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

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to U.S. Persons.

PRELIMINARY NON-OFFERING PROSPECTUS

Non-Offering Prospectus Date: June 26, 2018

ETRUSCUS RESOURCES CORP.
(the "Issuer")
Suite 515, 850 W Hastings Street
Vancouver, B.C. V6C 1E1

This non-offering prospectus (the "Prospectus") is being filed with the British Columbia Securities Comission for the purpose of allowing the Issuer to become a reporting issuer in the jurisdiction of British Columbia.

No securities are being offered pursuant to this Prospectus. As such, no proceeds will be raised, and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Issuer.

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

An investment in securities of the Issuer is speculative and involves a high degree of risk. In reviewing this Prospectus you should carefully consider the matters described under the headings "RISK FACTORS".

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

In this Prospectus, "we", "us", "our", "Issuer" and the "Company" refers to Etruscus Resources Corp., a corporation incorporated under the laws of British Columbia, Canada.

The Issuer is not incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resident outside of Canada.

Concurrently with the filing of the Prospectus, the Issuer will make an application for listing on the Canadian Securities Exchange (the "Exchange"). Listing is subject to the Issuer fulfilling all of the listing requirements of the Exchange. No listing will be applied for in respect of the Warrants. See "Plan of Distribution".

There is no market through which these securities may be sold and purchasers may not be able to resell securities purchased under the 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. An investment in a natural resource issuer involves a significant degree of risk. The degree of risk increases substantially where the issuer's properties are in the mineral exploration stage as opposed to the development stage, as in the present instance. See "Risk Factors".

No person is authorized by the Issuer to provide any information or to make any representation other than those contained in this Prospectus.

The securities of the Issuer are highly speculative due to the nature of the Issuer's business and its present stage of development. At present, the Issuer's properties have no known commercial body of ore and the proposed work programs are to explore for mineralized material. An investment in natural resource issuers involves a significant degree of risk. The degree of risk increases substantially where the properties are in the exploration as opposed to the development stage.

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FORWARD LOOKING STATEMENTS

This Prospectus contains "forward-looking statements". Forward-looking statements reflect the Issuer's current views with respect to future events, are based on information currently available to the Issuer and are subject to certain risks, uncertainties, and assumptions, including those discussed above. Forward-looking statements include, but are not limited to, statements with respect to the success of mining exploration work, title disputes or claims, environmental risks, unanticipated reclamation expenses, the estimation of mineral resources and capital expenditures. In certain cases, forward-looking statements can be identified by the use of words such as "intends", "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to international operations, fluctuation of currency exchange rates, actual results of current exploration activities, changes in project parameters as plans are refined over time, the future price of gold and other precious or base metals, possible variations in mineral resources, grade or recovery rates, accidents, labour disputes and other risks of the mining industry, delays in obtaining, or inability to obtain, required governmental approvals or financing, as well as other factors discussed under "Risk Factors". Although the Issuer has attempted to identify material factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. The Issuer has made numerous assumptions about the forward-looking statements and information contained herein, including among other things, assumptions about the Issuer's anticipated costs and expenditures and its ability to achieve its goals. Even though the Issuer's management believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that the forward-looking statements statement or information will prove to be accurate. Forward-looking statements contained in this Prospectus are made as of the date of this Prospectus. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Issuer will update forward-looking statements in its management discussion and analysis as required by applicable law.

TECHNICAL INFORMATION

Technical information relating to the Property contained in the Prospectus is derived from, and in some instances is extracted from, the Technical Report, which was prepared by Alan Armitage, Ph. D., P.Geo. (the "Author"), on behalf of SGS Canada Inc. ("SGS"). The Technical Report was prepared in accordance with NI 43-101 and the Author is an independent qualified person pursuant to NI 43-101.

Technical information in the Prospectus has been prepared under the supervision of the Author. The Author has reviewed and approved the description of the Property in the Prospectus.

Etruscus Resources Corp.

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 the Prospectus.

ISSUER	Etruscus Resources Corp. was incorporated under the laws of British Columbia on July 1, 2017. See “Corporate Structure”.
BUSINESS OF THE ISSUER	The principal business of the Issuer is the exploration and development of natural resource properties. At present the Issuer’s material property is a mineral exploration property located in Northwestern British Columbia known as the “Rock and Roll Property”. See “Description of the Business”.
PRINCIPAL PROPERTY	The Property is situated in the lower Iskut River valley located in Northwestern British Columbia, nine kilometres west of the Bronson Airstrip, and is centered on 50°43N and 131° 12’W. See “Description of the Business”.
LISTING	The Issuer has applied to have its common shares listed on the Exchange. Listing is subject to the Issuer fulfilling all of the requirements of the Exchange. See “Listing”.
USE OF PROCEEDS:	This is a non-offering Prospectus. The Issuer is not raising any funds in conjunction with this Prospectus, and accordingly there are no distributions or resulting proceeds. The purpose of this Prospectus is to permit the Issuer to apply to list its common shares on the Exchange provided the Issuer has a qualifying business meeting the listing requirements of the Exchange. See “Use of Proceeds”:

Working capital as at May 31, 2018	$1,598,951
Estimated legal, accounting, administrative and regulatory fees and disbursements	$(40,000)
Funds Available	**$1,558,951**

Use of Available Funds	
Property expenditure costs	(Phase I) $300,000
General and Administrative Expenses (12 months)	$258,000
Unallocated Working capital	$1,000,951
Total	$**1,558,951**

Directors and Officers:	Gordon Lam – Director and CEO Fiore Aliperti – Director and Executive Chairman Jason Leikam – Director Michael Sikich– Director Jon Lever – CFO Sameen Oates – Corporate Secretary See "Directors and Officers".
Risk Factors:	**Investment in the Issuer involves a substantial degree of risk and should be regarded as speculative. As a result, the purchase of the Issuer's common shares should be considered only by those persons who can afford a loss of their entire investment.** Prospective investors should carefully consider, in addition to matters set forth elsewhere in this Prospectus, the following factors relating to the business of the Issuer. Shareholders should carefully review all risk factors. This information is presented as of the date of this Prospectus and is subject to change, completion, or amendment without notice. See "Risk Factors" herein. The Issuer has no current mining operations and no revenue. The Issuer has no history of earnings. The Issuer may need to raise further funds to carry out exploration of its properties. Since inception, the Issuer has had negative operating cash flow. The Issuer has incurred losses since its founding. The losses and negative operating cash flow are expected to continue for the foreseeable future as funds are expended on the exploration program on the Property and administrative costs. The Issuer cannot predict when it will reach positive operating cash flow. There is no assurance the Issuer will be able to raise additional funds or settle debt by the issuance of shares for debt to satisfy any indebtedness. In addition, if exploration programs are successful, additional funds will be required to place the property into commercial production. The business of mineral exploration involves a high degree of risk. Few mineral properties that are explored are ultimately developed into producing mineral properties. Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Issuer has investigated its title to all of the properties for which it holds an option to acquire concessions or other mineral leases or licenses and the Issuer is satisfied with its review of the title to the Property, the Issuer cannot give an assurance that title to such properties will not be challenged or impugned. The Property may now or in the future be the subject of indigenous land claims. The legal nature of indigenous land claims is a matter of considerable complexity. The impact of any such claim on the Issuer's ownership interest in the Property cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of indigenous rights in the area in which the Property is located, by way of a negotiated settlement or judicial prouncement, would not have an adverse effect on the Issuer's activities. Even in the absence of such recognition, the Issuer may at some point be required to negotiate with first nations in order to facilitate exploration and development work on the Property. The Issuer's management is experienced in exploring for minerals, but lacks technical training and experience with developing and operating a mine. With no

		direct training or experience in these areas, management may not be fully aware of many of the specific requirements related to working within this area of industry and their decisions and choices may not take into account standard engineering or managerial approaches that mineral producing companies commonly use. The success of the Issuer is largely dependent upon the performance of its directors and management. The loss of the services of these persons will have an adverse material effect on the Issuer's business. There is no assurance that the Issuer can maintain the services of its directors or other qualified personnel required to operate the business. The Issuer will be applying for all necessary licenses and permits under applicable laws and regulations to carry on the exploration activities which it is currently planning in respect of the Property, and the Issuer believes it will comply in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to change in regulations and in various operational circumstances. Companies engaged in the exploration of mineral properties generally experience increased costs and delays as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Issuer may require for the conduct of its exploration activities will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on any exploration project which the Issuer might undertake. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Amendments to current laws, regulations and permits governing operations and activities of mineral companies, or more stringent implementation thereof, could have a material impact on the Issuer and cause an increase in capital expenditures or exploration costs or a reduction in production levels for producing properties or require abandonment of new exploration properties. Exploration of mineral properties involves numerous risks, including unexpected or unusual geological conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, and political and social instability. The Issuer does not maintain insurance against environmental risks. Unfavorable economic conditions may negatively impact the Issuer’s financial viability as a result of increased financing costs and limited access to capital markets. Directors of the Issuer may, from time to time, serve as directors of, or participate in ventures with other companies involved in natural resource exploration or development. As a result, there may be situations that result in a conflict of interest. The Issuer and/or its directors may be subject, with or without merit, to a variety of civil or other legal proceedings. The Issuer does not know of any such pending or actual material legal proceedings as of the date of this Prospectus. The Issuer intends to retain any future earnings to finance its business and operations and future growth. Therefore, the Issuer does not anticipate declaring any

<table>
<tr><td></td><td>cash dividends in the foreseeable future.

The Issuer’s business relies upon the accuracy of its determination as to whether its mineral exploration property contains a mineral deposit. No assurance can be given that any mineral deposits exist in any of its mineral properties or, if any, mineral deposits exist whether such mineral deposits can be recovered, or that such mineral deposits may be recovered economically.

See “Risk Factors”.</td></tr>
<tr><td>Summary Financial Information:</td><td>The following table sets out selected financial information relating to the Issuer for the period indicated and should be considered in conjunction with the more complete information contained in the financial statements of the Issuer for the fiscal year ended March 31, 2018 in addition to the related notes included in the Prospectus. The financial information relating to the Issuer disclosed in the Prospectus is based on audited financial information. See “Financial Statements”.

<table>
<tr><th></th><th>Fiscal Year Ended March 31, 2018 (audited)</th></tr>
<tr><td>Total Assets</td><td>$521,474</td></tr>
<tr><td>Total Liabilities</td><td>$47,510</td></tr>
<tr><td>Deficit</td><td>($61,036)</td></tr>
<tr><td>Shareholder Equity</td><td>$473,964</td></tr>
<tr><td>Total Common Shares</td><td>13,800,001</td></tr>
</table></td></tr>
</table>

CURRENCY RATES, METRIC EQUIVALENTS AND ABBREVIATIONS

All currency amounts in the Prospectus are stated in Canadian dollars unless otherwise indicated. All financial information with respect to the Issuer has been presented in Canadian dollars in accordance with generally accepted accounting principles in Canada.

The following table sets forth certain standard conversions from Standard Imperial Units to the International System of Units (or metric units).

To Convert from Metric	To Imperial	Multiply by
Grams (g)	Grains	15.430
Grams (g)	Ounces (troy) (oz)	0.032
Grams per tonne (g/t)	Ounces (troy) per ton (oz/ton)	0.029
Hectares	Acres	2.471
Kilometres (km)	Miles (mi)	0.621
Square Kilometres (km2)	Square Mile (mi2)	0.386
Metres	Feet	3.281
Millimetres (mm)	Inches (in)	0.039
Tonnes (t)	Short tons (2000 pds)	1.102
Acres	Hectares	0.405
Hectares	Acres	2.471

GLOSSARY OF TERMS

The following is a glossary of certain defined terms used frequently throughout the Prospectus:

"2% NSR Royalty Holders"	the holders of net smelter return royalties pursuant to NSR Royalty Agreements with the Vendor which in the aggregate total 2.00%.
"2% NSR Royalty Holders Buy-out Option"	an option granted by each 2% NSR Royalty Holder to the Issuer pursuant to the Assignment and Assumption Agreements to buy-out 50% of each 2% NSR Royalty Holders net smelter return royalty.
"Acquisition"	the acquisition by the Issuer of a 100% beneficial interest in the Property from the Vendor pursuant to the Purchase Agreement.
"Assignment and Assumption Agreements"	an assignment, assumption and amendment agreement dated March 1, 2018 entered into among each of the 2% NSR Royalty Holders, the Vendor and the Issuer whereby the Issuer was assigned from the Vendor all obligations of the Vendor under each respective NSR Royalty Agreement.
"affiliate"	a company that is affiliated with another company as defined in the BCBCA.
"Audit Committee"	the audit committee of the Issuer comprising of Mr. Gordon Lam, Mr. Jason Leikam and Mr. Michael Sikich.
"Author"	Allan Armitage, Ph. D., P.Geo, the co-author of the Technical Report, on behalf of SGS and Jeff Kyba, B.Sc, P. Geo, the co-author of the Technical Report.
"BCBCA"	the *Business Corporations Act* (British Columbia).
"BCSC"	the British Columbia Securities Commission.
"Board of Directors"	the board of directors of the Issuer.
"Buy-out Cash"	the cash amount payable to each 2% NSR Royalty Holder pursuant to the 2% NSR Royalty Holders Buy-out Option.
"Buy-out Shares"	common shares in the capital stock of the Issuer to be issued to each 2% NSR

	Royalty Holder pursuant to the 2% NSR Royalty Holders Buy-out Option.
“CEO”	Chief Executive Officer.
“CFO”	Chief Financial Officer.
“common share”	a common share without par value of the Issuer.
“Conquest”	Conquest Resources Ltd.
“CRA”	the Canada Revenue Agency.
“Effective Date”	the date on which the final receipt for the Prospectus is issued by the BCSC.
“Election”	the Issuer’s tax counsel’s understanding that the Issuer intends to make an election, pursuant to the Tax Act, to be a “public corporation” on the same day of, but after, the Closing.
“Exchange”	the Canadian Securities Exchange.
“Exercise Notice”	the written notice of the Issuer to the respective 2% NSR Royalty Holder of its intention to exercise the 2% NSR Royalty Holders Buy-out Option.
“IFRS”	International Financial Reporting Standards.
“Escrow Agreement”	the escrow agreement among the Issuer, the Transfer Agent, the directors and officers of the Issuer and certain shareholders of the Issuer dated EscrowAgmtDate***, 2018.
“HLEM”	ground horizontal electromagnetic loop.
“ID^2”	inverse distance squared.
“Insider”	an insider as defined in the *Securities Act* (British Columbia), which includes the directors and senior officers of the Issuer or any subsidiaries of the Issuer and any person that has direct or indirect beneficial ownership of, or control or direction over, securities of the Issuer carrying more than 10% of the voting rights attached to the Issuer's outstanding voting securities.
“IP”	induced polarization.
“Issuer”	Etruscus Resources Corp.
“Issuer’s Reliance”	The Issuer upon making its Election, shall have reliance that the CRA will administratively accept that the Election, if validly made in satisfaction of the minimum requirements set out in the Tax Act and the Regulations and duly filed, will render the common shares issued to be “qualified investments” for the Plans at the time of issuance.
“MMI”	mobile metal ion.
“Listing Date”	the date upon the listing of the Issuer’s common shares on the Exchange.
“NAM”	New Age Metals Inc.
“NEO”	means each of the following individuals: (a) the CEO; (b) the CFO; (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 *Statement of Executive Compensation*, for that financial year; and (d) each individual who would be an NEO under paragraph (c) but for the fact that

	the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year
"NI 43-101"	National Instrument 43-101, *Standards of Disclosure for Mineral Projects* published by the Canadian Securities Administrators.
"NI 52-110"	National Instrument 52-110 *Audit Committees.*
"NP 46-201"	National Policy 46-201 "Escrow for Initial Public Offerings" published by the Canadian Securities Administrators.
"NSR Royalty"	net smelter return royalty.
"NSR Royalty Agreement"	a net smelter return royalty agreement entered into between each respective 2% NSR Royalty Holder and the Vendor pertaining to the Property.
"PFN"	Pacific Northwest Capital Corp.
"Plans"	the RRIFs, RRSPs, deferred profit sharing plans, registered education savings plans, registered disability savings plans and TFSAs under the Tax Act.
"Prime"	Prime Resources Corp.
"Prime Equities"	Prime Equities International Corporation.
"Property"	a property situated in the lower Iskut River valley located in Northwestern British Columbia, nine kilometres west of the Bronson Airstrip and is centered on 50°43"N and 131° '12"W.
"Prospectus"	this prospectus and any appendices, schedules or attachments hereto.
"Purchase Agreement"	an amended and restated purchase agreement among the Issuer, Vendor and the Vendor's registration agent dated for reference March 1, 2018 for the acquisition by the Issuer of a 100% legal and beneficial interest in the Property, subject to the Royalties.
"Regulations"	applicable regulations under the Tax Act.
"RRIFs"	registered retirement income funds.
"RRSPs"	registered retirement plans.
"Sellers"	Equity Exploration Consultants Ltd., First Fiscal Enterprises Ltd. and Pamicon Developments Ltd.
"SGS"	SGS Canada Inc.
"Stock Option Plan"	the stock option plan of the Issuer dated July 1, 2017.
"Tax Act"	the *Income Tax Act* (Canada).
"Technical Report"	the National Instrument 43-101F1 technical report of the Author entitled "*Technical Report on the Rock and Roll Property, Northwestern British Columbia, Canada* " dated June 25, 2018.
"TFSAs"	tax-free savings accounts.
"Transfer Agent"	Computershare Investor Services Inc.
"Qualified Person"	the definition of qualified person pursuant to NI 43-101.
"Vendor"	Equity Exploration Consultants Ltd.
"VFN-EM"	very low frequency electromagnetic and magnetic

CORPORATE STRUCTURE

Name, Address and Incorporation

The Issuer's full corporate name is "Etruscus Resources Corp." and its addresses are as follows:

Head Office and Mailing Address:	Suite 515-850 W Hastings St Vancouver, British Columbia V6C 1E1
Registered and Records Office:	Suite 1780, 400 Burrard Street Vancouver, British Columbia V6C 3A6

The Issuer was incorporated on July 1, 2017 pursuant to the *Business Corporations Act* (British Columbia) (the "BCBCA").

