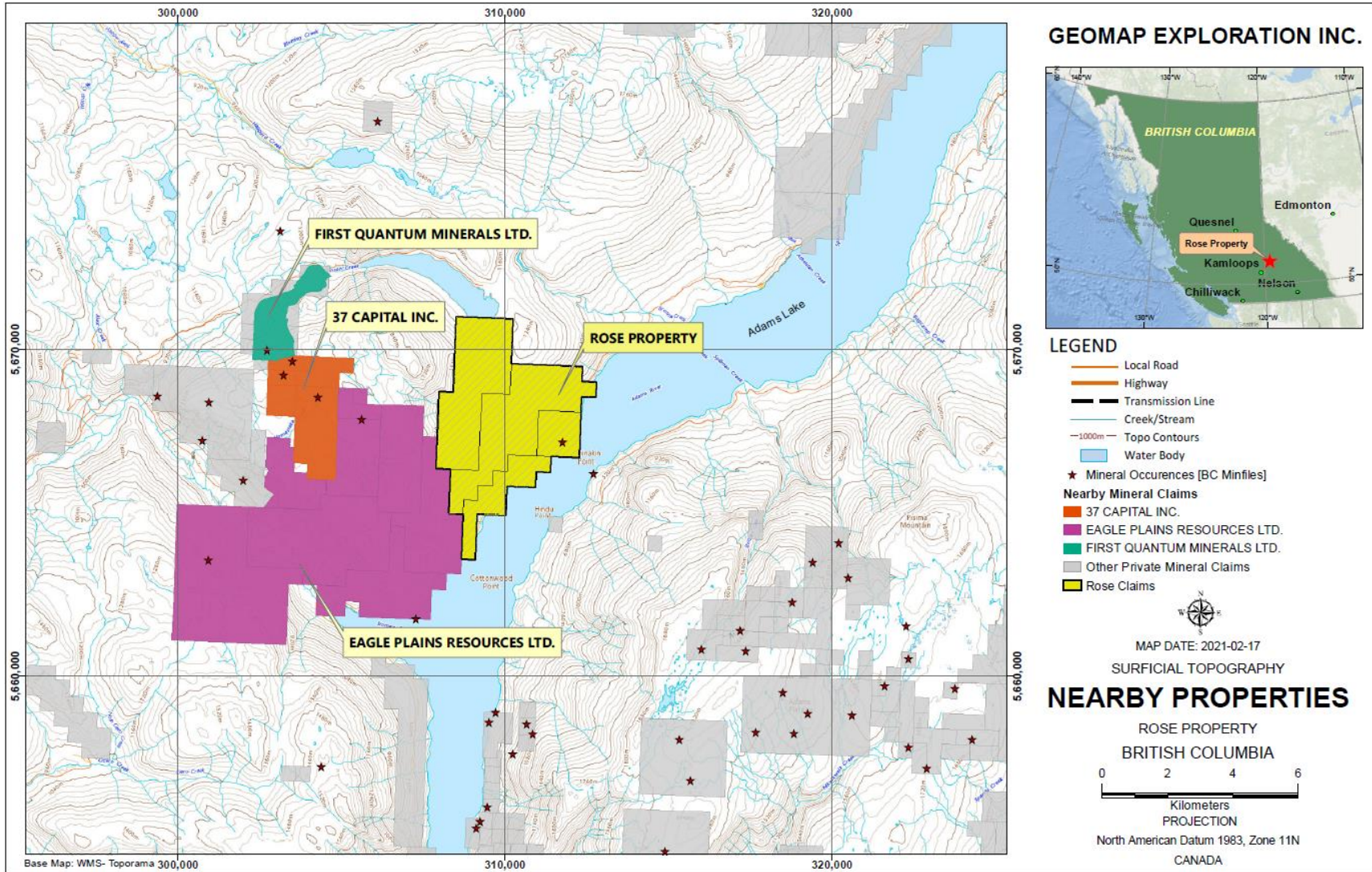
The southern part of the Acacia property covers at least eight known mineral occurrences including the historic Acacia showing. Mineralization includes stratiform massive sulphides occurring along lithologic contacts and remobilized epigenetic sulphide veins. Grab samples of massive sulphide from small adits in the area of the Acacia showing returned values up to 19.2 per cent zinc. Outcrop is poorly exposed beneath a thick blanket of glacial till. The last documented work program on the Acacia showing area was undertaken by Esso Minerals in 1989 who carried out shallow soil geochemical sampling, prospecting and VLF-EM ground based geophysical surveying. Based on the results of this program, Esso concluded that the "potential for a significant accumulation of massive sulphide is considered to be good along the contact between mafic fragmental and calcareous argillite" of the Eagle Bay Formation underlying the Acacia showing area (Marr, 1989). The Acacia showing area has never been drill tested and the soil samples were not analyzed for gold.

Eagle Plains Resources Ltd. planned to undertake an aggressive exploration program on the Acacia property in 2000. Data compilation was to be followed by geological mapping, prospecting and soil geochemical sampling, with the initial focus on area of the Acacia showings.

Source: <https://www.eagleplains.com/projects/acacia-vms>

A search on MTO online database indicate that the claims acquired by 37 Capital Inc. (Figure 15) also belong to Eagle Plains.

Figure 19: Adjacent Properties Map



Other Relevant Data and Information

Environmental Concerns

There is no historical production from mineralized zones on the Property, and the Author is not aware of any environmental liabilities which have accrued from historical exploration and mining activity.

Interpretation and Conclusion

Geologically, the Property area is in the Shuswap Highland of south-central British Columbia which lies within the Kootenay terrane. The area is underlain by Paleozoic sedimentary, igneous and volcanic rocks of the pericratonic Kootenay terrane, deposited on the distal margin of ancestral North American plate. More specifically, the rock formations of the area are comprised of Paleozoic sequence of metasedimentary and metavolcanic rocks, Devonian orthogneiss, mid-Cretaceous granitic rocks, Early Tertiary quartz feldspar porphyry, basalt and lamprophyre dykes, Eocene sedimentary and volcanic rocks, and Miocene Plateau lavas. Paleozoic metasedimentary and metavolcanic rocks are represented by Eagle Bay Assemblage and Fennell Formation. These rocks occur in four structural slices. The upper three fault slices contain only Eagle Bay rocks, while the lowest slice comprises Eagle Bay strata structurally overlain by rocks of the Fennell Formation. The Fennell and Eagle Bay successions are cut by mid-Cretaceous granitic rocks of the Raft and Baldy batholiths and by Early Tertiary quartz feldspar porphyry, basalt, and lamprophyre dykes. The structural history of the area is complex as multiple stages of folding and/ faulting occur from the Jurassic to the Tertiary periods.

Locally, the Property claims are underlain by unit EBG of Eagle Bay Assemblage and its members Tshinakin Limestone (EBGt) and EBGs. The EBG unit mainly consists of calcareous chlorite schist which are typically medium to dark green, fine grained and well foliated with a platy splitting habit and include calcite and quartz veins. Subordinate lithologies in Unit-EBG comprise light grey, finely crystalline, limestone and rusty weathering chloritic dolostone, and pale grey to greenish grey chlorite-sericite-quartz phyllite. Tshinakin Limestone (EBGt) predominantly consist of light grey to white, finely crystalline typically massive limestone. Buff weathering dolostone and chlorite schist is present in places. EBGs member consists of metasedimentary rocks, mainly medium to dark grey, siliceous and graphitic phyllites grading to light to dark grey platy siltite and very fine grained platy sericitic quartzite, impure limestone, and light to medium grey, massive to platy quartzite.

Structurally, the Birk Creek thrust Fault which separates rocks of the third Eagle Bay fault slice from underlying rocks of the first and second slices occur in the vicinity of the Property. The thrust dips to the northeast and emplaced Unit EBQ on Unit EBA. The hanging wall EBQ unit dips towards southwest and footwall (EBG) rocks dip northeast. The Birk Creek thrust Fault (which separates rocks of the third Eagle Bay fault slice from underlying rocks of the first and second slices occur in the vicinity of the Property. The thrust dips to the northeast and emplaced Unit EBQ on Unit EBA. The hanging wall EBQ unit dips towards southwest and footwall (EBG) rocks dip northeast. Logan and Mann (2000) marked an inferred normal fault on the east side of the property running from the centre of the Adams Lake. Two other faults trending approximately north-south have displaced EBGt and EBG units. The schistosity is commonly oriented northwest and dipping to the north.

The history of exploration in the Adam Plateau dates to early 1920's when silver-lead-zinc mineralization was discovered in Lucky Coon. The exploration of the Adams Plateau area continued intermittently since then and numerous mineral occurrences on the Property and the neighboring areas were discovered. There are two historical mineral showings on the Property which are known as Rose and Summit. The history on the Rose group of claims indicate that this area was staked first by I. Bennett, and was held under option by Tombac Explorations Ltd. during 1961. A total of 480m (1,575 feet) of diamond drilling was done before the option was dropped. Casa Del Oro Resources Inc. carried out extensively trenching and drilled of one hole to a depth of 306 meters in the year 1982. Ostensoe (1982, Assessment report 10782) defined trench geology as discontinuous strands of dark brown to grey-black colored sphalerite occurring throughout

dense white vein quartz. The drill hole intersected mineralized zone between 130.5m and 133.65m but assay results are not available. In 1985, Casa Del Oro Resources Inc. drilled 50 short rotary test holes ranging in depth from 2.4 meters to 14 meters. Zinc values ranged from 61ppm-201ppm on terraces along the shore of Adams Lake. C. Delmore staked the claims as DEL-1 to DEL-4 between September 29 and October 26, 1985. A small diamond drill program consisting of 4 drill holes (100m and 150m west of 1982 drilling) was completed in 1986. These holes did not succeed in intersecting zinc bearing quartz veins. The Summit occurrence is located at an elevation of approximately 1250 metres on the east side of a hill, approximately 2.3 kilometres southeast of the southeast end of Johnson Lake. The work in this area was carried out from the early 1980s to 2007 and led to discoveries of several copper, gold, and zinc showings.

Geomap Exploration Inc. completed an exploration work program on the Property during the period of January - March 2021, which included geological observations, prospecting, sampling, and ground geophysical surveying (magnetic and VLF). The focus of the prospecting / mapping was to carry out detailed sampling of the Eagle Bay Assemblage. The sampling program was designed to represent various prospective geological units and rock formations. A total of 118 grab including eight duplicate, and 5 float samples were collected from rock outcrops. A Magnetic and Very Low Frequency (VLF) ground geophysical survey was also carried out along four survey grid areas (SURVEY#1, SURVEY#2, SURVEY#3, and SURVEY#4) on claims 1079803 and 1080416. A total of 363 measurements were recorded at about 5-25-m intervals on approximately 6.53-km of grid line. Measurements were collected by a single GEM GSM-19 portable magnetometer and VLF-EM system with an absolute accuracy of about ± 0.1 nT.

Results of prospecting and sampling work indicated anomalous values of copper, gold, silver and other metals as follows:

- Silver (Ag) values are in the range of 0.01 parts per million (ppm) to 4.37ppm, out of which only 5 samples are over one ppm, 9 samples have values between 0.5 ppm to 0.87 ppm, 66 samples are between 0.1 to 0.49 ppm and 31 samples are below 0.1 ppm and 12 are <0.01 parts per million (below detection limit).
- Gold (Au) values are detected in 108 samples (above the laboratories method detection limit of 0.001 ppm). Ten samples are below 0.001 ppm. Values range from 0.001-0.009 ppm in seventy-six samples, 0.01-0.092 ppm in twenty-eight samples, 0.317-2.6 ppm in four samples. The sample #102527 and 102528 contain 1.15 and 2.60 ppm of Au, respectively. Gold was not analysed in S1-S5 samples.
- Copper (Cu) values are in the range of 1.20 ppm to 4,140 ppm. Ninety-five samples have values less than 100ppm (1.2ppm-98.8ppm). Values range from 110ppm-487ppm in 20 samples and 615ppm-4140ppm in 5 samples. Only one samples (#102558) have 4,140 ppm copper.
- Manganese (Mn) is from 34 ppm to 8010 ppm, forty-nine samples have values lower than 1000 ppm, thirty-nine samples range from 1010ppm-2010ppm, 25 samples contain 2410ppm-4000ppm and 10 samples are from 4000ppm-8010ppm. Five samples contain more than 6000ppm and two sample (102604 & 102594) have 7180ppm and 8010ppm ppm Mn, respectively.
- Zinc (Zn) values are less than 200 ppm in 116 samples, ranges from 247ppm to 1660ppm in 3 samples and contain more than 10,000 ppm in four samples (76334,76335, S3#3 and S2 #2).
- Lead (Pb) ranges from 0.9 ppm to 7,450 ppm, however values in 119 samples are less than 71ppm. Four samples range from 110ppm-7450ppm and only sample 102525 contain 7,450 ppm of Pb. Chromium (Cr) is 6.40 ppm to 690 ppm, although 117 samples range from 6.4ppm to 260 ppm. Six samples contain 322 ppm and 690 ppm of Cr.

Magnetic and VLF-EM data collected from ground geophysical surveys have characterized some aspects of geologic features in the Property. Physical properties of bedrock expressed in the geophysical maps as magnetic and apparent conductivity anomalies are intrinsically related to geological features that control the possible VMS style mineralization and Intrusive-related sulphide mineralization. Mineralization is observed in veins within faults and shear zones near or within intrusive contacts. In areas where the RMI shows a significant magnetic HIGH, the area could represent the existence of a higher magnetizable

features with magnetite or pyrrhotite minerals. Fine-grained basaltic rocks of Unit EBG also tend to show stronger residual magnetic anomalies as a result of higher bulk susceptibility. Whereas sedimentary rocks (Lower Cambrian Tshinakin Limestone) tend to show weaker residual magnetic anomalies as a result of lower bulk susceptibility.

The Author visited the Property from February 23 to March 03, 2021. The purpose of the visit was to verify and examine mineralized outcrops and to collect necessary geological data and samples, and to verify the ongoing exploration work program. Another purpose of the Property visit was to verify data collection methods, sample collection and sample preparation procedures. The data collected during the present study is considered reliable. The previously collected data reported in the historical information was also confirmed during this study.

The data presented in this report is based on published assessment reports available from Geomap Exploration Inc., the Company, the British Columbia Ministry of Mines, Minfile data, the Geological Survey of Canada, and the Geological Survey of BC. A part of the data was collected by the Author during the Property visit. All the consulted data sources are deemed reliable. The data collected during present study is considered sufficient to provide an opinion about the merit of the Property as a viable exploration target.

