*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and only by persons permitted to sell these securities. The securities offered hereby have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**1933 Act**"), or any state securities laws. Accordingly, these securities may not be offered or sold in the United States of America, its territories, possessions, any state of the United States and the district of Columbia (the "**United States**") or to, or for the account or benefit of, a U.S. person (as defined in Regulation S under the 1933 Act) except in certain transactions exempt from the registration requirements of the 1933 Act and applicable securities laws of any state of the United States. See "Plan of Distribution".*

PROSPECTUS

INITIAL PUBLIC OFFERING

January 17, 2020

CROSS RIVER VENTURES CORP.

$400,000
4,000,000 Common Shares at $0.10 per Share

Cross River Ventures Corp. ("**Cross River**" or the "**Company**") is hereby offering on a commercially reasonable efforts basis, to purchasers resident in the Provinces of British Columbia and Alberta through its agent, Haywood Securities Inc. (the "**Agent**"), 4,000,000 common shares of the Company (the "**Shares**") at a price of $0.10 per Share (the "**Offering**"). The offering price of the Shares and the terms of the Offering have been determined by negotiation between the Company and the Agent. This Prospectus qualifies the distribution of the Shares and any Additional Shares (as defined below) issuable on the exercise of the Over-Allotment Option (as defined below).

Closing of the Offering will occur on such date as may be agreed to by the Company and the Agent, but in any event no later than the date that is 90 days following the date that a final receipt is issued for this Prospectus (or such later date as the securities regulatory authorities may permit) (the "**Closing Date**").

Price: $0.10 per Share

	Price to the Public	Agent's Commission(1)	Net Proceeds to Company(2)(3)
Per Share	$0.10	$0.008	$0.092
Total(3)	$400,000	$32,000	$368,000

Notes:

(1) In consideration of the services provided by the Agent in connection with the Offering, the Company has agreed to pay the Agent a cash commission (the "**Agent's Commission**") equal to 8% of the gross proceeds from the sale of the Offered Shares under the Offering, and to grant to the Agent compensation options (the "**Compensation Options**") entitling the Agent to purchase that number of common shares of the Company (the "**Compensation Option Shares**") equal to 8% of the Offered Shares sold under the Offering, at a price of $0.10 per Compensation Option Share for a period of 24 months from the Closing Date (as defined herein). In addition, the Agent will be paid a corporate finance fee of $32,500 (the "**Corporate Finance Fee**"). This Prospectus qualifies the distribution of the Compensation Options to the Agent. The Company has also agreed to pay the Agent's expenses in connection with the Offering, including its reasonable legal fees and disbursements, for which the Company has paid a $10,000 retainer (the "**Agent's Expenses**"). See "*Plan of Distribution*".

(2) Before deducting the balance of expenses of the Company and the Agent's Expenses relating to the Offering. See "*Use of Proceeds*".

(3) The Company has granted to the Agent an option (the "**Over-Allotment Option**"), exercisable, in whole or in part, by the Agent giving notice to Company up to 48 hours prior to the Closing Date to sell up to an additional 600,000 Shares (the "**Additional Shares**"), which number is equal to 15% of the Shares sold

pursuant to the Offering, at a price of $0.10 per Additional Share. If the Over-Allotment Option is exercised in full, the total "Price to the Public", the "Agent's Commission" and the "Net Proceeds to the Company" (before deducting expenses of the Offering) will be $460,000, $36,800 and $423,200, respectively. This Prospectus also qualifies the grant of the Over-Allotment Option and the distribution of the Additional Shares upon exercise of the Over-Allotment Option. See "*Plan of Distribution*".

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

The Company has received conditional approval to list the Common Shares on the Canadian Securities Exchange (the "**Exchange**" or "**CSE**"). Listing will be subject to the Company fulfilling all of the listing requirements of the Exchange. Confirmation of listing of the Common Shares is a condition of Closing.

As at the date of this Prospectus, the Company 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 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).

Subscriptions will be received subject to rejection or allotment in whole or in part and the Agent reserves the right to close the subscription books at any time without notice. It is expected that one or more global certificates representing the aggregate number of Offered Shares subscribed for under this Prospectus will be issued in registered form to CDS Clearing and Depository Services Inc. ("**CDS**") and will be deposited with CDS on the Closing Date. No certificate evidencing the Offered Shares will be issued to purchasers under this Prospectus, and registration will be made in the depositary services of CDS. Purchasers of the Offered Shares will only receive a customer confirmation from the Agent or registered dealer who is a CDS participant and from whom or through whom a beneficial interest in the Offered Shares is purchased as to the number of Offered Shares subscribed for. See "*Plan of Distribution*".

The Company is not a related or connected issuer (as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*) to the Agent.

The following table sets forth the number of securities issuable:

Agent's Position	Maximum Size or Number of Securities Available	Exercise Period	Exercise Price
Over-Allotment Option(1)	600,000 Additional Shares	Up to 48 hours prior to the Closing Date	$0.10
Compensation Options(2)	320,000 Compensation Option Shares(3)	24 months from the Closing Date	$0.10
Total Securities Issuable	920,000 Common Shares(4)		

Notes:

(1) The Over-Allotment Option is qualified for distribution pursuant to this Prospectus. See "*Description of Securities Distributed*" for more information about the Over-Allotment Option.
(2) The Compensation Options are qualified for distribution pursuant to this Prospectus. See "*Description of Securities Distributed*" for more information about the Agent's Warrants.
(3) If the Over-Allotment Option is exercised in full, the maximum number of Compensation Option Shares upon exercise of the Compensation Options would be 368,000 Compensation Option Shares.
(4) If the Over-Allotment Option is exercised in full, the Total Securities Issuable would be 968,000 Common Shares.

The Offering is subject to the completion of a minimum subscription of 4,000,000 Shares ($400,000). In the event such subscriptions are not attained within 90 days following the date of a receipt for the final Prospectus, all subscriptions and subscription funds will be returned to investors by the Agent, without interest or any deduction or penalty.

The Offering will be discontinued in the event that the Offering has not closed 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 the Offering has not closed 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.

An investment in the Offered Shares is highly speculative and subject to a number of risks that should be considered by a prospective purchaser. Investors should carefully consider the risk factors described under "*Risk Factors*" before purchasing the Offered Shares.

The Agent conditionally offers the Shares and any Additional Shares on a best-efforts basis if, and when issued by the Company and delivered and accepted by the Agent in accordance with the terms and conditions in the Agency Agreement, as set out under "*Plan of Distribution*". Certain legal matters relating to the securities offered hereby will be passed upon by Gowling WLG (Canada) LLP, on behalf of the Company and by Miller Thomson LLP, on behalf of the Agent. No person is authorized to provide any information or to make any representation in connection with this offering other than as contained in this Prospectus.

AGENT:

HAYWOOD SECURITIES INC.
Waterfront Centre
200 Burrard Street, Suite 700
Vancouver, British Columbia V6C 3L6

Telephone: (604) 697-7100
Facsimile: (604) 697-7499

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GLOSSARY

"**Additional Shares**"	means the Common Shares to be issued and sold upon exercise of the Over-Allotment Option;
"**Agency Agreement**"	means the agency agreement dated January 17, 2020 between the Agent and the Company relating to the Offering;
"**Agent**"	means Haywood Securities Inc.;
"**Agent's Commission**"	means the fee equal to 8% of the gross proceeds from the sale of the Offered Shares under the Offering, payable to the Agent by the Company in cash;
"**Agent's Expenses**"	means the Agent's expenses in connection with the Offering which, pursuant to the Agency Agreement, the Company has agreed to repay to the Agent and includes legal fees and disbursements of the Agent's legal counsel;
"**Alternative Transaction**"	means, pursuant to the Agency Agreement, the issuance of securities of the Company or a business transaction, either of which involve a change in control of the Company, or any material subsidiary including a merger, amalgamation, arrangement, take-over bid supported by the Board, insider bid, reorganization, joint venture, sale of all or substantially all assets, exchange of assets or any similar transaction, excluding an issuance of securities pursuant to the exercise of securities of the Company outstanding on the date hereof or in connection with a bona fide acquisition by the Company (other than a direct or indirect acquisition, whether by way of one or more transactions, of an entity all or substantially all of the assets of which are cash, marketable securities or financial in nature or an acquisition that is structured primarily to defeat the intent of the applicable Agency Agreement provision).
"**Audit Committee**"	means the Company's audit committee;
"**Author**"	means Warren Robb, P. Geo., author of the Report;
"**Board**"	means the board of directors of the Company;
"**CDS**"	means CDS Clearing and Depository Services Inc.;
"**Closing**"	means the closing of the Offering;
"**Closing Date**"	means such date that the Company and the Agent mutually determine to close the Offering;
"**Common Share**"	means a common share in the authorized share structure of the Company;
"**Company**" or "**Cross River**"	means Cross River Ventures Corp.;
"**Compensation Options**"	means the compensation options to be granted to the Agent, pursuant to the Agency Agreement, to purchase up to that number of shares equal to 8% of the Offered Shares sold under the Offering, as partial consideration for its services in connection with the Offering;
"**Compensation Option Shares**"	means the Common Shares to be issued to the Agent upon exercise of the Compensation Options;

"**Consolidation**"	means the consolidation of the Common Shares on a 2 to 1 basis effective April 16, 2019;
"**Corporate Finance Fee**"	means the $32,500 corporate finance fee payable by the Company to the Agent pursuant to the terms of the Agency Agreement;
"**Escrow Agent**"	means Odyssey Trust Company;
"**Escrow Agreement**"	means the escrow agreement to be entered into between the Company, the Escrow Agent and various Principals of the Company prior to Closing;
"**Exchange**"	means the Canadian Securities Exchange;
"**Listing Date**"	means the date on which the Common Shares are first listed for trading on the Exchange;
"**Offered Shares**"	means the Shares and the Additional Shares offered pursuant to the Offering;
"**Offering**"	means the offering of Offered Shares as described in this Prospectus;
"**Offering Price**"	means $0.10 per Offered Share;
"**Option Agreement**"	means the option agreement dated December 6, 2017, as amended, between the Vendor and the Company relating to the Property;
"**Options**"	means the non-transferable stock options to purchase Common Shares, granted pursuant to the Stock Option Plan, such Options being exercisable for a period of up to 10 years from the date of grant;
"**Over-Allotment Option**"	means the Agent's option to sell up to an additional 600,000 Additional Shares at the Offering Price, exercisable in whole or in part by the Agent by notice to the Company up to 48 hours prior to the Closing Date;
"**Principal**"	a principal of the Company is:

1. a person or company who acted as a promoter of the Company within two years before the Prospectus;
2. a director or senior officer of the Company or any of its material operating subsidiaries at the time of the Prospectus;
3. a 20% holder – a person or company that holds securities carrying more than 20% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Company's initial public offering;
4. a 10% holder – a person or company that:
   a. holds securities carrying more than 10% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Company's initial public offering; and
   b. has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Company or any of its material operating subsidiaries;
5. In calculating the above percentages, include securities that may be

issued to the holder under outstanding convertible securities in both the holder's securities and the total securities outstanding;

6. A company, trust, partnership or other entity more than 50% held by one or more principals will be treated as a principal. (In calculating this percentage, include securities of the entity that may be issued to the principals under outstanding convertible securities in both the principals' securities of the entity and the total securities of the entity outstanding.) Any securities of the issuer that this entity holds will be subject to escrow requirements; and

7. 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.

"**Property**" or "**Tahsis Property**"	means the property which the Company has an option to acquire pursuant to the Option Agreement, consisting of five (5) mineral claims totalling approximately 4,866 hectares, located on Northern Vancouver Island, British Columbia, in the Nanaimo Mining Division;
"**Prospectus**"	means this prospectus and any appendices, schedules or attachments hereto;
"**Report**"	means the Technical Report entitled "Technical Report on the Geology of the Tahsis Property" dated November 25, 2019, and prepared for the Company by the Author;
"**Securities Commissions**"	means the British Columbia Securities Commission and the Alberta Securities Commission;
"**Selling Provinces**"	means British Columbia and Alberta and any other provinces in which this Prospectus has been filed and in which the Offered Shares will be offered for sale;
"**Shares**"	means the 4,000,000 Common Shares offered for sale under this Prospectus;
"**Stock Option Plan**"	means the Company's stock option plan adopted on February 22, 2018 by the Board and providing for the granting of incentive options to the Company's directors, officers, employees and consultants;
"**Subscriber**"	means a person or other entity that subscribes for Shares under the Offering; and
"**Vendor**"	means Qualitas Holdings Corp., a corporation duly incorporated under the laws of the Province of British Columbia.

GLOSSARY OF TECHNICAL TERMS

Ag	Chemical symbol for silver.
Anomalous	A description of anything statistically out of the ordinary.
As	Chemical symbol for arsenic.
Au	Chemical symbol for gold.
B	Chemical symbol for boron.
Bi	Chemical symbol for bismuth.
Ca	Chemical symbol for calcium.
chalcopyrite	A sulphide of copper common to most copper mineral deposits.
Chlorite	A member of a group of minerals resembling micas (the tabular crystals of Chlorite cleave into small, thin flakes or scales that are flexible, but not elastic like those of micas); they may also be considered as clay minerals when very finely grained. Chlorites are widely distributed, especially in low-grade Metamorphic rocks, or as alteration products of ferromagnesium minerals.
Cd	Chemical symbol for cadmium.
Co	Chemical symbol for cobalt.
Cu	Chemical symbol for copper.
Fe	Chemical symbol for iron.
feldspar	A common silicate mineral that occurs in all rock types and decomposes to form much of the clay in soil, including kaolinite.
g/t	Means grams per tonne.
Geochemical	Pertaining to various chemical aspects (e.g. concentration, associations of elements) of natural media such as rock, soil and water.
Hg	Chemical symbol for mercury.
Igneous Rock	A rock formed by the crystallization of magma or lava.
K	Chemical symbol for potassium.
Li	Chemical symbol for lithium.
Metamorphic	Pertaining to the process of metamorphism or to its results.
Mineralization	The presence of minerals of possible economic value – and also the process by which concentration of economic minerals occurs.
ml	Millilitre.
Mn	Chemical symbol for manganese.

Ni	Chemical symbol for nickel.
Pb	Chemical symbol for lead.
Porphyry	An Igneous Rock of any composition that contains conspicuous phenocrysts in a fine-grained groundmass.
ppb	Parts per billion.
ppm	Parts per million.
pyrite	An iron sulphide.
Pyrrhotite	A monoclinic and hexagonal mineral (FeS); invariably deficient in iron; variably ferromagnetic; metallic; bronze yellow with iridescent tarnish; in mafic Igneous Rocks, contact Metamorphic deposits, high-temperature veins, and granite pegmatites.
Sb	Chemical symbol for antimony
Te	Chemical symbol for tellurium.
W	Chemical symbol for tungsten.
Zn	Chemical symbol for zinc.

NOTICE TO INVESTORS

About This Prospectus

An investor should rely only on the information contained in this Prospectus. The Company has not, and the Agent has not, authorized anyone to provide investors with additional or different information. The Company is not, and the Agent is not, offering to sell these securities in any jurisdictions where the Offering or sale is not permitted. The information contained in this Prospectus is accurate only as of the date of this Prospectus, regardless of the time of delivery of this Prospectus or any sale of the Common Shares. The Company's business, financial condition, results of operations and prospects may have changed since the date of this Prospectus.

For investors outside Canada, neither the Company nor the Agent has done anything that would permit the Offering or possession or distribution of this Prospectus in any jurisdiction where action for that purpose is required, other than in Canada. Investors are required to inform themselves about, and to observe any restrictions relating to, the Offering and the distribution of this Prospectus.

Interpretation

Unless the context otherwise requires, all references in this Prospectus to the "**Company**" or "**Cross River**" refer to Cross River Ventures Corp. as constituted on the Closing Date and, to the extent references in this Prospectus are made to matters undertaken by a predecessor in interest to the Company or its subsidiaries, include such predecessor in interest.

The Company presents its financial statements in Canadian dollars. In this Prospectus, references to "**$**" are to Canadian dollars. Amounts are stated in Canadian dollars unless otherwise indicated.

Forward-Looking Statements

Except for statements of historical fact relating to the Company, certain statements in this Prospectus may constitute forward-looking information ("forward-looking information") within the meaning of Canadian securities laws.

Forward-looking information may relate to this Prospectus, the Company's future outlook and anticipated events or results and, in some cases, can be identified by words or phrases such as "may", "will", "could", "should", "expect", "anticipate", "aim", "estimate", "projects", "intend", "plan", "seek", "believe", "predict", "potential", "targeted", "possible", "continue", "is/are likely to" or the negative of these terms, or other similar expressions concerning matters that are not historical facts and include, but are not limited in any manner to, those with respect to commodity prices, the realization of mineral reserves, existence or realization of mineral resource estimates, the timing and amount of future production, the timing of construction of the proposed mine and process facilities, capital and operating expenditures, the timing of receipt of permits, rights and authorizations, and any and all other timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions, as such matters may be applicable. In particular, this Prospectus contains forward-looking information pertaining to the following:

- proposed expenditures for exploration work, and general and administrative expenses (see: "*Tahsis Property – Recommendations*" and "*Use of Proceeds*" for further details);
- expectations generally regarding the completion of this Offering and the ability to raise further capital for corporate purposes; and
- treatment under applicable governmental regimes for permitting and approvals (see "*Risk Factors*").

Such forward-looking information is based on a number of material factors and assumptions and analyses made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate. These assumptions include that the current price of and demand for minerals being targeted by the Company will be sustained or will improve, that the supply of minerals targeted by the Company will remain stable, that the Company's current exploration programs and objectives can be achieved, that general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed on reasonable terms and that the Company will not experience any material accident, labour dispute, or failure of plant or equipment. While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect.

Forward-looking information involves a variety of known and unknown risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking information. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to the following risks and uncertainties:

- the Company's history of losses;
- the Company's negative cash flow;
- the Company's ability to continue as a going concern;
- the Tahsis Property is an early-stage exploration project and there is no assurance that mineral resources or mineral reserves will ever be identified on the property;
- there is no guarantee that the Tahsis Property will not be challenged by claims from aboriginal or indigenous titles, or unknown third parties claiming an interest in the property;
- the Company and its assets may also become subject to uninsurable risks;
- the Company's activities on the Tahsis Property will require permits or licences which may not be granted to the Company;
- the Company competes with other companies with greater financial resources and technical facilities;
- the Company may be affected by political, economic, environmental and regulatory risks beyond its control;
- the Company is currently largely dependent on the performance of its directors and officers and there is no assurance that the Company can retain their services; and
- volatility in metals prices.

See "*Risk Factors*" for details of these and other risks relating to the Company's business. The Company has no specific policies or procedures for updating forward-looking information. Forward-looking information is based upon management's beliefs, estimates and opinions on the date the statements are made and, other than as required by law, the Company does not intend, and undertakes no obligation to update any forward-looking information to reflect, among other things, new information or future events.

Investors are cautioned against placing undue reliance on forward-looking information. Investors should read this Prospectus and the documents to which the Company refers to in this Prospectus completely and with the understanding that the Company's actual future results may be materially different from its expectations.

Financial Statements

The following financial statements of the Company (the "**Financial Statements**"), prepared in accordance with International Financial Reporting Standards ("**IFRS**"), have been included in this Prospectus:

1. audited financial statements of the Company for the year ended January 31, 2019 and for the period from incorporation to January 31, 2018, together with the auditor's report thereon (the "**Audited Financial Statements**"); and

2. unaudited interim financial statements of the Company for the nine month periods ended October 31, 2019 and October 31, 2018 (the "**Interim Financial Statements**").

PROSPECTUS SUMMARY

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

The Company: The Company is engaged in the business of exploration of mineral properties in Canada. The Company owns an option to acquire a 100% undivided interest in the Tahsis Property described herein. The Company's objective is to explore and develop the Tahsis Property. See "*General Development of the Business*".

The Property: The Tahsis Property consists of 5 mineral claims totalling approximately 4,866 hectares, located on Northern Vancouver Island, British Columbia, in the Nanaimo Mining Division.

The Offering: The Company is offering 4,000,000 Shares for sale in British Columbia and Alberta at the Offering Price. See "*Plan of Distribution*".

Offering Price: $0.10 per Share.

Agent's Compensation: The Agent will receive the Agent's Commission equal to 8% of the gross proceeds of the Offering, including the exercise of the Over-Allotment Option, and the Compensation Options entitling the Agent to purchase Common Shares equal to 8% of the Offered Shares sold under the Offering at a price of $0.10 per Compensation Option Share for a period of 24 months from the Listing Date. The Agent will receive a Corporate Finance Fee of $32,500 and will also be reimbursed by the Company for its expenses and fees, including the reasonable fees and disbursements of the Agent's counsel not to exceed $15,000, except with the written approval of the Company. See "*Plan of Distribution*".

Use of Proceeds: Upon completion of the Offering, the Company expects to have $231,534 in net proceeds after deduction of the Agent's Commission ($32,000); the Corporate Finance Fee ($32,500); and other costs and expenses of the Offering ($37,830), as well as an estimated working capital deficiency of $66,136 as at November 30, 2019, totalling funds available to the Company of $231,534 which is planned to be spent by the Company as follows:

Principal Purpose	**Funds to be Used(1)(4)**
To complete the recommended work program on the Tahsis Property (2)	$107,800
To provide funding sufficient to meet administrative costs for 12 months(3)	$76,200
To supplement working capital	$47,534
Total	**$231,534**

Notes:

1. See "*Use of Proceeds*". The Company 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.
2. This figure includes an estimate $7,300 contingency amount. See table under heading "*Tahsis Property – Recommendations*" for a summary of the work to be undertaken, a breakdown of the estimated costs, and the nature of title to or the Company's interest in the Property.
3. See "*Use of Proceeds*" for a breakdown of administrative costs.
4. Assuming the Over-Allotment Option is not exercised.

Any additional proceeds from the exercise of the Over-Allotment Option will be added to working capital. See "*Use of Proceeds*".

Risk Factors: An investment in the Offered Shares should be considered highly speculative and investors may incur a loss on their investment. The Company has no history of earnings and to date has not defined any commercial quantities of mineral reserves on the Property. While the Company has followed standard industry accepted due diligence procedures to ensure that the Vendor has valid title to the Property, there is no guarantee that the Company's 100% interest, once earned, will be certain or that it cannot be challenged by claims from aboriginal or indigenous titles, or unknown third parties claiming an interest in the Property. The Company and its assets may also become subject to uninsurable risks. The Company's activities may require permits or licences which may not be granted to the Company. The Company competes with other companies with greater financial resources and technical facilities. The Company may be affected by political, economic, environmental and regulatory risks beyond its control. The Company is currently largely dependent on the performance of its directors and officers and there is no assurance that the Company can retain their services. In recent years, both metal prices and publicly traded securities prices have fluctuated widely. The Company had no operating cash flow during its most recently completed financial year ended January 31, 2019. Volatility in the price of the Company's Common Shares could cause investor loss. An investment in the Offered Shares is suitable only for investors who are willing to risk a loss of their entire investment. See "*Risk Factors*" for details of these and other risks relating to the Company's business.

Financial Information: The following table sets out summary financial information of the Company for the periods or as at the dates indicated. The financial information of the Company as at January 31, 2019 has been derived from the Audited Financial Statements and the financial information of the Company as at October 31, 2019 has been derived from the Interim Financial Statements. The Interim Financial Statements presented as at October 31, 2019 and for the nine months ended October 31, 2019 have been prepared on a basis consistent with the Audited Financial Statements. The summary financial information should be read in conjunction with the Audited Financial Statements and the Interim Financial Statements and notes attached thereto which form part of this Prospectus, as well as the "*Management Discussion and Analysis*" as included in this Prospectus.

	Nine Months Ended October 31, 2019 (unaudited)	**Fiscal Year Ended January 31, 2019 (audited)**	**Period of Incorporation to January 31, 2018 (audited)**
Operations:	$	$	$
Revenues	-	-	-
Net income (loss)	(27,435)	(66,710)	(14,385)
Net income (loss) per share – Basic and Diluted	(0.01)	(0.02)	(0.04)
	As at October 31, 2019 (unaudited)	**As of January 31, 2019 (audited)**	**As of January 31, 2018 (audited)**
Balance Sheet:	$	$	$
Working capital (deficit)	(66,136)	(31,911)	65,115
Total assets	94,324	82,758	99,254
Total non-current liabilities	15,000	-	-
Total current liabilities	85,354	61,353	14,139
Distributions or cash dividends declared per share	-	-	-

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company was incorporated as "Cross River Ventures Corp." pursuant to the laws of the Province of British Columbia and under the *Business Corporations Act* (British Columbia) on April 11, 2017. The head office of the Company is located at 307 – 2628 Yew Street, Vancouver, British Columbia, V6K 4T4 and the registered office of the Company is located at Suite 2300, 550 Burrard Street, Vancouver, British Columbia, V6C 2B5. The Company is engaged in the exploration of mineral properties in Canada. See "*General Development of the Business*".

On April 16, 2019, the Company's common shares (the "**Common Shares**") were consolidated on a 2 to 1 basis (the "**Consolidation**"). All of the references to the Common Shares herein are on a post-Consolidation basis.

Intercorporate Relationships

The Company has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

Overview

The Company is a British Columbia-incorporated exploration company that is primarily engaged in the acquisition and development of mineral resource properties. The Company has one material resource property, being the Tahsis Property, which is in the exploration stage. For more information on the Tahsis Property, see "*Tahsis Property*" in this Prospectus.

Acquisition of Properties

On December 6, 2017, the Company entered into the Option Agreement with the Vendor whereby the Company was granted an option to acquire an undivided 100% right, title and interest in and to five (5) mineral claims known as the Tahsis Property, located on Northern Vancouver Island, British Columbia, in the Nanaimo Mining Division. During the year ended January 31, 2018, the Company paid $20,000 to the Vendor in accordance with the payment terms of the Option Agreement. For more information on the Option Agreement, see "*General Development of the Business – The Option Agreement*" in this Prospectus.

To fund its exploration activities and to provide working capital, the Company has relied on the sale of Common Shares from treasury. Since incorporation, the Company has raised $102,500 privately through the sale of its Common Shares (see "*Prior Sales*"). The Company intends to raise additional funding under the Offering to carry out additional exploration of the Tahsis Project as set out in the section entitled "*Use of Proceeds*".

For more information on the Tahsis Property, see "*Tahsis Property*" in this Prospectus.

The Option Agreement

Pursuant to the Option Agreement, the Vendor granted the Company an option to acquire a 100% undivided interest in the Tahsis Property, which consists of five (5) mineral claims totalling approximately 4,866 hectares, located on Northern Vancouver Island, British Columbia, in the Nanaimo Mining Division. The Vendor is at arm's length to the Company. In order to earn its interest in the Tahsis Property, the Company is required to complete the following cash payments, share issuances and exploration expenditures:

Date for Completion	Cash Payment	Number of Common Shares to be Issued	Minimum Exploration Expenditures to be Incurred
Upon execution of the Option Agreement	$20,000 (Paid)	Nil	Nil
Within 10 business days of the Listing	Nil	300,000	Nil

Date for Completion	Cash Payment	Number of Common Shares to be Issued	Minimum Exploration Expenditures to be Incurred
Date			
On or before the first anniversary of the Listing Date	Nil	250,000	$100,000
On or before the second anniversary of the Listing Date	Nil	250,000	$150,000
Total	**$20,000**	**800,000**	**$250,000**

Note: All cash payment amounts are payable to the Vendor and all Common Shares to be issued are issuable to the Vendor.

The Option Agreement grants the Company an option only. The Company is, therefore, not obligated to meet any of the above option obligations in the event that it chooses to terminate the Option Agreement and abandon the Tahsis Property for any reason. However, if the Company terminates the Option Agreement and has not incurred a cumulative total of at least $50,000 in exploration expenditures on or before the first anniversary of the Listing Date, then the Company will be subject to a penalty of the difference between $50,000 and the amount of expenditures actually completed as of the date of termination, payable to the Vendor. The Company may terminate the Option Agreement at any time on notice to the Vendor. The Option Agreement will terminate if the Company fails to make any payments, issue any shares or complete any work expenditures by the dates set out in the Option Agreement, provided that the Vendor provides the Company notice of such failure, and the Company has not cured such failure within 30 days of the notice.

Upon completion by the Company of all of its obligations under the Option Agreement, it will have earned a 100% undivided interest in the Tahsis Property, subject only to a 3% Net Smelter Returns Royalty (the "**NSR Royalty**") payable to the Vendor on gold, silver, platinum, palladium and rare elements produced from the Tahsis Property, as further set out in the Option Agreement. In the event that commercial production is achieved on the Tahsis Property, the Company will have the right to purchase from the Vendor up to ⅔ of the NSR Royalty (up to 2% NSR) for $1,000,000 per 1% NSR Royalty purchased.

Pursuant to the Option Agreement, the Listing Date must occur on or before February 8, 2020.

Capital Raising

After the Company entered into the Option Agreement, the Company completed the following private placement financings:

- On February 1, 2018, the Company completed the first tranche of a non-brokered private placement of 300,000 Common Shares at a price of $0.04 per share to raise gross proceeds of $12,000.

- On February 20, 2018, the Company completed the second tranche of a non-brokered private placement of 1,950,000 Common Shares at a price of $0.04 per share to raise gross proceeds of $78,000.

Agency Agreement

On January 17, 2020, the Company entered into the Agency Agreement (the "**Agency Agreement**") with the Agent with respect to the Offering. For more information see "*Plan of Distribution*".

Trends

There are no current trends in the Company's business that are likely to impact on the Company's performance.

TAHSIS PROPERTY

The following represents information summarized from the Report prepared pursuant to the provisions of National Instrument 43-101 *Standards of Disclosure for Mineral Properties* ("**NI 43-101**") by the Author, Warren Robb, P. Geo., a consulting geologist, who is an independent "qualified person" ("**QP**") as defined by NI 43-101. A complete copy of the Report is available for review on the System for Electronic Document Analysis and Retrieval (SEDAR) located at the following website: www.sedar.com. Alternatively, the Report may be inspected during normal business hours at the Company's business offices at 307 – 2628 Yew Street, Vancouver, British Columbia, V6K 4T4.

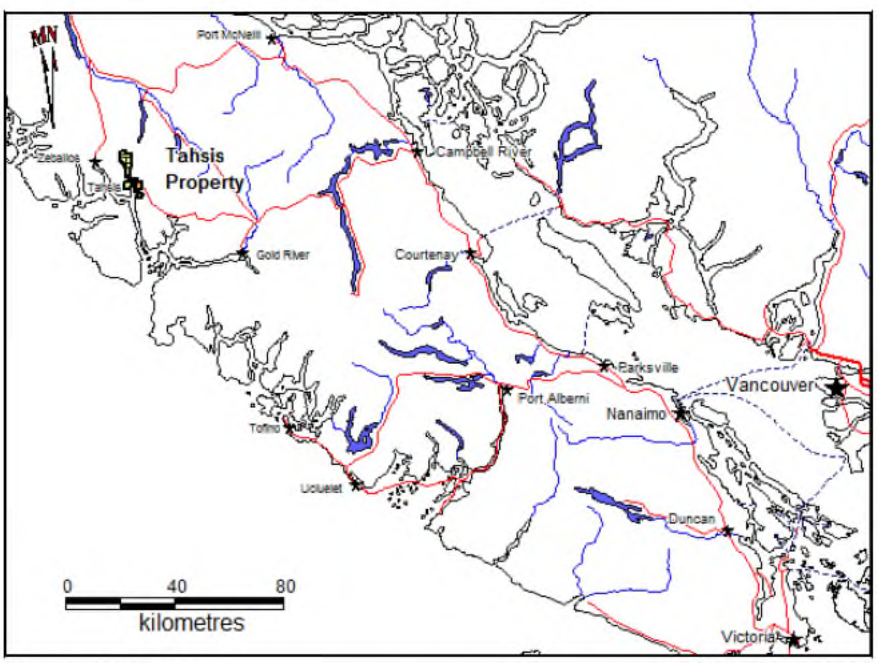
The Tahsis Property is considered to be the only material property of the Company. The available funds of the Company, including net proceeds from this Offering, will be applied to advance the Tahsis Property. See "*Use of Proceeds*."