Intercorporate Relationships

The Issuer does not have any subsidiaries.

DESCRIPTION OF THE BUSINESS

Description the Business

The business objective of the Issuer is to identify, evaluate, acquire and explore mineral properties for the purposes of identifying a mineral resource deposit on the Property or any of the subsequent properties which may be acquired by the Issuer.

Three-Year History

The Issuer was incorporated under the laws of the Province of British Columbia on July 1, 2017 and is an exploration and development stage mining company.

On March 12, 2018, the Issuer completed the Acquisition of the Property under the Purchase Agreement among the Issuer, Vendor and the Vendor's registration agent whereby the Issuer acquired a 100% beneficial interest in the Property. The mineral claims comprising the Property are subject to certain net smelter return and net profit interest royalties (comprised of a 2% net smelter returns royalty to various holders), further described below (collectively, the "**Royalties**").

The Issuer purchased all of the right, title and interest in the Property, except for the Royalties, for the full payment to the Vendor of $50,000 and 800,000 common shares in the capital stock of the Issuer at a value of $0.10 per common share. If the listing of the common shares of the Issuer on the Exchange does not occur by December 31, 2018 for any reason, the Vendor has the option to rescind the Purchase Agreement wherein the Vendor shall return the $50,000 and 800,000 common shares to the Issuer and the Issuer shall return the Property to the Vendor.

Each of the following entities and individuals are holders of net smelter return royalties pursuant to agreements with the Issuer which in the aggregate total 2.00%:

Name	% NSR
Pamicon Developments Ltd.	0.860%
First Fiscal Enterprises Ltd.	0.240%

Attunga Holdings Inc.	0.225%
Running Dog Resources Ltd.	0.225%
Black Range Holdings Ltd.	0.225%
Murray I. Jones	0.225%
Total	**2.000%**

As a condition precedent to the Acquisition under the Purchase Agreement, each of the 2% NSR Royalty Holders entered into Assignment and Assumption Agreements with the Issuer whereby at the closing of the Purchase Agreement the Issuer has been assigned from the Vendor all obligations of the Vendor under each respective net smelter return royalty agreement and the Vendor has been irrevocably released and discharged from such obligations. In addition, pursuant to the Purchase Agreement, each of the 2% NSR Royalty Holders agreed to the following:

(a) Each of the 2% NSR Royalty Holders have granted the Issuer a 2% NSR Royalty Holders Buy-out Option to buy-out 50% of each holder's net smelter return which shall expire on the earlier of:

(i) December 31, 2018, if by such date the common shares of the Issuer are not listed and trading on the Exchange;

(ii) the 30th calendar day after the commencement of commercial production, where "commencement of commercial production" means if a concentrator is located on the Property, the last day of a period of 30 consecutive days in which such concentrator processed ore from the Property at 60% of its rated concentrating capacity; or if no concentrator is located on the Property, the last day of the period of 30 consecutive days during which ore has been shipped from the Property on a reasonably regular basis for the purpose of earning revenues, but no period of time during which ore or concentrate is shipped from the Property for testing purposes, and no period of time during which milling operations are undertaken as initial tune up will be taken into account in determining the date of "commencement of commercial production; or

(iii) December 31, 2030;

(b) Each 2% NSR Royalty Holders Buy-out Option shall be exercised by the Issuer providing the Exercise Notice and paying each 2% NSR Royalty Holder the Buy-out Cash amount and Buy-out Shares where the aggregate Buy-out Cash is $2,000,000 and the aggregate number of Buy-out Shares is 300,000 and such cash and common shares shall be paid out according to the percent entitlements set out in the following table:

Name	**%NSR of the 2% NSR**	**% Entitlement as amongst the 2% NSR Royalty Holders**	**Buy-out Cash ($2,000,000)**	**Buy-out Shares (300,000 shares)**
Pamicon Developments Ltd.	0.860%	43.00%	$860,000	129,000
First Fiscal Enterprises Ltd.	0.240%	12.00%	$240,000	36,000
Attunga Holdings Inc.	0.225%	11.25%	$225,000	33,750
Running Dog Resources Ltd.	0.225%	11.25%	$225,000	33,750

Black Range Holdings Ltd.	0.225%	11.25%	$225,000	33,750
Murray I. Jones	0.225%	11.25%	$225,000	33,750
Total	**2.000%**	**100.00%**	**$ 2,000,000**	**300,000**

(c) The payments under the exercise of the 2% NSR Royalty Holders Buy-out Option shall be paid as follows: (i) the Buy-out Shares shall be paid to the 2% NSR Royalty Holders Buy-out Option within 3 business days after the listing of the common shares of the Issuer on the Exchange and shall have a deemed price of $0.10 per common shares and (ii) the Buy-out Cash shall be paid at the time of the exercise of the 2% NSR Royalty Holders Buy-out Option. The Buy-out Shares shall be subject to a hold period expiry 4 months and a day after the date of the Listing and may be further subject to any resale or escrow restrictions any imposed by the B.C. Securities Commission or the Exchange as notified by such securities regulators in writing to the Purchaser.

Rock and Roll Property, Northwestern British Columbia

INTRODUCTION

SGS was contracted by the Issuer to complete an updated NI 43-101 Technical Report for the Property in northwestern British Columbia, Canada. A technical report on the Property was originally written by Murry Jones, Allan Armitage and Joe Campbell in 2011 (Jones et al., 2011) and was titled “Technical Report on the Rock and Roll Property, northwestern British Columbia, Canada”, dated February 23rd, 2011. The original report was written for PFN, now NAM (see news release dated January 31st, 2017 and posted on SEDAR). The Technical Report for the property is posted on SEDAR under NAM’s profile. On July 28, 2009, PFN obtained an option from Misty Creek Ventures Ltd. (Misty Creek Ventures Ltd. was dissolved in January 2010 and its interest was transferred to the Sellers on the Property. On the 19th of June 2012, PFN terminated the option agreement with the Sellers related to the Property (see news release dated June 27th, 2012, posted on SEDAR under NAM’s profile).

The Author, Allan Armitage, has verified the technical information, including the resource estimate on the Property, in the original technical report for PFN and the technical information disclosed in this report, including the resource estimate is considered current with respect to the Issuer.

The Co-Author, Jeff Kyba completed a site visit on June 8th 2018 and has verified the current property conditions and exposed geology.

Armitage is an independent Qualified Person, and is responsible for the preparation of the current technical report. This report is based upon unpublished reports and property data originally provided by Equity, as supplemented by publicly-available government maps and publications.

The Author personally inspected the Property, accompanied by Murray Jones, Senior Project Geologist for Equity, from September 18 to 20, 2010. The Author examined the property and the available core and directed the 2010 drill core re-sampling program. The Author understands that no exploration work has been completed on the Property since the 2011 technical report was published and there is no new material scientific or technical information about the property since that personal inspection.

Kyba is an independent Qualified Person, and is responsible for the June 8th 2018 site visit and verification of the current condition of the Property and exposed geology. The is no indication that any material scientific or technical information has been generated as a result of work completed on the Property since the publication of the 2011 technical report.

PROPERTY DESCRIPTION AND LOCATION

The Property is situated in the lower Iskut River valley in northwestern BC, nine kilometres west of the Bronson Airstrip, and is centred at 50^{o} 43' north latitude and 131^{o} 12' west longitude (Figure 4-1).

The Property (Figure 4-2) consists of fourteen contiguous MTO (British Columbia's Mineral Titles Online system) mineral claims for a total of 4,723.29 hectares (11,671.5 acres) in the Liard Mining Division of British Columbia, as summarized in Table 4-1. Legal boundaries of the MTO claims are defined by map coordinates, forming a seamless grid. The legacy 4-post claims that made up the original Property were voluntarily converted to the current claims on MTO grid system in February 2009 resulting in slight changes to the original boundaries. Predecessor 4-post claims (pre-MTO), that are not part of the Property, exist at the southeast boundary of the Property and have priority over a small portion of claims 611783 and 599885. The Rock and Roll claims have not been surveyed. The Black Dog and SRV mineralized zones are located several hundred metres from the nearest property boundary.

Table 4-1: Claim Data, Rock and Roll Property.

Tenure Number	Recorded Owner	# of hectares	Expiry Date
507484	Issuer	799.24	2020/dec/31
599885	Issuer	337.51	2022/dec/31
599886	Issuer	248.58	2022/dec/31
601028	Issuer	248.51	2020/dec/31
611703	Issuer	408.28	2020/dec/31
611724	Issuer	426.05	2020/dec/31
611743	Issuer	355.02	2020/dec/31
611763	Issuer	283.93	2020/dec/31
611783	Issuer	408.73	2020/dec/31
611784	Issuer	284.20	2020/dec/31
611803	Issuer	443.76	2020/dec/31
975129	Issuer	355.26	2023/mar/30
975169	Issuer	88.73	2023/mar/30
975189	Issuer	35.49	2023/mar/30
	Total:	4,723.29	

Current Property Status

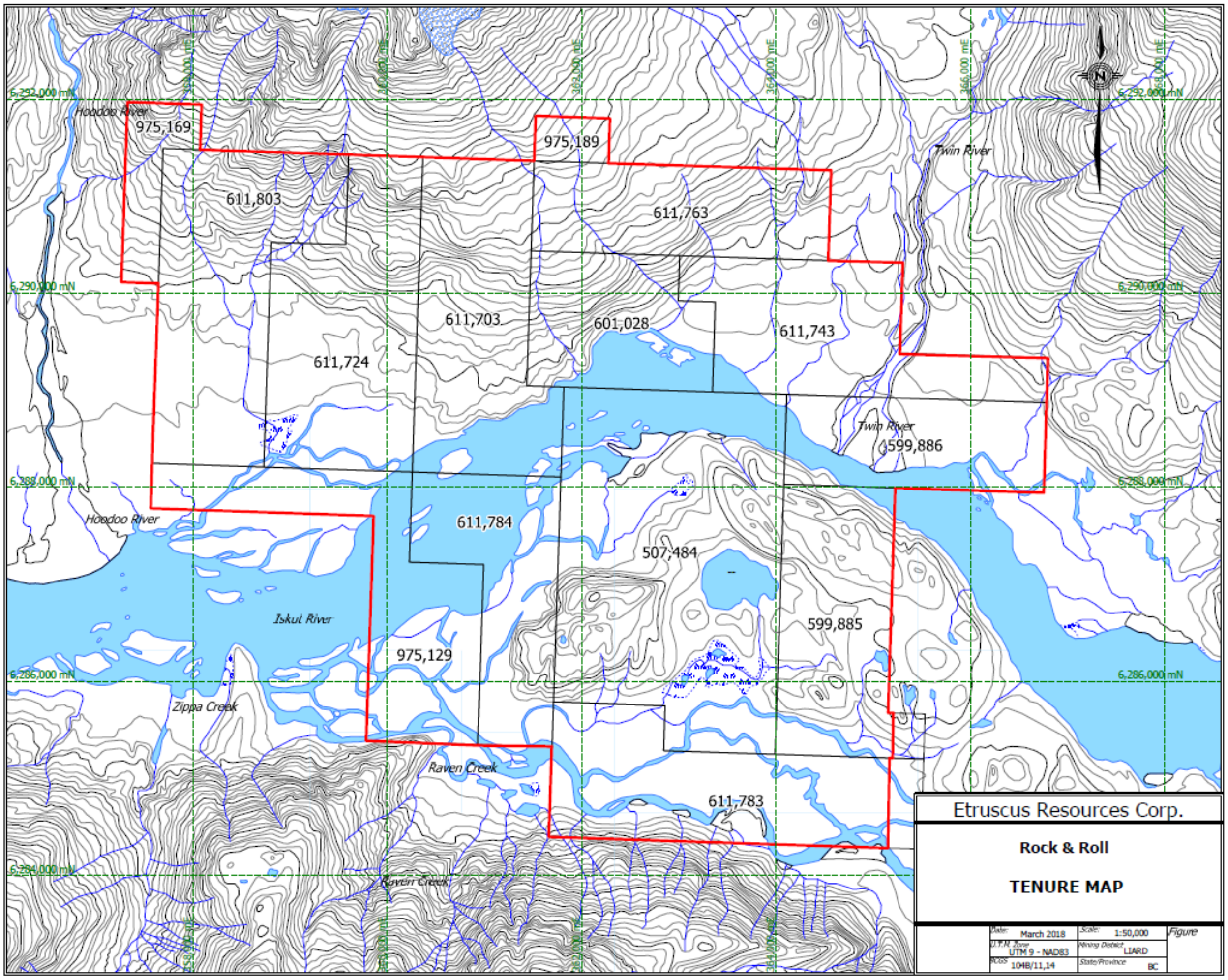
The claims are currently held 100% by the Issuer. The Issuer acquired the claims from the previous owners, Equity Exploration Consultants Ltd. ("Equity"), for $50,000 cash and 800,000 common shares of the Issuer. This purchase agreement is subject to termination at the discretion of Equity if the Issuer has not completed listing of its common shares on the Canadian Securities Exchange ("CSE") by December 31, 2018.

Separate documents show the Rock and Roll claims are subject to a total 2% NSR held by six companies and individuals. Half of this royalty (1%) may be purchased by paying $2 million within 30 days of the commencement of commercial production or December 31, 2030, whichever comes earlier, and issuing 300,000 common shares to the group of royalty holders within three business days after the Company's shares listing for trading on the CSE. This option to purchase 1% of the NSR expires if the Issuer is not listed on the CSE by December 31, 2018. On the 30th calendar day after the commencement of commercial production, where "commencement of commercial production" means if a concentrator is located on the Property, the last day of a period of 30 consecutive days in which such concentrator processed ore from the Property at 60% of its rated concentrating capacity; or if no concentrator is located on the Property, the last day of the period of 30 consecutive days during which ore has been shipped from the Property on a reasonably regular basis for the purpose of earning revenues, but no period of time during which ore or concentrate is shipped from the Property for testing purposes, and no period of time during which milling operations are undertaken as initial tune up will be taken into account in determining the date of "commencement of commercial production; or (iii) December 31, 2030.

Surface rights over the Rock and Roll property are owned by the Province of British Columbia. No roads exist on the property and no significant surface disturbance or any major environmental liabilities were noted during the Authors' field visits. The area overlying the Black Dog and SRV zones was clear-cut in 1991 to facilitate the placement and mobilization of diamond drills for close spaced drilling. This area has largely overgrown in the intervening time. Exploration permits must be obtained from the British Columbia Ministry of Energy, Mines and Petroleum Resources prior to carrying out further mechanized exploration on the property.

Figure 4-1: Property Location Map.

Figure 4-2: Property Land Tenure Map.



ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE, AND PHYSIOGRAPHY

Accessibility

The 1,600 metre long Bronson airstrip, which can accommodate Hercules aircraft, is located on the Iskut River flood-plain 9 kilometres upstream from the property. The nearest road is the Alta Gas, McLymont power station road that terminates approximately 28 kilometers up the Iskut River valley and connects to provincial highway 37. Direct access to the Property must currently be gained by helicopter. An all weather, radio-controlled access road maintained by Alta Gas is commonly used by mineral exploration companies under an operator agreement relationship to facilitate the closest road access and to stage helicopter operations from.

Local Resources and Infrastructure

Local accommodation is available at Alta Gas, Forest Kerr power station camp. Alta Gas now operates two run-of river hydro-electric power plants along the Iskut River and one smaller run-of-river facility along

Volcano Creek. Collectively they produce over 200 MW of electricity depending on flow rates. The associated high voltage powerlines connects to the provincial power grid via the Northwest Transmission Line owned by BC Hydro. The deep-sea port of Stewart, which has concentrate-loading facilities, is located 200 kilometres south on Highway 37. Highway 37 connects to the northern Trans-Canada Highway 16 at Kitwanga, approximately 300 kilometres south of Bob Quinn. Kitwanga is also the site of the nearest railway, connecting to the deep sea port of Prince Rupert 200 kilometres west. Terrace, located 100 kilometres west of Kitwanga, has an airport with several flights daily to Vancouver and other points. Labour, contractors, fuel and other supplies are available at Terrace and Smithers, both on Highway 16 and a national railway line, and at local communities such as Stewart, Iskut and Dease Lake.