Based on its past exploration history, favourable geological and tectonic setting, presence of surface mineralization, and the results of present study, it is concluded that the Property is a property of merit and possesses a good potential for discovery of silver, gold, copper, and other sulphide mineralization. Good road access together with availability of exploration and mining services in the vicinity makes it a worthy mineral exploration target. 2021 exploration work and other historical exploration data collected by previous operators on the Property provides the basis for a follow-up work program.

Being an early-stage exploration property with no mineral resources or reserves there are some risks associated the Property. Community consultation during every stage of the Property development is an important consideration during the permitting process. Although the present infrastructure is sufficient during the exploration stage, however, significant improvements will be required to move the project beyond this stage.

Recommendations

In the Author's opinion, the Property has potential for further discovery of good quality silver, gold and other sulphide mineralization. The character of the Property is sufficient to merit a follow-up work program. This can be accomplished through a two-phase exploration and development program, where each phase is contingent upon the results of the previous phase.

Phase 1 – Prospecting, Mapping, Sampling and Geophysical Surveys

The following target areas were identified during 2021 exploration program on the Property and need follow up work.

- i. Sample assays near the lake shore show potential for significant zinc mineralization on claim 1079803 (Figure 16). The mineralization is in a limestone unit, which is recrystallized- finely crystalline, thick bedded to massive, abundant quartz veins, include disseminated pyrite, streaks of sphalerite. This limestone unit needs (Target 1 on Figure 20) to be followed up for detailed ground prospecting, geological mapping, channel and grab surface sampling.
- ii. Several samples have anomalous value of silver and two samples collected along roadside (102527 and 102528) also show higher values of gold (Figure 13). These sampling areas also need detailed ground prospecting, geological mapping, channel and grab surface sampling to see the trend and continuity of the anomalies (Target 2 on Figure 20).

- iii. The western part of the Property was not prospected properly due to weather constraints and need detailed ground prospecting, geological mapping, channel and grab surface sampling (Target 3 on Figure 20). The area around Summit / Bog showing needs detailed checking of several copper, silver and gold anomalies historically reported for this showing (Target 1 on Figure 20).
- iv. The 2021 ground geophysical survey on all four grids identified open ended target areas for a follow up work in a similar grid pattern as shown on Figures 21 and 22. It is therefore recommended to extend ground geophysical surveys in the direction of the anomalous trends as follows:
 - a. The magnetic and VLF profiles on grid #1 indicated some structural trends to the northeast and northwest. The survey grid is recommended to be extended as a follow up ground geophysical coverage (Figure 21).
 - b. The Survey Grid #2 needs to be extended to the east, west and south to cover magnetic and VLF anomalous trends. Similarly, the Survey Grids #3 and #4 show trends extending in various directions (Figure 22).
- v. The north-western part of the Property (Target 3 on Figure 20) was not accessible due to winter snow covers and needs detailed ground prospecting, geological mapping, channel and grab surface sampling, and ground geophysical surveying during summertime.

Total estimated cost of Phase 1 work is \$140,700 (Table 9) and it will take 12 weeks to complete this work program.

Phase 2 – Drilling

Based on the results of Phase 1 program, a 1,000 m NQ size core drilling program is recommended to be executed on the following target areas.

- Zinc mineralization identified in the limestone unit from 2021 work shows wider extension along Target 1 area;
- Silver and gold anomalies from 2021 work show continuity along strike on Target 2.

Scope of work, location of drill holes for Phase 2 will be prepared after reviewing the results of Phase 1 program. An estimated budget for Phase 2 work is provided in Table 10.

Figure 12: Recommended Target Areas for Phase 1 Work

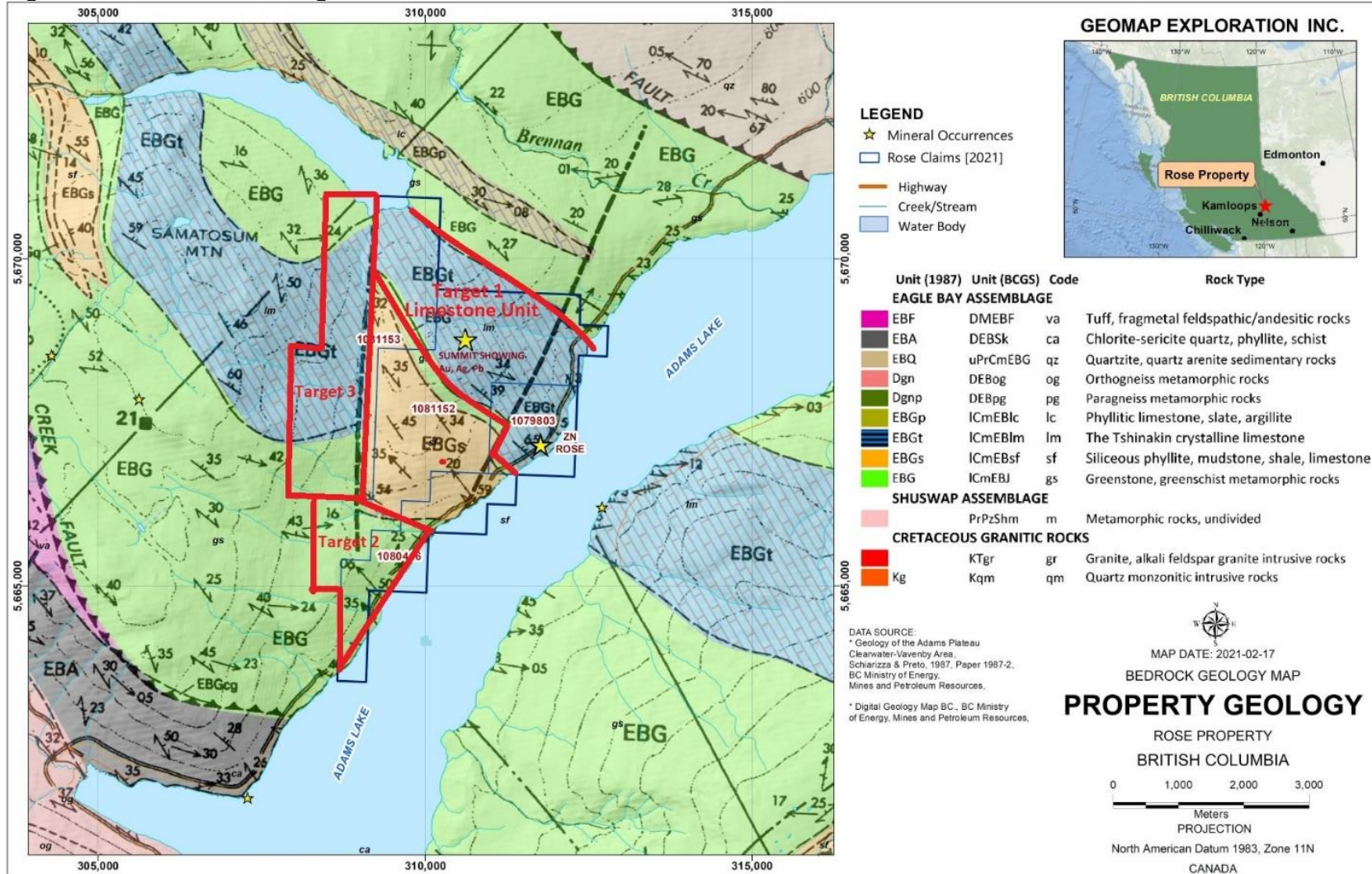


Figure 13: Geophysical survey Gird 1 extension recommendations

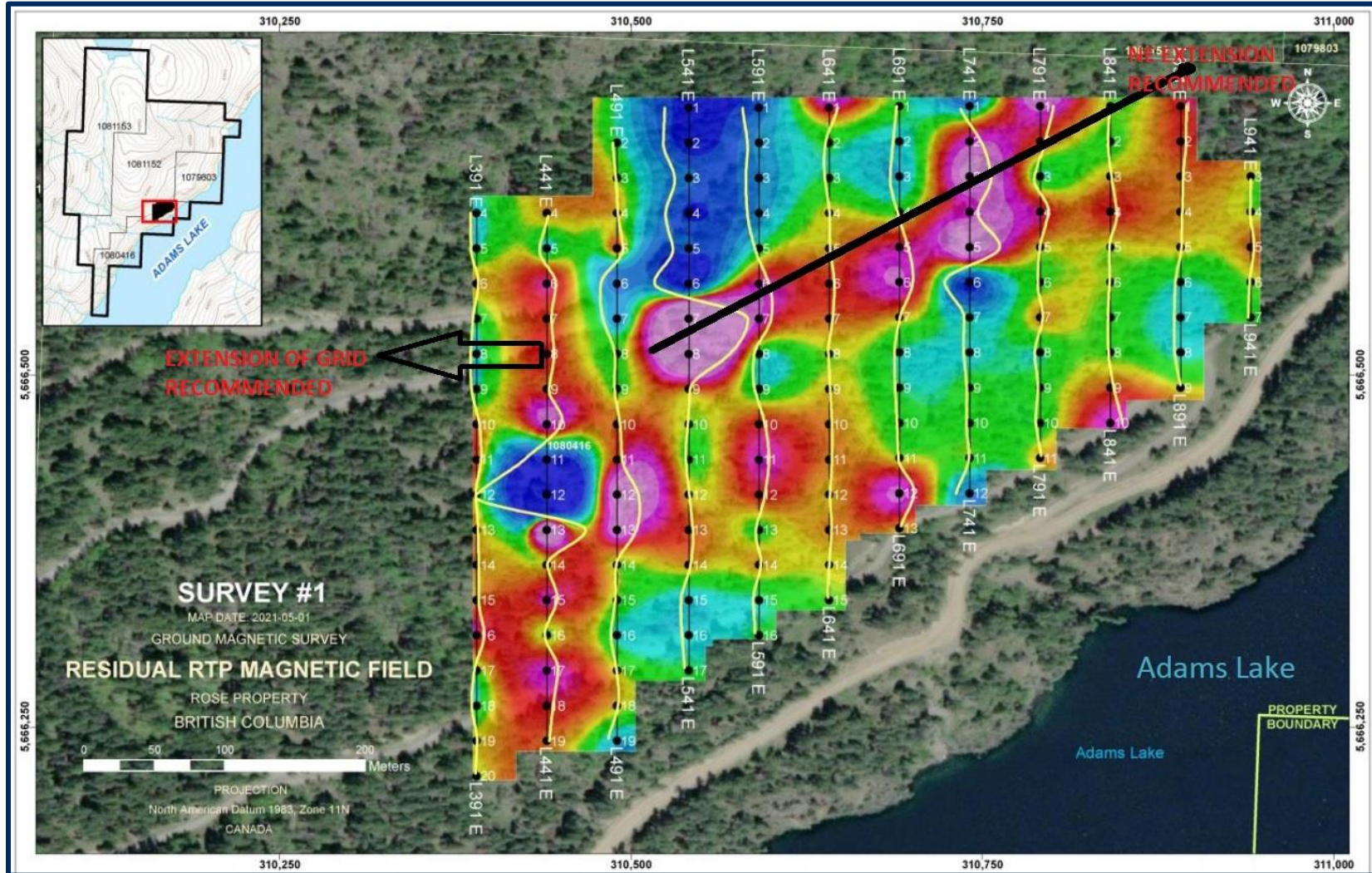


Figure 14: Geophysical survey grids 2, 3, and 4 extension recommendations

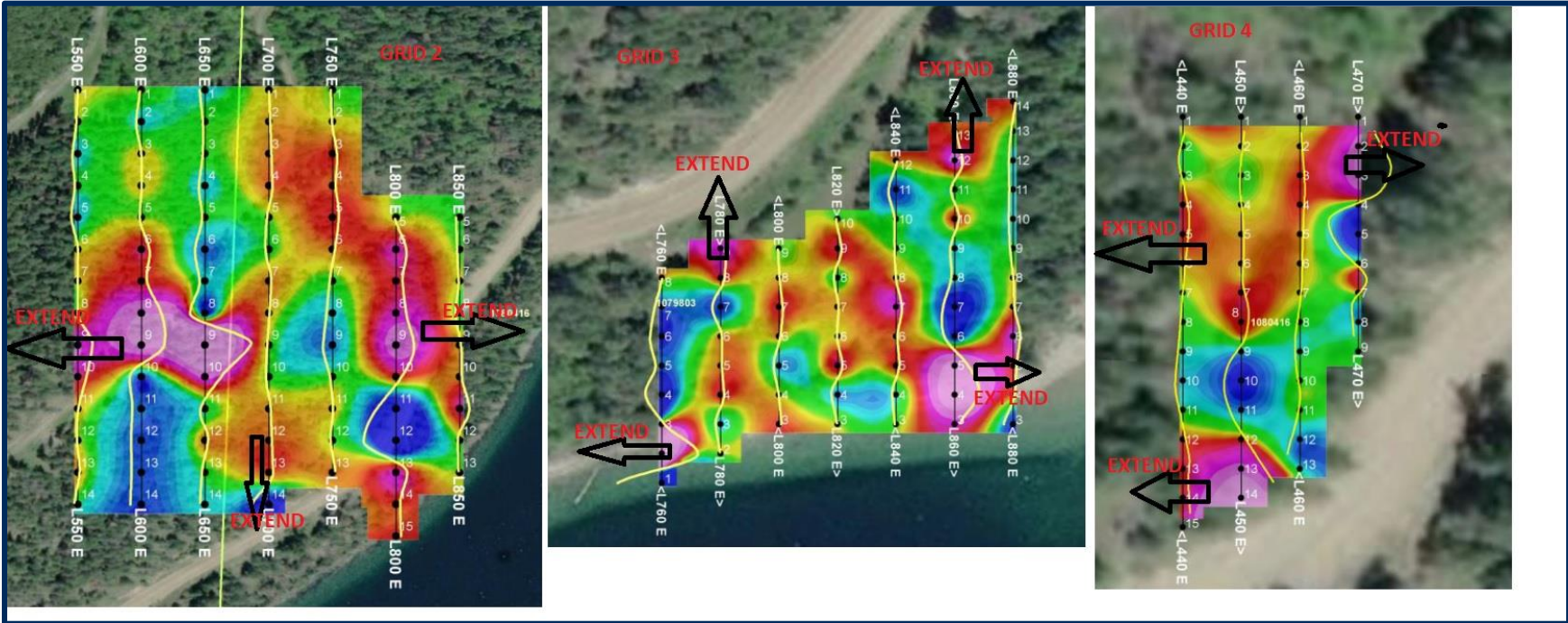


Table 9: Phase 1 Budget

Item	Unit	Rate (\$)	Number of Units	Total (\$)
Literature research and scope of work	Day	\$750	2	\$1,500
Field Crew:				
Project Geologist 1	Day	\$750	21	\$15,750
Project Geologist 2	Day	\$750	21	\$15,750
Prospector 1	Day	\$450	30	\$13,500
Prospector 2	Day	\$450	30	\$13,500
Field Costs:				
Accommodation	Day	\$200	72	\$14,400
Food	Day	\$70	50	\$3,500
Communications	Day	\$100	15	\$1,500
Shipping	Lump Sum			
Supplies	Lump Sum	\$2,000	1	\$2,000
Vehicle Rental with gas	Day	\$200	30	\$6,000
Transportation with mileage	km	\$1	10000	\$5,500
VLF Rental	Week	\$1,000	4	\$4,000
Rock / Soil samples	Sample	\$100	250	\$25,000
Report:				
Data Compilation	Day	\$700	10	\$7,000
GIS Work	Hrs	\$70	40	\$2,800
Work Report Preparation	Day	\$750	12	\$9,000
Total Phase 1 Budget				\$140,700

