

FORM 2A

LISTING STATEMENT

This Listing Statement must be used for all initial applications for listing and for Issuers resulting from a fundamental change. The Exchange requires prospectus level disclosure in the Listing Statement (other than certain financial disclosure and interim Management's Discussion and Analysis) and can require that the Issuer include additional disclosure.

General Instructions

- (a) Please prepare this Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) In this form, the term "Issuer" includes the applicant Issuer and any of its subsidiaries.
- (c) In determining the degree of detail required, a standard of materiality should be applied. Materiality is a matter of judgment in a particular circumstance, and should generally be determined in relation to an item's significance to investors, analysts and other users of the information. An item of information, or an aggregate of items, is considered material if it is probable that its omission or misstatement would influence or change an investment decision with respect to the Issuer's securities. In determining whether information is material, take into account both quantitative and qualitative factors. The potential significance of items should be considered individually rather than on a net basis, if the items have an offsetting effect. This concept of materiality is consistent with the financial reporting notion of materiality contained in the Handbook.
- (d) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation.
- (e) For Issuers that are re-qualifying for listing following a fundamental change, provide historic and current details on
 - (i) the Issuer
 - (ii) all other companies or businesses that are involved in the fundamental change (the "target"); and
 - (iii) the entity that will result from the fundamental change (the "New Issuer").

Information concerning the Issuer that was contained in the most recent Listing Statement may be incorporated by reference, but this statement must indicate if any of the information in the prior statement has changed (e.g. describing a business that will no longer be undertaken by the New Issuer). Information concerning assets or lines of business of the target that will not be part of the New Issuer's business should not be included.

- (f) This Listing Statement provides prospectus-level disclosure. It will be amended from time to time to reflect any changes to the prospectus disclosure requirements. If changed, the new form is to be used for the next listing statement the Issuer is required to file. The Issuer does not have to amend a listing statement currently on file to reflect any new disclosure requirements.

1. Table of Contents

This table provides the corresponding section to page numbers between the Canadian Securities Exchange Form 2A Listing Statement and the Company's Final Long Form Prospectus dated February 9, 2018 (the "Prospectus"), filed under the Company's profile on SEDAR (www.sedar.com), a copy of which is attached hereto as Schedule "A".

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14. Capitalization

14.1 Prepare and file the following chart for each class of securities to be listed:

Issued Capital

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
<u>Public Float</u>				
Total outstanding (A)	7,782,398	10,337,398	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	1,500,000	2,165,000	19.27%	20.94%
Total Public Float (A-B)	6,282,398	8,172,398	80.73%	79.06%
<u>Freely-Tradeable Float</u>				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	1,500,000	1,500,000	19.27%	14.51%
Total Tradeable Float (A-C)	6,282,398	8,837,398	80.73%	85.49%

Public Securityholders (Registered)

Instruction: For the purposes of this report, "public securityholders" are persons other than persons enumerated in section (B) of the previous chart. List registered holders only.

Class of Security

<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1 – 99 securities	_____	_____
100 – 499 securities	_____	_____
500 – 999 securities	_____	_____
1,000 – 1,999 securities	_____	_____
2,000 – 2,999 securities	1	2,000
3,000 – 3,999 securities	10	31,998
4,000 – 4,999 securities	_____	_____
5,000 or more securities	24	3,248,400
	_____	_____
	35	2,982,398

Public Securityholders (Beneficial)

Instruction: Include (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings. For the purposes of this section, it is sufficient if the intermediary provides a breakdown by number of beneficial holders for each line item below; names and holdings of specific beneficial holders do not have to be disclosed. If an intermediary or intermediaries will not provide details of beneficial holders, give the aggregate position of all such intermediaries in the last line.

Class of Security

<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1 – 99 securities	_____	_____
100 – 499 securities	_____	_____
500 – 999 securities	_____	_____
1,000 – 1,999 securities	6	6,000
2,000 – 2,999 securities	53	108,000
3,000 – 3,999 securities	13	40,998
4,000 – 4,999 securities	_____	_____
5,000 or more securities	93	6,127,400
Unable to confirm	=====	=====

Non-Public Securityholders (Registered)

Instruction: For the purposes of this report, "non-public securityholders" are persons enumerated in section (B) of the issued capital chart.

Class of Security

<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1 – 99 securities	_____	_____
100 – 499 securities	_____	_____
500 – 999 securities	_____	_____
1,000 – 1,999 securities	_____	_____
2,000 – 2,999 securities	_____	_____
3,000 – 3,999 securities	_____	_____
4,000 – 4,999 securities	_____	_____
5,000 or more securities	<u>3</u>	<u>1,500,000</u>

14.2 Provide the following details for any securities convertible or exchangeable into any class of listed securities

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Shares at an exercise price of \$0.15 for 24 months from closing of an IPO of 3,000,000 shares ("Closing").	240,000	240,000
Stock Options to the directors to acquire shares at a price of \$.15 for 10 years from the Closing.	665,000	665,000
Warrants to purchase shares at an exercise price of \$.04 to be amended to \$.05 post listing	1,650,000	1,650,000

14.3 Provide details of any listed securities reserved for issuance that are not included in section 14.2.

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, (full legal name of the Issuer), hereby applies for the listing of the above mentioned securities on the Exchange. The foregoing contains full, true and plain disclosure of all material information relating to (full legal name of the Issuer). It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia

This 7th day of June, 2018.

“ Michael Dake”

“David Grandy”

Chief Executive Officer
Michael Dake

Chief Financial Officer
David Grandy

“ Michael Dake”

Promoter
Michael Dake

“Robert Mintak”

“Sean McGrath”

Director-
Robert Mintak

Director –
Sean McGrath

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

PROSPECTUS

INITIAL PUBLIC OFFERING

DATED: MAY 23, 2018

66 RESOURCES CORP.

\$450,000 Offering of Common Shares (“Shares”)
3,000,000 Shares at a price of \$0.15 per Share

66 Resources Corp. (the “Issuer”) hereby qualifies the distribution in British Columbia and Alberta of a public offering and sale of 3,000,000 Shares of the Issuer (the “Offering”) at a price of \$0.15 per Share (the “Offering Price”) for aggregate gross proceeds of \$450,000. See “*Description of the Securities Offered*” and “*Plan of Distribution*”.

	NUMBER OF SHARES	PRICE TO PUBLIC ⁽¹⁾	AGENT’S FEE ⁽²⁾⁽⁵⁾	NET PROCEEDS TO COMPANY ⁽³⁾
Offering Price Per Share	1	\$0.15	\$0.012	\$0.138
Total Offering	3,000,000	\$450,000	\$36,000	\$414,000

- (1) The Offering Price and the terms of the Offering have been determined by negotiation between the Issuer and the Agent in accordance with the policies of the Canadian Securities Exchange (the “CSE”).
- (2) In consideration of the services provided by the Agent in connection with the Offering, the Issuer has agreed to pay the Agent cash commission (“Cash Commission”) in an amount equal to 8% of the gross proceeds raised from the Offering. The Issuer has also agreed to pay a corporate finance fee (the “Corporate Finance Fee”) in the amount of \$25,000 to be paid at Closing.

In addition, the Issuer has agreed to grant to the Agent, non-transferable common share purchase warrants (the “Agent’s Warrants”) entitling the Agent to purchase that number of Shares equal to 8% of the aggregate number of Shares issued by the Issuer at Closing with an exercise price per Agent’s Warrant equal to the Offering Price. The Agent’s Warrants shall have a term of 24 months from the date of listing of the Issuer’s Shares (“Listing Date”) on the Canadian Securities Exchange.

The Agent will be reimbursed for all out-of-pocket expenses of the Offering including the Agent’s legal fees and disbursements. A deposit of \$10,000 has been paid to the Agent.

The Shares issued to the Agent upon exercise of the Agent’s Warrants are qualified for distribution by this Prospectus. See “*Plan of Distribution*”.
- (3) Before deducting remaining expenses of the Offering, estimated to be \$48,528, and the Corporate Finance Fee. See “*Use of Proceeds*”.

The Issuer has also granted the Agent a right of first refusal to provide any brokered equity financing the Issuer proposes to conduct for a term commencing on December 21, 2017 and ending one year after closing of the Offering (“Closing”).

The Agent's position is as follows:

Agent's Position	Shares	Options	Exercise Period	Issue Price	Exercise Price
Agent's Warrants		240,000	24 months		\$0.15
Total securities under option issuable to Agent ⁽¹⁾		240,000			

(1) The Shares issued to the Agent upon exercise of the Agent's Warrants are qualified for distribution by this Prospectus. See "Plan of Distribution".

This Prospectus also qualifies the 300,000 Shares to be issued pursuant to the Champ Property Agreement without an exemption from the prospectus and registration requirements of certain securities legislation in British Columbia and Alberta.

There is no market through which the Shares may be sold and purchasers may not be able to resell the Shares purchased under this Prospectus. This may affect the pricing of the Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Shares, and the extent of issuer regulation. See "Risk Factors".

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

This Offering is not underwritten and is subject to receipt by the Issuer of subscriptions for 3,000,000 Shares (minimum funds of \$450,000). All funds received from subscriptions for Shares will be held by the Agent pursuant to the terms of the Agency Agreement between the Issuer and the Agent. In the event that subscriptions and subscription funds for 3,000,000 Shares are not raised within 90 days of the issuance of a receipt for the final Prospectus or, if an amendment to the final Prospectus has been filed and a receipt has been issued for such amendment, within 90 days of the issuance of a receipt for an amendment to the final Prospectus and, in any event, not later than 180 days after the issuance of a receipt for the final Prospectus, all subscription monies will be returned to purchasers without interest or deduction unless otherwise agreed to by the Agent and the subscriber(s).

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

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

The Offering will be discontinued in the event that a Closing in respect of the Offering has not occurred on or prior to the date which is 90 days from the issuance of a receipt for the final Prospectus, unless an amendment to the final Prospectus is filed and a receipt has been issued for such amendment, in which case the Offering will be discontinued in the event that a Closing in respect of the Offering has not occurred on or prior to the date which is 90 days from the issuance of a receipt for an amendment to the final Prospectus and, in any event, not more than 180 days after the issuance of a receipt for the final Prospectus.

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

As at the date of this Prospectus, the Issuer does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of Canada and the United

States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

The CSE has conditionally approved the listing of the Shares on the CSE. Listing is subject to the Issuer fulfilling all of the listing requirements of the CSE, including the distribution of the Shares to minimum number of public shareholders and the Issuer meeting certain financial and other minimum listing requirements.

Certain legal matters in relation to the Offering have been reviewed on the Issuer's behalf by Joanne McClusky, Barrister & Solicitor, of Vancouver, British Columbia, and on the Agent's behalf by Miller Thomson LLP, of Vancouver, British Columbia.

AGENT: CANACCORD GENUITY CORP.

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IMPORTANT INFORMATION ABOUT THIS PROSPECTUS

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

Except as otherwise indicated or the context otherwise requires in this Prospectus, reference to “the Corporation” or “the Issuer” refers to 66 Resources Corp.

CURRENCY

Unless stated otherwise, all dollar amounts in this Prospectus are expressed in Canadian dollars.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

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

For a description of material factors that could cause the Issuer’s actual results to differ materially from the forward-looking statements in this Prospectus, see “Risk Factors”. While the Issuer considers these assumptions may be reasonable based on information currently available to it, these assumptions may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in the section titled “Risk Factors”.

Metric Equivalents

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

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

ELIGIBILITY FOR INVESTMENT

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

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

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

SUMMARY OF PROSPECTUS

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

The Issuer	The Issuer was incorporated pursuant to the BCBCA under the name 66 Resources Corp. on May 31, 2017 under incorporation number BC 1120922.												
Business of the Issuer	<p>The Issuer is a mineral resource company engaged in the acquisition, exploration and development of mineral resource properties. The sole mineral resource property interest of the Issuer at the present time is the Champ Property located near the town of Castlegar in the Nelson Mining Division of British Columbia.</p> <p>On August 24, 2017 the Issuer optioned the Champ Property pursuant to the Champ Property Agreement described in “<i>General Development of the Business</i>”, “<i>Description of the Business</i>” and “<i>Material Agreements</i>”.</p>												
Principal Property	Pursuant to the Champ Property Agreement, the Issuer optioned two mineral claims forming part of the Champ Property, subject to the Royalty, located near the town of Castlegar in the Nelson Mining Division of British Columbia. In the months of September and October 2017, the Issuer conducted an exploration program to collect 663 soil samples on two separate grids and 14 rock samples at a cost of \$87,828. Two additional mineral claims were staked by the Issuer and are also included in the Champ Property and are subject to the terms of the Champ Property Agreement. The Technical Report’s Recommended Exploration Program includes compilation of all historical geological, geophysical and geochemical data into a digital database in GIS format, geological mapping and prospecting, geophysical survey and assaying rock samples at a cost of \$100,265. The recommendations are described in detail under the sub-heading “ <i>Recommendations</i> ” in the section entitled “ <i>Description of the Business</i> ”.												
Listing	The Issuer has applied to have its Shares listed on the CSE. Listing is subject to the Issuer fulfilling all of the requirements of the CSE. See the cover page of this Prospectus.												
Use of Proceeds	<p>The expected gross proceeds to the Issuer from the sale of the Shares offered hereby will be \$450,000. The expected net proceeds from the Offering available to the Issuer at the closing of the Offering, after deducting the Corporate Finance fee of \$25,000, the Agent’s Commission of \$36,000 (plus additional taxes) and the remaining expenses of the Offering estimated at \$48,528, is \$340,472. The available funds will be the \$340,472 plus the estimated unaudited working capital deficiency as at April 30, 2018 of \$243 for a total of \$340,229. The Issuer intends to expend its available funds for the following principal purposes:</p> <table border="1" data-bbox="342 1444 1230 1633"> <thead> <tr> <th data-bbox="342 1444 1105 1476"><u>Use of Proceeds</u></th> <th data-bbox="1105 1444 1230 1476"><u>Offering</u></th> </tr> </thead> <tbody> <tr> <td data-bbox="342 1476 1105 1507">Item</td> <td data-bbox="1105 1476 1230 1507"></td> </tr> <tr> <td data-bbox="342 1507 1105 1539">Recommended Exploration Program on the Champ Property⁽¹⁾</td> <td data-bbox="1105 1507 1230 1539">\$100,265</td> </tr> <tr> <td data-bbox="342 1539 1105 1570">General and Administrative Expenses⁽²⁾</td> <td data-bbox="1105 1539 1230 1570">\$124,800</td> </tr> <tr> <td data-bbox="342 1570 1105 1602">Unallocated working capital</td> <td data-bbox="1105 1570 1230 1602">\$115,164</td> </tr> <tr> <td data-bbox="342 1602 1105 1633">Total:</td> <td data-bbox="1105 1602 1230 1633">\$340,229</td> </tr> </tbody> </table> <p>(1) See “<i>Description of the Business-Extract from the Technical Report</i>”.</p> <p>(2) See “<i>Use of Proceeds</i>” for a detailed list of the General and Administrative Expenses.</p> <p>For a more detailed discussion on the Issuer’s available funds, see “<i>Description of the Business</i>” and “<i>Use of Funds</i>”. The Issuer will require funding from other sources to continue operations beyond the next year. Such additional funds would likely be raised through a private placement of securities. There is no assurance that such funding will be available.</p>	<u>Use of Proceeds</u>	<u>Offering</u>	Item		Recommended Exploration Program on the Champ Property ⁽¹⁾	\$100,265	General and Administrative Expenses ⁽²⁾	\$124,800	Unallocated working capital	\$115,164	Total:	\$340,229
<u>Use of Proceeds</u>	<u>Offering</u>												
Item													
Recommended Exploration Program on the Champ Property ⁽¹⁾	\$100,265												
General and Administrative Expenses ⁽²⁾	\$124,800												
Unallocated working capital	\$115,164												
Total:	\$340,229												

The Offering	The Offering consists of 3,000,000 Shares. See “ <i>Plan of Distribution</i> ” for more information.
Issue Price	\$0.15 per Share.
Directors and Executive Officers	Michael Dake - CEO, director David Grandy– Director, CFO and Corporate Secretary Robert Mintak - director Sean McGrath- director See “ <i>Directors and Executive Officers</i> ” and “ <i>Promoters</i> ” for more information.
Risk Factors	<p>These securities are considered to be highly speculative due to the nature of the Issuer’s business and its formative stage of development. An investment in the Shares is subject to a number of risks, all of which should be carefully considered by a prospective investor. Such risks include those risks summarized below. The Issuer has limited operating history and no history of earnings. Resource exploration and development is a speculative business, characterized by a number of significant risks. The Issuer may not be able to obtain mining equipment or other resources required for mineral exploration on a timely basis or at a reasonable cost. The Issuer has negative operating cash flow and has incurred losses since its founding. There is no assurance that the Issuer can obtain further financing when it is required. The Issuer does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. The Issuer may not be able to obtain insurance for all risks.</p> <p>The Issuer's operations are subject to extensive environmental regulation. Mineral exploration and mining operations are subject to hazards normally encountered in exploration, development and production. The Issuer may not be able to get good title to the Champ Property. Many lands in British Columbia (where the Issuer’s principal mineral property is located) are or could become subject to indigenous land claim to title. The Issuer is required to obtain consent of indigenous title holders in the event that the Champ Property becomes subject to such a claim, which may adversely affect the Issuer’s business activities. The mining business is intensely competitive. The success of the Issuer is highly dependent on the performance of its board and management. Metal prices are volatile. There may not be adequate infrastructure to enable the Issuer to conduct operations. Certain directors and officers of the Issuer may have conflicts of interest. The Issuer currently depends on a single property and may not be able to acquire other mineral properties of merit.</p> <p>The Issuer’s growth will require new personnel. Investors will experience dilution of the value of their investment due to the issue of lower priced securities at the private stage, and may experience further dilution upon the exercise of other rights to purchase Shares of the Issuer. The continued operations of the Issuer are dependent on the Issuer's ability to generate revenues and to procure additional financing. Prices of publicly traded securities are volatile and there may be market liquidity problems. There is no market for the Shares and there is no assurance that a market will develop. The Issuer has never paid dividends and does not expect to pay any dividends in the near future.</p> <p>Dilution: The “pre-dilution of capital invested” is approximately 50% of the Offering Price or approximately \$0.075 per share. See the definition of “Pre-dilution of capital invested” in the Glossary for an explanation of the dilution calculation. Investors will suffer immediate and substantial dilution of their investments.</p> <p>An investment in the Shares is suitable for only those investors who are willing to risk a loss of their entire investment and who can afford to lose their entire investment. Subscribers should consult their own professional advisors to assess the income tax, legal and other aspects of an investment in Shares. See “<i>Risk Factors</i>”.</p>

Summary Financial Information of the Issuer	The following tables set forth selected financial information with respect to the financial operations of the Issuer for the three months ended February 28, 2018 and the period from the date of incorporation on May 31, 2017 to November 30, 2017 which information has been derived from the unaudited and audited financial statements of the Issuer and should be read in conjunction with such financial statements and related notes and Management’s Discussion and Analysis of Financial Condition and the Results of Operations for the three months ended February 28, 2018 and the period from the date of incorporation on May 31, 2017 to November 30, 2017 that are included elsewhere in this Prospectus. See “ <i>Selected Financial Information and Management’s Discussion and Analysis</i> ”.	
	<p style="text-align: center;">Three months ended February 28, 2018 (unaudited)</p> <p style="text-align: center;">\$ 0 177,249 (117,249) 0.02</p> <p>Balance Sheet</p> <p>Total assets Total liabilities Shareholder’s equity</p> <p style="text-align: center;">151,257 50,446 100,811</p>	<p style="text-align: center;">For the period from the date of incorporation on May 31, 2017 to November 30, 2017 (audited)</p> <p style="text-align: center;">\$ 0 99,288 (99,288) (0.06)</p> <p style="text-align: center;">166,986 65,174 101,812</p>

GLOSSARY

“\$” means Canadian dollars;

“**Activation Laboratories**” means Activation Laboratories Ltd., an accredited analytical laboratory pursuant to NI 43-101 and the Standards Council of Canada.

“**Agency Agreement**” means the agency agreement dated for reference May 23, 2018 between the Issuer and the Agent with respect to the Offering, as more particularly described under the heading “*Plan of Distribution*”;

“**Agent**” means Canaccord Genuity Corp.;

“**Agent’s Warrants**” means warrants issued to the Agent to acquire that number of Shares equal to 8% of the number of Shares issued by the Issuer at Closing with an exercise price equal to the Offering Price for a period of 24 months from the Listing Date. See “*Plan of Distribution*”;

“**Associate**” means the following:

- (a) any relative, including the spouse of that person or a relative of that person’s spouse, where the relative has the same home as the person;
- (b) any partner, other than a limited partner, of that person;
- (c) any trust or estate in which such person has a substantial beneficial interest or as to which such person serves as trustee or in a similar capacity; and
- (d) any corporation of which such person beneficially owns or controls, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to all outstanding voting securities of the corporation.

“**Author**” means the author of the Technical Report;

“**BCBCA**” means the *Business Corporations Act*, British Columbia;

“**Board**” means the Board of Directors of the Corporation;

“**CEE**” means Canadian Exploration Expenses as defined in the *Income Tax Act*, Canada and its regulations and are expenses incurred by the taxpayer for determining the existence, location, extent, or quality of a mineral resource, or petroleum or natural gas, in Canada which are 100% deductible in the year they are expended and can be transferred to flow-through share investors.

“**CEO**” means Chief Executive Officer;

“**CFO**” means Chief Financial Officer;

“**CIM Standards**” means means the CIM Definition Standards on Mineral Resource and Mineral Reserves adopted by the CIM Council of the Canadian Institute of Mining, Metallurgy and Petroleum on May 10, 2014;

“**Champ Property**” means the four mineral claims located in the Greenwood Mining Division of British Columbia with tenure numbers 1051500, 1053425, 1056187 and 1056188;

“**Champ Property Agreement**” means the arms-length option agreement dated August 24, 2017 between the Issuer and Barrie Field-Dyde of Penticton, B.C. to acquire the Champ Property;

“**Closing**” means the closing of the issue and sale of the Shares pursuant to the Offering;

“**Closing Date**” means the date of Closing, scheduled for the 10th business day following issue of a receipt by the Securities Commissions;

“**Company**” unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual;

“**CSE**” means the Canadian Securities Exchange;

“**Exploration Expenditures**” means all costs of maintaining the Champ Property, all exploration and development expenditures incurred by the Issuer with respect to the exploration or development of the Champ Property;

“**Escrow Agent**” means National Issuer Services Ltd.

“**Escrow Agreement**” means the Form 46-201 escrow agreement dated December 29, 2017 among the Issuer, the Escrow Agent and certain shareholders of the Issuer;

“**Final Prospectus**” means the Prospectus of the Issuer for which a receipt is issued;

“**Issuer**” means 66 Resources Corp.;

“**Listing Date**” means the date the Shares are listing for trading on the CSE;

“**National Issuer**” means National Issuer Services Ltd., the registrar and transfer agent for the Issuer;

“**NI 43-101**” means National Instrument 43-101 - *Standards of Disclosure for Mineral Projects*;

“**Offering**” means the public offering and sale of 3,000,000 Shares described herein or in any amendment hereto;

“**Options**” means options issued to the directors and officers of the Issuer to acquire Shares of the Issuer. See “*Options to Purchase Securities*”;

“**Person**” means a Company or individual;

“Pre-dilution of capital invested” is calculated as the quotient resulting from a numerator of the difference between the Offering Price and the post Offering average issue price and a denominator equal to the Offering Price.