Climate and Physiography

The Property has a northern coastal climatic regime, with warm summers and moderate winters. Snowfall can be high with an accumulation of several metres during the winter. Fieldwork can be carried out during the summer and fall seasons and drilling has been done on the Property almost year-round. The Property is well-forested with hemlock, spruce and poplar. The Property covers ground of moderate relief in the Iskut valley, at the confluence of the Iskut and Craig Rivers. Elevations range from 55 metres on the Iskut River to 220 metres on the ridge top east of Lost Lake to 920 metres on the south slopes of Mt. Hoodoo. Rock outcrop covers about 5% of the Property area, but is close to surface in most areas.

HISTORY

Exploration History

The Rock & Roll area has been explored intermittently since the late 1800's by placer gold miners either en-route or leaving the Klondike gold fields near Dawson, Yukon. Rivers flowing through the Alaska Panhandle served as convenient access routes from the Pacific Ocean to the interior of British Columbia, Yukon, and Alaska, which ultimately led to the discovery of both gold and base metal mineralization on the Iskut and Unuk Rivers. The area around the Property saw little exploration activity until the 1950's and the advent of helicopter-supported programs. Significant discoveries followed, including copper-rich deposits such as Granduc, Galore Creek and Shaft Creek and gold-rich deposits such as Johnny Mountain, Snip, and Eskay Creek.

The current Property covers the former Rock & Roll and Bornagain (Rob claims) properties, which were originally staked in 1988 on behalf of Prime. Preliminary assessment work was done on the Rock and Roll and Rob claims, including reconnaissance geological mapping and soils and silt sampling (Todoruk and Ikona, 1988a; Montgomery and Ikona, 1989; Pegg, 1989). From June to September 1990, exploration activities centered on line cutting, geochemical soil sampling (1313 soil samples at 25 and 12.5 metre spacing), geological mapping, prospecting, and ground geophysical surveys (Montgomery et al, 1991). These exploration activities led to the discovery of polymetallic, silver-gold-zinc-lead-copper massive sulphide mineralization that became known as the Black Dog Zone. The polymetallic discovery was followed up with a trenching program totaling 110 metres. A 9-hole diamond drill program totaling 675 metres in October 1990 tested the continuity and extent of the sulphide mineralization over a strike length of 50 metres (Montgomery et al, 1991).

A larger exploration program was initiated in early 1991 to evaluate the Black Dog Zone. This program included an aggressive drilling program of 86 diamond drill holes for 10,526 metres and resulted in expansion of the Black Dog Zone and discovery of the parallel SRV Zone. Later in the year, geological mapping, geochemical soil sampling, ground geophysical programs were completed (Dunning and Scott, 1997). However, the 1991 exploration program was not submitted for assessment credit and no report covering the geological, geochemical and diamond drilling work has been located. A report documenting the ground geophysical work on the north half of the 150 Grid is available (Lloyd and Cornock, 1991).

Through 1990, a number of grids were cut across the Property that began with widely spaced, north-south trending baselines and cross-lines (Recon, 090 Grids). However, after the discovery of the Black Dog Zone, the 150 Grid was cut at an orientation of 330° with 100 metre cross-lines that were picketed at 50 metre intervals. A total of 74 line-kilometres were cut, facilitating geological mapping, geochemical soil sampling, and ground geophysical surveys. In 1991, survey control was established using the earlier 090 grid coordinates 34+00N and 24+00E as a start point with an assumed elevation of 115 metres above sea level (Dunning and Scott, 1997).

Geochemical soil sampling of the 150 Grid in 1990 covered an area from 30+00N to 55+00N (Montgomery et al, 1991). This work outlined several copper, zinc, and silver anomalies with an apparent trend that parallels the known stratigraphy and lithological contacts. The surface expression of the Black Dog Zone is readily apparent in the geochemical soil sample data, as well as in the ground geophysical data (Dunning and Scott, 1997). The Black Dog Zone is correlated with strong, multiple, overlapping geochemical anomalies for silver, copper, and zinc from lines 5000N to 5500N; whereas the SRV Zone has a much weaker signature with silver and zinc from lines 4500N to 5000N. Additional soil sampling on the 150 Grid south of 30+00N bringing the total to 1073 soil samples on the 150 Grid. As well, 1735 soil samples were taken using a man-portable mechanical overburden drill on the 150 Grid and North Grid (north of the Iskut River) in the late winter and spring of 1991. There are no reports documenting these geochemical programs and their location and results has been determined from field notes and assay certificates. The plugger soil samples have outlined a few weak anomalies on the north side of the Iskut and essentially refined the anomalies found by soil sampling on the 150 Grid.

Petrographic work by Vancouver Petrographics Ltd. in 1990 and 1991 further characterized the host sedimentary and mafic volcanic rocks, intrusions, and the various facies of the sulphide mineralization. A total of 30 samples were examined (Dunning and Scott, 1997).

Ground geophysical survey programs in 1990-91 included HLEM, VLF-EM, and IP methods (Forbes, 1991; Lloyd and Kornock, 1991). In all, the geophysical work indicated a large number of conductors along a north-south trend that corresponds with the geochemical soil sampling results; anomalies to the south and west remained open (Dunning and Scott, 1997). Aerodat successfully completed airborne frequency domain electro-magnetic and magnetic geophysical surveys in October-November, 1990. A total of 490 line kilometres were flown over the Property and 70 line kilometres over the Bornagain property (Dvorak, 1991a,b).

The geophysical surveys revealed an area of conductive stratigraphy that hosts the Black Dog Zone, with coincident high IP chargeability and low resistivity, stretching in a northwest direction from just east of Lost Lake to the north side of the Iskut River. Discontinuous conductors continue southeast of Lost Lake to the Phiz Property. Based on drill logs discovered in the abandoned Rock and Roll exploration camp, some of these conductors have been tested by diamond drilling, but generally by just one short drill hole. Other conductors identified on the Property have not been tested.

In 1996, Prime Equities sold ownership of the Rock and Roll claims to the Forrest Syndicate, composed of the principles of Pamicon Developments Ltd. at the time. Subsequent to the 1991 exploration work, the ownership of the Rob claims was obtained by Douglas Fulcher (62.5%) and First Fiscal Enterprises Ltd. (37.5%). The Forrest Syndicate and First Fiscal subsequently optioned the Rock and Roll and Rob claims to Redstar Resources Corporation (Redstar).

In 1997, Redstar conducted an additional 10 hole drill program for a total of 2203 metres, bringing the total drilling to 13,383 metres on the Property (Dunning and Scott, 1997), and submitted a total of 1,004 drill core samples for analysis. The 1997 program extended the Black Dog zone down dip on Section 5250N and intersected the SRV zone in two holes on Section 4625N. Based on these positive results, Redstar commissioned a new resource estimate.

In 2004, Conquest optioned the Property and conducted geological mapping and MMI and conventional soil geochemical surveys, primarily on the southern portion of the property (Cohoon and Trebilcock, 2004). A total of 735 MMI soil samples and 70 conventional B-horizon soil samples were taken. As well, 7 rock samples were collected from the property and 7 sections of core from the 1991-97 drilling were split and assayed. This work identified an MMI gold geochemical anomaly southwest of Lost Lake and anomalous zinc MMI geochemistry on the southeastern portion of the current property. Follow up was recommended but not carried out. Conquest relinquished their option later that year.

In July 2009, PFN signed an option agreement on the Property. PFN did not earn any interest in the Property. On the 19th of June 2012, PFN terminated the option agreement with the Sellers related to the Property (see news release dated June 27th, 2012, poster on SEDAR under NAM's profile).

No work has been done on the property since PFN returned the property to the Sellers. In an agreement dated June 30, 2014, in part due to a change in ownership at Equity, 100% interest in the Property was transferred to Equity and the interest of Pamicon and First Fiscal were converted to a share of a Net Smelter Return Royalty on the Property.

Historic Drilling

Prime Resources Group, 1990-1991

In the period immediately following the discovery of the Black Dog Showing, Prime drilled 94 holes, totalling 11,063.2 metres in length, in the Black Dog and SRV zone area from Section 4450N to 5400N between November 1990 and September 1991. The first 9 holes, RR90-01 to RR90-09 (BQ size core), were drilled at 047° azimuth from three sites in the vicinity of the Black Dog Showing. The rest of these holes, RR91-10 to RR91-94A (BDBGM size core), were drilled on 150 Grid section lines at 060° (except RR91-090 at 240°) and ranged from 30.5 to 213.1 metres in length, averaging 117.5 metres. Diamond drilling along 50 metre sections resulted in the sulphide-bearing units being pierced on approximately 15 to 30 metre centres in the north part of the deposit, 20-60 metre centres south of 5000N (Becherer, 1997). The only survey data recorded for the 1990-1991 drill holes is acid test results. The collars for holes RR90-001 to RR91-086 were surveyed by transit and this data has been re-acquired in digital form from the surveyor.

The drill holes were sampled from top to bottom for the first 86 holes and all samples were analysed for gold and silver but only selected intervals were assayed for copper, lead and zinc. Following RR91-086 sampling was confined to intervals of interest with a similar assay scheme except in holes RR91-091, 092 and 094A for which there are assay intervals recorded but no assay results. At this time it is unclear whether the assay results for these holes are missing or assaying was not done. The vast majority of samples were 1.0 metre in length with variations due to local geology and/or factors relating to core recovery or hole length. The samples were analysed at TSL Labratories in Saskatoon, Saskatchewan. Although a large number of original assay certificates are available recording a majority of the samples, none of the certificate cover-pages listing the analytical techniques, etc. are included.

The 1990-1991 drilling identified a mineralized horizon, the Black Dog horizon that contained semi-massive to massive sulphide mineralized lenses within a section of sulphidic mudstone, laminated argillite and minor siltstone. This section is strongly sheared and deformed as well as locally disrupted by variably altered and mineralized diorite intrusions. Nonetheless, the drilling outlined the Black Dog zone, a semi-continuous sulphidic body over a strike length of 550 metres, plus another sulphide horizon, the SRV zone, over approximately 75 metres, located 45 metres below the south end of the Black Dog Zone.

An additional 5 holes, BA91-001 to 005, were drilled on the Bornagain property east and southeast of Lost Lake, also at 060°for a total of 372.8 metres. The only records existing for these holes are the original, hand-written drill logs. These drill logs record collar locations, azimuth and dip, assay intervals with core recovery and Rock Quality Index but no downhole survey data. Collars for three of these holes have been located in the field and their location verified with respect to the 150 Grid and also by handheld GPS device. The core from

BA91-002, -003, and -004 are stored at the Rock and Roll campsite west of Lost Lake but have not been inspected. Assay results have not been located for these holes. The holes were apparently drilled to test a number of the airborne EM conductors identified in the area. Inspection of the drill logs indicates that minor pyrite+/-chalcopyrite mineralization was encountered associated with graphitic argillite in BA91-001 and BA91-002, associated with strongly silicified rocks containing disseminated pyrite and/or pyrrhotite. Silicified zones are reported in BA91-003 as well. This silicification is possibly the same type of alteration noted in the footwall to the Black Dog zone.

A drill log for one hole drilled north of the Iskut River has also been located. This hole, RRN91-001, was drilled at 360° to a depth of 121.3 metres to test an airborne EM conductor roughly along strike from the Black Dog horizon. The log records the grid location of the collar, azimuth and dip, assay intervals with core recovery and Rock Quality Index and one acid test result from the bottom of the hole. The collar location has been verified in the field and the location recorded by handheld GPS device. As with the Bornagain drill holes, no assay results have been located to date. The drill log records graphitic argillite, possibly explaining the EM conductor, and minimal sulphide mineralization in the hole. Dunning (2004) mentions another drill hole north of the Iskut River but no record of this hole has been seen by the Author.

Redstar Resources Corporation, 1997

In 1997, a drill program was conducted by Pamicon Developments Limited on behalf of Redstar Resources Corporation (now Redstar Gold Corporation) (Dunning and Scott, 1997). The 10 hole drill program, all at 060° azimuth, produced 2,409.0 metres of BQTW core from 6 drill set-ups with depths ranging from 178.9 to 334.7 metres. The collar locations were sited and surveyed using a compass and tight-chain along the existing grid with the down-hole deviation determined by standard acid test. Diamond drill core was logged for geological and geotechnical data and 1,004 samples from selected intervals were split and submitted for assay. The samples were submitted to Chemex Labs Ltd. (now ALS Minerals) for geochemical analysis. All samples were packaged in individual, twist-tied, and labelled sample bags that were shipped in labelled and sealed rice bags (Dunning and Scott, 1997). The core is stored at the Bronson Creek airstrip with other historic drill holes.

According to Dunning (2004), the rational for the 1997 diamond drilling program was threefold: (i) find extensions to known mineralization and evaluate stratigraphy below existing drilling in the Black Dog Zone; (ii) evaluate a coincident geochemical and geophysical anomaly on line 29+00N; and (iii) evaluate coincident geochemical and geophysical anomalies beneath the Paleozoic cover rocks along the western edge of the property. Of these objectives only the first and third were attempted. Redstar completed 5 holes (RR97-095, 096, -099, -102, and -103) along strike to the north of the Black Dog horizon and 2 holes down dip from the Black Dog showing (RR91-097, -098). Only the down-dip holes encountered semi-massive to massive sulphide mineralization and returned significant assay results. The holes to the north did cut graphitic argillite with disseminated sulphides locally but assay results were generally non-economic.

Two drill holes were completed in the area of the SRV zone in 1997 (Dunning and Scott, 1997). Both holes intersected massive sulphide mineralization. Hole RR91-100 hit mineralization at the same level as the SRV zone, intersecting 5.79 metres (5.0 metres true width) of near-massive sulphide mineralization grading 0.630 g/t gold, 59.46 g/t silver, 0.34% copper, 0.22% lead, and 0.98% zinc from 98.45 metres to 104.24 metres. RR97-101 intersected 0.98 metres (approximate true width) of massive sulphide grading 1.59 g/t gold, 171.5 g/t silver, 0.40% copper, 0.86% lead, and 2.23% zinc (Dunning and Scott, 1997) from 64.0 to 64.98 metres. This intersection may represent SRV mineralization but could be interpreted to be at a higher stratigraphic interval. This sulphide zone is possibly cut off by a fault on its lower side.

The last hole of the 1997 program, RR97-104, was a step out to the west of the previous drilling in the Black Dog area in an attempt to evaluate the third objective above. The hole on Section 4500N was collared in limestone on the west side of the projected thrust placing Paleozoic rocks over the Mesozoic rocks hosting the Black Dog horizon. The hole passed through the limestone and into a section of mafic to intermediate volcanic rocks, dioritic intrusions and fine grained clastic sedimentary rocks such as argillite and siltstone; in short, very similar to the section hosting the Black Dog horizon. Several sections of strongly silicified sedimentary and, possibly, tuffaceous rocks were encountered lower in the hole that hosted trace to a few percent of disseminated and wispy pyrite, sphalerite and chalcopyrite (Dunning and Scott, 1997). The sulphides were commonly distributed along the primary fabric in the rock defined by the laminations or layering. This hole is significant for illustrating that there may be additional mineralized horizons on the property outside of the “along strike” focus of most of the exploration to date on the Rock and Roll property.

GEOLOGICAL SETTING AND MINERALIZATION

Regional Geology

The regional stratigraphy is summarized well by Cohoon and Trebilcock (2004).

The Property lies within the Intermontane tectonic belt and the Stikinia terrain. Anderson (1989) divided the Stikinia terrain in the Iskut River area into the four following tectono-stratigraphic assemblages, from oldest to youngest:

(1) Stikine Assemblage
(2) Stuhini Group
(3) Hazelton Group
(4) Bowser Lake Group

The Stikine Assemblage is Paleozoic in age; from Early Devonian and Mississipian to Permian. This group consists of metavolcanic and metasedimentary rocks, which include coralline limestone, chert, mafic to felsic volcanic and volcaniclastic rocks and argillite (Anderson, 1989; Britton et al., 1989). The Stuhini Group includes an assemblage of Triassic volcanosedimentary arc complexes that is composed of mafic intrusive rocks, polymictic conglomerate, basaltic to andesitic volcanic and sedimentary rocks, such as chert-limestone conglomerate, shale, argillite and limestone (Anderson and Thorkelson, 1990).

The most well-known of the four assemblages in the Stikinia terrain is the Early to Mid-Jurrassic Hazelton Group. This group is composed of mafic to felsic volcanic and volcaniclastic rocks, conglomerate, argillite and mudstone sedimentary rocks (Anderson and Thorkelson, 1990). Grove (1986), Anderson and Thorkelson (1990) and Alldrick (1991) subdivided the Hazelton group into four formations; from oldest to youngest they are the Unuk River, Betty Creek, Mount Dilworth and Salmon River Formations. These groups have since been modified by Henderson et. al. (1992) and Nadaradju (1993) into the basal Jack, Betty Creek and Salmon River Formations. Most recently, Nelson et. al 2017, have recognized the complex, lateral facies variation and defined the lower and upper Hazelton group stratigraphy. The lower Hazelton group is comprised of volcano-sedimentary polymict conglomerate, quartz-bearing arkosic sandstone, siltstone and argillite unconformably overlain by andesite flows and block breccia with localized units of felsic volcanic rocks. The upper Hazelton group is comprised primarily of fine-grained sedimentary rocks and rare felsic volcanic rocks.