Project Description, Location and Access

The Tahsis Property is centered at 49º 55' North latitude 126° 39' West longitude located on NTS Map sheet 92E and 92L and on the BC Government TRIM Map sheets 092E087, 092E088, 092E097, 092L007. (Figure 1). The property forms an irregular rectangular shaped body and consists of 5 mineral tenures totaling approximately 4,866 hectares (Figure 2). The mineral tenures are for subsurface rights only, with the surface rights associated with the tenures held by the Crown. The tenure information is displayed in Table 2.

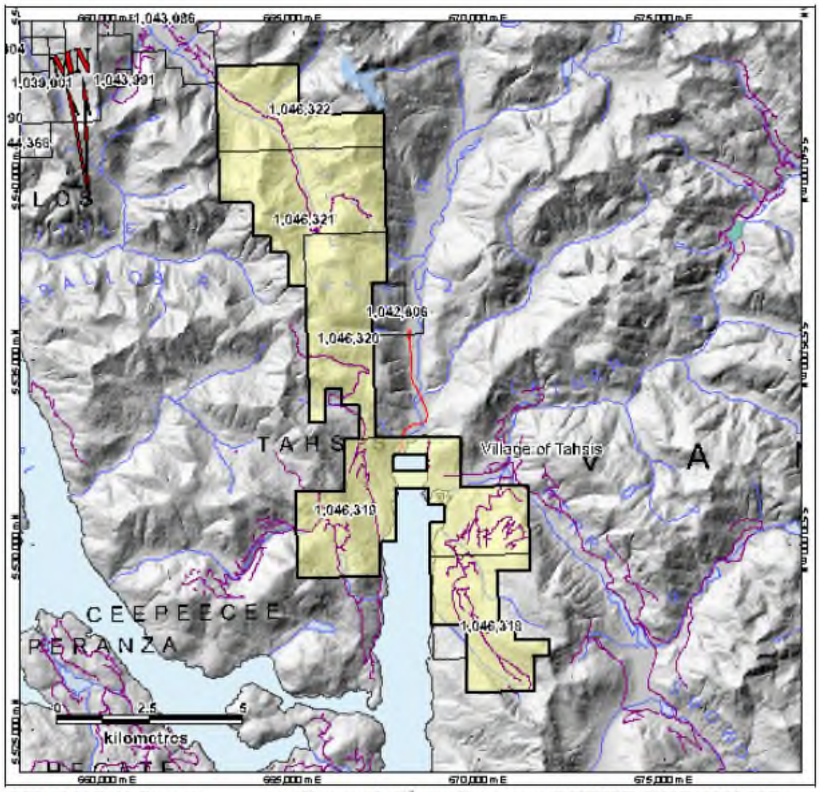
Table 2. List of Claims

Tenure Number	Claim Name	Owner	Map Number	Issue Date	Good To	Area (ha)
1046318	TAS 1	247642	092E	2016/Aug/29	2020/May/10	707.87
1046319	TAS 2	247642	092E	2016/Aug/29	2020/May/10	1456.57
1046320	TAS 3	247642	092E	2016/Aug/29	2020/May/10	935.47
1046321	TAS 4	247642	092E	2016/Aug/29	2020/May/10	1038.75
1046322	TAS 5	247642	092E, 092L	2016/Aug/29	2020/May/10	726.86
	5	**claims**				4865.52



Projection NAD 83 Zone 9

Figure 1. Location



UTM NAD 83 Zone 9

Figure 2. Claim Location (092E087, E097; 092L007)

The claims were originally acquired by map staking by Qualitas Holdings Corp. in 2010. Qualitas optioned the Tahsis Property (Table 2 and Figure 2) to the Company on December 6, 2017 under the following terms:

Payments		
Date	Cash	Shares
Signing	$20,000 (paid)	
On CSE approval(1)		300,000
1st anniversary of CSE approval		250,000
2nd anniversary of CSE approval		250,000
Totals	**$20,000**	**800,000**

Work Commitments	
Expenditures of	Completed by
$100,000	1st anniversary
$150,000	2nd anniversary
$250,000	

Note:

(1) Within 10 business days of the first business day after the date that the CSE has issued its approval in writing of the listing of the common shares of Cross River on the CSE ("**CSE approval**").

Upon completion of the terms, the Company will be considered to, on delivery of notice to Qualitas, have exercised the option to acquire and will then hold a 100% interest in the Tahsis Property, subject to the 3% NSR Royalty payable to Qualitas. In the event that commercial production is achieved on the Tahsis Property, the Company will have the right to purchase from Qualitas up to 2% (⅔) of the NSR Royalty for $1,000,000 per 1% NSR Royalty purchased.

The Author is not aware of any environmental liabilities associated with the Tahsis Property. The recommended work program will include excavator trenching and as such will require a ground exploration permit through the provincial Notice of Work Program (the "**NOW**"). Cross River advises that it will begin engagement with the Mowachahnt/Muchalahnt Band concurrent with applying for the NOW. Licenses to Cut and Road Use permits would be applied for through the Ministry of Forests as outlined in the Mowachahnt/Muchalahnt Forest and Range

Consultation and Revenue Sharing Agreement (2017). Current approval times are estimated at 6 months according to the British Columbia Ministry of Energy, Mines and Petroleum Resources.

The Tahsis Property lies in the traditional territory of the Mowachahnt/Muchalahnt Band, a member of the Nuu-chah-nulth Tribal Council (the "**Council**"), which is currently in Stage 4 in Treaty negotiations. At present, in British Columbia, all mineral rights on mineral lands belong to the Crown, and are administered under the Mineral Tenure Act. The Province is legally obligated to consult and accommodate First Nations, where required, on land and resource decisions that could impact their Indigenous Interests. As the Author is not privy to treaty negotiations it is uncertain of how mineral title will be affected should a treaty be signed. The Author is not aware of any other significant factors or risks that may affect title or the right or ability to perform work on the Tahsis Property.

The Tahsis Property appears to be on crown land with the exception of the ground within the boundaries of the Village of Tahsis itself. The property has not been legally surveyed as all mineral tenures are map tenures acquired under the British Columbia Ministry of Energy and Mines and Petroleum Resources Mineral Titles Online system. There are two known mineral occurrences on the Tahsis Property, the NOMASH (BC Minfile number: 092E 024) and the GEO property (BC Minfile number: 092E 010). The location of the mineral occurrences and all geo-chemical anomalies relative to the property boundaries is shown on Figures 3 to 5. To the best of the author's knowledge, the Tahsis Property is not subject to any environmental liabilities.

Woss Lake Provincial Park adjoins the property to the north; Weymer Creek Karst Provincial Park adjoins the property on the east near the center of the property.

In order to maintain the claims in good standing assessment work must be done and filed with the British Columbia Provincial Government. Effective July 1, 2012 the British Columbia Provincial Government changed the assessment requirements to maintain mineral tenure in good standing, the requirements are now as follows

- $5.00 per hectare for each of the first and second anniversary years;
- $10.00 per hectare for each of the third and fourth anniversary years;
- $15.00 per hectare for each of the fifth and sixth anniversary years, and;
- $20.00 per hectare for each subsequent anniversary year;

As of July 1, 2012 all claims will be treated as if they are in their first anniversary year.

The Property lies proximal to the village of Tahsis, which lies 105 kilometres west of Campbell River, British Columbia. Road access is via Highway 28 west from Campbell River to the village of Gold River, a distance of approximately 89 kilometres and then by the Head Bay Forest Service Road from Gold River to Tahsis, a distance of approximately 62 kilometres. This road runs along the northeast boundary of the southern portion of the Tahsis Property claim block from kilometre 47 to kilometre 62. Access throughout the claim block is via logging roads in various stages of accessibility radiating from the village of Tahsis. The village of Tahsis is located on tidewater at the head of Tahsis Inlet.

Access to the northern section of the north claim block is via Nomash Mainline from the Zeballos Road. The Zeballos Road leaves Highway 19 approximately 151 kilometres north of Campbell River or 78 kilometres south of Port Hardy. Nomash Mainline logging road leaves the Zeballos Road approximately 30 kilometres south from Highway 19 or 12 kilometres north of Zeballos. The north claim block lies at kilometre 7 along Nomash Mainline. The spur roads are deactivated and movement through this section of the north block is extremely difficult.

History

The Tahsis area has a long exploration history due to its proximity to the Zeballos Gold Camp, approximately 25 kilometres to the northwest. In the Zeballos Gold Camp, 13 deposits produced a total of 287,811 ounces of gold and 124,700 ounces of silver from as early as 1930 until 1948 (Hoadley, 1953). One producer, Privateer, accounted for 154,381 ounces of gold and 60,878 ounces of silver. A total of 285,771 tons of ore was mined from Privateer's five main veins, of which 158,332 tons was milled. Twelve other producers accounted for the balance of production with total outputs ranging from 54,000 ounces of gold to 5 ounces of gold. The British Columbia Ministry of Energy Mines and Petroleum Resources MINFILE database lists 33 lode gold deposits and occurrences in the Zeballos Gold Camp, all of which are associated with quartz veining. Along with free gold, other associated minerals included pyrite, arsenopyrite, calcite and chalcopyrite with occasional galena and sphalerite. The geology of the Tahsis area is similar to the Zeballos camp, making it a favourable exploration target.

Exploration has spilled southeast from Zeballos into the Tahsis River Valley and further to the southeast following the Eocene Mt. Washington intrusive plugs, the host rocks of much of the Zeballos mineralization. There are several mineral occurrences on old crown granted mineral claims in the area of the Tahsis claims, though none of them lie within the present Tahsis Property boundary. These include the Star of the West and Independence claims located within the small block of claims northwest of Tahsis excluded from the current Tahsis Property and immediately to the east of the Tahsis Property, respectively. The Independence is auriferous quartz veins while the Star of the West is a gold-copper skarn in Quatsino limestone.

The Tahsis property has a long exploration history. Table 3 shows the summary of the exploration history from the British Columbia Ministry of Energy, Mines and Petroleum Resources ARIS Assessment Report Index. The proximity of the Tahsis Property to the Zeballos Gold Camp, approximately 25 kilometres to the northwest, has resulted in several cycles of exploration on the ground comprising the present Tahsis Property.

Table 3. Summary of Exploration History

ARIS	Year	Reference	Company	Property	Work Done / Recommendations
9130	1981	White and Chabot, 1981	Pan Ocean Oil Ltd.	Tah Group	Heavy mineral sampling and rock and stream geochemistry. Mapping, rock, soil silt geochemistry recommended.
10157	1981	Chabot, 1982	Pan Ocean Oil Ltd.	Tah Group	Mapping, rock sampling. Rock sampling, mapping and prospecting recommended.
10659	1981	Beach, 1981	Colin Beach	Water	Prospecting. Prospecting and rock sampling recommended.
12058	1983	Robinson, 1983	Aberford Resources	Tah Group	Mapping, rock sampling. Prospecting and detailed mapping recommended.
12354	1983	Peto, 1983	Peter Peto	Independence, Tahsis	Soil, rock sampling. Prospecting and rock sampling recommended.
13681	1985	Ronning, 1985	Homestake Mineral Deveopment	Tah Group	Rock sampling. No further work recommended.
16426	1987	Freeze, 1987	Stow Resources Ltd.	Perry Group	Silt, rock sampling, mapping. Soil geochemistry, ground geophysics recommended.
16673	1987	Stephenson, 1987	North American Ventures Ltd.	Independence	Soil, rock sampling. Soil sampling, ground geophysics, mapping recommended.
20664	1990	Nelles, 1990	Landon Resources Ltd.	Extra	Mapping, rock sampling, IP/Mag surveys, diamond drilling. Mapping, follow up geophysics and diamond drilling recommended.
22130	1991	Coombes, 1992	Landon Resources	Extra	Mapping, rock sampling, IP/Mag surveys. No further work recommended.
28652	1996	Diakow, 1996a	Gerry Diakow	Extra	Rock sampling. Silt and soil sampling recommended.
28659	1996	Diakow, 1996b	Gerry Diakow	Geo	Rock sampling. Silt and soil sampling recommended.
30088	2007	Raven and Nelson, 2008	Grande Portage Resources Ltd.	Cherry	Silt, soil, rock sampling, airborne geophysics. Prospecting, airborne geophysics recommended.

The area around the old Independence workings, immediately east of the north central portion of the present Tahsis Property, has been explored at regular intervals since the early 1980's. The first program was completed by property owner Peter Peto in 1983. A total of 15 rock samples, 4 silt samples and 9 soil samples were collected by various company geologists during the summer of 1983, divided between the Star of the West and the Independence claims (Peto, 1983).

North American Ventures Ltd. explored the Independence claim in 1987. They flagged a grid, collected 290 soil samples at 100 metre intervals along north-south lines paced 50 metres apart and then ran magnetometer and VLF-EM surveys over the grid lines. A subsequent review of the data showed the grid lines stopped well short of the projected location of the Independence veins. (Stephenson, 1987).

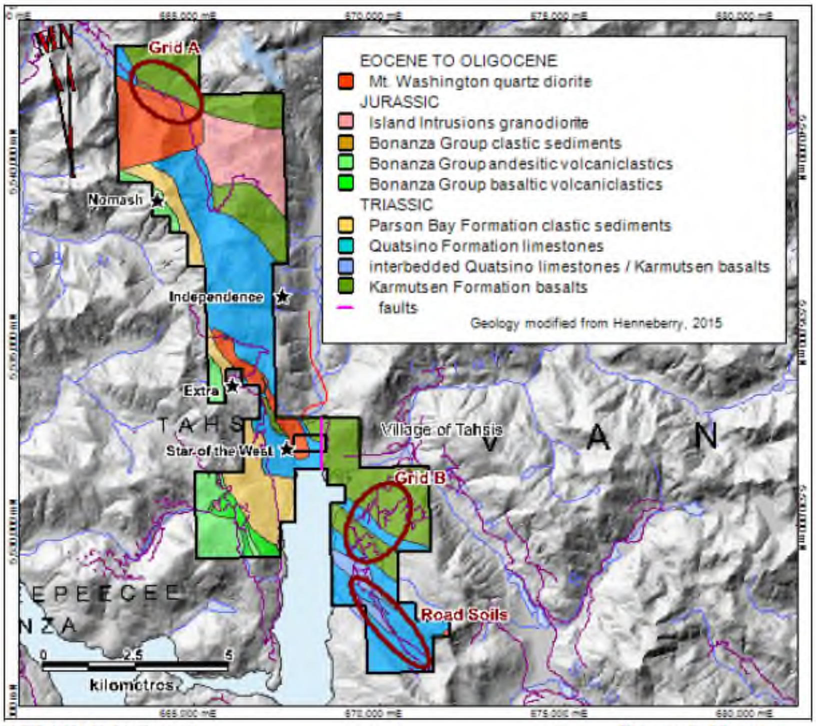
Landon Resources Ltd. completed a two year exploration program on the Star of the West workings and surrounding area in the early 1990's. This includes the small block of ground entirely surrounded by the present Tahsis Property in the west central portion of the claim block. The initial 1990 program (Nelles, 1990) consisted of 12.6 line kilometres of magnetometer surveying, 6.2 line kilometres of Induced Polarization surveying, 32 rock samples, 8 heavy mineral samples, 7 petrographic analyses, geological mapping and two NQ diamond drill holes totaling 243 metres. The follow up 1991 program (Coombes, 1992) consisted of reconnaissance geological mapping at a scale of 1:5,000 (approximately 550 hectares); detailed geological mapping at a scale of 1:1,000 (approximately 60 hectares); grid construction (9,010 metres with 10m station intervals); soil (253 samples, of which, 213 were analyzed) and rock (22 samples) geochemical sampling; ground magnetometer geophysical surveys (14,910 metres at 10 metre intervals); and very low frequency electromagnetics (VLF-EM) geophysical surveys (11,280 metres at 10 metre intervals.

These programs found three showings: the Poole Creek skarn area, where pyrite usually occurs as disseminations and fracture fillings associated with quartz, calcite, epidote and chlorite veining, and pyrrhotite and chalcopyrite predominantly occur as disseminations and fracture fillings; the Open Cut Zone, where semi-massive mineralization, including fracture- related chalcopyrite, is hosted by open tensional fractures between two north-northwesterly striking and steeply dipping strike-slip faults along the diorite-limestone contact; and the Adit Zone, where semi-massive pyrite and chalcopyrite mineralization at the intrusive contact of a northerly striking andesite dyke. (Coombes, 1992).

Diakow (1996a) staked the Extra claim to cover the Star of the West showings in 1996. He also staked a second block, the Geo claim, on the western side of Tahsis Inlet, now covered by the southwest portion of the present Tahsis Property (Diakow, 1996b). Rock sampling programs, consisting of 7 rock samples from the Extra claim and a further 7 samples from the Geo claim, were conducted on each property.

Colin Beach explored his Water claim on 1981, taking one rock sample and flagging a grid. Nothing of significance was noted (Beach, 1981). Minfile reports that a sample collected from this property assayed 0.061% Cu, 0.8 grams per tonne silver and 0.035 grams per tonne gold. Neither Beach nor anyone else has been able to duplicate this sample or result. The ground comprising the long expired Water claim underlies some of the northwest section of the current Tahsis Property including the old Nomash showing.

Four significant exploration programs were completed on the bulk of the present Tahsis Property. The 2007 program was completed by Grand Portage Resources Ltd. ("**Grand Portage**"). The claims subsequently expired and were acquired by Qualitas, in 2010. Qualitas optioned the claims to Gold Ridge Exploration Corp. ("**Gold Ridge**"), who subsequently completed a 2011 program. Gold Ridge later returned the claims and Qualitas next optioned them to Sojourn Ventures Inc. ("**Sojourn**") in 2013. Sojourn completed a program in 2013 and a second program in 2015 before returning the claims to Qualitas when they decided to move in a different direction. Three target areas were identified: Grid A, Grid B and the Road Soils Area (Figure 3).



UTM NAD 83 Zone 9 **Figure 3. History**

Grande Portage completed a 2007 exploration program of airborne geophysics, property wide stream sediment sampling, supplemental soil sampling and limited rock sampling (Raven and Nelson, 2008). The airborne time domain electromagnetic and caesium vapour magnetometer survey ran into a month of poor weather and only 162.7 of the planned 1443 line kilometres were actually flown. No maps were produced due to lack of data. The stream sediment sampling program was confined to accessible areas of the property and consisted of 14 moss-mat silt and 236 conventional silt samples, identifying four areas for follow-up: Targets A through D. A total of 78 soil samples were taken in areas were stream drainages were minimal. The sampling assisted in confirming Targets A and D and suggested Target B could be larger in scope than suggested by the silt sampling. While at total of 26 rocks samples were reported as taken by Raven and Nelson (2008) assay results were only provided for 15 samples. Descriptions of the rock individual rock samples were not provided in the 2008 report, so it is unknown if the samples were float, grabs or chips.

Gold Ridge explored the present Tahsis claim block in the spring of 2011, completing a preliminary exploration program consisting of: 619 road soil samples, 42 rock samples and 34 silt samples testing 4 target areas identified by earlier operators. They had exploration success at Target A, located on both sides of Nomash Creek valley on the north claim block, returning elevated gold and copper values from soils and silts and at Target B, located to the east of the head of Tahsis Inlet, returning elevated gold and copper values from rocks and soils. Gold Ridge completed very limited sampling at Target C and Target D (Robb, 2011).

Table 4. Summary of Tahsis Property Programs

Company	Year	Road Soils	Grid soils	Silts	Rocks
Gold Ridge	2011	619		34	42
Sojourn	2013	176	691	2	3
Sojourn	2015	108		24	14

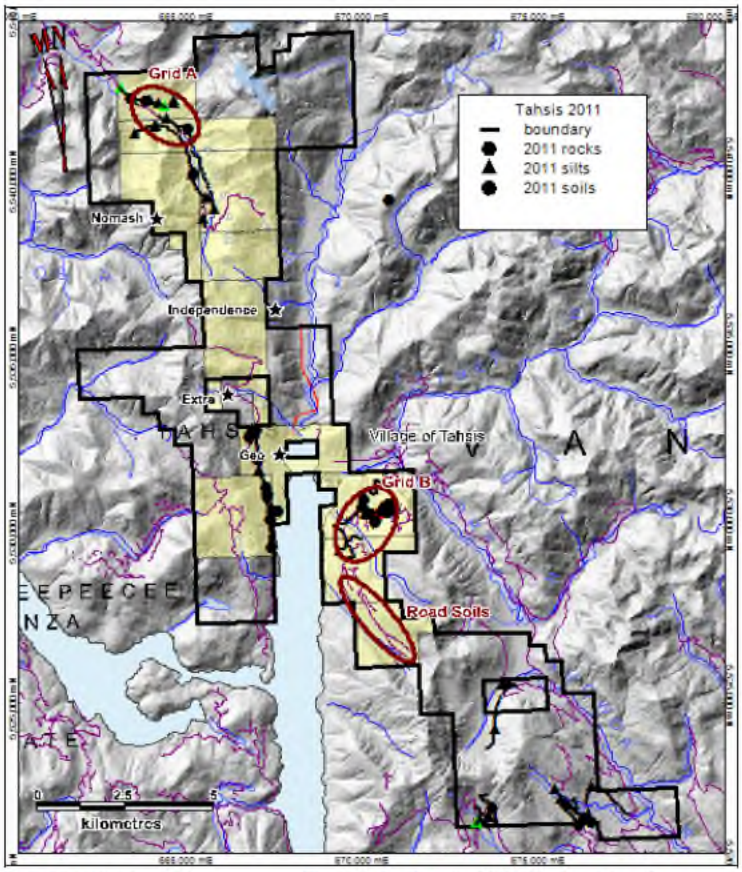


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Figure 4a. Tahsis 2011 Exploration Program

Sojourn undertook grid soil sampling programs at Target A and Target B in the summer of 2013. Extremely difficult ground conditions significantly curtailed the size of the proposed soil grids and lead to a program of road soil sampling to meet the exploration expenditures required under the option agreement. Grid and road soil sampling in the Target A area located a continuously anomalous 950 metre section of road at the top end of the grid, with gold-in-soil ranging from a minimum of 15 ppb to a maximum of 1672 ppb and copper-in-soil values ranging from a minimum 119 ppm of to a maximum of 1651 ppm.

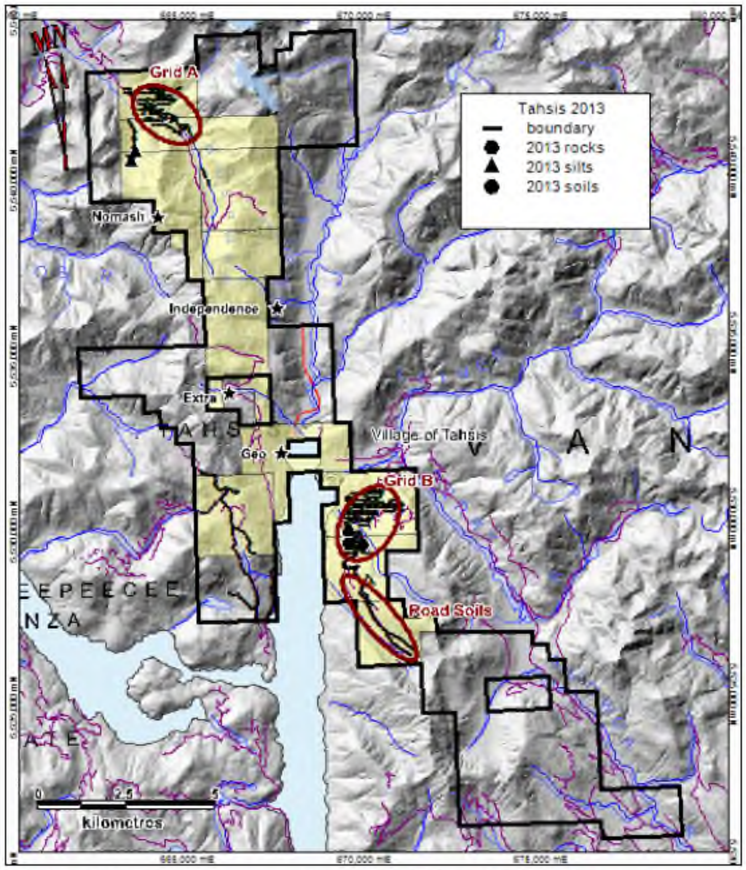

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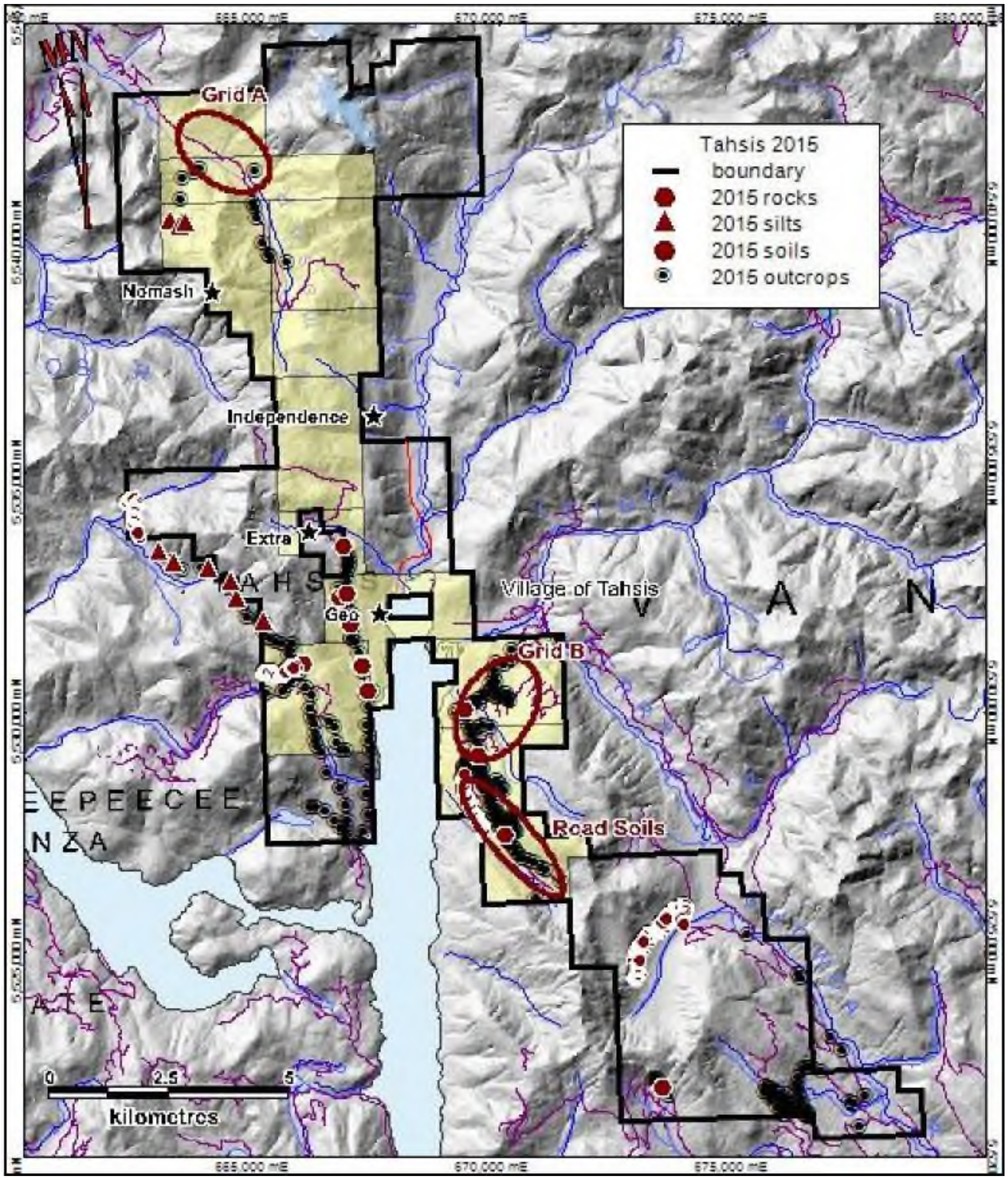
Figure 4b. Tahsis 2013 Exploration Program

Grid and road soil sampling in the Target B area located two clusters of anomalous gold and copper in soil: cluster 1 – approximately 450 metres north south by 500 metres east west and cluster 2 – approximately 1300 metres east west by 250 metres north south. Road soil sampling in the southwestern end of the claim block located anomalous gold and copper in soil values as the south end of Target D was approached at the extremity of the sampling program. Program statistics were 691 grid soils, 176 road soils, 2 moss mat stream sediment samples and 3 rock samples. (Henneberry, 2013).



UTM NAD83 Zone 9 Figure 4c. Tahsis 2015 Exploration Program

Sojourn completed a second program of local road soil sampling, stream sediment sampling, rock sampling and preliminary geological mapping in 2015. A total of 108 road soil samples, 1 moss mat stream sediment sample, 23 conventional stream sediment samples and 14 rock samples were taken and 352 outcrop locations were logged during the July 2015 exploration program (Figure 4c)

This exploration allowed downsizing of the Property by allowing some of the peripheral area claims to expire. (Henneberry, 2015).

The Grid A soil sampling concentrated in the area of the 2011 road Au-in-soil and Cu-in-soil anomalies in the northern claim block. The bush conditions were extremely difficult so the planned 200 metre by 50 metre sample grid was not possible. The sampling concentrated on the severely overgrown roads cutting through the grid and lines along the proposed grid wherever possible. The results are plotted as Figures 5a and 5b.

The gold plot (Figure 5a) shows scattered spot anomalies throughout the portion of the grid that was established. More importantly, it strongly suggests a significant zone of continuous of Au-in-soil values along an overgrown road on the northern end of the grid. The continuous 950 metre section of road contained Au-in-soil values ranging from a minimum of 15 ppb to a maximum of 1672 ppb and Cu-in-soil values ranging from a minimum 119 ppm of to a maximum of 1651 ppm. (Table 5).