“**Prospectus**” means the Issuer’s preliminary and final prospectus;

“**Qualified Person**” means an individual who:

- (a) is an engineer or geoscientist with a university degree, or equivalent accreditation, in an area of geoscience, or engineering, relating to mineral exploration or mining;
- (b) has at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these, that is relevant to his or her professional degree or area of practice;
- (c) has experience relevant to the subject matter of the mineral project and the technical report;
- (d) is in good standing with a professional association; and
- (e) in the case of a professional association in a foreign jurisdiction, has a membership designation that:
 - (i) requires attainment of a position of responsibility in their profession that requires the exercise of independent judgment; and
 - (ii) requires:
 - A. a favourable confidential peer evaluation of the individual’s character, professional judgment, experience, and ethical fitness; or
 - B. a recommendation for membership by at least two peers, and demonstrated prominence or expertise in the field of mineral exploration or mining;

“**Recommended Exploration Program**” means the recommended exploration program of \$100,265 described in the Technical Report;

“Related Person” means the following:

- (a) a director or executive officer of the Issuer or of a Related Entity of the Issuer;
- (b) an Associate of a director or executive officer of the Issuer or of a Related Entity of the Issuer, or
- (c) a permitted assign of a director or executive officer of the Issuer or of a Related Entity of the Issuer;

“Royalty” means a two percent net smelter return retained by the Optionor of the Champ Property;

“Securities” means the Shares;

“Securities Law” means the securities legislation and regulations of the Offering Jurisdictions, and the instruments, policies, rules, orders, codes, notices and interpretation notes of the applicable securities regulatory authority or applicable securities regulatory authorities related thereto;

“Securities Commissions” means the securities commissions in the Selling Jurisdictions;

“Selling Jurisdiction” means the provinces of British Columbia and Alberta, being the jurisdictions in which the Shares may be sold pursuant to the Offering;

“Shares” means common shares of the Issuer to be sold and issued under the Offering. See *“Description of the Securities Offered”* for a description of the rights and restrictions attached to the Shares;

“Stock Options” means options to acquire Shares pursuant to the Stock Option Plan;

“Stock Option Plan” means the plan adopted by the Corporation governing the grant of Stock Options;

“Technical Report” means the NI43-101 report dated November 27, 2017 as amended on March 19, 2018, prepared by Derrick Strickland, P. Geo. that is compliant with NI 43-101 and entitled “Technical Report on the Champ Property”;

“TSX-V” means the TSX Venture Exchange.

GLOSSARY OF TECHNICAL TERMS

aqua regia	A highly corrosive mixture of <u>nitric acid</u> and <u>hydrochloric acid</u> , used in the sample preparation process to digest common rock-forming minerals.
As	Chemical symbol for arsenic.
Assay	To analyze the proportions of metals in an ore; to test an ore or mineral for composition, purity, weight, or other properties of commercial interest.
Au	Chemical symbol for gold.
Chalcopyrite	A sulphide mineral of copper and iron; the most important ore mineral of copper.
Co	Chemical symbol for cobalt.
Core	The long cylindrical piece of rock, generally one to five inches in diameter, brought to surface by diamond drilling.
Cu	Chemical symbol for copper.
Deposit	A mineralized body which has been physically delineated by sufficient drilling, trenching, and/or underground work, and found to contain a sufficient average grade of metal or metals to warrant further exploration and/or development expenditures; such a deposit does not qualify as a commercially mineable ore body or as containing ore reserves, until final legal, technical, and economic factors have been resolved.
Float	Loose, disconnected pieces of rock lying on the surface.
Gabbro	A mafic, coarse-grained igneous rock formed deep within the Earth. Gabbro can be considered to be roughly the same as basalt in composition, but different in texture.
geophysical survey	The exploration of an area through the use of physical properties relating to geology. Geophysical methods include magnetic, electromagnetic, radiometric, gravity, seismic, and other techniques.
g/t	Grams per tonne.
Grade	The amount of valuable metal in each tonne of ore, expressed as grams per tonne for precious metals and percent for base metals.
Intrusive	A body of igneous rock formed by the consolidation of magma intruded into other rocks, in contrast to lavas, which are extruded upon the surface.
Mafic	Igneous rocks composed mostly of dark, iron- and magnesium-rich minerals.
Mineralization	A natural aggregate of one or more metallic minerals.
Mineralized	Mineral-bearing; the minerals may have been either a part of the original rock unit or injected at a later time.
Mo	Chemical symbol for molybdenum.
Pb	Chemical symbol for lead.
Ppb	Parts per billion.
Pyrite	Iron sulfide, a common accessory mineral in rocks.
Pyrrhotite	An iron sulfide mineral with a variable iron content that is weakly magnetic.
Sample	A small portion of rock or a mineral deposit taken so that the metal content can be determined by assaying.
Sampling	Selecting a fractional but representative part of mineralization for analysis.
Sulphide	A compound of sulfur and some other element.
Te	Chemical symbol for tellurium.
Terrane	A block of the Earth's crust that differs from the surrounding material, and is separated from it by faults.
Zn	Chemical symbol for zinc.

CORPORATE STRUCTURE

Name, address and Incorporation

The Issuer's name is 66 Resources Corp. Its head office address is #200-551 Howe Street, Vancouver, B.C. V6C 2C2. The Issuer was incorporated on May 31, 2017 under the *Business Corporations Act* (British Columbia) with incorporation number BC1120922 and with the name 66 Resources Corp. The records and registered office is located at 810-675 Hastings Street West, Vancouver, B.C. V6B 1N2.

The Issuer does not have any subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

History

The Issuer was only recently incorporated on May 31 2017. On August 24, 2017 the Issuer signed the Champ Property Agreement.

Acquisition

On August 24, 2017 the Issuer signed the Champ Property Agreement to acquire a 100% interest in two of the four mineral claims comprising the Champ Property for a purchase price of \$10,000 and 300,000 Shares to be paid and issued respectively no later than fifteen days after the date the Issuer's Shares are listed, posted and called for trading on the CSE, subject to the Royalty which can be purchased. See "*Description of the Business*" for further details. In the months of September and October 2017, the Issuer conducted an exploration program of \$87,828 comprised of the collection of 663 soil samples on two separate grids and 14 rock samples. Subsequent to the date of the Champ Property Agreement the Issuer staked an additional two mineral claims which are included in the Champ Property and governed by the Champ Property Agreement.

The Recommended Exploration Program in the Technical Report includes compilation of all historical geological, geophysical and geochemical data into a digital database in GIS format, geological mapping and prospecting, geophysical survey and assaying rock samples at a cost of \$100,265. The recommendations are described in detail in the section entitled "*Description of the Business - Extract from the Technical Property*".

Trends

As a junior mining issuer, the Issuer is highly subject to the cycles of the mineral resource sector and the financial markets as they relate to junior companies. Current global financial and economic conditions, while improving, remain volatile. Many industries, including the mineral resource industry, are impacted by these market conditions. Some of the key impacts of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk; devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets; and a lack of market liquidity. Such factors may impact the Issuer's ability to obtain financing on favorable terms or at all. Additionally, global economic conditions may cause a long term decrease in asset values. If such global volatility and market turmoil continue, the Issuer's operations and financial condition could be adversely impacted.

The Issuer anticipates that it will continue to experience net losses as a result of ongoing exploration and general corporate and administrative costs and expenses until such time, if any, as revenue generating activity is commenced. As the Issuer's plan is to explore the Champ Property there is no expectation of generating revenue in the foreseeable future. Future exploration on the Champ Property is dependent on the result of the Recommended Exploration Program of \$100,265 described in the Technical Report. The Issuer's future financial performance is additionally dependent on many external factors. Both the prices of, and the markets for, minerals are volatile, difficult to predict and subject to changes in domestic and international political, social and economic environments. These circumstances and events could materially affect the future financial performance of the Issuer. The Issuer is not currently aware of any trend, event or uncertainty that can reasonably be expected to have a material adverse

effect on the business, financial condition, or operating results of the Issuer other than as described in this Prospectus and, in particular, under the headings “*Risk Factors*” and “*Forward-Looking Statements*”.

DESCRIPTION OF THE BUSINESS

Overview

The Issuer is engaged in the business of the acquisition, exploration and development of mineral resource properties. The Issuer's sole property is the Champ Property.

Champ Property

The Champ Property consists of four mineral claims located in the Nelson Mining Division of British Columbia described as follows:

Tenure Number	Name	Holder	Area (Hectares)	NTS Sheet	Issue Date	Anniversary Date
1051500	Champ	Barrie Field-Dyte	42.1835	82F04	April 20, 2017	June 25, 2021
1053425	Champ 2	Barrie Field-Dyte	527.3024	82F04	July 26, 2017	June 25, 2021
1056187	Champ 3	Barrie Field-Dyte	63.24	82F04	Nov. 9, 2017	November 9, 2018
1056188	Champ 4	Barrie Field-Dyte	421.91	82F04	Nov. 9, 2107	November 9, 2018
Total			1,054.63			

On August 24, 2017 the Issuer entered into the Champ Property Agreement with Barrie Field-Dyte to acquire the Champ and Champ 2 claims. In November, 2017 the Issuer staked the Champ 3 and Champ 4 mineral claims. All four mineral claims comprise the Champ Property. Exercise of the option to acquire the Champ Property requires the payment of cash of \$10,000 and 300,000 Shares, to be paid and issued within fifteen days of the Shares being listed, posted and called for trading on the CSE.

The Champ Property Agreement also provided for the following:

- (i) payment of the Royalty by Barrie Field-Dyte,
- (ii) purchase by the Issuer of each 1% of the Royalty for \$1,000,000 for an aggregate purchase price of \$2,000,000 for a five year term commencing on the first day of commercial production of the Champ Property, and
- (iii) any subsequently acquired claims staked by either party contiguous to the Champ Property would become part of the Champ Property and be covered by the Champ Option Agreement.

The Issuer has completed an initial exploration program of \$87,828 and plans to complete the Recommended Exploration of \$100,265. The Recommended Exploration includes compilation of all historical geological, geophysical and geochemical data into a digital database in GIS format, geological mapping and prospecting, geophysical survey and assaying rock samples.

Further work will depend on the results of the Recommended Exploration and recommendations of a Qualified Person to do further work.

The Issuer commissioned and received the independent Technical Report on the Champ Property, in accordance with NI 43-101. The Technical Report on the Champ Property was prepared by Derrick Strickland, P. Geo. (the

“Author”). Mr. Strickland, P. Geo. is a Qualified Person as defined in NI 43-101. The Technical Report may be downloaded for review from www.sedar.com.

The following information is an extract from the Technical Report. The extract refers to numerous tables and figures as they appear in the Technical Report, not all of which are reproduced in this Prospectus. Please refer to the Technical Report for review of all tables and figures.

Beginning of Extract from the Technical Report

Accessibility, Climate, Local Resources, Infrastructure, and Physiography

The Champ Property claim consists of four non-surveyed contiguous mineral claims totalling 1054.63 hectares located on NTS maps 82F04 centered at Latitude 49° 14' 30" Longitude -117° 36' 53". The claims are located within the Nelson Mining Division of British Columbia.

The Champ Property is located approximately 5 km, by paved highway, from the town of Castlegar to the west. Castlegar hosts a range of light industrial services and accommodation options and can be accessed by regularly scheduled flights from Vancouver and Calgary.

The Crowsnest Highway (Hwy 3) provides excellent access to the Champ Property, and bisects the claims from east to west. An extensive network of good quality gravel logging roads provides vehicular access throughout the Champ Property. In some areas, tracks are overgrown though access may be quickly restored with relatively minor maintenance work. Logging has been conducted in many areas on the Champ Property by several companies as recently as 2007.

Average temperatures range from -10°C in winter to +35°C in the summer months and Hwy 3 is open year-round. Weather conditions through the spring and summer months vary from clear, sunny and warm to overcast and rainy. Fall is characterized by clear, crisp days with increasing cloud cover bringing rain and snow with the onset of winter. Average precipitation is in the order of 4.0 m of snow and 500 mm of rain.

Elevations at the Champ Property range from 700 m to 942 m above sea level. Most of the terrain is characterized by low ridges and hills, with small swamps in local depressions. The southern and western portions of the Champ Property comprise the greatest elevation. Extensive logging in the area has left a patchwork of clear cuts across the Champ Property. Elsewhere, the Champ Property is forested with spruce, pine, fir and larch.

Approximately a third of the claim area is within areas of re-growth old logging with the remainder covered by a mixture of coniferous and deciduous trees. Rock exposures are plentiful along the many logging access roads but less common in the forested area, generally restricted to high standing ridges.

Property Description and Location

The Champ Property claim consists of four non-surveyed contiguous mineral claims totalling 1054.63 hectares located on NTS maps 82F04 centered at Latitude 49° 14' 30" Longitude -117° 36' 53". The claims are located within the Nelson Mining Division of British Columbia.

There has been no historical production on the Champ Property, and the Author is not aware of any environmental liabilities that have potentially accrued from any historical activity. The Author is not aware of any permits obtained for the Champ Property for the recommend work.

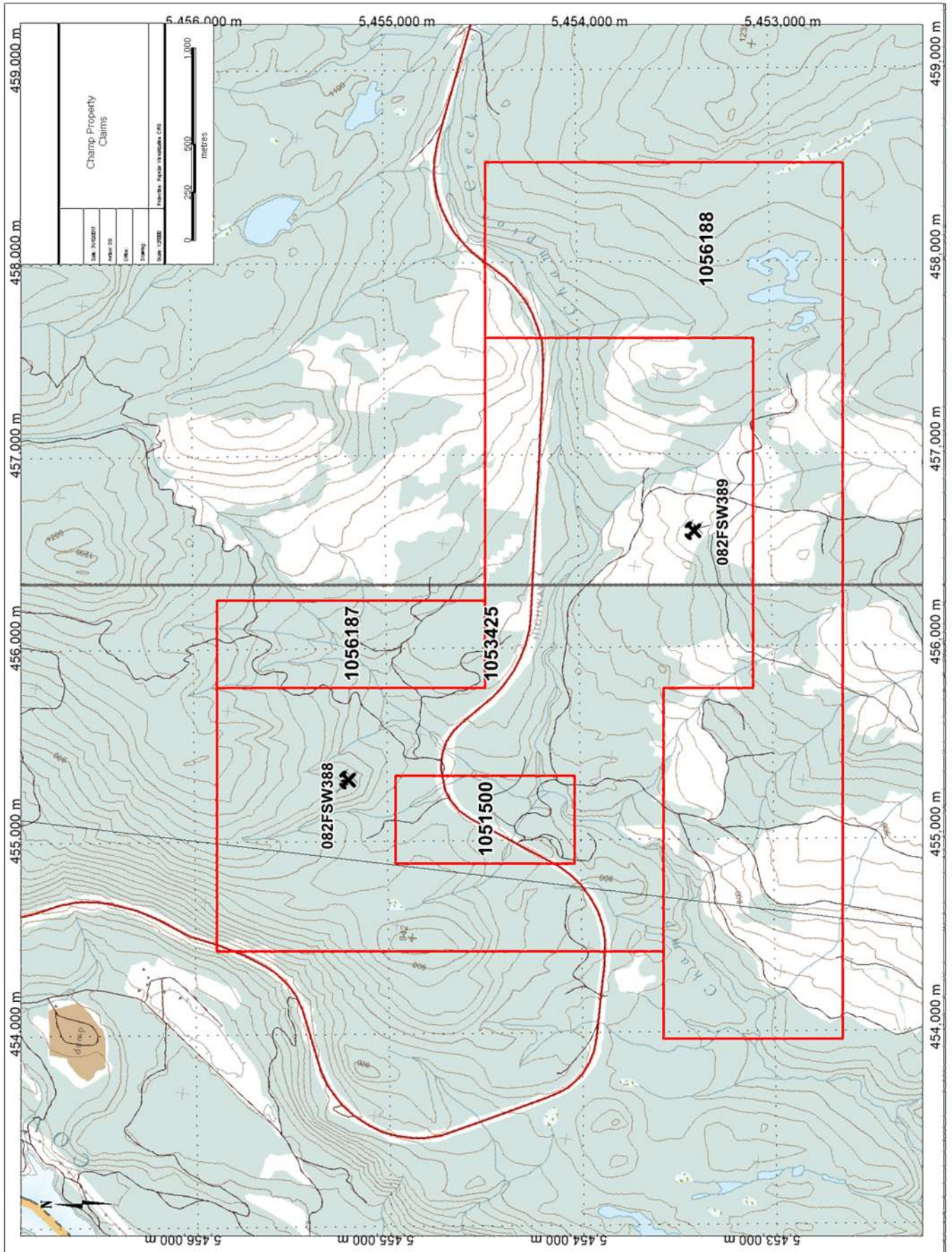
No work permits are required to undertake the proposed work program. Permits have been currently applied for.

The Issuer is unaware of any significant factors or risks, besides what is not noted in the Technical Report, which may affect access, title, or the right or ability to perform work on the Champ Property

Figure 1: Regional Location Map



Figure 2: Property Claim Map



History

Previous Exploration

The area surrounding the Champ Project has had considerable exploration since the late 1890s, with development of many past producing mines in the Rossland area, 25 km to the southeast and the Nelson area, 20 km to the east.

Recorded assessment work on the Champion Creek claim group area is listed below in Table Considerable prospecting, recorded in these reports, has led to the discovery of several styles of unrecognized gold mineralization, first by Gustafson (1984), and then by Tom Kennedy on several of the claims that comprise the Champion Creek property, including the Champ claim (T. Kennedy, 2005, 2007, 2008). Kootenay Gold Inc. conducted a small geochemical soil program on part of the Champ claim in 2008 resulting in the recognition of several northwest-trending, moderately high gold anomalies in the southwest corner of the grid (C. Kennedy, 2008). Exploration work for this report comprised 6 days of geological mapping in the 2008 field season, centered on the Champ claim, where most of the new mineralization reported by T. Kennedy is located.

Table 3: Recorded Assessment Report

Aris Report No.	Operator	Author	Year	Work and Results on the Current Champ Property
12372	A&E Gustafson	E. Gustafson	1984	12 Samples sent for Assay on 3.40 oz./t Au 0.099 oz./t Au
27811	Kootenay Gold	Author	2005	Prospecting
29211	T, Kennedy	Kennedy	2007	64 soil Samples on three lines @ 25 m stations. Gold as high as 316.9 ppb, Arsenic up to 49.3 ppm
29440	T, Kennedy	T. Kennedy	2007	Prospecting
30533	Kootenay Gold	C Kennedy	2008	6 soils anomalies of > 25 ppb Au, 3 soils anomalies >1 ppm Au
30118	T, Kennedy	T. Kennedy	2008	19 rock sample, one rock sample 5157 ppb Au
31027	Kootenay Gold	T. Hoy	2009	Geological Mapping

Only work undertaken on the current Champ Property configuration is in the table above.

Geological Setting, Mineralization and Deposit Types

Regional Geology

The Champ Property is in the Rossland-Nelson map area is within the Omineca belt. Rocks of the North American terrane include the Middle Proterozoic Windermere Supergroup and overlying Lower Cambrian Quartzite Range and Reno formations located in the southeast corner of the map area. To the west, these are structurally overlain by the north-trending Kootenay terrane consisting mainly of the Lower Paleozoic Lardeau Group and Active and Laib formations. The Slide Mountain terrane is represented in the map-area by Upper Paleozoic rocks of the Milfor Group. Early Jurassic Rossland and Ymir group rocks of Quesnellia comprise the thickest stratigraphic package, forming a broad northeast-trending belt in the central portion of the map area. Much of the map area is cut by the Middle to Late Jurassic Nelson and related intrusions, including the important Rossland monzonite.

The Rossland-Nelson map area is within the Omineca belt, a zone of variably deformed and metamorphosed Proterozoic to Tertiary rocks along the boundary between accreted terranes and ancestral North America. The Omineca belt developed in Jurassic through Early Cretaceous time as Quesnellia was thrust over marginal North American and Kootenay terrane rocks and subsequently displaced eastward by folding and thrust faulting (Price, 1981; 1986). This Mesozoic compressional deformation was followed by extensional tectonics in Eocene time (Parrish, 1995). Plutonic rocks within the Omineca belt are common, and represent magmatism associated with both compressional and extensional tectonics.

The tectonic boundary between Quesnellia and North American rocks is commonly marked by mafic volcanic rocks and associated ultramafics of the oceanic Slide Mountain terrane. South of Nelson, this boundary is defined by the Waneta and Tillicum fault systems the contact is locally obscured or cut by either Middle Jurassic Nelson batholithic rocks or Late Cretaceous intrusions.

The Rossland Group includes clastic rocks of the Archibald Formation and correlative Ymir Group, dominantly volcanic rocks of the Elise Formation and dominantly fine-grained clastic rocks of the overlying Hall Formation (Frebold and Little, 1962; Little, 1982).

The Archibald Formation comprises a succession of interbedded siltstones, sandstones and argillites with prominent sections of interbedded conglomerate. Its total exposed thickness varies from a few tens of metres of conglomerate near Patterson to more than 2,550 metres of finer grained clastic rocks near Gilliam Creek. Its contact with the overlying Elise Formation varies from abrupt to locally gradational.

The Elise Formation is mainly in sharp to gradational conformable contact with underlying sedimentary rocks of the Archibald Formation (Höy and Dunne, 1997). However, on the slopes of OK Mountain west of the town of Rossland it rests unconformably on Mount Roberts Formation. In eastern exposures it is overlain conformably by sedimentary rocks of the Hall Formation, whereas in the Rossland area the Hall Formation is missing and conglomerates of the Early Cretaceous Mount Sophie Formation unconformably overlie Elise volcanic rocks (Little, 1982; Höy and Andrew, 1991).

Plutonic rocks are extensive throughout the Nelson-Rossland area. These include mafic sills and stocks interpreted to be Early Jurassic in age and related to Elise arc magmatism, numerous Middle Jurassic batholiths and stocks, including the Silver King plutonic suite and the Nelson batholith, and a number of Late Cretaceous stocks that cut Mesozoic fabrics in the eastern part of the area. Cenozoic plutonic rocks are more abundant in western exposures and many are related to Eocene extension.

A variety of mineral deposits are spatially associated with these intrusive rocks. Deposit types include copper- gold porphyry mineralization within small Early Jurassic stocks and dikes, copper-gold vein mineralization along the margins of the Rossland monzonite, many occurrences of gold and copper skarns, porphyries associated with Nelson age intrusions, lead-zinc-silver veins of the Ymir camp along the margin of the Nelson batholith, and tungsten and gold skarns related to the Late Cretaceous intrusions. Mineralization that can be clearly related to Cenozoic plutonism is more difficult to document, although the unusual Velvet deposit may have formed during intrusion of the Eocene Coryell batholith.

A tectonic model for deposition of the Rossland Group in southeastern British Columbia and subsequent tectonic history has been presented in Höy and Dunne (1997). The Rossland Group, built on deformed and possibly imbricated Permian arc-derived clastic rocks, ophiolitic assemblages and associated sediments, and thin continental crustal rocks, is the youngest and most eastern of the volcanic arc units of Quesnellia. It is interpreted to have been deposited along the western margin of North America, thrust eastward in late Early Jurassic through Middle Jurassic time, and carried eastward with telescoping of the miogeoclinal prism through Paleocene time.

Local and Property Geology

The Champ Property is within the Nelson 1:250,000 map area (Little, 1960; 1982). There has been little more recent geological mapping in the immediate area, although to the south (Höy and Andrew, 1989) and east (Höy *et al*, 2004) both regional and detailed mapping has been done as part of a large study of the Rossland Group (Höy and Dunne, 2001).

The Champ Property area is within the immediate hangingwall of the east-dipping Slocan Lake-Champion Lake fault, a regional extensional fault that extends for more than a hundred kilometres, from just north of the United States border to at least the north end of Slocan Lake. The fault is part of a number of generally north-trending low-angle faults that represent a period of regional extension in the southern Canadian cordillera in Eocene time (Parrish, 1984; Parrish *et al.*, 1988). Considerable work by Beaudoin *et al* (1992a, 1992b) indicates that silver-lead-zinc mineralization in the historical Slocan silver camp, also located in the hangingwall of the Slocan Lake fault, is Eocene in age and related to the fault.

The Champ Property is located 25 km northeast of the Rossland gold-copper camp which produced nearly 3 million ounces of gold from Middle Jurassic age massive pyrrhotite-chalcopyrite veins (Fyles, 1984; Höy and Dunne, 2001) and approximately 20 km southwest of the Nelson camp, characterized by a number of past producing, mainly lead zinc- silver veins in Middle Jurassic intrusions and Early Jurassic metasediments and metavolcanics of the Rossland Group. A considerable part of the Champ claim area is underlain by granitic rocks, interpreted by Little (1960; 1982) to be part of the Middle Jurassic Bonnington pluton.

In 2009 a geology map was created by Hoy which covers a select part of the current area shown in Figure 5. The Champion Lake fault is exposed in road cuts west of the Champ claim and its surface trace is inferred to project just south of the claim. As noted above, it is a north-trending normal fault related to regional extension in Eocene time.

The Champ Property is underlain by several phases of dominantly “granitic” rock that intrude mainly metavolcanics of the Early Jurassic Rossland Group. The ages of these intrusive rocks are not known with certainty, nor are their relative ages. They were collectively included in the Middle Jurassic Nelson plutonic suite by Little (1960) and this correlation is preserved in this report. The following descriptions of these intrusive rocks are based on visual field observations; samples have not been analyzed or thin sectioned. Three distinctive intrusive units are differentiated: A large mass of “granodiorite” (mJb) appears to be intruded by small subcircular stock of finer grained “diorite” (mJn1) and, farther south, a massive “granite” (mJn2).

Granodiorite (mJb).