The Bowser group is Mid to Late Jurassic in age and includes such basinal marine and non-marine rocks as conglomerate, siltstone, sandsonte and shale (Anderson, 1989). Anderson (1989) and Logan et. al. (1989) concluded that the Stikine assemblages first underwent an extensional event during the Mississippian then a contractional event between the Late Triassic and Early Permian. The Stuhini group experienced localised extension in the western areas of the Intermontane belt. The events during the Jurassic and the resulting events on the Hazelton group are described as being contractional with lower greenschist to sub-greenschist metamorphism (Childe, 1996).

The area of the Property has been intruded by intrusions of various ages. The Coast Plutonic Complex, forming the western boundary of the Stewart Complex, is generally characterized by felsic Tertiary plutons.

Late Triassic and Early Jurassic plutonic styles suggest coeval and spatial relationships with surrounding Stuhini and Hazelton volcanic rocks via distinctive porphyritic dykes such as the Premier Porphyry. Tertiary Coast Complex plutons lack these dykes and volcanic equivalents.

Radiometric age dating in the Iskut River area from various mineral occurrences suggest a spatial and/or coeval relationship in the temporal framework between the Late Triassic to Early Jurassic metavolcanic rocks and intrusions; which has directly impacted upon exploration efforts. The massive sulphide deposits on the Property appear to be the oldest mineralization in the Iskut River area; however, no direct age dating has been done in the vicinity of the property (Dunning and Scott, 1997). The only age-related information on the Property is from Dean (1991), who noted that the Pb-isotopic signature of the sulphide mineralization at Rock & Roll is less radiogenic than the signature of the Eskay Creek gold-silver-rich VMS mine and therefore, probably Triassic in age.

Cenozoic-aged mafic volcanic flows and tuff associated with the Hoodoo Formation, Iskut Formation and Lava Fork Formation cap specific areas within the region.

Property Geology

The geology of the Property is divided along a postulated thrust contact that runs north-northwest through the east side of Lost Lake. This fault separates Paleozoic rocks of the Stikine Assemblage to the west from Mesozoic Stuhini Group rocks to the east. Basalt flows of the Cenozoic Hoodoo Formation locally cover rocks of both groups north of the Iskut River. The Stikine Assemblage consists of interbedded limestone, intermediate volcanic rocks and fine grained sedimentary rocks. The Stuhini Group rocks consist of mafic to intermediate tuffs and flows, intercalated with fine grained sedimentary rocks, consisting of argillite, graphitic argillite and siltstone, siliceous siltstone and, locally, chert or siliceous tuff.

Just south of the Iskut River, a strongly graphitic argillite within the Stuhini Group hosts the Black Dog and SRV zones, which consist of massive to semi-massive pyrrhotite-pyrite-sphalerite and chalcopyrite in roughly compositional layering-parallel bands, plus wisps and stringers. The geological section in this area is disrupted by diorite intrusions that are primarily sub-parallel to the sedimentary rock layering but also cross cuts the stratigraphy at a high angle. In addition, the intense deformation present in the rocks may have resulted in some structural interleaving of argillite and diorite.

Lying structurally below the Black Dog horizon there is a moderately thick section of siliceous sedimentary rocks, likely silicified siltstone and argillite, with possible chert. The contacts were not observed but exposures in the bluff near the Black Dog showing suggest that the section is >20 metres thick. In RR09-109, this unit contains disseminated sulphides, including pyrrhotite and sphalerite that appear to follow primary laminations in the rock. Other outcrops in the area, to the east of the Black Dog showing, indicate an additional section of very similar rocks that may also include tuffaceous layers. Previous drill holes to the east intersected dacite or rhyodacite within this section (RR91-070, Dunning and Scott, 1997). A graphitic, argillaceous horizon outcrops on the Iskut River, just east of the 150 Grid baseline, and it contains abundant pyrite and/or pyrrhotite plus traces of galena and sphalerite. There is limited exposure of the section immediately overlying the Black Dog Showing but it seems to be dominated by diorite intrusions and, possibly, intermediate tuffaceous and flow units.

Further west, the section is dominated by fine clastic sedimentary rocks and locally tuffaceous horizons. About 400 metres southwest of the Black Dog Showing, a possible thrust fault contact with the Paleozoic section is present, with the older rocks apparently thrust east over the Stuhini Group rocks.

The rocks southeast and east of Lost Lake are dominated by a roughly 500 metre wide section of mafic to intermediate volcanic and intrusive rocks. These rocks strike southeast from the Black Dog area where interlayered argillite hosts massive sulphide mineralization. Weak to moderate epidote and chlorite alteration is common. There is also a significant component of iron carbonate alteration, characterized by bleaching and weak pyritization of the mafic rocks along with variable silicification and sericitization. Quartz-carbonate veinlets are common. Within the mafic section, several units of grey to black argillite, siltstone and mudstone occur in varying proportions. There may also be a tuffaceous component in these rocks. These rocks tend to be recessive and outcrop rarely. Several airborne geophysical conductors are located within the inferred projections of these rocks. The rocks tend to have well defined bedding and are commonly foliated. They are commonly phyllitic and contain weak to moderate carbonate alteration and quartz-calcite veinlets. Late iron carbonate occurs in fractures throughout the area. The argillite and mudstone are also commonly graphitic. Locally, intense silicification bleaches the rocks and masks primary textures and they may be described as chert. These rocks may also represent altered tuff, possibly originally intermediate to felsic in composition.

North of the Iskut River, the property covers the lower slopes of Mt. Hoodoo, which are largely inundated by Cenozoic Hoodoo basaltic lava flows. These lava flows do reach all the way to the Iskut River in numerous areas, leaving a few windows to the underlying Paleozoic and/or Mesozoic rocks below. The windows can be seen as magnetic low areas on the total field magnetic maps from the 2009 airborne geophysical survey (Jones, 2009). The basalt flows contain feldspar phenocrysts that are semi-translucent and get up to 1-1.5 cm in size. These are especially visible in the massive portions of the flows. The flows have rubbly tops and there is evidence that they flowed over unconsolidated talus and/or colluvium.

The geology in this area consists of interlayered intermediate volcanic and argillite-siltstone units. The volcanic rocks are generally massive and fine to medium grained with no significant primary structures preserved. The argillite is commonly graphitic and contains rare, thin, pyritic lamina. Argillite-siltstone units are thinly bedded, grey to black, locally siliceous, and very deformed, commonly making identification of S_0 or S_1 difficult to impossible. Rare greywacke beds were tentatively identified. In general, the rocks are weakly to strongly iron carbonate altered with quartz-calcite and calcite stringers throughout. Very minor black limestone was noted in float but found in outcrop. Phyllitic intermediate to felsic volcanic rocks are also tentatively identified in a large outcrop low down near the river. This out crop includes strongly silicified units, including a limestone bed that is very hard but fizzes strongly with 10% hydro-chloric acid. The volcanic and sedimentary rocks are intruded by felsic dykes locally.

The Paleozoic and Mesozoic sedimentary and volcanic rocks are cut by intrusions of various ages. A series of north-south striking diorite dykes outcrop across the property. These rocks are medium-grained and moderately strained. Within the mineralized stratigraphy around the Black Dog horizon, diorite is very common and is generally strongly sheared and brecciated with dark colouration due to contamination/remobilization of carbonaceous material from the graphitic horizons. There are abundant feldspar crystals in the groundmass of this unit, occurring as laths and weakly glomeroporphyritic clusters. This diorite forms abundant narrow, strongly deformed and altered intervals within the sedimentary rocks, especially noticeable in proximity to the mineralized horizons.

A reddish-weathering feldspar porphyry unit forms dykes which cross-cut the stratigraphy. This unit is weakly deformed with little sign of penetrative deformation and is likely a later feature. This rock may be an offshoot from the Late Cretaceous to early Tertiary intrusions in the area.

There are a number of scattered outcrops of coarsely porphyritic, potassium feldspar porphyritic felsic dyke in this area. These outcrops indicate several of these late dykes occur but it is not a dominant rock type. The unit generally consists of coarsely crystalline potassium feldspar with a grey to white weathering groundmass. Locally, narrow, finer grained dykes are present characterized by creamy coloured feldspar phenocrysts.

Overall, the stratigraphy strikes in a northwest-southeast direction but locally strikes north-south as well. The rocks are strongly deformed with evidence of at least two phases of tight folding, associated with strong shearing, particularly visible in the argillaceous sediments. Northeast-directed low-angle faulting (thrusting?) may have played a significant role in formation of the structural components of these rocks. This has resulted in moderate to steeply west dipping axial planes and flat fold hinges (Mihalynuk et al, 2010). As well, more or less east-west oriented fold hinges are seen, related to north-south compression of indeterminate age.

Alteration is not common overall although weak epidote and chlorite alteration is commonly present in the diorite. There is consistently silicification and brecciation of siltstone beds, normally in the footwall of the mineralized horizons. Sericite alteration is also present in footwall siltstone and tuffaceous sedimentary layers. Quartz-calcite veining is very common throughout the property and weak to moderate pervasive calcite alteration is present in both diorite and the sedimentary rocks.

The mineralization on the Property is dominated by the Black Dog and SRV massive sulphide horizons. The Black Dog horizon outcrops in a bluff between lines 5200N and 5300N (150 Grid) just south of the Iskut River and is hosted by graphitic argillite to siltstone. The Black Dog showing consists of disseminated to massive pyrrhotite and pyrite with minor chalcopyrite and sphalerite lying along, and seemingly squeezed into, irregularities on, the contact with a large diorite sill or dyke. There are apparently two styles of mineralization associated with the Black Dog zone. Massive pyrrhotite with blebs and lenses of chalcopyrite and sphalerite forms the matrix to clasts of predominantly argillite with minor quartz, gypsum and diorite clasts mixed in locally. As well, massive pyrite-sphalerite forms finely laminated lenses locally, with minor pyrrhotite, galena and chalcopyrite. The Black Dog zone extends up to 650 metres to the southeast of the surface showing and similar mineralization occurs in at least three other horizons (or fold repeats) in the section. Diorite disrupts the mineralization and also hosts disseminated pyrrhotite-chalcopyrite mineralization along the length of the deposit.

No significant mineralization was observed in the Paleozoic/Mesozoic rocks north of the Iskut River other than the pyritic laminations in graphitic argillite. Two samples of graphitic argillite with thin pyritic laminations and pyrite in fractures returned slightly elevated values for silver, copper, zinc and antimony.

Mineralization

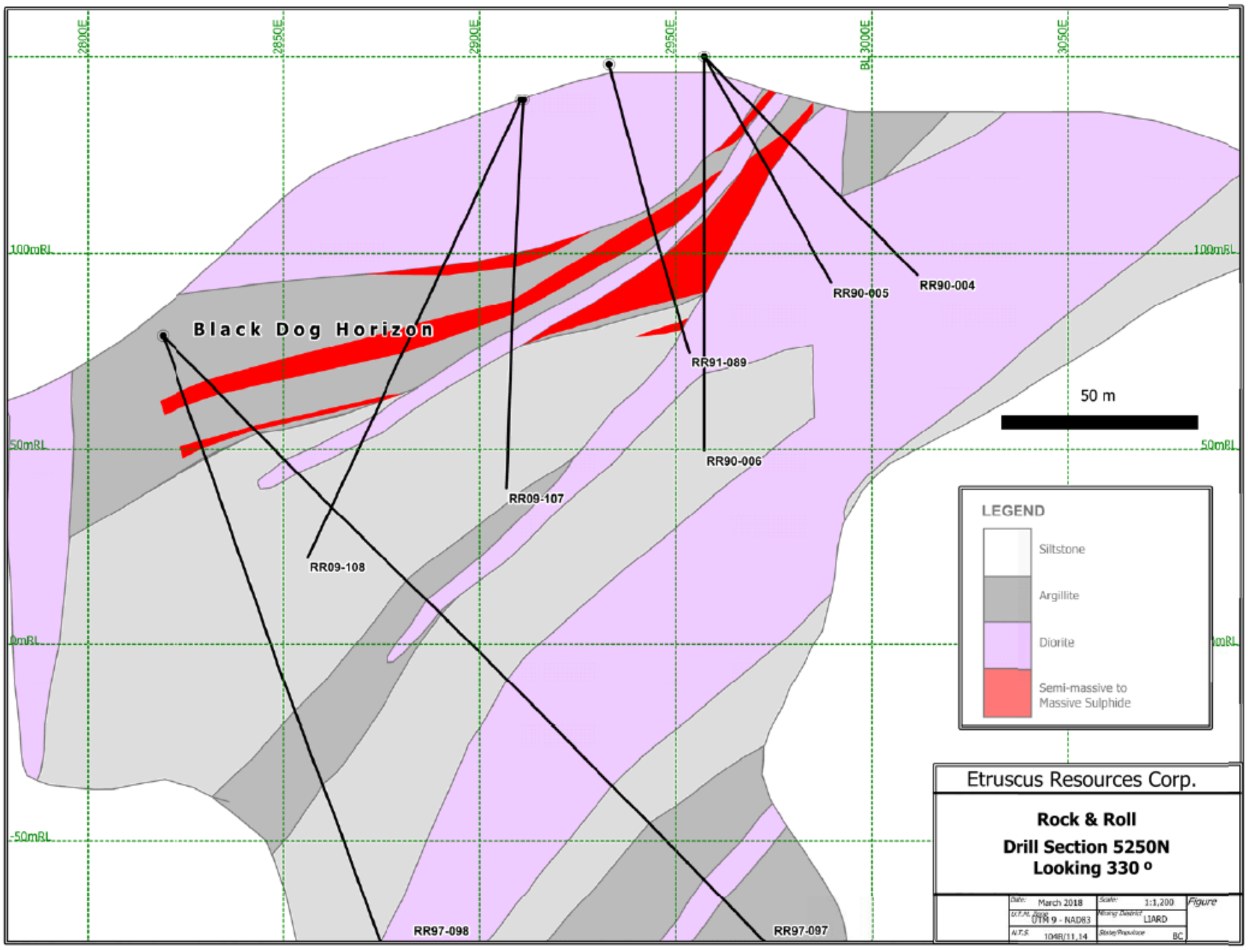
The mineralization on the Property is dominated by the Black Dog and SRV massive sulphide horizons. The Black Dog horizon outcrops in a bluff between lines 5200N and 5300N (150 Grid) just south of the Iskut River and is hosted by graphitic argillite to siltstone (Figure 7-3). The Black Dog showing consists of disseminated to massive pyrrhotite and pyrite with minor chalcopyrite and sphalerite lying along, and seemingly squeezed into, irregularities on, the contact with a large diorite sill or dyke. From the Black Dog Showing, the Black Dog mineralized horizon, hosted by laminated and graphitic argillite about 25 metres thick, is traced in drill holes over approximately 550 metres southeast along strike and can be traced down dip up to 175 metres (Section 5100N). Massive sulphide lenses occur within this horizon up to 10 metres thick. The zone seems to narrow to the southeast and appears to pinch out near surface by section 4700N. Similar mineralization occurs in at least three other horizons (or fold repeats) in the section. The SRV Zone occurs at depth in several drill holes on sections 4700N to 4625N but has not been defined due to a lack of drilling in this area. Diorite disrupts the mineralization and also hosts disseminated pyrrhotite-chalcopyrite mineralization along the length of the deposit.

There are apparently two styles of mineralization associated with the Black Dog and SRV zones. Massive pyrrhotite with blebs and lenses of chalcopyrite and sphalerite forms the matrix to clasts of predominantly argillite with minor quartz, gypsum and diorite clasts mixed in locally (i.e. durchbewegung texture). As well, massive pyrite-sphalerite forms finely laminated lenses locally, with minor pyrrhotite, galena and chalcopyrite. Trace amounts of tetrahedrite and arsenopyrite have been logged in some of the higher grade sections. Primary textures have been noted in well preserved massive lenses, such as grain-size sorting and cross bedding (Foley, 1991). The mineralization has been strongly deformed and textures indicating rotation of clasts and disaggregation of lenses and dykes are common.

Dunning and Scott (1997) noted that given the complex structure of the Iskut River area, it is probable that the banding and/or bedding noted in the solid sulphide mineralization could be structurally induced.

The mineralized horizon is commonly underlain by a stringer/stockwork zone (Foley, 1991) often characterized silicification of the footwall. This silicification locally obliterates the primary textures of the host rocks, commonly siltstone or intermediate tuff. Stringer and wispy sulphides may be present where silicification is less pervasive and intense. Both calcite and Fe-carbonate are commonly present in the mineralization and host rocks.

Figure 7-3: Vertical Section 5250N.



DEPOSIT TYPES

The Property hosts a precious metal-rich volcanogenic massive sulphide (VMS) deposit that displays similarities to other precious metal-rich deposits such as Eskay Creek, Greens Creek, and other deposits in the Cordillera. VMS deposits are syn-volcanic accumulations of sulphide minerals that occur in geological environments characterized by submarine volcanic and sedimentary rocks. The VMS deposits are commonly spatially related to syn-volcanic faults, paleotopographic depressions, rhyolite domes, caldera rims and sub-volcanic intrusions, suggesting a genetic link to volcanic processes (Lydon, 1990).

Local examples of VMS deposits include the Eskay Creek deposit, 50 kilometres to the east-southeast, and the Granduc deposit, 80 kilometres southeast of the Property. Eskay Creek is hosted by mid-Jurassic aged Hazelton mafic to felsic volcanic and sedimentary rocks and is classified as a VMS-epithermal transition deposit (Alldrick, 1995). The Granduc deposit is classified as a Besshi type deposit (Hoy, 1995) and is hosted by strongly deformed mafic volcanic and sedimentary rocks near the contact between Upper Triassic rocks of the Stuhini Group and Lower to Middle Jurassic rocks of the Hazelton Group. Brief overviews of these VMS-genetic models are presented below. Examples of each deposit type are presented solely for comparative purposes and are not intended to characterize the mineralization at the Property.