Table 10: Phase 2 Budget

Item	Unit	Unit Rate (\$)	Number of Units	Total
Exploratory Drilling	M	\$110	1,000	\$110,000
Core Logging and drill hole management	Days	\$650	20	\$13,000
Permitting and bond	Ls	\$20,000	1	\$20,000
Core Shack	Ls	\$5,000	1	\$5,000
Core Cutting and Packing	M	\$40	500	\$20,000
Accommodations and Meals	Day	\$250	60	\$15,000
Supplies	Ls	\$10,000	1	\$10,000
Sample Assays	Sample	\$85	500	\$42,500
Transportation Road and Truck Rentals	Km	\$1	10,000	\$10,000
Data Compilation	Days	\$750	15	\$11,250
Report writing	Days	\$750	15	\$11,250
Project Management	Days	\$650	5	\$3,250
Total Phase 2 Budget				\$271,250



F. Financings

The Loan Facility

The Company is in the process of potentially arranging for a loan facility of up to \$1,000,000 (the “**Loan Facility**”) from one or more lenders to make the cash payments and incur the exploration expenditures comprising the Consideration, as well as for operating costs, general and administration costs and for working capital. See Section 4 - *The Business of the Meeting - 1. Change of Business and Option to Acquire a Mineral Property - G - Use of Available Funds*. It is anticipated that the terms of the Loan Facility will include 10% interest, with a maturity date of one (1) year from the date of entering into the agreement(s) governing the Loan Facility. Any amount advanced pursuant to the Loan Facility will not be convertible into other securities of the Company and will be unsecured. There is no certainty that the Loan Facility will be obtained on the terms currently contemplated, nor at all (See Section 4 - *The Business of the Meeting - 1. Change of Business and Option to Acquire a Mineral Property - L - Risk Factors*). The completion of the COB is subject to securing the Loan Facility.

The Equity Financing

The Company also intends to raise up to \$1,000,000 by way of a private placement (the “**Equity Financing**”, and together with the Loan Facility, the “**Financings**”) to make the cash payments and incur the exploration expenditures comprising the Consideration, as well as for operating costs, general and administration costs and for working capital. See Section 4 - *The Business of the Meeting - 1. Change of Business and Option to Acquire a Mineral Property - G - Use of Available Funds*.

The Equity Financing is expected to consist of units of the Company (the “**Units**”) at a price of \$0.15 per Unit. Each Unit is expected to be comprised of one Share and one Share purchase warrant (a “**Warrant**”), with each Warrant entitling the holder thereof to purchase one additional Share at a price of \$0.25 for a period of two (2) years after the date of issuance. There is no certainty that the Equity Financing will be completed on the terms currently contemplated, nor at all (See Section 4 - *The Business of the Meeting - 1. Change of Business and Option to Acquire a Mineral Property - L - Risk Factors*). The completion of the COB is subject to the closing of the Equity Financing.

G. Use of Available Funds

As at April 30, 2022, the Company had \$689,716 in working capital (inclusive of the anticipated proceeds from the Equity Financing and the Loan Facility). The Company intends to use the funds available to it as set out in the table below.

Description of Use of Funds	Amount of Funds (CDN \$)
Cash payments due within one (1) year of the Effective Date pursuant to the Option Agreement	\$120,000
Exploration expenditures due within one (1) year of the Effective Date pursuant to the Option Agreement	\$110,000
General and administration ⁽¹⁾	\$200,000
Marketing and advertising	\$250,000
Unallocated working capital	\$9,716
TOTAL	\$689,716

Notes:

- (1) General and administration costs and expenses related primarily to: (i) accounting, audit, legal services (\$80,000); (ii) regulatory filing fees (\$15,000); (iii) transfer agent fees (\$5,000); (iv) management and consulting fees (\$80,000); and (v) office overhead (\$20,000), which are anticipated to be sufficient to cover twelve months of operations following closing of the Transaction.



H. Shareholder Approval

The Company will ask the Shareholders to approve the Transaction and the COB at the Meeting, as required by the CSE. To be passed, the resolution approving the Transaction and the COB must be passed by a majority of the Shares voted by Shareholders present in person or by proxy at the Meeting. The form of the proposed resolution is set forth below:

"BE IT RESOLVED THAT:

1. The proposed change of business of the Company ("**COB**") and the acquisition of the option to acquire 100% interest in and to the Rose Property located in British Columbia, Canada (the "**Transaction**"), all as more particularly described in the Company's management information circular dated May 17, 2022, is authorized and approved.
2. Notwithstanding that this resolution has been passed and the COB and the Transaction approved by the shareholders of the Company, the directors of the Company are authorized and empowered, without further notice to, or approval of, the shareholders:
 - a. to amend the terms of the Transaction and the option agreement with the optionor of the Rose Property; and
 - b. to not to proceed with the Transaction.
3. The directors of the Company are authorized to execute and deliver all such documents and to do or cause to be done all such other acts and things as in the opinion of such directors may be necessary, desirable or useful for the purpose of giving effect to these resolutions and the completion of the Transaction."

The Company's board of directors has unanimously concluded that the terms of the Transaction are fair and reasonable to, and in the best interests of, the Company and the Shareholders. **The board recommends that Shareholders vote FOR the resolutions to approve the COB and the Transaction.**

I. Directors, Officers and Insiders

On closing of the Transaction, the Optionor will not become an 'insider' by virtue of owning 10% or more of the then issued and outstanding Shares. There will be no change or additional appointment of directors and officers of the Company on closing of the Transaction. The directors elected at the Annual General Meeting of the Shareholders held on December 15, 2021, will be the directors of the Company on closing of the Transaction. For more information about the directors and officers of the Company, please see Section 5 - *Other Information - Directors and Officers of the Company*.

J. Share Capital upon Closing

Shares

As of the date of this Information Circular, there are 66,826,078 Shares issued and outstanding. On closing of the Transaction, the Company will issue 250,000 Shares to the Optionor within 10 calendar days after the Effective Date and up to 6,666,667 Shares in connection with the Equity Financing. Based on the foregoing, it is estimated that there will be approximately a total of 73,742,745 Shares issued and outstanding on closing of the Transaction and the Equity Financing (and assuming completion of the Consolidation (as defined below), there will be approximately 36,871,372 Shares issued and outstanding).



CHEMESIS INTERNATIONAL INC.

Warrants

The table below sets out information related to the issued and outstanding share purchase warrants to purchase up to a total 16,472,921 Shares as of the date of this Information Circular:

Number of Warrants	Exercise Price	Expiry Date
1,220,000	\$1.00	May 19, 2022
1,272,500	\$1.00	May 20, 2022
2,612,800	\$1.00	July 3, 2022
692,416	\$0.85	July 24, 2022
10,393,335	\$0.15	November 29, 2023
31,250	\$15.00	December 21, 2023
38,460	\$24.50	January 21, 2024
150,000	\$25.00	March 1, 2024
18,918	\$25.00	May 30, 2024
37,837	\$25.00	May 30, 2024
5,405	\$25.00	June 13, 2024

Equity Incentive Grants

The table below sets out information related to the issued and outstanding equity incentives granted to directors, officers and consultants of the Company, pursuant to the Company's Equity Incentive Plan, as of the date of this Information Circular:

Type of Award	Amount	Exercise Price	Expiry Date
Option	2,295,000	0.90	January 12, 2025
Option	1,500,000	0.89	January 12, 2026
Restricted Share Right	3,575,000	N/A	N/A

K. Narrative Description of the Business Upon Completion of the Transaction

Business Objectives

The Company, upon completion of the Transaction, will be a junior mining exploration company listed on the CSE. The Company, upon completion of the Transaction, initially plans to conduct exploration work on the Property as detailed in the Technical report (See Section 4 - *The Business of the Meeting - 1. Change of Business and Option to Acquire a Mineral Property - E - Description of the Property*).

Milestones

The exercise of the Option and acquisition of the Property (See Section 4 - *The Business of the Meeting - 1. Change of Business and Option to Acquire a Mineral Property - D - Terms of the Option Agreement for the Rose Property - Terms of the Option Agreement* and Section 4 - *The Business of the Meeting - 1. Change of Business and Option to Acquire a Mineral Property - E - Description of the Property*) as well as the initiation and completion of the Phase 1 exploration program on the Property (Section 4 - *The Business*



of the Meeting - 1. Change of Business and Option to Acquire a Mineral Property - E - Description of the Property - Recommendations) are the Company's primary near-term milestones.

Exploration and Development

Please refer to Section 4 - *The Business of the Meeting - 1. Change of Business and Option to Acquire a Mineral Property - E - Description of the Property - Recommendations* for: (i) the nature and extent of the proposed exploration and development program that is to be carried out by the Company using the disclosed available funds; (ii) a timetable for the proposed exploration and development program; and (iii) a breakdown of costs for the proposed exploration and development program. Please refer to Section 4 - *The Business of the Meeting - 1. Change of Business and Option to Acquire a Mineral Property - E - Description of the Property - Mineral Resource Estimates* for a discussion of known mineral reserves or resources on the Property and the exploratory nature of the proposed program.

L. Risks Factors

In evaluating the Transaction and COB, Shareholders should carefully consider the following risk factors. These risk factors are not a definitive list of all risk factors associated with the Transaction, the COB and the Company. Additional risks and uncertainties, including those currently unknown or considered immaterial by the Company may also adversely affect the Shares and/or the business of the Company following completion of the Transaction. The following are some of the risk factors which the Shareholders should carefully consider before making a decision regarding approving the proposed COB and the Transaction.

Risks Related to the Transaction and the Financings

Uncertainty related to the Transaction and the Financing

Completion of the Transaction and COB is subject to a number of conditions, certain of which may be outside the control of the Company, including, without limitation, the requisite approvals of the Shareholders and the CSE. There can be no assurance that these conditions will be satisfied or, if satisfied, when they will be satisfied or that the Transaction and the Financings will be completed as currently contemplated or at all. The requirement to take certain actions or to agree to certain conditions to satisfy such requirements or obtain any such approvals may have a material adverse effect on the business and affairs of the Company or the trading price of the Shares.

Possible termination of the Option Agreement

Each of the Company and the Optionor has the right to terminate the Option Agreement and the Transaction in certain circumstances. Accordingly, there is no certainty, nor can the parties to the Option Agreement provide any assurance, that the Option Agreement will not be terminated by either the Company or the Optionor before the completion of the Transaction. See Section 4 - *The Business of the Meeting - 1. Change of Business and Option to Acquire a Mineral Property - D - Terms of the Option Agreement for the Rose Property - Termination*.

There will be no market for the Warrants

The Company has not applied and does not intend to apply to list the Warrants on any securities exchange. There will be no market through which the Warrants may be sold and purchasers may not be able to resell the Warrants purchased in the Equity Financing. This may affect the pricing of the Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of the Warrants, and the extent of issuer regulation.



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Holders of Warrants have no rights as a Shareholder, other than as to be set forth in the Warrant Certificate

Until a holder of Warrants acquires Shares upon exercise of Warrants, such holder will have no rights with respect to the Shares underlying such Warrants, other than as set forth in the warrant certificate. Upon exercise of such Warrants, such holder will be entitled to exercise the rights of a holder of Shares only as to matters for which the record date occurs after the exercise date.

Use of Proceeds

The Company intends to allocate the proceeds it will receive from the Financings as described under Section 4 - *The Business of the Meeting - 1. Change of Business and Option to Acquire a Mineral Property - F - Financings* and Section 4 - *The Business of the Meeting - 1. Change of Business and Option to Acquire a Mineral Property - G - Use of Available Funds* above. However, the Company will have broad discretion over the use of the proceeds from the Financings. Due to the number and variability of factors that will determine the Company's use of such proceeds, the Company's ultimate use might vary substantially from its planned use. The failure by the Company to apply these funds effectively could have a material adverse effect on the business of the Company. Investors may not agree with how the Company allocates or spends the proceeds from the Financings. The Company may pursue acquisitions, collaborations or other opportunities that do not result in an increase in the market value of the Shares or Warrants, and that may increase its losses.

Risks Related to the Mineral Exploration and Development Business

Assuming that the Transaction is completed, the Company will be subject to risks and uncertainties related to the mining industry, which are described below.

Competitive Conditions

The Company will actively compete for resource acquisitions, exploration leases, licenses and concessions and skilled industry personnel with a substantial number of other mining companies, many of which have significantly greater financial resources than the Company. The Company's competitors will include major integrated mining companies and numerous other independent mining companies and individual producers and operators.

Title to Properties

The Company will diligently investigate all title matters concerning the ownership of all mining claims and plans to do so for all new claims and rights to be acquired. Any newly acquired options entitling the Company to acquire mining properties may be affected by undetected defects in title, such as the reduction in size of the mining titles and other third party claims affecting the Company's interests. Maintenance of such interests is subject to ongoing compliance with the terms governing such mining titles. Mining properties sometimes contain claims or transfer histories that examiners cannot verify. Upon the exercise of the Option, a successful claim that the Company does not have title to any of its mining properties could cause the Company to lose any rights to explore, develop and extract any ore on the Property, without compensation for its prior expenditures relating to the Property.

Permits and Licences

The operations of the Company will require licences and permits from various governmental and nongovernmental authorities. The Company will obtain all necessary licences and permits required to carry on with activities which it proposes to conduct under applicable laws and regulations. However, such licences and permits are subject to changes in regulations and in various operating circumstances. There can be no assurance that the Company will be able to obtain all necessary licences and permits required to carry out exploration, development and extraction operations on its mining properties. See Section 4 -

The Business of the Meeting - 1. Change of Business and Option to Acquire a Mineral Property - E - Description of the Property.