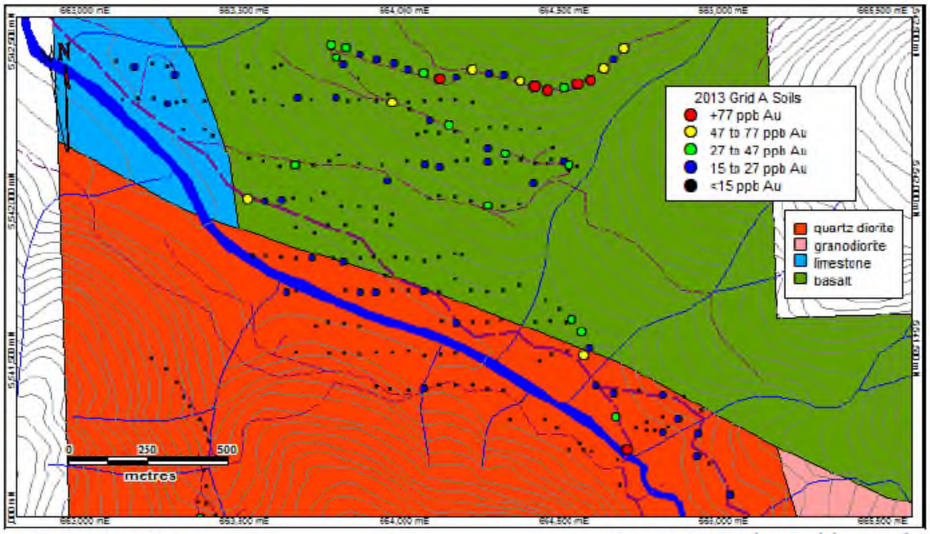


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Figure 5a. Grid A Gold In Soil

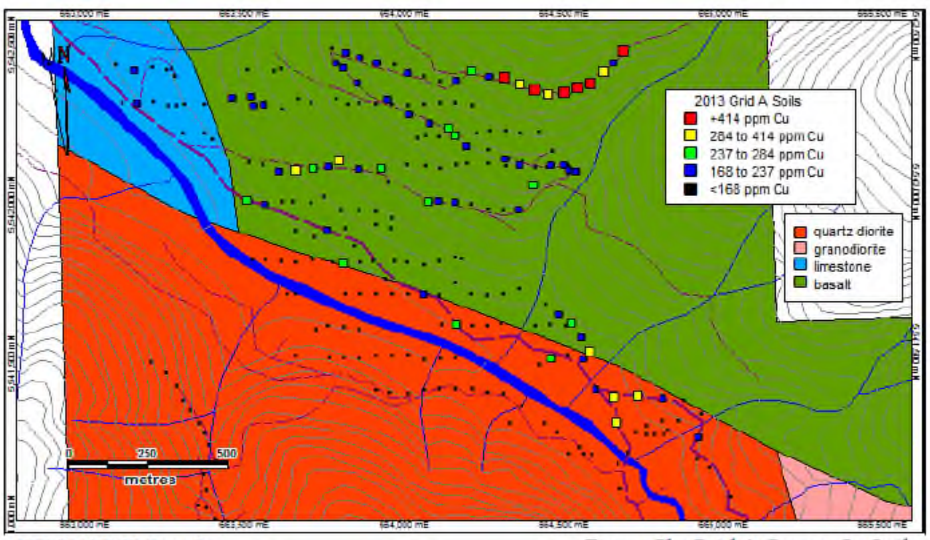

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Figure 5b. Grid A Copper In Soil

The Target A Cu-in-soil plot (Figure 5b) again shows considerable scatter through the part of the grid that was established. The overgrown road at the north end of the grid also appears to be strongly anomalous in copper over the same 950 metre section that is anomalous in gold. This area is a highly attractive target. This area of the Property appears to be underlain by Karmutsen volcanics.

Table 5. Grid A Zone on Anomalous Road Soils

Sample No	ppm Cu	ppb Au	Sample No	ppm Cu	ppb Au	Sample No	ppm Cu	ppb Au
KW 009	179	16	KW 005	120	38	JT 067	756	1672
WR 020	236	35	KW 006	134	78	JT 068	392	323
WR 019	129	38	KW 007	208	19	JT 069	563	46
WR 018	207	28	KW 008	258	53	JT 070	1651	268
WR 017	236	20	JT 064	173	15	JT 071	473	84
KW 002	215	20	JT 065	433	23	JT 072	350	50
KW 003	149	19	JT 066	306	55	JT 073	227	18
KW 004	207	23				JT 074	749	77

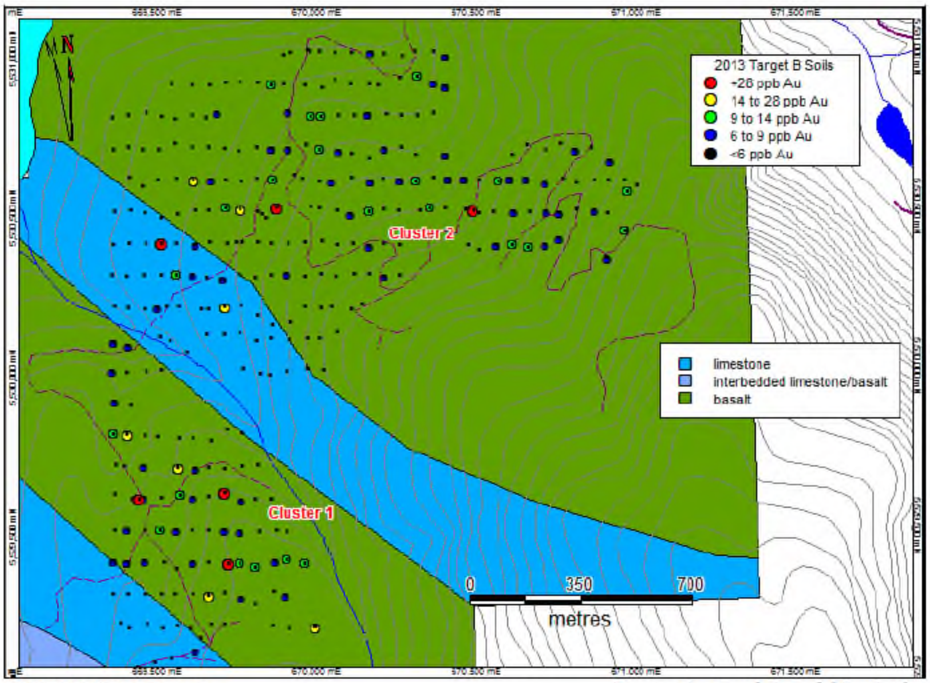

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Figure 6a. Grid B Gold In Soil

The Target B soil sampling concentrated in the area of the 2011 road Au-in-soil and Cu-in-soil anomalies in the southern claim block. The bush conditions were extremely difficult so the planned 200 metre by 50 metre sample grid was not possible. The sampling concentrated for the most part on the lower slopes which proved to be somewhat more accessible. The results are plotted as Figures 6a and 6b.

The initial observation from the sampling in this area is the gold and copper values are half of what they were in the Target A area. The geology in this area is Karmutsen volcanics and Quatsino limestones, in comparison to the Karmutsen volcanics and Mt. Washington suite intrusives at Grid A.

Grid B is associated with the contact between the Quatsino limestone and Karmutsen volcanics. Two cluster anomalies were clearly identifying during the 2013 grid soil sampling. Cluster 1 is approximately 450 metres north south by 500 metres east west and appears to lie on the lower slopes of a relatively gentle ridge. Cluster 2 is approximately 1300 metres east west by 250 metres north south and stretches down the west facing slope.

The gold plot (Figure 6a) shows scatter throughout the grid, but also seems to have identified two anomalous clusters. Cluster 1 is in the southwest portion of the grid within the limestones and Cluster 2 appears to be a loosely defined zone trending through the centre of the grid.

The copper plot (Figure 6b) appears to replicate the gold plot in that both Cluster 1 and Cluster 2 are clearly identifiable. Cluster 1 is approximately 450 metres north south by 500 metres east west and appears to lie on the lower slopes of a relatively gentle ridge. Cluster 2 is approximately 1300 metres east west by 250 metres north south and stretches down the west facing slope.

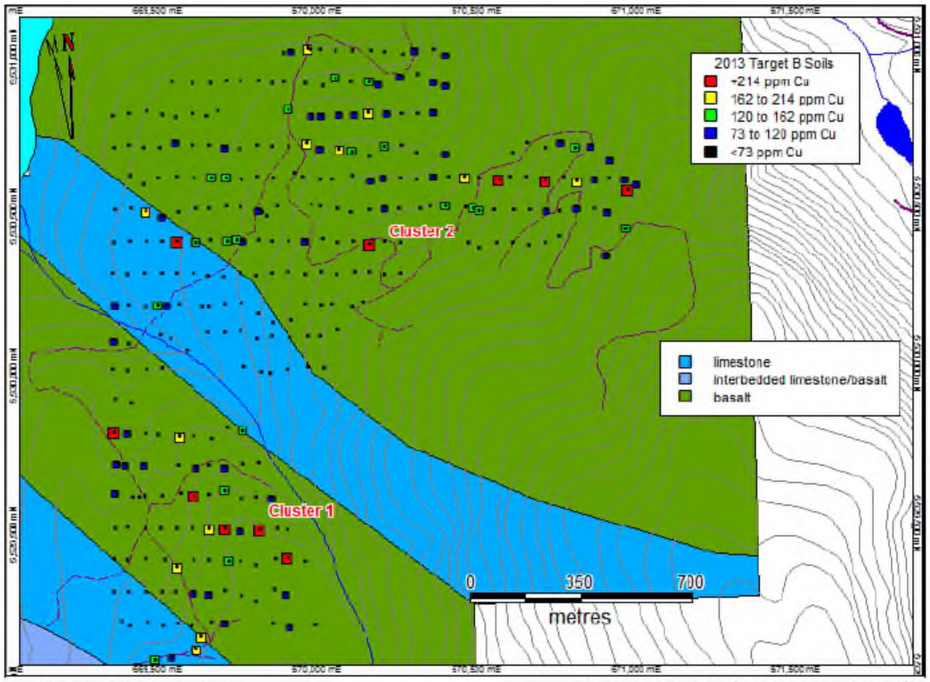

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Figure 6b. Grid B Copper In Soil

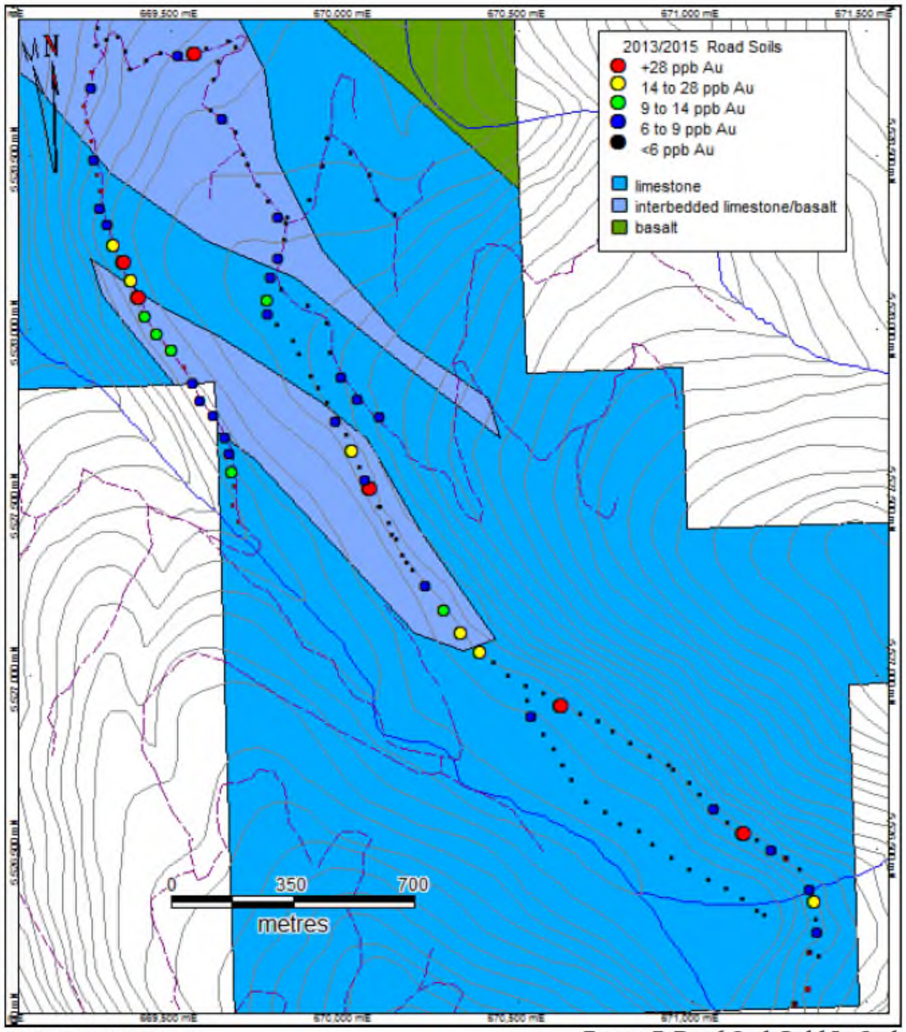

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Figure 7. Road Soil Gold In Soil

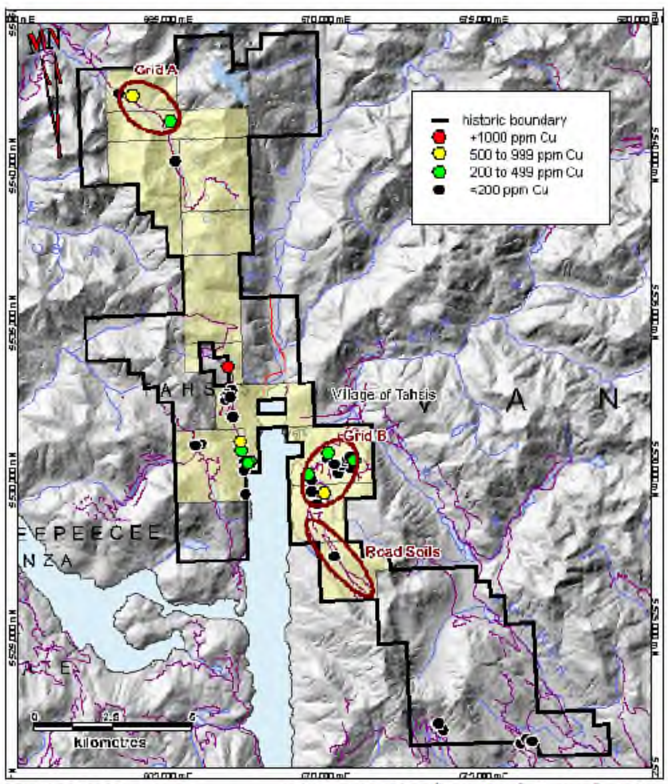
A third area of interest lies to the south of Grid B in the road soil area, where a zone of anomalous gold in soil was located in 2015 in the same area where anomalous values were found in 2013. The plot is shown in Figure 7. A 450 metre section of 50 metre spaced road soil sampling contains gold values ranging from a low of 6 ppb Au to a high of 146 ppb Au. Additional values of 9, 7, 6 and 14 ppb occur further to the south. Sampling in 2013 returned a 150 metre section with values of 7, 17, 23, and 27 ppb Au a kilometre to the southeast. The gold values look to be associated with an area of interbedded Quatsino limestone and Karmutsen basalt. There were no anomalous zones in the copper in soil so a copper plot was not done.

Table 6. Road Soil Area Anomalous Road Soils

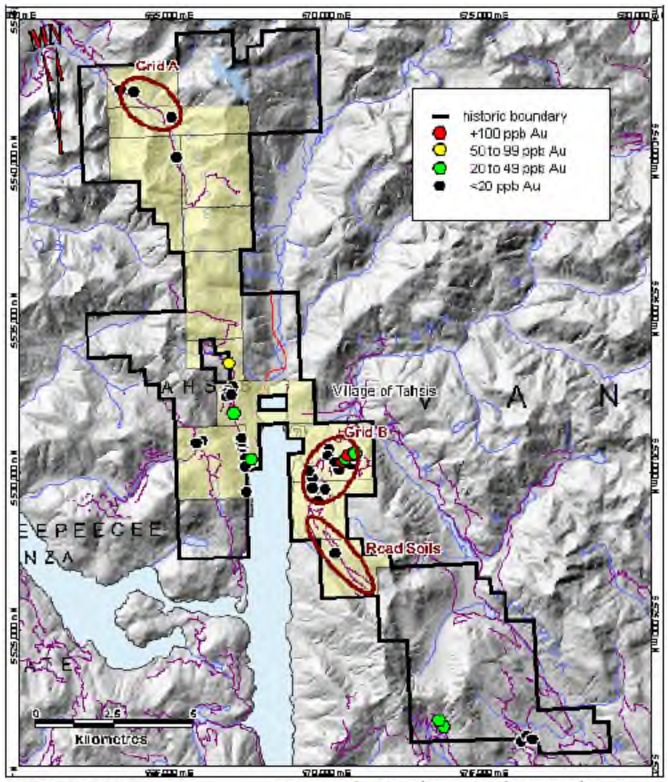
Sample No	ppm Cu	ppb Au	Sample No	ppm Cu	ppb Au	Sample No	ppm Cu	ppb Au
26357	41	14	26362	45	9	26368	44	18
26358	85	7	26363	9	2	26369	122	146
26359	62	10	26364	89	12	26370	52	24
26360	50	6	26365	26	12	26371	15	8
26361	80	7	26366	88	11	26372	31	6
			26367	82	90			

The rock and silt samples taken from the 2011, 2013 and 2015 programs have been compiled and are presented as Figure 8a through 9b. A total of 59 rocks were taken over the three programs. Two samples stood out. A vuggy quartz pod showing copper oxides was located in the Karmutsen basalts in the area of Grid B. A grad sample of the zone returned as value of 1.075% copper. A rusty shear zone in the general area of the Extra showing returned a value of 3375 ppm copper (Figure 8a). A brecciated, 1 to 15 centimetre wide quartz carbonate vein with traces of disseminated fine grained pyrite returned a value of 738 ppb Au and a brecciated quartz stockwork zone in the same area returned a value of 393 ppb Au. Both samples lie within the Grid B area (Figure 8b).

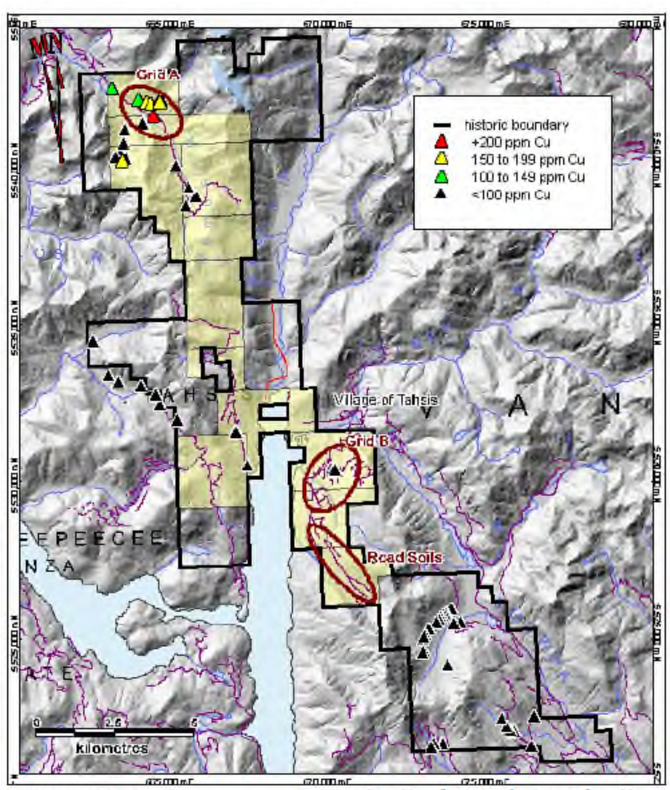
A total of 61 stream sediment samples were taking over the three programs (Figure 9a and Figure 9b). One area of anomalous copper values was located in the northwest corner of the Property along the eastern contact of the Zeballos pluton. This area was also anomalous in gold and led to the establishment of the soil grid at the Grid A target. Other spot or cluster gold anomalies were located in areas of the originally southern claims that were abandoned when the Property was downsized.



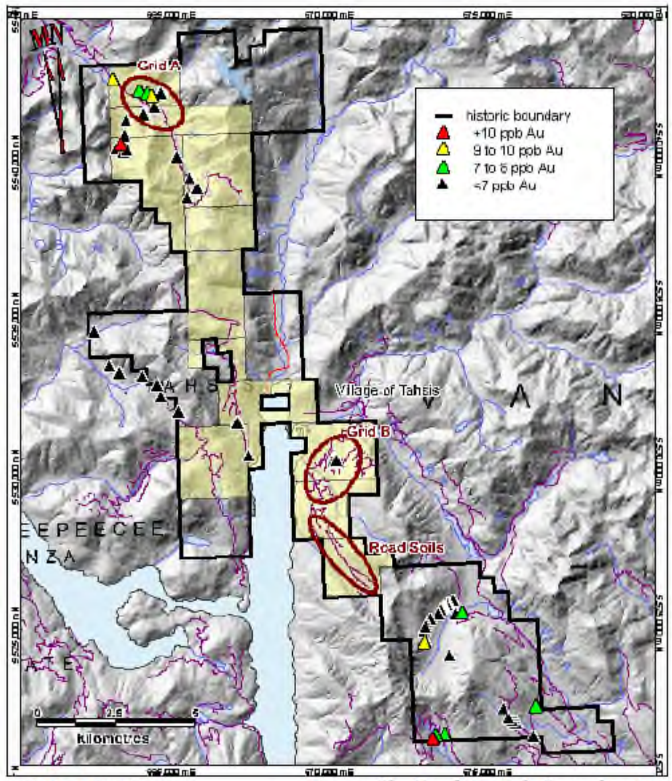
UTM NAD83 Zone 9 **Figure 8a. Qualitas Rock Samples Cu**



UTM NAD83 Zone 9 Figure 8b. Qualitas Rock Samples Au



UTM NAD83 Zone 9 Figure 9a. Qualitas Silt Samples Cu



UTM NAD83 Zone 9 **Figure 9b. Qualitas Silt Samples Au**

Geological Setting and Mineralization

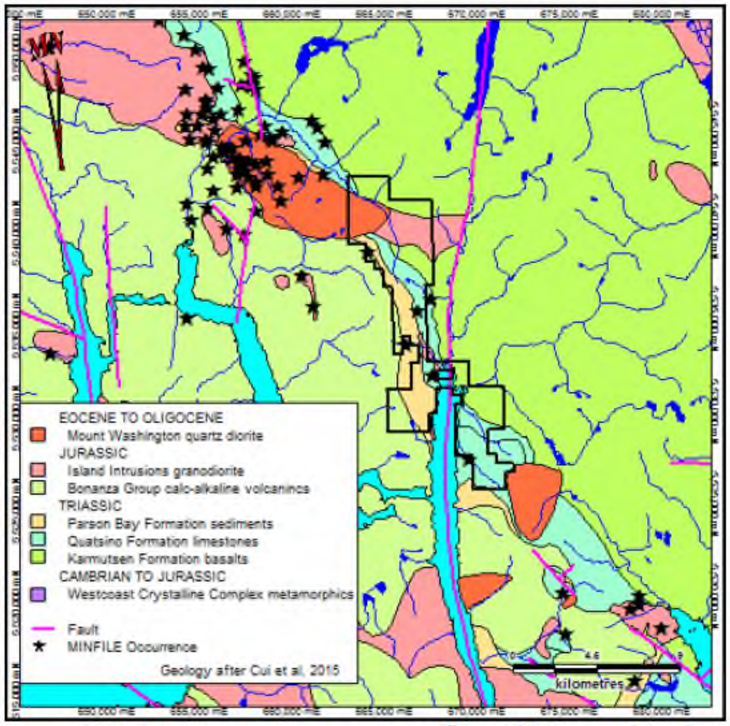
Regional Geology

The geology of northeast Vancouver Island has been described by Muller et al (1974) and Muller et al (1981). The area is located within the Insular Belt of the Canadian Cordillera. The map area is chiefly underlain by the middle to upper Triassic Vancouver Group, overlain by the lower Jurassic Bonanza Group. The Vancouver Group is intruded by large and small bodies of middle Jurassic Island Intrusions. The region may be divided into several large structural blocks, separated mainly by important near-vertical faults and themselves fractured into many small fault segments (Figure 3).

The Vancouver Group is comprised of the lower Karmutsen Formation, middle Quatsino Formation and upper Parson Bay Formation. The Karmutsen Formation, the thickest and most widespread of the Vancouver Group formations, consists of basaltic pillow lavas, pillow breccias and lava flows with minor interbedded limestones, primarily in the upper part of the formation. Karmutsen rocks outcrop throughout northeastern Vancouver Island.

The Quatsino Formation overlies the basalts. The lower part of the Quatsino Formation consists of thick bedded to massive, brown-grey to light grey, grey to white weathering, fine to microcrystalline, commonly stylolithic limestone. The upper part is thin to thick bedded, darker brown and grey limestone, with fairly common layers of shell debris. The formation is in gradational contact with the overlying Parson Bay Formation by an increase in layers of calcareous pelites. Quatsino limestone outcrops as three narrow belts in the northern part of Vancouver Island.

The Parson Bay Formation consists of a series of interbedded silty limestones and calcareous shales and sandstones, and occasional beds of pure limestone. Parson Bay rocks outcrop sporadically overlying the Quatsino limestone.



Projection NAD 83 Zone 9

Figure 10. Regional Geology

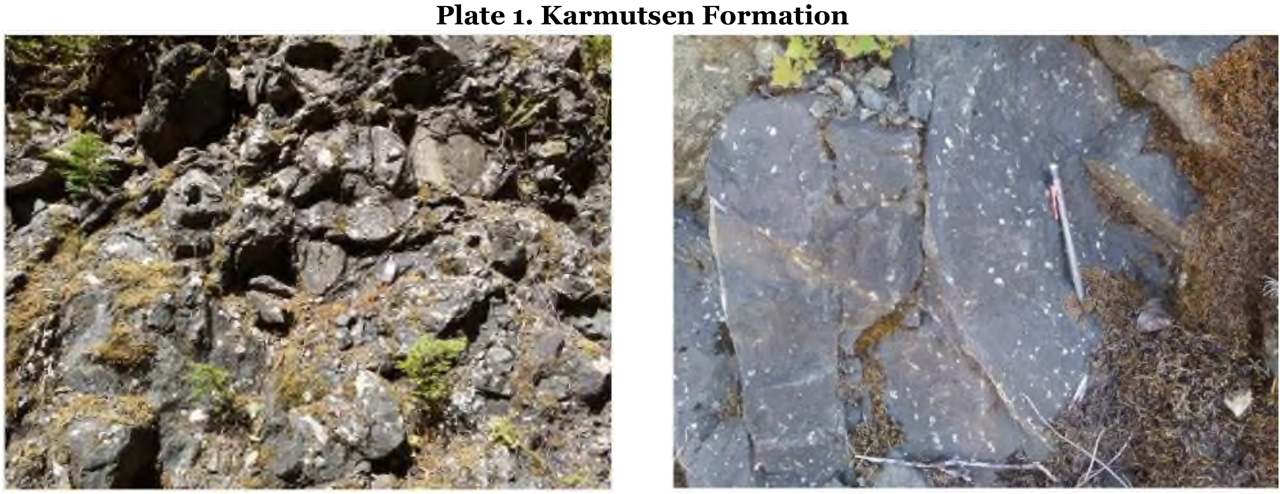
The Bonanza Group overlies the Vancouver Group. Bonanza Group rocks are primarily a Jurassic assemblage of interbedded lava, breccia and tuff with compositions ranging from basalt through andesite and dacite to rhyolite, deposited in a volcanic island arc environment. The Bonanza Group outcrops throughout the map area.

Granitoid batholiths and stocks of the Island Intrusions underlie the central core of Vancouver Island from one end to the other. These intrusions range in composition from quartz diorite and tonalite to granodiorite and granite. Island Intrusions outcrop throughout the map area.

There are local Eocene quartz diorite intrusions of the Mount Washington Intrusive Suite that are more prominent on the western side of Vancouver Island.

The network of faults displayed at the north end of Vancouver Island appear to be the super position of two or more fracture patterns, each with characteristic directions but of different age and origin.

Plate 1. Karmutsen Formation



1a. pillow basalts

1b. amygdaloidal basalt

1c. fracture epidote

1d. fine basalt

Property Geology

The Tahsis Property was mapped during the 2015 field program (Henneberry, 2015), concentrated on numerous logging roads in within the claim block with coverage ranging from excellent through to non-existent. In inaccessible areas, the British Columbia Geological Survey 2015 Digital Geology (Cui et al, 2015) was integrated into the mapping. In addition, Nelles (1990) mapping in the area northwest of the head of Tahsis Inlet was integrated into the mapping.

Outcrop is generally abundant as soon as the logging roads leave the valley bottoms, with long stretches of more or less semi-continuous to continuous outcrop common along several of the logging roads. A total of 352 distinct outcrop locations were documented (Figure 11).

The Tahsis Property is underlain by Triassic Vancouver Group rocks, Jurassic Bonanza Group rocks and intrusions and Eocene Intrusions, with the Vancouver and Bonanza Group rocks trending in a southeast-northwest direction. The geology is more complicated than shown on the 1:250,000 scale maps of sheets 092E and 092L accompanying Muller et al's (1974) and Muller et al's (1981) reports.

The Triassic Vancouver Group rocks cover 3/5 of the claim block. Moving northeast to southwest the Karmutsen Formation basalts abut the eastern boundary of the Property. The rock is generally grey black to black on weathered surface and dark grey black to black on fresh surface. These rocks range from fine grained to fragmental, with exposures of pillow basalts noted locally. They are locally amygdaloidal. Alteration ranges from fresh to weakly to moderately hematitic. Abundant fracture epidote was noted in several outcrops on the northeast side of Tahsis Inlet. Disseminated pyrite in in concentrations ranging from traces to 1% to 2% was noted locally. Copper was noted and sampled at one location.

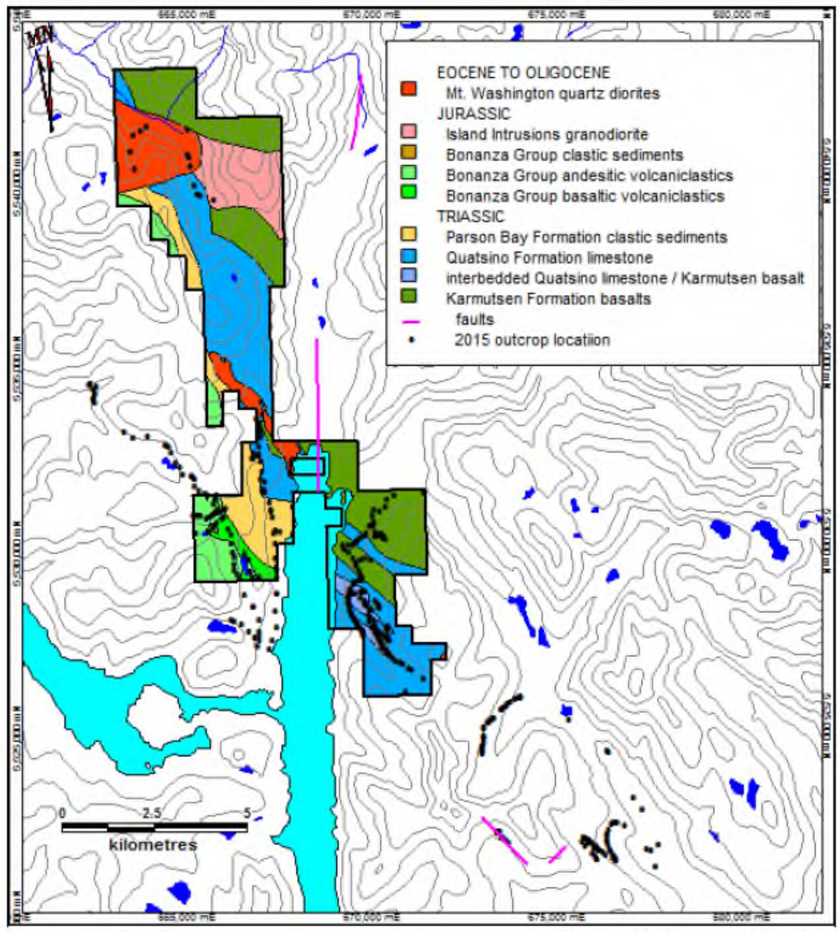
Two specimens were sent for petrographic analysis, one from the east centre of the claim block (WP904) and one from the southeast end of the claim block (WP1035). Both samples were described as likely hypabyssal intrusives, with 904 a plagioclase phyric andesite or basaltic andesite and 1035 a plagioclase-mafic (rare olivine?) phyric andesite or basaltic andesite porphyry.

Plate 2. Quatsino Formation

2a. interbedded limestone / basalt

2b. steeply dipping limestone

The Quatsino Formation forms a narrow belt, 1000 to 1500 metres wide trending southeast-northwest through the centre of the Property (Plate 2b). The northeastern side is actually comprised more of interbedded limestone and basalt ranging in thickness from 10's of centimetres to a few metres (Plate 2a). There is no alteration or skarnification at the limestone basalt contacts which suggest deposition on top of the limestone as opposed to dyke intrusion.