VMS-epithermal transition deposits (also, subaqueous hot spring Au-Ag deposits) are characterized by the Eskay Creek deposit and are: precious metal-enriched, seafloor sulphide deposits. They primarily contain silver and gold plus copper, lead, zinc, arsenic, antimony, and mercury. They occur in volcanic arc settings, associated with near-surface sub-volcanic intrusions, where magmatic-dominated ore fluids are vented into a shallow aqueous environment (i.e. where a rift is propagating into continental crust). They are commonly hosted by felsic volcanic rocks with minor intercalated sedimentary layers along with pillow basalts, coarse epiclastic debris flows, and assorted sub-volcanic feeder dykes. Their form is highly variable, from massive pods to finely laminated layers and epithermal style veins, with pyritic footwall zones of stringers or stockworks with massive chlorite to quartz-sericite to pervasive silica alteration. Sphalerite, arsenopyrite, tetrahedrite and various sulphosalts are the most common ore minerals. The Eskay Creek deposit had a pre-mining “geological reserve” of 4.3 Mt grading 28.8 g/t Au and 1027 g/t Ag and a “mining reserve” of 1.08 Mt grading 65.5 g/t Au, 2930 g/t Ag, 5.7% Zn, 0.77% Cu and 2.9% Pb (BC Minfile Number 104B 008).

Besshi deposits are typically associated with mafic volcanic rocks with intercalated fine grained, clastic sedimentary rocks. The deposits usually form fine to medium grained, thin, laterally extensive sheets of massive to layered pyrrhotite, chalcopyrite, sphalerite, pyrite and minor galena. They form in oceanic extensional environments and they may overlie platformal carbonate rocks. They form contemporaneously with their enclosing volcanic rocks and may be related to volcanic centres and/or syn-depositional faults. The deposits are generally dominated by copper and zinc with lesser silver and, commonly, cobalt. Gold, cobalt, molybdenum, and tin are produced as by-products and arsenic is commonly present. Manganese haloes provide exploration focus on a regional scale. Besshi deposits are highly variable in size and grade. The Granduc deposit (BC Minfile Number 104B 021) consists of a series of stacked, concordant massive sulphide lenses hosted in strongly deformed and metamorphosed mafic volcanic and fine grained clastic sedimentary rocks. The deposit contained pre-production “reserves” of 39.3 Mt grading 1.73% Cu, with minor gold and silver (BCMEMPR, Open File 1992-1). Elsewhere in British Columbia, the Goldstream deposit north of Revelstoke had a total resource of 1.8 Mt at 4.8% Cu, 3.1% Zn, and 20.6 g/t Ag whereas the world’s largest Besshi deposit, the Windy Craggy deposit in the Tatsenshini River area in the northwest corner of British Columbia, contains 297.4 Mt grading 1.38% Cu (including the NSB deposit at 138.3 Mt at 1.44% Cu, 0.22 g/t Au, 4.0 g/t Ag, 0.66% Co and 0.25% Zn) (Peter and Scott, 1999).

Note that all resource and reserve estimates presented below are historical in nature, are not compliant with N.I. 43-101, should not be relied upon and are relevant only for illustrative purposes to indicate the approximate tenor and size of the referred deposit types.

MINERAL RESOURCE ESTIMATE

Introduction

The resource estimate disclosed in this report on the Property was initially commissioned by PFN (now New Age Metals Inc.), the results of which were reported in a news release issued on April 27, 2011 (filed on SEDAR under New Age Metals Inc. profile). PFN reported an Indicated resource, at a base case cut-off grade of 0.5 g/t gold equivalent (“AuEq”), totalling 2,155,679 tonnes grading 0.68 g/t gold (47,040 contained oz of Au), and 82.7 g/t silver (5,734,445 contained oz of Ag), including 0.22% Copper (10,500,833 lbs Cu), 0.22% Lead (10,399,960 lbs Pb), and 0.94% Zinc (44,522,995 lbs Zn). The Author of the current report was responsible for the 2011 Property resource estimate, has verified the resource estimate and considers the resource estimate for the Property as current with respect to the Issuer.

This resource estimate represents the first and only NI 43-101 compliant resource estimate completed on the Property. The Indicated mineral resource was estimated by the Author. The Author is an independent Qualified Person as defined by NI 43-101. The reporting of the mineral resource estimate complies with all disclosure requirements for mineral resources set out in the NI 43-101 Standards of Disclosure for Mineral Projects (2011). The classification of the mineral resource is consistent with CIM Definition Standards - For Mineral Resources and Mineral Reserves (2014). There are no mineral reserves estimated for the Property at this time.

ID^2 restricted to a mineralized domain was used to Interpolate Inverse distances squared interpolation restricted to mineralized domains were used to estimate gold (g/t), silver (g/t), copper (%), lead (%) and zinc (%) grades into the block model. Gold, silver, copper, lead and zinc content were combined into a AuEq value for resource reporting.
The following sections were extracted directly from the 2011 PFN Technical Report (Jones et al. 2011). Minor edits were made where necessary to make the report compliant with current NI 43-101 standards.

Drill File Preparation

The assay database was looked at for errors, including overlaps and gapping in intervals, typographical errors in assay values, and supporting information on source of assay values, and finally a comparison of check assays, duplicates and metallic assays. Generally the database was in good shape, and after minor corrections no adjustments were required to assay values due to lab bias.

Variation in assay value and statistical distribution by drill campaign were small when compared spatially within the deposit, and any apparent variability was considered too small at the deposit scale to generate a significant resource bias. No adjustment to historical values used in the resource estimate (1990, 1991 and 1997) was required. Only those historical values from drill core intervals, which were not re-assayed in 2010, were used in the resource.

Verifications were also carried out on drill hole locations, down hole surveys, lithology, SG, trench data, and topography information. Minimal corrections were done to this information.

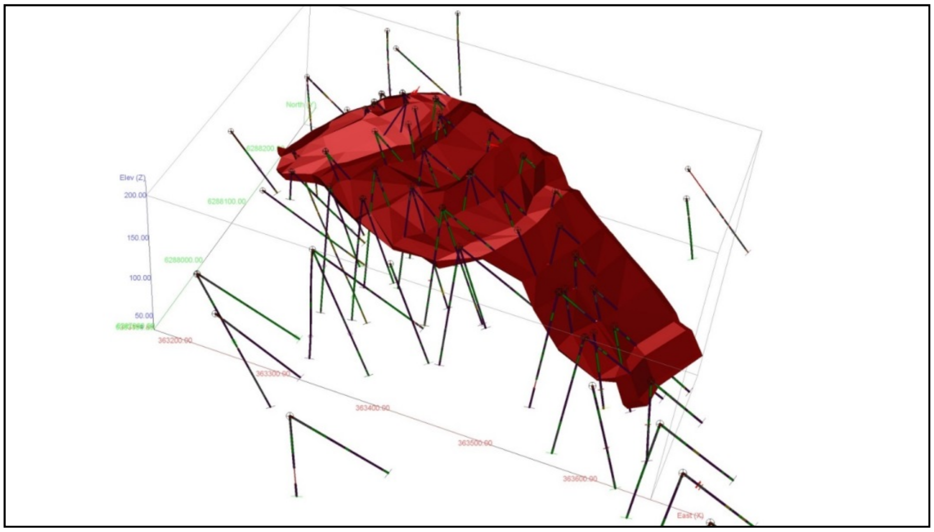
Resource Modelling and Wireframing

Working with the sub-populations made during the data verification stage, and examining their spatial distribution it became clear that generating geological controls based on rock type was not going to be possible with the current information available. No clear structural or stratigraphic controls to the mineralization have been confidently identified to allow even rudimentary geological sub-domains to be modeled.

It is recognized that the distribution of mineralization, and therefore the grade of mineralization at any given cut-off, would be enhanced by modeling geological controls. It is concluded that by completing more work in the field, coupled with review of the historical data, that defensible geological controls can be modeled for future resource estimates, and that this may have a positive impact on the resource grade for the overall deposit.

Failing to find good geological controls the Author reverted to a grade control model (Figure 14-1). This involved visually interpreting mineralized zones from cross sections using histograms of gold, silver and zinc values. Polygons of the mineralized intersections were made on each cross section and these were wireframed together to create a contiguous mineralized body. This modelling exercise provided broad controls of the dominant mineralizing direction. Once the model shape was accepted, a review of grade distribution within the model showed variable grade distribution between gold, silver and zinc. The mineralization however is contained within a single mineralized body which trends at 135 degrees and dips approximately 55 degrees southwest.

Figure 14-1: Isometric view looking north showing the Rock and Roll wireframe grade control model, and drill holes.



Compositing

A total of 11,560 assays representing 14,100 meters of core were available to create the resource estimate. Average width of the samples was 1.01 meters, within a range of 0.10 meters to 19.5 meters. It was necessary to in-fill areas of the drill core with "zero" grade samples where no sampling had occurred. A summary of the drill hole assay database used for grade control modeling is shown in Table 14-1.

Of the total assay population only 5% of the assays were greater than 1.5 meters. On the basis of the assay sample size a nominal composite length of 1.0 meter was chosen. A total of 12,454 composites were created (Table 14-2), of which 422 (3.0%) were partial composites ranging from 0.01 meters to 0.98 meters. The partial values had negligible impact on grade distribution of the composite population and they were included in the resource estimation.
Average grades of gold, silver, copper, lead and zinc were lower in the composite population, but this was mostly due to the included "zero" values.

The composites were domained based on whether they intersected the grade control model, and a total of 808 composite sample points occur within the grade control model. These values were used to interpolate grade into their respective grade control model.

No capping was carried out on the composite populations to limit high values. Descriptive statistics of the composited values for Au, Ag, Cu, Pb and Zn are shown in Table 14-3. Histograms of the data indicate a relatively log normal distribution of all metals with very few outliers within the database. Analyses of the spatial location of these samples and the sample values proximal to them led the Author to believe that the high values were legitimate parts of the population, and that the impact of including these high composite values uncut would be negligible to the overall resource estimate.

Table 14-1: Summary of the drill hole assay data (length weighted).

Variable	AU (g/t)	AG (g/t)	CU (%)	PB (%)	ZN (%)
Number of samples	11561	11561	11561	11561	11561
Minimum value	0.00	0.40	0	0	0
Maximum value	36.18	1875.10	3.43	5.74	9.78
Mean	0.07	8.6	0.03	0.02	0.08
Median	0.02	1.7	0.00	0.00	0.00
Variance	0.22	3396.3	119.12	216.79	2418.63
Standard Deviation	0.47	58.3	0.11	0.15	0.49
Coefficient of variation	6.769	6.844	4.186	7.534	6.069
97.5 Percentile	0.53	66.5	0.13	0.17	0.57

Table 14-2: Summary of the drill hole composite data.

Variable	AU (g/t)	AG (g/t)	CU (%)	PB (%)	ZN (%)
Number of samples	12,454	12,454	12,454	12,454	12,454
Minimum value	0.00	0.40	0	0	0
Maximum value	36.18	1875.10	3.43	5.74	9.44
Mean	0.06	7.7	0.02	0.02	0.07
Median	0.02	1.7	0.00	0.00	0.00
Variance	0.19	2772	100	181	2048
Standard Deviation	0.44	52.7	0.10	0.13	0.45
Coefficient of variation	7.08	6.88	4.19	7.53	6.07
97.5 Percentile	0.45	37.5	0.23	0.11	0.73

Table 14-3: Summary of the drill hole composite data within the grade control model.

Variable	AU (g/t)	AG (g/t)	CU (%)	PB (%)	ZN (%)
Number of samples	808	808	808	808	808
Minimum value	0.00	0.40	0	0	0
Maximum value	36.18	1875.1	3.43	5.74	9.44
Mean	0.61	80.7	0.22	0.21	0.91
Median	0.21	15.1	0.10	0.04	0.28
Variance	2.41	32486.4	874.12	2149.05	21218.50
Standard Deviation	1.55	180.2	0.30	0.46	1.46
Coefficient of variation	2.556	2.235	1.359	2.216	1.594
97.5 Percentile	4.06	784.1	1.21	1.96	6.35

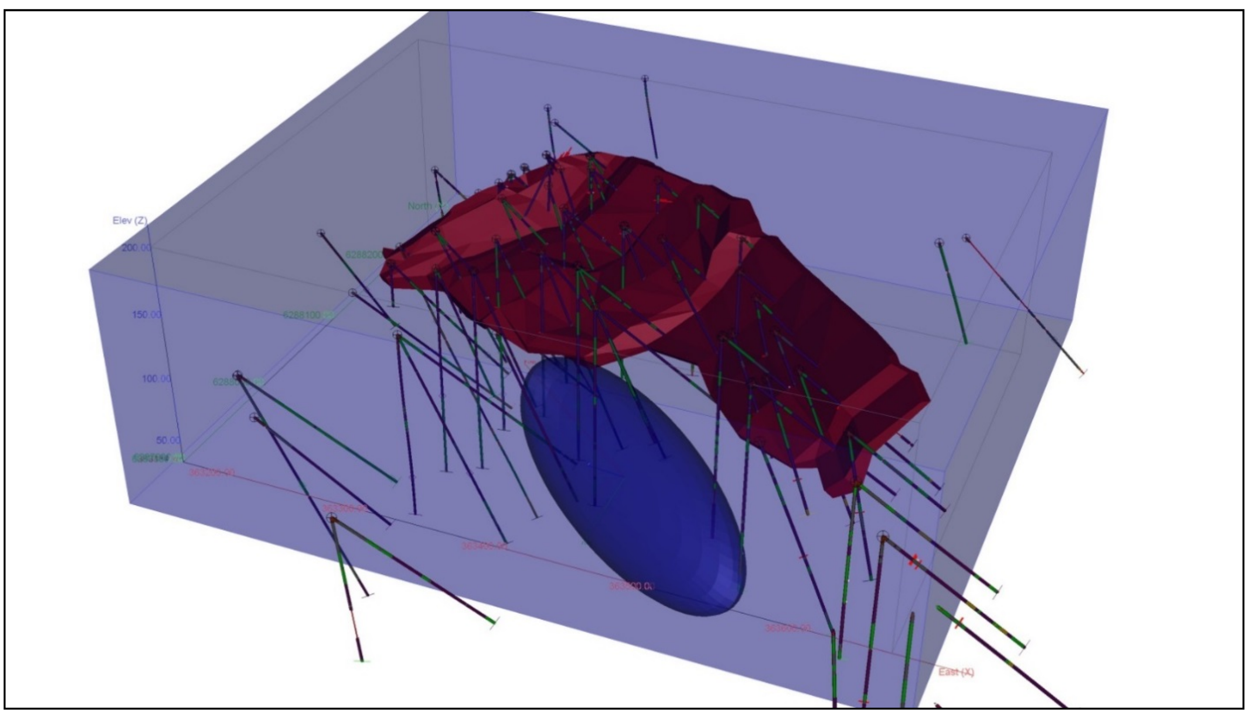
Block Modeling

An empty block model area was created within NAD83 UTM Zone 9 space with an origin at 363150E, 6287850N, and an elevation of 210 metres above sea level (ASL) (Figure 14-2). Block size was designed to reflect the spatial distribution of the raw data – i.e. the hole spacing. The core of the deposit contains drill intersections that are on sections approximately 25 to 50 metres apart. The down dip spacing between holes is typically 20-30 metres up to 50 meters. It was decided to create blocks that were 5 x 5 x 2 metres in size in the X, Y and Z directions respectively. At this scale of the deposit this still provides a reasonable block size for discerning grade distribution, while still being large enough not to mislead when looking at higher cut-off grade distribution within the model. The model was intersected with surface topography and overburden models to exclude blocks, or portions of blocks, that extend above the bedrock surface.

Specific Gravity

A total of 41 drill core samples from 24 different drill holes were used to determine specific gravity of the mineralized material from the deposit. The minimum value was 2.73 and the maximum value was 3.83. The samples were collected from massive, semi-massive and disseminated mineralization, which is variably distributed throughout the deposit. Samples tend to show an increase in grade with an increase in SG values in rocks with an SG value above 2.85. Below an SG value of 2.85, rocks show variable grade distribution. The overall average specific gravity of all samples is 3.07. As a result of the variable distribution of mineralization styles, the 3.07 value was applied to all blocks within the block model.

Figure 14-2: Isometric view looking north showing the location and orientation of the block model and search ellipse used to interpolate the Rock and Roll resource.



Grade Interpolation Parameters

The primary aim of the interpolation was to fill all the blocks within the grade control model with grade. Based on 3D semi-variography analysis of mineralized points within the grade control model, the size of the search ellipse was set at 140 x 50 x 40 in the X, Y, Z direction respectively (Figure 14-2). The long axis is oriented at 310º to reflect the observed preferential long axis of the grade control model. The short Y direction reflects the roughly 1/3 distance of the model in this direction relative to the longer axis. The dip axis of the search ellipse was set at -55° west to reflect the observed trend of the mineralization down dip.