Environmental and other Regulatory Requirements

Upon the exercise of the Option, environmental and other regulatory requirements will affect the future operations of the Company, including exploration and development activities and commencement of production on the Company's mining properties. Such projects will require permits from various federal and local governmental authorities and such operations are and will be governed by laws and regulations governing exploration, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. The Company believes it is in substantial compliance with all material laws and regulations which currently apply to its activities. Companies engaged in the development and operation of mines and related facilities often experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, may be necessary prior to operation of the Company's mining properties and there can be no assurance that the Company will be able to obtain or maintain all necessary permits that may be required to commence construction, development or operation of ore extraction facilities at the Company's mining properties on terms which enable operations to be conducted at economically justifiable costs. See Section 4 - *The Business of the Meeting - 1. Change of Business and Option to Acquire a Mineral Property - E - Description of the Property.* Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining exploration 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 Company and cause increases in capital expenditures or production costs or reductions in levels of production at producing properties or require abandonment or delays in development of new mining properties.

No Known Mineral Reserves or Mineral Resources

There are no known bodies of commercial minerals on the Property. The exploration programs undertaken and proposed constitute an exploratory search for mineral resources and mineral reserves or programs to qualify identified mineralization as mineral reserves. There is no assurance that the Company will be successful in its search for mineral resources and mineral reserves.

Exploration Risks

The Property is in early exploration stages and is without a known body of commercially exploitable ore. Exploration for mineral resources involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The risks and uncertainties inherent in exploration activities include but are not limited to: general economic, market and business conditions, the regulatory process and actions, failure to obtain necessary permits and approvals, technical issues, new legislation, competitive and general economic factors and conditions, the uncertainties resulting from potential delays or changes in plans, the occurrence of unexpected events and management's capacity to execute and implement its future plans. The discovery of mineral deposits is dependent upon a number of factors, not the least of which are the technical skills of the exploration personnel involved and the capital required for the programs. The cost of conducting exploration programs may be substantial and the likelihood of success is difficult to assess. There is no assurance that the Company's mineral exploration activities will result in any discoveries of new bodies of commercial ore. There is also no assurance that even if

commercial quantities of ore are discovered that a new ore body will be developed and brought into commercial production. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, most of which factors are beyond the control of the Company and may result in the Company not receiving adequate return on investment capital.

Political Regulatory Risks

Any changes in government policy may result in changes to laws affecting ownership of assets, exploration policies, monetary policies, taxation, rates of exchange, environmental regulations, labour relations and return of capital. This may affect both the Company's ability to undertake exploration and development activities in respect of present and future properties in the manner currently contemplated, as well as its ability to continue to explore, develop and operate those properties in which it has an interest or in respect of which it has obtained exploration and development rights to date. The possibility that future governments may adopt substantially different policies, which might extend to expropriation of assets, cannot be ruled out.

Financial Risks

Market conditions

The financial markets are subject to fluctuation and are vulnerable to unpredictable shocks. The Company will require future capital and will need to seek financing in order to fund its activities. The Company's future access to capital could be limited if the debt or equity markets are constrained. This could significantly delay development of the Company's property interests.

Liquidity and future financing risk

The Company is in the early stages of business and has not generated revenue. There is no assurance that the Company will earn profits in the future, or that profitability will be sustained. There is no assurance that any future revenues will be sufficient to generate the funds required to continue our business operations. The Company will likely operate at a loss until its business becomes established and the Company may require additional financing in order to fund future operations and expansion plans. The Company's ability to secure any required financing to sustain operations will depend in part upon prevailing capital market conditions and business success. There can be no assurance that the Company will be successful in its efforts to secure any additional financing or additional financing on terms satisfactory to management. If additional financing is raised by issuance of additional Shares, control may change and Shareholders may suffer dilution. If adequate funds are not available, or are not available on acceptable terms, the Company may be required to reduce its operations or cease operations entirely, in which case, the value of the Shares may decline very significantly.

Going-Concern risk

The Company's future operations are dependent upon the identification and successful completion of equity or debt financing and the achievement of profitable operations at an indeterminate time in the future. The Company's ability to continue as a going concern is dependent on its ability to obtain adequate financing on reasonable terms from lenders, Shareholders and other investors and/or to commence profitable operations in the future. There can be no assurances that the Company will be successful in completing equity or debt financing or in achieving profitability.

Global Economy risk

Economic slowdowns and volatility of global capital markets may from time to time make the raising of capital by equity or debt financing more difficult. The Company may be dependent upon capital markets to raise additional financing in the future while concurrently establishing a wider customer base. Access to

financing may be negatively impacted by global economic downturns. As such, the Company is subject to liquidity risks in meeting its operating expenditure requirements and future development cost requirements in instances where adequate cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the ability to raise equity or obtain loans and other credit facilities in the future and on terms favourable to the Company and its management. If levels of volatility and slow market conditions persist, the Company's operations, the Company's ability to raise capital and the trading price of the Shares could be adversely impacted.

Limited prior operating history

The Company has limited operating history, business operations and assets. There is no assurance that it will be profitable or that its business strategy will be successful. The Company's operations are subject to all of the risks inherent in the creation of new business activity.

Volatility of Share Price

In recent years, the securities markets in the United States and Canada, and the CSE in particular, 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 that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Shares will be subject to market trends and conditions generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings.

Liquidity

The Company cannot predict at what prices the Shares will trade upon completion of the Transaction, and there can be no assurance that an active trading market in the Shares will develop or be sustained. Acceptance of the CSE has not yet been obtained. There is a significant liquidity risk associated with an investment in the Shares.

Dividends

At the present time it is unlikely that Shareholders will receive a dividend on the Shares.

Other Risks

Impact of Covid-19

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds at this time. The Company is closely monitoring developments and adapting its business plans accordingly.

Dilution

Any sale of the Company's Shares will result in dilution to existing holders of Shares. The Company may issue additional Shares without the consent of the Shareholders.

Conflicts of Interest

Conflicts of interest may arise between the Company and its directors and management. Our directors and officers will not be devoting all of their time to the affairs of the Company and are or may be directors and officers of other companies. Our directors and officers are required by law to act in the best interests of the Company, but they have the same obligations to the other companies in respect of which they act as directors and officers. Discharge by our directors and officers of their obligations to the Company may result in a breach of their obligations to the other companies, and in certain circumstances, this could expose the Company to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligations to act in the best interests of the Company. Such conflicting legal obligations may expose the Company to liability to others and impair its ability to achieve its business objectives.

2. SHARE CONSOLIDATION

The Board has determined that it would be in the best interests of the Company to seek approval of the Shareholders to consolidate all of its issued and outstanding Shares. At the Meeting, Shareholders will be asked to consider, and if deemed advisable, to pass, with or with variation, a special resolution authorizing the Board to consolidate the Shares of the Company on the basis of a ratio of one (1) post-consolidation Share for two (2) pre-consolidation Shares, with the effect upon the completion of the COB or such other date as determined by the Board at its sole discretion (the “**Consolidation**”).

In order to be adopted the *Business Corporations Act* (British Columbia) requires the Consolidation be approved by a special resolution of the Shareholders. To approve the special resolution, not less than two-third or 66 2/3% of the votes cast by the Shareholders, whether in person or by proxy, must be voted in favour of it. The resolution will empower the Board to revoke the special resolution, without further approval of the Shareholders of the Company, in the Board’s discretion at any time.

The Board believes that the Consolidation will provide a share structure that will position the Company to attract capital financing on favourable terms and enhance future growth opportunities.

The Board believes that it is in the best interests of the Company to be in a position to reduce the number of outstanding Shares by way of the Consolidation. The potential benefits of the Consolidation include:

- attracting greater investor interest – the current share structure of the Company makes it more difficult to attract favourable equity financing. The Consolidation may have the effect of raising, on a proportionate basis, the price of the Company’s Shares, which could appeal to certain investors that find shares valued above certain prices to be more attractive from an investment perspective;
- increasing institutional investor participation – certain institutional investors have internal guidelines which prevent them from investing in small- or micro-cap stocks, regardless of how well the target investee company is being operated and managed or how attractive the operational results are;
- providing greater flexibility in business opportunities – the Company believes that the Consolidation will provide the Company with greater flexibility in considering business opportunities that are affected by the share capital of the Company and pricing of warrants and options; and
- improving the prospects of raising additional capital at a higher price per Share – the higher anticipated price of the post-consolidation Shares will allow the Company to raise additional capital through the sale of additional Shares at a higher price per Share than would be possible in the absence of the Consolidation.

In the event that the Shareholders pass the Consolidation resolution to consolidate the Shares and the Board determines to consolidate the Shares on a one (1) for two (2) basis, the presently issued



and outstanding 66,826,078 Shares will be consolidated into approximately 33,413,039 post-consolidation Shares.

Principal Effects of the Consolidation

If the Consolidation is approved, it would be implemented, if at all, only upon a determination by the Board that the Consolidation is in the best interests of the Company at the appropriate time and subject to the approval of the CSE. In connection with any determination to implement a Consolidation, the Board will set the timing for such a Consolidation. No further action on the part of the Shareholders would be required in order for the Board to implement the Consolidation. The Consolidation, when implemented, will occur simultaneously for all Shares and the consolidation ratio will be the same for all of such Shares. Except for any variances attributable to fractional shares, the change in the number of issued and outstanding Shares that will result from the Consolidation will cause no change in the capital attributable to the Shares and will not materially affect any Shareholder's percentage ownership in the Company, even though such ownership will be represented by a smaller number of Shares.

In addition, the Consolidation will not affect any Shareholder's proportionate voting rights. Each Share outstanding after the Consolidation will be entitled to one vote. The principal effects of the Consolidation will be that the number of Shares issued and outstanding will be reduced from 66,826,078 Shares to approximately 33,413,039 post-consolidation Shares (subject to adjustment for fractional shares) as a result of the Consolidation (and assuming completion of the Transaction and the Equity Financing, there will be approximately 36,871,372 post-consolidation Shares issued and outstanding).

Should the Consolidation be approved by Shareholders, accepted by the CSE, and implemented by the Board, Shareholders will be required to exchange their share certificates representing the pre-consolidation Shares for new share certificates representing post-consolidation Shares. Each outstanding stock option, warrant, right or other security of the Company convertible into pre-consolidation Shares ("**Pre-Consolidation Convertible Securities**") will, on the effective date of the implementation of the Consolidation, be adjusted pursuant to the terms thereof on the same consolidation ratio as described in herein, and each holder of Pre-Consolidation Convertible Securities will become entitled to receive post-consolidation Shares pursuant to such adjusted terms.

A letter of transmittal is enclosed with this Information Circular. This letter of transmittal contains instructions on how Shareholders can surrender their share certificates representing pre-consolidation Shares to Odyssey Trust Company. Odyssey Trust Company will forward to each Shareholder who has sent in their share certificates pre-consolidation Shares, along with such other documents as Odyssey Trust Company may require, a new share certificate representing the number of post-consolidation Shares to which such Shareholder is entitled. No shares certificates will be issued for fractional Shares and any fractions of a Share will be rounded down to the nearest whole number of Shares.

In general, the Consolidation will not be considered to result in a disposition of Shares by Shareholders for Canadian federal income tax purposes. The aggregate adjusted cost base to a Shareholder for such purposes of all Shares held by the Shareholder will not change as a result of the Consolidation; however, the Shareholder's adjusted cost base per Share will increase proportionately. This summary is of a general nature only and is not, and is not intended to be, legal or tax advice to any Shareholder. It is not exhaustive of all federal income tax considerations. Accordingly, Shareholders should consult their own tax advisors having regard to their own particular circumstances.

Effect on Non-Registered Shareholders

Non-registered shareholders holding their common shares through a bank, broker or other nominee should note that such banks, brokers or other nominees may have different procedures for processing the Consolidation than those that will be put in place by the Company for registered Shareholders. If you hold



your Common Shares with such a bank, broker or other nominee and if you have questions in this regard, you are encouraged to contact your nominee.

Certain Risks Associated with the Consolidation

The effect of the Consolidation upon the market price of the Shares cannot be predicted with any certainty, and the history of similar share consolidations for companies similar to the Company is varied. There can be no assurance that the total market capitalization of the Shares following the Consolidation will be equal to or greater than the total market capitalization immediately before the Consolidation. In addition, there can be no assurance that the per-Share market price of the Shares following the Consolidation will remain higher than the per-Share market price immediately before the Consolidation or equal or exceed the direct arithmetical result of the Consolidation. In addition, a decline in the market price of the Shares after the Consolidation may result in a greater percentage decline than would occur in the absence of the Consolidation. Nonetheless, despite the risks, the Board believes the Consolidation is in the best interest of all Shareholders.

No Dissent Rights

Under the *Business Corporations Act* (British Columbia), Shareholders do not have dissent and appraisal rights with respect to the proposed Consolidation.

In order to pass the Consolidation resolution, not less than two thirds or 66 2/3% of the votes cast by the Shareholders of the Company, whether in person or by proxy, must be voted in favour of it. If the Consolidation does not receive the requisite Shareholder approval, the Company will continue with its present share capital. The Company requests Shareholders to consider and, if thought advisable, to approve a special resolution substantially in the form set out below:

“BE IT RESOLVED THAT:

1. the board of directors (the “**Board**”) of Company, subject to receipt of all regulatory approvals including from the Canadian Securities Exchange, be and is hereby authorized to consolidate the total number of issued and outstanding common shares of the Company on the basis of one (1) post-consolidation common share of the Company for every two (2) pre-consolidation common shares of the Company currently outstanding, with any resulting fractions of post-consolidation common shares being rounded down to the nearest whole number of post-consolidation common shares (the “**Consolidation**”);
2. the Board is hereby authorized to amend the constating documents of the Company, as necessary, such that all of the Company’s common shares, both issued and unissued, be consolidated by the Board by a ratio of one (1) post-consolidation common share of the Company for two (2) pre-consolidation common shares of the Company;
3. the effective date of such Consolidation shall be the date shown in the certificate of amendment issued by the director appointed under the *Business Corporations Act* (British Columbia);
4. any one director and any one officer of the Company be and are hereby authorized and directed for and on behalf of the Company (whether under its corporate seal or otherwise) to execute and deliver a resolution of the directors setting the effective date and consolidation ratio of the Consolidation and to effect the foregoing resolutions and all other documents and instruments and to take all such other actions as such officer or director may deem necessary or desirable to implement the foregoing resolutions and the matters authorized hereby, such determinations to be conclusively evidenced by the execution and delivery of such documents or other instruments or the taking of any such action; and



5. notwithstanding the approval of the shareholders of the Company to the above resolutions, the directors of the Company may revoke the foregoing resolutions before they are acted on without any further approval of the shareholders of the Company.”