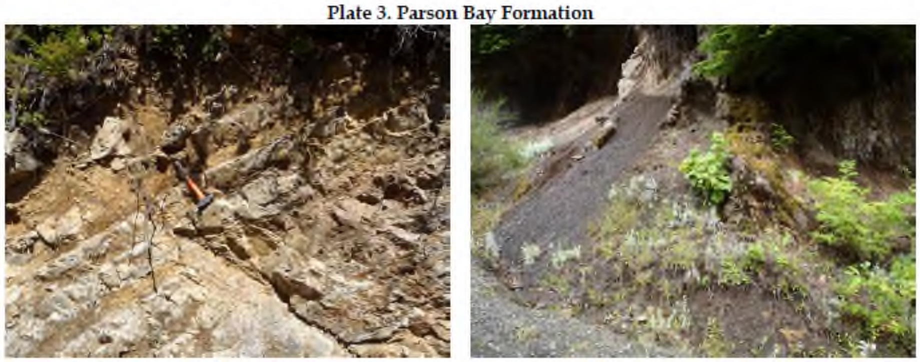
Projection NAD 83 Zone 9

Figure 11. Property Geology

The limestone varies greatly in color and appearance throughout its exposure. The dominant stones are fine grained and dove grey to grey black in color. A larger exposure of white coarser grained marbleized limestone was noted proximal to the southern contact of the Mt. Washington intrusion at the northern end of the claim block. As would be expected, there is considerable variation in the strike and dip of the limestone beds with strikes and dips ranging from 030o/30oSE to 170o/40oE and 175o/42oW. Generally, the limestone was unmineralized, though locally 1% to 2% disseminated pyrite was noted.

The Parson Bay calcareous clastic sediments outcrop along the southwestern edge of the limestone in the western side of the claim block. These rocks range from light brown to grey black in color with beds ranging in thickness from centimetres to 1 to 2 metres (Plate 3a). They show varying amounts of disseminated pyrite, ranging from trace to 5%. They are for the most part altered with varying amounts of silica, clay, sericite and FeOx. A series on sub-parallel andesite dykes crosscutting the sediments were noted in one exposure (Plate 3b).

Plate 3. Parson Bay Formation



3a. interbedded siltstones 3b. dykes crosscutting sediments

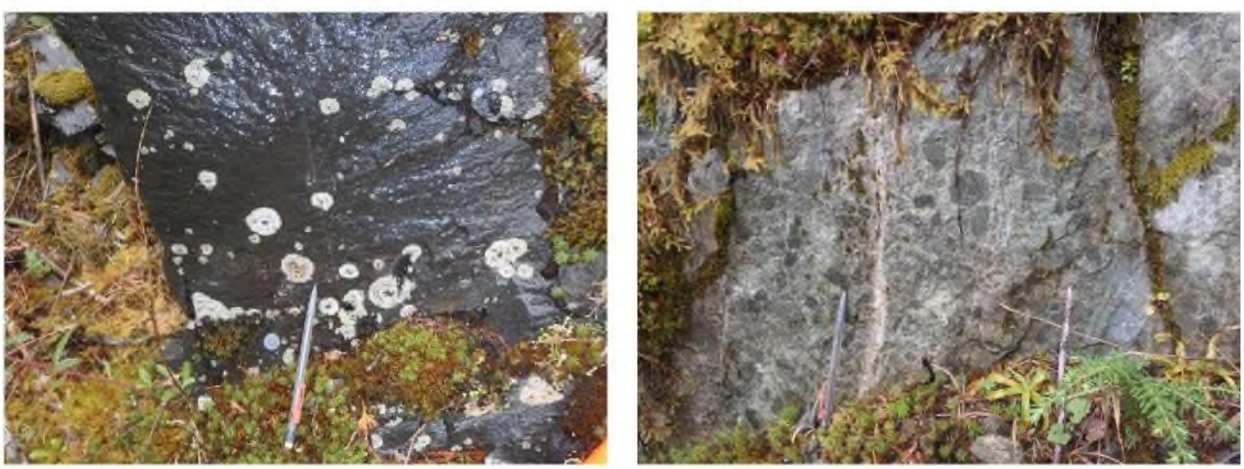
The Bonanza Group rocks are confined to the western extremities of the claim block, overlying the Parson Bay sediments. The dominant units mapped were a dark grey black more basaltic volcaniclastics and a lighter grey green andesitic volcaniclastic along with local fine clastics. The volcaniclastics appear to gradually change from basaltic to andesitic towards the north.

The basaltic volcaniclastic ranges from fine grained to fragmental in texture and is grey black in color. Outcrops are generally massive to blocky. Alteration consists of weak to moderate carbonate as clots or stringers and local epidote, manganese and chlorite. Mineralization was rare and consisted of traces to ¼% disseminated pyrite. A peculiar circular lichen was quite common on the basaltic outcrops as shown in Plate 4a. This lichen was also regularly noted, though not as commonly, on the Karmutsen basalts.

The andesitic volcaniclastic is a lighter grey green in color and ranges from fine grained through fragmental to agglomerate (Plate 4b). Outcrops are generally massive to blocky as well. Alteration consists of weak to moderate carbonate as clots or stringers and local epidote, manganese, chlorite and sericite, along with local fracture limonite and FeOx. Mineralization was rare and consisted of occasional traces of pyrite.

The clastic sediments were localized to small areas in the central western claim block. They consisted of thinly bedded siltstones to shales generally colored shades of brown or grey brown (Plate 4c, 4d). The units found in the west central region were interbedded with volcaniclastics. Alteration consisted on carbonate clots and stringers in the north and limonite, with local sericite and silica in the south. No mineralization was noted.

Plate 4. Bonanza Group



4a. basaltic volcaniclastic 4b. andesitic agglomeratic volcaniclastic

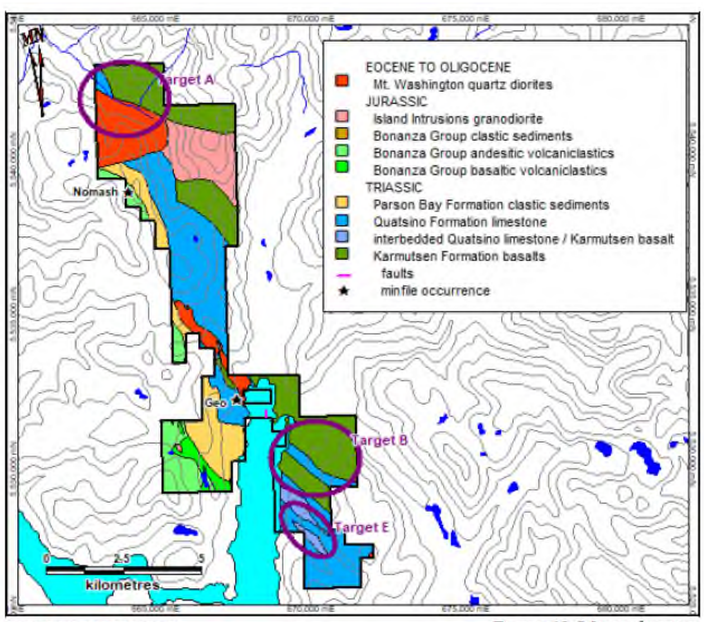
4c. fine sediments cut by dykes

4d. fine siltstone

Three specimens of Bonanza volcaniclastics were submitted for petrographic analysis: WP 722 and WP 735 from the more andesitic volcaniclastics in the west centre of the claim group and WP 719 from the basaltic volcaniclastics in the centre of the claim block. WP 719 and WP 722 were both described as an intermediate volcaniclastics. WP 735 was described as a plagioclase-clinopyroxene phyric andesite or basaltic andesite porphyry, a likely hypabyssal intrusive.

One exposure of granodiorite of the Jurassic Island Intrusions was mapped in the northern part of the claim block. The massive cliff was composed of a medium grained grey rock. Weak sericite, epidote and FeOx were noted in the unmineralized rock.

Parts of three small stocks lie on the claim block. Exposures on in the northernmost stock and the southernmost stock were examined. The northern stock is a blocky to sheeted medium grained, grey white diorite containing hornblende, biotite, plagioclase and quartz. No mineralization was noted and no alteration was noted. The blocky to sheeted southern stock is of similar composition and appearance. Again, no mineralization or alteration was noted.



Projection NAD 83 Zone 9

Figure 12. Mineralization

Mineralization

The Tahsis Property is being explored for auriferous quartz vein and gold skarn mineralization. There presently are two known areas of bedrock mineralization on the property. These are the NOMASH (Minfile number: 092E 024) and the GEO property (Minfile number: 092E 010). The Nomash showing consists of scattered chalcopyrite in a skarn reported to occur over an area measuring 3.0 by 5.0 metres a short distance away from an intrusive contact. A sample collected from this area assayed 0.061% Cu, 0.8 g/t Ag and 0.035 g/t Au. Subsequent work has not been able to verify the presence of this mineralization. The following description for the GEO occurrence is summarized from the B.C. government MINFILE database. Mineralization consisting lenses of chalcopyrite, magnetite, pyrite, pyrrhotite and minor arsenopyrite in garnet-epidote altered limestone of the Quatsino Formation. One sample assayed 8.2 grams per tonne gold, 34.3 grams per tonne silver, 9.0% copper and 14.0 % zinc. The locations of these samples are uncertain.

Three of the five target areas identified on the Property have proven to have potential to host mineralization, Target A, Target B and Target E. These zones are shown on Figure 12:

- Target A is associated with the eastern contact area of the Mt. Washington Intrusive Suite quartz diorite. This is the intrusive that is associated with the gold veins of the Zeballos Gold Camp. Soil sampling along an abandoned and overgrown logging road at, the north end of the target located a continuous 950 metre section of Au-in-soil values ranging from a minimum of 15 ppb to a maximum of 1672 ppb and Cu-in-soil values ranging from a minimum 119 ppm of to a maximum of 1651 ppm.

- Target B is associated with the contact between the Quatsino limestone and Karmutsen volcanics. Two cluster anomalies were clearly identifying during the 2013 grid soil sampling. Cluster 1 is approximately 450 metres north south by 500 metres east west and appears to lie on the lower slopes of a relatively gentle ridge. Cluster 2 is approximately 1300 metres east west by 250 metres north south and stretches down the west facing slope.

- Target E lies within the Quatsino limestones with some interbedded Karmutsen basalts. A 450 metre section of 50 metre spaced road soil sampling contains gold values ranging from a low of 6 ppb Au to a high of 146 ppb Au. Additional values of 9, 7, 6 and 14 ppb occur further to the south. Sampling in 2013 returned a 150 metre section with values of 7, 17, 23, and 27 ppb Au a kilometre to the southeast.

Deposit Types

There are two main deposit types targeted for the Tahsis Property. They include: auriferous quartz veins typical of the Zeballos Gold Camp and gold skarns associated with the Quatsino limestones. There is also the potential for disseminated gold in limey clastic sediments which would be related to auriferous quartz veins.

The following description of auriferous quartz veins is summarized from the Mineral Deposits Profile for Au-Quartz Veins by Ash and Alldrick (1996). Gold-bearing quartz veins and veinlets with minor sulphides crosscut a wide variety of host rocks and are generally localized along major regional faults and related splays. The wall rock is typically altered to silica, pyrite and muscovite within a broader carbonate alteration halo. Veins form within fault and joint systems produced by regional compression or transpression (terrane collision), including major listric reverse faults, second and third-order splays. Veins usually have sharp contacts with wallrocks and exhibit a variety of textures, including massive, ribboned or banded and stockworks with nastomosing gashes and dilations. Textures may be modified or destroyed by subsequent deformation. Tabular fissure veins are present in more competent host lithologies, while veinlets and stringers forming stockworks are present in less competent lithologies. They typically occur as a system of en echelon veins on all scales. Lower grade bulk- tonnage styles of mineralization may develop in areas marginal to veins with gold associated with disseminated sulphides. These deposits may also be related to broad areas of fracturing with gold and sulphides associated with quartz veinlet networks.

The ore mineralogy is native gold, pyrite, arsenopyrite, galena, sphalerite, chalcopyrite, pyrrhotite, tellurides, scheelite, bismuth, cosalite, tetrahedrite, stibnite, molybdenite, gersdorffite (NiAsS), bismuthimite (Bi_2S_2), tetradymite (Bi_2Te_2S). The gangue mineralogy is quartz, carbonates (ferroan-dolomite, ankerite ferroan-magnesite, calcite, siderite), albite, mariposite (fuchsite), sericite, muscovite, chlorite, tourmaline, graphite. Alteration assemblages consist of silicification, pyritization and potassium metasomatism and generally occur adjacent to veins (usually within a metre) within broader zones of carbonate alteration, with or without ferroan dolomite veinlets, extending up to tens of metres from the veins.

Geochemical signatures include elevated values of Au, Ag, As, Sb, K, Li, Bi, W, Te and B ± (Cd, Cu, Pb, Zn and Hg) in rock and soil and Au in stream sediments. Geophysically, faults are indicated by linear magnetic anomalies. Areas of alteration indicated by negative magnetic anomalies due to destruction of magnetite as a result of carbonate alteration. Placer gold or elevated gold in stream sediment samples is an excellent regional and property-scale guide to gold-quartz veins.

The following description of gold skarns is summarized from the Mineral Deposits Profile for Au Skarns by Ray (1998). Gold-dominant skarn mineralization is genetically associated with a skarn gangue consisting of Ca – Fe – Mg silicates, such as clinopyroxene, garnet and epidote. Gold is often intimately associated with 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. 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. These deposits are generally related to plutonism associated with the development of oceanic island arcs or back arcs. Gold skarns are hosted by sedimentary carbonates, calcareous clastics, volcaniclastics or (rarely) volcanic flows. They are commonly related to high to intermediate level stocks, sills and dikes of gabbro, diorite, quartz diorite or granodiorite composition. Gold skarns vary from irregular lenses and veins to tabular or stratiform orebodies with lengths ranging up to many hundreds of metres. Rarely, can occur as vertical pipe-like bodies along permeable structures.

The ore mineralogy consists of gold, commonly present as micron-sized inclusions in sulphides, or at sulphide grain boundaries. To the naked eye, ore is generally indistinguishable from waste rock. Due to the poor correlation between Au and Cu in some Au skarns, the economic potential of a prospect can be overlooked if Cu-sulphide-rich outcrops are preferentially sampled and other sulphide-bearing or sulphide-lean assemblages are ignored. The mineralization in pyroxene-rich and garnet-rich skarns tends to have low Cu:Au (<2000:1), Zn:Au (<100:1) and Ag/Au (<1:1) ratios. The gold is commonly associated with Bi minerals (particularly Bi tellurides). The presence of other minerals varies due to original host lithology and can include: ± pyrrhotite ± chalcopyrite ± pyrite ± magnetite ± galena ± tetrahedrite ± arsenopyrite ± tellurides (e.g. hedleyite, tetradymite, altaite and hessite) ± bismuthinite ± cobaltite ± native bismuth ± sphalerite ± maldonite. They generally have a high sulphide content and high pyrrhotite:pyrite ratios.

The gangue mineralogy varies due to original host lithology Magnesian exoskarn gangue includes: olivine, clinopyroxene (Hd2-50), garnet (Ad7-30), chondrodite and monticellite. Retrograde minerals include serpentine, epidote, vesuvianite, tremolite-actinolite, phlogopite, talc, K-feldspar and chlorite. Calcic exoskarn gangue can be broken down into three subtypes: pyroxene rich, which has high pyroxene:garnet ratios and diopsidic to hedenbergitic clinopyroxene (Hd 20-100), K-feldspar, Fe-rich biotite, low Mn grandite garnet (Ad 10-100), wollastonite and vesuvianite; garnet rich, which has low pyroxene:garnet ratios and includes low Mn grandite garnet (Ad 10-100), K-feldspar, wollastonite, diopsidic clinopyroxene (Hd 0- 60), epidote, vesuvianite, sphene and apatite; and epidote rich, which includes abundant epidote and lesser chlorite, tremolite-actinolite, quartz, K-feldspar, garnet, vesuvianite, biotite, clinopyroxene and late carbonate.

Geochemical signatures include Au, As, Bi, Te, Co, Cu, Zn or Ni soil, stream sediment and rock anomalies, as well as some Geochemical zoning patterns throughout the skarn envelope (notably in Cu/Au, Ag/Au and Zn/Au ratios). Geophysically, airborne magnetic or gravity surveys are used to locate plutons with follow-up induced polarization and ground magnetic used to locate skarns. Placer gold can also be an indicator of gold skarns. As well, any carbonates, calcareous tuffs or calcareous volcanic flows intruded by arc-related plutons have a potential for hosting Au skarns.

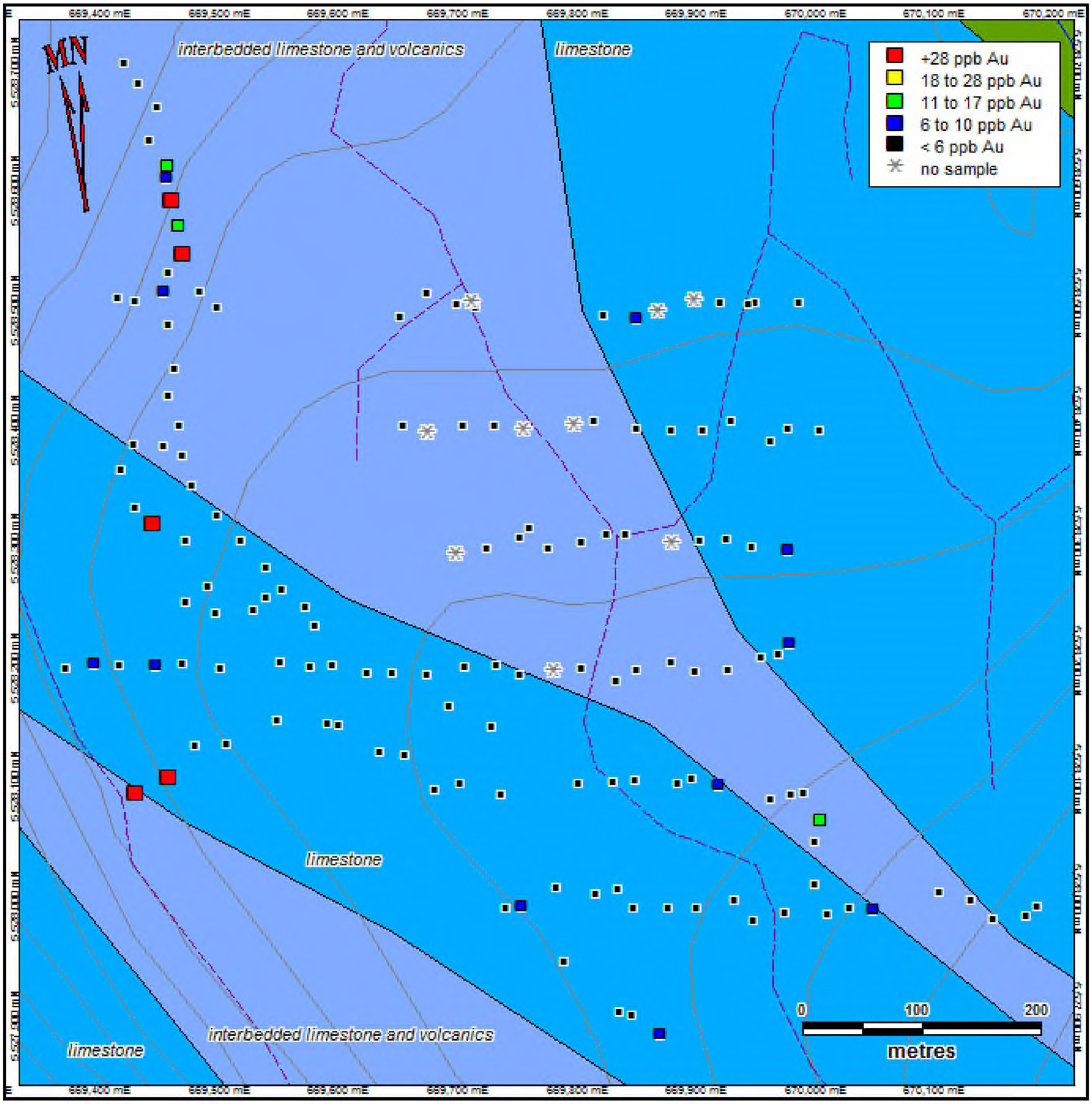
The proximity to the Zeballos Gold Camp and the general trend of the regional geology across the Tahsis Property forms the basis for the exploration programs completed. These programs were designed to explore and investigate geochemical signatures as described in this section.

Exploration

Recent exploration programs completed on the Tahsis property include a 2016 soil program by Sojourn Ventures Inc., a 2017 rock sampling program by Qualitas, a 2018 Induced Polarization (IP) program by Cross River Ventures Corp. and a 2019 soil sampling program by Cross River Ventures Corp.

The Sojourn 2016 exploration program consisted of 149 soil samples over a semi-regular grid soil sampling with one rock sample also taken. 500 to 1000 gram samples were collected from the "B" horizon and placed in pre-numbered kraft paper soil bags. Each sample location was recorded as a waypoint in a GPS unit in the map datum NAD 83. Sample sites were then flagged with fluorescent ribbon and marked with the sample number.

The one rock sample was taken from a 20 centimetre volcanic bed within the limestone. One to three kilograms were taken from bedrock and placed in a plastic bag, with an assay ticket also placed in the same bag. The sample location was marked as a waypoint in a GPS unit in the map datum NAD 83. The sample sites was flagged with fluorescent ribbon and marked with the sample number.



Projection NAD 83 Zone 9

FIGURE 13A. 2016 SOIL SAMPLES GOLD

All sample and outcrop data was downloaded nightly into a computer. All samples were delivered by the sampling crew to ALS Minerals in North Vancouver for analysis.

The author is not aware of any sampling or recovery factors that could materially impact the accuracy and reliability of the assay results. The author believes the samples taken to be representative and does not feel there are any factors that would cause sample bias.

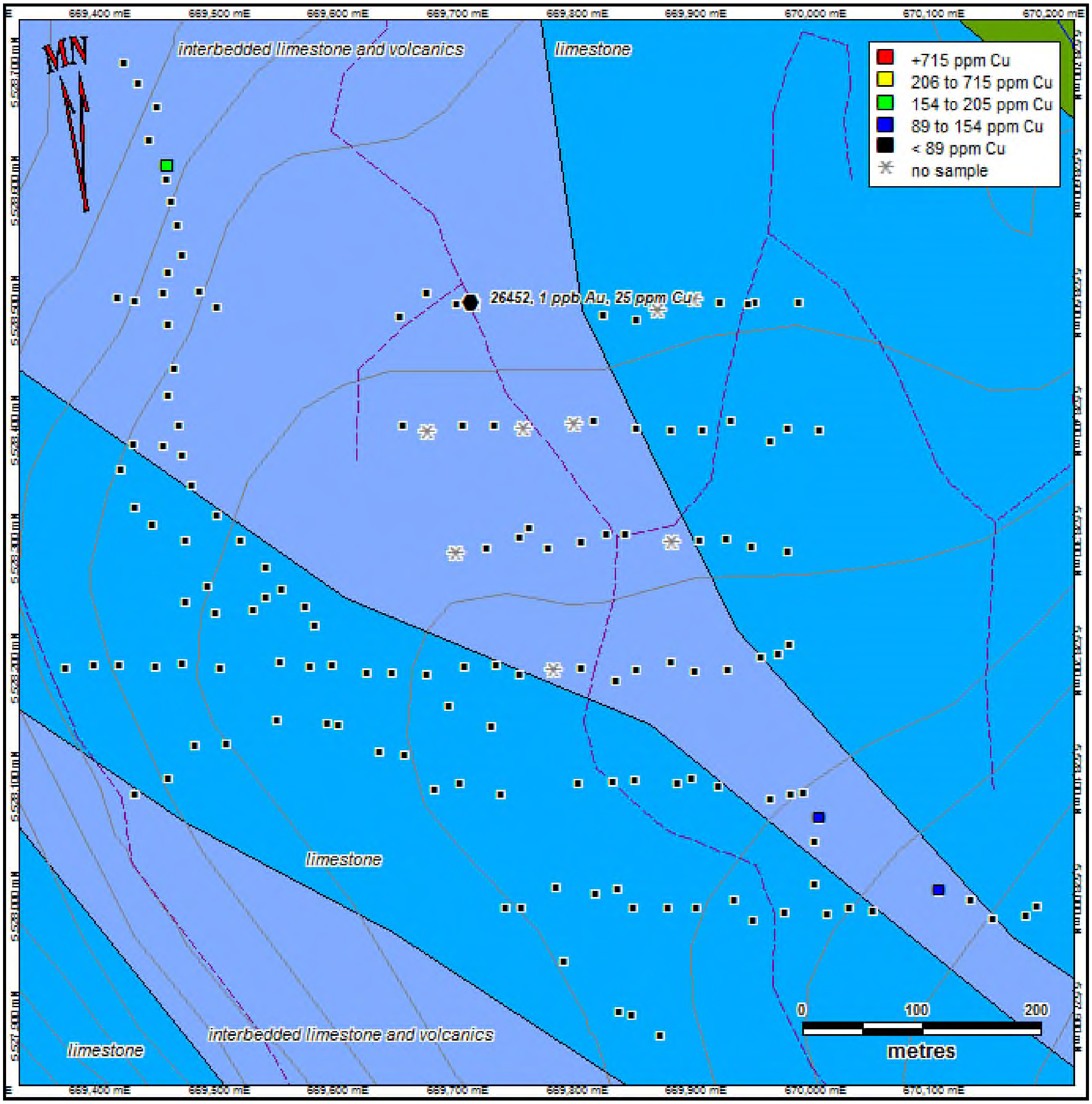


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FIGURE 13B. 2016 SOIL SAMPLES COPPER AND ROCK SAMPLE

Table 7: Geochemical Statistics for Soil Sampling

Percentile	75th	90th	95th	98th	Maximum	Count
Au ppb	6	11	18	28	474	1268
Cu ppm	89	154	205	308	715	1268

The soil sampling results from the 2016 program were combined with the results from the earlier programs to produce new summary statistics as shown in Table 7.

The 2016 gold-in-soil results are shown in Figure 13a. Two anomalous areas were identified. The first is a cluster of six anomalous values in a string of 7 samples along a north trending deactivated road in the north section of the grid area. Gold-in-soil values range from 5 ppb to 76 ppb Au over this 300 metre section of road.

The second area consists of two sequential samples on the west side of the grid, returning values of 121 ppb Au and 134 ppb Au. This is in the same area where a 2015 road soil sampling returned a value of 90 ppb Au. This area needs to be investigated.

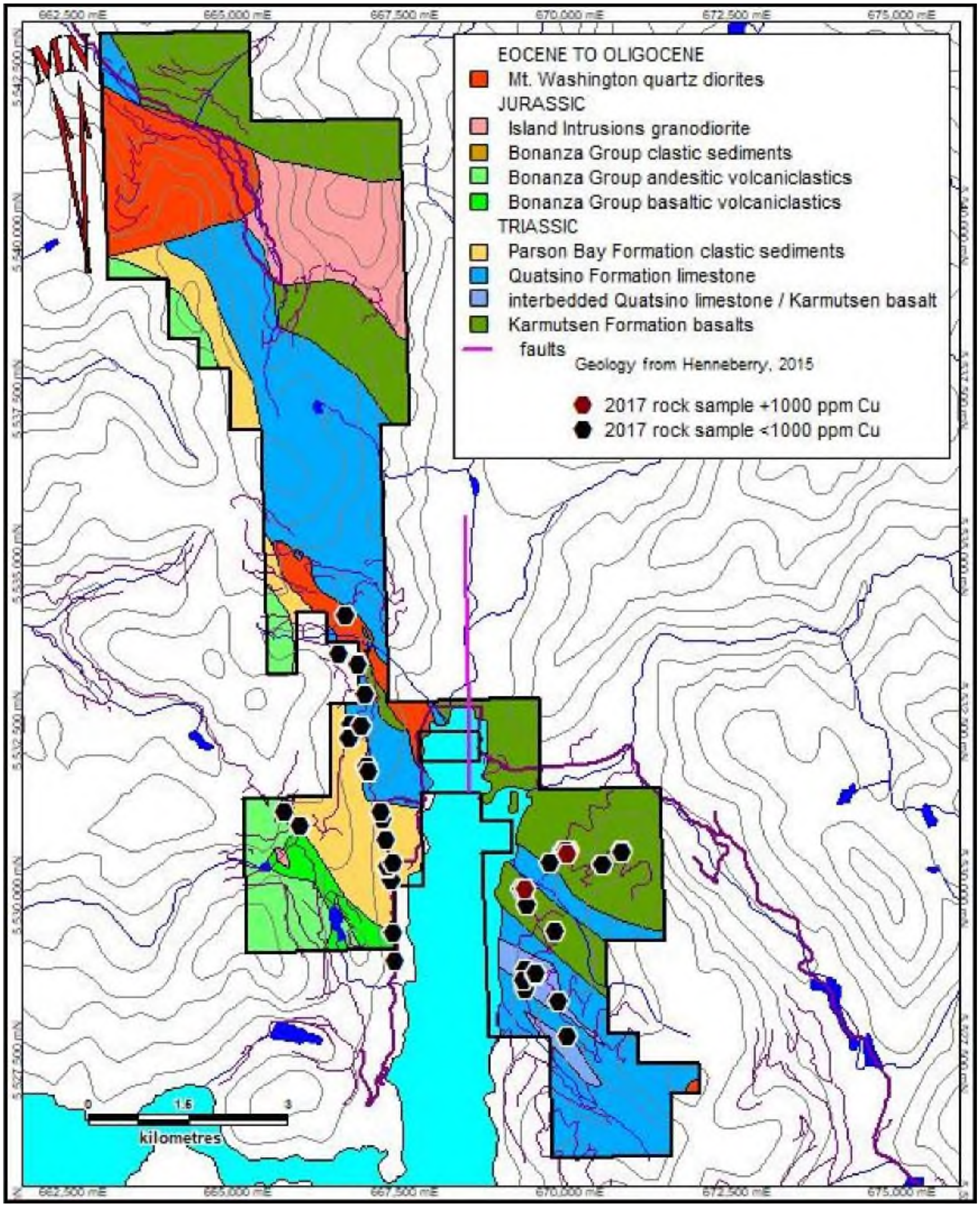
The copper plot, Figure 13b shows only three widely spaced samples returned copper-in-soil values above the 75^{th} percentile.

In addition one rock sample was taken. A grab sample from a 20 centimetre volcanic bed within the limestone was sampled. The sampled returned a background value for gold and a value of 25 ppm for copper.

The 2017 Qualitas program consisted of the collection of a total of 47 rock samples were taken throughout the Property to provide additional background geochemical data for the various rock types on the Property. The samples were taken from the voluminous outcropping throughout the Property, both general samples to establish background values for the various rock types and specific samples where signs of alteration or mineralization were noted. One to three kilograms were taken from bedrock and placed in a plastic bag, with an assay ticket also placed in the same bag. Each sample location was marked as a waypoint in a GPS unit in the map datum NAD 83. Sample sites were then flagged with fluorescent ribbon and marked with the sample number.

The Author is not aware of any sampling or recovery factors that could materially impact the accuracy and reliability of the assay results. The Author believes the samples taken to be representative and does not feel there are any factors that would cause sample bias.

Three of the 47 samples returned copper values in excess of 1000 ppm: E07507 returned 11 ppb Au and 1070 ppm Cu, E07516 returned 22 ppb Au and 1255 ppm Cu and E07515 returned 1 ppb Au and 6190 ppm Cu from a carbonate vein carrying malachite. These results are in line with the results from the earlier exploration program (Figure 13C).