A considerable part of the Champ claim is underlain by a massive, relatively fresh “granodiorite”, referred to as the Bonnington pluton. It is typically medium to coarse grained, pale grey in colour (Plate 1). It comprises mainly white plagioclase, minor potassic feldspar, and variable amounts of quartz. Mafic minerals, hornblende and less abundant biotite, typically comprise up to 20 percent of the rock. These are usually fresh, though locally hornblende is altered to a green (chloritic) colour. Little (1960) reports accessory apatite, magnetite and titanite in the Bonnington pluton, and hand specimens are commonly slightly magnetic.

Most of this intrusive unit is massive and non-foliated. Structures in it are not common, though locally, particularly near contacts with the younger diorite intrusions, breccias (described in more detail below) are mineralized. As well, several generally north-trending dykes and faults cut this unit.

Diorite / granodiorite (mJn)

A small subcircular intrusion, approximately 400 x 500 metres in size, straddles Highway 3 in the central part of the Champ claim (Figure 5: **Known Geology**)

Due its finer grain size, and contact zone features, it is interpreted to be younger than granodiorite mJb. Diagnostic features, such as dykes of this unit cutting mJn1 were not observed.

Based on Hoy's 2009 field observations, the intrusion is interpreted to have a diorite to granodiorite composition. It is typically medium to fine grained, rarely porphyritic, and comprising mainly white feldspar (plagioclase?), variable quartz content, and minor to trace pink feldspar (orthoclase?). Hornblende ranges up to 30%. Noted accessory minerals include trace magnetite and occasionally minor disseminated pyrite.

The intrusion is commonly cut by a variety of dykes and locally, by quartz veining, breccia zones and low to relatively high angle faults. As noted below, these fault zones and associated silicification may be associated with both sulphide and gold mineralization. Xenoliths of country rock are locally common.

Several breccia zones, interpreted to be intrusive breccias, occur within this (mJn) unit. As some of these have a matrix of mJn and clasts of mJb, this unit is tentatively interpreted to be younger than, and intrusive into, the "Bonnington" pluton.

Contact zone (mJn-c)

An irregular zone of mixed intrusive rocks occurs along the northeast and southwest side of the granodiorite of mJn. It is interpreted (mainly due to work of T. Kennedy, 2005) to extend several hundred metres west of the mJn diorite (Figure 5). It typically comprises a mixture of fine to medium grained granodiorite and diorite cut by numerous dykes and fault/breccia zones.

Granite (mJg)

An elongate, east-west trending intrusion is exposed immediately south of the diorite of mJn (see Figure 5). It intrudes Rossland Group rocks in the south, and is in contact with Bonnington plutonic rocks to the east and an irregular contact zone of intrusion mJn to the north. It is well exposed in numerous prominent road outcrops along Highway 3.

The unit comprises mainly medium grained quartz, orthoclase and plagioclase with variable but typically minor biotite and hornblende. It is classified as granite, ranging in composition to quartz monzonite.

A number of northwest trending dykes cut this intrusion. As well, north to northwest trending fault shear planes and gouge are common, locally associated with brecciation and quartz-sulphide veining. As in unit mJn, country rock xenoliths and brecciation are common near the granite contacts

Rossland Group

Metasedimentary host rocks are exposed as a number of small isolated bodies in the southern part of the map area (Figure 5). Based solely on lithologies, these are interpreted to be part of the Early Jurassic Rossland Group. The Rossland Group has been subdivided into three Formations. The basal Archibald Formation comprises mainly coarse clastic metasediments. It is overlain by mafic volcanic rocks of the Elise Formation, and overlying coarse to fine metasediments of the Hall Formation. Exposures in the Champ area include thin-bedded, fine grained, commonly rusty-weathering argillaceous siltstone and argillite (lJr), and volcanic breccias, minor amphibolites and some fine grained metasedimentary rock (lJe). These are cut by numerous dykes, and a considerable part of area mapped as Rossland Group comprises dyke material

Mineralization and Structure

Mineralization on the Champ Property, and on immediately adjacent claims that comprise the Champion Creek property, has several styles of mineralization, including narrow massive sulphide veins carrying gold values, and minor though variable copper, lead or zinc, and elevated arsenic content. These commonly occur in metasedimentary or metavolcanic rocks, mainly southeast of the Champ claim (e.g., Dirty Jack showing). A second style of mineralization includes quartz veining and stockwork zones with gold values, and commonly occurring in granitic or more mafic intrusive rocks. These are often associated with north to northwest-trending, steeply dipping structures, and locally have evidence of relatively high-level emplacement, such as breccia textures, cavities and

druse quartz. Hence, it is significant that the textures and styles of mineralization in the two main mineral occurrence types reflect significantly different structural levels of development.

The mineralization on the Champ Property consists mainly of quartz veining, typically associated with northerly trending structures, and comprising quartz with variable but generally minor arsenopyrite, galena, sphalerite and/or chalcopyrite. These north-trending structural zones are commonly associated with late dykes of variable composition and probable Eocene age. Veins within these zones are generally discontinuous and may locally form stockwork zones that extend several tens of metres in length (Kennedy, 2005). Veins of more massive sulphides are less common, occurring within the central diorite/granodiorite unit or in immediate host rocks. They also appear to be structurally controlled and are comprised of quartz with more massive pyrite and arsenopyrite.

Intrusive breccias

Several zones of brecciation that appear associated with magma intrusion are also noted on the Champ claim; their location is shown in Figure 5. They occur preferentially within the central diorite / granodiorite stock or the granitic stock to the south. An intrusive breccia, exposed on the road cut at station H54 is associated with a shallow dipping, mafic (Tertiary?) dyke approximately 2 metres wide. The dyke grades into a marginal zone characterized by subrounded clasts of both units mJn and mJb in a matrix of the mafic dyke. A similar breccia, also associated with a late mafic dyke, occurs nearly 500 metres to the southwest (Station H58). Several hundred metres to the south (Station H95, Figure 3a) a breccia occurs near the contact of the diorite (mJn) and host? granodiorite (mJb). Subrounded clasts of both these units occur within a dark fine grained matrix, either recrystallized country rock (Rosslund Group?) or possibly a mafic Tertiary dyke. Although these breccia bodies are commonly associated with Tertiary dykes, it is suggested that the dykes followed pre-existing magmatic breccias developed in the carapace of the diorite (mJn) intrusion. They are commonly shallow dipping, in contrast to the more steeply dipping Tertiary structures, and at least one has an older “granitic” matrix. Mineralization, mainly quartz-carbonate veining with minor sulphides, that is locally associated with these breccias probably developed during later Tertiary faulting and dyke emplacement, rather than during initial pluton intrusion.

MINFILE Showings Located on the Property

There are two Minfile Showings on the Champ Property (Champ and Dirty Jack, see Figure 2).

The Champ showing mineralization (Minfile No. 82FSW388) includes quartz veining and stockwork zones with gold values, and commonly occur in granitic or more mafic intrusive rocks. These are often associated with north- to northwest-trending, steeply dipping structures, and locally have evidence of relatively high-level emplacement, such as breccia textures, cavities and druse quartz. Veins consist of quartz with variable but generally minor arsenopyrite, galena, sphalerite and/or chalcopyrite. Hand samples of vein material have returned values up to 3353 parts per billion gold (Hoy 2009).

The Dirty Jack showing (Minfile No. 82FSW389), mineralization occurs as massive sulphide fractures and disseminations associated with carbonate slips and hairline fractures occurring in variably calc-silicate-altered rocks with weak sericitic alteration halos. Massive sulphides are composed of pyrrhotite, pyrite, sphalerite, chalcopyrite, and carry gold values, with minor though variable copper, lead or zinc, and elevated arsenic content. In 2007 a rock geochemical survey was conducted returning up to 5157.0 parts per billion gold (sample CH07-23; Assessment Report 30118).

Figure 5: Known Geology

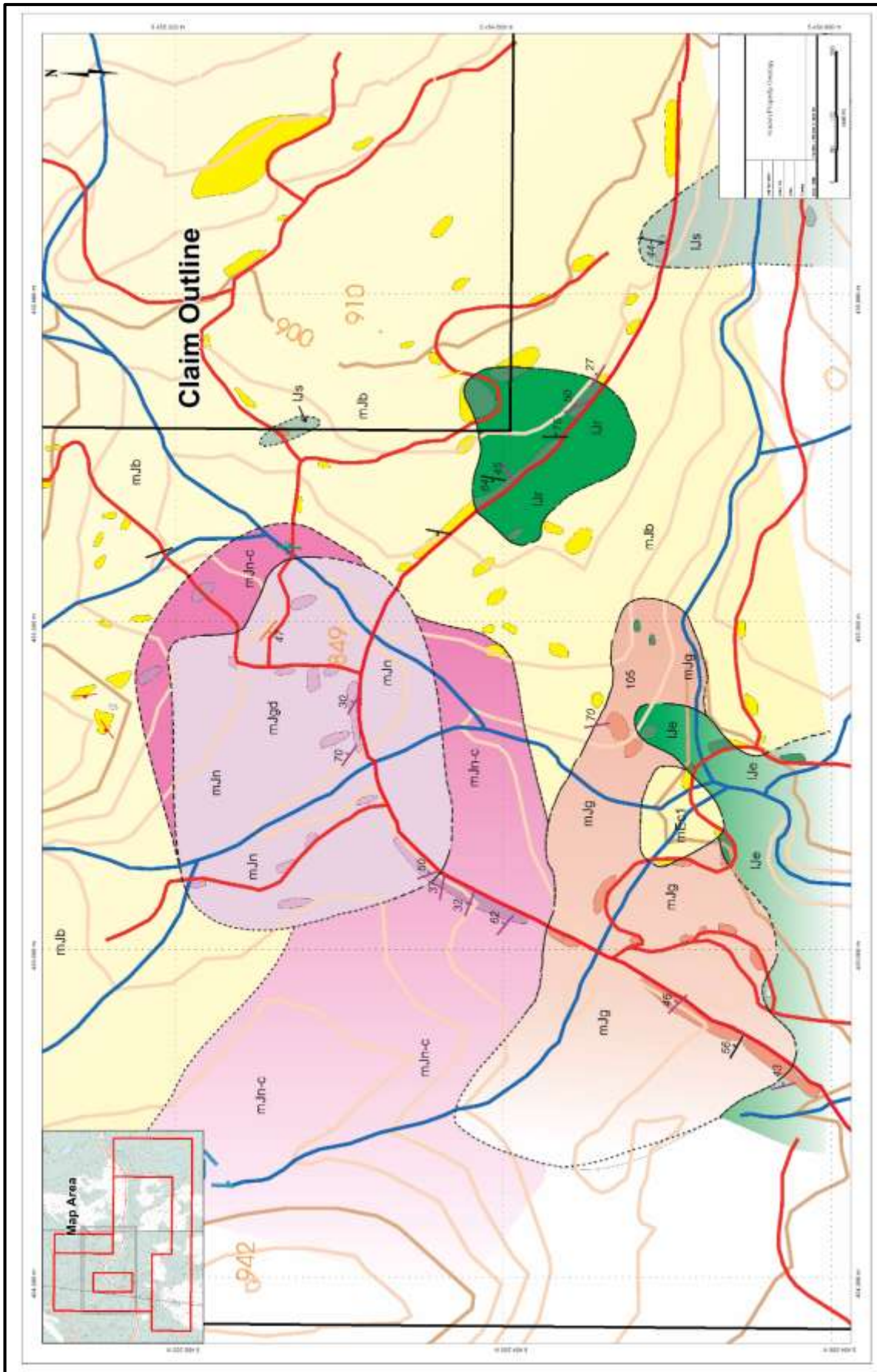
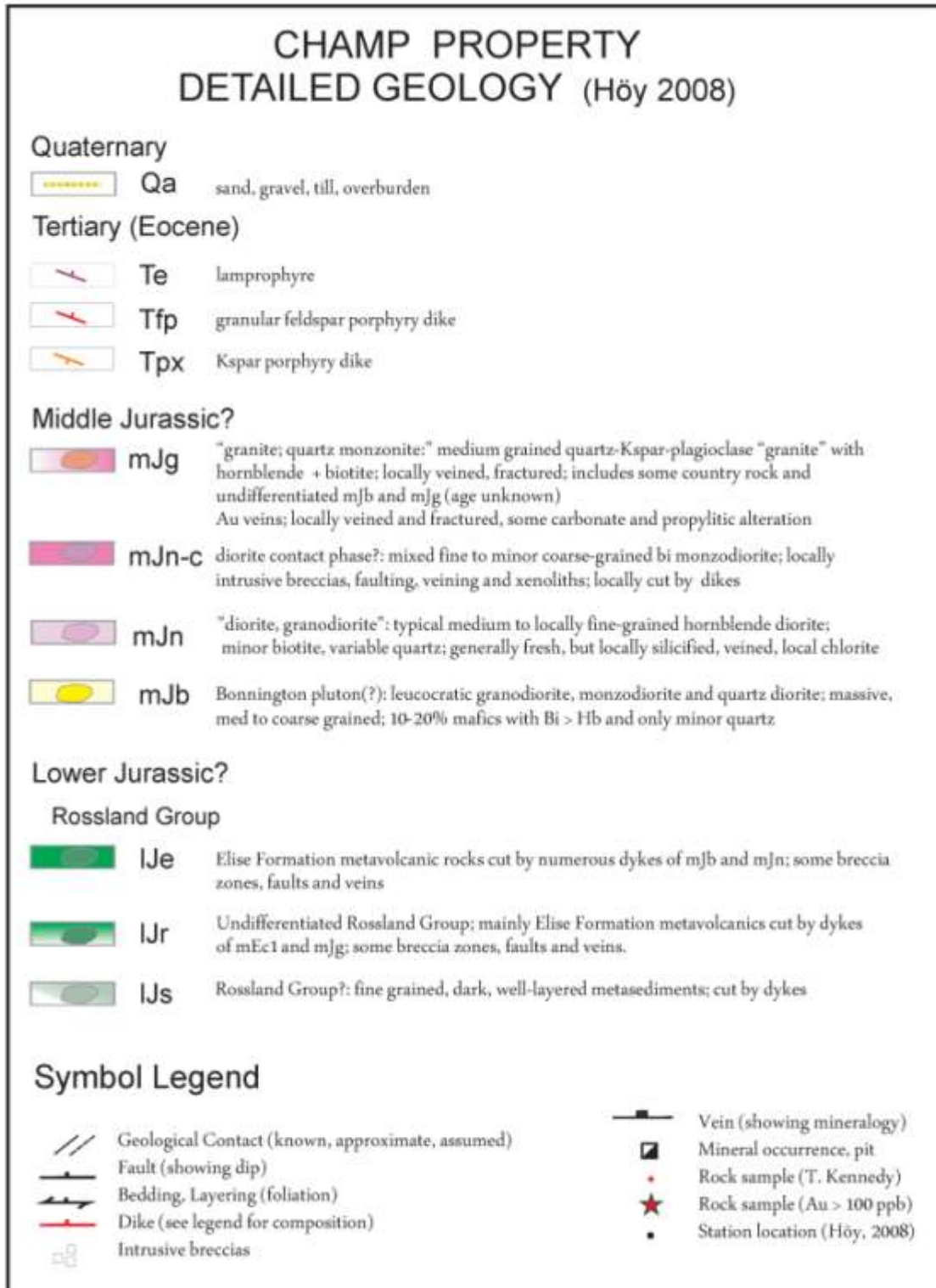


Figure 6: Known Geology Legend



Deposit Types

The following deposit models are applicable to the Rossland-Nelson Area

1. Porphyry Cu (Mo-Au) Model
2. Rossland Gold Copper Vein Model
3. Gold Bearing Skarns

Porphyry Cu (Mo-Au) Model

Porphyry Cu (Mo-Au) deposits are probably the most well understood class of magmatic-hydrothermal ore deposits. One of the fundamental tenets of the modern porphyry Cu (Mo-Au) model is that ore fluids are relatively oxidized, with abundant primary magnetite, hematite, and anhydrite in equilibrium with hypogene Cu-Fe sulphide minerals (chalcopyrite, bornite) and the association of porphyry Cu deposits with oxidized I-type or magnetite-series granitoids. The Porphyry Cu (Mo-Au) model has been proposed for the Red Mountain area and may be applicable to the Champ Property area.

Rossland Gold Copper Veins Model

The Rossland Gold-Copper Veins are an example of a vein-type mineralization model. A vein-type deposit is a fairly well defined zone of mineralization, usually inclined and discordant, and is typically narrow compared to its length and depth. Most vein deposits occur in fault or fissure openings or in shear zones within country rock. A vein deposit is sometimes referred to as a (metalliferous) lode deposit. A great many valuable ore minerals, such as native gold or silver or metal sulphides, are deposited along with gangue minerals, mainly quartz and/or calcite, in a vein structure. As hot (hydrothermal) fluids rise towards the surface from cooling intrusive rocks (magma charged with water, various acids, and metals in small concentrations) through fractures, faults, brecciated rocks, porous layers and other channels (like a plumbing system), they cool or react chemically with the country rock. Some metal-bearing fluids create ore deposits, particularly if the fluids are directed through a structure where the temperature, pressure and other chemical conditions are favourable for the precipitation and deposition of ore (metallic) minerals. Moving metal-bearing fluids can also react with the rocks they are passing through to produce an alteration zone with distinctive, new mineralogy. The origin of copper-gold-silver veins at the Velvet Mine in the Property is not well understood. These veins may have formed along structures related to Middle Jurassic thrust faults marginal to ophiolitic crustal and/or mantle lithologies. It is possible that the veins are related to extension during emplacement of the Middle Eocene Coryell intrusions. Their dominant north-south orientation is parallel to Coryell dikes. Furthermore, the pervasive alteration of the Coryell rocks adjacent to ultramafic rocks that host the veins suggests a syn- to post-Coryell age. However, it is possible that this alteration is simply a contact altered phase of the Coryell, unrelated to mineralization (Höy, P.E. Dunne, 2001).

Gold Bearing Skarns

Gold-dominant mineralization genetically associated with a skarn is often intimately associated with bismuth (Bi) or Au-tellurides, and commonly occurs as minute blebs (<40 microns) that lie within or on sulphide grains. The vast majority of Au skarns are hosted by calcareous rocks (calcic subtype). The much rarer magnesian subtype is hosted by dolomites or Mg-rich volcanics. On the basis of gangue mineralogy, the calcic Au skarns can be separated into either pyroxene-rich, garnet-rich or epidote-rich types; these contrasting mineral assemblages reflect differences in the host rock lithologies as well as the oxidation and sulphidation conditions in which the skarns developed. Most Au skarns form in orogenic belts at convergent plate margins. They tend to be associated with syn- to late island arc intrusions emplaced into calcareous sequences in arc or back-arc environments (Ray G.E., 1997).

Exploration

66 Resources Corp. undertook an exploration program from September 18 to October 11, 2017. The program consisted of the collection of 663 soil samples on separate two grids and the collection of 14 rock samples.

Soil Geochemistry: North Grid

Gold in soil identifies several elevated values, with 3 samples ranging from 41-92 ppb Au, and another grouping of 2 samples ranging from 71-104 ppb Au. Gold shows a correlation with silver in soils. The bedrock locations of these anomalies not been sampled and require follow-up exploration. A 50-ppb gold in soil anomaly coincides with rock chip sample 257625 which returned 357 ppb Au and 12.7 ppm Ag. Two soil samples ranging from 11-61 ppb Au are located 150 meters southwest of rock sample 257625 and considered to be a priority target (Figure 7).

Arsenic Values of 66-242 ppm As occur as a grouping of 4 elevated soil samples. This anomalous arsenic in soil zone coincides with a 1-5 meter wide zone of intermediate to mafic composition dykes and sills. As there are no coincident Au, Ag, or Cu anomalies present is not considered an important target Figure 7.

Elevated silver values in soil samples reflect areas of anomalous silver present in rock chip samples particularly samples 257630: 711 ppb Au, 14.3 ppm Ag and 257625: 357 ppb Au and 12.7 ppm Ag, with the nearby soil sample returning a value of 3.1 ppm Ag. These two Ag soil anomalies as well as 2 other Ag soil anomalies are located 100 and 250 meters north of Highway 3 are considered important targets for follow-up exploration based on the positive correlation with elevated Ag in soil and Au & Ag in rock chip samples.

Soil Geochemistry: South Grid

Gold: In the south grid, elevated gold in soil with values ranging from 53-60 ppb has a moderate correlation with copper and a minor correlation with zinc, silver, and arsenic. The south grid has potential for polymetallic Cu-Zn-Ag-Au mineralization as evidenced by gold present in rock samples 257632, 257633, and 257635 which returned 52-171 ppb Au. (Figure 7).

Arsenic: in the south grid area, arsenic in soil does not correlate well with Au in soil. Arsenic in rock chip samples are also not associated with gold values in rock samples. The erratic distribution of elevated arsenic in soil with 4 values ranging from 144-424 ppm As do not follow identifiable patterns and, as with the north soil grid, arsenic in soil is not considered to be a pathfinder for bedrock base and precious metal mineralization Figure 8).

Rock Samples

The 3 rock samples from the roadcut range in value from 52-171 ppb Au, 3.2-3.9 ppm Ag, 464-848 ppm Cu, and 810-4360 ppm Zn. The close proximity of anomalous soil samples containing elevated silver, as well as copper, zinc to the rock sample locations suggest this zone is a high priority target for polymetallic mineralization. Follow - up work is required.