In considering the recommendations of the management of the Company with respect to the Consolidation, Shareholders should be aware that the passing of Consolidation resolution by two thirds or 66 2/3% of votes cast by Shareholders voting at the Meeting does not commit the Company to proceed with completion of the Consolidation and the ultimate decision to complete the Consolidation will be made by the Board in its discretion of what is in the best interest of the Company.

The Board recommends a vote FOR the Consolidation resolution. Unless the Shareholder has specifically instructed in the enclosed form of proxy that the Shares represented by such proxy are to be withheld or voted otherwise, the persons named in the accompanying proxy will vote FOR the Consolidation resolution.

3. OTHER BUSINESS

The Company will consider and transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof. Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting the Shares represented by the proxies solicited hereby will be voted on such matter in accordance with the best judgement of the persons voting by proxy.

SECTION 5 - OTHER INFORMATION

SECURITIES AUTHORIZED FOR ISSUANCE UNDER THE EQUITY INCENTIVE PLAN

The following table provides information as at June 30, 2021, regarding the number of Shares to be issued pursuant to the Company’s equity incentive plan.

Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weight-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuances under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders ⁽¹⁾	7,240,000	\$0.90	4,011,748
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total:	7,240,000	\$0.90	4,011,748

Notes:

(1) Represents the Equity Incentive Plan of the Company. As at June 30, 2021, the Equity Incentive Plan reserved Shares equal to 20% of the issued and outstanding shares of the Company. As at June 30, 2021, the Company had 56,058,743 Shares issued and outstanding.



SELECTED CONSOLIDATED FINANCIAL INFORMATION

Annual Information

The Company's audited financial statements for the fiscal years ended June 30, 2021, 2020 and 2019 are available on SEDAR.

The following financial data summarizes selected financial data for the Company prepared in accordance with IFRS and is derived from the Company's audited annual financial statements for the years ended June 30, 2021, 2020 and 2019. The information set forth below should be read in conjunction with the Company's annual financial statements and the related notes thereto attached hereto as Schedule A and available on SEDAR.

Item	Year Ended June 30, 2021	Year Ended June 30, 2020	Year Ended June 30, 2019
Revenues	\$27,838	\$1,091,649	\$7,161,025
Net income or loss	Total: (\$21,371,982) Per Share: (\$0.40)	Total: (\$38,618,477) Per Share: (\$1.95)	Total: (\$37,091,239) Per Share: (\$0.35)
Total assets	\$3,549,978	\$22,439,598	\$27,049,362
Total long-term financial liabilities	Nil	\$2,097,156	\$5,395,894
Cash dividends	Nil	Nil	Nil

Quarterly Information

The results for each of the eight most recently completed quarters ending at the end of the most recently completed financial year, namely June 30, 2021, are summarized below:

Item	Jun 30, 2021	Mar 31, 2021	Dec 31, 2020	Sep 30, 2020
Revenues	\$16,521	\$11,317	Nil	Nil
Net loss	\$3,267,786	\$648,146	\$12,826,965	\$4,629,085
Comprehensive loss	\$3,931,789	\$838,880	\$13,000,320	\$4,264,996
Loss per Share	\$0.05	\$0.01	\$0.32	\$0.12

Item	Jun 30, 2020	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019
Revenues	\$302,461	\$252,753	\$279,223	\$257,212
Net loss	\$13,034,978	\$3,662,108	\$19,644,369	\$2,277,022
Comprehensive loss	\$12,621,615	\$5,573,292	\$16,772,900	\$4,030,170
Loss per Share	\$0.49	\$0.21	\$1.87	\$0.22

Dividends

The Company has not declared or paid any dividends since its incorporation and management of the Company does not foresee paying any dividends in the foreseeable future, since available funds will be used primarily to conduct exploration activities. Any future payment of dividends will be at the discretion of the Board and will depend on the financial condition, business environment, operating results, capital requirements, any contractual restrictions on the payment of distributions and any other factors that the



Board deems relevant. The Company is not bound or limited in any way to pay dividends in the event that the Board determines that a dividend was in the best interest of the Company's Shareholders.

Foreign GAAP

The financial statements included in this Information Circular have been, and the future financial statements of the Company are expected to be, prepared in accordance with IFRS.

The financial statements included in this Information Circular are not prepared or presented on the basis of foreign GAAP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Company's management's discussion and analysis for the year ended June 30, 2021 and for the six months ended December 31, 2021 are available on SEDAR.

MARKET FOR SECURITIES

The Shares are currently listed on the CSE under the symbol "CSI" and were halted from trading on April 19, 2022. The closing market price of the Shares on April 18, 2022, the last day on which there could have been a trade of the Shares prior to the trading halt was \$0.185. It is anticipated that the Shares will begin trading on the CSE upon mailing of this Information Circular to the Shareholders.

CONSOLIDATED CAPITALIZATION

The Company's authorized share capital consists of an unlimited number of Shares without par value. As at June 30, 2021 and as at the date of this Information Circular, the outstanding capital of the Company consists of the following, after giving effect to the Equity Financing and Transaction:

Designation of Security	Number Authorized	Amount Outstanding at June 30, 2021	Amount Outstanding at the date of this Information Circular	Amount Outstanding at the date of this Information Circular Assuming Completion of the Equity Financing & Transaction
Shares	Unlimited	55,329,557	66,826,078	73,742,745 ⁽¹⁾⁽²⁾⁽⁴⁾
Warrants	N/A	17,484,000	16,472,921	23,139,588 ⁽²⁾
Options	Up to 20% of the issued and outstanding Shares ⁽³⁾	3,795,000	3,795,000	3,795,000
Restricted Share Rights	Up to 20% of the issued and outstanding Shares ⁽³⁾	3,875,000	3,575,000	3,575,000

Notes:

- (1) Assumes the issuance of 250,000 Shares in connection with the Transaction within 10 days after the Effective Date.
- (2) Assumes completion of the Equity Financing as contemplated herein (see Section 4 - *The Business of the Meeting - 1. Change of Business and Option to Acquire a Mineral Property - F - Financings*).
- (3) Please Section 5 - *Other Information - Executive Compensation - Director and NEO Compensation - Equity Incentive Plan for a detailed description of the Equity Incentive Plan*.
- (4) Assuming completion of the Consolidation, there will be approximately 36,871,372 Shares issued and outstanding following the completion of the Transaction and the Equity Financing.



OPTIONS TO PURCHASE SECURITIES

The Company has established an equity incentive plan (the “**Equity Incentive Plan**”) under which the Company is authorized to grant stock options from time to time. As at the date of this Information Circular, there are 3,795,000 options granted under the Equity Incentive Plan.

The following table sets forth the aggregate number of options which are anticipated, as at the date of this Information Circular, to be outstanding.

Category	Number of Options	Exercise Price (\$)	Expiry Date
Officers (1)	100,000	\$0.90	January 13, 2025
Directors (6)	2,905,000	1,655,000 at \$0.90 and 1,250,000 at \$0.70USD	1,655,000 expire Jan 13, 2025 and 1,250,000 expire Jan 13, 2026
Consultants	790,000	\$0.70USD	January 13, 2026

See Section 5 - *Other Information - Executive Compensation - Director and NEO Compensation - Equity Incentive Plan* for a detailed description of the Equity Incentive Plan.

DESCRIPTION OF THE SECURITIES

General Description

The authorized capital of the Company consists of an unlimited number of Shares without par value. As at the Record Date, 66,826,078 Shares are issued and outstanding.

Each holder of Shares shall be entitled to receive notice of and to attend all meetings of Shareholders of the Company and at all such meetings shall be entitled to one vote in respect of each Share held by such holder.

The holders of Shares have no pre-emptive rights to purchase additional Shares or other subscription rights. Shares carry no conversion rights and are not subject to redemption or to any sinking funds provisions. All Shares are entitled to share equally in dividends when, as and if declared by the Board, and upon the Company’s liquidation or dissolution, whether voluntary or involuntary, to share equally in its assets available for distribution to its security holders.

Prior Sales

The following table summarizes details of the Shares issued by the Company during the 12 month period prior to the date of this Information Circular.

Date	Number and Type of Securities	Issue/Exercise Price Per Security	Nature of Consideration Received
May 31, 2021	367,900 ⁽¹⁾	\$0.405	Cash
June 3, 2021	1,081,336 ⁽¹⁾	\$0.405	Cash
July 8, 2021	50,000 ⁽²⁾	Nil	N/A
August 27, 2021	150,000 ⁽²⁾	Nil	N/A
November 12, 2021	100,000 ⁽²⁾	Nil	N/A
November 29, 2021	10,393,335 ⁽³⁾	\$0.12	Cash
January 1, 2022	74,000 ⁽⁴⁾	N/A	N/A



Notes:

- (1) Issued in connection with the exercise of outstanding Share purchase warrants into Shares.
- (2) Issued in connection with the exercise of outstanding RSRs (as defined below)
- (3) Issued in connection with a non-brokered private placement for gross proceeds of \$1,247,200 through the issuance of 10,393,335 units at a price of \$0.12 per unit. Each unit consisted of one Share and one Share purchase warrant, which is exercisable for one Share at a price of \$0.15 per Share for a period of 24 months.
- (4) Issued in connection with the settlement of outstanding debt.

Stock Exchange Price

The Company's Shares were listed on the CSE effective July 17, 2018 under the symbol "CSI". The following summarizes the trading of the Company's Shares on the CSE during the 12 months preceding the date of this Information Circular:

Period	High (\$)	Low (\$)	Volume
May 1-17 2022	Nil	Nil	Nil
April 2022	0.245	0.16	367,442
March 2022	0.18	0.16	260,093
February 2022	Nil	Nil	Nil
January 2022	0.25	0.18	135,889
December 2021	0.27	0.1650	1,253,505
November 2021	0.3750	0.1300	2,024,645
October 2021	0.1700	0.1350	1,203,086
September 2021	0.2050	0.1350	758,287
August 2021	0.3000	0.1800	981,546
July 2021	0.5200	0.2950	1,913,895
June 2021	0.6700	0.4800	3,371,433
May 2021	0.7400	0.5800	4,046,207

ESCROWED SECURITIES

As at the date of this Information Circular, there are no securities of the Company currently held in escrow.

DIRECTORS AND OFFICERS OF THE COMPANY

The following disclosure sets out the names of the current directors and officers, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Company and the number of Shares beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the date of this Information Circular:

Name and Province of Residence and Position with the Company	Principal Occupation, Business or Employment for Last Five Years	Periods During Which Nominee has Served as a Director or Officer	Number of Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly ⁽¹⁾
Josh Rosenberg Leander, Texas, U.S.A. Director and President	Businessman; President of the Company	Director: since September 24, 2019	Nil



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		President: since April 3, 2020	
Mark Fields ⁽²⁾ North Vancouver, BC, Canada Director	President and Director of Discovery Harbour Resources Corp.; Director of Nickel Creek Platinum	Director: since April 18, 2022	Nil
Aman Parmar ⁽²⁾ Coquitlam, BC, Canada Director	Businessman; Director of Telecure Technologies Inc.; Director of United Lithium Corp.	Director: since July 17, 2018	3,230,679 ⁽³⁾
Mike Aujla ⁽²⁾ Vancouver, BC, Canada Director	Businessman; Partner at Hunter West Legal Recruitment	Director: since July 27, 2018	2,560
Edgar Montero Puerto Rico, United States of America CEO, Former Director	Businessman; Former Director of Chemesis International Inc.	Director: July 17, 2018 - December 3, 2020 CEO: since July 17, 2018	Nil
Eli Dusenbury Vancouver, BC, Canada CFO and Corporate Secretary	CFO of Alpha Metaverse Technologies Inc.; CFO of Telecure Technologies Inc.; Former CFO of HAVN Life Sciences Inc.; and former CFO of Interra Copper Corp.	CFO: since September 7, 2018 Corporate Secretary: since September 1, 2021	Nil

Notes:

- (1) The information in the table above as to Shares beneficially owned or controlled and the following information as to principal occupation, business or employment is not necessarily within the knowledge of management of the Company and has been furnished by the respective nominees.
- (2) Member of the Audit Committee of the Company.
- (3) Includes 746,938 Shares held by Aman Parmar, 2,483,741 Shares held by 1428 Investments Inc. a company controlled by Aman Parmar.

At the moment, the Company has only one committee: the Audit Committee. The Company's Audit Committee is comprised of Mike Aujla, Mark Fields and Aman Parmar.

Further information on the business experience and professional qualifications of our directors, officers and promoters is set forth below:

Josh Rosenberg, Director and President - Age 45

Mr. Rosenberg is a corporate executive with experience in global foodservice and other product distribution and executive leadership. Mr. Rosenberg led in his position as Chairman and Chief Executive Officer the successful buyout of Accent Food Services and transitioned the enterprise to private equity ownership and management, ultimately spear heading a strategic shift in customer strategy and company culture which resulted in Accent Food Services progressing from a single state operator to one of the largest multi-state operations in the Unattended Retail Industry. During Josh's six years in his position as Chairman and Chief Executive Officer, Accent Food Services grew top line revenue by more than six-fold from \$38 million to \$155 million, expanded operations to cover 11 U.S. states from being a single state operator, and grew to



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encompass more than 600 associates (from 179), 30,000+ customers (from 14,000), and the service of more than 750,000 customers.

Mr. Rosenberg was also an executive in the Coca-Cola System, where he led in his position as Vice President of Sale of the unattended retail and convenience services segment of the Coca-Cola Company after heading in his position as Channel and Product Commercialization of their food service division, their \$700 million, multi-channel business. Over a progressive 18-year career, Josh rose through the ranks of the Coca Cola System, starting as a merchandiser and holding roles in sales, operations, commercial strategy, and call center management.

Mr. Rosenberg holds a Marketing degree from Madison University, completed the KPMG Quantum Shift 'Most Promising Top 40 Entrepreneurs Program', as well as the 'Power of Listening Leadership Program' at the Ross School of Business, University of Michigan, and Cornell University. Mr. Rosenberg's honours include being named the National Automatic Merchandising Associations' '2016 Person of the Year' and Automatic Merchandisers' Magazine's '2015 Pro to Know'. Mr. Rosenberg is a director of the Company and devotes approximately 30% of his time to the Company's affairs.