Projection NAD 83 Zone 9

FIGURE 13C. SAMPLE LOCATIONS

In November 2018, Cross River Ventures Corp. contracted Peter Walcott and Associates to conduct a 5.5 line kilometer Induced Polarization ("IP") Survey on the Tahsis Property. The Survey was designed to test the Conductivity and Resistivity of the underlying strata and to identify possible anomalies coincidental with the geochemical programs which had been conducted previously over the survey area. In addition, Qualitas, the property vendor, completed a small exploration program for assessment credits in December 2017 which will be described in the following sections.

The induced polarization (IP) survey was conducted using a pulse type system, the principal components of which were manufactured by Walcer Geophysics Ltd. of Enniskillen, Ontario, and by Instrumentation GDD of St. Foy, Quebec.

The system consists basically of three units, a receiver (GDD), transmitter (Walcer) and a motor generator (Honda). The transmitter, which provides a maximum of 9.0 kw dc to the ground, obtains its power from a 20 kw 60 cps alternator driven by a Honda 24 hp gasoline engine. The cycling rate of the transmitter is 2 seconds "current-on" and 2 seconds "current-off" with the pulses reversing continuously in polarity. The data recorded in the field consists of careful measurements of the current (I) in amperes flowing through the current electrodes C1 and C2, the primary voltages (V) appearing between any two potential electrodes, P1 through P7, during the "current-on" part of the cycle, and the apparent chargeability, (Ma) presented as a direct readout in millivolts per volt using a 200 millisecond delay and a 1000 millisecond sample window by the receiver, a digital receiver controlled by a micro-processor the sample window is actually the total of twenty individual windows of 50 millisecond widths.

The apparent resistivity (∫a) in ohm metres is proportional to the ratio of the primary voltage and the measured current, the proportionality factor depending on the geometry of the array used. The chargeability and resistivity are called apparent as they are values which that portion of the earth sampled would have if it were homogeneous. As the earth sampled is usually inho-mogeneous the calculated apparent chargeability and resistivity are functions of the actual chargeability and resistivity of the rocks.

The survey was carried out using the "pole-dipole" method of surveying. In this method the current electrode, C1, and the potential electrodes, P1 through Pn+1, are moved in unison along the survey lines at a spacing of "a" (the dipole) apart, while the second current electrode, C2, is kept constant at "infinity". The distance, "na" between C1 and the nearest potential electrode generally controls the depth to be explored by the particular separation, "n", traverse.

On this survey a 50 metre dipole was employed and first to sixth separations readings were obtained. In all a total of 5.5 kilometers of surveying were completed between November 24 and 30, 2018.

The two IP traverses follow along the same road roughly in a north – south and then in a northwest - southeast direction. An approximately 250 metre gap exists between the northern and southern portions of the survey. The road meandered too far to the west for useful data and a straight line through the bush would have required more time than was allotted to the project.

Line 10+00E tends to display lower chargeability and resistivity values than Line 11+00E. The geology map (Figure 13D.) indicates that Line 10+00E predominantly covers the Karmutsen Bas-alts while Line 11+00E is predominantly over the Quatsino Limestone. One can infer that the Limestones give a higher resistivity and chargeability response than the Basalts.

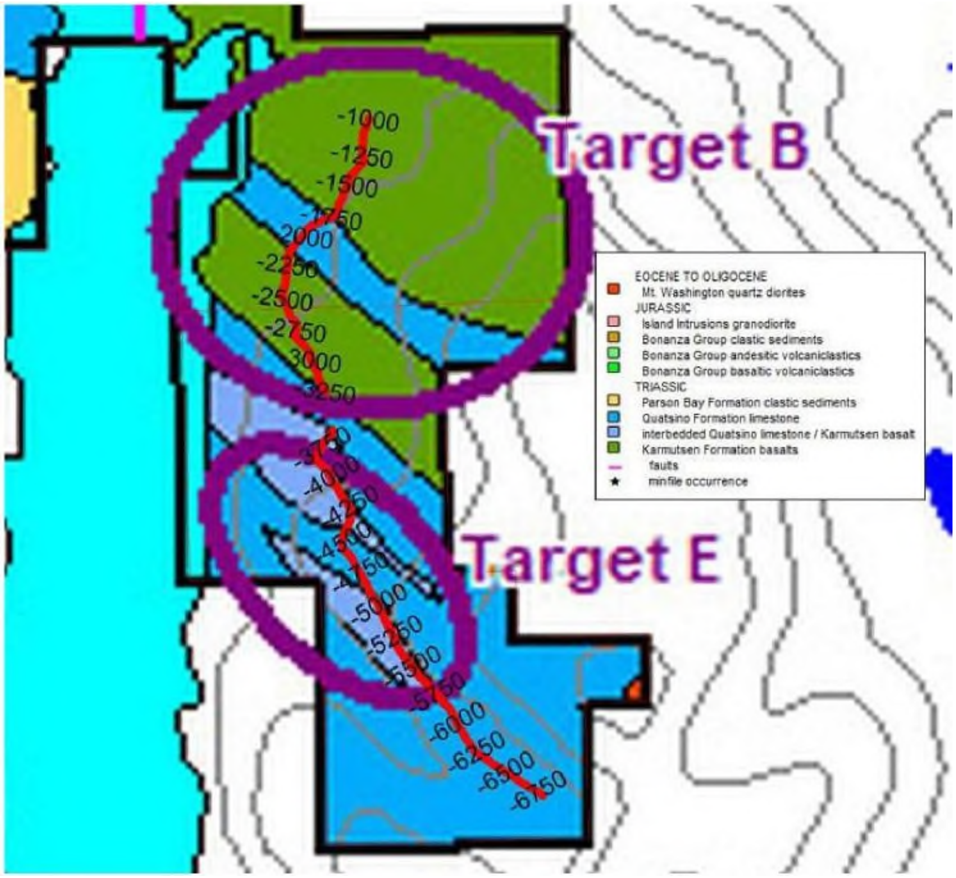


FIGURE 13D. IP SURVEY LOCATIONS

The I.P. data are presented as an individual pseudo-section plot of apparent chargeability and resistivity at a scale of 1:5,000. Plots of the 21 point moving filter – illustrated on the pseudo section – for the above are also displayed in the top window to better show the location of the anomalous zones.

Line 10+00E shows a zone of elevated resistivity values between 17+50S and 22+00S which correlates very well with the mapped Quatsino Limestone. This zone of higher resistivities (> 5000 Ohm*m) is bisected and flanked to the south and north by zones of lower than background resistivity (< 2500 Ohm*m) and elevated chargeability (> 10 mV/V). Narrow Mineralized veins may be the cause of these responses.

Line 11+00E exhibits a large zone of higher resistivity from ~ 52+50S to ~ 38+00S. No correlation can be discerned with the geology map but the causative feature is likely to be the limestones also. Several chargeability anomalies are seen within this zone in an area of high background values. The map and data both suggest that the line is oriented along strike making meaningful interpretations difficult.

At the southern extent of the high resistivity zone between 49+00S and 53+00S anomalous chargeability values (> 25 mV/V) appear to coincide with slightly lower resistivity values (3000 > 5000 Ohm*m).

The Author is satisfied that the sampling method and approach was successful in obtaining representative samples which accurately reflects the chemical signature of the underlying bedrock, and could not determine factors which would result in bias results in the sampling stream.

The Cross River 2019 exploration program consisted of 112 road soil samples over a previously un-tested section of the property. 500 to 1000 gram samples were collected from the "B" horizon and placed in pre-numbered kraft paper soil bags. Each sample location was recorded as a waypoint in a GPS unit in the map datum NAD 83. Sample sites were then flagged with fluorescent ribbon and marked with the sample number.

The sample data was downloaded nightly into a computer. All samples were delivered by the sampling crew to ALS Minerals in North Vancouver for analysis.

The Author is not aware of any sampling or recovery factors that could materially impact the accuracy and reliability of the 2019 road soil assay results. The Author believes the samples taken to be representative and does not feel there are any factors that would cause sample bias.

The 2019 road soil sampling showed several spot anomalies along the length of the road sampled. The results are shown in Figure 13E and 13F.

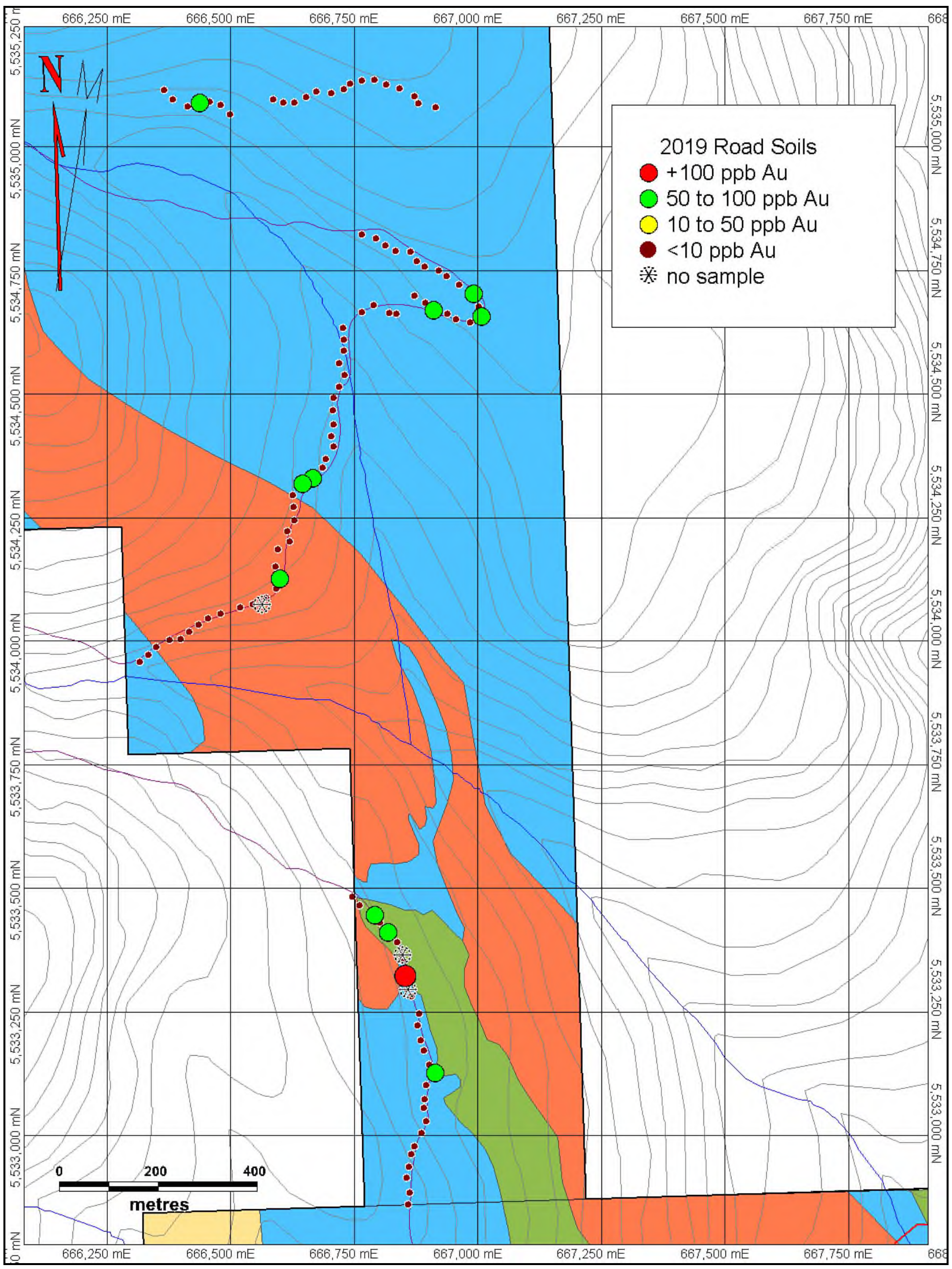


FIGURE 13E. 2019 ROAD SOIL GOLD

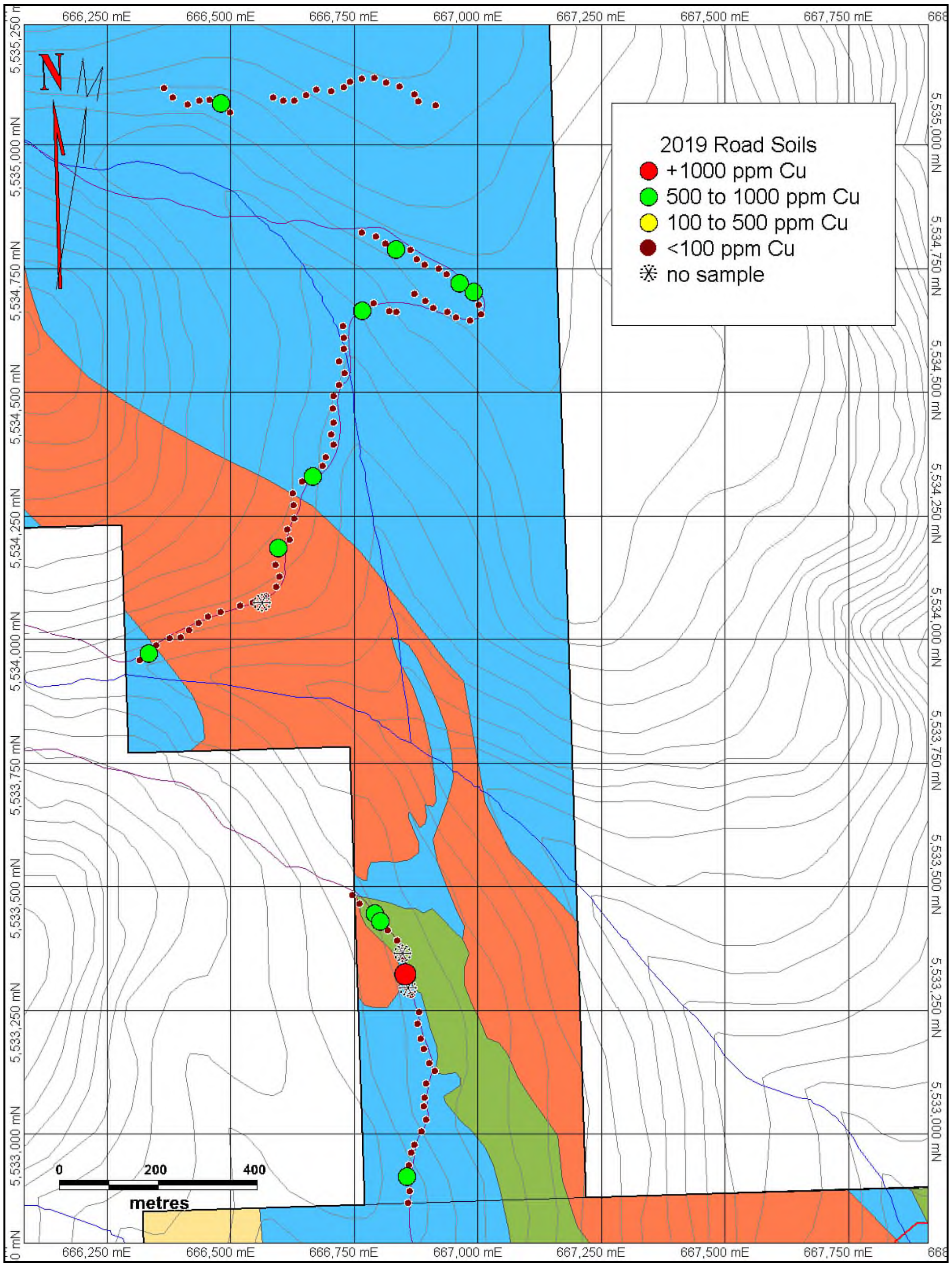


FIGURE 13F. 2019 ROAD SOIL COPPER

Drilling

There has been no drilling undertaken on the Property.

Sample Preparation, Analysis and Security

As previously reported in the Report, Qualitas Holdings Corp., the property vendor, completed a small exploration program for assessment credits in December 2017, and Cross River Ventures Corp. completed a road soil sampling program in September 2019.

At the end of the field day, all soil and rock samples were brought back to town. They were put in sequence and placed 12 to 15 samples in a 13 by 18 poly bag with three poly bags placed in a rice bag for soils and seven to eight poly bags placed in a rice bag for rocks. One standard, sealed in a Ziploc bag, was also placed in two of the rice bags. The bag was then zap strapped and stored in the project manager's motel room. Since these were preliminary surveys no sample splitting or reduction was necessary. The samples were delivered by the field manager directly to ALS Canada Ltd. ("**ALS**") in North Vancouver, British Columbia, an ISO/IEC 17025:2005 certified facility. ALS is independent of both Cross River and Qualitas.

All samples are logged in the tracking system, weighed and dried. Silt and soil samples are first dried at 60oC and then dry-sieved using a 180 micron (Tyler 80 mesh) screen. Rock samples are finely crushed to better than 70% passing a 2 mm (Tyler 9 mesh, US Std. No.10) screen after which a split of up to 250 g is taken and pulverized to better than 85% passing a 75 micron (Tyler 200 mesh, US Std. No. 200) screen. A 30gm sub-sample of the pulverized rock sample pulp is leached with 90ml or 180ml of 2-2-2 $HCl-HNO_3-H_2O$ solution at 95^{o}C for one hour, followed by dilution to 300ml or 600ml and 36 element ICP-MS.

Four blank standards were inserted in the soil sample stream and one standard from WCM Minerals was inserted into the rock sample stream. All returned values within 2 Standard Deviations of the expressed values.

The Author feels the sample preparation, security and analytical procedures for the preliminary ground surveys on the Tahsis Property were adequate for each of the aforementioned exploration programs.

In the Author's professional opinion, the methods employed by Qualitas and Cross River with regards to sample preparation, security and its scrutiny of the analytical procedures performed are in general terms, acceptable for the level of exploration undertaken. In future programs, Cross River should look to increase the frequency at which standards are introduced, begin inserting blanks and take duplicate samples while in the field.

Data Verification

The Author verified all historical and geochemical data presented in this report by randomly comparing plotted assay data to the assay value on the Certificate of Analysis and through communications with Qualitas and Cross River concerning exploration techniques and with ALS personnel on the analytical procedures and methods used. During the property visits conducted by the Author, sample sites were viewed and their location checked with a hand held GPS. The Author did not collect independent samples during his personal inspection, as the geochemical data in the Author's opinion, was consistent and within the ranges that had been obtained in previous programs. As the Cross River program is a preliminary early stage exploration program, repeating soil analysis in light of the quality assurance program the Company had employed, in the Author's opinion, would have been excessive.

It is the Author's professional opinion that the data presented in this report is adequate for the purposes of this report given the stage of exploration the property is at.

Mineral Processing and Metallurgical Testing

No detailed mineral processing or metallurgical testing has been conducted on material from the Tahsis Property.

Mineral Resources and Mineral Reserve Estimates

At present no mineral resource or reserves exist for the Tahsis Property.

Interpretation and Conclusions

The Tahsis Property lies within an area of high geological potential on the northwest coast of Vancouver Island. This area is prospective for auriferous gold veins, as shown by the proximal Zeballos Gold Camp; skarn and replacement mineralization within the Quatsino limestones and disseminated gold deposits in the limey sediments of the Parson Bay Formation.

The 2011 Gold Ridge Exploration Corp., the 2013, 2015 and 2016 Sojourn Ventures Inc., the 2017 Qualitas Holdings Corp. and the 2018 Cross River exploration programs on the present Tahsis property were met with success. The 2011 program followed up on two of the four targets identified as a result of Robb's (2011) historic compilation. The 2013 program focused in on the Target A and Target B areas from the 2011 program and identified Au-in-soil and Cu-in-soil anomalies in prospective geological settings that require further exploration. The 2015, 2016 and 2017 programs concentrated on preliminary geological mapping and an initial assessment of the previously untested and peripheral areas of the claim block.

The geological mapping proved to be in general agreement with the government mapping, with the dominant units being the Vancouver Group in the eastern two thirds and the Bonanza Group dominating the western third. Local zones of copper mineralization of limited areal extent, typical of the Karmutsen Formation throughout Vancouver Island, were noted. The soil geochemistry located several areas of interesting gold and or copper values in the Quatsino limestone that will require follow up, especially the claims adjacent to the east side of Tahsis Inlet and north of the Mt. Washington stock in the southern section of the claim group. The Quatsino to the south of the stock did not show the same volume of interesting values.

There is very limited outcrop exposure over the areas of 2013 A grid accessed during the 2015 mapping so little comment can be offered on the anomalies. While there is abundant outcrop over the 2013 B grid, little of significance was noted to explain the anomalies. Aside from these two grids, the other area of interest is Target E, the Quatsino limestone with minor interbedded Karmutsen basalts along the eastern side of Tahsis Inlet. A 450 metre section of road soil sampling at 50 metre intervals contains gold values ranging from a low of 6 ppb Au to a high of 146 ppb Au. Additional values of 9, 7, 6 and 14 ppb occur further to the south. Sampling of proximal roads in the same area in 2013 also returned several elevated values further supporting further exploration.

The IP survey successfully identified areas of higher resistivity interpreted and coincidental chargeability high on lines 10+00E and 11+00 E. the high resistivity is interpreted as relating to the Quatsino limestone, while the high chargeability may be related to sulphide mineralization. Given the anomalous geochemical results obtained over the gird areas these coincidental geo-chemical and geophysical anomalies offer an attractive exploration target.

All three target areas need to be followed up with some ground geophysics and trenching with some additional soil sampling. Ground geophysics will consist of magnetics and VLF-EM surveys over Grid A and Grid B. Grid A will consist of 5 N-S 1000 metre lines at 100 metre line spacings and Grid B will also consist of 5 N-S 1000 metre lines at 100 metre line spacings. Excavator trenching and soil sampling will be directed at Grid E, with some of the trenching also directed at Grid A and Grid B. A total of 100 soil samples will be taken over for Grid E and 25 hours of excavator trenching are earmarked for each of the three grids.

Based on a thorough review of the available existing data combined with a field inspection, it is the author's professional opinion that the Tahsis Property optioned from Qualitas is a property of merit and should be further investigated to define the economic viability of the gold and copper occurrences identified on Targets A, B and E.

The Author is unaware of any significant risks or uncertainties that could affect the reliability or confidence of the exploration data presented in this report. Previous work programs, mainly the soil geochemistry, utilized analytical standards for quality control assurance and the results reported indicate no irregularities in the assay procedures. The project is at an early stage and thus there are no mineral resource or reserve estimates nor projected economic outcomes.

Recommendations

A program of excavator trenching and/or ground magnetics and VLF-EM is recommended for the three grid target areas at the Tahsis Property. The ground geophysics contract is estimated at $50,000 all in, while the excavator trenching with limited soil sampling is estimated at $52,700, including permitting. The total budget for the recommended work program with a $7,300 contingency is $107,800 as shown in Table 7.

Table 7. 2019 Budget Recommendation

Ground Geophysics						
	Two man	28	days	@	$1,200	$33,600
	Vehicle	28	days	@	$150	$4,200
	Room and Board	28	days	@	$150	$4,200
	Fuel					$2,000
	Machine Rentals	28	days	@	$100	$2,800

	Processing and Report					$1,000
Prospecting / trenching:						
	Two man crew all in	10	days	@	$1,950	$19,500
	Analysis - soils	100	samples	@	$25	$2,500
	Analysis - rock	50	samples	@	$40	$2,000
	Analysis - standards	10	samples	@	$20	$200
	Excavator mob/demob					$1,500
	Excavator (all in)	75	hours	@	$150	$11,250
Equipment and Supplies:						$750
Supervision						$2,000
Travel						$3,000
Permitting						$5,000
Documentation						$5,000
Contingency						$7,300
Total Budget						**$107,800**

USE OF PROCEEDS

Funds Available

The Shares are being offered by the Agent under this Prospectus on a commercially reasonable efforts basis. The Offering is subject to the completion of a minimum subscription of 4,000,000 Shares ($400,000). The following tables set out the funds available to the Company upon completion of the Offering and how the Company expects to use such funds.

Upon completion of the Offering, excluding any proceeds available from the exercise of the Over-Allotment Option, the Company will have the following funds available for its future use:

Source of Funds	**Amount upon Closing(1)**
Gross Proceeds of Offering	$400,000
Less: Agent's Commission	($32,000)
Less: Corporate Finance Fee	($32,500)
Less: Costs and Expenses of Offering	($37,830)
Net Proceeds of Offering	$297,670
Less: Estimated Working Capital Deficit as of November 30, 2019	($66,136)
Total available funds	**$231,534**

Notes:

(1) Assuming no exercise of the Over-Allotment Option.

Principal Purposes

The principal purposes for which the funds available to the Company upon completion of the Offering will be used is as follows:

Principal Purpose	**Funds to be Used(1)(4)**
To complete the recommended work program on the Tahsis Property (2)	$107,800
To provide funding sufficient to meet administrative costs for 12 months(3)	$76,200
To supplement working capital	$47,534
Total	**$231,534**

Notes:

(1) The Company 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.

(2) See table in proceeding section under the heading "*Tahsis Property – Recommendations*" for a summary of the work to be undertaken, a breakdown of the estimated costs, and the nature of title to or the Company's interest in the Property.

(3) See below table for a breakdown of administrative costs.

(4) Assuming the Over-Allotment Option is not exercised.

The Company had negative cash flow from operating activities during the year period ending January 31, 2019. Subject to, and upon the completion of the Offering, the Company's working capital available to fund ongoing operations will be sufficient to meet its administrative costs and exploration expenditures for twelve months.

The Company's working capital available to fund ongoing operations will be sufficient to fund Administrative expenditures for the following twelve months are comprised of the following:

Administrative Costs for 12 Months	**Budget**
Management and Fees	$24,000
Rent and Utilities	$12,000
Transfer Agent	$8,400
Legal, exchange, corporate filings – fees and costs	$14,400
Accounting & auditing	$15,000
Other general and administrative costs(1)	$2,400
TOTAL:	**$76,200**

Notes:

(1) The Company has not allocated these funds to a specific purpose at this time, and assuming completion of the Offering, they will form part of the general working capital of the Company. To the extent necessary, the Company will utilize these funds to fund any negative cash flow in future projects.

The Company 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.

Recommended Work Program – Tahsis Property

The recommended work program in respect of the Tahsis Property was prepared by the Author. For more information see "*Tahsis Property – Recommendations*".

Unallocated Funds

Unallocated funds from the Offering and from the exercise of the Over-Allotment Option and any Compensation Options will be added to the working capital of the Company, and will be expanded at the discretion of management.

Stated Business Objectives and Milestones

Completion of the recommended work program on the Tahsis Property, as set out in the Report, represent the business objectives and milestones of the Company.

The recommended work program for the Tahsis Property will be contingent on the Closing of this Offering to provide funds necessary for such activities. It is expected that the recommended work program can be completed by the second quarter of 2020. In the event that the results of the recommended work program do not warrant further exploration activity, the Company will revise its business plan and objectives.

The Company intends to spend the funds available to it consistent with the "*Use of Proceeds*" section of this Prospectus. There may be circumstances however, where, for sound business reasons, a reallocation of funds may be necessary in order for the Company to achieve its stated business objectives. Accordingly, the Company cannot specify with certainty all of the particular uses for the net proceeds to be received upon the completion of the Offering, and the amounts it actually spends could vary from the amounts set forth above. The amounts actually allocated and spent will depend upon a number of factors, including the Company's ability to execute its business strategy, prevailing industry and market conditions and the results of exploration programs. As well, from time to time the Company expects to evaluate and execute, as appropriate, potential acquisitions of properties or strategic relationships. Accordingly, management will retain broad discretion to allocate the Company's funds available on completion of the Offering.

Should the planned exploration program on the Tahsis Project prove unworthy of proceeding, the Company currently intends to investigate other targets on the Tahsis Property or acquire interests in other mineral exploration properties.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following management's discussion and analysis ("**MD&A**") of the financial condition and results of operations of the Company constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended January 31, 2019 (the "**2018-2019 Fiscal Period**") as well as for the nine months ended October 31, 2019 ("**Q3 2019**"). This MD&A was written to comply with the requirements of National Instrument 51-102 *Continuous Disclosure Obligations*. This discussion should be read in conjunction with the Audited Financial Statements for the 2018-2019 Fiscal Period and the Interim Financial Statements for Q3 2019, together with the respective notes thereto. The Financial Statements and the financial information contained in this MD&A are prepared in accordance with IFRS as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. In the opinion of Management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included.

This MD&A is presented as of the date of this Prospectus and is current to that date unless otherwise stated. The financial information presented in this MD&A is derived from the Financial Statements. This MD&A contains forward-looking information that involve numerous risks and uncertainties. Actual results of the Company could differ materially from those discussed in such forward-looking information as a result of these risks and uncertainties, including those set forth in this Prospectus under the headings "*Risk Factors*" and "*Notice to Investors – Forward-Looking Statements*".

Company Overview

The Company was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on April 11, 2017. The principal business of the Company is the identification, evaluation and acquisition of mineral properties, as well as exploration of mineral properties once acquired.

On December 6, 2017, the Company entered into an option agreement (the "**Option Agreement**") with Qualitas Holdings Corp. ("**Qualitas**") pursuant to which it was granted an option (the "**Option**") to acquire a 100% interest in the Tahsis Property located on Vancouver Island, British Columbia. Pursuant to the Option Agreement, the Company must, in order to maintain the Option in good standing, make cash payments, issue Common Shares and incur the exploration expenditures in accordance with the following schedule:

Date	**Common Shares**	**Cash Payments**	**Exploration Expenditures**
On execution of the Option Agreement	Nil	$20,000 (paid)	Nil
On Canadian Securities Exchange approval	150,000	Nil	Nil
First anniversary of the Approval Date	125,000	Nil	$100,000
Second anniversary of the Approval Date	125,000	Nil	$150,000
TOTAL	400,000	$20,000	$250,000

Qualitas is to retain a 3% NSR Royalty in the Tahsis Property, of which up to 2% can be purchased by the Company for $1,000,000 per 1% upon commercial production being achieved on the Tahsis Property.

Acquisition and Exploration Costs

Details of activities for the nine months ended October 31, 2019 and period ended January 31, 2019 are as follows:

		October 31, 2019		January 31, 2019
Tahsis Property, BC, Canada				
Opening balance	$	53,316	$	20,000
Exploration expenditures:				
Geological and geophysical		21,790		32,916
Technical reporting		-		400
Total exploration expenditures		21,790		33,316
Ending Balance	$	75,106	$	53,316

Operations Highlights

During the Period from April 11, 2017 to January 31, 2018

During the period from date of inception on April 11, 2017 to January 31, 2018 (the "**Initial Period**"), the Company's activities included the acquisition of rights to the Tahsis Property.

During the Initial Period, the Company issued 1,250,000 Common Shares (on a post-Consolidation basis) at a price of $0.01 per share, for total proceeds of $12,500.

During the Financial Year Ended January 31, 2019

In February, 2018, the Company completed the sale of 2,250,000 Common Shares (on a post-Consolidation basis) at a price of $0.04 per share, for total proceeds of $90,000. The Company used the proceeds from this equity financing to pay the $20,000 payment pursuant to the Option Agreement.

During the year ended January 31, 2019, the Company incurred $33,316 (2018 – $Nil) of exploration expenditures on Tahsis Property.

On April 24, 2018, the Company submitted a preliminary prospectus to the British Columbia Securities Commission (the "**BCSC**") (as principal regulator), along with the Alberta Securities Commission and the Ontario Securities Commission. Following the comments received from the BCSC on May 8, 2018, the Company determined that the best path forward would be to consolidate its Common Shares and reconstitute its Board to add more members with public company and mining experience.

On July 31, 2018, shareholders of the Company elected Jason Chen, Dan Placzek, Michael Sieb and Peter Sanders to the Board of Directors.

On November 26, 2018, Peter Sanders resigned from the Board of Directors.

On January 14, 2019, Jason Chen resigned from the Board of Directors.

On January 16, 2019, John Fraser was appointed to the Board of Directors.