To interpolate grade into the blocks the ID^2 method was used. With the relatively high assay variability, particularly when recognizing the variable mineralization within the deposit, the minimal criteria for kriging methods were not considered to be met. The internal grade distribution within the model does not have a high confidence level, and therefore the entire resource estimate is categorized as Indicated.

The number of samples used to interpolate a block grade was set at a maximum of 12. Again, this was done to maximize the grade distribution of the blocks. The minimum amount of samples was set at 2, although very few blocks went down to this amount, and the majority of blocks had the maximum number of samples.

Model Validation

The volume of the block model compared to the wireframe model was essentially identical (Table 14-4). The size of the search ellipse and the number of samples used to interpolate grade achieved the desired effect of filling the grade control model, and very few blocks had zero grade interpolated into them.

Because ID^2 interpolation was used the drill hole intersection grades would be expected to show good correlation with the modelled block grades. Visual checks of block grades against the raw data showed excellent correlation between block grades and drill intersections.

At a zero cut-off grade the cumulative total of all the models contain 2.32 Mt @ 0.63 g/t Au and 77.3 g/t Ag, 0.2 % Cu, 0.16 % Pb, and 0.42 % Zn (Table 14-5). Visual checks of the block model grades against the drill hole intersections showed that, as expected, the grades in the blocks proximal to the drill holes were very similar to drill hole grades (Figure 14-3). Checks along the edges of the modeled resource, where drill hole information was distal and there were fewer points to model mineralization, showed that there were areas of spurious high or low grade blocks that are likely due to one or two data points being used in the interpolation. Comprehensive observations along 10 metre section lines did not indicate that, overall, there was any positive or negative bias to these blocks that would skew the global resource grade.

Simple statistical analysis was done of the composite grade distribution and trends against the distribution of the estimated block grades. When the distribution along AuEq grade ranges for the resource block population is compared with the resource composite population both show a logarithmic distribution typical of precious metal deposits. The difference in distribution is a decrease in the lowest grade interval (0-0.10 g/t Au Eq) for the blocks in comparison to the composites, and a matching decrease in the high grade outlier population. This is due to the random distribution of both high and low grade within the Deposit, although this analysis is complicated by the disparate values of each metal used to generate the Au Eq.

Block grades are determined by multiple composites (most use twelve samples), and there are few blocks having enough low or high grade outliers of either metal to result in low or high grade AuEq blocks. As noted above future modelling with better geological controls and possible different interpolation parameters for each metal has the potential to significantly change the spatial distribution of each metal and possibly increase the average grade of the deposit.

Table 14-4: Comparison of Block Model Volume with the Total Volume of the Vein Structures

Deposit	Total Domain Volume (m^3)	Block Model Volume (m^3)	Difference %
Rock and Roll	756,963	756,980	0.00%

Mineral Resource Classification Parameters

The Indicated mineral resource estimate presented in this Technical Report was prepared and disclosed in compliance with all current disclosure requirements for mineral resources set out in the NI 43-101 Standards of Disclosure for Mineral Projects. The classification of the Indicated mineral resource is consistent with current CIM Definition Standards - For Mineral Resources and Mineral Reserves (2014), including the critical requirement that all mineral resources "have reasonable prospects for eventual economic extraction".

A Mineral Resource is a concentration or occurrence of solid material of economic interest in or on the Earth's crust in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction.

The location, quantity, grade or quality, continuity and other geological characteristics of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling.

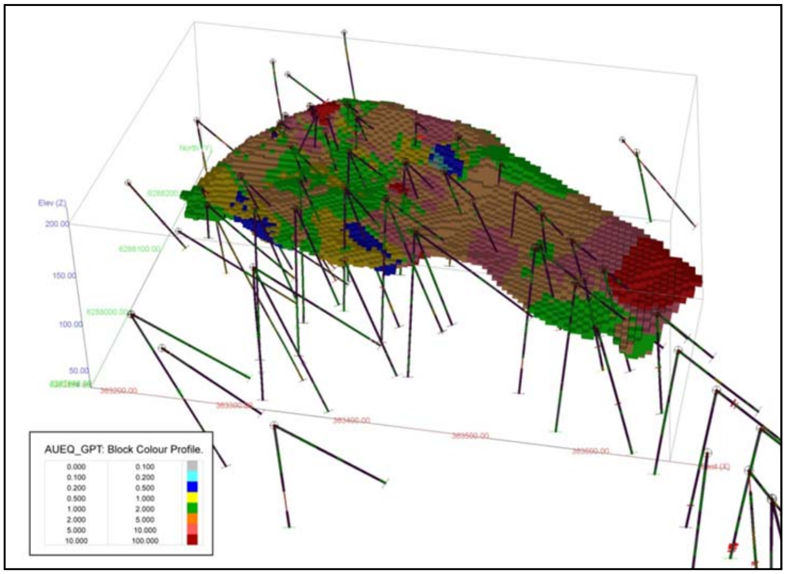
Indicated Mineral Resource

An 'Indicated Mineral Resource' is that part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. Geological evidence is derived from adequately detailed and reliable exploration, sampling and testing and is sufficient to assume geological and grade or quality continuity between points of observation.

An Indicated Mineral Resource has a lower level of confidence than that applying to a Measured Mineral Resource and may only be converted to a Probable Mineral Reserve.

Mineralization may be classified as an Indicated Mineral Resource by the Qualified Person when the nature, quality, quantity and distribution of data are such as to allow confident interpretation of the geological framework and to reasonably assume the continuity of mineralization. The Qualified Person must recognize the importance of the Indicated Mineral Resource category to the advancement of the feasibility of the project. An Indicated Mineral Resource estimate is of sufficient quality to support a Preliminary Feasibility Study which can serve as the basis for major development decisions.

Figure 14-3: Isometric view looking west showing the distribution of resource blocks, at 0.0 g/t Au Eq cut-off, within the Rock and Roll deposit.



Mineral Resource Statement

Review of the modelled blocks at various cut-off grades indicates a contiguous resource body at the 0.50 g/t Au Eq cut-off grade (Figure 14-4). It is considered appropriate to report Indicated resources up to a 0.50 g/t AuEq cut-off grade. At this grade the Rock and Roll deposit contains 2.16 Mt at 0.68 g/t Au, 82.7 g/t Ag, 0.22% Cu, 0.22% Pb, and 0.94% Zn for contained 47,000 ounces gold, 5,734,000 ounces silver, 10.5 Mlb copper, 10.4 Mlb lead and 44.5 Mlb zinc (Table 14-5).

The mineral resource has been estimated at a range of cut-off grades presented in Table 14-5 to demonstrate the sensitivity of the resource to cut-off grades.

Table 14-5: Tonnages and Grades at Various AuEq Cut-off Grades, March 27th, 2018.

Cut-off Grade (AuEq)		Au		Ag	
	Tonnes	Grade (g/t)	Ozs	Grade (g/t)	Ozs
0.0 g/t	2,324,000	0.63	47,000	77.3	5,772,000
0.1 g/t	2,314,000	0.64	47,000	77.6	5,772,000
0.2 g/t	2,307,000	0.64	47,000	77.8	5,771,000
0.3 g/t	2,274,000	0.65	47,000	78.9	5,767,000
0.4 g/t	2,233,000	0.66	47,000	80.2	5,757,000
0.5 g/t	**2,156,000**	**0.68**	**47,000**	**82.7**	**5,734,000**
1.0 g/t	1,751,000	0.80	45,000	98.5	5,544,000
2.0 g/t	1,062,000	1.10	38,000	142.5	4,866,000
5.0 g/t	411,000	1.83	24,000	245.4	3,244,000

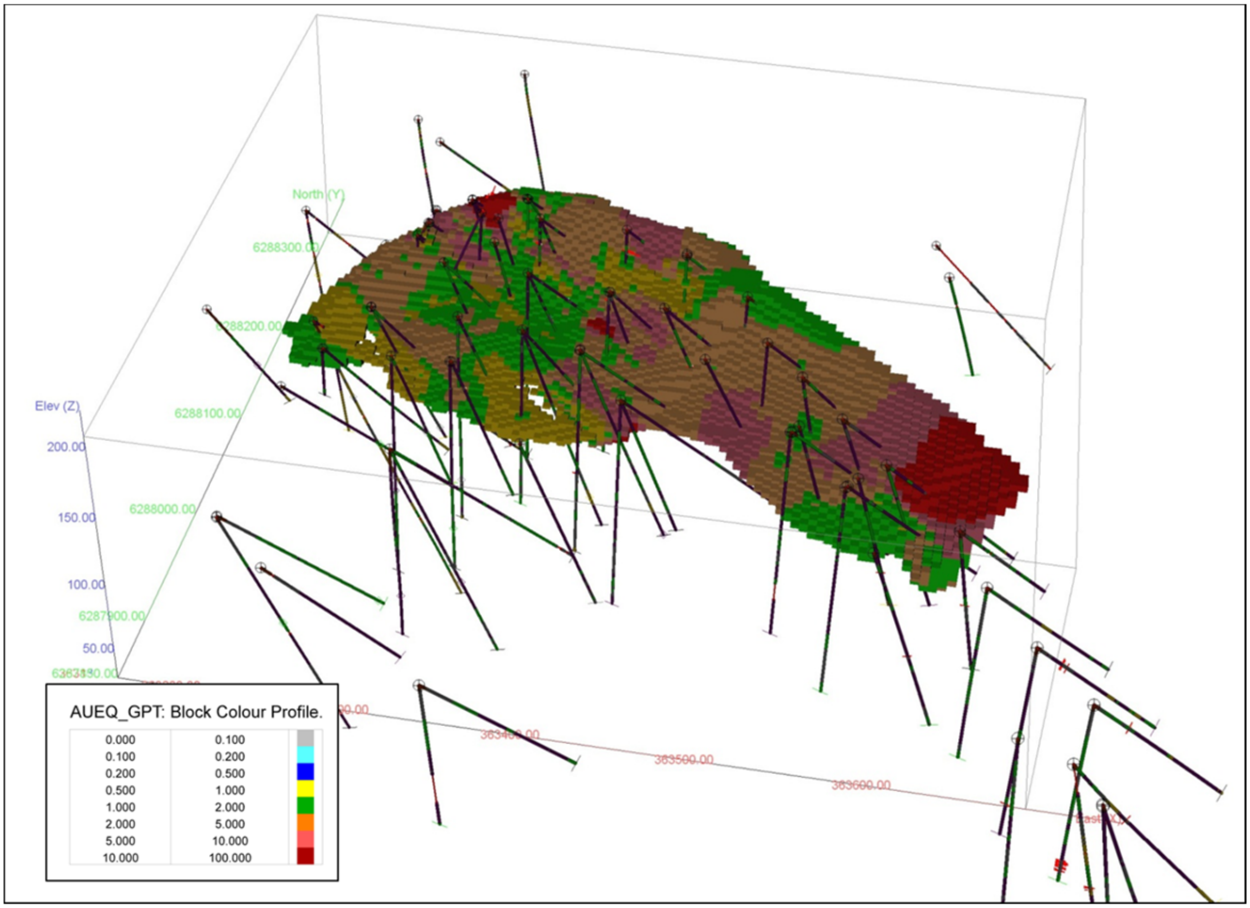
Cut-off Grade (AuEq)	% Copper		% Lead		% Zinc		AuEq*	
	Grade	Lbs	Grade	Lbs	Grade	Lbs	Grade (g/t)	Ozs
0.0 g/t	0.21	10,651,000	0.20	10,464,000	0.88	45,018,000	2.91	217,000
0.1 g/t	0.21	10,651,000	0.21	10,463,000	0.88	45,017,000	2.92	217,000
0.2 g/t	0.21	10,648,000	0.21	10,462,000	0.89	45,012,000	2.93	217,000
0.3 g/t	0.21	10,622,000	0.21	10,458,000	0.90	44,960,000	2.97	217,000
0.4 g/t	0.22	10,584,000	0.21	10,445,000	0.91	44,847,000	3.01	216,000

0.5 g/t	**0.22**	**10,501,000**	**0.22**	**10,400,000**	**0.94**	**44,523,000**	**3.11**	**215,000**
1.0 g/t	0.25	9,724,000	0.26	9,966,000	1.09	42,176,000	3.65	205,000
2.0 g/t	0.32	7,489,000	0.37	8,567,000	1.48	34,649,000	5.08	173,000
5.0 g/t	0.48	4,308,000	0.60	5,450,000	2.25	20,426,000	8.33	110,000

(1) Mineral resources which are not mineral reserves do not have demonstrated economic viability. All figures are rounded to reflect the relative accuracy of the estimate.

(2) Mineral resources are reported at a cut-off grade of 0.5 g/t AuEq. AuEq grade is based $1,000.00/oz Au, $15.80/oz Ag, $2.92/lb Cu, $0.86/lb Pb and $0.86/lb Zn.

Figure 14-4: Isometric view looking west showing the distribution of resource blocks, at 0.5 g/t AuEq cut-off, within the Rock and Roll deposit.



Disclosure

All relevant data and information regarding the Project are included in other sections of this Technical Report. There is no other relevant data or information available that is necessary to make the technical report understandable and not misleading.

INTERPRETATION AND CONCLUSIONS

SGS was contracted by the Issuer to complete an updated NI 43-101 Technical Report for the Property in northwestern British Columbia, Canada. A technical report on the Property was originally written by Murry Jones, Allan Armitage and Joe Campbell in 2011 (Jones et al., 2011) and was titled "Technical Report on the Rock and Roll Property, northwestern British Comumbia, Canada", dated February 23rd, 2011. The original report was written for PFN, now NAM (see news release dated January 31st, 2017 and posted on SEDAR). The Technical Report for the property is posted on SEDAR under NAM's profile. No exploration work has been completed on the Property since the 2011 technical report was published.

The Property hosts a Ag-Au-Zn-Cu-Pb deposit which has been partially delineated by 103 drill holes totalling 13,155 metres. Mineralization is hosted by graphitic argillite and siltstone representing a basin within a package of volcanic and sedimentary rocks that have been intruded by voluminous mafic to intermediate dykes. The Black Dog zone fits in with a broad group of submarine, volcanic associated Ag-Au-Zn-Cu massive sulphide deposits.

Drill data density is on the Property is adequate within the Black Dog horizon between section 5000 and 5400N to delineate the Black Dog deposit, down dip drilling has not been done south of 5000N, in particular around the SRV horizon, which remains open down dip and possibly along strike to north and south.

The 2010 re-sampling program of historic drill core has produced acceptable analytical data through the use of standard reference materials, which were not used in the previous drill programs. The discrepancy noted between Ag-Au values from the 1990-1991 program and the later drilling appears to be related to 1990-91 laboratory analyses as the results of the 2010 re-sampling program match the standards.

Airborne and ground EM conductors extend northwest of the current drill pattern and should be tested by additional drill holes. Drill hole targeting in this area would be assisted by additional interpretation of the airborne time domain EM data collected in 2009, particularly by modelling of potentially deeper EM conductors. The trend and distribution of the airborne conductors suggest that the conductive stratigraphy that hosts the Black Dog horizon may extend across the Iskut River channel to the southern slopes of Mt. Hoodoo. This interpretation is supported by the presence of sulphidic, graphitic argillite, deformed intermediate volcanic rocks and siltstone units, and silicified rocks similar to the Black Dog horizon

Mineralization observed in the diamond drill holes on the Property may indicate several mineralized horizons within the larger stratigraphic section that hosts the Black Dog and SRV zones. The mineralized rock sample taken near the 150 Grid baseline at the south edge of the Iskut River channel (sample 458827) is an example of another mineralized horizon that lies outside the reach of most of the drill holes.

The 2009 and 2010 programs by PFN on the Property have brought the project to the point of estimating a mineral resource compliant with N.I. 43-101 (Table 25-1). The main objective going forward will be to expand that resource through the discovery of new mineralization. The work done by PFN, including compiling data that has not previously been available indicates that there is room to find more mineralization in several target areas. There is room to look down dip and along plunge of the Black Dog and SRV zones, particularly south of Section 5000N. As well, several conductors which extend north from the Black Dog showing have not been tested by diamond drilling. There are indications that there may be multiple mineralized horizons within the Black Dog stratigraphy. The recent airborne geophysical survey in conjunction with geological mapping has shown rocks located north of the Iskut River that have many similarities to the host rocks of the Black Dog zone.

Table 25-1: Rock and Roll Indicated Mineral Resource Estimate, March 27th, 2018 .

Cut-off Grade (AuEq)		Au		Ag	
	Tonnes	Grade (g/t)	Ozs	Grade (g/t)	Ozs
0.5 g/t	2,156,000	0.68	47,000	82.7	5,734,000

Cut-off Grade (AuEq)	% Copper		% Lead		% Zinc		AuEq*	
	Grade	Lbs	Grade	Lbs	Grade	Lbs	Grade (g/t)	Ozs
0.5 g/t	0.22	10,501,000	0.22	10,400,000	0.94	44,523,000	3.11	215,000

RECOMMENDATIONS

At this point, exploration on the Property should focus on the discovery of additional massive sulphide resources outside the currently defined resources of the Black Dog zone. With this aim in mind, a $1.86 million comprehensive exploration program is outlined for the Property in two phases. The first phase program includes geological and geochemical surveying along strike from the Black Dog zone and detailed interpretation of the 2009 airborne geophysical survey. Contingent upon favourable results from Phase I, a follow up drill program comprising 2,500 metres in 10-12 drill holes is proposed to test both existing and newly developed targets for additional massive sulphide mineralization. This program should be accompanied by baseline environmental studies, initial metallurgical testing and community consultation.