Figure 7: Gold in Soils

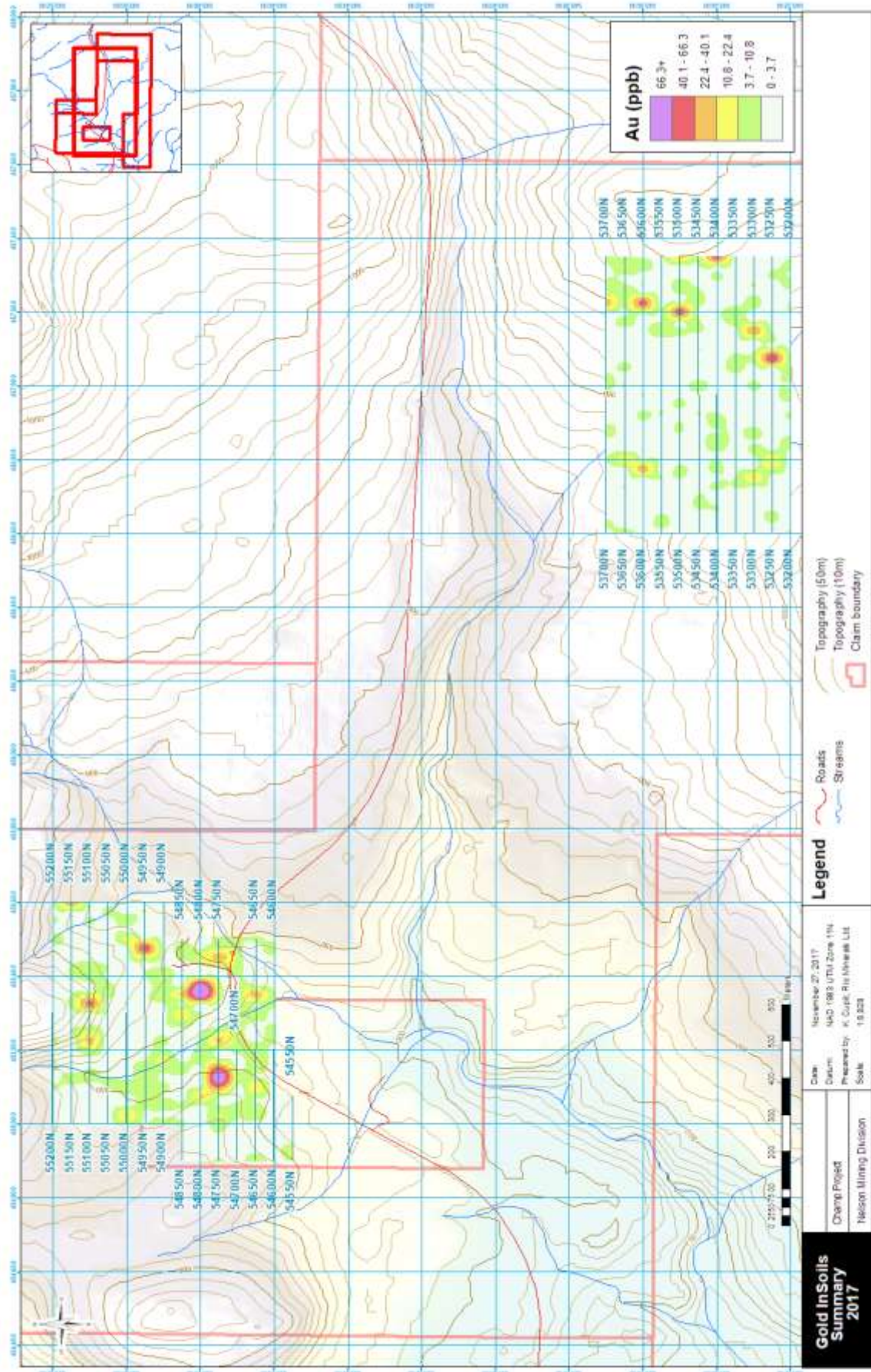
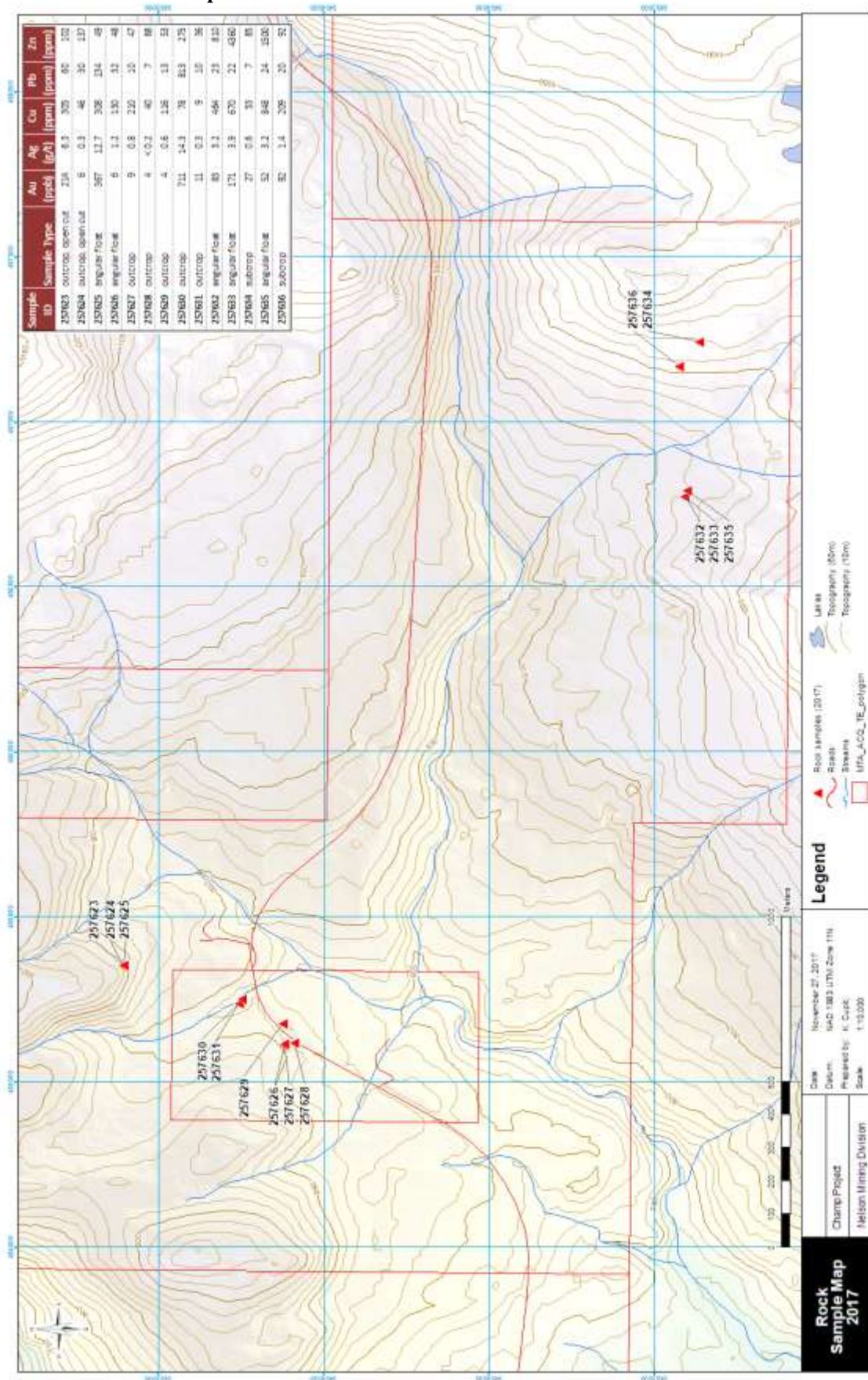


Figure 9: Gold in Rock Sample



Sampling Preparation, Analysis, and Security

The 66 Resources Corp. soil and rock sampling program was carried out of the town of Castlegar, BC which is located 5 kilometres to the north of the Champ Property. Access to the Champ Property was gained via four-wheel drive truck and ATV. The crew consisted of two soil samplers and one experienced geologist.

Sample information was collected at each site and recorded. A sample description was completed for each sample in the field, with categories such as sample number, location, sample type, color, depth, texture, photographed etc. In addition, the local site environment was described and the regional setting. This data was transferred from the field sheets to a portable computer in camp. All sampling was performed according to industry standards.

A total of 663 soil samples were taken on the Champ Property during the 2017 programme. Soil samples were taken along the grid lines every 25 metres from the B Horizon from a consistent depth of 35 cm with a shovel and spoon. The soil was placed in standard Kraft soil sample bags and labeled with the last five digits of their relative NAD 83 grid location, example – 54900N 54600E.

The grid lines were located by GPS then compassed and chained for accuracy.

The soil samples were dried and placed in marked poly bags which were then zap-strapped, placed in marked rice bags, double zap-strapped, and shipped directly via courier to Activation Laboratories Ltd. in Kamloops, BC (“Activation Laboratories”) (an accredited laboratory ISO 9001:2008). Activation Laboratories (ISO/IEC 17025) is accredited (Lab 790) by the Standards Council of Canada. Activation Laboratories is also an accredited analytical laboratory pursuant to NI 43-101. Activation Laboratories is independent of the Issuer and the Author.

Rock samples were placed in marked poly bags which were then zap-strapped, placed in marked rice bags, double zap-strapped, and shipped directly via courier to Activation Laboratories in Kamloops, BC. All the soil and the rock samples underwent a 39 element ICP OES 30g, and Fire assays with AA finish for gold at Activation Laboratories.

A witness sample of each rock sample has been retained as is available for viewing. All rock sample data has been recorded in an excel spread sheet and is available for viewing.

A QA/QC program was not undertaken. The Author cannot comment on the quality control measures that may or may not have been taken by other companies during previous sampling programs that are discussed in the history section of this report. The Author does not see any reason to question the quality, accuracy and security of the historical data.

There was no bias in the sampling program completed by 66 Resources Corp. during the Champ Property exploration program. The author is satisfied the adequacy of sample preparation, security, and analytical procedures employed on 2017 Champ exploration program.

At the current stage of exploration, the geological controls and true widths of mineralized zones are not known and the occurrence of any significantly higher-grade intervals within lower grade intersections has not been determined.

At this early prospective stage of the project, quality control was not undertaken. The laboratories used for sample analysis are accredited and have their own Quality Control and Quality Assurance protocols for sample preparation and assaying.

Data Verification

The author is satisfied with adequacy of sample preparation, security, and the analytical procedures used in the collection of the 66 Resources Corp. sampling program on the Champ Property. The author is of the opinion that the description of sampling methods and details of location, number, type, nature, and spacing or density of samples collected, and the size of the area covered are all adequate for the current stage of exploration for the Champ Property.

The Author examined the Champ Property on October 4, 2017 and examined several locations on the Champ Property to determine the overall geological setting.

The Author took samples on the visit from five locations and these were delivered to Activation Laboratories. All samples underwent assay package 1E3 which includes 36 element ICP-OES analysis and Gold Fire Assay ICP-OES code 1A2-ICP.

Table 4: Author Collected Sample

Sample No	Nad83E	Nad83N	Zone	Comments	Resample
C17-01	455355	5455109	11	Adit Sample, 50 cm chip, ~10 cm thick vein, with minor banding, <1% blebs of pyrite. Adit looks 1.5x1.5 x15 in size,	257623
C17-02	455356	5455106	11	Grab Sample Slag heap, baked? Minor pyrite.	
C17-03	455235	5454755	11	Diorite, Trace Arsenio pyrite, fault at 142 ac dipping 60	257631
C17-04	455124	5454618	11	Baked Diorite, chlorite? Py plebs, slightly magnetic 1-6% py, grab	257629
C17-05	456790	5453401	11	Massive sulphide angular float, slightly magnetic, light gray and 10-15 pyrite...	257623

Table 5: Select Author Collected Assays

No.	Au ppb	Ag ppm	Cu ppm	Pb ppm	As ppm	Co ppm	Cr ppm
C17-01	1060	15.3	321	206	1850	58	9
C17-02	53	2.2	43	32	84	15	10
C17-03	273	11.5	27	299	900	2	9
C17-04	4	0.6	119	19	8	19	29
C17-05	955	4.1	891	15	43	28	7

See Page 28 of the Technical Report (Figure 9) for the original assays taken by the Issuer. The Author resampled 22% of the outcrops sampled by the Issuer and the results confirm the presence of mineralization as originally sampled during the 2017 exploration program.

Mineral Processing and Metallurgical Testing

This is an early-stage exploration project and to date no metallurgical testing has been undertaken.

Interpretation and Conclusions

The Champ Property is underlain by a several phases of probable Middle Jurassic plutonism, including the Bonnington batholith and younger stocks that appear related to the Nelson plutonic suite. These younger stocks are intermediate to granitic in composition, subcircular in shape, and are locally brecciated in their more brittle carapaces. North to northwest trending faulting, possibly related to the north trending Champion Lake fault, cuts

these units. These faults and structures are commonly marked by Tertiary dykes and locally associated with quartz-sulphide gold veining, as described by Kennedy (2005).

Several styles of gold and gold-sulphide mineralization have been discovered, related to either emplacement of the intermediate Middle Jurassic stocks or to the late Tertiary-age extensional faulting and related dykes.

Structures and intrusion-hosted mineralization related to the middle Jurassic plutons include magmatic and possible hydrothermal breccias in the more brittle carapaces and veins that contain quartz with locally massive sulphides such as arsenopyrite, pyrite/pyrrhotite, chalcopyrite, galena and/or sphalerite. These veins have characteristics that are similar to the Rossland massive sulphide veins: association with more mafic phases of the Nelson plutonic suite, gold-copper-lead-zinc-arsenic tenor, structural control, and development in and surrounding the apices of small (mid-level?) intrusions. On the Champion Creek Property, they are more conspicuous in the claims located southeast of the Champ Property.

Quartz veining, with minor sulphides and gold values, is associated with many generally north to northwest trending fault structures on the Champ Property. These structures cut all units and commonly have Tertiary age dykes associated with them. In contrast with the earlier, more sulphide-rich veins, these quartz veins/fracture zones have features indicating much higher levels of emplacement: brittle structures, locally stockwork style mineralization, open spaces and druse quartz.

The mineralization may be related to regional extension that occurred throughout southern British Columbia in middle Eocene time. The Champ Property is in the immediate hangingwall of the Slocan Lake-Champion Lake fault, a major north-trending, east-dipping extensional fault of Eocene age that is argued to locally control the distribution of some base and precious metal mineralization, including the Slocan silver camp at Sandon (Beaudoin, 1992).

Based on the review of the historical data and results of the present study, it is concluded that the Champ Property is a property of merit and possesses good potential for the discovery of gold mineralization.

Recommendations

Based on the limited amount of work done on the Champ Property, and adjacent claims comprising the Champ Property, and on the discovered gold targets, more work on the Champ Property is warranted:

The soil survey, restricted to a small part of the claim group needs to be expanded to encompass all areas of known mineralization.

An airborne geophysical survey should help define regional structures related to Tertiary extension and related Tertiary mineralization. These airborne EM/magnetic surveys should also help locate and define Jurassic stocks that may be related to massive sulphide Rossland style veins.

Follow-up ground geophysical surveys (ground magnetics) will help further define and localize controlling structures. And geological mapping should be extended to cover a larger part of the claim group.

In the Qualified Person's opinion, the character of the Champ Property is sufficient to merit the following work program:

The suggested work program includes a compilation of all historical geological, geophysical, and geochemical data available for the Champ Property, and the rendering of this data into a digital database in GIS formats for further interpretation.

This work will include georeferencing historical survey grids, samples, trenches, geophysical survey locations, and detailed Champ Property geological maps.

In order to continue to evaluate the economic potential of the Property, a program of property mapping, trenching, and ground geophysics is warranted. The expected cost of the program is \$100,265 CDN.

Table 6: Proposed Budget

Item	Unit	Rate	Number of Units	Total (\$)
Creation of GIS Database	Lump Sum	\$7,500	1	\$ 7,500
Geological mapping and Prospecting 2 person crew	days	\$950	16	\$ 15,200
Geophysical Survey	line-km	\$1,000	30	\$ 30,000
Geologist	days	\$750	16	\$ 12,000
Assaying rock samples	sample	\$32	250	\$ 8,000
Accommodation and Meals	days	\$150	48	\$ 7,200
Vehicle 1 truck	days	\$150	15	\$ 2,250
Supplies and Rentals	Lump Sum	\$1,500	1	\$ 1,500
Reports	Lump Sum	\$7,500	1	\$ 7,500
		Subtotal		\$ 91,150
Contingency (10%)				\$ 9,115
TOTAL (CANADIAN DOLLARS)				\$ 100,265

End of Extract from the Technical Report.

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds to the Issuer from the sale of the Shares offered hereby will be \$450,000. The estimated net proceeds from the Offering available to the Issuer at the closing of the Offering, after deducting the Corporate Finance fee of \$25,000, the Agent's Commission of \$36,000 (plus additional taxes) and the remaining expenses of the Offering, estimated at \$48,528, is \$340,472.

	Offering (\$)
Net Proceeds	340,472
Estimated unaudited working capital (deficiency) as at April 30, 2018	(243)
Total Funds Available	340,229

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

Use of Proceeds	Offering (\$)
Recommended Exploration Program on the Champ Property ⁽¹⁾	100,265
General and administrative expenses of the Issuer for one year ⁽²⁾	124,800
Unallocated Working Capital ⁽³⁾	115,164
Total	340,229

(1) The Technical Report recommends an exploration program on the Champ Property with the next phase of the work program being contingent on the success of the Recommended Exploration Program. Upon completion of the Offering, the Issuer will not have sufficient funds available to conduct further Exploration Expenditures and will be required to raise additional funds in order to do so. The Issuer is unable to guarantee that it will successfully raise the necessary funds to for further Exploration Expenditures. See "*Description of the Business – Extract from the Technical Report – Recommendations*" for details of the Recommend Exploration program.

(2) The estimated general and administrative expenses of the Issuer for a period of 12 months from the completion of the Offering are made up of the following:

	Monthly (\$)	Annual (\$)
Legal	750	9,000
Audit	1,000	12,000
Rent	1,500	18,000
Office and miscellaneous	500	6,000
Travel and promotion	500	6,000
Transfer agent	500	6,000
CSE monthly listing fees	650	7,800
CEO fees	3,500	42,000
Miscellaneous	350	4,200
Bookkeeping, financial statements, quarterly disclosure	850	10,200
Annual filing fees	<u>300</u>	<u>3,600</u>
Total	10,400	124,800

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

The Issuer intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons, a reallocation of funds may be necessary in order for the Issuer to

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

Negative Cash Flow from Operations

The Issuer had a deficit from operations of \$99,288 for the period from incorporation on May 31, 2017 to November 30, 2017 and a deficit of \$216,537 for the three months ended February 28, 2018. The Issuer anticipates that, as a junior mineral exploration company, it will continue to have negative operating cash flow in the future and the amount allocated for general working capital to fund ongoing operations in the use of funds table above will be used to fund such negative operating cash flow. See also "*Risk Factors – No History of Earnings*".

Business Objectives and Milestones

The Issuer's business objectives are to complete the Offering, list on the CSE and complete the Recommended Exploration Program on the Champ Property. The cost to complete the Offering is estimated at \$48,528. The cost of covering administrative costs for the first 12 months following listing is estimated at \$124,800. The Issuer's business objective of completing the Recommended Exploration Program on the Champ Property at a cost of \$100,265 is scheduled for completion no later than September 2018.

Event

Complete the Offering
Listing on the CSE
To carry out the Recommended Exploration Program on the Champ Property

Time Frame

90 days from the date of the Issuer's final Prospectus.
On closing of the Offering
On closing of the Offering and subject to onsite spring conditions and in any event by September 2018

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

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

The Issuer intends to spend a significant portion of the funds available to it on the Champ Property, as stated in this Prospectus. There may be circumstances however, where, for sound business reasons, a reallocation of funds may be necessary.

Unallocated funds from the Offering will be included in the working capital of the Issuer.

DIVIDEND RECORD AND POLICY

The Issuer has not declared any dividends or made any distributions since incorporation. The Board may declare dividends at its discretion but does not anticipate paying dividends in the near future.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three months ended February 28, 2018

OVERVIEW

The Management Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited financial statements and notes thereto for the period February 28, 2018 and the notes thereto of the Issuer which were prepared in accordance with International Financial Reporting Standards.

This MD&A may contain forward-looking statements in respect of various matters including upcoming events. The results or events predicted in these forward-looking statements may differ materially from the actual results or events. The Issuer will update or revise any forward-looking statements, whether as a result of new events, circumstances and information, future events or otherwise that are reasonably likely to cause actual results to differ materially from information previously disclosed to the public in compliance with the continuous disclosure obligation of the Issuer.

DESCRIPTION OF BUSINESS

The Issuer was incorporated on May 31, 2017 under the laws of British Columbia. The address of the Issuer's corporate office and its principal place of business is 200 – 551 Howe Street, Vancouver, British Columbia, V6C 2C2, Canada.

The Issuer's principal business activities include the acquisition, exploration and development of the Champ Property. The Issuer's future performance depends on, among other things, its ability to discover and develop ore reserves at commercially recoverable quantities, the prevailing market price of commodities it produces, the Issuer's ability to secure required financing, and in the event ore reserves are found in economically recoverable quantities, the Issuer's ability to secure operating and environmental permits to commence and maintain mining operations.

EXPLORATION PROJECT

Pursuant to an option agreement (the "Agreement") dated August 24, 2017, the Issuer was granted an option to acquire a 100% undivided interest in the Champ Property (the "Property") located in the Greenwood Mining District of British Columbia.

In accordance with the Agreement, the Issuer has the option to acquire a 100% undivided interest in the Property by issuing a total of 300,000 Shares to the optionor and making a payment of \$10,000. The cash payment has been made and the Shares will be issued no later than 15 days after the Shares are listed, posted and called for trading on the CSE.

The optionor retains a 2% Net Smelter Return royalty on the Property. The Issuer has the right to purchase the first 1% of the royalty for \$1,000,000 and the remaining 1% for \$1,000,000 at any time during the five year period starting from the commencement of commercial production on the Property.

During the three month period ended February 28, 2018, the Issuer did not incur any exploration expenditures.

OPERATIONS

During the three month period ended February 28, 2018, the Issuer reported a net loss of \$117,249. Included in the determination of operating loss was \$7,500 spent on management fees, \$2,700 on professional fees, \$9,240 on transfer agent and filing fees, \$3,515 on rent and \$506 on office and miscellaneous costs. The Issuer also incurred a stock based compensation of \$93,988.

SUMMARY OF QUARTERLY RESULTS

Since inception, the Issuer has not prepared quarterly interim financial statements prior to the financial statements for the three months ended February 28, 2018. As a result, the Issuer is unable to provide a summary of quarterly results.

LIQUIDITY AND CAPITAL RESOURCES

The Issuer's cash and cash equivalents at February 28, 2018 were \$37,536.

OFF-BALANCE SHEET ARRANGEMENTS

The Issuer has not entered into any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

The Issuer has incurred the following key management personnel cost from related parties:

	Period ended February 28, 2018
	\$
Management fees	7,500
Share-based payments	93,988
Total	101,488

The Issuer has an outstanding balance for management fees as at February 28, 2018 in the amount of \$18,375 which is included in accounts payable.

Management fees and Share-based payments were incurred from the Chief Executive Officer of the Issuer and a Issuer owned by the Chief Executive Officer. Key management includes directors and key officers of the Issuer, including the Chief Executive Officer and Chief Financial Officer.

COMMITMENTS

The Issuer is committed to Share issuances in connection with the acquisition of its mineral property claims.

During the period, the Issuer signed an engagement letter with Canaccord Genuity Corp. (the "Agent") whereby the Agent has agreed to raise on commercially reasonable efforts up to \$400,000 in an initial public offering ("IPO") by the issuance of up to 2,000,000 Shares at a price of \$0.20 Share. The Agent has agreed to amend the engagement letter at the time the Agency Agreement is signed whereby the Agent has agreed to raise \$450,000 in an IPO by the issue of 3,000,000 Shares at a price of \$0.15 per Share.

Pursuant to the terms of the engagement letter, the Issuer has agreed to pay to the Agent a commission of 8% of the gross proceeds of the IPO. The Issuer has also agreed to grant to the Agent warrants (the "Agent's Warrants") which will entitle the Agent to purchase up to 8% of the Shares sold under the IPO, at a purchase price that is equal to the price per Share offered in the IPO. The Agent's Warrants are exercisable until twenty four (24) months from

the date the Shares are listed on the CSE. In addition, the Issuer has agreed to pay a corporate finance fee of \$25,000. In addition, the Issuer will pay the Agent's legal fees incurred pursuant to the IPO, and any other reasonable expenses of the Agent.

During the period, the Issuer authorized the grant of 700,000 Stock Options to the directors and officers of the Issuer at an exercise price of \$0.20 per Share for a period of ten years from the date of grant. On February 22, 2018 the number of Stock Options was reduced to 665,000. The grant of the Stock Options is effective on the first trading day of the Issuer's Shares on the CSE.

SUBSEQUENT EVENTS

On April 6, 2018, 600,000 of 1,600,000 Shares issued at a price of \$.005 were returned to treasury for cancellation and the issue price of the remaining 1,000,000 Shares was adjusted to \$0.008 per Share.

On April 19, 2018 the exercise price of the 665,000 stock options was reduced to \$0.15 per Share.

NEW ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

Effective for annual periods beginning on or after January 1, 2018

IFRS 2 Share-based Payment

The amendments clarify the classification and measurement of share-based payment transactions.

IFRS 9 Financial Instruments – Classification and Measurement

IFRS 9 is the first step in the process to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 introduces new requirements for classifying and measuring financial assets and liabilities and carries over from the requirements of IAS 39.

IFRS 15 Revenue from Contracts with Customers

IFRS 15 is a new standards which supersedes *IAS 11 – Construction Contracts*, *IAS 18 – Revenue*, *IFRIC 13 – Customer Loyalty Programmes*, *IFRIC 15 – Agreements for the Construction of Real Estate*, *IFRIC 18 – Transfers of Assets from Customers*, and *SIC 31 – Revenue – Barter Transactions Involving Advertising Services*. IFRS 15 establishes a comprehensive five-step framework for the timing and measurement of revenue recognition.

The Issuer does not expect the adoption of these standards and interpretations to have a significant impact on the financial statements of the Issuer.

Effective for annual periods beginning on or after January 1, 2019

New standard IFRS 16 Leases

IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties of a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model.

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

For the period from incorporation on May 31, 2017 to November 30, 2017

OVERVIEW

The Management Discussion and Analysis (“MD&A”) should be read in conjunction with the audited financial statements and notes thereto for the period ended November 30, 2017 and the notes thereto of the Issuer which were prepared in accordance with International Financial Reporting Standards.

This MD&A may contain forward-looking statements in respect of various matters including upcoming events. The results or events predicted in these forward-looking statements may differ materially from the actual results or events. The Issuer will update or revise any forward-looking statements, whether as a result of new events, circumstances and information, future events or otherwise that are reasonably likely to cause actual results to differ materially from information previously disclosed to the public in compliance with the continuous disclosure obligation of the Issuer.

DESCRIPTION OF BUSINESS

The Issuer was incorporated on May 31, 2017 under the laws of British Columbia. The address of the Issuer’s corporate office and its principal place of business is 200 – 551 Howe Street, Vancouver, British Columbia, V6C 2C2, Canada.

The Issuer’s principal business activities include the acquisition, exploration and development of the Champ Property. The Issuer’s future performance depends on, among other things, its ability to discover and develop ore reserves at commercially recoverable quantities, the prevailing market price of commodities it produces, the Issuer’s ability to secure required financing, and in the event ore reserves are found in economically recoverable quantities, the Issuer’s ability to secure operating and environmental permits to commence and maintain mining operations.

EXPLORATION PROJECT

Pursuant to an option agreement (the “Agreement”) dated August 24, 2017, the Issuer was granted an option to acquire a 100% undivided interest in the Champ Property (the “Property”) located in the Greenwood Mining District of British Columbia.