During the Period Ended Q3 2019

On April 16, 2019, the Company consolidated the Common Shares on a one-new-for-two-old basis and issued to its shareholders 0.5 share purchase warrants (the "**Warrants**"), post-Consolidation, for every Common Share held prior to the Consolidation. A total of 1,750,000 Warrants were issued, with each Warrant entitling the holder to purchase one Common Share at $0.10 per share until April 16, 2021 (the "**Expiry Date**"), provided that if at any time after four months and a day after the issuance of the Warrants, and prior to the Expiry Date, the closing price of the Common Shares on the Exchange (or such other stock exchange on which the majority of the Common Shares trade) is $0.20 or above for a period of 10 consecutive trading days, the Company may, at its option, accelerate the Expiry Date by delivery of notice to the holder and issuing a press release announcing such acceleration (the "**Acceleration Press Release**"), and in such case, the Expiry Date will be the 30th day following the issuance of the Acceleration Press Release.

On May 6, 2019, Kosta Tsoutsis was appointed to the Board of Directors.

On July 31, 2019, the Company received a loan of $5,000 and issued a promissory note in respect thereof to a shareholder of the Company that is not an insider of the Company. The promissory note bears simple interest at a rate of 5% per annum, payable on maturity with a maturity date being October 1, 2022.

On August 20, 2019 and on September 30, 2019, the Company received additional loans in the aggregate amount of $10,000 from, and issued promissory notes in respect thereof to, Dan Placzek and John Fraser, respectively. Messrs. Placzek and Fraser are executive officers and directors of the Company. The promissory notes bear simple interest at a rate of 5% per annum, payable on maturity with a maturity date of October 1, 2022.

On September 19, 2019, the Company made a down payment of $10,000 to a geological company to perform additional work on the Tahsis Property. Subsequent to that, $22,819 of exploration work was completed on the Tahsis Property.

Outlook

See "*General Development of the Business*", "*Tahsis Property*" and "*Use of Proceeds*" for more information about the outlook of the Company.

Selected Annual Financial Information

The following is selected financial data from the Audited Financial Statements for the 2018-2019 Fiscal Period and the Initial Period (as defined below) and should be read in conjunction with the Financial Statements, including notes attached thereto, attached to and forming part of this Prospectus.

	Fiscal Year Ended January 31, 2019 (audited)	**Period of Incorporation to January 31, 2018 (audited)**
	$	$
Operations:		
Revenues	-	-
Net income (loss)	(66,710)	(14,385)
Net income (loss) per share – Basic	(0.02)	(0.04)
Net income (loss) per share – Diluted	(0.02)	(0.04)
Weighted average number of common shares outstanding	3,392,328	389,830
	As at January 31, 2019	**As at January 31, 2018**
Statement of Financial Position:		
Current Assets	29,442	79,254
Exploration and Evaluation Assets	53,316	20,000
Total Assets	82,758	99,254
Current Liabilities	61,353	14,139
Working capital (deficit)	(31,911)	65,115
Shareholders' Equity	21,405	85,115

Summary of Quarterly Results

The Company has not prepared financial statements for the eight most recent financial quarters. Accordingly, quarterly information has not been presented.

Result of Operations

Period from April 11, 2017 to January 31, 2018

The Company reported a net loss of $14,385 during the Initial Period. The main factors that contributed to the loss during the Initial Period were professional fees of $14,139. These fees consist of accounting and audit fees as well as legal fees in connection to the acquisition of rights to the Tahsis Property and compilation of this Prospectus.

Financial Year Ended January 31, 2019 compared to the Initial Period

During the financial year ended January 31, 2019, the Company recorded a net loss of $66,710 compared to a net loss of $14,385 during the period from incorporation to January 31, 2018.

The Company's increased net loss for the year ended January 31, 2019 compared to the Initial Period can be attributed to incurring bank charges of $64, filing fees of $14,682 associated with the earlier filing of a preliminary prospectus, and associated professional fees of $51,964. The Company's net loss for the period ended January 31, 2018 can be attributed to bank charges of $246 and professional fees of $14,139.

Nine Months Ended October 31, 2019 compared to the Nine Months ended October 31, 2018

During the nine months ended October 31, 2019, the Company recorded a net loss of $27,435 compared to a net loss of $52,707 during the nine months ended October 31, 2018.

The Company's net loss for the period ended October 31, 2019 can be attributed to bank charges of $16, filing fees of $7,990 and professional fees of $19,429. The Company's net loss for the period ended October 31, 2018 can be attributed to bank charges of $62, filing fees of $13,865 and professional fees of $38,780 in connection with the filing of a preliminary prospectus.

Liquidity and Capital Resources

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements.

As at October 31, 2019, the Company had working capital deficiency of $66,136 (January 31, 2019 - $31,911).

As at October 31, 2019, the Company had cash of $2,925 (January 31, 2019 - $15,325) available to meet short-term business requirements and liabilities of $85,354 (January 31, 2019 - $61,353). The Company's accounts payable and accrued liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company had $15,000 in long term debt as at October 31, 2019.

The Company expects to have approximately $297,670 following the Offering (net proceeds after Agent's commissions, Corporate Finance Fee and expenses).

The Company has no source of revenue, income or cash flow. It is wholly dependent upon raising monies through the sale of its Common Shares to finance its business operations. The Company will need $100,000 to maintain its Option Agreement in good standing over the next 12 months. The Company also needs to have adequate working capital for Exchange listing purposes, being at least 12 months general and administrative expenses estimated at $6,350 per month, for an annual total of $76,200. The Company expects to realize net proceeds from the Offering of $297,670 which the Company expects will be sufficient for all of the Company's minimum needs in the first 12 months following listing on the Exchange.

Thereafter, the Company may require additional funds to support its working capital requirements or for other purposes and may seek to raise additional funds through public or private equity funding, bank debt financing or from other sources. There can be no assurances that this capital will be available in amounts or on terms acceptable to the Company, or at all.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Transactions with Related Parties

On August 20, 2019 and on September 30, 2019, the Company received additional loans in the aggregate amount of $10,000 from, and issued promissory notes in respect thereof to, Dan Placzek and John Fraser, respectively. Messrs. Placzek and Fraser are executive officers and directors of the Company. The promissory notes bears simple interest at a rate of 5% per annum, payable on maturity with a maturity date of October 1, 2022.

There were no other transactions with related parties during the nine months ended October 31, 2019 and 2018.

Critical Accounting Estimates

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Additional Disclosure for Companies without Significant Revenue

The Financial Statements provide a detailed breakdown of various expenses incurred by the Company. The Company's expenses are relatively basic, including accounting and audit fees, bank charges, and legal fees.

Outstanding Share Data

As of the date of this Prospectus, the Company had one class of authorized share capital, being Common Shares without par value, of which 3,500,000 Common Shares were issued and outstanding. The Company has issued 1,750,000 share purchase warrants (the "**Warrants**"), with each Warrant entitling the holder thereof to purchase one Common Share (a "**Warrant Share**") at a price of $0.10 per Warrant Share until April 16, 2021 (the "**Expiry Date**"), provided that if at any time after four months and a day after the issuance of the Warrants, and prior to the Expiry Date, the closing price of the Common Shares on the Exchange (or such other stock exchange on which the majority of the Common Shares trade) is $0.20 or above for a period of 10 consecutive trading days, the Company may, at its option, accelerate the Expiry Date by delivery of notice to the holder and issuing a press release announcing such acceleration (the "**Acceleration Press Release**"), and in such case, the Expiry Date will be the 30th day following the issuance of the Acceleration Press Release. No other securities convertible to or exercisable to acquire Common Shares are outstanding; however, the Company may choose to grant incentive stock options under its Stock Option Plan following listing on the Exchange.

	Number of Shares Outstanding (Diluted)
Outstanding as at the date of this Prospectus	3,500,000
Shares reserved for issuance pursuant to share purchase options outstanding	Nil
Shares reserved for issuance pursuant to share purchase warrants outstanding	1,750,000
Shares outstanding - fully diluted	**5,250,000**

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holdings

The following table sets forth information regarding the Company's current directors and executive officers. Each director of the Company holds office until the next annual general meeting of the shareholders of the Company or until his successor is duly elected or appointed.

Name and Municipality of Residence and Position with the Company	Director/Officer Since	Principal Occupation for the Past Five Years	Common Shares Beneficially Owned Directly or Indirectly (at the date of this Prospectus)
John G. Fraser British Columbia, Canada *President, CEO, CFO & Director*(1)	January 16, 2019	Financial/public company consultant since June 2015; investment advisor at Jordan Capital Markets from February 2011 to June 2015	833,333 23.81%
Dan Placzek British Columbia, Canada *Corporate Secretary, Director*(1)(2) *& Promoter*	October 31, 2017	Corporate Development and Management Consultant for a private holding company from April 2007 to present.; Managing Director of a private consultation company located in Hong Kong, China, from July 2012 to August 2018; Director of Avalon Blockchain Inc. (formerly, World Mahjong Limited) from August 2017 to April 2018, and President, CEO and CFO from October 2017 to April 2018; President, CEO, Corporate Secretary and Director of Petro Vista Energy Corp. from November 2017 to January 2019.	416,667 11.90%
Michael Sieb British Columbia, Canada *Director*(1)(2)	July 17, 2018	President and Director of Explorex Resources Inc.; Senior Project Manager at Coast Mountain Geological. Former President of American Potash Corp. (April 2012 to September 2015).	Nil
Kosta Tsoutsis British Columbia, Canada *Director*(2)	May 6, 2019	Investment advisor at Jordan Capital Markets Inc., an investment company, from September 2009 to June 2015; investment advisor at Mackie Research Capital Corp., an investment company, from June 2015 to October 2016; independent consultant from October 2016 to present; director of ML Gold Corp., a mineral exploration company, from November 2017 to present.	Nil
Perry Grunenberg British Columbia, Canada *Vice-President, Exploration*	May 6, 2019	Geoscientist for BC Groundwater Consulting Ltd. (January 2016 – Present). Partner at VPG Geoscience (2006 – Present)	Nil

Notes:

(1) Each director shall continue to hold office until his or her successor is elected or appointed or until he or she otherwise ceases to hold office in accordance with the Articles of the Company and the *Business Corporations Act* (British Columbia).

(2) Denotes a member of the Audit Committee of the Company.

As at the date of this Prospectus, the directors and executive officers of the Company, as a group, beneficially own, or control or direct, directly or indirectly, an aggregate of 1,250,000 Common Shares, which is equal to 35.71% of the Common Shares issued and outstanding as at the date of this Prospectus, and will as a group, beneficially own, or control and direct, directly or indirectly, an aggregate of 1,250,000 Common Shares representing 16.67% of the issued and outstanding Common Shares upon completion of the Offering (assuming no exercise of the Over-Allotment Option, or Compensation Options, and assuming no participation by the directors and executive officers in the Offering). Additional biographical information for each member of the Board and the executive officers of the Company is set out below.

John G. Fraser, age 46 – *President, Chief Executive Officer, Chief Financial Officer and Director*

Mr. Fraser is a self-employed financial and public company consultant. He began his career in the investment industry at Haywood Securities Inc. in 1998. He has worked for other investment firms where he focused primarily on the mining sector, including Bolder Investment Partners from 2000 to 2005; Research Capital Corp (now Mackie Research Capital) from 2005 to 2011; and with Jordan Capital Markets from 2011 to 2015. Thereafter, he decided to branch into financial and public company consulting.

Mr. Fraser expects to devote 50% of his time to the affairs of the Company. Mr. Fraser has not entered into an employment agreement, non-competition or non-disclosure agreement with the Company. Mr. Fraser is not an independent contractor of the Company.

Dan Placzek, age 45 – *Director, Corporate Secretary and Promoter*

Mr. Placzek has been a private corporate development consultant for over 10 years. Based in Vancouver with an Asia Pacific focus on emerging private and public companies, he provides assistance in finding avenues to financing and helps to shepherd partner companies towards growth. His responsibilities included resource and asset allocation systems to improve efficiency, and consultation on building an effective public profile to clients and investors.

Over the past five years, Mr. Placzek has held the following positions: (a) Director of Avalon Blockchain Inc. (formerly, World Mahjong Limited) from August 2017 to April 2018; he also acted as President, CEO and CFO from October 2017 to April 2018; (b) President, CEO, Corporate Secretary and Director of Petro Vista Energy Corp. (presently, 3 Sixty Risk Solutions Ltd.) from November 2017 to January 2019; (c) Managing Director of a private consultation company located in Hong Kong, China, from July 2012 to August 2018; and (d) Corporate Development and Management Consultant for a private holding company from April 2007 to present.

Mr. Placzek serves as a member of the Audit Committee. Mr. Placzek expects to devote 25% of his time to the affairs of the Company. Mr. Placzek has not entered into an employment agreement, non-competition or non-disclosure agreement with the Company. Mr. Placzek is not an independent contractor of the Company.

Michael Sieb, age 53 – *Director*

Mr. Sieb is a senior officer of Explorex Resources Inc. and was the former President of American Potash Corp. and International Lithium Corp. Mr. Sieb was President of American Potash Corp. until September 2015; and was President of International Lithium Corp. until April 2012. Mr. Sieb has a B.Sc. (Spec. Geology) from Concordia University and an MBA from the University of British Columbia.

Mr. Sieb serves as a member of the Audit Committee. Mr. Sieb expects to devote approximately 10% of his time to the affairs of the Company or such greater amount of time as is necessary. Mr. Sieb has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Sieb is an independent contractor of the Company.

Kosta Tsoutsis, age 46 – *Director*

Mr. Tsoutsis brings over 20 years of finance and capital market experience. Mr. Tsoutsis formerly worked as an investment advisor at Mackie Research, Jordan Capital Markets and Canaccord Capital Corp. Mr. Tsoutsis has significant experience specializing in developing, restructuring and financing venture capital companies. Mr. Tsoutsis has not entered into a non-competition agreement or non-disclosure agreement with the Company.

Mr. Tsoutsis serves as a member of the Audit Committee. Mr. Tsoutsis will devote approximately 10% of his time to the affairs of the Company or such greater amount of time as is necessary.

Perry Grunenberg, age 61 – *Vice-President, Exploration*

Mr. Grunenberg has served as a Geoscientist for BC Groundwater Consulting Ltd., a private exploration consulting firm, since January 2016. Mr. Grunenberg has also served as a Partner at VPG Geoscience, private mineral exploration firm since 2006. Mr. Grunenberg has served as a Volunteer for the Association for Mineral Exploration BC since January 2015. Mr. Grunenberg was also a regional group appointee director for the Association for Mineral Exploration BC from January 2012 to January 2015. Mr. Grunenberg was a Geoscientist for PBG Geoscience from 1994 to 2012. Mr. Grunenberg holds a BSC in Geology from the University of British Columbia, as well as a variety of post-graduate certificates and is member of the Professional Engineers and Geoscientists of BC.

Mr. Grunenberg expects to devote approximately 10% of his time to the affairs of the Company or such greater amount of time as is necessary. Mr. Grunenberg has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Grunenberg is an independent contractor of the Company.

Audit Committee

The Board has constituted an Audit Committee. The Audit Committee is comprised of Messrs. Tsoutsis, Placzek and Sieb.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

None of the Company's directors or executive officers is, as at the date of this Prospectus, or has been within the ten years before the date of this Prospectus, a director, chief executive officer or chief financial officer of any company (including the Company) that was subject to one of the following orders, that was in effect for a period of more than 30 consecutive days:

(a) a cease trade order, an order similar to a cease trade order or an order that denied the company access to any exemption under securities legislation that was issued while the director, chief executive officer or chief financial officer was acting in the capacity as director, chief executive officer or chief financial officer; or

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

None of the Company's directors or executive officers, or shareholders holding a sufficient number of securities to materially affect control of the Company:

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

(b) has, within the ten 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 the shareholder;

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

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

Conflicts of Interest

Some of the directors and officers of the Company are or may be engaged in business activities on their own behalf and on behalf of other companies and situations may arise where some of the directors or officers may be in potential conflict of interest with the Company. Conflicts, if any, will be subject to the procedures and remedies under the *Business Corporations Act* (British Columbia).

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

Indebtedness of Directors and Officers

See "*Indebtedness of Directors and Officers*" below, in this Prospectus.

EXECUTIVE COMPENSATION

Director and Executive Officer Compensation

Upon becoming a reporting issuer, the Company will have one (1) named executive officer, John G. Fraser, the Chief Executive Officer and Chief Financial Officer of the Company (the "**NEO**"). In the event the Company is in a position to pay a base salary to any officer, such a base salary would be determined by the Board and may be based on performance contributions for the year and sustained performance contributions over a number of years. Officers of the Company will be eligible to receive discretionary bonuses as determined by the Board based on each officer's responsibilities, his/her achievement of corporate objectives, and the Company's financial performance. There is no formal timing for when such analysis would be performed or when the NEO would be eligible to receive a salary or discretionary bonus. Any salary or bonus would be determined at the absolute discretion of the Board, and there are presently no performance criteria, goals or peer groups which have been set or identified in relation to NEO compensation. For the ensuing years, the Company anticipates two basic components of NEO compensation: fixed cash remuneration and option-based compensation pursuant to the Company's Stock Option Plan. As at the date of this Prospectus, the Company does not have any formal annual discretionary cash bonuses, perquisites or personal benefits programs.

It is anticipated that the Board will approve the cash remuneration ranges for the executive officers. The base remuneration review for each executive officer will be based on an assessment of factors such as current competitive market conditions and particular skills, such as leadership ability, management effectiveness, experience, responsibility and proven or expected performance of the particular individual.

Director compensation is determined by the directors, acting as a whole. The only arrangements the Company has pursuant to which directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, are by the issuance of incentive stock options pursuant to the Company's Stock Option Plan.

The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

Proposed Executive Compensation Philosophy and Objectives

The Company's principal goal is to create value for its shareholders. The Company's compensation philosophy reflects this goal and is based on the following fundamental principles:

(a) compensation programs align with shareholders' interests – the Company aligns the goals of executives with maximizing long-term shareholder value;

(b) performance sensitive – compensation for executive officers should be linked to operating and market performance of the Company and fluctuate with the performance; and

(c) offer market competitive compensation to attract and retain talent – the compensation program should provide market competitive pay in terms of value and structure in order to retain existing executive officers who are performing according to their objectives and to attract new individuals of the highest calibre.

The objectives of the Company in compensating all executive officers will be developed based on the above-mentioned compensation philosophy and are as follows: to attract, motivate and retain highly qualified executive officers; to align the interests of executive officers with Shareholders' interests by making long-term, equity-based incentives through the granting of options and evaluating executive performance on the basis of key measurements that correlate to long-term shareholder value; and to tie compensation directly to those measurements and rewards based on achieving and exceeding predetermined objectives.

Competitive Compensation

The Company is dependent on individuals with specialized skills and knowledge related to the exploration for, and the development of, mineral prospects, corporate finance, corporate secretarial and management. The Company seeks to attract, retain and motivate highly skilled and experienced officers by providing competitive compensation. The Board may review other compensation practices and from time to time may consult external, independent advisors who specialize in the area of compensation prior to making its decisions. Although the Board will review each element of compensation for market competitiveness, and it may weigh a particular element more heavily based on the executive officer's role within the Company, it is primarily focused on remaining competitive in the marketplace with respect to total compensation.

Incentive Plan Awards

The Company has no long-term incentive plan other than the Stock Option Plan. The Stock Option Plan provides for the grant of Options to directors, officers, employees, advisors and consultants of the Company and its associated, affiliated, controlled or subsidiary companies, and other persons who provide services for the Company. The purpose of the Stock Option Plan is to provide an incentive for directors, officers, employees, advisors and consultants of the Company to directly participate in the Company's growth and development by providing them with the opportunity through Options to purchase Common Shares. The grant of Options advances the interests of the Company and its shareholders through the motivation, attraction and retention of these individuals. See "*Incentive Plan Awards - Stock Option Plan*" below for more information.

To date the Board has, and going forward will, determine the ranges of Option grants for each level of directors, officers, employees, advisors and consultants to whom it recommends that grants be made. The Board will make decisions regarding the amounts and terms of Option grants for the directors, officers, employees, advisors and consultants. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of the position and contribution to the Company.

In addition to determining the number of Options to be granted pursuant to the methodology outlined above, the Board also makes the following determinations:

- parties who are entitled to participate in the Stock Option Plan;
- the exercise price for each Option granted, subject to the provision that the exercise price cannot be lower than the prescribed discount permitted by the Exchange from the market price of the Common Shares on the date of grant;
- the date on which each Option is granted;
- the vesting period, if any, for each Option;
- the other material terms and conditions of each Option grant; and
- any re-pricing or amendment to an Option grant.

For information about the outstanding Options of the Company see – "*Options to Purchase Securities*".

Stock Option Plan

The Company adopted the Option Plan which provides that the Board may from time to time, in its discretion and in accordance with Exchange requirements, grant to directors, officers, employees and consultants of the Company and its affiliates, non-transferable Options (the "**Options**") to purchase Common Shares, provided that the number of

Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares at any time, on a non-diluted basis. Such Options will be exercisable for a period of up to 10 years from the date of grant. In connection with the foregoing, the maximum number of Common Shares reserved for issue to any one person under the Option Plan cannot exceed 5% of the issued and outstanding number of Common Shares at the date of grant, unless the Company obtains disinterested shareholder approval. The maximum number of Common Shares reserved for issue to a consultant or a person engaged in investor relations activities cannot exceed 2% of the issued and outstanding number of Common Shares at the date of the grant in any 12 month period and must vest in stages over 12 months with no more than one-quarter of the Options vesting in any three-month period.

Options are non-assignable and non-transferable. If an optionee ceases to be employed by the Company or ceases to act as a director or officer of the Company or a subsidiary (other than termination for cause), any Option held by such optionee will expire within a reasonable period (not to exceed one year) of termination of employment or technical consulting arrangement or holding office as a director or officer of the Company and, in the case of death, expire within one year thereafter. Upon death, the Options may be exercised by legal representatives of the holder of the Option. In the event of termination for cause, the option shall terminate and shall cease to be exercisable upon such termination for cause.

The Option Plan was adopted by the Board on February 22, 2018. The Company has received conditional approval to list the Common Shares, including the Shares, the Additional Shares and the Compensation Option Shares, being distributed under this Prospectus on the Exchange. Listing will be subject to the Company fulfilling all listing requirements of the Exchange. Provided that the Common Shares are listed on the Exchange, the Company will submit the Stock Option Plan to shareholders for approval at the next annual general meeting of shareholders, and thereafter on a yearly basis, as required under Exchange policies.

Employment, Consulting and Management Agreements

Management services may be provided to the Company by companies controlled by the NEO. As at the date of this Prospectus, the Company has not entered into any management contracts with the NEO. The Company anticipates that it may enter into a management contract with its NEO within the following twelve-month period.

Termination and Change of Control Benefits

The Company does not have any contracts, agreements, plans or arrangements in place with any NEO that provides for payment following or in connection with any termination (whether voluntary, involuntary or constructive, resignation, retirement, a change of control of the Company or a change in an NEO’s responsibilities).

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Prospectus, there was no indebtedness outstanding of any current or former director, executive officer or employee of the Company which is owing to the Company or to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company and no associate of such persons:

(a) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company; or

(b) whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries,

whether in relation to a securities purchase program or other program or otherwise.

STATEMENT OF CORPORATE GOVERNANCE

The Canadian securities regulatory authorities have issued corporate governance guidelines pursuant to National Policy 58-201 – *Corporate Governance Guidelines* ("**NP 58-201**" or the "**Corporate Governance Guidelines**"), together with certain related disclosure requirements pursuant to National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**"). The Corporate Governance Guidelines are recommended as "best practices" for issuers to follow. The Company recognizes that good corporate governance plays an important role in its overall success and in enhancing shareholder value and, accordingly, has adopted certain corporate governance practices which are reflective of the recommended Corporate Governance Guidelines. Set out below is a description of the Company's approach to corporate governance.

Board of Directors

The Board of the Company facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board. The Board reviews its procedures on an ongoing basis to ensure it is functioning independently of management. As circumstances require, the Board meets without management present, and convenes meetings, as deemed necessary, of the independent directors, at which meetings non-independent directors and members of management are not in attendance. When conflicts arise, interested parties are precluded from voting on matters in which they have an interest.

The Board is comprised of John Fraser, Dan Placzek, Michael Sieb and Kosta Tsoutsis. Mr. Fraser and Mr. Placzek are not an independent director within the meaning of NI 58-101 because he also acts as an officer of the Company.

Mr. Sieb, a director of the Company, is "independent" within the meaning of NI 58-101, in that he is independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than the interests and relationships arising from shareholdings.

Mr. Tsoutsis, a director of the Company, is "independent" within the meaning of NI 58-101, in that he is independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than the interests and relationships arising from shareholdings.

Outside Directorships

The following directors are also presently directors and officers of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows:

Name of Director	Name of Reporting Issuer
John Fraser	Pike Mountain Minerals Inc.
Michael Sieb	Explorex Resources Inc.; Troubadour Resources Inc.; Getchell Gold Corp.
Kosta Tsoutsis	ML Gold Corp.; Castlebar Capital Corp.

Orientation and Continuing Education

New directors are briefed on strategic plans, short, medium and long-term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing Company policies. However, there is no formal orientation for new members of the Board, and this is considered to be appropriate, given the Company's size and current limited operations.

The skills and knowledge of the Board as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies. Board members are encouraged to communicate with management, the auditor and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Company's records.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, as well as 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 Company.

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company 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 such director in any material contract or material transaction, whether made or proposed to be made, 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 Company or an affiliate of the Company, or (ii) is for indemnity or insurance for the benefit of the in connection with the Company, or (iii) is with an affiliate of the Company. 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 Company at the time it was entered into, then the contract or transaction is not invalid and the director is not accountable to the Company 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 Company and the contract or transaction must be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid liability or the contract or transaction being found invalid.

Nomination of Directors

To date the Board has been responsible for identifying individuals qualified to become new Board members and recommending new nominees to the Board.

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

Compensation

The Board conducts reviews with regards to directors' compensation once a year. To make its recommendation on directors' compensation, the Board takes into account the types of compensation and the amounts paid to directors of comparable publicly-traded Canadian companies. The Board also administers the Stock Option Plan, including any option grants to the directors and officers. See "*Executive Compensation*" above, for more information.

Other Board Committees

The Board has no other committees other than the audit committee.

Assessments

On an ongoing basis, the Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees. On an ongoing annual basis, the Board assesses the performance of the Board as a whole, each of the individual directors and each committee of the Board in order to satisfy itself that each is functioning effectively.

AUDIT COMMITTEE

Audit Committee Charter

A copy of the Company's Audit Committee charter is attached to this Prospectus as Appendix "A". The purpose of the Audit Committee is to assist the Board in its oversight of the quality and integrity of the accounting, auditing, reporting practices, systems of internal accounting and financial controls, the annual independent audit of the Company's financial statements, and the legal compliance and ethics programs of the Company as established by management.

Composition of the Audit Committee

The members of the Company's Audit Committee are:

Kosta Tsoutsis	Independent(1)	Financially Literate(2)
Dan Placzek	Not Independent(1)	Financially Literate(2)
Michael Sieb	Independent(1)	Financially Literate(2)

Notes:

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

(2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

Each member of the Audit Committee has gained financial literacy through their experience serving as directors of several mining and mineral exploration companies, and serving on numerous other audit committees. In these positions, each member would be responsible for receiving financial information relating to those companies and obtaining an understanding of the balance sheet, income statement and statement of cash flows and how these statements are integral in assessing the financial position of the Company and its operating results. The financial education and experience of each member of the Audit Committee relevant to the performance of his or her duties as a member of the Audit Committee is set out below

Kosta Tsoutsis – Mr. Tsoutsis has over 20 years of finance and capital market experience, previously serving as an investment advisor and having significant experience specializing in developing, restructuring and financing venture capital companies.

Dan Placzek – Mr. Placzek served as the Chief Financial Officer of Avalon Blockchain Inc. (formerly, World Mahjong Limited) from August 2017 to April 2018 and has gained further financial experience having previously worked for a Canadian bank.

Michael Sieb – Mr. Sieb is a senior officer of Explorex Resources Inc. He was the former President of American Potash Corp. until September 2015 and was President of International Lithium Corp. until April 2012. Accordingly, Mr. Sieb has the ability to understand financial statements relating to junior mineral resource companies.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor (currently Crow MacKay LLP, Charted Professional Accountants) not adopted by the Board.

Reliance on Certain Exemptions

Since inception on April 11, 2017, the Company has not relied on the exemptions contained in sections 2.4, 6.1.1(4), (5) and (6), or Part 8 of National Instrument 52-110 - *Audit Committees* ("**NI 52-110**"). Section 2.4 provides an exemption from the requirements that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services except as contained in its charter. Subject to requirements of NI 52-110, the engagement of non-audit services is considered on case by case basis. At no time since the Company's incorporation has the Company retained its external auditor to provide any non-audit services to the Company.

External Auditor Service Fees

To date, the Company has not been billed by its external auditors. The aggregate fees estimated to be billed to the Company by its external auditors for audit fees in connection with the last fiscal year are as follows:

Financial Year End	Audit Fees	Audit-Related Fees(1)	Tax Fees(2)	All other Fees(3)
January 31, 2019	$5,950	$2,080	$750	Nil
January 31, 2018(4)	$5,950	Nil	$750	Nil

Notes:

(1) Fees charged for assurance and related services that are reasonably related to the performance of an audit, and not included under Audit Fees.
(2) Fees charged for tax compliance, tax advice and tax planning services.
(3) Fees for services other than disclosed in any other column.
(4) For the period from the date of incorporation on April 11, 2017 to January 31, 2018.

Exemption

In respect of the most recently completed financial year, the Company is relying upon the exemption from the requirement to disclose information relating to the Audit Committee in an annual information form, set out in Section 6.1 of NI 52-110.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

Description of the Common Shares

The authorized share structure of the Company consists of an unlimited number of Common Shares without par value. As of the date of this Prospectus, 3,500,000 Common Shares are issued and outstanding as fully paid and non-assessable. The holders of the Common Shares are entitled to share pro rata in any dividends if, as and when declared by the directors. The holders of the Common Shares are entitled to receive notice of and attend all meetings of the shareholders of the Company and are entitled to one vote in respect of each Common Share held at such meetings. In the event of liquidation, dissolution or winding-up of the Company, the holders of Common Shares are entitled to share rateably the remaining assets of the Company. There are no special rights or restrictions of any nature attached to any of the Common Shares, all of which rank equally as to all benefits which might accrue to the holders of the Common Shares.

Compensation Options

The Company has also agreed to grant to the Agent the Compensation Options entitling the Agent to purchase that number of Common Shares as is equal to 8% of the number of Offered Shares sold pursuant to the Offering. The distribution of the Compensation Option to the Agent is qualified under this Prospectus.

Over-Allotment Option

The Company has granted to the Agent the Over-Allotment Option, exercisable in whole or in part by the Agent giving notice to the Company up to 48 hours prior to the Closing Date to sell up to an additional 450,000 Additional Shares, which number is equal to 15% of the Offered Shares sold pursuant to the Offering, at a price of $0.10 per Compensation Option Share. This Prospectus also qualifies the grant of the Over-Allotment Option to the Agent and the distribution of the Additional Shares.

PRIOR SALES

The following table summarizes the sales of securities of the Company since incorporation:

Date	Type of Security	Price per Security	Number of Securities(1)	Reason for Issuance
11-April-2017	Common Shares	$0.01	1	Incorporator's Share
31-Oct-2017	Common Shares	($0.01)	(1)	Cancelled Incorporator's Share
31-Oct-2017	Common Shares	$0.01	1,250,000	Allotment from Treasury
1-Feb-2018	Common Shares	$0.04	300,000	Allotment from Treasury
20-Feb-2018	Common Shares	$0.04	1,950,000	Allotment from Treasury
TOTAL			**3,500,000**	

Note:
(1) Post 2-1 consolidation effective April 16, 2019.