A proposed budget for 2018-2019 exploration at the Black Dog zone area is outlined below (Table 26-1).

The Author has reviewed the proposed program for further work on the Property and, in light of the observations made in this report, supports the concepts as outlined by the Issuer. Given the prospective nature of the property, it is the Author's opinion that the Property merits further exploration and that proposed plans for further work are justified. The current proposed work program will help advance the Property and will provide key inputs required to evaluate the economic viability of a mining project on the Property.

The Author recommends that the Issuer conduct the further exploration as proposed, subject to funding and any other matters which may cause the proposed exploration program to be altered in the normal course of its business activities or alterations which may affect the program as a result of exploration activities themselves.

Table 26-1: Recommended 2018/2019 Work Program by the Issuer.

Item	Cost in Cdn$
Phase 1	
Geological Mapping, Geophysical Interpretation	
North of Iskut R., southeast and south of Lost lake	$ 250,000
Community Consultations	
First Nations consultations, permitting, etc.	$ 20,000
Baseline Environmental Studies	
Weather station, water sampling, etc.	$ 30,000
Phase 1 Total	$ 300,000
Phase 2 (contingent upon favorable results from Phase 1)	
Diamond Drilling	
2,500 m NQ diamond drilling (includes all costs related to the drill program).	$1,250,000
Preliminary Metallurgical Testing	
Metallurgical test, assays, report with petrographic studies	$ 10,000
Baseline Environmental Studies	
Weather station, water sampling, etc.	$ 30,000
Community Consultations	
First Nations consultations, permitting, etc.	$ 20,000
Phase 2 total	$ 1,310,000

Sub-Total	$1,610,000
Contingency (5%)	$80,500
Administration (10%)	$ 169,050
Total:	$1,859,550

USE OF PROCEEDS

Proceeds

This is a non-offering Prospectus. The Issuer is not raising any funds in conjunction with this Prospectus and accordingly, there are no distributions or resulting proceeds. There are therefore no estimated net proceeds, nor a provision for escrow for part of any net proceeds.

The sole purpose of this Prospectus is to permit the Issuer to apply to list its common shares on the Exchange provided it has a qualifying business that satisfies the listing requirements of the Exchange. The Issuer is interested in listing on the Exchange because the Issuer is trying to move to a transparent and regulated trading environment, which the Exchange provides, and to deliver greater liquidity to its investors.

Funds Available

As of March 31, 2018, the Issuer had working capital of $338,214. As of May 31, 2018, the Issuer has working capital of approximately 1,598,951.

To date the current management of the Issuer has successfully raised $1,759,500 in capital through private placement financings and intends to continue to raise capital in similar fashion, as needed.

Working capital as at May 31, 2018	$1,598,951
Estimated legal, accounting, administrative and regulatory fees and disbursements	$(40,000)
Funds Available	$**1,558,951**

Principal Purposes

This is a non-offering Prospectus. The Issuer is not raising any funds in conjunction with filing this Prospectus.

Use of Available Funds	
Property expenditure costs	(Phase I) **$**300,000
General and Administrative Expenses	$258,000(1)

(12 months)	
Unallocated Working Capital	$1,000,951
Total	$**1,558,951**

(1) $150,000 of this amount represents consulting fees payable to related parties.

The Issuer has negative cash flow from operating activities in its most recently completed financial year.

The Issuer intends to complete private placements to fund negative cash flow from its most recently completed financial year.

Financing is required to fund the future Phase II work program and raising the additional financing is not guaranteed.

Business Objectives and Milestones

The business objective of the Issuer is to identify, evaluate, acquire and explore mineral properties for the purposes of identifying a mineral resource deposit on the Property or any of the subsequent properties to be acquired by the Issuer for the development of a mine or for the sale of the deposit or the Issuer to a senior mining company.

The Issuer acquired a 100% interest in the Property by:

a) paying to the Vendor $50,000 cash; and

b) issuing to the Vendor 800,000 common shares in its capital stock.

The Issuer's primary objectives over the next 12 months are as follows:

- complete the recommended Phase I work program set in the Technical Report;
- if results warrant and subject to obtaining financing, complete the recommended Phase II work program set in the Technical Report; and
- exercise the option to buy-down the Property's 2% NSR Royalty in part, by the issuance of 300,000 common shares to the 2% NSR Royalty Holders within three business days of listing the Company's shares on the Exchange.

The Issuer anticipates that the estimated time period when the business objectives will be achieved are as follows:

Financial quarter	**Business objectives expected to be achieved**
Q1	Prepare to commence operations on the Phase I work program, and issue 300,000 shares to the 2% NSR Royalty Holders which is required in order to exercise the option in part to buy down 50% of the 2% NSR Royalty.
Q2	Commence operations and start to review results.
Q3	Complete initial review and plan further exploration including selecting

	additional sites and commencing exploration of such sites.
Q4	Complete exploration and analyse the results. The Issuer intends to create a report to prepare for continued exploration.

With respect to the Property, the Issuer's business objective is to conduct exploration programs and to compile the information obtained in an effort to define the mineral potential of the Property. The Issuer may from time to time consider other property acquisition opportunities in the resource sector or acquire any other projects that will bring value to shareholders wherever they may arise.

Financing is required to fund the future Phase II work program and raising the additional financing is not guaranteed.

Management's intention is to proceed with the recommended exploration as soon as practically possible once it has completed its listing on the Exchange under the Prospectus. It is possible that some portions of the net proceeds allocated for such work programs will be devoted to other acquisition, development or exploration opportunities identified by the Issuer from time to time.

Due to the nature of the business of mineral exploration, budgets are regularly reviewed with respect to both the success of the exploration program and other opportunities which may become available to the Issuer. Accordingly, the Issuer may abandon in whole or in part any of its property interests or may, as work progresses, alter the recommended work program, or may make arrangements for the performance of all or any portion of such work by other persons or companies and may use any funds so diverted for the purpose of conducting work or examining other properties acquired by the Issuer , although the Issuer has no present plans in this respect. Subscribers pursuant to the Prospectus must rely on the experience, good faith and expertise of management of the Issuer with respect to future acquisitions and activities.

A summary of the estimated annual general and administrative costs for the 12 months following listing of the Issuer's common shares on the Exchange is as follows:

Item	**Amount**
Professional fees (legal, accounting, tax)	$25,000
Consulting fees (management and administration)	$150,000
Corporate and shareholder communications	$30,000
Rent	$18,000
Office (supplies, services, travel)	$15,000
Marketing and promotion	$5,000
Transfer agent and regulatory fees	$15,000
Estimated 12 month general and administrative expenses	**$258,000**

DIVIDENDS OR DISTRIBUTIONS

The Issuer has not paid out any dividends or distributions and does not have a policy regarding dividends or distributions. The Issuer does not face any restrictions which would prevent it from paying dividends.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following management discussion and analysis (MD&A) provides information on the activities of the Issuer for the initial year from incorporation on July 1, 2017 to March 31, 2018, and should be read in conjunction with the audited financial statements as at March 31, 2018. The referenced financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars unless otherwise indicated. See "List of Exemptions from Instrument."

Readers are cautioned that management's discussion and analysis contains "forward-looking statements". Forward-looking statements reflect the Issuer's current views with respect to future events, are based on information currently available to the Issuer and are subject to certain risks, uncertainties, and assumptions. Forward-looking statements include, but are not limited to, statements with respect to the success of mining exploration work, title disputes or claims, environmental risks, unanticipated reclamation expenses, the estimation of mineral reserves and resources and capital expenditures. In certain cases, forward-looking statements can be identified by the use of words such as "intends", "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to international operations, fluctuation of currency exchange rates, actual results of current exploration activities, changes in project parameters as plans are refined over time, the future price of gold and other precious or base metals, possible variations in mineral resources, grade or recovery rates, accidents, labour disputes and other risks of the mining industry, delays in obtaining, or inability to obtain, required governmental approvals or financing, as well as other factors discussed under "Risks and Uncertainties". Although the Issuer has attempted to identify material factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. The Issuer has made numerous assumptions about the forward-looking statements and information contained herein, including among other things, assumptions about the Issuer's anticipated costs and expenditures and its ability to achieve its goals. Even though the Issuer's management believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that the forward-looking statements statement or information will prove to be accurate. Forward-looking statements contained in this MD&A are made as of the date of this report. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Issuer will update forward-looking statements in its management discussion and analysis as required by applicable law.

Overall Performance

The Issuer is a junior mineral exploration entity without any operating segments. It has one project in Northwestern British Columbia that is based on gold which is a worldwide saleable commodity subject to the normal variations in the global market. No extraordinary circumstances have or are expected to affect the Issuer's operations outside the normal risks inherent in the global economy. An upturn in the global demand could increase the cost of acquisition and exploration but it would also increase the potential and interest in acquisitions and developing prospects that would attract capital to the Issuer.

No extraordinary trends or risks have or will affect the Issuer's financial statements.

Selected Annual Information

The following table provides a brief summary of the Issuer's financial operations for its most recently completed financial year:

	For the period from incorporation on July 1, 2017 to March 31, 2018
Total assets	$ 521,474
Total liabilities	$ 47,510
Shareholders' equity (deficiency)	$ 473,964
Major operating expense items	
Consulting fees	$ 30,000
Professional fees	$ 29,590
Regulatory and transfer agent fees	$ 483
Net loss	$ (61,036)
Basic loss per share	$ (0.02)

Analysis of annual cash flows:

In its initial period from incorporation July 1, 2017 to March 31, 2018, the Issuer raised a total gross amount of $455,000 from private placements. No finders' fees were paid. The Issuer spent $50,000 under the agreement to acquire the Property, and paid $5,250 to update the Technical Report on the Property. After operating costs of $21,189, the Issuer had cash and cash equivalents at March 31, 2018 of $383,311.

Results of Operations

Three months ended March 31, 2018 compared to three months ended December 31, 2017:

The Issuer incurred a net loss of $59,890 in the three months ended March 31, 2018, compared to a net loss of $1,055 the prior quarter. The current loss consists primarily of consulting fees of $30,000 and professional fees of $29,590 respectively. The consulting fees for the current period were charged by related parties ($27,500) and others ($2,500), with $17,500 of the related party fees remaining payable as at March 31, 2018. The CEO is charging $5,000 per month for his full time services, and the CFO, Corporate secretary and executive chairman of the board are each charging a $2,500 monthly fee. Professional fees consist primarily of legal and audit fees. Prior to January 1, 2018, no consulting or professional fees were incurred by the Issuer, and the net loss of $1,055 in the prior quarter consisted of marketing costs and transfer agent fees.

The Issuer plans to list on the Exchange, and the work done to date includes acquisition of a mineral property of merit and the preparation of a listing agreement, the audit of the financial statements and the establishment of the books, records, processes and controls to ensure compliance with regulatory requirements.

Summary of Quarterly Reports

	Three Months Ended March 31, 2018	Three Months Ended December 31, 2017	Three Months Ended September 30, 2017
Total assets	$ 521,474	$ 14,910	$ 7,409
Total liabilities	$ 47,510	$ 1,071	$ -
Shareholders' equity (deficiency)	$ 473,964	$ 13,854	$ 7,409
Consulting fees	$ 30,000	$ -	$ -
Professional fees	$ 29,590	$ -	$ -
Marketing	$ -	$ 673	$ -
Net income (loss)	$ (59,890)	$(1,055)	$ (91)
Earnings (loss) per share- basic	$ (0.00)	$ (0.00)	$ (0.00)

Liquidity and capital management

The Issuer has no commercial operations or source of revenue, no long term debt, and no externally imposed capital requirements other than those specified under continuous listing requirements. Its capital is, at this time, its issued share capital. The capital for operations and property exploration has and is expected to come from the issuance of common shares or units for the foreseeable future. The Issuer's objectives when managing its capital are to fund critical exploration work, meet its on-going liabilities, continue as a going concern, maintain creditworthiness by maintaining capital balances over the periods to alleviate unexpected cash flow shortfalls, and to ultimately maximize returns for shareholders over the long term. Private placement financings cause dilution to shareholders, but the relative dilution declines as the share issuance price rises. In that respect, each of the Issuers's private placements have closed at successively higher share prices. The Issuer raised enough funds in its initial fiscal year to acquire an exploration property of merit, work towards the listing the Company's shares for trading on the CSE Exchange, finance the first phase of exploration on the Property and provide sufficient working capital for the ensuing 12 months.

Meeting capital management objectives, as a non-revenue early stage explorer, demands that the Issuer consider its company's internal, exploration and financing risks at any particular time, as its weighs different courses of action.

The Issuer's working capital as at May 31, 2018 is approximately $1,598,951 as follows:

Analysis of working capital, May 31, 2018

Cash and cash equivalents	$	1,606,595
Receivables, advances and deposits		17,481
Accounts payable and accrued liabilities		(25,125)
Total net working capital	$	1,598,951

Off Balance Sheet Arrangements

As of the date of this Prospectus, the Issuer does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Issuer.

Transactions with Related Parties

The following related parties for the periods presented include directors and key management personnel, including those entities in which such individuals may hold positions that result in them having control or significant influence over the financial or operation policies of these entities:

a) Hatch 8 Consulting is controlled by Gordon Lam, the current Chief Executive Officer and a director of the Issuer, and provides consulting services to the Issuer.

b) Lever Capital Corp. is a company owned by Jon Lever, the Chief Financial Officer of the Issuer, that provides consulting services to the Issuer.

c) Sameen Oates, the Issuer's Corporate Secretary, provides general administrative services, bookkeeping and corporate secretarial services to the Issuer.

d) Avanti Consulting Inc. is a company controlled by Fiore Aliperti, a director of the Issuer who acts as Chairman of the Board, and provides consulting services to the Issuer.

The aggregate value of fee-based transactions and outstanding balances relating to the above noted related parties are as follows:

		Transactions for the period from incorporation on July 1, 2017 to March 31, 2018	Balance payable as at March 31, 2018
Hatch 8 Consulting	**(a)**	**$ 15,000**	**$ 5,250**
Lever Capital Corp.	**(b)**	**2,500**	**2,625**
Corporate Secretary	**(c)**	**2,500**	**2,625**
Avanti Consulting Inc.	**(d)**	**7,500**	**7,875**
Total		**$ 27,500**	**$ 18,375**

Critical Accounting Estimates

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

The financial statements have been prepared on a historical cost basis, except for certain financial instruments which are classified as fair value through profit or loss. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Adoption of new and amended accounting standards

Please refer to the March 31, 2018 audited financial statements included in this Prospectus.

Financial Instruments

Please refer to the March 31, 2018 audited financial statements included in this Prospectus.

Disclosure of Outstanding Security Data

The total number of common shares outstanding as of the date of this Prospectus is 19,018,001 shares.

Share activity subsequent to March 31, 2018 is as follows:

> The Issuer completed a two-tranche private placement totalling gross proceeds of $1,304,500 by the issuance of 5,218,000 units at a price of $0.25 per unit. Each unit consists of one common share and one-half of one share purchase warrant. Each full warrant, of which there are 2,609,000, is exercisable into one further common share at a price of $0.50 per share for a period of two years. The first tranche closed on April 30, 2018 raising $1,024,500 by issuing 4,098,000 units, and the second tranche closed on May 10, 2018 raising $280,000 by issuing 1,120,000 units.

Stock options

At the date of this Prospectus, there were 1,500,000 stock options that shall be granted and outstanding as of the Listing Date, all exercisable at $0.25 per common shares until the 5th anniversary of the Listing Date.

EARNINGS COVERAGE RATIOS

Not applicable.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Share Capital

The authorized capital of the Issuer consists of an unlimited number of common shares without par value.

Common Shares

As of the date of the Prospectus, 19,018,001 common shares were issued and outstanding as fully paid and non-assessable securities. Holders of common shares are entitled to one vote per share upon all matters on which they have the right to vote. The common shares do not have pre-emptive rights and are not subject to redemption. Holders of the common shares are entitled to receive such dividends as may be declared by the Board of Directors out of funds legally available therefore. In the event of dissolution or winding up of the affairs of the Issuer, holders of the common shares are entitled to share rateably in all assets of the Issuer remaining after payment of all amounts due to creditors.

Warrants

As of the date of the Prospectus, there are 2,609,000 share purchase warrants issued and outstanding. All are exercisable at $0.50 per share, with 2,049,000 warrants expiring on April 30, 2020 and 560,000 warrants expiring on May 10, 2020.

CONSOLIDATED CAPITALIZATION

The following table sets forth the share capital of the Issuer as at the dates below. The table should be read in conjunction with and is qualified in its entirety by the Issuer's audited financial statements for the fiscal period ended March 31, 2018.

	As of March 31, 2018	As of the date of the Prospectus (unaudited)
Common Shares	13,800,001	19,018,001[(1)]
Debt	Nil	Nil

[(1)] Does not include any common shares issuable upon the exercise of outstanding incentive stock options.