In accordance with the Agreement, the Issuer has the option to acquire a 100% undivided interest in the Property by issuing a total of 300,000 Shares to the optionor and making a payment of \$10,000. The cash payment has been made and the Shares will be issued no later than 15 days after the Shares are listed, posted and called for trading on the CSE.

The optionor retains a 2% Net Smelter Return royalty on the Property. The Issuer has the right to purchase the first 1% of the royalty for \$1,000,000 and the remaining 1% for \$1,000,000 at any time during the five year period starting from the commencement of Commercial Production on the Property.

During the period from the date of inception on May 31, 2017 to November 30, 2017 the Issuer spent \$10,000 to acquire the Champ Property and incurred \$87,828 net of GST on exploration expenditures. The principal amounts are as follows:

Personnel	\$25,200.00
Office Studies	\$8,500.00
Geochemical Surveying	\$19,192.60
Project Preparation	\$950.00
Transportation	\$8,646.14
Accommodation and food	\$7,200.00
Petrographic Analysis	\$417.00
Equipment Rentals	\$1,552.05
Freight Samples	\$533.67
Management	\$5,637.01
Technical report	\$10,000

OPERATIONS

During the period from the date of its inception on May 31, 2017 to November 30, 2017, the Issuer reported a net loss of \$99,288. Included in the determination of operating loss was \$15,000 spent on management fees, \$19,964 on professional fees, \$187 on bank charges, \$6,854 on rent and \$1,283 on office and miscellaneous costs. The Issuer also incurred a stock based compensation charge of \$56,000.

SUMMARY OF QUARTERLY RESULTS

Since inception, the Issuer has not prepared quarterly interim financial statements. As a result, the Issuer is unable to provide a summary of quarterly results.

LIQUIDITY AND CAPITAL RESOURCES

The Issuer's cash and cash equivalents at November 30, 2017 were \$64,126.

OFF-BALANCE SHEET ARRANGEMENTS

The Issuer has not entered into any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

The Issuer has incurred the following key management personnel cost from related parties:

	Period ended November 30, 2017
	\$
Management fees	15,000
Share-based payments	56,000
Total	71,000

The Issuer has an outstanding balance for management fees as at November 30, 2017 in the amount of \$10,500 which is included in accounts payable.

Management fees and share-based payments were incurred from the Chief Executive Officer of the Issuer and a Issuer owned by the Chief Executive Officer. Key management includes directors and key officers of the Issuer, including the Chief Executive Officer and Chief Financial Officer.

COMMITMENTS

The Issuer is committed to common share issuances in connection with the acquisition of its mineral property claims.

SUBSEQUENT EVENTS

Subsequent to November 30, 2017, the Issuer signed an engagement letter with Canaccord Genuity Corp. (the "Agent") whereby the Agent has agreed to raise on commercially reasonable efforts up to \$400,000 in an initial public offering ("IPO") by the issuance of up to 2,000,000 common shares of the Issuer at a price of \$0.20 per common share. The Agent has agreed to amend the engagement letter at the time the Agency Agreement is signed whereby the Agent has agreed to raise \$450,000 in an IPO by the issue of 3,000,000 Shares at a price of \$0.15 per Share.

Pursuant to the terms of the engagement letter, the Issuer has agreed to pay to the Agent a commission of 8% of the gross proceeds of the IPO. The Issuer has also agreed to grant to the Agent warrants (the "Agent's Warrants")

which will entitle the Agent to purchase up to 8% of the common shares sold under the IPO, at a purchase price that is equal to the price per share offered in the IPO. The Agent's Warrants are exercisable until twenty four (24) months from the date the Issuer's shares are listed on the CSE. In addition, the Issuer has agreed to pay a corporate finance fee of \$25,000. In addition, the Issuer will pay the Agent's legal fees incurred pursuant to the IPO, and any other reasonable expenses of the Agent.

On December 29, 2017, the Issuer authorized the grant of 700,000 Stock Options to certain directors and officers of the Issuer at an exercise price of \$0.20 per Share for a period of ten years from the date of grant. On February 22, 2018 the number of Stock Options was reduced to 665,000. The grant of the Stock Options is effective on the first trading day of the Issuer's Shares on the CSE. On April 19, 2018 the exercise price was reduced to \$0.15 per Share.

On December 13, 2017, the Issuer issued 148,398 common shares at a price of \$0.15 per share for gross proceeds of \$22,260 on December 13, 2017.

On April 6, 2018, 600,000 of 1,600,000 Shares issued at a price of \$.005 were returned to treasury for cancellation and the issue price of the remaining 1,000,000 Shares was adjusted to \$0.008 per Share.

The Issuer currently has 4,482,398 Shares outstanding.

NEW ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

Effective for annual periods beginning on or after January 1, 2018

IFRS 2 Share-based Payment

The amendments clarify the classification and measurement of share-based payment transactions.

IFRS 9 Financial Instruments – Classification and Measurement

IFRS 9 is the first step in the process to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 introduces new requirements for classifying and measuring financial assets and liabilities and carries over from the requirements of IAS 39.

IFRS 15 Revenue from Contracts with Customers

IFRS 15 is a new standards which supersedes *IAS 11 – Construction Contracts*, *IAS 18 – Revenue*, *IFRIC 13 – Customer Loyalty Programmes*, *IFRIC 15 – Agreements for the Construction of Real Estate*, *IFRIC 18 – Transfers of Assets from Customers*, and *SIC 31 – Revenue – Barter Transactions Involving Advertising Services*. IFRS 15 establishes a comprehensive five-step framework for the timing and measurement of revenue recognition.

The Issuer does not expect the adoption of these standards and interpretations to have a significant impact on the financial statements of the Issuer.

Effective for annual periods beginning on or after January 1, 2019

New standard IFRS 16 Leases

IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties of a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model.

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

DESCRIPTION OF THE SECURITIES OFFERED

Authorized and Issued Share Capital

The Issuer's authorized share capital consists of an unlimited number of Shares without par value of which 4,482,398 Shares are issued and outstanding at the date of this Prospectus. See "*Consolidated Capitalization*".

Shares

All of the Shares of the Issuer rank equally as to voting rights, participation in a distribution of the assets of the Issuer on the liquidation, dissolution or winding-up of the Issuer and the entitlement to dividends. The holders of the Shares are entitled to receive notice of all meetings of shareholders and to attend and vote such shares at the meetings. Each Share carries with it the right to one vote. The Shares do not have pre-emptive rights, are not subject to redemption, have no sinking or purchase fund provisions, have no provisions restricting the issuance of additional securities or any other material restrictions, nor a requirement to contribute additional capital. Holders of the Shares are entitled to receive such dividends as may be declared by the Board of Directors out of funds legally available therefor. In the event of dissolution or winding up of the affairs of the Issuer, holders of the Shares are entitled to share rateably in all assets of the Issuer remaining after payment of all amounts due to creditors.

Listing of the Shares is subject to the Issuer fulfilling all of the listing requirements of the CSE.

PRIOR SALES

In the past 12 months the Issuer has issued the following securities.

Date	Number of Shares	Issue Price per Share (\$)	Aggregate Issue Price (\$)	Consideration Received
May 31, 2017	1 ⁽¹⁾	0.01	0.01	0.01
September 16, 2017	1,000,000 ⁽²⁾	0.005	8,000	8,000
October 31, 2017	1,875,000 ⁽³⁾	0.04	75,000	75,000
October 31, 2017	1,425,000 ⁽⁴⁾	0.04	57,000	57,000
November 30, 2017	34,000 ⁽⁵⁾	0.15	5,100	5,100
December 13, 2017	148,398 ⁽⁵⁾	0.15	22,260	22,260

⁽¹⁾ This Share was cancelled on September 16, 2017.

⁽²⁾ 1,600,000 Shares were issued on September 16, 2018 at a price of \$.005 per Share. On April 6, 2018, 600,000 of these Shares were cancelled. The issue price of the remaining 1,000,000 Shares was adjusted to \$0.008 per Share.

⁽³⁾ The 1,875,000 Shares were issued as part of a flow-through offering of 1,875,000 units, each unit consisting of one Share and one-half Share purchase warrant (a "Unit"). Each whole warrant entitles the holder to purchase one additional Share at a price of \$0.04 for a period of 12 months from the date of issue of the Units. The subscription funds of the Units were expended on exploration expenditures qualifying as CEE.

- (4) The 1,425,000 Shares were issued as part of an offering of 1,425,000 Units, each Unit consisting of one Share and one-half share purchase warrant. Each whole warrant entitles the holder to purchase one additional Share at a price of \$0.04 for a period of 12 months from the date of issue of the Units.
- (5) These two placements of Shares were issued to raise money for working capital.

CONSOLIDATED CAPITALIZATION

The following table sets forth the share and loan capital of the Issuer as at the dates below. The table should be read in conjunction with and is qualified in its entirety by the Issuer's audited financial statements for the year ended November 30, 2017 and the unaudited interim three months financial statements ended February 28, 2018.

Description	Amount Authorized at the date of this Prospectus	Outstanding as at February 28, 2018 (unaudited)	Outstanding as at November 30, 2017 (audited)	Outstanding as at the date of this Prospectus	Outstanding upon completion of the Offering
Shares	Unlimited	4,934,000 ⁽¹⁾	4,934,000 ⁽¹⁾	4,482,398	7,782,398 ⁽²⁾

- (1) On April 6, 2018, 600,000 Shares were cancelled and returned to treasury. See "Prior Sales".
- (2) This figure includes the current issued Shares of 4,482,398, the 3,000,000 Shares to be issued upon closing of the Offering and the 300,000 Shares to be issued upon closing of the Offering, pursuant to the Champ Property Agreement, resulting in the issuance of a total of 7,782,398 Shares.

PLAN OF DISTRIBUTION

The Issuer, through the Agent, is offering 3,000,000 Shares for sale to the public under this Prospectus at a price of \$0.15 per Share.

Pursuant to the Agency Agreement dated for reference May 23, 2018 between the Agent and the Issuer, the Issuer has appointed the Agent to act as the Issuer's Agent to offer for distribution in the Selling Jurisdictions, on a commercially reasonable efforts basis, 3,000,000 Shares at a purchase price of \$0.15 per Share for aggregate gross proceeds to the Issuer of \$450,000 under the Offering, subject to the terms and conditions of the Agency Agreement. The Offering is subject to receiving subscriptions for 3,000,000 Shares (minimum funds of \$450,000). The Agent may enter into selling arrangements with other investment dealers and offer selling group participation at no additional cost to the Issuer. The Issuer will pay the 8% Cash Commission to the Agent from the gross proceeds realized from the sale of the Shares under the Offering. The Issuer has also agreed to grant to the Agent, as additional compensation, Agent's Warrants that will entitle the Agent to purchase that number of Shares equal to 8% of the aggregate number of Shares sold under the Offering. Each Agent's Warrant will entitle the holder to purchase one Share at a price of \$0.15 per Share for a period of 24 months from the Closing Date.

In addition, the Issuer has agreed to pay at Closing, the Corporate Finance Fee in the amount of \$25,000.

The Agent will be reimbursed for all out-of-pocket expenses of the Offering including the Agent's legal fees and disbursements. A deposit of \$10,000 has been paid to the Agent.

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

The Issuer has agreed not to directly or indirectly, issue, sell or grant or agree to announce any intention to issue, sell or grant any additional equity or quasi-equity securities for a period of 120 days after closing of the Offering without the prior written consent of the Agent, such consent not to be unreasonably withheld, except for: (i) the grant of

stock options, (ii) outstanding Agent's Warrants, (iii) obligations in respect of existing mineral property agreements, and (iv) the issue of securities in connection with a property or share acquisition in the normal course of business.

The Issuer has also granted the Agent a right of first refusal ("ROFR") to provide any brokered equity financing the Issuer proposes to conduct for a term commencing on December 21, 2017 and ending one year after Closing.

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

The Agent hereby conditionally offers, as agent on behalf of the Issuer 3,000,000 Shares on a commercially reasonable efforts basis, subject to prior sale if, as, and when issued by the Issuer and accepted by the Agent in accordance with the Agency Agreement. The Offering is subject to receiving subscriptions for 3,000,000 Shares (minimum funds of \$450,000). All funds received from subscribers for Shares will be held by the Agent pursuant to the terms of the Agency Agreement. In the event that subscriptions and subscription funds for 3,000,000 Shares are not received and accepted on or before 90 days from the issuance of a receipt for the final Prospectus, the Offering will be discontinued and all subscription monies will be returned to subscribers by the Agent without interest or deduction, unless an amendment to the final Prospectus is filed and a receipt has been issued for such amendment, in which case the Offering will be discontinued, and all subscription monies will be returned to subscribers by the Agent without interest or deduction, in the event that a Closing in respect of the Offering has not occurred on or prior to the date which is 90 days from the issuance of a receipt for an amendment to the final Prospectus and, in any event, not more than 180 days after the issuance of a receipt for the final Prospectus, unless otherwise agreed to by the Agent and the subscriber(s).

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

This prospectus qualifies the distribution of the Shares issuable in respect of the Offering, Shares issued upon exercise of the Agent's Warrants and the Shares issued pursuant to the Champ Property Agreement without an exemption from the prospectus and registration requirements of certain securities legislation in the Selling Jurisdictions.

The obligations of the Agent under the Agency Agreement may be terminated prior to the Listing Date at the Agent's discretion based on its assessment of the state of the financial markets or upon the occurrence of certain other stated events (including the occurrence of a material adverse change with respect to the Issuer). In addition, the Agency Agreement may terminate if a final receipt for the Prospectus is not issued on or before the date as may be agreed upon by the Issuer and the Agent.

The securities offered under this Prospectus have not been, and will not be, registered under the U.S. Securities Act, or any state securities laws, and except pursuant to an exemption from registration under the U.S. Securities Act and applicable state securities laws, may not be offered or sold, directly or indirectly, within the United States or to, or for the account or benefit of, a U.S. Person. This Prospectus does not constitute an offer to sell or solicitation of an offer to buy any of the securities offered hereby within the United States.

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

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

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

The CSE has conditionally approved the listing of the Shares on the CSE. Listing is subject to the Issuer fulfilling all of the listing requirements of the CSE, including the distribution of the Shares to minimum number of public shareholders and the Issuer meeting certain financial and other minimum listing requirements.

OPTIONS AND OTHER RIGHTS TO PURCHASE SECURITIES

On December 29, 2017 the Issuer authorized the grant of 700,000 Stock Options to the Issuer’s executive officers and directors at a price of \$0.20 per Share for a term of ten years. On February 22, 2018 the number of Stock Options was reduced to 665,000. The grant of the Stock Options is effective on the first day of trading of the Shares on the CSE. On April 19, 2018 the exercise price of the Stock Options was reduced to \$0.15 per Share.

Optionee	Number of Shares under Option
Executive Officers as a group (2 persons) ⁽¹⁾	515,000
Directors who are not Executive Officers (2 persons) ⁽²⁾	150,000
All other employees as a group	0
All consultants as a group	0

⁽¹⁾ The Options were granted to Michael Dake, CEO as to 365,000 Stock Options and to David Grandy, CFO, as to 150,000 Stock Options.

⁽²⁾ Sean McGrath and Robert Mintak have each been awarded 75,000 stock options

Stock Option Plan

The Issuer adopted a rolling 10% Stock Option Plan on November 30, 2017. The Stock Option Plan has not been approved by the Issuer’s shareholders, but will be presented to the shareholders of the Issuer at the next Annual General Meeting of shareholders.

The purpose of the Stock Option Plan is to provide for the acquisition of Shares by officers, employees, directors and consultants of the Corporation for the purpose of advancing the interests of the Corporation through the motivation, attraction and retention of officers, employees, directors and consultants of the Corporation and its affiliates and to secure for the Corporation and its shareholders the benefits inherent in the ownership of Shares by such persons, it being generally recognized that share incentive plans aid in attracting, retaining and encouraging such people due to the opportunity offered to them to acquire a proprietary interest in the Corporation.

Under the Stock Option Plan, the Corporation can issue up to 10% of the issued and outstanding Shares as incentive Stock Options to directors, officers, employees and consultants to the Corporation. The Stock Option Plan limits the number of Stock Options which may be granted to any one individual to not more than 5% of the total issued Shares of the Corporation in any 12 month period. The number of Stock Options granted to any one consultant or a person employed to provide investor relations activities in any 12 month period must not exceed 2% of the total issued Shares of the Corporation. As well, Stock Options granted under the Stock Option Plan may be subject to vesting provisions as determined by the Board of Directors. Other terms of the Stock Option Plan are:

- (a) a condition that Stock Options are non-assignable and non-transferable;
- (b) the term of a Stock Options cannot exceed ten years from the date of grant;
- (c) a condition that no more than 5% of the issued Shares may be granted to any one individual in any 12 month period unless disinterested shareholder approval is obtained;
- (d) a condition that no more than 2% of the issued Shares may be granted to any one consultant in any 12 month period;
- (e) there is no vesting period except for Stock Options issued to Consultants performing investor relations activities;

- (f) a condition that no more than an aggregate of 2% of the Shares may be granted to a person conducting investor relations activities in any 12 month period and shall vest over 12 months with no more than 25% of the Stock Options vesting in any three month period;
- (g) upon termination an optionee has 90 days to exercise their Stock Options although this period may be extended at the discretion of the Issuer;
- (h) the period in which an optionee's heirs or administrators can exercise any portion of its outstanding Stock Options is the earlier of: (a) one year from the optionee's death, or (b) the expiration of the option period.

The Stock Option Plan will be administered by the Board of Directors of the Issuer, or delegated to a committee of three directors of the Issuer which will have full and final authority with respect to the granting of all Stock Options thereunder. No such committee has been set up.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTIONS ON TRANSFER

Escrow under NP 46-201

As at the date of this Prospectus, the Shares subject to contractual restriction and escrow are as shown in the following table:

Designation of class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of class	Percentage of class (Post Offering)
Shares	1,500,000 ⁽¹⁾	33.46% ⁽²⁾	19.27% ⁽³⁾

Notes:

- (1) These Shares are owned by: Michael Dake – 1,000,000, Robert Mintak – 250,000 and David Grandy – 250,000 and held in escrow by Computershare Investor Services Inc.
- (2) Based on 4,482,398 Shares issued and outstanding as at the date of this Prospectus.
- (3) Based on 7,782,398 Shares issued and outstanding after Closing of the Offering and the issue of 300,000 Shares pursuant to the Champ Property Agreement.

In accordance with National Policy 46-201 Escrow for Initial Public Offerings (“NP 46-201”), all Shares of the Issuer held by a principal of the Issuer as of the date of this Prospectus are subject to escrow restrictions. A principal who holds securities carrying less than 1% of the voting rights attached to the Issuer’s outstanding securities is not subject to the escrow requirements under NP 46-201. Under the NP 46-201, a “principal” is defined as:

- (a) a person or company who acted as a promoter of the issuer within two years before the Prospectus;
- (b) a director or senior officer of the Issuer or any of its material operating subsidiaries at the time of the Prospectus;
- (c) a 20% holder – a person or company that holds securities carrying more than 20% of the voting rights attached to the Issuer’s outstanding securities immediately before and immediately after the Issuer’s IPO; or
- (d) a 10% holder – a person or company that (i) holds securities carrying more than 10% of the voting rights attached to the Issuer’s outstanding securities immediately before and immediately after the Issuer’s IPO and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Issuer or any of its material operating subsidiaries.

A principal’s spouse and their relatives that live at the same address as the principal will also be treated as principals and any securities of the Issuer they hold will be subject to escrow requirements.

A person who holds less than 1% of the outstanding Shares is not required to deposit their Shares in escrow.

An issuer will be classified for the purposes of escrow as either an “exempt issuer”, an “established issuer” or an “emerging issuer” as that term is defined in NP 46-201.

Uniform terms of automatic timed release escrow apply to Principals of exchange listed issuers, differing only according to the classification of the issuer.

The Issuer anticipates that on the Listing Date, it will be classified as an “emerging issuer”.

Assuming there are no changes to the escrow securities initially deposited and no additional escrow securities are deposited, this will result in a 10% release on the listing date (as defined by NP 46-201), with the remaining escrow securities being released in 15% tranches every 6 months thereafter. All escrowed shares are subject to the direction and determination of the CSE. Specifically, escrowed shares may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without the consent of the CSE. As such, the following automatic timed releases will apply to the securities held by its Principals:

Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the date the Issuer’s securities are listed on the CSE (the “Listing Date”)	1/10 of the escrowed securities
6 months after the First Release	1/6 of the remaining escrowed securities
12 months after the First Release	1/5 of the remaining escrowed securities
18 months after the First Release	1/4 of the remaining escrowed securities
24 months after the First Release	1/3 of the remaining escrowed securities
30 months after the First Release	1/2 of the remaining escrowed securities
36 months after the First Release	The remaining escrowed securities

Pursuant to the terms of the Escrow Agreement, 150,000 Shares will be released from escrow on the Listing Date. 225,000 Shares will be released from escrow on each of the subsequent release dates.

PRINCIPAL SECURITYHOLDERS

To the knowledge of the Issuer’s directors and officers, the only persons who beneficially own or exercise, directly or indirectly, control or direction over more than 10% of the votes attached to the Shares is as follows:

Name of Shareholder	Type of Ownership	Number and % as at the date of this Prospectus ⁽¹⁾ ₍₂₎	Number and % upon closing of the Offering ⁽³⁾	Number and % on a fully diluted basis ⁽⁴⁾
Michael Dake	Direct	1,000,000 22.31%	1,000,000 12.85%	1,365,000 15.71%

- (1) This percentage figure is based on the number of currently issued shares, 4,482,398 as the denominator.
- (2) These Shares are held in escrow. See “*Escrowed Securities and Securities Subject to Contractual Restrictions on Transfer.*” and “*Material Agreements.*”
- (3) This percentage figure is based on a denominator of 7,782,398 which is composed of the current issued Shares, the 3,000,000 Shares issued upon closing of the Offering and 300,000 Shares issued pursuant to the Champ Property Agreement. It excludes any Shares that would be issued on exercise of the Agent’s Warrants and the Stock Options.
- (4) This percentage figure is based on a denominator of 8,687,398 which is composed of the current issued Shares, the 3,000,000 Shares issued upon closing of the Offering, 300,000 Shares issued pursuant to the Champ Property Agreement, 240,000 Shares that would be issued on exercise of the Agent’s Warrants and 665,000 Shares issued upon exercise of the Stock Options.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holding

Name, Position with Issuer and Province and Country of Residence	Date of Appointment to Office	Principal Occupation for Past Five Years	Shares Held as of the Date of this Prospectus	Percentage of Shares Currently Held
Michael Dake ⁽¹⁾ Director, CEO British Columbia, Canada	May 31, 2107	Self-employed businessman and President of Creston Capital Corp. since February 2010.	1,000,000	22.31%
David Grandy Director, CFO and Corporate Secretary British Columbia, Canada	Novem- ber 15, 2017	President and owner of Fairchild Consulting Corp. from April 2013 to present; President and owner of International Standard Consulting Corp. from June 2001 to April 2012.	250,000	5.58%
Sean McGrath ⁽¹⁾ Director British Columbia, Canada	Novem- ber 28, 2017	Chartered Professional Accountant since 1999; President of SCM Consulting Corp. since May 1999.	0	0
Robert Mintak ⁽¹⁾ Director British Columbia, Canada	Novem- ber 27, 2017	CEO and director of Standard Lithium Ltd. since March 2017; Director of Pure Energy Minerals Ltd. from November 2012 to February 2017 and CEO from May 2013 to February 2017.	250,000	5.58%

(1) Member of Audit Committee.

The term of office of the directors expires annually at the time of the Issuer's annual general meeting. The term of the office of the officers expires at the discretion of the Issuer's directors.

Aggregate Ownership of Securities

The directors and officers of the Issuer, as a group, currently beneficially own, directly or indirectly, 1,500,000 Shares representing approximately 33.46% of the issued and outstanding Shares of the Issuer. Upon completion of the Offering and assuming the directors and officers do not purchase any of Offering, the directors and officers of the Issuer, as a group, will beneficially own, directly or indirectly, 1,500,000 Shares representing approximately 19.27% of the issued and outstanding Shares of the Issuer.

Management Experience

The following is a brief description of the management and key personnel of the Corporation:

Michael Dake Age 45 *Chief Executive Officer, Director and Promoter*

Commencing June 1, 2017, Mr. Dake's private company, Creston Capital Corp., is paid a monthly fee of \$2,500 plus applicable taxes, pursuant to which Mr. Dake provides his services as CEO. The fee will increase to \$3,500 a month commencing in the first month the Shares are listed on the CSE. See "*Material Contracts*".