During the period from the date of inception on April 11, 2017 to January 31, 2018 the Company issued 1,250,000 Common Shares at a price of $0.01 per share, for total proceeds of $12,500. Subsequent to January 31, 2018, the Company completed the sale of 2,250,000 Common Shares at a price of $0.04 per share, for a total proceeds of $90,000 in February 2018. The Company used the proceeds from these equity financings to pay the $20,000 payment pursuant to the Option Agreement.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Escrowed Securities

Pursuant to National Policy 46-201 – *Escrow for Initial Public Offerings* (the "**Escrow Policy**"), the securities held by Principals are required to be held in escrow subject to the terms of an escrow agreement for a period of time following the Listing Date as an incentive for the principals to devote their time and attention to our business while they are securityholders.

In accordance with the Escrow Policy, and pursuant to the Escrow Agreement to be entered into among certain Principals, the Company and the Escrow Agent, the following table sets out the securities that are expected to be deposited into escrow with the Escrow Agent (the "**Escrowed Securities**"):

Designation of Class	Number of Shares Held in Escrow	Percentage of Class as of the Date of this Prospectus before giving effect to the Offering	Percentage of Class after giving effect to the Offering(1)
Common Shares	1,250,000	35.71%	16.67%

Note:

(1) Assumes 7,500,000 Common Shares outstanding on completion of the Offering, not including the Additional Shares issuable on exercise of the Over-Allotment Option.

As the Company will be considered an "emerging issuer" as that term is defined under the Escrow Policy, the Escrowed Securities will be released according to the following schedule:

On Listing Date	10% of the Escrowed Securities
6 months after the Listing Date	15% of the remaining Escrowed Securities
12 months after the Listing Date	15% of the remaining Escrowed Securities
18 months after the Listing Date	15% of the remaining Escrowed Securities
24 months after the Listing Date	15% of the remaining Escrowed Securities
30 months after the Listing Date	15% of the remaining Escrowed Securities
36 months after the Listing Date	15% of the remaining Escrowed Securities

The Escrowed Securities may not be transferred or otherwise dealt with during the term of the Escrow Agreement unless the transfers or dealings within escrow are: (i) to existing or, upon their appointment, incoming directors or senior officers of the Company, if the Board has approved the transfer; (ii) to a person or company that before the proposed transfer holds more than 20% of the voting rights attached to the Company's outstanding securities; (iii) to a person or company that after the proposed transfer will hold more than 10% of the voting rights attached to the Company's outstanding securities, and has the right to elect or appoint one or more directors or senior officers of the Company or any of its material operating subsidiaries; (iv) to a trustee in bankruptcy or another person or company entitled to Escrowed Securities on the bankruptcy of the holder; (v) to a financial institution on the realization of Escrowed Securities pledged, mortgaged or charged by the holder to the financial institution as collateral for a loan; or (vi) to or between an RRSP, RRIF or other similar registered plan or fund with a trustee, where the annuitant of the RRSP or RRIF, or the beneficiaries of the other registered plan or fund are limited to the holder and his or her spouse, children and parents or, in the case of a trustee of such registered plan or fund, to the annuitant of the RRSP or RRIF, or a beneficiary of the other registered plan or fund, as applicable, or his or her spouse, children and parents. The owner of Escrowed Securities may continue to exercise voting rights attached to such securities.

Tenders of Escrowed Securities in a business combination transaction are permitted provided that, if the tenderer is a principal (as such term is defined in the Escrow Policy) of the successor issuer upon completion of the business combination, securities received in exchange for tendered Escrowed Securities are subject to escrow on the same terms and conditions, including release dates, as applied to the escrow securities that were exchanged, subject to certain exceptions. The Escrowed Securities may also be subject to a hold period pursuant to National Instrument 45-102 – *Resale of Securities*.

DIVIDENDS OR DISTRIBUTIONS

The Company has not, since the date of its incorporation, declared or paid any dividends on the Common Shares, and does not currently have a policy with respect to the payment of dividends. For the foreseeable future, the Company anticipates that it will retain future earnings and other cash resources for the operation and development of its business. Nevertheless, one of the key goals of the Company for the future is to institute a dividend policy and to ensure shareholders benefit directly from future successes that the Company and its operations may achieve. The payment of dividends on Common Shares in the future will be at the discretion of the Board and will depend on factors such as the ability of the Company to meet the applicable solvency test under the *Business Corporations Act* (British Columbia), the earnings and the financial condition of the Company, and such other factors as the Board considers appropriate from time to time.

OPTIONS TO PURCHASE SECURITIES

Incentive Stock Options

As at the date hereof, the Company has no outstanding Options enabling holders to acquire Common Shares of the Company.

Warrants

The Company has issued 1,750,000 share purchase warrants (the "**Warrants**"), with each Warrant entitling the holder thereof to purchase one Common Share (a "**Warrant Share**") at a price of $0.10 per Warrant Share until April 16, 2021 (the "**Expiry Date**"), provided that if at any time after four months and a day after the issuance of the Warrants, and prior to the Expiry Date, the closing price of the Common Shares on the Exchange (or such other stock exchange on which the majority of the Common Shares trade) is $0.20 or above for a period of 10 consecutive trading days, the Company may, at its option, accelerate the Expiry Date by delivery of notice to the holder and issuing a press release announcing such acceleration (the "**Acceleration Press Release**"), and in such case, the Expiry Date will be the 30th day following the issuance of the Acceleration Press Release (the "**Accelerated Expiry Provision**").

Compensation Options

The Company has agreed to issue Compensation Options for the purchase of up to that number of Common Shares as is equal to 8% of the Offered Shares of the Company sold pursuant to the Offering, exercisable at a price of $0.10 per Common Share for a period of 24 months from the Closing Date.

CONSOLIDATED CAPITALIZATION

The following table sets forth the consolidated share capital of the Company as at January 31, 2019 (post-Consolidation) and the pro forma consolidated capitalization of the Company, after giving effect to the Offering. This table should be read in conjunction with the Company's financial statements appearing elsewhere in this Prospectus.

Designation of Security	Authorized Amount	Amount Outstanding as of January 31, 2019	Amount Outstanding at Date of the Prospectus	Amount Outstanding After the Offering(5)
Common Shares	Unlimited	3,500,000(7)	3,500,000	7,500,000(1)
Warrants	1,750,000	Nil	1,750,000	1,750,000(2)
Options	N/A	Nil	Nil	Nil
Compensation Options	N/A	Nil	Nil	320,000(3)(6)
Over-Allotment Option	N/A	Nil	600,000(4)	Nil
Promissory Notes(8)	$15,000	Nil	$15,000	$15,000

Notes:

(1) This amount does not include any Common Shares issuable on exercise of the Over-Allotment Option, the Compensation Options or the Warrants.
(2) Exercisable at $0.10 per Warrant Share until April 16, 2021, subject to the Accelerated Expiry Provision.
(3) Exercisable at $0.10 per Common Share until 24 months from the Closing Date.
(4) Exercisable at $0.10 per Over-Allotment Share until up to 48 hours prior to the Closing Date.
(5) Assuming the Over-Allotment Option is exercised in full, the Company will have 8,100,000 Common Shares outstanding after the Offering.

(6) If the Over-Allotment Option is exercised in full, the maximum number of Compensation Option Shares upon exercise of the Compensation Options would be 368,000 Compensation Option Shares.
(7) Post 2-1 consolidation effective April 16, 2019.
(8) Three promissory notes in the aggregate principal amount of $15,000. Each promissory note bears simple interest at a rate of 5% per annum, payable on maturity with a maturity date of October 1, 2022.

PRINCIPAL SHAREHOLDERS

The following table sets forth information regarding the beneficial ownership of securities as of the date of this Prospectus and immediately after the Offering by each person or entity known to the Company to beneficially own, or control or direct, 10% or more of the outstanding Common Shares (the "**Principal Shareholders**"). Other than as set forth below, to the knowledge of the Company, no other person or entity beneficially owns, or controls or directs, 10% or more of the outstanding Common Shares as of the date of this Prospectus.

	Prior to the Offering		**After Giving the Effect to the Offering**		
Name	**Number of Common Shares Held and Type of Ownership**	**Percentage of Common Shares Held**	**Number of Common Shares Held**	**Percentage of Common Shares Held(1)**	**Percentage of Common Shares Held on a Fully Diluted Basis(2)**
John Fraser	833,333 directly	23.81%	833,333	11.11%	8.16%
Dan Placzek	416,667 directly	11.90%	416,667	5.56%	4.08%
Hsiu Chun Chen	450,000 directly	12.86%	450,000	6.00%	4.40%
1043678 B.C. Ltd.(3)	375,000 directly	10.71%	375,000	5.00%	3.67%
Centillion Capital Corp.(4)	375,000 directly	10.71%	375,000	5.00%	3.67%
Kuo Hsien Chen	375,000 directly	10.71%	375,000	5.00%	3.67%
Joseph Macatumpag	375,000 directly	10.71%	375,000	5.00%	3.67%

Notes:

(1) This does not include any Additional Shares issuable upon exercise of the Over-Allotment Option.
(2) Based on 10,218,000 outstanding Common Shares assuming full exercise of the Warrants, the Over-Allotment Option and the Compensation Options.
(3) Wholly owned, controlled and directed by Patrick Chan
(4) Wholly owned, controlled and directed by Jackie Cheung

PLAN OF DISTRIBUTION

Agency Agreement

The Offering will be made in accordance with the Agency Agreement and the rules and policies of the Exchange on a day determined by the Agent and the Company. This Offering is subject to the completion of a minimum subscription of 4,000,000 Shares to raise minimum gross proceeds of $400,000. The Agent's Commission, the Corporate Finance Fee, the Agent's Expenses and any other expenses incurred by the Company in connection with the Offering will be deducted from the gross proceeds of the Offering. If the Offering is not completed within 90 days of the issuance of a receipt for the final Prospectus, the Offering will cease and all subscription monies will be returned to the Subscribers without interest or deduction. Pursuant to the Agency Agreement, the Company has engaged the Agent to act as its exclusive agent to conduct the Offering in the Selling Provinces, on a commercially reasonable efforts basis. The Company has granted to the Agent the Over-Allotment Option, exercisable in whole or in part, by the Agent giving notice to the Company up to 48 hours prior to the Closing Date to sell up to an additional 600,000 Additional Shares, which number is equal to 15% of the Shares sold pursuant to the Offering. This Prospectus qualifies the distribution of the Shares and any Additional Shares.

The Agent may enter into arrangements with other investment dealers at no additional cost to the Company. The Agent will receive, on the Closing Date:

1. The Corporate Finance Fee of $32,500;
2. The Agent's Commission of 8% of the gross proceeds of the Offering, payable in cash;
3. That number of Compensation Options equal to 8% of the Offered Shares sold under the Offering, where each Compensation Option provides the right to acquire one Compensation Option Share, exercisable at a price of $0.10 per Compensation Option Share for a period of 24 months from the Closing Date; and
4. The Agent's Expenses, of which a retainer of $10,000 has been paid toward such expenses.

The obligations of the Agent may be terminated at any time before the Closing Date at the discretion of the Agent on the basis of its assessment of the state of the financial markets and may also be terminated upon the occurrence of certain other stated events in the Agency Agreement. The Agent is not obligated, directly or indirectly, to advance its own funding to purchase any of the Offered Shares. The Offering Price was determined by negotiation between the Company and the Agent.

Subscriptions will be received for the Offered Shares subject to rejection or acceptance in whole or in part, and the Agent reserves the right to close the subscription books at any time without notice. In the event that the Offering does not complete within the terms of the Agency Agreement or the time required by the rules of the Securities Commissions, the subscription price and the subscription will be returned to the Subscriber forthwith without interest of deduction. Certificates representing the Offered Shares acquired hereunder will be delivered on the Closing Date unless the Agent elects for delivery in book entry form through CDS or its nominee which will be deposited with CDS on the Closing Date. If delivered in book entry form, purchasers of the Offered Shares will receive only a customer confirmation from the Agent or registered dealer that is a CDS participant and from or through which the Offered Shares were purchased.

The Company has agreed that it will not, directly or indirectly, issue, sell, offer, grant an option or right in respect of, or otherwise dispose of or agree to or announce any intention to issue, sell, offer, grant an option or right in respect of, of otherwise dispose of, any additional securities of the Company, other than pursuant to (i) the exercise of the Over-Allotment Option; (ii) the grant or exercise of stock options and other similar issuances pursuant to any stock option plan or similar share compensation arrangements in place prior to the Closing Date; (iii) the issue of Common Shares upon the exercise of convertible securities, warrants, or options outstanding prior to the Closing Date; and (iv) previously scheduled property and/or other corporate acquisitions prior to the Closing Date, and continuing for a period of 90 days from the Closing Date, without prior written consent of the Agent, such consent not to be unreasonably withheld or delayed.

There are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other person or company in connection with the Offering other than the payments to be made to the Agent in accordance with the terms of the Agency Agreement.

The Company's directors and officers have agreed not to sell, or agree to sell, or announce any intention to sell, any Common Shares of the Company prior to the Closing Date and for a period of 90 days from the Closing Date, without prior written consent of the Agent, such consent not to be unreasonably withheld.

Pursuant to the Agency Agreement, if, within 12 months after the Closing Date, the Company (a) proposes to issue debt or equity securities, (b) proposes to acquire or dispose of any assets or securities out of the ordinary course of business, (c) proposes a material corporate transaction, such as an amalgamation, recapitalization, merger, take-over bid or merger proposal, the Company has agreed to grant to the Agent a 5-day right of first refusal to lead manage (minimum of 55% economic interest), as agent/underwriter and/or to act as exclusive financial advisor (as the case may be, depending upon the nature of the transaction and provided that the Company intends to appoint a financial advisor in connection with the transaction in question) in connection with such transaction, subject to the Company and the Agent agreeing on mutually acceptable fee arrangements and provided that the terms and conditions of any such engagement shall be no more favourable on the whole to such other financial institution than the terms and conditions offered by the Company to the Agent.

In the event that the Company withdraws from the Offering, after the date of the Agency Agreement in order to complete an Alternative Transaction (which transaction is completed within 12 months of such withdrawal), the Company has agreed to pay to the Agent promptly upon closing the Alternative Transaction a fee equal to the maximum amount of fees otherwise payable under the Agency Agreement, calculated on the basis of the maximum offering of Common Shares proposed hereunder.

Closing of the Offering is subject to conditions which are set out in the Agency Agreement.

Listing of the Common Shares

The Company has applied to list the Common Shares being distributed under this Prospectus on the Exchange. Listing will be subject to the Company fulfilling all of the listing requirements of the Exchange. Confirmation of listing of the Common Shares on the Exchange is a condition of Closing.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intent to apply or 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). See "*Risk Factors*".

RISK FACTORS

General

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

No History of Earnings

The Company has no history of earnings. The Tahsis Property is in the exploration stage and there are no known commercial quantities of minerals on the Tahsis Property. There is no assurance that any of the Company's property interests will generate earnings, operate profitably or provide a return on investment in the future. The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future. The future dividend policy of the Company will be determined by its directors.

Financing Risks

Additional funding will be required to complete future exploration programs on the Company's properties and to conduct any other exploration programs. If proposed exploration programs are successful, additional funds will be required for the development of any economic mineral body and to place it in commercial production. The only sources of future funds presently available to the Company are the sale of equity capital, or the offering by the Company of an interest in its properties to be earned by another party or parties carrying out exploration or development thereof. There is no assurance that any such funds will be available or will be available on terms favourable to the Company. Failure to obtain additional financing on a timely basis could cause the Company to reduce, delay, indefinitely postpone or terminate exploration, development or production of the Company's property interests or other acquired properties.

Discretion Regarding Use of the Proceeds of this Offering

The Company currently intends to allocate the net proceeds of this Offering as described above under "*Use of Proceeds*". However, the Company's management will have discretion in the actual application of the net proceeds. The Company may elect to allocate proceeds differently than as described in "*Use of Proceeds*" if management believes it would be in the Company's best interests to do so. The failure by the Company's management to apply these funds effectively could have a material adverse effect on the Company, its business or its financial performance.

Dilution of Shares

Assuming completion of the Offering, investors acquiring Common Shares offered under this Prospectus will suffer an immediate dilution of approximately 33% or $0.033 per Common Share, on the basis of there being 7,500,000 Common Shares of the Company issued and outstanding upon completion of the Offering. Dilution has been computed on the basis of total gross proceeds to be raised pursuant to the Offering and from sales of securities prior to filing this Prospectus without deduction of commissions or related expenses incurred by the Company.

Gross proceeds of prior share issues	$102,500
Gross proceeds of this Offering	$400,000
Total gross proceeds after this Offering	$502,500
Offering price per share	$0.10
Proceeds per share after this Offering	$0.067
Dilution per share to subscriber	$0.033
Percentage of dilution in relation to offering price	33%

Exploration and Development

The Tahsis Property is in the exploration stage only and is without an economic mineral deposit. Development of the Tahsis Property will only follow upon obtaining satisfactory exploration results, receipt of a positive feasibility study and access to adequate funding. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. 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. There is no assurance that these mineral exploration and development activities will result in any discoveries of commercial mineral deposits.

Operations

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of minerals, any of which could result in work stoppages, damage to property, and possible environmental damage. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, cave ins, landslides, weather conditions and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in extraction operations and the conduct of exploration programs. The Company's exploration activities will be subject to the availability of third party contractors and equipment. There are also physical risks to the exploration personnel. If any of the Company's properties is found to have commercial quantities of ore, the Company would be subject to additional risks respecting any development and production activities.

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 Company 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 securities of the Company.

Permits and Government Regulations

The future operations of the Company may require permits from various federal, provincial and local governmental authorities and will be governed by provincial and federal 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. Companies engaged in exploration activities and in the development and operation of mines and related facilities may experience increased costs and delays in exploration, production and other schedules as a result of the need to comply with applicable laws, regulations and permits. Permits are subject to the discretion of government authorities and there can be no assurance that the Company will be successful in obtaining all required permits. Further, there can be no assurance that the Company 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 Tahsis Property. The Company currently does not have any permits in place.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may affect the operations of the Company. 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 Company 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 non-compliance with environmental laws or regulations. In all major developments, the Company generally relies on recognized designers and development contractors from which the Company will, in the first instance, seek indemnities. The Company 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 Company's operations more expensive.

Mineral Titles

There is no assurance given by the Company that it owns any legal title to its mineral properties. Title to the Tahsis Property may come under dispute. While the Company has diligently investigated title considerations to its mineral properties, in certain circumstances, the Company has only relied on representations of property partners and government agencies. There is no guarantee of title to the Tahsis Property. The Company has not yet obtained a title opinion in respect of the Tahsis Property. The claims on the Property have not be legally surveyed. The Property may be subject to prior unregistered agreements, transfers on claims and title may be affected by undetected defects. The Company is satisfied however, that evidence of title to the Property is adequate and acceptable by prevailing industry standards with respect to the current stage of exploration on the Property. If the Company does not fulfil its obligations contemplated by the Option Agreement, it may lose all or part of its interest in the Tahsis Property.

First Nation Land Claims

Aboriginal rights may be claimed on Crown properties or other types of tenure with respect to which mining rights have been conferred. The Supreme Court of Canada's 2014 decision in *Tsilhqot'in Nation v. British Columbia* marked the first time in Canadian history that a court has declared Aboriginal title to lands outside of a reserve. As such, the Tahsis Property may now, or in the future, be the subject of First Nations land claims. The Tahsis Property is located in an area known for strong First Nations' concerns that could prove to be a problem for any extensive development on the Tahsis Property. The legal basis of Aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the Tahsis Property cannot be predicted with any degree of certainty. In the event that Aboriginal title is asserted and proved on the Tahsis Property, provincial and federal laws will continue to be valid provided that any infringements of Aboriginal title, including mining and exploration, are either consented to by Aboriginal groups or are justified. In addition, no assurance can be given that a broad recognition of Aboriginal rights in the area in which the Tahsis Property is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company will at some point be required to negotiate with First Nations and seek the approval of holders of Aboriginal interests in order to facilitate exploration and development work on the Tahsis Property, and there is no assurance that the Company will be able to establish a practical working relationship with the First Nations in the area which would allow it to ultimately develop the Tahsis Property. Consultations with the First Nations in the area will commence after closing of the Offering and before an exploration permit is applied for.

Fluctuating Mineral Prices and Currency Risk

Factors beyond the control of the Company may affect the market price of minerals produced and the marketability of metals discovered at and extracted from the Company's properties. Metal prices are subject to significant fluctuation and are affected by numerous factors beyond the Company's control including international economic and political trends, inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and increased production due to new and improved extraction and production methods. The effect of these factors on the Company's operations cannot accurately be predicted.

Competition

The mining industry is intensely competitive in all its phases. The Company 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 Company. The competition in the mineral exploration and development business could have an adverse effect on the Company's ability to acquire suitable properties or prospects for mineral exploration in the future.

Management

The success of the Company is currently largely dependent on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance that the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business.

Possible Volatility of Stock Price

Securities of exploration companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. The Company's share price is likely to experience similar volatility and to be significantly affected by actual or anticipated variations in its respective results of operations, changes in financial estimates by securities analysts, liquidity of the Company's stock on any stock exchange, changes in metal prices, general market conditions and other factors. Market fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations may also adversely affect the market price of the Company's shares.

Conflicts of Interest

Some of the directors and officers are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulation, rules and policies.

PROMOTERS

Dan Placzek is the promoter of the Company. At the date of this prospectus, Mr. Placzek has ownership and control of 416,667 Common Shares (11.90%). See "*Directors and Executive Officers*" and "*Executive Compensation*".

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company is not a party to any legal proceedings or regulatory actions and is not aware of any such proceedings known to be contemplated.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no person that is: (i) a director or executive officer of the Company; (ii) a person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of the Company's outstanding voting securities; and (iii) an associate or affiliate of any of the persons or companies referred to in paragraphs (i) or (ii), has had any material interest, direct or indirect, in any transaction within the three years before the date of this Prospectus that has materially affected or is reasonably expected to materially affect the Company.

RELATIONSHIP BETWEEN THE COMPANY AND THE AGENT

The Company is not a "related issuer" or "connected issuer" to the Agent as such terms are utilized in National Instrument 33-105 - *Underwriting Conflicts*.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditor of the Company is Crowe MacKay LLP, Chartered Professional Accountants, located at 1100 – 1177 West Hastings Street, Vancouver, British Columbia V6E 4T5. Crowe MacKay LLP, Chartered Professional Accountants, have advised the Company that they are independent of the Company within the meaning of the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of British Columbia.

The transfer agent and registrar for the Common Shares is Odyssey Trust Company with an office at 835 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2.

ELIGIBILITY FOR INVESTMENT

Based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the "**Tax Act**") in force on the date hereof and any proposal to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) ("**Tax Proposals**") prior to the date hereof, if the Common Shares were issued on the date hereof and listed and posted for trading on a "designated stock exchange" as defined in the Tax Act (which includes the Exchange) or if the Company was a "public corporation" on the date hereof, as that term is defined in the Tax Act, then the Common Shares would at that time be a "qualified investment" under the Tax Act for a trust governed by a "registered retirement savings plan", "registered retirement income fund", "tax-free savings account", "registered education savings plan", "deferred profit sharing plan" or "registered disability savings plan", as those terms are defined in the Tax Act (collectively, but not including a deferred profit sharing plan, the "**Registered Plans**" and each, a "**Registered Plan**").

The Common Shares are not currently listed on a designated stock exchange and the Company is not currently a "public corporation", as that term is defined in the Tax Act. The Company has applied to list the Common Shares on the Exchange as of the day before the Closing of the Offering, followed by an immediate halt in trading of the Common Shares in order to allow the Company to satisfy the conditions of the Exchange and to have the Common Shares listed and posted for trading prior to the issuance of the Common Shares on the Closing of the Offering. The Company must rely on the Exchange to list the Common Shares on the Exchange and have them posted for trading prior to the issuance of the Common Shares on the Closing of the Offering and to otherwise proceed in such manner as may be required to result in the Common Shares being listed on the Exchange at the time of their issuance on Closing. If the Common Shares are not listed on the Exchange at the time of their issuance on the Closing of the Offering and the Company is not a "public corporation" at that time, the Common Shares will not be qualified investments for the Registered Plans or a deferred profit sharing plan at that time.

Notwithstanding the foregoing, if the Common Shares are a "prohibited investment" within the meaning of the Tax Act for a particular Registered Plan, the subscriber, holder or annuitant of the particular Registered Plan, as the case may be, will be subject to a penalty tax as set out in the Tax Act in respect of such Common Shares. The Common Shares will generally be a "prohibited investment" for a Registered Plan if the subscriber, holder or annuitant, as the case may be, does not deal at arm's length with the Company for the purposes of the Tax Act or has a "significant interest" (as defined in the Tax Act) in the Company. Generally, a subscriber, holder or annuitant will not have a significant interest in the Company unless the annuitant or holder and/or persons not dealing at arm's length with the subscriber, annuitant or holder, owns directly or indirectly 10% or more of the issued shares of any class of the authorized share structure of the Company or a corporation related to the Company. However, the Common Shares generally will not be a prohibited investment if the Common Shares are "excluded property" within the meaning of the Tax Act for the Registered Plan.

Purchasers who intend to hold Common Shares in their Registered Plan or a deferred profit sharing plan should consult their own tax advisors in regard to the application of these rules in their particular circumstances.

MATERIAL CONTRACTS

The following are the material contracts entered into by the Company:

1. Agency Agreement to be entered into between the Company and the Agent. See "*Plan of Distribution*";

2. Escrow Agreement dated October 2, 2019 amongst the Company, the Escrow Agent and certain principals and shareholders. See "*Escrowed Securities*"; and

3. Option Agreement dated December 6, 2017, as amended between the Company and the Vendor. See "*General Description of the Business*".

4. Stock Option Plan adopted on February 22, 2018 by the Board. See "*Executive Compensation – Stock Option Plan*".

Copies of all material contracts will be available for inspection without charge at the registered office of the Company located at Suite 2300 - 550 Burrard Street, Vancouver, British Columbia, V6C 2B5, during normal business hours while distribution of the securities offered hereunder is in progress, and for a period of 30 days thereafter. The material contracts will also be available on the SEDAR website (www.sedar.com) upon the issuance of the final receipt for this Prospectus.

EXPERTS

Certain legal matters relating to the Offering will be passed upon by Gowling WLG (Canada) LLP, counsel to the Company and by Miller Thomson LLP, on behalf of the Agent. As at the date hereof, the Company is advised that the designated professionals (as such term is defined in Form 51-102F1 – *Annual Information Form*), as a group, of each of Gowling WLG (Canada) LLP and Miller Thomson LLP beneficially own, directly or indirectly, less than one percent of the outstanding Common Shares.

Crowe MacKay LLP, Chartered Professional Accountants, auditor of the Company, prepared the auditor's reports on the Company's audited financial statements included in and forming part of this Prospectus.

Warren Robb, P. Geo., is the Author of the Report.

No person or company whose profession or business gives authority to a report, valuation, statement or opinion and whom is named as having prepared or certified a report or valuation described or included in this Prospectus holds or is to hold any beneficial or registered interest, direct or indirect, in any securities or property of the Company or any associate of the Company.

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.

RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of British Columbia and Alberta 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. The securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. Purchasers should refer to any applicable provisions of the securities legislation of their province for the particulars of these rights or consult with a legal adviser.

LIST OF EXEMPTIONS

The Company has not applied for or received any exemption from National Instrument 41-101 – *General Prospectus Requirements*, regarding this Prospectus or the distribution of its securities under this Prospectus

FINANCIAL STATEMENTS

Attached to and forming part of this Prospectus are the: (i) audited financial statements of the Company for the year ended January 31, 2019 and January 31, 2018, together with the auditor's report thereon; and (ii) unaudited interim financial statements of the Company for the nine-month period ended October 31, 2019. The Company's year-end is January 31.

APPENDIX A

AUDIT COMMITTEE CHARTER

CROSS RIVER VENTURES CORP.
(the "**Company**")

1. Purpose and Objectives

1.1 The Audit Committee will assist the Board of directors (the "**Board**") in fulfilling its responsibilities. The Audit Committee will review the financial reporting process, the system of internal control and management of financial risks, the audit process, and the Company's process for monitoring compliance with laws and regulations. In performing its duties, the Audit Committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each Audit Committee member will obtain an understanding of the responsibilities of Audit Committee membership as well as the Company's business, operations and risks.

2. Authority

2.1 The Board authorizes the Audit Committee, within the scope of its responsibilities, to seek any information it requires from any employee and from external parties, to obtain outside legal or professional advice and to ensure the attendance of Company officers at meetings as appropriate.

2.2 The Board will instruct its external auditors to report directly to the Audit Committee.

3. Composition, Procedures and Organization

Membership

3.1 The Audit Committee shall consist of at least three members of the Board, a majority of which are not officers, employees or control persons of the Company or any associates or affiliates of the Company.

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

3.3 Unless the Board shall have appointed a chair of the Audit Committee or in the event of the absence of the chair, the members of the Audit Committee shall elect a chair from among their number.

3.4 The secretary of the Audit Committee shall be designated from time to time from one of the members of the Audit Committee or, failing that, shall be the Company's corporate secretary, unless otherwise determined by the Audit Committee.

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

Meetings

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

3.7 Meetings of the Audit Committee shall be conducted as follows:

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

(b) the chair of the Audit Committee shall be responsible for developing and setting the agenda for Audit Committee meetings and determining the time and place of such meetings;

(c) the Audit Committee may invite such other persons (e.g. the President or Chief Financial Officer) to its meetings, as it deems appropriate; and

(d) notice of the time and place of every meeting of the Audit Committee shall be given in writing to each member of the Audit Committee a reasonable time before the meeting.

3.8 The proceedings of all meetings of the Audit Committee will be minuted.

Procedures

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

3.10 The Audit Committee shall have authority to engage independent counsel and other advisors as it determines necessary to carry out its duties, to set and pay the compensation for any advisors employed by the Audit Committee and to communicate directly with the internal and external auditors.

4. Roles and Responsibilities

4.1 The overall duties and responsibilities of the Audit Committee shall be as follows:

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

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

(c) to ensure that the management of the Company's has designed, implemented and is maintaining an effective system of internal financial controls.

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

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

(b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors and ensure no unjustifiable restrictions or limitations have been placed on the scope;

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

(d) to approve in advance the provision of non-audit services provided by the external auditors;

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

(i) the content of their report;

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

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

(iv) internal resources used;

(v) significant transactions outside of the normal business of the Company;

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

(f) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles.

4.3 The duties and responsibilities of the Audit Committee as they relate to the Company's internal auditors, as and when applicable, shall be as follows:

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

(b) to review significant internal audit findings and recommendations.

4.4 The duties and responsibilities of the Audit Committee as they relate to the internal control procedures of the Company shall be as follows:

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

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

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

4.5 The Audit Committee is also charged with the responsibility to:

(a) review the annual and quarterly financial statements, including Management's Discussion and Analysis with respect thereto, and all annual and interim earnings press releases, prior to public dissemination, including any certification, report, opinion or review rendered by the external auditors and determine whether they are completed and consistent with the information known to the Audit Committee;

(b) evaluate the fairness of the interim financial statements and related disclosures including the associated Management's Discussion and Analysis, and obtain explanations from management on whether:

(i) actual financial results for the interim period varied significantly from budgeted or projected results;

(ii) generally accepted accounting principles have been consistently applied;

(iii) there are any actual or proposed changes in accounting or financial reporting practices; and

(iv) there are any significant or unusual events or transactions which require disclosure and, if so, consider adequacy of that disclosure;

(c) review and approve the financial sections of:

(i) the annual report to shareholders;

(ii) the annual information form (if any);

(iii) prospectuses (if any); and

(iv) other public reports requiring approval by the Board; and report to the Board with respect thereto;

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

(e) review the minutes of any Audit Committee meeting;

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

(g) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of material facts;

(h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company; and

(i) establish a procedure for:

(i) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and

(ii) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters.