Mark Fields, Director - Age 68

Mr. Fields has over 35 years of industry experience in mineral exploration and development. Mr. Fields has broad experience in overseeing mineral properties from exploration to production. Mr. Fields served as a geologist and business manager for the Rio Tinto Group (1991-1997), where he was involved in all aspects of Rio Tinto's Canadian exploration activities and was intimately involved in advancing the Diavik diamond project from various exploration stages to feasibility studies. Mr. Fields also served as the Corporate Affairs Manager for La Teko Resources Ltd. (1997-1999), where he oversaw corporate planning and reporting and project evaluation until the company accepted a \$44 million take-over offer from Kinross Gold Corporation. Mr. Fields was the Vice President (1999-2001) and a director (1999-2009) of Copper Ridge Explorations Inc., where he was responsible for directing geological programs, project evaluations and continuous disclosure obligations of the company. Mr. Fields received the E.A. Scholz award in 2012 from the Association for Mineral Exploration BC for excellence in mine development for his key role in developing the Willow Creek metallurgical coal mine during his time at Pine Valley Mining Corporation as Executive Vice President (2001-2005). Mr. Fields has extensive public company experience as he has served as: a director (2010-present) and President and CEO (2017- present) of Discovery Harbour Resources Corp.; a director (2016-present) of Nickel Creek Platinum Corp.; a director of Geodex Minerals Ltd. (2009-2017); a director (2006-2013) and President and CEO (2012-2013) of Prime Meridian Resources Corp.; and a director of Bluestone Resources Inc. (2006-2012). Mr. Fields is a director of the Company and devotes approximately 50% of his time to the Company's affairs.

Aman Parmar, Director - Age 34

Mr. Parmar's corporate experience includes over 12 years of working with both public and private companies in the resources, health care, manufacturing, cannabis, and real estate sectors. Mr. Parmar has extensive experience in the capital markets and has been involved in corporate restructuring and financing for both public and private companies. Mr. Parmar obtained a Chartered Accountant designation in 2012 and holds a Bachelor of Technology in Accounting from the British Columbia Institute of Technology. Mr. Parmar is a director of the Company and devotes approximately 50% of his time to the Company's affairs.

Mike Aujla, Director - Age 41

Mr. Aujla brings over 16 years of experience acting as a lawyer, director and officer for both public and private companies. He holds a Bachelor of Arts degree from the University of British Columbia and a Juris Doctor from the University of Victoria. Mr. Aujla was previously a corporate lawyer who worked with top international law firms. He has experience advising companies in financial services, corporate



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mergers and acquisitions and commercial real estate in various jurisdictions. Mr. Aujla is currently the Founding Partner of Hunter West Legal Recruitment. Mr. Aujla is a director of the Company and devotes approximately 30% of his time to the Company's affairs.

Edgar Montero, Chief Executive Officer - Age 39

Mr. Montero is a driven executive and entrepreneur who focuses on company growth, international expansion, and leadership by example. Mr. Montero has 16 years of experience in business development in several countries throughout the world. Having started his career in the Direct Sales Industry, he created several sales training programs that have been used for years in Poland, Spain, Puerto Rico, Mexico, and USA, among others. Most recently he entered the cannabis industry as Vice President of International Expansion for the first publicly traded company to market cannabis products in USA, Asia, Mexico, and Puerto Rico. Mr. Montero is a consultant of the Company and devotes approximately 60% of his time to the Company's affairs.

Eli Dusenbury, Chief Financial Officer and Corporate Secretary - Age 39

Mr. Dusenbury, CPA, CA has experience in public accounting, providing services to both public and private sector clients reporting in Canada and in the United States over a broad range of industries including, but not limited to, technology, agriculture, engineering, mining & exploration, manufacturing and financing. Mr. Dusenbury obtained his Chartered Professional Accountant designation in 2011 and holds a Bachelor of Business Administration in Business and Accounting from Capilano University. Mr. Dusenbury has served as consultant for audit and public practice firms in both Canada and the United States and has held Chief Financial Officer positions for: Integral Technologies, Inc. (resigned June 2018), YDX Innovation Corp. (resigned May 2019), Isodiol International Inc. (resigned June 2020), Chemesis International Inc. (since September 2018); IMC International Mining Corp. (resigned February 2020); and Havn Life Sciences Inc. (April 2020 - July 2021). Mr. Dusenbury is a consultant of the Company and devotes approximately 50% of his time to the Company's affairs.

Cease Trade Orders

To the knowledge of management, other than as set forth below, none of our directors or executive officers or any shareholder holding sufficient securities of the Company to materially affect the control of the Company are, as at the date of this Information Circular, or have been within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) 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, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer,
- (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, 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,

On January 11, 2022, the British Columbia Securities Commission issued a cease trade order to the Company for failing to file audited financial statements for the year ended June 30, 2021, along with the accompanying management's discussion and analysis as well as the interim financial statements for the period ended September 30, 2021, along with the accompanying management's discussion and analysis, within the required time period. The cease trade order was revoked on March 29, 2022. During the period in which the cease trade order was in effect, Aman Parmar (director), Josh Rosenberg (president and



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director), Brian Thurston (former director), Mike Aujla (director), Edgar Montero (chief executive officer), and Eli Dusenbury (chief financial officer) were either directors and/or officers of the Company.

Brian Thurston, a former director of the Company, was on the board of directors of Upper Canyon Minerals Corp. which was subject to a cease trade order issued by the British Columbia Securities Commission on May 8, 2013 for failure to file its annual audited financial statements, management's discussion and analysis, and certification of annual filings for the period ended December 31, 2012. The cease trader order was revoked on May 16, 2017.

Bankruptcies, Penalties and Sanctions

None of our directors, executive officers or any shareholder holding a sufficient number of our securities to materially affect control of the Company:

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

Our directors are required to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests which they may have in any project or opportunity of the Company. However, our directors and officers may serve on the boards and/or as officers of other companies which may compete in the same industry as the Company, giving rise to potential conflicts of interest. To the extent that such other companies may participate in ventures in which we may participate, they may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such conflicts of interest arise at a meeting of our directors, such conflicts of interest must be declared, and the declaring parties must abstain from voting for or against the approval of such participation. The remaining directors will determine whether or not we will participate in any such project or opportunity.

Our directors and officers are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of interest, and we will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers. Such directors or officers in accordance with the *Business Corporations Act* (British Columbia) will disclose all such conflicts and they will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.



EXECUTIVE COMPENSATION

The objective of this disclosure is to communicate the compensation the Company paid, made payable, awarded, granted, gave or otherwise provided to each named executive officer and director for the financial year, and the decision-making process relating to compensation. This disclosure will provide insight into executive compensation as a key aspect of the overall stewardship and governance of the Company and will help investors understand how decisions about executive compensation are made.

DEFINITIONS:

For the purpose of this Section 5 - *Other Information - Executive Compensation*, in this form:

- (a) **“Company”** means Chemesis International Inc.;
- (b) **“company”** includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;
- (c) **“compensation securities”** includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, Deferred Share Units and restricted stock units granted or issued by the Company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries;
- (d) **“Deferred Share Unit”** means the agreement by the Company to pay, and the right of the Participant to receive, a Deferred Share Unit Payment for each Deferred Share Unit held, evidenced by way of book-keeping entry in the books of the Company and administered pursuant to the Equity Incentive Plan;
- (e) **“Deferred Share Unit Payment”** means, subject to any adjustment in accordance with the Equity Incentive Plan, the issuance to a Participant of one previously unissued common share of the Company for each whole Deferred Share Unit credited to such Participant;
- (f) **“Designated Affiliate”** means subsidiaries of the Company designated by the Board from time to time for purposes of the Equity Incentive Plan;
- (g) **“Director”** means an individual who acted as a director of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;
- (h) **“Eligible Directors”** means the directors of the Company or any Designated Affiliate who are, as such, eligible for participation in the Equity Incentive Plan;
- (i) **“Eligible Employees”** means employees (including employees who are not officers and directors) and Service Providers of the Company or any Designated Affiliate thereof, whether or not they have a written employment contract with the Company, determined by the Board, as employees eligible for participation in the Equity Incentive Plan;
- (j) **“Equity Incentive Plan”** means the equity incentive plan, originally dated May 2, 2019, as it may be amended and restated from time to time, of the Company;
- (k) **“named executive officer”** or **“NEO”** means each of the following individuals:
 - (i) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer (**“CEO”**), including an individual performing functions similar to a CEO;



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- (ii) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer (“CFO”), including an individual performing functions similar to a CFO;
- (iii) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5), for that financial year;
- (iv) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year;
- (l) **“Participant”** means an Eligible Employee or Eligible Director who participates in the Equity Incentive Plan;
- (m) **“plan”** includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons;
- (n) **“Restricted Share Right”** means a right to receive any number of fully paid and non-assessable Shares of the Company as a discretionary payment in consideration of past services to the Company or as an incentive for future services, subject to the Equity Incentive Plan and with such additional provisions and restrictions as the Board may determine.
- (o) **“Service Provider”** means any person or company engaged by the Company or a Designated Affiliate to provide services for an initial, renewable or extended period of 12 months or more; and
- (p) **“underlying securities”** means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and NEO Compensation

Director and NEO compensation, excluding compensation securities

Edgar Montero, Josh Rosenberg and Eli Dusenbury are the NEOs of the Company for the purposes of the following disclosure. Edgar Montero, Josh Rosenberg and Eli Dusenbury are not employees of the Company. They provide or have provided their services as officers of the Company in their respective consulting capacity.

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

Table of Compensation Excluding Compensation Securities								
Name and position	Year Ended June 30	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites	Pension value (\$)	Value of all other compensation (\$)	Total (\$)
Edgar Montero ⁽¹⁾ CEO and <i>Former Director</i>	2021 ⁽²⁾	190,500	Nil	Nil	Nil	Nil	Nil	190,500
	2020 ⁽²⁾	314,752	Nil	Nil	Nil	Nil	Nil	314,752
Eli Dusenbury ⁽³⁾ CFO and Corporate	2021	150,000	Nil	Nil	Nil	Nil	Nil	150,000
	2020	130,000	Nil	Nil	Nil	Nil	Nil	130,000
Josh Rosenberg ⁽⁴⁾ President and	2021	187,500	Nil	Nil	Nil	Nil	Nil	187,500
	2020	52,363	Nil	Nil	Nil	Nil	Nil	52,363
Brian Thurston ⁽⁵⁾ Director and <i>Former Corporate</i>	2021	36,000	Nil	Nil	Nil	Nil	Nil	36,000
	2020	36,000	Nil	Nil	Nil	Nil	Nil	36,000
Aman Parmar ⁽⁶⁾⁽¹⁰⁾ Director and	2021	300,000	Nil	Nil	Nil	Nil	Nil	300,000
	2020	195,150	Nil	Nil	Nil	Nil	Nil	195,150
Mike Aujla ⁽⁷⁾⁽¹⁰⁾ Director	2021	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Faizaan Lalani ⁽⁸⁾ <i>Former Director</i>	2021	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2020	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Deepak Anand ⁽⁹⁾ <i>Former Director</i>	2021	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2020	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Mark Fields ⁽¹⁰⁾⁽¹¹⁾ Director	2021	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2020	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) Edgar Montero was appointed CEO of the Company on July 17, 2018. He served as a director of the Company from July 17, 2018 until December 31, 2020.
- (2) Edgar Montero is paid in USD. An exchange rate of 1.2830 on June 30, 2021 was used to convert the salary of USD\$95,000 to CDN. Edgar Montero is paid in USD. An exchange rate of 1.3628 on June 30, 2020 was used to convert the salary of USD\$120,000 to CDN.
- (3) Eli Dusenbury was appointed CFO of the Company on September 7, 2018 and was appointed as Corporate Secretary on September 1, 2021.
- (4) Josh Rosenberg has served as a director of the Company since September 17, 2019 and was appointed as President on April 3, 2020.
- (5) Brian Thurston held the position of CEO from March 15, 2017 until July 16, 2018. He served as Corporate Secretary from December 31, 2020 until September 1, 2021. He has served as a director of the Company since March 15, 2017.
- (6) Aman Parmar held the position of President from July 16, 2018 until April 3, 2020. He has served as a director of the Company since March 17, 2017.
- (7) Mike Aujla has served as a director of the Company since July 27, 2018.
- (8) Faizaan Lalani served as a director of the Company from December 31, 2020 to August 31, 2021.
- (9) Deepak Anand served as a director of the Company from March 8, 2019 to September 17, 2019.
- (10) Member of the Audit Committee.
- (11) Mark Fields was appointed as a director of the Company on April 18, 2022.

There are no arrangements under which Directors, who were not also officers of the Company, were compensated by the Company during the financial year ended June 30, 2021, other than stock options that were issued pursuant to the Equity Incentive Plan.



Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each director and NEO by the Company or any subsidiary thereof in the financial year ended June 30, 2021, for services provided, or to be provided, directly or indirectly, to the Company or any subsidiary thereof:

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities (1) (2) (3)	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of	Closing price of security or underlying security at year end (\$)	Expiry date
Josh Rosenberg President and Director	Stock Options	250,000 (2.229%) (underlying securities: 250,000 Shares 0.445%)	Jan 13, 2021	0.70USD	0.69	0.51	Jan 13, 2026
	Restricted Share Rights	300,000 (7.741%) (underlying securities: 300,000 Shares 0.535%)	Jan 13, 2021	N/A	0.69	0.51	N/A
Brian Thurston Director and Former Corporate Secretary	Stock Options	250,000 (2.229%) (underlying securities: 250,000 Shares 0.445%)	Jan 13, 2021	0.70USD	0.69	0.51	Jan 13, 2026
	Restricted Share Rights	100,000 (0.891%) (underlying securities: 100,000 Shares 0.178%)	Jan 13, 2021	N/A	0.69	0.51	N/A

Aman Parmar Director and Former President	Stock Options	250,000 (2.229%) (underlying securities: 250,000 Shares 0.445%)	Jan 13, 2021	0.70USD	0.69	0.51	Jan 13, 2026
	Restricted Share Rights	200,000 (5.161%) (underlying securities: 200,000 Shares 0.356%)	Jan 13, 2021	N/A	0.69	0.51	N/A
Mike Aujla Director	Stock Options	250,000 (2.229%) (underlying securities: 250,000 Shares 0.445%)	Jan 13, 2021	0.70USD	0.69	0.51	Jan 13, 2026
	Restricted Share Rights	300,000 (7.741%) (underlying securities: 300,000 Shares 0.535%)	Jan 13, 2021	N/A	0.69	0.51	N/A
Faizaan Lalani Former Director	Stock Options	250,000 (2.229%) (underlying securities: 250,000 Shares 0.445%)	Jan 13, 2021	0.70USD	0.69	0.51	Jan 13, 2026
	Restricted Share Rights	100,000 (0.891%) (underlying securities: 100,000 Shares 0.178%)	Jan 13, 2021	N/A	0.69	0.51	N/A

Notes:

- (1) Each Stock Option entitles the holder to one common share of the Company upon exercise. The Stock Options vest on the date that is four months after the date of the grant.
- (2) Each Restricted Share Right entitles the holder to one common share of the Company upon conversion. One-half (50%) of the Restricted Share Rights vested on April 13, 2021 and the remaining one-half (50%) vested on July 13, 2021.
- (3) On June 30, 2021, the total number of compensation securities, and underlying securities, held by each NEO and director:

- (i) Edgar Montero held an aggregate of 375,000 Stock Options (11.14%), (375,000 underlying Shares (6.68%)) and 350,000 Restricted Share Rights;
 - (ii) Eli Dusenbury held an aggregate of 100,000 Stock Options (2.97%), (100,000 underlying Shares (0.17%)) and 450,000 Restricted Share Rights;
 - (iii) Aman Parmar held an aggregate of 680,000 Stock Options (20.20%), (680,000 underlying Shares (1.21%)) and 1,200,000 Restricted Share Rights;
 - (iv) Brian Thurston held an aggregate of 600,000 Stock Options (17.83%), (600,000 underlying Shares (1.07%)) and 350,000 Restricted Share Rights;
 - (v) Mike Aujla held an aggregate of 500,000 Stock Options (14.85%), (500,000 underlying Shares (0.89%)) and 700,000 Restricted Share Rights;
 - (vi) Josh Rosenberg held an aggregate of 500,000 Stock Options (14.85%), (500,000 underlying Shares (0.89%)) and 500,000 Restricted Share Rights; and
 - (vii) Faizaan Lalani held an aggregate of 250,000 Stock Options (7.42%), (250,000 underlying Shares (0.44%)) and 100,000 Restricted Share Rights.
- (4) Mr. Fields was appointed as a director on April 18, 2022.

Exercise of Compensation Securities by Directors and NEOs

No compensation securities were exercised by a director or NEO during the financial year ended June 30, 2021.

Equity Incentive Plan

The Board adopted the Equity Incentive Plan, with the purpose of being able to secure for the Company and Shareholders the benefits inherent in share ownership by the directors, officers, and employees of the Company and its affiliates who, in the judgement of the Board, will be largely responsible for its future growth and success. It is generally recognized that equity incentive plans of the nature provided for herein aid in retaining and encouraging employees and directors of exceptional ability because of the opportunity offered to them to acquire a proprietary interest in the Company.

Awards that may be granted to Participants under the Equity Incentive Plan include stock options (“**Stock Options**”) and Restricted Share Rights (“**RSRs**”). In addition, the Equity Incentive Plan provides for the granting to Eligible Directors of Deferred Share Units (“**DSUs**”). Hereinafter “**Awards**” refers to, collectively, Stock Options, RSRs, and DSUs.

The Equity Incentive Plan provides for the following:

Stock Options

Option Grants

The Equity Incentive Plan authorizes the Board to grant Stock Options. The number of Shares, the exercise price per Share, the vesting period and any other terms and conditions of Stock Options granted pursuant to the Equity Incentive Plan, from time to time are determined by the Board at the time of the grant, subject to the defined parameters of the Equity Incentive Plan. The date of grant for the Stock Options is the date the Board approved the grant.

Exercise Price

The exercise price of any Stock Option shall not be less than one hundred per cent (100%) of the Fair Market Value (as defined in the Equity Incentive Plan).

Exercise Period, Blackout Periods and Vesting

Stock Options are exercisable for a period of five years from the date the Stock Option is granted or such greater or lesser duration as determined by the Board. Stock Options may be earlier terminated in the event of death or termination of employment or appointment. Vesting of Stock Options is determined by the Board.



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Unless otherwise determined from time to time by the Board, Stock Options shall vest and may be exercised (in each case to the nearest full Share) during the Option Period (as defined in the Equity Incentive Plan) as follows: (a) at any time during the first six months of the Option Period, the optionee may purchase up to 25% of the total number of Shares reserved for issuance pursuant to his or her Stock Option; and (b) at any time during each additional six-month period of the Option Period the optionee may purchase an additional 25% of the total number of Shares reserved for issuance pursuant to his or her Stock Option plus any Shares not purchased in accordance with the preceding subsection (a) and this subsection (b) until, after the 18th month of the Option Period, 100% of the Stock Option will be exercisable.

The right to exercise a Stock Option may be accelerated in the event that a takeover bid in respect of the Shares is made.

When the expiry date of a Stock Option occurs during, or within ten (10) days following, a “blackout period”, the expiry date of such Stock Option is deemed to be the date that is ten (10) days following the expiry of such blackout period. Blackout periods are imposed by the Company to restrict trading of the Company’s securities by directors, officers, employees and certain others who hold Stock Options to purchase Shares, in accordance with certain of the Company’s policies in effect from time to time particularly in circumstances where material non-public information exists, including when financial statements are being prepared but results have not yet been publicly disclosed.

Cashless Exercise Rights

Provided the Shares are listed on an Exchange (as defined in the Equity Incentive Plan), a Stock Option holder has the right to exercise a Stock Option on a “cashless” basis by electing to relinquish, in whole or in part, the right to exercise such Stock Option and receive, in lieu of receiving the Shares to which such Stock Option relates, a number of fully paid Shares. The number of Shares issuable on the cashless exercise right is based on calculations using the formula in the Equity Incentive Plan.

Termination or Death

If a Stock Option holder dies while employed by the Company, any Stock Option held by him or her will be exercisable for a period of 12 months or prior to the expiration of the Stock Options (whichever is sooner) by the person to whom the rights of the Stock Option holder shall pass by will or applicable laws of descent and distribution. If a Stock Option holder is terminated for cause, no Stock Option will be exercisable unless the Board determines otherwise. If a Stock Option holder ceases to be employed or engaged by the Company for any reason other than cause, then the Stock Options will be exercisable for a period of 12 months or prior to the expiration of the Stock Options (whichever is sooner).

RSRs

RSR Grant

The Equity Incentive Plan authorizes the Board to grant RSRs, in its sole and absolute discretion, to any Participant. Each RSR provides the recipient with the right to receive Shares as a discretionary payment in consideration of past services or as an incentive for future services, subject to the Equity Incentive Plan and with such additional provisions and restrictions as the Board may determine. Each RSR grant shall be evidenced by a restricted share right grant letter which shall be subject to the terms of the Equity Incentive Plan and any other terms and conditions which the Board deems appropriate. For the purposes of calculating the number of RSRs to be granted, the Company shall value the Shares underlying such RSR at not less than the greater of the closing market price of the Shares on the Exchange on the trading day prior to the grant of the RSR and the date of grant of the RSR.



Vesting of RSRs

Concurrent with the granting of the RSR, the Board shall determine the period of time during which the RSR is not vested and the holder of such RSR remains ineligible to receive Shares. Such period of time may be reduced or eliminated from time to time for any reason as determined by the Board. Once the RSR vests, the RSR is automatically settled through the issuance of an equivalent number of underlying Shares as RSRs held. Participants who are resident in Canada for the purposes of the *Income Tax Act* (Canada) may elect to defer some or all of any part of the Share grant until one or more later dates.

Retirement or Termination

In the event the Participant retires or is terminated during the vesting period, any RSR held by the Participant shall be terminated immediately provided however that the Board shall have the absolute discretion to accelerate the vesting date. In the event of death or total disability, the vesting period shall accelerate and the Shares underlying the RSRs shall be issued.

DSUs

DSU Grant

The Equity Incentive Plan authorizes the Board to grant DSUs, in its sole and absolute discretion at any time or on regular intervals, to Eligible Directors based on such formulas or criteria as the Board may from time to time determine. DSUs will be credited to the director's account when designated by the Board. Each DSU grant shall be evidenced by a DSU grant letter which shall be subject to the terms of the Equity Incentive Plan and any other terms and conditions which the Board deems appropriate. For the purposes of calculating the number of DSUs to be granted, the Company shall value the Shares underlying such DSU at not less than the greater of the closing market price of the Shares on the Exchange for the trading day prior to the grant of the DSU and the date of grant of the DSU.

Vesting of DSUs

The DSUs held by each director who is not a US Taxpayer (as defined in the Equity Incentive Plan) shall be redeemed automatically and with no further action by the director only on the 20th business day following the date the director ceases to be a Participant under the Equity Incentive Plan (which for greater certainty, includes the director ceasing to be a Participant by reason of the director's death). For US Taxpayers, DSUs held by directors will be redeemed in accordance with the provisions detailed in the Equity Incentive Plan, which such provisions are predicated on tax laws in the United States. Upon redemption, the former director shall be entitled to receive the number of Shares issued from treasury equal to the number of DSUs in the director's DSU account, subject to any applicable deductions and withholdings. In the event the director ceases to be a Participant under the Equity Incentive Plan during a year and DSUs have been granted to such director for that entire year, the director will only be entitled to a pro-rated issuance of Shares in respect of such DSUs based on the number of days that he or she was a Participant under the Equity Incentive Plan for that year.

No amount will be paid to, or in respect of, an Eligible Director under the Equity Incentive Plan or pursuant to any other arrangement, and no other additional DSUs will be granted to compensate for a downward fluctuation in the value of the Shares nor will any other benefit be conferred upon, or in respect of, an Eligible Director for such purpose.

Death

In the event of the death of a director, the DSUs shall be redeemed automatically and with no further action on the 20th business day following the death of the director.

Provisions applicable to all grants of Awards

Transferability

Pursuant to the Equity Incentive Plan, any Awards granted to a Participant shall not be transferable except by will or by the laws of descent and distribution. During the lifetime of a Participant, Awards may only be exercised by the Participant.

Amendments to the Plan

The Board may amend, suspend or terminate the Equity Incentive Plan or any Award granted under the Equity Incentive Plan without Shareholder approval, including, without limiting the generality of the foregoing: (i) changes of a clerical or grammatical nature; (ii) changes regarding the persons eligible to participate in the Equity Incentive Plan; (iii) changes to the exercise price; (iv) vesting, term and termination provisions of Awards; (v) changes to the cashless exercise right provisions; (vi) changes to the authority and role of the Board under the Equity Incentive Plan; and (vii) any other matter relating to the Equity Incentive Plan and the Awards granted thereunder, provided however that:

- (a) such amendment, suspension or termination is in accordance with applicable laws and the rules of any stock exchange on which the Company's Shares are listed;
- (b) no amendment to the Equity Incentive Plan or to an Award granted thereunder will have the effect of impairing, derogating from or otherwise adversely affecting the terms of an Award which is outstanding at the time of such amendment without the written consent of the holder of such Award;
- (c) the terms of a Stock Option will not be amended once issued; and
- (d) the expiry date of a Stock Option shall not be more than ten (10) years from the date of grant of such Stock Option, provided, however, that at any time the expiry date should be determined to occur either during a blackout period or within ten business days following the expiry of a blackout period, the expiry date of such Stock Option shall be deemed to be the date that is the tenth business day following the expiry of the blackout period.

If the Equity Incentive Plan is terminated, the provisions of the Equity Incentive Plan and any administrative guidelines and other rules and regulations adopted by the Board and in force on the date of termination will continue in effect as long as any Award pursuant thereto remains outstanding.

Share Issuance Limits

The aggregate number of Shares that may be subject to issuance under the Equity Incentive Plan, together with any other securities-based compensation arrangements of the Company, shall not exceed 20% of the Company's issued and outstanding share capital from time to time.

The above summary is subject to the full text of the Equity Incentive Plan, which is available on SEDAR (www.sedar.com)

Employment, Consulting and Management Agreements

Except as disclosed herein, the Company did not have any employment, consulting or management agreements or any formal arrangements with the Company's current NEOs or directors regarding compensation during the financial year ended June 30, 2021, in respect of services provided to the Company or subsidiaries thereof.



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Effective July 1, 2018, the Company entered into a consulting agreement with Edgar Montero (the “**Montero Consulting Agreement**”), and amended on April 8, 2020 pursuant to which Edgar Montero agreed to serve as Chief Executive Officer of the Company at a rate of USD \$20,000.00 per month. As of June 30, 2021, Mr. Edgar Montero and the Company agreed to reduce the compensation payable under the Montero Consulting Agreement to \$nil given the Company’s minimal operations. The Company notes that the compensation payable under the Montero Consulting Agreement will remain \$nil until such time the Company and Mr. Montero agree to a revised fee.

Effective September 1, 2018, the Company entered into a consulting agreement with Sweet North Consulting Inc. (the “**Sweet North Consulting Agreement**”), pursuant to which Sweet North Consulting Inc. agreed to serve as Chief Financial Officer of the Company through Eli Dusenbury at a rate of CDN \$12,500.00 per month. As of May 1, 2022, Sweet North Consulting Inc. and the Company agreed to reduce the compensation payable under the Sweet North Consulting Agreement to \$3,000 per month given the Company’s minimal operations. The Company notes that the compensation payable under the Sweet North Consulting Agreement will remain \$3,000 per month until such time the Company and Sweet North Consulting Inc. agree to a revised fee.

Effective April 1, 2020, the Company entered into a consulting agreement with Josh Rosenberg (the “**Rosenberg Consulting Agreement**”), pursuant to which Josh Rosenberg agreed to serve as President of the Company at a rate of USD \$12,500.00 per month. As of January 1, 2022, the Company and Mr. Rosenberg have agreed to reduce the compensation payable under the Rosenberg Consulting Agreement to \$nil given the Company’s minimal operations. The Company notes that the compensation payable under the Rosenberg Consulting Agreement will remain \$nil until such time the Company and Mr. Rosenberg agree to a revised fee.

Effective July 1, 2018, the Company entered into a consulting agreement with Canmex Consulting Inc. (the “**Canmex Consulting Agreement**”), pursuant to which Canmex Consulting Inc. agreed to provide Corporate Secretarial services to the Company through Brian Thurston at a rate of CDN \$3,000 per month. The Canmex Consulting Agreement was terminated as of September 30, 2021. The Company paid Canmex Consulting Inc. for fees accrued during July, August and September, 2021 in the amount of \$9,000 upon termination of the Canmex Consulting Agreement.