Mr. Dake is currently a director of four companies listed on the TSX.V: Cayenne Capital Corp. since May 2015 where he is also the President and CEO; Cricket Resources Inc. since June 2008 where he is also the President, Pure Energy Minerals Inc since March 2012 and Trinity Valley Energy Corp. since July 2011 where he is also the President. See "Other Reporting Issuer Experience" following this section for the full details of Mr. Dake's other reporting issuer experience.

Mr. Dake, as a member of the Audit Committee is responsible for reviewing the audited financial statements of the Issuer and participating in Audit Committee meetings.

Mr. Dake will devote approximately 25% of his time to the business of the Corporation. Mr. Dake is not an independent contractor or employee of the Issuer and has not directly signed any agreements with the Issuer including any non-disclosure or non-competition agreements.

David Grandy Age 52 Director, Chief Financial Officer, Corporate Secretary

Mr. Grandy has been a director of Cayenne Capital Corp. listed on the CSE since May 2015. See “*Other Reporting Issuer Experience*” following this section for a detailed list of Mr. Grandy’s other reporting issuer experience.

Mr. Grandy will devote approximately 15% of his time to the business of the Corporation. As the CFO, Mr. Grandy is responsible for overseeing and certifying the annual and interim financial statements of the Issuer. He is not being paid any remuneration for his services as a director or CFO. Mr. Grandy is not an employee or independent contractor of the Issuer and has not signed any agreements with the Issuer, including any non-disclosure or non-competition agreements.

Non- Management Directors

Robert Mintak Age 55 Director

Mr. Mintak is currently a director of the following companies listed on the TSX.V: Standard Lithium Ltd. since March 2017 and Identillect Technologies Corporation since March 2017. He has been the CEO of Standard Lithium Ltd. since March 2017. See “*Other Reporting Issuer Experience*” following this section for a detailed list of Mr. Mintak’s other reporting issuer experience.

Mr. Mintak, as a member of the Audit Committee is responsible for reviewing the audited financial statements of the Issuer and participating in Audit Committee meetings. Mr. Mintak will devote approximately 10% of his time to the business of the Issuer.

Mr. Mintak is not an employee or independent contractor of the Issuer and has not signed any agreements with the Issuer, including any non-disclosure or non-competition agreements.

Sean McGrath Age 45 Director

Mr. McGrath is a self-employed accountant. Mr. McGrath was certified as a Certified General Accountant in March 1999 by the Certified General Accountants of British Columbia. In May 2002 he was certified a Certified Public Accountant by the American Institute of Certified Public Accountants (State of Illinois). In June 2015 he was certified as a Chartered Professional Accountant by the British Columbia Chartered Professional Accountants.

Mr. McGrath is currently a director of the following companies listed on the TSX.V and CSE respectively: Cayenne Capital Corp. since September 2016 and Volt Energy Corp. since August 8, 2015 where he is also the CFO. He is also the CFO of Freedom Energy Inc and Hillcrest Petroleum Ltd., both listed on the TSX.V. See “*Other Reporting Issuer Experience*” following this section for a detailed list of Mr. McGrath’s other reporting issuer experience.

Mr. McGrath, as a member of the Audit Committee is responsible for reviewing the audited financial statements of the Issuer and participating in Audit Committee meetings. Mr. McGrath will devote approximately 10% of his time to the business of the Issuer.

In addition to his duties as a director, Mr. McGrath is not an employee or independent contractor of the Issuer and has not signed any agreements with the Issuer, including any non-disclosure or non- competition agreements.

Other Reporting Issuer Experience

The following table sets out the directors, officers and promoter(s) of the Corporation that are, or have been, directors, officers or promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction:

Michael Dake

Name of Reporting Issuer	Name or Exchange or Market	Position	From	To
Cayenne Capital Corp.	CSE	Director/ CEO, President	May 2015	
Cricket Resources Inc.	TSX-V	Director/President	June 2008	
Pure Energy Minerals Ltd.	TSX-V	Director	March 2012	
Trinity Valley Energy Corp.	TSX-V	Director/ President	July 2011	
Emperor Oil Ltd	TSX-V	Director	September 2013	July 2014
Shamrock Enterprises Ltd.	TSX-V	Director	April 20018	March 2017
Taipan Resources Inc.	TSX-V	Director	May 2011	June 2012
New Destiny Mining Corp.	TSX-V	Director	November 2011	November 2012

David Grandy

Name of Reporting Issuer	Name or Exchange or Market	Position	From	To
Cayenne Capital Corp.	CSE	Director	May 2015	
Pantheon Ventures Ltd.	TSX.V	Director	March 2010	November 2014

Robert Mintak

Name of Reporting Issuer	Name or Exchange or Market	Position	From	To
Standard Lithium Ltd.	TSX	CEO, Director	March 2017	
Identillect Technologies Corporation	TSX.V	Director	March 2017	
Pure Energy Minerals Limited	TSX.V	Director CEO	November 2012 May 2013	February 2017 February 2017

Sean McGrath

Name of Reporting Issuer	Name or Exchange or Market	Position	From	To
Cayenne Capital Corp.	CSE	Director	September 2016	
Freedom Energy Inc.	TSX.V	CFO	December 2015	
Hillcrest Petroleum Ltd.	TSX.V	CFO	May 215	
Volt Energy Corp.	TSX.V	CFO, Director	August 2008	
Moovly Media Inc.	TSX.V	CFO	August 2016	September 2017
Natan Resources Ltd.	TSX.V	CFO, Director	April 2011	April 2016

Columbus Gold Corp.	TSX.V	CFO	March 2006	January 2011
Organto Foods Inc.	TSX.V	CFO	August 2007	January 2011
Columbus Copper Corp.	TSX.V	CFO	March 2006	January 2011
Global Uranium Corp.	TSX.V	CFO	September 2006	July 2007
Cricket Resources Inc.	TSX.V	Director	September 2013	January 2015
AMI Resources Inc.	TSX.V	Director	October 2005	April 2009
Transeuro Energy Corp.	TSX.V	CFO	August 2009	April 2010
MK2 Ventures Ltd.	TSX.V	CFO	September 2006	July 2007
Hidefield Gold Plc.	AIM	Director	July 2007	December 2009

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Cease Trade Orders

To the Corporation's knowledge and other than as disclosed herein, no existing director or executive officer or a shareholder holding a sufficient number of securities of the Corporation to materially affect the control of the Corporation is, as at the date of this Prospectus, or was within ten years prior to the date of this Prospectus, a director, Chief Executive Officer or Chief Financial Officer of any company including the Corporation that:

- (i) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (ii) was subject to an order 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 that capacity as director, chief executive officer or chief financial officer.

For the purposes herein "order" means:

- (a) a cease trade order;
- (b) an order similar to a cease trade order; or
- (c) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.

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

Bankruptcies

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

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

Penalties or Sanctions

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

- (a) any penalties or sanctions imposed by a court relating to provincial and territorial securities legislation or by a provincial or territorial securities regulatory authority or has entered into a settlement agreement with a provincial or territorial securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts Of Interest

The directors of the Issuer will not be devoting all of their time to the affairs of the Issuer as they have employment outside of the Issuer and some of them are directors and officers of other companies, some of which are in the same business as the Issuer. The directors and officers of the Issuer are required by law to act in the best interests of the Issuer. They have the same obligations to the other companies in respect of which they act as directors and officers. Discharge by the directors and officers of their obligations to the Issuer may result in a breach of their obligations to the other companies, and in certain circumstances this could expose the Issuer 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 obligation to act in the best interests of the Issuer. Such conflicting legal obligations may expose the Issuer to liability to others and impair its ability to achieve its business objectives.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The compensation of the executive officers is determined by the Board. The Board evaluates individual executive performance with the goal of setting compensation at levels that it believes are 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 the Board bases its decisions on general business and industry knowledge and experience and publicly available information of comparable companies while also taking into account the Issuer's relative performance and strategic goals. The executive officers are paid a flat fee. There are no performance criteria, goals or significant elements governing the compensation to executive officers and no events occurred which affected compensation during the last fiscal year. The compensation paid to the CEO will increase from \$2,500 per month to \$3,500 per month commencing in the first month the Issuer is listed on the Exchange. The executive officer compensation consists of two basic elements: (i) base salary; and (ii) Stock Options. The details are set out in the table titled "Summary Compensation Table".

The base salary 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. In deciding on the salary portion of the compensation of the executive officers, major consideration is given to the fact that the Issuer is an early stage exploration Issuer, does not generate any material revenue and must rely exclusively on funds raised from equity financing. Therefore, greater emphasis may be put on incentive stock option compensation.

Option Based Awards

The incentive stock option portion of the compensation is designed to provide the executive officers of the Issuer with a long term incentive in developing the Issuer's business. Options granted under the Issuer's Stock Option Plan are approved by the Board, after consideration of the Issuer's overall performance and whether the Issuer has met targets set out by the executive officers in their strategic plan.

Compensation of Named Executive Officers of the Issuer

Michael Dake was appointed CEO on May 31, 2017 and David Grandy was appointed CFO and Corporate Secretary on November 15, 2017. The following table sets forth the compensation of the Named Executive Officers for the period indicated and is based on current Canadian tax law.

Summary Compensation Table

Name and principal position (a)	Year (b)	Salary (\$) (c)	Share-based awards (\$) (d)	Option-based awards (\$) (e)	Non-equity incentive plan compensation (\$)(f)		Pension value (\$) (g)	All other Compensation ⁽¹⁾ (\$) (h)	Total Compensation (\$) (i)
					Annual incentive plans (f1)	Long-term incentive plans (f2)			
Michael Dake Chief Executive Officer	2017	0	Nil	Nil	Nil	Nil	Nil	15,000	15,000
David Grandy Chief Financial Officer	2017	0	Nil	Nil	Nil	Nil	Nil	Nil	0

Mr. Grandy is not being paid cash for his services. He has been awarded 150,000 Stock Options for the time he will spend providing his services as CFO. Accounting and financial statement preparation is done by an arm's length accountant.

Incentive Plans Awards

Outstanding Share Based and Option Based Awards

No options were granted during the period from incorporation on May 31, 2017 to November 30 2017. 700,000 options were granted on December 29, 2017. On February 22, 2018 the number of options was reduced to 665,000. On April 19, 2018 the exercise price of the Stock Options was reduced to \$0.15 per Share. See "*Options and Other Rights to Purchase Securities*".

Pension Plans Benefits

The Issuer does not have a pension plan or provide any benefits following or in connection with retirement.

Termination and Change of Control Benefits

The Issuer does not have any plan or arrangement with respect to compensation to its executive officers which would result from the resignation, retirement or any other termination of employment of the executive officers' employment with the Issuer or from a change of control of the Issuer or a change in the executive officers' responsibilities following a change in control.

Compensation of Directors

The Issuer has no standard arrangement pursuant to which directors are compensated by the Issuer, for their services in their capacity as directors other than the unissued Shares that may be issued upon the exercise of the directors' Stock Options. There has been no other arrangement pursuant to which directors are compensated by the Issuer in their capacity as directors. No compensation was paid to directors for the fiscal period ended November 30, 2017 or to the date of this Prospectus. Please refer to "*Options and Other Rights to Purchase Securities*" on page 35 for details of incentive stock options authorized for grant to the Issuer's directors.

Intended Changes to Compensation

There are no planned changes to compensation to directors once the Issuer becomes a reporting issuer.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Prospectus, no director, executive officer or employee of the Issuer is or has been indebted to the Issuer at any time.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

The text of the Audit Committee's Charter is attached as Schedule "B".

Composition of the Audit Committee

The members of the Audit Committee are Michael Dake, Robert Mintak and Sean McGrath. Michael Dake is not independent as he is the CEO of the Issuer. Robert Mintak and Sean McGrath are non-management directors and are independent as that term is defined in NI 52-110. A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Issuer. A material relationship means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

Relevant Education and Experience

All of the members of the Audit Committee have gained their education and experience by participating in the management of various reporting companies and all members are "financially literate" as defined in NI 52-110, meaning that they have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Issuer's financial statements.

The members of the Audit Committee have extensive experience as directors and officers of other reporting issuers. See "*Other Reporting Issuer Experience*" under the heading "*Directors and Executive Officers*".

In the past ten years: Mr. Dake has served as a director of eight reporting issuers; Mr. Mintak has served as a director of three reporting issuers and Mr. McGrath has served as a director and CFO of two reporting issuers, as a director of four reporting issuers and as CFO of nine reporting issuers. As a result all three members of the Audit Committee are familiar with the accounting principles necessary to understand financial statements and the internal controls and procedures for financial reporting.

Audit Committee Oversight

At no time since inception was a recommendation of the Audit Committee made to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since inception has the Issuer relied on the exemption in Section 2.4 of NI 52-110 (*de minimis non-audit services*), the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), the exemption in subsection 6.1.1(5) (*Events Outside of Control of Member*), the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Pre-Approval of Policies and Procedures*). The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fee

Nature of Service	Fees Paid (or accrued) to Auditor in respect of the financial year ended November 30, 2017 (\$)
Audit Fees (1)	12,000
Audit-Related Fees (2)	Nil
Tax fees (3)	Nil
All other fees (4)	1,000
Total	Nil

(1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Issuer’s financial statements. Audit Fees include aggregate fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) “Audit-Related Fees” include fees for services that are traditionally performed by the auditor. These audit-related services may include aggregate fees for due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes aggregate fees for tax compliance, tax planning and tax advice.

(4) “All Other Fees” include all other non-audit services, in the aggregate. These services were for the review of prior prospectus and interim unaudited financial statements filed with the Commission.

Exemption

The Issuer is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of its Audit Committee and in respect of its reporting obligations under NI 52-110.

Corporate Governance

The full text of the Issuer’s Corporate Governance Policy is attached to this Prospectus as Schedule “C”. Corporate governance relates to the activities of the Board of Directors, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board of Directors and who are charged with day-to-day management of the Issuer. The Board is committed to sound corporate governance practices, which are in the interest of the Issuer’s shareholders and contribute to effective and efficient decision making.

National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. The Issuer has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Issuer’s practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Issuer at its current stage of development and therefore these guidelines have not been adopted. The Issuer will continue to review and implement corporate governance guidelines as the business of the Issuer progresses and becomes more active in operations. National Instrument 58-101 *Disclosure of Corporate Governance Practices* mandates disclosure of corporate governance practices in Form 58-101F2, which disclosure is set out below.

1. Board of Directors

The mandate of the Board is to supervise the management of the Issuer and to act in the best interests of the Issuer. The Board acts in accordance with:

- (a) the BCBCA;
- (b) the Issuer’s articles of incorporation; and
- (c) other applicable laws and Issuer policies.

The Board approves all significant decisions that affect the Issuer before they are implemented. The Board supervises their implementation and reviews the results. The Board is actively involved in the Issuer’s strategic planning process. The Board discusses and reviews all materials relating to the strategic plan with management.

The Board is responsible for reviewing and approving the strategic plan. At least one Board meeting each year is devoted to discussing and considering the strategic plan, which takes into account the risks and opportunities of the business. Management must seek the Board’s approval for any transaction that would have a significant impact on the strategic plan. The Board periodically reviews the Issuer’s business and implementation of appropriate systems

to manage any associated risks, communications with investors and the financial community and the integrity of the Issuer's internal control and management information systems. The Board also monitors the Issuer's compliance with its timely disclosure obligations and reviews material disclosure documents prior to distribution.

The Board periodically discusses the systems of internal control with the Issuer's external auditor. The Board is responsible for choosing the Chief Executive Officer and appointing senior management and for monitoring their performance and developing descriptions of the positions for the Board, including the limits on management's responsibilities and the corporate objectives to be met by the management.

The Board approves all the Issuer's major communications, including annual and quarterly reports, financing documents and press releases. The Board approves the Issuer's communication policy that covers the accurate and timely communication of all important information. It is reviewed annually. This policy includes procedures for communicating with analysts by conference calls.

The Board, through its Audit Committee, examines the effectiveness of the Issuer's internal control processes and management information systems. The Board consults with the internal auditor and management of the Issuer to ensure the integrity of these systems. The internal auditor submits a report to the Audit Committee each year on the quality of the Issuer's internal control processes and management information systems.

The Board is responsible for determining whether or not each director is an independent director. Directors who also act as officers of the Issuer are not considered independent. Directors who do not also act as officers of the Issuer, do not work in the day-to-day operations of the Issuer, are not party to any material contracts with the Issuer, or receive any fees from the Issuer except as disclosed in this Prospectus.

The Issuer's Board consists of four directors, three of whom are independent based upon the tests for independence set forth in NI 52-110. Robert Mintak and Sean McGrath are independent. Michael Dake is not independent as he is the Issuer's Chief Executive Officer. David Grandy is not independent as he is the Issuer's Chief Financial Officer and Corporate Secretary.

Directorships

The following directors of the Issuer also serve as directors of other reporting issuers:	Other Reporting Issuer	Name of Exchange or Market
Michael Dake	Cayenne Capital Corp. Cricket Resources Inc. Pure Energy Minerals Ltd. Trinity Valley Energy Corp.	CSE TSX.V TSX.V TSX.V
David Grandy	Cayenne Capital Corp.	CSE
Sean McGrath	Cayenne Capital Corp. Volt Energy Corp.	CSE TSX.V
Robert Mintak	Standard Lithium Ltd. Identillect Technologies Corporation	TSX.V TSX.V

Orientation and Continuing Education

Each new director of the Issuer is briefed about the nature of the Issuer's business, its corporate strategy and current issues within the Issuer. New directors will be encouraged to review the Issuer's public disclosure records as filed on SEDAR at www.sedar.com after the Issuer becomes a reporting issuer. Directors are also provided with access to management to better understand the operations of the Issuer and to the Issuer's legal counsel to discuss their legal obligations as directors of the Issuer.

Ethical Business Conduct

The Board of Directors is considering implementing a written code of ethical conduct for its directors, officers and future employees. The Board of Directors has not yet had the opportunity to implement such a code as the Issuer only recently became active in 2017.

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

Nomination of Directors

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

Compensation

At present, the Board of Directors as a whole determines the compensation of the Issuer’s Chief Executive Officer and Chief Financial Officer and does so with reference to industry standards and the financial situation of the Issuer. The Board of Directors has the sole responsibility for determining the compensation of the directors of the Issuer. As of the date of this Prospectus, directors were not compensated for their services.

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

Other Board Committees

There are no committees of the Board of Directors as of the date of this Prospectus except the Audit Committee.

Assessments

Neither the Issuer nor the Board of Directors has developed a formal review system to assess the performance of the directors or the Board of Directors as a whole. The contributions of individual directors are monitored by other members of the Board of Directors on an informal basis through observation.

RISK FACTORS

This section describes the material risks affecting the Issuer’s business, financial condition, operating results and prospects.

The Issuer’s securities should be considered a highly speculative investment due to the nature of the Issuer’s business and its present stage of development. A prospective investor should carefully review the risk factors set out below and all of the information disclosed in this Prospectus before making an investment decision. There may be other risks and uncertainties that are not known to the Issuer or that the Issuer currently believes are not material, but which also may have a material adverse effect on its business, financial condition, operating results or prospects. In that case, the trading price of the Issuer’s Shares could decline substantially, and investors may lose all or part of the value of the Shares held by them.

An investment in the Shares of the Issuer should only be made by persons who can afford a significant or total loss of their investment. There is no market through which these Offered Shares may be sold and purchasers may not be able to resell Offered Shares purchased under this Prospectus.

No Market for the Shares

There is no market through which the Shares may be sold and there are no assurances that any market will develop in the future. This means that there is no central place, such as a stock exchange or stock quotation system, to resell the Shares. This means that even if you locate a buyer and negotiate your own sale, you may still not be allowed to resell the Shares or to pledge the Shares as collateral for a loan. Accordingly, an investment in the Shares should only be considered by investors who are able to bear the economic risk of a long-term investment and do not require liquidity.

Risk of No Return on Investment

There is no assurance that the business of the Issuer will be operated successfully, or that the business will generate sufficient or any income to meet its obligations as the Champ Property is an early exploration project. There is no assurance that an investment in the Shares will earn a specified rate of return or any return over the life of the Issuer.

Dilution: The “pre-dilution of capital invested” is approximately 50% of the Offering Price or approximately \$0.075 per share. See the definition of “Pre-dilution of capital invested” in the Glossary for an explanation of the dilution calculation. Investors will suffer immediate and substantial dilution of their investments. See the definition of “Pre-dilution of capital invested” in the Glossary for an explanation of the dilution calculation.

Uncertainty of Additional Financing

There are no assurances that the Issuer’s working capital will be adequate to execute its business plan or objectives as contemplated herein. The Issuer does not have any commitments to obtain additional financing and there is no assurance that the Issuer will be able to arrange for such financing, or that such financing will be available on commercially reasonable terms. The failure to obtain such financing on a timely basis will have a material adverse effect on the Issuer, including possible default on its obligations pursuant to the Champ Property Agreement. The additional issuance of equity securities will result in the substantial dilution to the Issuer’s shareholders.

Risks Specific to the Issuer

Reliance on the Directors and Officers

The Issuer has a small management team and the unexpected loss of any of these individuals would have a serious impact on the business. Specifically, the Issuer is dependent upon the skills of the management team listed in item 3 “*Directors, Management, Promoters and Principal Holders*” for the successful operation of its business. At present, there is no key-man insurance in place for any members of the management team. The loss of services of any of these personnel could have a material adverse effect on the business of the Issuer. Subscribers must also rely on the directors’ ability to develop the business and make appropriate decisions in respect of the management thereof. Subscribers who are not willing to rely on the sole discretion and judgment of the directors and officers of the Issuer should not subscribe for the Shares. The Issuer also relies on consultants to carry out its business objectives and the unexpected loss of any of these consultants could have a serious impact on the business. Subscribers must be prepared to rely solely on the directors’ and officers’ ability to develop the proposed business.

Insurance

The Issuer does not currently carry any insurance policies as all operations on the Champ Property are conducted by third party contractors and there are no employees. The Issuer will acquire insurance policies commensurate to industry standards when required. There are certain risks to the Issuer of becoming subject to liability for pollution, property damage, personal injury, death or other hazards. In addition, such risks and others such as fire may not, in all circumstances be insurable or, in certain circumstances, the Issuer may elect not to obtain insurance to deal with specific risks due to the high premiums associated with such insurance or other reasons. The payment of such uninsured liabilities would reduce the funds available to the Issuer. The occurrence of a significant event that the Issuer is not fully insured against, or the insolvency of the insurer of such event, could have a material adverse effect on the Issuer’s financial position, results of operations or prospects.

Conflicts of Interest

The directors and officers of the Issuer are not in any way limited or affected in their ability to carry on other transactions or business ventures for their own account or for the account of others, and may be engaged in the ownership, acquisition and operation of businesses which compete with the Issuer. Investment in the Issuer will not carry with it the right for either the Issuer or any subscriber to invest in any other property or venture of the directors and officers of the Issuer, or to any profit therefrom or to any interest therein. The directors and officers have a responsibility to identify and acquire suitable acquisition targets on behalf of the Issuer. To the extent that an opportunity arises to enter into such an agreement, the directors of the Issuer have the discretion to determine whether the Issuer will avail itself of the investment opportunity and, if it does not, any of the directors and officers of the Issuer shall be able to decide amongst themselves whether to pursue the opportunity for their respective accounts. If the investment opportunity did not arise solely from their activities on behalf of the Issuer, the directors and officers of the Issuer have no obligation to offer an investment opportunity to the Issuer. Future conflicts of interest will be dealt with in accordance with applicable laws, statutes and regulations.

Limited Operating History

The Issuer has no history of earnings. There are no known commercial quantities of mineral reserves on the Champ Property. The purpose of the Offering of 3,000,000 Shares is to raise funds to carry out exploration and, if thought appropriate, development with the objective of establishing economic quantities of mineral reserves. There is no guarantee that economic quantities of mineral reserves will be discovered on the Champ Property in the near future or at all. If the Issuer does not generate revenue, it may be unable to sustain its operations in which case it may become insolvent and you may lose your investment.

Speculative Nature of Mineral Exploration

Resource exploration is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Issuer may be affected by numerous factors which are beyond the control of the Issuer and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Issuer not receiving an adequate return of investment capital.

The Issuer had a negative operating cash flow in its most recently completed financial year and will continue to do so for the foreseeable future. The Issuer may not have enough funds to carry out subsequent exploration programs on the Champ Property and additional financings may be required. Furthermore, as the amount and location of work for the subsequent exploration programs is contingent on the results of Phase I, costs of the subsequent exploration programs can only be considered as estimates at this time.