SCHEDULE A

FINANCIAL STATEMENTS
OF
CROSS RIVER VENTURES CORP.

CROSS RIVER VENTURES CORP

AUDITOR'S REPORT AND FINANCIAL STATEMENTS

YEAR ENDED JANUARY 31, 2019

(EXPRESSED IN CANADIAN DOLLARS)

Crowe MacKay LLP
1100 - 1177 West Hastings St.
Vancouver, BC V6E 4T5
Main +1 (604) 687-4511
Fax +1 (604) 687-5805
www.crowemackay.ca

Independent Auditor's Report

To the Directors of Cross River Ventures Corp.

Opinion

We have audited the financial statements of Cross River Ventures Corp. ("the Company"), which comprise the statements of financial position as at January 31, 2019 and January 31, 2018 and the statements of loss and comprehensive loss, changes in equity and cash flows for the periods then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at January 31, 2019 and January 31, 2018, and its financial performance and its cash flows for the periods then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements which describes the material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained the other information prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

"Crowe MacKay LLP"

Chartered Professional Accountants
Vancouver, Canada
January 17, 2020

Cross River Ventures Corp.
Statements of Financial Position
(Expressed in Canadian Dollars)

As at		January 31, 2019		January 31, 2018
ASSETS				
Current assets				
Cash	$	15,325	$	79,254
Amounts receivable		4,117		-
Prepaid expenses		10,000		-
		29,442		79,254
Mineral Exploration and Evaluation Assets (Note 4)		53,316		20,000
Total assets	$	82,758	$	99,254
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities	$	61,353	$	14,139
SHAREHOLDERS' EQUITY				
Share capital (Note 5)		102,500		12,500
Subscription advance		-		87,000
Deficit		(81,095)		(14,385)
Total shareholders' equity		21,405		85,115
Total liabilities and shareholders' equity	$	82,758	$	99,254

Nature of Operations and Going Concern (Note 1)
Subsequent Events (Notes 5 and 9)

Approved on behalf of the Board on January 17, 2020

"Dan Placzek" Director *"Mike Sieb"* Director

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

Cross River Ventures Corp.
Statements of Loss and Comprehensive Loss
(Express in Canadian Dollars)

	Year ended January 31, 2019	Period from April 11, 2017 (date of incorporation) to January 31, 2018
Expenses		
Bank charges	$ 64	$ 246
Filing fees	14,682	-
Professional fees	51,964	14,139
Loss and comprehensive loss for the period	$ 66,710	$ 14,385
Basic and diluted loss per common share	$ 0.02	$ 0.04
Weighted average number of common shares outstanding, basic and diluted	3,392,328	389,830

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

Cross River Ventures Corp.
Statement of Changes in Equity
(Expressed in Canadian Dollars)

	Number of Shares*		Share Capital		Subscription Advance		Deficit		Total
Balance, April 11, 2017	1	$	-	$	-	$	-	$	-
Returned to treasury	(1)		-		-		-		-
Issuance of shares (Note 5)	1,250,000		12,500		-		-		12,500
Receipt of subscription advances	-		-		87,000		-		87,000
Loss and comprehensive loss for the period	-		-		-		(14,385)		(14,385)
Balance, January 31, 2018	1,250,000		12,500		87,000		(14,385)		85,115
Issuance of shares (Note 5)	2,250,000		90,000		(87,000)		-		3,000
Loss and comprehensive loss for the period	-		-		-		(66,710)		(66,710)
Balance, January 31, 2019	3,500,000	$	102,500	$	-	$	(81,095)	$	21,405

* Subsequent to January 31, 2019 on April 16, 2019, the Company consolidated its issued and outstanding common shares on the basis of one new share of every two existing shares. Unless otherwise indicated, all references to share capital presented in these financial statements and notes thereto are on a post-consolidation basis.

Cross River Ventures Corp.
Statements of Cash Flows
(Expressed in Canadian Dollars)

	Year ended January 31, 2019	Period from April 11, 2017 (date of incorporation) to January 31, 2018
CASH FLOWS PROVIDED BY (USED IN)		
OPERATING ACTIVITIES		
Loss for the period	$ (66,710)	$ (14,385)
Item not involving cash		
Change in accounts receivable	(4,117)	-
Change in prepaid expenses	(10,000)	-
Change in accounts payable and accrued liabilities	47,214	14,139
Net cash used in operating activities	(33,613)	(246)
INVESTING ACTIVITY		
Exploration and evaluation assets	(33,316)	(20,000)
Net cash used in investing activity	(33,316)	(20,000)
FINANCING ACTIVITIES		
Proceeds from issuance of shares	3,000	12,500
Subscription advances	-	87,000
Net cash provided by financing activities	3,000	99,500
Increase (decrease) in cash for the period	(63,929)	79,254
Cash, beginning of period	79,254	-
Cash, end of period	$ 15,325	$ 79,254
Cash paid for interest during the period	$ -	$ -
Cash paid for income taxes during the period	$ -	$ -

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

1 Nature of operations and Going Concern

Cross River Ventures Corp. (the "Company"), of 3 – 4607 Main Street, Vancouver, British Columbia, V5V 3R6 was incorporated under the *Business Corporations Act* (British Columbia) on April 11, 2017. The principal business of the Company is the identification, evaluation and acquisition of mineral properties, as well as exploration of mineral properties once acquired.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. As at January 31, 2019, the Company had not achieved profitable operations and had an accumulated deficit of $81,095 since inception. The Company intends to complete an initial public offering ("IPO") of its common shares (Note 9).

The Company is in the process of exploring and evaluating its mineral exploration and evaluation assets. On the basis of the information to date, it has not yet determined whether these assets contain economically recoverable ore reserves. The underlying value of the mineral exploration and evaluation assets and related deferred costs is entirely dependent on the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete development and upon future profitable production. The amounts shown as mineral exploration and evaluation assets and deferred exploration costs represent net costs to date, less any amounts written off, and do not necessarily represent present or future values.

The Company's ability to continue as a going concern is dependent on its ability to complete its IPO and raise adequate financing from lenders, shareholders and other investors and/or generate operating profitability and positive cash flow. There can be no assurances that the Company will continue to obtain the additional financial resources necessary and/or achieve profitability or positive cash flows. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern.

Realization values may be substantially different from carrying values as shown. These financial statements do not include any adjustments that would be necessary to the carrying values and classifications of assets and liabilities should the Company be unable to continue as a going concern.

2 Basis of preparation

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

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

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

2 Basis of preparation (continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year include the Company's going concern assessment.

3 Significant Accounting Policies

The accounting policies set out below have been applied consistently in the financial statements.

Mineral exploration and evaluation assets

Expenditures incurred before the entity has obtained the legal rights to explore a specific area are expensed. Expenditures related to the development of mineral resources are not recognized as exploration and evaluation assets. Expenditures related to development are accounted for as an asset only when technical feasibility and commercial viability of a specific area are demonstrable and when recognition criteria of International Accounting Standard (“IAS”) 16 Property, Plant and Equipment or IAS 38 Intangible Assets are met.

All costs directly associated with property acquisition and exploration activities are capitalized as exploration and evaluation assets. Costs that are capitalized are limited to costs related to the acquisition and exploration activities that can be associated with finding specific mineral resources, and do not include costs related to production and administrative expenses and other general indirect costs. Costs related to the acquisition of mineral property interests and to exploration and evaluation expenditures are capitalized until the technical feasibility and commercial viability of extracting a mineral resource are demonstrable. When the technical feasibility and commercial viability of extracting a mineral resource become demonstrable, exploration and evaluation assets will be reclassified as mining assets under development. Exploration and evaluation assets will be assessed for impairment before reclassification, and any impairment loss will then be recognized.

The Company may occasionally enter into farm-out arrangements, whereby the Company will transfer part of a mineral property interest, as consideration, for an agreement by transferee to meet certain exploration and evaluation expenditures that would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the farmee on its behalf. Any cash consideration received from the agreement is credited against the costs previously capitalized to the mineral property interest given up by the Company, with any excess cash accounted for as a gain on disposal.

3 Significant Accounting Policies (continued)

Impairment of non-financial assets

Exploration and evaluation assets are tested for recoverability whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable and at each reporting date. The recoverability tests are carried out on a property-by-property basis. Impairment of a property is generally considered to have occurred if one of the following factors is present: the rights to explore have expired or are near to expiry with no expectation of renewal, no further substantive expenditures are planned, exploration work is discontinued in an area for which commercially viable quantities have not been discovered, or there are indications in an area with development likely to proceed that the carrying amount is unlikely to be recovered in full by development or sale.

The recoverable amount is the higher of an asset's fair value less cost to sell or its value in use. An impairment loss is recognized in profit or loss for the amount by which the asset's carrying amount exceeds its recoverable amount. Value in use is determined using discounted estimated future cash flows of the relevant asset. For the purpose of measuring recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash flows, which are cash-generating units. The Company evaluates impairment losses for potential reversals when events or circumstances warrant such consideration.

Cash

Cash consist of amounts held in banks.

Functional and presentation currency

The functional currency is the currency of the primary economic environment in which the entity operates. The functional and presentation currency of the Company is the Canadian dollar.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the year in which they arise.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income (loss) to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income (loss). Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

3 Significant Accounting Policies (continued)

Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Changes in closure and reclamation estimates are accounted for as a change in the corresponding capitalized cost. Costs of rehabilitation projects for which a provision has been recorded are recorded directly against the provision as incurred.

At each financial reporting date presented, the Company has not incurred any decommissioning costs related to the mineral exploration and evaluation assets, and accordingly, no provision has been recorded for such site reclamation or abandonment. issuance of the shares to which the costs relate, at which time the costs will be charged against the related capital stock or charged to operations if the shares are not issued.

Financial instruments

Non-Derivative Financial Assets

Cash is recognized initially at fair value. Subsequent to initial recognition these financial assets are measured at amortized cost using the effective interest method.

Non-Derivative Financial Liabilities

Financial liabilities are recognized initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument. Financial liabilities that are not designated at FVTPL are initially measured at fair value plus or minus any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortized cost using the effective interest method. Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire.

Accounts payable and accrued liabilities are recognized initially at fair value and are subsequently measured at amortized cost using the effective interest method.

Equity issuances

The proceeds from equity issuances are allocated between common shares and common share purchase warrants based on the residual value method. Under this method, the proceeds are allocated to share capital based on the fair value of the common shares and any residual value is allocated to common share purchase warrants.

3 Significant Accounting Policies (continued)

Share-based compensation

Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument on the date of grant using the Black-Scholes option pricing model. The grant date fair value is recognized in net loss over the vesting period, described as the period during which all the vesting conditions are satisfied.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in net loss, unless they are related to the issuances of shares. Amounts related to the issuances of shares are recorded as a reduction of share capital. When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is determined using the Black-Scholes option pricing model. The fair value of direct awards of stock is determined by the quoted market price of the Company's stock. The amount recognized as expense is adjusted to reflect the number of stock options expected to vest. For both employees and non-employees, where the terms and conditions are modified before they vest, the increase in the fair value of the options, measured immediately before and after modification, is also charged to share-based compensation in net loss over the remaining vesting period.

All equity-settled share-based payments are reflected in reserve until exercised. Upon exercise, shares are issued from treasury and the amount reflected in reserve is credited to share capital, adjusted for any consideration paid. Amount recorded in reserve for unexercised share options remain in reserve upon their expiry or cancellation.

Where a grant of options is cancelled and settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

Basic and diluted loss per share

Basic loss per share is computed by dividing the loss for the period by the weighted average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution that could occur if potentially dilutive securities were exercised or converted to common shares. The dilutive effect of options and warrants and their equivalent is computed by application of the treasury stock method. Diluted amounts are not presented when the effect of the computations are anti-dilutive due to the losses incurred.

Flow through shares

The Company finances a portion of its exploration activities through the issue of flow-through shares.

The Company provides certain share subscribers with a flow-through component for tax incentives available on qualifying Canadian exploration expenditures. The Company renounces the qualifying expenditures upon issuance of the respective flow-through common shares, and accordingly, is not entitled to the related taxable income deductions for such expenditures, giving rise to taxable temporary differences for accounting purposes. A portion of the deferred income tax assets that were not recognized in previous years are recognized as recovery of income taxes in the statement of loss and comprehensive loss.

3 Significant Accounting Policies (continued)

Flow through shares (continued)

The shares issued require that the Company make certain qualifying expenditures for tax purposes within two years of issuance, the deduction of which flow through to the shareholders.

The proceeds from issuing flow-through shares are allocated between the offering of shares and the sale of tax benefits. The allocation is based on the difference ("premium") between the quoted price of the Company's existing shares and the amount the investor pays for the actual flow-through shares. A liability is recognized for the premium ("other liability") and is reversed into net loss as a deferred tax recovery when the eligible expenditures are incurred, and the Company has enough available unused non-capital losses. If the flow-through shares are not issued at a premium, a liability is not recorded.

Income taxes

Income tax expense consisting of current and deferred tax expense is recognized in the statement of loss and comprehensive loss. Current tax expense (recovery) is the expected tax payable on the taxable income (loss) for the year, using tax rates enacted or substantively enacted at period-end, adjusted for amendments to tax payable with regard to previous years.

Deferred income tax is provided on all temporary differences at the Statement of Financial Position date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled by the parent, investor or venturer and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax assets and unused tax losses can be utilized, except

- where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and.

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred income taxes are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

3 Significant Accounting Policies (continued)

Income taxes (continued)

The carrying amount of deferred income tax assets is reviewed at each Statement of Financial Position date and recognized to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the Statement of Financial Position date.

Recent Accounting Pronouncements

<u>Effective February 1, 2018, the Company adopted the following new accounting pronouncement:</u>

The Company adopted IFRS 9 Financial Instruments on February 1, 2018. The adoption had no impact on the Company's financial statements.

<u>New accounting pronouncement issued but not yet effective:</u>

The Company is currently evaluating the impact that the following new accounting standard is expected to have on its financial statements, and will adopt this standard at the effective date.

IFRS 16 Leases

IFRS 16 specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17 Leases. The standard was issued in January 2016 and is effective for annual periods beginning on or after January 1, 2019.

4 Mineral Exploration and Evaluation Assets

On December 6, 2017, the Company entered into an option agreement with Qualitas Holdings Corp. ("Qualitas") to acquire a 100% interest in the Tahsis property located in British Columbia by making the following payments and issuing option shares:

- $20,000 upon signing of the agreement (paid);
- 150,000 option shares within ten business days of the Company's shares get listed on Canadian Securities Exchange ("Approval Date");
- 125,000 option shares on or before the first anniversary of the Approval Date; and
- 125,000 option shares on the second anniversary of the Approval Date.

4 Mineral Exploration and Evaluation Assets (continued)

In addition to the option payments, the Company must incur the following work commitments:

- $100,000 expenditure on or before the first anniversary of the Approval Date; and
- $150,000 on or before the second anniversary of the Approval Date.

Qualitas will retain a 3% NSR in the property, of which up to 2% can be purchased by the Company for $1,000,000 per 1% upon commercial production being achieved on the property.

During the year ended January 31, 2019, the Company capitalized $33,316 (2018 – $Nil) of exploration expenditures on the Tahsis property.

5 Share Capital

a) Authorized

Unlimited common shares, without par value.

b) Issued

<u>Share transactions for the period ended January 31, 2018;</u>

On October 31, 2017, the Company issued 1,250,000 common shares at a price of $0.01 per share for proceeds of $12,500. Those shares are placed in escrow, 10% will be released upon IPO, and 15% released every 6 months thereafter.

<u>Share transactions for the year ended January 31, 2019;</u>

On February 1, 2018, the Company completed the first tranche of a non-brokered private placement of 300,000 common shares at a price of $0.04 per share for proceeds of $12,000, which was received in the period ended January 31, 2018.

On February 20, 2018, the Company completed the second tranche of a non-brokered private placement of 1,950,000 common shares at a price of $0.04 per share for proceeds of $78,000, of which $75,000 was received in the period ended January 31, 2018.

Subsequent to year end of January 31, 2019 on April 16, 2019, the Company consolidated its issued and outstanding common shares on the basis of one new share of every two existing shares, resulting in 3,500,000 post-consolidated common shares issued and outstanding. The Company issued 1,750,000 common share purchase warrants. Each warrant entitles the holder to purchase one common share until April 16, 2021 at $0.10 per share subject to certain acceleration provision. Unless otherwise indicated, all references to share capital presented in these financial statements and notes thereto are on a post-consolidation basis.

6 Financial Instrument

Determination of Fair Value

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Fair Value Hierarchy:

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

Level 1 – Applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 – Applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly such as quoted prices for similar assets or liabilities in active markets or indirectly such as quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions.

Level 3 – Applies to assets or liabilities for which there are unobservable market data.

The fair value hierarchy level at which a fair value measurement is categorized is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety.

Financial risk factors

The Company's risk exposures and the impact on the Company's financial statements are summarized below.

Credit risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash. The Company limits its exposure to credit loss by placing its cash with major financial institutions.

Interest rate risk

The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institutions is subject to floating rate of interest. The interest rate risks on cash and on the Company's obligations are not considered significant.

Liquidity risk

All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The Company intends to settle these with funds from its working capital and funds raised subsequent to the year ended January 31, 2019.

Price risk

The Company's ability to raise the capital required to fund exploration or development activities is subject to risk associated with the market price of gold and base metals and the outlook for these commodities.

(Expressed in Canadian Dollars)

7 Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company manages its capital structure and makes adjustments to it in light of changes in economic and financial market conditions. The Company considers its capital structure to include shareholders' equity and working capital. In order to maintain or adjust the capital structure, the Company may issue shares and adjust its spending to manage current and projected cash levels.

There had been no change to the Company's approach to capital management during the year ended January 31, 2019. The Company is not subject to externally imposed capital requirements.

8 Income Taxes

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

	Year ended January 31, 2019	Period from April 11, 2017 (date of incorporation) to January 31, 2018
Loss before income taxes	$ (66,710)	$ (14,385)
Statutory income tax rates	27%	26.08%
Expected tax recovery	$ (18,012)	$ (3,752)
Tax benefits not recognized	18,012	3,752
Total current and deferred income tax recovery	$ -	$ -

As at January 31, 2019, the Company had non-capital losses of approximately $81,000 which may be carried forward to reduce taxable income in future years, if not utilized, these losses will expire between 2038 and 2039.

9 Subsequent Events

a) Initial Public Offering

Initial Public Offering

On May 7, 2019 the Company and Haywood Securities Inc. (the "Agent") amended the April 24, 2018 Letter of Engagement to act as agent in connection with its planned initial public offering ("IPO") of its common shares in Canada. The Company is planning to issue up to 4,000,000 common shares at $0.10 per common share for gross proceeds of $400,000 ("the Offering"). Upon completion of the offering, the Agent will receive:

(i) a cash commission equal to 8% of the gross proceeds raised under the Offering;

(ii) compensation options equal to 8% of the number of common shares issued in the Offering, being 320,000, with an exercise price of $0.10 per share;

(iii) a corporate finance fee of $32,500 plus GST to be paid in cash; and

(iv) reimbursement for expenses, including legal fees, third-party expenses and out of pocket expenses, of which the Company already paid $10,000 as a retainer.

b) Promissory Note Payable

Subsequent to the year-end, the Company received a total of $15,000 of promissory notes from various shareholders. The notes bears simple interest at a rate of 5% per annum, payable on maturity with a maturity date being October 1, 2022.

CROSS RIVER VENTURES CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS

NINE MONTHS ENDED OCTOBER 31, 2019 AND 2018

(EXPRESSED IN CANADIAN DOLLARS)

Cross River Ventures Corp.
Condensed Interim Statements of Financial Position
(Expressed in Canadian Dollars)

As at	October 31, 2019 (unaudited)	January 31, 2019 (audited)
ASSETS		
Current assets		
Cash	$ 2,925	$ 15,325
Amounts receivable	6,293	4,117
Prepaid expenses	10,000	10,000
	19,218	29,442
Mineral Exploration and Evaluation Assets (Note 4)	75,106	53,316
Total assets	$ 94,324	$ 82,758
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	$ 85,354	$ 61,353
Promissory Note Payable (Note 5)	15,000	-
Total liabilities	100,354	61,353
SHAREHOLDERS' EQUITY (DEFICIENCY)		
Share capital (Note 6)	102,500	102,500
Deficit	(108,530)	(81,095)
Total shareholders' equity (deficiency)	(6,030)	21,405
Total liabilities and shareholders' equity	$ 94,324	$ 82,758

Nature of Operations and Going Concern (Note 1)
Subsequent Event (Note 9)

Approved on behalf of the Board on January 17, 2020.

"Dan Placzek" Director ***"Mike Sieb"*** Director

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

Cross River Ventures Corp.
Condensed Interim Statements of Loss and Comprehensive Loss
(Express in Canadian Dollars) (unaudited)

	Three months ended October 31, 2019	Three months ended October 31, 2018	Nine months ended October 31, 2019	Nine months ended October 31, 2018
Expenses				
Bank charges	$ 11	$ -	$ 16	$ 62
Filing fees	7,990	-	7,990	13,865
Professional fees	19,429	35,000	19,429	38,780
Loss and comprehensive loss for the period	$ 27,430	$ 35,000	$ 27,435	$ 52,707
Basic and diluted loss per common share	$ 0.01	$ 0.01	$ 0.01	$ 0.02
Weighted average number of common shares outstanding, basic and diluted	3,500,000	3,500,000	3,500,000	3,356,043

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

Cross River Ventures Corp.
Condensed Interim Statement of Changes in Equity
(Expressed in Canadian Dollars) (unaudited)

	Number of Shares*	Share Capital	Subscription Advance	Deficit	Total
Balance, January 31, 2018	1,250,000	$ 12,500	$ 87,000	$ (14,385)	$ 85,115
Issuance of shares (Note 5)	2,250,000	90,000	(87,000)	-	3,000
Loss and comprehensive loss for the period	-	-	-	(52,707)	(52,707)
Balance, October 31, 2018	3,500,000	102,500	-	(67,092)	35,408
Loss and comprehensive loss for the period	-	-	-	(14,003)	(14,003)
Balance, January 31, 2019	3,500,000	102,500	-	(81,095)	21,405
Loss and comprehensive loss for the period	-	-	-	(27,435)	(27,435)
Balance, October 31, 2019	3,500,000	$ 102,500	$ -	$ (108,530)	$ 6,030

* On April 16, 2019, the Company consolidated its issued and outstanding common shares on the basis of one new share of every two existing shares. Unless otherwise indicated, all references to share capital presented in these financial statements and notes thereto are on a post-consolidation basis.

Cross River Ventures Corp.
Condensed Interim Statements of Cash Flows
(Expressed in Canadian Dollars) (unaudited)

	Nine months ended October 31, 2019	Nine months ended October 31, 2018
CASH FLOWS PROVIDED BY (USED IN)		
OPERATING ACTIVITIES		
Loss for the period	$ (27,435)	$ (52,707)
Item not involving cash		
Change in accounts receivable	(2,176)	(439)
Change in prepaid expenses	-	(10,000)
Change in accounts payable and accrued liabilities	24,001	39,219
Net cash used in operating activities	(5,610)	(23,927)
INVESTING ACTIVITY		
Exploration and evaluation assets	(21,790)	-
Net cash used in investing activity	(21,790)	-
FINANCING ACTIVITIES		
Proceeds from issuance of shares	-	3,000
Proceeds from Promissory note	15,000	-
Net cash provided by financing activities	15,000	3,000
Decrease in cash for the period	(12,400)	(20,927)
Cash, beginning of period	15,325	79,254
Cash, end of period	$ 2,925	$ 58,327
Cash paid for interest during the period	$ -	$ -
Cash paid for income taxes during the period	$ -	$ -

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

1 Nature of operations and Going Concern

Cross River Ventures Corp. (the "Company"), of 307-2628 Yew Street, Vancouver, BC, Canada V6K 4T4 was incorporated under the *Business Corporations Act* (British Columbia) on April 11, 2017. The principal business of the Company is the identification, evaluation and acquisition of mineral properties, as well as exploration of mineral properties once acquired.

These condensed interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. As at October 31, 2019, the Company had not achieved profitable operations and had an accumulated deficit of $108,530 since inception. The Company intends to complete an initial public offering ("IPO") of its common shares (Note 9).

The Company is in the process of exploring and evaluating its mineral exploration and evaluation assets. On the basis of the information to date, it has not yet determined whether these assets contain economically recoverable ore reserves. The underlying value of the mineral exploration and evaluation assets and related deferred costs is entirely dependent on the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete development and upon future profitable production. The amounts shown as mineral exploration and evaluation assets and deferred exploration costs represent net costs to date, less any amounts written off, and do not necessarily represent present or future values.

The Company's ability to continue as a going concern is dependent on its ability to complete its IPO and raise adequate financing from lenders, shareholders and other investors and/or generate operating profitability and positive cash flow. There can be no assurances that the Company will continue to obtain the additional financial resources necessary and/or achieve profitability or positive cash flows. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern.

Realization values may be substantially different from carrying values as shown. These financial statements do not include any adjustments that would be necessary to the carrying values and classifications of assets and liabilities should the Company be unable to continue as a going concern.

2 Basis of preparation

These condensed interim financial statements were prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting. Accordingly, they do not include all of the information and disclosures required by International Financial Reporting Standards ("IFRS") for annual financial statements. These condensed interim financial statements should be read in conjunction with the Company's annual financial statements for the year ended January 31, 2019 which were prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB"). These condensed interim financial statements have been prepared using the same accounting policies and methods of application as the latest annual financial statements.

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

2 Basis of preparation (continued)

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year include the Company's going concern assessment.

3 Significant Accounting Policies

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards. There were no new accounting pronouncements relevant to the Company’s operations issued subsequent to January 31, 2019. For further details please refer to Note 3 of the annual financial statements of the Company for the year ended January 31, 2019.

4 Mineral Exploration and Evaluation Assets

On December 6, 2017, the Company entered into an option agreement with Qualitas Holdings Corp. ("Qualitas") to acquire a 100% interest in the Tahsis property located in British Columbia by making the following payments and issuing option shares:

- $20,000 upon signing of the agreement (paid);
- 150,000 option shares within ten business days of the Company’s shares get listed on Canadian Securities Exchange (“Approval Date”);
- 125,000 option shares on or before the first anniversary of the Approval Date; and
- 125,000 option shares on the second anniversary of the Approval Date.

(Expressed in Canadian Dollars)

4 Mineral Exploration and Evaluation Assets (continued)

In addition to the option payments, the Company must incur the following work commitments:

- $100,000 expenditure on or before the first anniversary of the Approval Date; and
- $150,000 on or before the second anniversary of the Approval Date.

Qualitas will retain a 3% NSR in the property, of which up to 2% can be purchased by the Company for $1,000,000 per 1% upon commercial production being achieved on the property.

Acquisition and Exploration Costs

Details of activities for the nine months ended October 31, 2019 and the year ended January 31, 2019 are as follows:

Tahsis property, BC, Canada		October 31, 2019		January 31, 2019
Opening balance	$	53,316	$	20,000
Exploration expenditures:				
Geological and geophysical		21,790		32,916
Technical reporting		-		400
Total exploration expenditures		21,790		33,316
Ending Balance	$	75,106	$	53,316

5 Promissory Note Payable

During the nine months ended October 31, 2019, the Company received a total of $15,000 of promissory note from various shareholders. The note in a total of $15,000 bears simple interest at a rate of 5% per annum, payable on maturity with a maturity date being October 1, 2022.

6 Share Capital

a) Authorized

Unlimited common shares, without par value.

b) Issued and outstanding

Share transactions for the period ended October 31, 2019;

On April 16, 2019, the Company consolidated its issued and outstanding common shares on the basis of one new share of every two existing shares, resulting in 3,500,000 post-consolidated common shares issued and outstanding. The Company issued 1,750,000 common share purchase warrants. Each warrant entitles the holder to purchase one common share until April 16, 2021 at $0.10 per share subject to certain acceleration provision. Unless otherwise indicated, all references to share capital presented in these financial statements and notes thereto are on a post-consolidation basis.

(Expressed in Canadian Dollars)

6 Share Capital (continued)

b) Issued and outstanding (continued)

Share transactions for the year ended January 31, 2019;

On February 1, 2018, the Company completed the first tranche of a non-brokered private placement of 300,000 common shares at a price of $0.04 per share for proceeds of $12,000, which was received in the period ended January 31, 2018.

On February 20, 2018, the Company completed the second tranche of a non-brokered private placement of 1,950,000 common shares at a price of $0.04 per share for proceeds of $78,000, of which $75,000 was received in the period ended January 31, 2018.

c) Share purchase warrants

The following is a summary of activity in share purchase warrants:

January 31, 2019	Granted	Exercised	October 31, 2019	Weighted Average Exercise Price	Expiry Date
-	1,750,000	-	1,750,000	$0.10	April 16, 2021

d) Escrow shares

Pursuant to an escrow agreement dated March 21, 2018, 1,250,000 common shares were placed in escrow. 10% of the escrowed shares will be released from escrow upon completion of the IPO, and 15% of the shares are released from escrow every 6 months thereafter.

7 Financial Instrument

Determination of Fair Value

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Fair Value Hierarchy:

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

Level 1 – Applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 – Applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly such as quoted prices for similar assets or liabilities in active markets or indirectly such as quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions.

7 Financial Instrument (continued)

Determination of Fair Value (continued)

Level 3 – Applies to assets or liabilities for which there are unobservable market data.

The fair value hierarchy level at which a fair value measurement is categorized is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety.

Financial risk factors

The Company's risk exposures and the impact on the Company's financial statements are summarized below.

Credit risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash. The Company limits its exposure to credit loss by placing its cash with major financial institutions.

Interest rate risk

The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institutions is subject to floating rate of interest. The interest rate risks on cash and on the Company's obligations are not considered significant.

Liquidity risk

All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The Company intends to settle these with funds from its working capital and funds raised subsequent to the nine months ended October 31, 2019.

Price risk

The Company's ability to raise the capital required to fund exploration or development activities is subject to risk associated with the market price of gold and base metals and the outlook for these commodities.

8 Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company manages its capital structure and makes adjustments to it in light of changes in economic and financial market conditions. The Company considers its capital structure to include shareholders' equity and working capital. In order to maintain or adjust the capital structure, the Company may issue shares and adjust its spending to manage current and projected cash levels.

There had been no change to the Company's approach to capital management during the nine months ended October 31, 2019. The Company is not subject to externally imposed capital requirements.

9 Subsequent Event

Initial Public Offering

On May 7, 2019, the Company and Haywood Securities Inc. (the "Agent") amended the April 24, 2018 Letter of Engagement to act as agent in connection with its planned initial public offering ("IPO") of its common shares in Canada. The Company is planning to issue up to 4,000,000 common shares at $0.10 per common share for gross proceeds of $400,000 ("the Offering"). Upon completion of the offering, the Agent will receive:

(i) a cash commission equal to 8% of the gross proceeds raised under the Offering;

(ii) compensation options equal to 8% of the number of common shares issued in the Offering, being 320,000, with an exercise price of $0.10 per share;

(iii) a corporate finance fee of $32,500 plus GST to be paid in cash; and

(iv) reimbursement for expenses, including legal fees, third-party expenses and out of pocket expenses, of which the Company already paid $10,000 as a retainer.

CERTIFICATE OF CROSS RIVER VENTURES CORP.

January 17, 2020

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.

"John Fraser"
John Fraser
President, Chief Executive Officer & Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Michael Sieb"	*"Dan Placzek"*
Michael Sieb	Dan Placzek
Director	Director

CERTIFICATE OF THE PROMOTER

January 17, 2020

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.

PROMOTER

"Dan Placzek"

Dan Placzek

CERTIFICATE OF THE AGENT

January 17, 2020

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.

HAYWOOD SECURITIES INC.

"Don Wong"

Don Wong
Vice President, Investment Banking