Effective August 1, 2018, the Company entered into a consulting agreement with 1428 Investments Inc. (the “**1428 Consulting Agreement**”), as amended on April 8, 2020 pursuant to which 1428 Investments Inc. agreed to serve as Executive Chairman of the Company through Aman Parmar at a rate of USD \$20,000.00 per month. As of January 1, 2022, 1428 Investments Inc. and the Company agreed to reduce the compensation payable under the 1428 Consulting Agreement to \$nil given the Company’s minimal operations. The Company notes that the compensation payable under the 1428 Consulting Agreement will remain \$nil until such time the Company and 1428 Investments Inc. agree to a revised fee.

Termination and Change of Control Benefits

Except as disclosed herein, as at the year ended June 30, 2021, the Company did not have any contract, agreement, plan or arrangement that provides for payment to any NEOs, executive officers or directors at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in an NEO’s, executive officer’s or director’s responsibilities.

If the Rosenberg Consulting Agreement is terminated because of Disability (as defined in the Rosenberg Consulting Agreement) or without Cause (as defined in the Rosenberg Consulting Agreement), or for Good Reason (as defined in the Rosenberg Consulting Agreement), the Company shall provide Mr. Rosenberg with a lump sum payment equal to 12 months (the “**Severance Period**”) of Base Salary (as defined in the Rosenberg Consulting Agreement). Mr. Rosenberg’s benefits will continue through the Severance Period



to the maximum extent permitted under applicable plan terms. For benefits that cannot continue for all or part of the Severance Period, the Company shall reimburse Mr. Rosenberg for replacement coverage.

If at any time during the term of the Rosenberg Consulting Agreement there is a Change of Control (as defined in the Rosenberg Consulting Agreement) and within 12 months of such Change of Control (as defined in the Rosenberg Consulting Agreement), there is a termination by the Company without Cause (as defined in the Rosenberg Consulting Agreement) or termination by Mr. Rosenberg for Good Reason (as defined in the Rosenberg Consulting Agreement), Mr. Rosenberg shall then be entitled to receive from the Company the compensation and benefits on the same terms and conditions as noted above.

Oversight and Description of Director and Named Executive Officer Compensation

The Board, as a whole, assumes responsibility for reviewing and monitoring compensation for the Company's senior management, and as part of that mandate determines the compensation of the Company's senior management. The Company's executive compensation objectives, processes, and discussion of compensation decisions relating to its NEOs and directors follows.

The Company does not have a compensation program other than paying consulting fees and incentive bonuses. The compensation of the executive officers is determined by the Board as a whole at a level that is both in line with the Company's fiscal resources and competitive with companies at a similar stage of development. The Board recognized the need to provide a compensation package that will attract and retain qualified and experienced executives, as well as align the compensation level of each executive to that executive's level of responsibility. The objectives of the Company's compensation policies and practices are:

- to reward individual contributions in light of the Company's performance;
- to be competitive with the companies with which the Company competes for talent;
- to align the interests of the executives with the interests of the Shareholders; and
- to attract and retain executives who could help the Company achieve its objectives.

Please see Section 5 - *Other Information - Executive Compensation - Director and NEO Compensation - Employment, Consulting and Management Agreements* for more information about the contractual relationships with its current NEOs.

The Board considers not only the financial situation of the Company at the time of the determination of executive compensation, but also the estimated financial situation of the Company both in the mid-term and long-term. As Stock Options and RSRs do not require cash disbursement by the Company they are an important element of executive compensation. Additional information about Company and its operations is available in the Company's consolidated financial statements and related management discussion and analysis for the year ended June 30, 2021.

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate equity incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designed to hedge or offset or decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors has purchased such financial instruments.



Philosophy and Objectives

Compensation for executive officers of the Company is designed to ensure that the level and form of compensation achieves certain objectives, which are:

- to attract and retain qualified and effective executives;
- to motivate the short-term and long-term performance of these executives; and
- to align their interests with those of the Company's Shareholders.

In compensating its senior management, the Company has employed a combination of base salary and equity participation through its Equity Incentive Plan.

Base Salary or Consulting Fees

In the Board's view, paying base salaries which are competitive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and effective executives. Competitive salary information on companies at a comparable stage of operations in a similar industry has been reviewed and compared over a variety of sources.

Equity Participation

The Company believes that encouraging its executives and employees to become Shareholders is the best way of aligning their interests with those of its Shareholders. Equity participation is accomplished through the Company's Equity Incentive Plan. Stock Options and RSRs are granted to senior executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. Stock Options, which vest immediately, are generally granted to senior executives and Board members. RSRs, which vest over a certain period of time as determined by the Board are generally granted to senior executives and Board members.

Bonuses

The Board of Directors at their discretion may set, throughout the year, subject to financial resources discretionary bonuses to serve as incentive mechanisms for the meeting of particular corporate goals and objectives, or for the Company's financial performance.

Compensation Review Process

Compensation for each of the Board members and each of the NEOs is approved by the Board as a whole. Base cash compensation and variable cash compensation levels are based, in part, through negotiations with the related board members and management.

Compensation Discussion and Analysis

The objectives of base salary or consulting fees are to recognize market pay and acknowledge the competencies and skills of individuals. The rate established for each executive officer is intended to reflect each individual's responsibilities, experience, prior performance and other discretionary factors deemed relevant by the Board or any compensation committee that may be formed in the future. In deciding on the base salary or consulting fee portion of the compensation of the executive officers at a level that is both in line with the Company's fiscal resources and competitive with companies at a similar stage of development. In the future, the objectives of incentive bonuses in the form of cash payments may be designed to add a variable component of compensation, based on corporate and individual performances for executive officers and employees. The objectives of granting Stock Options and Restricted Share Rights will be to reward achievement of long-term financial and operating performance and focus on key activities and achievements critical to the ongoing success of the Company. The Company has no other forms of



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compensation other than payments made to individuals or companies they control for the provision of base salary or consulting fees for services provided. Such services are paid for by the Company, to the best of its ability, at competitive industry rates. Actual compensation will vary based on the performance of the executives relative to the achievement of goals and the prices of the Company's securities, as well as the financial condition of the Company.

The Board evaluates individual executive performance with the goal of setting compensation at levels that it believes is comparable with executives in other companies of similar size and stage of development operating in the same industry. In connection with setting appropriate levels of compensation, members of the Board base their decisions on their general business and industry knowledge and experience and publicly available information of comparable companies while also taking into account the Company's relative performance and strategic goals.

In the course of its deliberations, the Board considered the implications of the risks associated with adopting the compensation practices currently in place. The Board does not believe that its current compensation practices create a material risk that the NEOs or any employee would be encouraged to take inappropriate or excessive risks, and no such risks have been detected to date. The Board will continue to include this consideration in its deliberations and believes that it would detect actions of management and employees of the Company that constitute or would lead to inappropriate or excessive risks.

The Company does not have a policy that would prohibit the NEOs or directors from purchasing financial instruments that are designed or would have the effect of hedging the value of equity securities granted to, or held by, these individuals.

Performance Assessment

Rather than strictly applying formulas and weightings to forward-looking performance objectives, which may lead to unintended consequences for compensation purposes, the Board exercises its discretion and uses sound judgment in making compensation determinations. For this reason, the Board does not measure performance using any pre-set formulas in determining compensation awards for NEOs. The Board's assessment of the overall business performance of the Company, including corporate performance against both quantitative and qualitative objectives and, where appropriate, relative performance against peers, provides the context for individual executive officer evaluations for all direct compensation awards.

Corporate Performance

In the future, it is the intention that the Board will approve annual corporate objectives in line with the Company's key longer-term strategies for growth and value creation. These quantitative and qualitative objectives will then be used by the Board as a reference when making compensation decisions. It is the intention of the Board to review the results achieved by the Company and discuss them with management on an annual basis. For the purposes of determining total compensation, the Board will then determine an overall rating for actual corporate performance relative to an expected level of performance. This overall corporate performance rating will provide general context for the Board's review of individual performance by the NEOs.

Benefits and Perquisites

In general, the Company will provide a specific benefit or perquisite only when it provides competitive value and promotes retention of executives, or when the perquisite provides shareholder value, such as ensuring the health of executives. Limited perquisites the Company provides its executives may include a parking allowance or a fee for each Board or Audit Committee meeting attended to assist with their out-of-pocket expenses.



Equity Incentive Awards

As discussed above, the Company has a 20% fixed Equity Incentive Plan in place, which was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management proposes Stock Option grants and RSR grants to the Board based on such criteria as performance, previous grants and hiring incentives. All grants require approval of the Board. The Equity Incentive Plan is administered by the Board and provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company.

Pension disclosure

As at the year ended June 30, 2021, and to the date of this Information Circular, the Company does not offer pension plan benefits. It does not have any pension plans that provide for payments or benefits at, following, or in connection with retirement nor does it maintain any defined benefit plans, defined contribution plans or deferred compensation plans.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No officer, director, employee or former officer, director or employee of the Company (i) has been indebted to the Issuer at any time during the most recently completed financial year or is currently indebted to the Issuer for any purpose, or (ii) is the subject of a guarantee, support agreement (including, but is not limited to, an agreement to provide assistance in the maintenance or servicing of any indebtedness and an agreement to provide compensation for the purpose of maintaining or servicing any indebtedness of the borrower), letter of credit or other similar arrangement or understanding.

LEGAL PROCEEDINGS

Legal Proceedings

Except as disclosed herein, as of the date of this Information Circular, the Company is not a party to any legal proceedings or any regulatory actions. No legal proceedings are contemplated by the Company, and the Company is not aware of any material legal proceedings being contemplated against it.

On October 19, 2020, Carlsbad Naturals, LLC and Carlsbad Naturals LLC filed a claim for unpaid services in the amount of USD\$2,000,000 worth of Shares of the Company. The Company continues to dispute this claim and has not accrued any amounts as the Company believes the claim to be without merit.

On July 14, 2020, notice was served to Pure and Natural One-TN, LLC (a majority owned subsidiary of GSRX Industries Inc.), Pure and Natural Lakeway, LLC (a majority owned subsidiary of GSRX Industries Inc.) and Thomas Gingerich (an officer of GSRX Industries Inc.) as defendants in a lawsuit filed by Southwest Legend Investments LLC, a holder of member interests in Pure and Natural One-TN, LLC and Pure and Natural Lakeway, LLC. As of the date of this Information Circular, the defendants have supplied requested information to the plaintiff's attorney. Plaintiff is seeking damages in excess of \$200,000 but less than \$1,000,000. Due to uncertainty of the outcome, the Company has not accrued any liability for the lawsuit.

Regulatory Actions

The Company has not been subject to any penalties or sanctions imposed against it by a court relating to provincial and territorial securities legislation or by a securities regulatory authority within the three years immediately preceding the date of this Information Circular.



INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth in this Information Circular, no person who has been a director or executive officer of the Company at any time since the beginning of the last financial year ended June 30, 2021, nor any associated or affiliate of any of the foregoing, has any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon, including, without limitation, the Transaction.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Applicable securities legislation defines "informed person" to mean any of the following: (a) a director or executive officer of a reporting issuer; (b) a director or officer of a person or company that is itself an informed person or subsidiary of a reporting issuer; (c) any person or company who beneficially owns, directly or indirectly, voting securities of a reporting issuer or who exercises control or direction over voting securities of a reporting issuer or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the reporting issuer other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) a reporting issuer that has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed herein or in the Company's financial statements, no informed person of the Company, or proposed director of the Company, or any associate or affiliate of any informed person or proposed director, had any material interest, direct or indirect, in any transaction, including, without limitation, the Transaction, since the commencement of the Company's most recently completed financial year ended June 30, 2021, or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries, including, without limitation, the Transaction.

INTEREST OF EXPERTS

No person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of this Information Circular or prepared or certified a report or valuation described in the Information Circular:

- (a) has received or will receive any direct or indirect interest in the property of the Company or of an associate, affiliate or Related Person (within the meaning of CSE policy) of the Company;
- (b) has beneficial ownership, direct or indirect, in any securities or property of the Company or of an associate, affiliate or Related Person (within the meaning of CSE policy) of the Company; or
- (c) is expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate, affiliate or Related Person (within the meaning of CSE policy) of the Company, nor is a director, officer or employee of a person or company referred to in this item, expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate, affiliate or Related Person of the Company.

AUDITORS, TRANSFER AGENTS AND REGISTRAR

The Company's auditor is Manning Elliott LLP, having an address at 1700-1030 West Georgia Street, Vancouver, British Columbia, Canada V6E 2Y3.

The Company's transfer agent and registrar is Odyssey Trust Company, having an address at The United Kingdom Building, Suite 350, 490 Granville Street, Vancouver, British Columbia, Canada V6C 1T2.



MATERIAL CONTRACTS

Other than contracts entered into in the ordinary course of business, and except as described elsewhere in this Information Circular, including, without limitation, the Option Agreement (see Section 4 - *The Business of the Meeting - 1. Change of Business and Option to Acquire a Mineral Property - D - Terms of the Option Agreement for the Rose Property - Terms of the Option Agreement*), the Company has not entered into any material contracts within the most recently completed financial year or previous to the most recently completed financial year, that are still in effect as of the date of this Information Circular.

FINANCIAL STATEMENTS

The Company's audited annual financial statements for the period ended June 30, 2021, 2020 and 2019 and the Company's interim financial statements for the six months ended December 31, 2021 are available on SEDAR (www.sedar.com).

MANAGEMENT CONTRACTS

Since the beginning of the Company's most recently completed financial year ended June 30, 2021, management functions of the Company are not, and have not been, to any substantial degree performed by any person other than the executive officers and directors of the Company.

ADDITIONAL INFORMATION

Financial information about the Company is included in the Company's financial statements and Management's Discussion and Analysis for the financial years ended June 30, 2020 and June 30, 2021 and in the Company's management information circular dated October 17, 2021, which have been electronically filed with regulators and are available through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. Copies may be obtained without charge upon request to the Company by email at elidusenbury@chemesis.com. You may also access the Company's public disclosure documents for additional information about the Company through the Internet on SEDAR at www.sedar.com.

DIRECTOR APPROVAL

The contents of this Information Circular have been approved and the delivery of it to each Shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized by the Company's Board of Directors.

DATED at Vancouver, British Columbia, this 17th day of May, 2022.

BY ORDER OF THE BOARD

CHEMESIS INTERNATIONAL INC.

Signed: "Josh Rosenberg"

Josh Rosenberg
President and Director