No Known Commercial Ore Deposits

The Champ Property optioned by the Issuer is in the exploration stage only and is without a known body of commercial ore. Development of this Property would follow only if favourable exploration results are obtained. The business of exploration for minerals and mining involves a high degree of risk. There is no assurance that the Issuer's mineral exploration activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Issuer's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. Few properties that are explored are ultimately developed into producing mines.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Issuer may decide not to

take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Issuer.

Permits and Government Regulations

The future operations of the Issuer may require permits from various federal, provincial and local governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. There can be no guarantee that the Issuer will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on the Property.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may affect the operations of the Issuer. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. The permission to operate can be withdrawn temporarily where there is evidence of serious breaches of health and safety standards, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Issuer for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations. In all major developments, the Issuer relies on recognized designers and development contractors from which the Issuer will, in the first instance, seek indemnities. The Issuer intends to minimize risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to applicable environmental standards. There is a risk that environmental laws and regulations may become more onerous, making the Issuer's operations more expensive.

Mineral Titles

The claims on the Champ Property have not been legally surveyed and may be subject to prior unregistered agreements, transfers or claims and title may be affected by undetected defects. The Issuer is satisfied however, that evidence of title to the Champ Property is adequate and acceptable by prevailing industry standards with respect to the current stage of exploration on the Champ Property. The Issuer may face challenges to the title to the Champ Property or subsequent properties it may acquire, which may prove to be costly to defend or could impair the advancement of the Issuer's business plan.

Aboriginal Land Claims

In the decision of *Tsilhqot'in Nation v. British Columbia*, (the "Decision"), the Supreme Court of Canada decided that Aboriginal title is a beneficial interest in the land, the underlying control of which is retained by the Crown. The rights conferred by the Aboriginal title include the right to determine how the land will be used, to enjoy, occupy and possess and to proactively use and manage the land including the natural resources. The Decision sets out criteria by which the Crown can override the Aboriginal title in the public interest which includes consultations and accommodation, substantive and compelling objectives and respecting the fiduciary obligations to the Aboriginal Body in question. Even though the Issuer is currently not aware of any First Nations land claims on the Champ Property, the Issuer's property and future properties may now or in the future be the subject of First Nations land claims and the processes to comply with the Decision. The legal nature of Aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Issuer's ownership interest in the properties transferred to or optioned by the Issuer cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which the properties are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Issuer. Even in the absence of such recognition, the Issuer may at some point be required to negotiate with First Nations in order to facilitate exploration and development work on the properties transferred to or optioned by the Issuer. There can be no guarantee that Aboriginal claims will not cause permitting delays, unexpected interruptions or additional costs for the Issuer's projects and there can be no assurance that negotiations with the Aboriginal communities or any other matter will be successful.

Loss of Interest in Properties

The Issuer's ability to maintain an interest in the properties transferred to or optioned by the Issuer will be dependent on its ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Issuer being unable to make the periodic payments required to keep the Champ Property in good standing and could result in the delay or postponement of further exploration and or the partial or total loss of the Issuer's interest in the properties transferred to or optioned by the Issuer.

Fluctuating Mineral Prices

The Issuer's revenues in the future, if any, are expected to be in large part derived from the extraction and sale of precious and base minerals and metals, which in turn depend on the results of the Issuer's exploration on these properties and whether development will be commercially viable or even possible. Factors beyond the control of the Issuer may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. Consequently, the economic viability of any of the Issuer's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices.

Competition

The mining industry is intensely competitive in all its phases. The Issuer competes for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees with many companies possessing greater financial resources and technical facilities than the Issuer. The competition in the mineral exploration and development business could have an adverse effect on the Issuer's ability to hire or maintain experienced and expert personnel or acquire suitable properties or prospects for mineral exploration in the future.

Financing Risks

The Issuer has no history of significant earnings and, due to the nature of its business, there can be no assurance that the Issuer will be profitable. The Issuer has paid no dividends on its Shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Issuer is through the sale of its securities. Even if the results of exploration are encouraging, the Issuer may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists on the properties optioned by the Issuer. While the Issuer may generate additional working capital through further equity offerings or through the sale or possible syndication of future properties optioned by the Issuer, there is no assurance that any such funds will be available. If available, future equity financing may result in substantial dilution to purchasers under the Offering. At present it is impossible to determine what amounts of additional funds, if any, may be required. The Issuer will be required to raise additional funds in order to satisfy ongoing operating costs on a going-forward basis.

Going Concern

As at November 30, 2017, the Issuer had a deficit of \$99,288. As of February 28, 2018 the Issuer had a deficit of \$216,537. This raises significant uncertainty about the Issuer's ability to continue as a going concern. The Issuer's ability to continue its operations as intended are dependent on its ability to obtain necessary financing and raise capital sufficient to attain profitable operations. The Issuer anticipates that, as a junior mineral exploration company, it will continue to have negative operating cash flow in the future and will be required to raise additional funds for ongoing operations and negative operating cash flow

Dividends

The Issuer does not anticipate paying any dividends on its Shares in the foreseeable future.

Each prospective purchaser of the Shares should carefully consider the foregoing risk factors and consult his own professional advisors to assess income tax, legal and other aspects of an investment in the Shares.

PROMOTERS

Michael Dake is considered to be a "promoter" of the Issuer as that term is defined in the *Securities Act* (British Columbia). Mr. Dake's private company, Creston Capital Corp. has received a management fee of \$2,500 per month

plus applicable taxes from the Issuer and will continue to do so until the month the Issuer is listed on the CSE. The management fee will increase to \$3,500 per month plus applicable taxes commencing the first month the Shares are listed and called for trading on the CSE. See “*Executive Compensation*” for details regarding the compensation and “*Material Contracts*”. Mr. Dake has also been granted an option to acquire 365,000 Shares. See “*Options to Purchase Securities*”. In the past ten years, Mr. Dake has not been subject to any settlement proceeding or order (a cease trade order or an order similar to a cease trade order) or bankruptcy proceedings. See “*Directors and Executive Officers*” for a full description.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings or regulatory actions or pending legal proceedings or regulatory actions to which the Issuer is or is likely to be a party or of which its properties are likely to be the subject.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

There are no material interests, direct or indirect, of officers, senior officers, any shareholders who beneficially own, directly or indirectly, more than 10% of the outstanding Shares or any known associate or affiliate of such persons, in any transaction since incorporation or in any proposed transaction which has materially affected or is reasonably expected to materially affect the Issuer. See “*Our Business*” and the disclosure therein and in particular the disclosure regarding the Champ Property.

AUDITOR, TRANSFER AGENTS AND REGISTRAR

Auditor

The auditor of the Issuer is Manning Elliott LLP, Chartered Professional Accountants, located at 1050 W. Pender Street, Vancouver, BC V6E 3S7.

Registrar and Transfer Agent

The Transfer Agent and Registrar of the Issuer’s Shares is National Issuer Services Inc., located at suite 760, 777 Hornby Street, Vancouver, B.C. V6Z 1S4 who will maintain the Issuer’s central securities register.

MATERIAL CONTRACTS

The following are the material contracts of the Issuer that are outstanding as of the date of the Prospectus:

- (a) Champ Property Agreement between the Issuer and Barrie Field-Dyte to acquire the Champ Property dated August 24, 2017. See “*The Business*”.
- (b) Pursuant to a director’s resolution dated June 1, 2017, the Issuer has agreed to provide a management fee to Creston Capital Corp. of \$2,500 plus applicable taxes each month starting June 1, 2017 for providing the services of a Chief Executive Officer. Pursuant to a director’s resolution dated January 2, 2018, effective in the first month the Issuer’s Shares are listed and trading on the CSE the management fee will increase to \$3,500 plus additional taxes per month. Michael Dake is the principal owner of Creston Capital Corp. and is fulfilling the role of CEO of the Issuer.
- (c) Engagement Letter dated December 21, 2017 between the Issuer and the Agent.
- (d) Stock Option Plan dated November 30, 2017
- (e) Escrow Agreement dated December 29, 2017 between the Issuer, the Escrow Agent and certain shareholders of the Issuer. See “*Escrowed Securities and Other Securities Subject to Resale Restrictions on Transfer*”.
- (f) Agency Agreement dated May 23, 2018 between the Issuer and the Agent. See “*Plan of Distribution*”.

- (g) Transfer Agent Agreement dated December 29, 2017.

The material contracts described above may be inspected at the head office of the Issuer, located at Suite #200-551 Howe Street, Vancouver, B.C. V6C 2C2 during normal business hours during the period of the primary distribution of the Shares being distributed under this Prospectus and for a period of thirty days thereafter.

EXPERTS

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

- (a) Manning Elliot LLP, Chartered Professional Accountants, audited the November 30, 2017 financial statements and is independent within the meaning of the Rules of Professional conduct of the Chartered Professional Accountants of British Columbia and as of the date of this Prospectus, did not own or have any registered or beneficial interests, direct or indirect, in any securities or other property of the Issuer;
- (b) Derrick Strickland, P. Geo., an independent consulting geologist, prepared the Technical Report in accordance with NI 43-101 on behalf of the Issuer. Mr. Strickland is a “Qualified Person” and “Independent” as such terms are defined in NI 43-101. Mr. Strickland does not have any registered or beneficial interests, direct or indirect, in any securities or other property of the Issuer nor have any interest in the Champ Property.

OTHER MATERIAL FACTS

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

PURCHASER’S STATUTORY RIGHTS

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

FINANCIAL STATEMENTS

The following financial statements are attached to this Prospectus:

Unaudited financial statements for the three months ended February 28, 2018.

Audited annual financial statements for the period from incorporation on May 31, 2017 to November 30, 2017.

66 RESOURCES CORP.
CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTH PERIOD ENDED FEBRUARY 28, 2018
(UNAUDITED)

66 RESOURCES CORP.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian dollars)

	February 28, 2018 (Unaudited)	November 30, 2017 (Audited)
ASSETS		
CURRENT		
Cash	\$ 37,536	\$ 64,126
Amounts receivable	5,893	5,032
	43,429	69,158
DEFERRED FINANCING COSTS	10,000	–
EXPLORATION AND EVALUATION ASSET (Note 4)	97,828	97,828
	\$ 151,257	\$ 166,986
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities	\$ 50,446	\$ 65,174
SHAREHOLDERS' EQUITY		
SHARE CAPITAL (Note 5)	167,360	145,100
CONTRIBUTED SURPLUS	149,988	56,000
DEFICIT	(216,537)	(99,288)
	100,811	101,812
	\$ 151,257	\$ 166,986

NATURE OF BUSINESS AND CONTINUING OPERATIONS (Note 1)
COMMITMENTS (Note 9)
SUBSEQUENT EVENTS (Note 10)

Approved and authorized for issue on behalf of the Board on May 22, 2018

"Michael Dake" Director "David Grandy" Director

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

66 RESOURCES CORP.
CONDENSED INTERIM STATEMENT OF COMPREHENSIVE LOSS
(Expressed in Canadian dollars)

(Unaudited)

	Three months ended February 28, 2018	
EXPENSES		
Management fees (Note 6)	\$	7,500
Office and miscellaneous		506
Professional fees		2,700
Rent		3,315
Share-based payments (Note 6)		93,988
Transfer agent and filing fees		9,240
		<hr/>
NET LOSS AND COMPREHENSIVE LOSS	\$	117,249
		<hr/>
LOSS PER SHARE (basic and diluted)	\$	(0.02)
		<hr/>
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		5,060,963
		<hr/>

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

66 RESOURCES CORP.
CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian dollars)

(Unaudited)

	Common Shares		Contributed Surplus	Deficit	Total
	Number of Shares	Amount			
		\$	\$	\$	\$
Balance, November 30, 2017	4,934,000	145,100	56,000	(99,288)	101,812
Shares issued for cash	148,398	22,260	–	–	22,260
Share-based payments	–	–	93,988	–	93,988
Net loss for the period	–	–	–	(117,249)	(117,249)
Balance, February 28, 2018	5,082,398	167,360	149,988	(216,537)	100,811

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

66 RESOURCES CORP.
CONDENSED INTERIM STATEMENT OF CASH FLOWS
(Expressed in Canadian dollars)

(Unaudited)

**Three months
ended
February 28, 2018**

CASH PROVIDED BY (USED IN):

OPERATING ACTIVITIES

Net loss for the period	\$ (117,249)
Item not involving cash:	
Share-based payments	93,988
	<hr/>
	(23,261)
Changes in non-cash working capital balances:	
Increase in amounts receivable	(861)
Decrease in accounts payable and accrued liabilities	(14,728)
	<hr/>
Cash used in operating activities	(38,850)

FINANCING ACTIVITIES

Deferred financing costs	(10,000)
Issuance of common shares	22,260
	<hr/>
Cash provided by financing activities	12,260

DECREASE IN CASH	(26,590)
CASH, BEGINNING OF PERIOD	64,126
	<hr/>
CASH, END OF PERIOD	\$ 37,536

SUPPLEMENTAL CASH DISCLOSURES

Interest paid	\$ -
Income taxes paid	\$ -

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

66 RESOURCES CORP.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THREE MONTH PERIOD ENDED FEBRUARY 28, 2018

(Expressed in Canadian dollars)

(Unaudited)

1. NATURE OF OPERATIONS

66 RESOURCES CORP. (the "Company") was incorporated on May 31, 2017 under the laws of British Columbia. The address of the Company's corporate office and its principal place of business is 200-551 Howe Street, Vancouver, V6C 2C2, British Columbia, Canada.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at February 28, 2018, the Company had not yet determined whether the Company's mineral property asset contains ore reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

The Company had a deficit of \$216,537 as at February 28, 2018, which has been funded by the issuance of equity. The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

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

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

These unaudited condensed interim financial statements of the Company have been prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting" ("IAS 34") and International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the Financial Reporting Interpretations Committee ("IFRIC"). These interim financial statements do not include all the information required for full annual financial statements and should be read in conjunction with the audited financial statements and notes thereto as of and for the period ended November 30, 2017.

These unaudited condensed interim financial statements were authorized for issue in accordance with a resolution from the Board of Directors on May 22, 2018.

b) Basis of presentation

These interim financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. These financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. These unaudited condensed interim financial statements follow the same accounting policies and methods of application as the annual audited financial statements for the period ended November 30, 2017. The adoption of new accounting standards has had no material impact on the financial statements.

66 RESOURCES CORP.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THREE MONTH PERIOD ENDED FEBRUARY 28, 2018

(Expressed in Canadian dollars)

(Unaudited)

3. NEW ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

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

Effective for annual periods beginning on or after January 1, 2018

IFRS 2 Share-based Payment

The amendments clarify the classification and measurement of share-based payment transactions.

IFRS 9 Financial Instruments – Classification and Measurement

IFRS 9 is the first step in the process to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 introduces new requirements for classifying and measuring financial assets and liabilities and carries over from the requirements of IAS 39.

IFRS 15 Revenue from Contracts with Customers

IFRS 15 is a new standards which supersedes *IAS 11 – Construction Contracts*, *IAS 18 – Revenue*, *IFRIC 13 – Customer Loyalty Programmes*, *IFRIC 15 – Agreements for the Construction of Real Estate*, *IFRIC 18 – Transfers of Assets from Customers*, and *SIC 31 – Revenue – Barter Transactions Involving Advertising Services*. IFRS 15 establishes a comprehensive five-step framework for the timing and measurement of revenue recognition.

The Company does not expect the adoption of these standards and interpretations to have a significant impact on the financial statements of the Company.

Effective for annual periods beginning on or after January 1, 2019

New standard IFRS 16 Leases

IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties of a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model.

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

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning on or after January 1, 2018, or later periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list above.

66 RESOURCES CORP.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THREE MONTH PERIOD ENDED FEBRUARY 28, 2018

(Expressed in Canadian dollars)

(Unaudited)

4. EXPLORATION AND EVALUATION ASSET

	Acquisition Costs	Exploration Costs	Total
	\$	\$	\$
Balance, May 31, 2017 (incorporation date)	-	-	-
Acquisition and exploration costs	10,000	87,828	97,828
Balance, November 30, 2017 and February 28, 2018	10,000	87,828	97,828

Champ Property

Pursuant to an option agreement (the "Agreement") dated August 24, 2017, the Company was granted an option to acquire a 100% undivided interest in the Champ Property (the "Property") located in the Greenwood Mining District of British Columbia.

In accordance with the Agreement, the Company has the option to acquire a 100% undivided interest in the Property by issuing a total of 300,000 common shares of the Company to the optionor and making a payment of \$10,000. The cash payment has been made and the common shares will be issued no later than 15 days after the Company's common shares are listed, posted and called for trading on the Canadian Securities Exchange ("CSE").

The optionor retains a 2% Net Smelter Return royalty on the Property. The Company has the right to purchase the first 1% of the royalty for \$1,000,000 and the remaining 1% for \$1,000,000 at any time during the five year period starting from the commencement of commercial production on the Property.

5. SHARE CAPITAL

a) Authorized:

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

b) Escrow Shares:

The Company entered into an escrow agreement, whereby 2,100,000 common shares will be held in escrow and are scheduled for release in accordance with the terms of the escrow agreement. Subsequent to February 28, 2018, 600,000 of these shares were cancelled.

c) Issued and Outstanding as at February 28, 2018: 5,082,398 common shares.

For the period ended November 30, 2017, the Company had the following share capital transactions:

- (i) The Company issued 1,600,000 common shares at a price of \$0.005 per share for gross proceeds of \$8,000. The fair value of the 1,600,000 common shares was estimated to be \$64,000. Accordingly, the Company recorded share-based payments of \$56,000 and a corresponding increase to contributed surplus.

5. SHARE CAPITAL (continued)

c) Issued and Outstanding as at February 28, 2018: 5,082,398 common shares.(continued)

(ii) The Company issued 3,300,000 units at a price of \$0.04 per unit for gross proceeds of \$132,000. Each unit consists of one common share and one-half share purchase warrant. Each full warrant entitles the holder to purchase one common share of the Company at \$0.04 per share for 1 year. 1,875,000 of those common shares were issued on a flow-through basis. The Company is committed to spend the proceeds of these flow-through shares on eligible mineral exploration and evaluation expenditures, with \$75,000 having been spent from the date of issuance to February 28, 2018.

(iii) The Company issued 34,000 common shares at a price of \$0.15 per common share for gross proceeds of \$5,100.

For the period ended February 28, 2018, the Company had the following share capital transactions:

(iv) The Company issued 148,398 common shares at a price of \$0.15 per common share for gross proceeds of \$22,260.

For the purposes of the calculating the tax effect of any premium related to the issuance of the flow-through shares, the Company reviewed recent financings and compared it to determine if there was a premium paid on the shares. As a result of the review the Company did not recognize any premium on the flow-through shares issued.

d) Stock Options

During the period ended February 28, 2018, the Company adopted a Stock Option Plan (the "Plan"). Under the Plan, the Company can issue up to 10% of the issued and outstanding common shares as incentive stock options to directors, officers, employees and consultants to the Company. The Plan limits the number of stock options which may be granted to any one individual to not more than 5% of the total issued common shares of the Company in any 12 month period. The Plan also limits the stock options which may be granted to any one individual if the exercise would result in the issuance of common shares more than 2% in any 12 month period. The number of options granted to any one consultant or a person employed to provide investor relations activities in any 12 month period must not exceed 2% of the total issued common shares of the Company. As well, stock options granted under the Plan may be subject to vesting provisions as determined by the Board of Directors.

On December 29, 2017, the Company granted 700,000 stock options to certain directors and officers of the Company at an exercise price of \$0.20 for a period of ten years from the date of grant. On February 22, 2018 the number of stock options was reduced to 665,000. The fair value of the stock options was estimated at \$93,988 using the Black Scholes Pricing Model with the following assumptions:

Share price	\$0.15
Risk free interest rate	2.04%
Expected life	10 years
Expected volatility	125%
Expected forfeiture rate	Nil
Expected dividends	Nil

The grant of the stock options is effective on the first trading day of the Company's shares on the CSE.

66 RESOURCES CORP.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THREE MONTH PERIOD ENDED FEBRUARY 28, 2018

(Expressed in Canadian dollars)

(Unaudited)

6. RELATED PARTY BALANCES AND TRANSACTIONS

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

The Company has incurred the following key management personnel cost from related parties:

	Three months period ended February 28, 2018
	\$
Management fees	7,500
Share-based payments	93,988
Total	101,488

Key management includes directors and key officers of the Company, including the President, Chief Executive Officer and Chief Financial Officer.

As at February 28, 2018, included in the accounts payable was the amount of \$18,375 (2017 - \$10,500) due to the CEO of the Company.

During the three months period ended February 28, 2018, the Company incurred \$7,500 management fees to the CEO of the Company. In addition, the Company granted 665,000 stock options with a fair value of \$93,988 to its officers and directors.

7. MANAGEMENT OF CAPITAL

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

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

66 RESOURCES CORP.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THREE MONTH PERIOD ENDED FEBRUARY 28, 2018

(Expressed in Canadian dollars)

(Unaudited)

8. FINANCIAL INSTRUMENTS AND FINANCIAL RISK

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

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

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

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

Fair Value of Financial Instruments

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

Assets measured at fair value on a recurring basis were presented on the Company's condensed interim statements of financial position as at February 28, 2018 are as follows:

	Fair Value Measurements Using			Total
	Quoted Prices in Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
	\$	\$	\$	\$
Cash	37,536	-	-	37,536

Fair value

The fair value of the Company's financial instruments approximates their carrying value as at February 28, 2018 because of the demand nature or short - term maturity of these instruments.

Financial risk management objectives and policies

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

(i) *Currency risk*

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

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

8. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

(ii) *Interest rate risk*

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

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

(iii) *Credit risk*

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

(iv) *Liquidity risk*

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

9. COMMITMENTS

(i) The Company is committed to common share issuances as described in Note 5.

(ii) The Company signed an engagement letter with Canaccord Genuity Corp. (the "Agent") whereby the Agent has agreed to raise on commercially reasonable efforts up to \$400,000 in an initial public offering ("IPO") by the issuance of up to 2,000,000 common shares of the Company at a price of \$0.20 per common share. Canaccord has agreed to amend the engagement letter at the time the agency agreement is signed where by the Agent has agreed to raise \$450,000 in an initial public offering ("IPO") by the issuance of 3,000,000 common shares of the Company at a price of \$0.15 per common share.

Pursuant to the terms of the engagement letter, the Company has agreed to pay to the Agent a commission of 8% of the gross proceeds of the IPO. The Company has also agreed to grant to the Agent warrants (the "Agent's Warrants") which will entitle the Agent to purchase up to 8% of the common shares sold under the IPO, at a purchase price that is equal to the price per share offered in the IPO. The Agent's Warrants are exercisable until 24 months from the date the Company's shares are listed on the CSE. In addition, the Company has agreed to pay a corporate finance fee of \$25,000 (\$10,000 paid). In addition, the Company will pay the Agent's legal fees incurred pursuant to the IPO and any other reasonable expenses of the Agent.

10. SUBSEQUENT EVENTS

(i) On April 6, 2018, 600,000 of 1,600,000 common shares issued at a price of \$0.005 per share were returned to treasury for cancellation and the issue price of the remaining 1,000,000 common shares was adjusted to \$0.008 per share.

(ii) On April 19, 2018, the Company reduced the exercise price of the 665,000 stock options from \$0.20 to \$0.15 per share.

66 RESOURCES CORP.

FINANCIAL STATEMENTS

**FOR THE PERIOD MAY 31, 2017 (DATE OF
INCORPORATION) TO
NOVEMBER 30, 2017**



INDEPENDENT AUDITORS' REPORT

To the Directors of
66 Resources Corp.

We have audited the accompanying financial statements of 66 Resources Corp. which comprise the statement of financial position as at November 30, 2017, and the statements of comprehensive loss, changes in equity and cash flows for the period from incorporation date May 31, 2017 to November 30, 2017, and the related notes comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of 66 Resources Corp. as at November 30, 2017, and its financial performance and its cash flows for the period from incorporation date May 31, 2017 to November 30, 2017 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates the existence of a material uncertainty that may cast significant doubt on the ability of 66 Resources Corp. to continue as a going concern.

Manning Elliott LLP

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, British Columbia
May 22, 2018

66 RESOURCES CORP.
STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian dollars)

	Note	November 30, 2017
		\$
ASSETS		
CURRENT		
Cash		64,126
Amounts receivable		5,032
		69,158
EXPLORATION AND EVALUATION ASSET	5	97,828
		166,986
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities		65,174
SHAREHOLDERS' EQUITY		
SHARE CAPITAL	6	145,100
CONTRIBUTED SURPLUS	6	56,000
DEFICIT		(99,288)
		101,812
		166,986

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

Approved and authorized for issue on behalf of the Board on May 22, 2018

"Michael Dake" Director "David Grandy" Director

The accompanying notes are an integral part of these financial statements

66 RESOURCES CORP.
STATEMENT OF COMPREHENSIVE LOSS
(Expressed in Canadian dollars)

	Note	Period May 31, 2017 to November 30, 2017
		\$
EXPENSES		
Bank charges		187
Management fees	7	15,000
Office		1,283
Professional fees		19,964
Rent		6,854
Share-based payments	7, 6(c)	56,000
NET LOSS AND COMPREHENSIVE LOSS		99,288
LOSS PER SHARE – Basic and diluted		0.06
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		1,586,542

The accompanying notes are an integral part of these financial statements

66 RESOURCES CORP.
STATEMENT OF CHANGES IN EQUITY
(Expressed in Canadian dollars)

	Common Shares		Contributed Surplus	Deficit	Total
	Number of Shares	Amount			
		\$	\$	\$	\$
Shares issued for cash	4,934,000	145,100	56,000	-	201,100
Net loss for the period	-	-	-	(99,288)	(99,288)
Balance, November 30, 2017	4,934,000	145,100	56,000	(99,288)	101,812

The accompanying notes are an integral part of these financial statements

66 RESOURCES CORP.
STATEMENT OF CASH FLOWS
(Expressed in Canadian dollars)

	Period May 31, 2017 to November 30, 2017
	\$
CASH PROVIDED BY (USED IN):	
OPERATING ACTIVITIES	
Net loss for the period	(99,288)
Item not involving cash:	
Share-based payments	56,000
Changes in non-cash working capital balances:	
Increase in amounts receivable	(5,032)
Increase in accounts payable and accrued liabilities	36,069
Cash used in operating activities	(12,251)
INVESTING ACTIVITIES	
Exploration and evaluation asset expenditures	(68,723)
FINANCING ACTIVITIES	
Issuance of common shares	145,100
INCREASE IN CASH	64,126
CASH, BEGINNING OF PERIOD	-
CASH, END OF PERIOD	64,126
SUPPLEMENTAL CASH DISCLOSURES	
Interest paid	\$ -
Income taxes paid	\$ -

The accompanying notes are an integral part of these financial statements

66 RESOURCES CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD MAY 31, 2017 TO NOVEMBER 30, 2017
(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS

66 RESOURCES CORP. (the "Company") was incorporated on May 31, 2017 under the laws of British Columbia. The address of the Company's corporate office and its principal place of business is 200-551 Howe Street, Vancouver, V6C 2C2, British Columbia, Canada.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at November 30, 2017, the Company had not yet determined whether the Company's mineral property asset contains ore reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

The Company had a deficit of \$99,288 as at November 30, 2017, which has been funded by the issuance of equity. The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

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

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

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

These financial statements were authorized for issue in accordance with a resolution from the Board of Directors on May 22, 2018.

b) Basis of presentation

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

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

c) Cash equivalents

Cash equivalents include short term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash. As of November 30, 2017, the Company held no cash equivalents.

66 RESOURCES CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD MAY 31, 2017 TO NOVEMBER 30, 2017
(Expressed in Canadian dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Exploration and evaluation assets

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

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

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

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

e) Share-based payments

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

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

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

f) Flow-through shares

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

66 RESOURCES CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD MAY 31, 2017 TO NOVEMBER 30, 2017
(Expressed in Canadian dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

f) Flow-through shares (continued)

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

g) Foreign currency

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

h) Decommissioning, restoration and similar liabilities

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

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

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

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

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

i) Loss per share

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

66 RESOURCES CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD MAY 31, 2017 TO NOVEMBER 30, 2017
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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

j) Income taxes

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

Deferred income taxes are recorded using the liability method whereby deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the statement of financial position date. Deferred tax is not recognized for temporary differences which arise on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting, nor taxable profit or loss.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each period end date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

k) Financial assets

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

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

Financial assets classified as loans and receivables and held to maturity assets are measured at amortized cost. At November 30, 2017, the Company has not classified any financial assets as loans and receivables.

Financial assets classified as available for sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income and loss except for losses in value that are considered other than temporary which are recognized in earnings. At November 30, 2017, the Company has not classified any financial assets as available for sale.

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

l) Financial liabilities

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

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

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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

l) Financial liabilities (continued)

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including separated embedded derivatives, are also classified as held for trading and recognized at fair value with changes in fair value recognized in earnings unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized in earnings. At November 30, 2017, the Company has not classified any financial liabilities as FVTPL.

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

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

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

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

Significant accounting estimates

- i. the assessment of indications of impairment of the mineral property and related determination of the net realizable value and write-down of the mineral property where applicable;
- ii. the measurement of deferred income tax assets and liabilities; and
- iii. the inputs used in accounting for share-based payments.

Significant accounting judgments

- i. the determination of categories of financial assets and financial liabilities; and
- ii. the evaluation of the Company's ability to continue as a going concern.

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4. NEW ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

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

Effective for annual periods beginning on or after January 1, 2018

IFRS 2 Share-based Payment

The amendments clarify the classification and measurement of share-based payment transactions.

IFRS 9 Financial Instruments – Classification and Measurement

IFRS 9 is the first step in the process to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 introduces new requirements for classifying and measuring financial assets and liabilities and carries over from the requirements of IAS 39.

IFRS 15 Revenue from Contracts with Customers

IFRS 15 is a new standards which supersedes *IAS 11 – Construction Contracts*, *IAS 18 – Revenue*, *IFRIC 13 – Customer Loyalty Programmes*, *IFRIC 15 – Agreements for the Construction of Real Estate*, *IFRIC 18 – Transfers of Assets from Customers*, and *SIC 31 – Revenue – Barter Transactions Involving Advertising Services*. IFRS 15 establishes a comprehensive five-step framework for the timing and measurement of revenue recognition.

The Company does not expect the adoption of these standards and interpretations to have a significant impact on the financial statements of the Company.

Effective for annual periods beginning on or after January 1, 2019

New standard IFRS 16 Leases

IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties of a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model.

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

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning on or after January 1, 2017, or later periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list above.

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5. EXPLORATION AND EVALUATION ASSET

	Acquisition Costs	Exploration Costs	Total
	\$	\$	\$
Opening balance	-	-	-
Acquisition and exploration costs	10,000	87,828	97,828
Balance, November 30, 2017	10,000	87,828	97,828

Champ Property

Pursuant to an option agreement (the "Agreement") dated August 24, 2017, the Company was granted an option to acquire a 100% undivided interest in the Champ Property (the "Property") located in the Greenwood Mining District of British Columbia.

In accordance with the Agreement, the Company has the option to acquire a 100% undivided interest in the Property by issuing a total of 300,000 common shares of the Company to the optionor and making a payment of \$10,000. The cash payment has been made and the common shares will be issued no later than 15 days after the Company's common shares are listed, posted and called for trading on the Canadian Securities Exchange ("CSE").

The optionor retains a 2% Net Smelter Return royalty on the Property. The Company has the right to purchase the first 1% of the royalty for \$1,000,000 and the remaining 1% for \$1,000,000 at any time during the five year period starting from the commencement of commercial production on the Property.

6. SHARE CAPITAL

a) Authorized:

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

b) Escrow Shares:

Subsequent to November 30, 2017, the Company entered into an escrow agreement, whereby 2,100,000 common shares will be held in escrow and are scheduled for release in accordance with the terms of the escrow agreement.

c) Issued and Outstanding as at November 30, 2017: 4,934,000 common shares.

For the period ended November 30, 2017, the Company had the following share capital transactions:

- (i) The Company issued 1,600,000 common shares at a price of \$0.005 per share for gross proceeds of \$8,000. The fair value of the 1,600,000 common shares was estimated to be \$64,000. Accordingly, the Company recorded share-based payments of \$56,000 and a corresponding increase to contributed surplus.

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6. SHARE CAPITAL (continued)

- (ii) The Company issued 3,300,000 units at a price of \$0.04 per unit for gross proceeds of \$132,000. Each unit consists of one common share and one-half share purchase warrant. Each full warrant entitles the holder to purchase one common share of the Company at \$0.04 per share for 1 year. 1,875,000 of those common shares were issued on a flow-through basis. The Company is committed to spend the proceeds of these flow-through shares on eligible mineral exploration and evaluation expenditures, with \$75,000 having been spent from the date of issuance to November 30, 2017.
- (iii) The Company issued 34,000 common shares at a price of \$0.15 per common share for gross proceeds of \$5,100.

For the purposes of the calculating the tax effect of any premium related to the issuance of the flow-through shares, the Company reviewed recent financings and compared it to determine if there was a premium paid on the shares. As a result of the review the Company did not recognize any premium on the flow-through shares issued.

7. RELATED PARTY BALANCES AND TRANSACTIONS

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

The Company has incurred the following key management personnel cost from related parties:

	Period ended November 30, 2017
	\$
Management fees	15,000
Share-based payments	56,000
Total	71,000

The Company has an outstanding balance for management fees as at November 30, 2017 in the amount of \$10,500 which is included in accounts payable.

Management fees and share-based payments were incurred from the Chief Executive Officer of the Company and a company owned by the Chief Executive Officer. Key management includes directors and key officers of the Company, including the President, Chief Executive Officer and Chief Financial Officer.

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8. INCOME TAXES

The Company has losses carried forward of approximately \$43,000 available to reduce income taxes in future years which expire in 2037.

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

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

	Period ended November 30, 2017
Canadian statutory income tax rate	26%
	\$
Income tax recovery at statutory rate	(26,000)
Effect of income taxes of:	
Permanent differences	15,000
Change in deferred tax assets not recognized	11,000
Deferred income tax recovery	-

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

	November 30, 2017
	\$
Non-capital loss carry forwards	11,000
Deferred tax assets not recognized	(11,000)
	-

9. MANAGEMENT OF CAPITAL

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

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

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10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK

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

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

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

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

Fair Value of Financial Instruments

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

Assets measured at fair value on a recurring basis were presented on the Company's statement of financial position as at NOVEMBER 30, 2017 are as follows:

	Fair Value Measurements Using			Total
	Quoted Prices in Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
	\$	\$	\$	\$
Cash	64,126	-	-	64,126

Fair value

The fair value of the Company's financial instruments approximates their carrying value as at November 30, 2017 because of the demand nature or short - term maturity of these instruments.

Financial risk management objectives and policies

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

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10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

(i) *Currency risk*

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

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

(ii) *Interest rate risk*

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

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

(iii) *Credit risk*

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

(iv) *Liquidity risk*

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

11. COMMITMENTS

The Company is committed to common share issuances as described in Note 5.

12. SUBSEQUENT EVENTS

- (i) Subsequent to November 30, 2017, the Company signed an engagement letter with Canaccord Genuity Corp. (the "Agent") whereby the Agent has agreed to raise on commercially reasonable efforts up to \$400,000 in an initial public offering ("IPO") by the issuance of up to 2,000,000 common shares of the Company at a price of \$0.20 per common share. Canaccord has agreed to amend the engagement letter at the time the agency agreement is signed where by the Agent has agreed to raise \$450,000 in an initial public offering ("IPO") by the issuance of 3,000,000 common shares of the Company at a price of \$0.15 per common share.

Pursuant to the terms of the engagement letter, the Company has agreed to pay to the Agent a commission of 8% of the gross proceeds of the IPO. The Company has also agreed to grant to the Agent warrants (the "Agent's Warrants") which will entitle the Agent to purchase up to 8% of the common shares sold under the IPO, at a purchase price that is equal to the price per share offered in the IPO. The Agent's Warrants are exercisable until 24 months from the date the Company's shares are listed on the CSE. In addition, the Company has agreed to pay a corporate finance fee of \$25,000. In addition, the Company will pay the Agent's legal fees incurred pursuant to the IPO, and any other reasonable expenses of the Agent.

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12. SUBSEQUENT EVENTS (continued)

- (ii) On December 29, 2017, the Company authorized the grant of 700,000 stock options to certain directors and officers of the Company at an exercise price of \$0.20 for a period of ten years from the date of grant. On February 22, 2018 the number of stock options was reduced to 665,000 and on April 19, 2018 the exercise price was reduced to \$0.15 per share.

The grant of the stock options is effective on the first trading day of the Company's shares on the CSE.

- (iii) On December 13, 2017, the Company issued 148,398 common shares at a price of \$0.15 per share for gross proceeds of \$22,260.
- (iv) On April 6, 2018, 600,000 of 1,600,000 common shares issued at a price of \$0.005 per share were returned to treasury for cancellation and the issue price of the remaining 1,000,000 common shares was adjusted to \$0.008 per share.

Schedule "A"

Audit Committee Charter

(Adopted by the board of directors on November 30, 2017)

Mandate and Purpose of the Committee

The Audit Committee (the "**Committee**") of the board of directors (the "**Board**") of 66 Resources Corp. (the "**Issuer**") is a standing committee of the Board whose primary function is to assist the Board in fulfilling its oversight responsibilities relating to:

- the integrity of the Issuer's financial statements;
- the Issuer's compliance with legal and regulatory requirements, as they relate to the Issuer's financial statements;
- the qualifications, independence and performance of the Issuer's auditor;
- internal controls and disclosure controls;
- the performance of the Issuer's internal audit function; and
- performing the additional duties set out in this Charter or otherwise delegated to the Committee by the Board.

Authority

The Committee has the authority to:

- engage and compensate independent counsel and other advisors as it determines necessary or advisable to carry out its duties; and
- communicate directly with the Issuer's auditor.

The Committee has the authority to delegate to individual members or subcommittees of the Committee.

Composition and Expertise

The Committee shall be composed of a minimum of three members, each whom is a director of the Issuer. The Committee shall be comprised of members, a majority of whom are not officers, employees or control persons (as such term is defined in the policies of the Canadian Securities Exchange and any other publicly listed exchange on which the shares of the Issuer are listed) of the Issuer.

Committee members shall be appointed annually by the Board at the first meeting of the Board following each annual meeting of shareholders. Committee members hold office until the next annual meeting of shareholders or until they are removed by the Board or cease to be directors of the Issuer.

The Board shall appoint one member of the Committee to act as Chair of the Committee. If the Chair of the Committee is absent from any meeting, the Committee shall select one of the other members of the Committee to preside at that meeting.

Meetings

Any member of the Committee or the auditor may call a meeting of the Committee. The Committee shall meet at least once per year and as many additional times as the Committee deems necessary to carry out its duties. The Chair shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and senior management.

Notice of the time and place of every meeting shall be given in writing to each member of the Committee, at least 72 hours (excluding holidays) prior to the time fixed for such meeting. The Issuer's auditor shall be given notice of every meeting of the Committee and, at the expense of the Issuer, shall be entitled to attend and be heard thereat. If requested by a member of the Committee, the Issuer's auditor shall attend every meeting of the Committee held during the term of office of the Issuer's auditor.

A majority of the Committee shall constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present in person or by means of such telephonic, electronic or other communications facility that permits all persons participating in the meeting to communicate adequately with each other during the meeting.

The Committee may invite such directors, officers and employees of the Issuer and advisors as it sees fit from time to time to attend meetings of the Committee.

The Committee shall meet without management present whenever the Committee deems it appropriate.

The Committee shall appoint a Secretary who need not be a director or officer of the Issuer. Minutes of the meetings of the Committee shall be recorded and maintained by the Secretary and shall be subsequently presented to the Committee for review and approval.

Committee and Charter Review

The Committee shall conduct an annual review and assessment of its performance, effectiveness and contribution, including a review of its compliance with this Charter. The Committee shall conduct such review and assessment in such manner as it deems appropriate and report the results thereof to the Board.

The Committee shall also review and assess the adequacy of this Charter on an annual basis, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any guidelines recommended by regulators or the CSE and shall recommend changes to the Board thereon.

Reporting to the Board

The Committee shall report to the Board in a timely manner with respect to each of its meetings held. This report may take the form of circulating copies of the minutes of each meeting held.

Duties and Responsibilities

Financial Reporting

The Committee is responsible for reviewing and recommending approval to the Board of the Issuer's annual and interim financial statements, MD&A and related news releases, before they are released.

The Committee is also responsible for:

- (a) being satisfied that adequate procedures are in place for the review of the Issuer's public disclosure of financial information extracted or derived from the Issuer's financial statements, other than the public disclosure referred to in the preceding paragraph, and for periodically assessing the adequacy of those procedures;
- (b) if deemed appropriate by the Committee, engaging the Issuer's auditor to perform a review of the interim financial statements and receiving from the Issuer's auditor a formal report on the auditor's review of such interim financial statements;
- (c) discussing with management and the Issuer's auditor the quality of applicable accounting principles and financial reporting standards, not just the acceptability thereof;
- (d) discussing with management any significant variances between comparative reporting periods; and
- (e) in the course of discussion with management and the Issuer's auditor, identifying problems or areas of concern and ensuring such matters are satisfactorily resolved.

Auditor

The Committee is responsible for recommending to the Board:

- (a) the auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Issuer; and
- (b) the compensation of the Issuer's auditor.

The Issuer's auditor reports directly to the Committee. The Committee is directly responsible for overseeing the work of the Issuer's auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Issuer, including the resolution of disagreements between management and the Issuer's auditor regarding financial reporting.

Relationship with the Auditor

The Committee is responsible for reviewing the proposed audit plan and proposed audit fees. The Committee is also responsible for:

- (a) establishing effective communication processes with management and the Issuer's auditor so that it can objectively monitor the quality and effectiveness of the auditor's relationship with management and the Committee;
- (b) receiving and reviewing regular feedback from the auditor on the progress against the approved audit plan, important findings, recommendations for improvements and the auditor's final report;
- (c) reviewing, at least annually, a report from the auditor on all relationships and engagements for non-audit services that may be reasonably thought to bear on the independence of the auditor; and
- (d) meeting in camera with the auditor whenever the Committee deems it appropriate.

Accounting Policies

The Committee is responsible for:

- (a) reviewing the Issuer's accounting policy note to ensure completeness and acceptability with applicable accounting principles and financial reporting standards as part of the approval of the financial statements;
- (b) discussing and reviewing the impact of proposed changes in accounting standards or securities policies or regulations;
- (c) reviewing with management and the auditor any proposed changes in major accounting policies and key estimates and judgments that may be material to financial reporting;
- (d) discussing with management and the auditor the acceptability, degree of aggressiveness/conservatism and quality of underlying accounting policies and key estimates and judgments; and
- (e) discussing with management and the auditor the clarity and completeness of the Issuer's financial disclosures.

Risk and Uncertainty

The Committee is responsible for reviewing, as part of its approval of the financial statements:

- (a) uncertainty notes and disclosures; and
- (b) MD&A disclosures.

The Committee, in consultation with management, will identify the principal business risks and decide on the Issuer's "appetite" for risk. The Committee is responsible for reviewing related risk management policies and recommending such policies for approval by the Board and, once approved by the Board, overseeing the implementation and ongoing monitoring of such policies.

The Committee is responsible for requesting the auditor's opinion of management's assessment of significant risks facing the Issuer and how effectively they are managed or controlled.

Controls and Control Deviations

The Committee is responsible for reviewing:

- (a) the plan and scope of the annual audit with respect to planned reliance and testing of controls; and
- (b) major points contained in the auditor's management letter resulting from control evaluation and testing.

The Committee is also responsible for receiving reports from management when significant control deviations occur.

Compliance with Laws and Regulations

The Committee is responsible for reviewing regular reports from management and others (e.g. auditors) concerning the Issuer's compliance with financial related laws and regulations, such as: tax and financial reporting laws and regulations; legal withholdings requirements; environmental protection laws; and other matters for which directors face liability exposure.

Non-Audit Services

All non-audit services to be provided to the Issuer or its subsidiary entities by the Issuer's auditor must be pre-approved by the Committee.

Submission Systems and Treatment of Complaints

The Committee is responsible for establishing procedures for:

- (a) the receipt, retention and treatment of complaints received by the Issuer regarding accounting, internal accounting controls, or auditing matters; and
- (b) the confidential, anonymous submission by employees of the Issuer of concerns regarding questionable accounting or auditing matters.

The Committee is responsible for reviewing and approving the Issuer's hiring policies regarding partners, employees and former partners and employees of the present and former auditor of the Issuer.

Schedule B Corporate Governance Policy

Corporate Governance

(Approved by the board of directors on November 30, 2017)

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Issuer is required to and hereby disclose its corporate governance practices as follows.

The mandate of the Board is to supervise the management of the Issuer and to act in the best interests of the Issuer. The Board acts in accordance with:

- (a) the BCBCA;
- (b) the Issuer's articles of incorporation; and
- (c) other applicable laws and Issuer policies.

Board of Directors

The Board of Directors of the Issuer facilitates its exercise of independent supervision over the Issuer's management through frequent meetings of the Board.

The Board approves all significant decisions that affect the Issuer before they are implemented. The Board supervises their implementation and reviews the results. The Board is actively involved in the Issuer's strategic planning process. The Board discusses and reviews all materials relating to the strategic plan with management.

The Board is responsible for reviewing and approving the strategic plan. At least one Board meeting each year is devoted to discussing and considering the strategic plan, which takes into account the risks and opportunities of the business. Management must seek the Board's approval for any transaction that would have a significant impact on the strategic plan. The Board periodically reviews the Issuer's business and implementation of appropriate systems to manage any associated risks, communications with investors and the financial community and the integrity of the Issuer's internal control and management information systems. The Board also monitors the Issuer's compliance with its timely disclosure obligations and reviews material disclosure documents prior to distribution.

The Board periodically discusses the systems of internal control with the Issuer's external auditor.

The Board is responsible for choosing the Chief Executive Officer and appointing senior management and for monitoring their performance and developing descriptions of the positions for the Board, including the limits on management's responsibilities and the corporate objectives to be met by the management.

The Board approves all the Issuer's major communications, including annual and quarterly reports, financing documents and press releases. The Board approves the Issuer's communication policy that covers the accurate and timely communication of all important information. It is reviewed annually. This policy includes procedures for communicating with analysts by conference calls.

The Board, through its Audit Committee, examines the effectiveness of the Issuer's internal control processes and management information systems. The Board consults with the internal auditor and management of the Issuer to ensure the integrity of these systems. The internal auditor submits a report to the Audit Committee each year on the quality of the Issuer's internal control processes and management information systems.

The Board is responsible for determining whether or not each director is an independent director. Directors who also act as officers of the Issuer are not considered independent. Directors who do not also act as officers of the Issuer, do not work in the day-to-day operations of the Issuer, are not party to any material contracts with the Issuer, or receive any fees from the Issuer except as disclosed in this Prospectus.

The Issuer's Board consists of four directors, two of whom are independent based upon the tests for independence set forth in NI 52-110. Sean McGrath and Robert Mintak are independent. Michael Dake is not independent as he is the Issuer's Chief Executive Officer. David Grandy is not independent as he is the Issuer's Chief Financial Officer

Orientation and Continuing Education

Each new director of the Issuer is briefed about the nature of the Issuer's business, its corporate strategy and current issues within the Issuer. New directors will be encouraged to review the Issuer's public disclosure records as filed on SEDAR at www.sedar.com after the Issuer becomes a reporting issuer. Directors are also provided with access to management to better understand the operations of the Issuer, and to the Issuer's legal counsel to discuss their legal obligations as directors of the Issuer.

Ethical Business Conduct

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

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Issuer and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Issuer or an affiliate of the Issuer, (ii) is for indemnity or insurance for the benefit of the director in connection with the Issuer, or (iii) is with an affiliate of the Issuer. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Issuer at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Issuer for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Issuer and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

Nomination of Directors

The Board of Directors is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Issuer, the ability to devote the time required, shown support for the Issuer's mission and strategic objectives, and a willingness to serve.

Compensation

The Board of Directors as a whole shall determine the compensation of the Issuer's Chief Executive Officer and Chief Financial Officer with reference to industry standards and the financial situation of the Issuer. The Board of Directors has the sole responsibility for determining the compensation of the directors of the Issuer.

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

Other Board Committees

The Board of Directors shall ensure there is an audit committee at all times in compliance with regulatory requirements. Additional committees may be formed as required.

Assessments

The Board of Directors shall monitor the adequacy of information given to directors, communication between the board and management and the strategic direction and processes of the board and committees.

CERTIFICATES

Date: May 23, 2018

CERTIFICATE OF THE ISSUER

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

“Michael Dake”

Michael Dake
Chief Executive Officer

“David Grandy”

David Grandy
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

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

“Robert Mintak”

Robert Mintak
Director

“Sean McGrath”

Sean McGrath
Director

CERTIFICATE OF THE PROMOTERS

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

“Michael Dake”

Michael Dake

CERTIFICATE OF THE AGENT

Dated: May 23, 2018

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

CANACCORD GENUITY CORP.

Per: "Frank Sullivan"

Frank Sullivan

Vice-President, Sponsorship, Investment Banking