Fully Diluted Share Capitalization

Common Shares	Amount of Securities	Percentage of Total (%)
Issued and outstanding as at March 31, 2018	13,800,001	59.67%
Pre-listing Financing Shares	5,218,000	22.56%
Pre-listing Financing Warrants	2,609,000	11.28%
Common Shares reserved for issuance upon exercise of the incentive stock options	1,500,000	6.49%
Total Fully Diluted Share Capitalization after the Listing	23,127,001	100%

OPTIONS TO PURCHASE SECURITIES

As of the date of the Prospectus, the Issuer shall grant the following incentive stock options to purchase common shares of the Issuer as of the Listing Date to its officers, directors, employees and consultants in accordance with its stock option plan (the "Stock Option Plan"):

Category of Option Holders (number of people)	Number of Options held as of the date of the Prospectus	Number of Options held [(1)]	Exercise Price and Expiration Dates
Directors and Officers (6)	Nil	1,200,000	$0.25 per common share for a term of 5 years from the date the Issuer's common shares are listed for trading on the Exchange
Employees	Nil	Nil	N/A
Consultants	Nil	300,000	$0.25 per common share for a term of 5 years from the date the Issuer's common shares are listed for trading on the Exchange
Others	Nil	Nil	N/A
TOTAL	**Nil**	**1,500,000**	

[(1)] The directors,officers, and employees of the Issuer and others shall have been granted 1,500,000 incentive stock options outstanding as of the Listing Date. The details regarding the incentive stock options are set out below.

The Issuer shall have granted non-transferable incentive stock options to purchase 1,500,000 common shares at $0.25 per common share as of the Listing Date to officers, directors and consultants of the Issuer expiring on the 5th anniversary of the Listing Date. The incentive stock options shall have been granted as of the Listing Date to the directors and officers of the Issuer as follows:

Gordon Lam – 350,000 incentive stock options
Fiore Aliperti – 250,000 incentive stock options
Michael Sikich – 125,000 incentive stock options
Jason Leikam – 125,000 incentive stock options
Jon Lever – 200,000 incentive stock options
Sameen Oates – 150,000 incentive stock options

The following is a summary of the material terms of the Issuer's Stock Option Plan:

(a) directors, officers, employees, consultants and related persons of the Issuer, or persons engaged in investor relations activities on behalf of the Issuer are eligible to receive grants of options under the Stock Option Plan;

(b) the maximum number of common shares reserved for issuance upon exercise of options granted pursuant to the provisions of the Stock Option Plan at any time shall not exceed 10% of the issued and outstanding common shares of the Issuer at the relevant time less any common shares required to be reserved with respect to any other options granted prior to the adoption and implementation of the Stock Option Plan.

(c) the exercise price of any options granted is determined by the Board of Directors in its sole discretion as of the date the Board of Directors grants the options, and shall not be less than the greater of the closing market prices of the Issuer's common shares traded through the facilities of any stock exchange or exchanges or other trading facility or system on which the common shares of the Issuer may be listed or traded on (a) the trading day immediately prior to the date of the grant, and (b) the date of the grant, less any discount permitted by such exchange, trading facility or system;

(d) options granted under the Stock Option Plan are non-assignable and non-transferable and exercisable for a period of up to five (5) years;

(e) an optionee's options expire no later than up to one year following the date of the termination of optionee's employment or engagement by the Issuer, or no later than thirty (30) days if the optionee was engaged in investor relations activities; and

(f) notwithstanding the foregoing, if an optionee dies, any vested options held by him or her at the date of death will become exercisable by the optionee's heirs, executors, administrators or other legal representatives lawful personal representatives, heirs or executors for a period of one year following the date of death of the optionee.

Under the Stock Option Plan, the number of common shares which may be reserved for issue: (i) to any one individual in any twelve (12) month period shall not exceed 5% of the issued and outstanding common shares calculated at the date the option was granted; (ii) to any one consultant in a twelve (12) month period shall not exceed 2% of the issued and outstanding common shares calculated at the date the option was granted; and (iii) to all persons providing investor relation services, no more than 1% of the of the issued and outstanding common shares calculated at the date the option was granted

PRIOR SALES

During the past twelve months the Issuer issued the following securities:

On May 10, 2018, the Issuer issued 1,120,000 units at $0.25 per unit having a deemed aggregate value of $280,000. Each unit consists of one common share and one-half of one share purchase warrant, with each full warrant exercisable at $0.50 per share for a two year period.

On April 30, 2018, the Issuer issued 4,098,000 units at $0.25 per unit having a deemed aggregate value of $1,024,500. Each unit consists of one common share and one-half of one share purchase warrant, with each full warrant exercisable at $0.50 per share for a two year period.

On March 12, 2018, the Issuer issued 800,000 common shares at $0.10 per share having a deemed aggregate value of $80,000 as partial payment for the Property.

On March 7, 2018, the Issuer issued 3,000,000 common shares at $0.10 per share having a deemed aggregate value of $300,000.

On February 5, 2018, the Issuer issued 7,000,000 common shares at $0.02 per share having a deemed aggregate value of $140,000.

On November 6, 2017, the Issuer issued 1,500,000 common shares at $0.005 per share having a deemed aggregate value of $7,500.

On July 12, 2017, the Issuer issued 1,500,000 common shares at $0.005 per share having a deemed aggregate value of $7,500.

On July 1, 2017, the Issuer issued 1 common share at $0.005 per share.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

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

(a) a person or company who acted as a promoter of the issuer within two years before the Prospectus;

(b) a director or senior officer of the issuer or any of its material operating subsidiaries at the time of the Prospectus;

(c) a 20% holder – a person or company that holds securities carrying more than 20% of the voting rights attached to the issuer's outstanding securities; or

(d) a 10% holder – a person or company that (i) holds securities carrying more than 10% of the voting rights attached to the issuer's outstanding securities and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the issuer or any of its material operating subsidiaries.

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

The escrowed shares are subject to the direction and determination of the British Columbia Securities Commission (the "BCSC") and the Exchange. Specifically, escrowed shares may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without the consent of the

Exchange, except as permitted by the Escrow Agreement entered into substantially in the form of NP 46-201F1.

The following is a table indicating the total number of common shares escrowed and their respective percentages.

Designation of class	Number of securities in escrow	Percentage of class after the Listing
Common	10,000,001	52.58%

(1) These common shares held in escrow by the Transfer Agent pursuant to the terms as set out below.

The following are particulars of the common shares of the Issuer subject to escrow requirements pursuant to NP 46-201 as of the date of the Prospectus:

Shareholder(1)	Number of Common Shares	Percentage of class at the date of the Prospectus
Gordon Lam	2,100,001	11.04%
Fiore Aliperti	2,100,000	11.04%
Michael Sikich	2,100,000	11.04%
Jason Leikam	500,000	2.63%
Jon Lever	500,000	2.63%
Sameen Oates	150,000	0.79%
Non-insider shareholders	2,550,000	13.41%
Total	**10,000,001**	**52.58%**

(1) The common shares are held in escrow by the Transfer Agent and will be released in accordance with the following schedule:

On the date the Issuer's securities are listed on the Exchange (the listing date)	1/10 of the escrow securities
6 months after the listing date	1/6 of the remaining escrow securities
12 months after the listing date	1/5 of the remaining escrow securities
18 months after the listing date	1/4 of the remaining escrow securities
24 months after the listing date	1/3 of the remaining escrow securities
30 months after the listing date	1/2 of the remaining escrow securities
36 months after the listing date	The remaining escrow securities

In the simplest case, where there are no changes to the escrow securities initially deposited and no additional escrow securities, the release schedule outlined above results in the escrow securities being released in equal tranches of 15% after completion of the release on the Listing Date.

The Issuer's transfer agent will be Computershare Investor Services Inc..

PRINCIPAL SHAREHOLDERS

To the knowledge of the Issuer's directors and senior officers, no persons shall beneficially own, directly or indirectly, or exercise control or direction over common shares carrying more than 10% of all voting rights:

Upon completion of the Listing, the directors, officers, insiders and promoters of the Issuer shall hold in the aggregate 7,450,001 common shares representing 39.17% of the common shares which will then be issued and outstanding.

DIRECTORS AND OFFICERS

Name, Address, Occupation, and Security Holding

The following table sets forth particulars regarding the current directors and officers of the Issuer:

Name, Position with the Issuer and Municipality of Residence	Principal Occupation For Past Five Years	Number and Percentage of Securities Beneficially Owned or controlled directly or indirectly, as of the date of the Prospectus(2)(3)	
Gordon Lam, CEO and Director *Delta, B.C, Canada* (1)	Mr. Lam is the CEO and a director of the Issuer. He is also currently the CEO of Hatch 8 Capital (October 2014 – present). In addition, Mr. Lam also currently serves as the Chief Financial Officer of Matoot Games Ltd. (March 2014 – present). Previously, Mr. Lam was self-emplyed as a consultant (July 2013 – October 2014) and has served as an investment advisor with PI Financial Corp (January 2009 – July 2013).	2,100,001	11.04%
Fiore Aliperti, Executive Chairman and Director *Vancouver,* *B.C., Canada*	Mr. Aliperti is the Executive Chairman and a director of the Issuer. He is also the President of Avanti Consulting Inc. (December 2009 – present); President and CEO (July 2013 – present) and Director (February 2012 – present) of Metallis Resources Inc; and a director of Datinvest International Ltd. (June 2014 – present).	2,100,000	11.04%
Michael Sikich, Director *Vancouver, B.C. Canada(1)*	Mr. Sikich is a director of the Issuer and Managing Broker of TRG – the Residental Group Downtown Realty (September 2006 – present).	2,100,000	11.04%
Jason Leikam, Director *Vancouver, B.C.* *Canada* (1)	Mr. Leikam is a director of the Issuer. He has been a director of Northern Lights Resources Copr. (January 2012 – February 2015) and Aleafia Health Inc. (formerly, Canabo Medical Inc.) (August 2011 – June 2016). Mr. Leikam's principal occupation is a businessman.	500,000	2.63%
Jon Lever, CFO *Vancouver, B.C. Canada*	Mr. Lever is the Chief Financial Officer of the Issuer. In addition to his currently role with the Issuer, Mr. Lever is also the Chief Financial Officer and a director of Metallis Resources Inc. (May 2012 – present), a Vancouver based TSX-V listed mining company. Previously, Mr. Lever has served as the Chief Financial Officer of Concord Green Energy Holdings Ltd. (formerly, Solar Alliance Energy Inc.) (June 2006 – January 2016) and Salmon River Resources Ltd. (December 2004 – June 2015).	500,000	2.63%
Sameen Oates, Corporate Secretary, *North Vancouver, B.C.* *Canada*	Mrs. Oates is the Corporate Secretary of the Issuer. In addition to her current role with the Issuer, she is also the Corporate Secretary for Metallis Resources Inc. (February 2012 – present). Previously, Mrs. Oates has served as the Corporate Secretary for various TSX-V listed companies, including Golden Raven Resources Inc. (July 2010 – February 2012) and Seahawk Ventures Inc. (June 2011 – February 2013.	150,000	0.79%

(1) Members of the Audit Committee.

(2) Percentage is based on 19,018,001 common shares issued as of the date of the Prospectus and does not include shares to be issuable upon the exercise of any incentive stock options held on completion of the Listing.

(3) All of these shares shall be subject to escrow (see "Escrowed Securities").

The terms of the foregoing director and officer appointments shall expire at the next annual general meeting of shareholder of the Issuer.

Biographies

A description of the principal occupation for the past five years and summary of the experience of the directors and officers of the Issuer is as follows:

Gordon Lam, age 43, is the CEO and a director of the Issuer. He is also currently the CEO and owner of Hatch 8 Capital (October 2014 – present). In addition, Mr. Lam also currently serves as the Chief Financial Officer of Matoot Games Ltd. (March 2014 – present). Previously, Mr. Lam has been self-employed as a consultant (July 2013 – October 2014) and has served as an investment advisor with PI Financial Corp (Janaury 2009 – July 2013). He received his Bachelor of Commerce from the University of British Columbia. Mr. Lam devotes approximately 100% of his working time to the Issuer's affairs.

Fiore Aliperti, age 53, is the Executive Chairman and a director of the Issuer. He is also the President of Avanti Consulting Inc. (December 2009 – present); President, CEO and a director of Metallis Resources Inc. (February 2012 – present); and a director of Datinvest International Ltd. (June 2014 – present). Mr. Aliperti has over twenty five years of business experience in the private sector. Mr. Aliperti devotes approximately 25% of his working time to the Issuer's affairs.

Michael Sikich, age 47, is a director of the Issuer and Managing Broker of TRG – the Residental Group Downtown Realty (September 2006 – present). Mr. Sikich has over two decades of business experience in both private enterprise and with public companies. Mr. Sikich is the owner of a real estate company currently employing over 150 people with sales of several hundred million dollars annually which have required Mr. Sikich to understand, review and approve financial statements. Mr. Sikich devotes approximately 10% of his working time to the Issuer's affairs.

Jason Leikam, age 47, has been a director of the Issuer since December 2017. Mr. Leikam has been a director of Northern Lights Resources, a company focused on natural resources exploration from 2012 until 2015) and Aleafia Health Inc. (formerly, Canabo Medical Inc.) from 2011 to 2016, a company that was operating a Canadian, physician-led clinic network for medical cannabis. Mr. Leikam's principal occupation is a businessman. Mr. Leikam devotes approximately 10% of his working time to the Issuer's affairs.

Jon Lever, age 57, is the Chief Financial Officer of the Issuer. In addition to his current role with the Issuer, Mr. Lever is also the Chief Financial Officer and a director of Metallis Resources Inc. (May 2012 – present), a Vancouver based TSX-V listed mining company. Mr. Lever is a Chartered Professional Accountant under the Chartered Professional Accountants of British Columbia. Previously, Mr. Lever was the Chief Financial Officer of Concord Green Energy Holdings Ltd. (formerly, Solar Alliance Energy Inc.) (July 2006 – January 2016). Mr. Lever received his Bachelor of Arts in Economics from the University of British Columbia. Mr. Lever devotes approximately 50% of his working time to the Issuer's affairs.

Sameen Oates, age 37, is the Corporate Secretary of the Issuer. In addition to her current role with the Issuer, Mrs. Oates is also the Corporate Secretary for Metallis Resources Inc. (February 2012 – present). Previously, Mrs. Oates has served as the Corporate Secretary for various TSX-V listed companies, including Golden Raven Resources Inc. (July 2010 – February 2012) and Seahawk Ventures Inc. (June 2011 – February 2013). Mrs. Oates devotes approximately 50% of her working time to the Issuer's affairs.

Aggregate Ownership of Securities

On completion of the Listing, all directors, officers, and promoters of the Issuer, as a group, will directly or indirectly beneficially own 7,450,001 common shares, representing approximately 39.17% of the issued and outstanding common shares on an undiluted basis.

Corporate Cease Trade Orders

Other than as set out below, no director, officer, promoter or other member of management of the Issuer has, within the past ten years from the date of the Prospectus, been a director, officer or promoter of any other issuer that:

(a) was the subject of a cease trade order or an order similar to a cease trade order or an order that denied the issuer access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days while that person was acting in that capacity; or

(b) was the subject of a cease trade order or an order similar to a cease trade order or an order that denied the issuer access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days after that person ceased to act in that capacity and which resulted from an event that occurred while that person was acting in such capacity.

Mr. Fiore Aliperti, Mr. Jon Lever and Mr. Michael Sikich were each a director of, and Mrs. Sameen Oates was the Corporate Secretary of Coltstar Ventures Inc. (now known as Metallis Resources Inc.) when it became subject to a cease trade order issued by the BCSC on May 9, 2012 for failure to file interim and annual financial statements by the due date. A cease trade order was issued by the Ontario Securities Commission on May 30, 2012 and subsequently by the Alberta Securities Commission on August 10, 2012. The company subsequently filed its late annual and interim period filings and addressed all issues raised by the respective securities commissions and the TSX-V. The cease trader orders were revoked on June 14, 2013, the company's shares were re-listed for trading on the TSX-V.

Mr. Jon Lever was an officer of Salmon River Resources Ltd. when it became subject to a cease trade order issued by the BCSC on November 5, 2013 for failure to file its 2013 annual audited financial statements for the year ended June 30, 2013. The company remains cease traded as such statements have not been filed as at the date of this Prospectus.

Corporate and Personal Bankruptcies

No director, officer, or promoter of the Issuer, or a shareholder of the Issuer holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer, or a personal holding company of any such persons,

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

(b) has, within the 10 years before the date of the Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or has been subject to or has instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold such person's assets.

Penalties or Sanctions

No director, officer, or promoter of the Issuer, or a shareholder of the Issuer holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer, 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 has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors and officers of the Issuer holding positions as directors or officers of other companies. Some of the directors and officers have been and will continue to be engaged in the identification and evaluation of assets and businesses, with a view to potential acquisition of interests in businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers will be in direct competition with the Issuer. Conflicts, if any, will be subject to the procedures and remedies under the BCBCA.

EXECUTIVE COMPENSATION

Compensation of Executive Officers

The Compensation Discussion and Analysis section explains the compensation program for the fiscal year ended March 31, 2018 for the Issuer's Named Executive Officers (as that term is defined under applicable securities legislation).

Compensation Discussion and Analysis

The compensation of the executive officers is determined by the Board of Directors, based in part on recommendations from the Chief Executive Officer.

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

The executive officer compensation consists of two basic elements: i) base salary; and ii) incentive stock options. The details are set out in the Summary Compensation Table.

The base salary established for each executive officer is intended to reflect each individual's responsibilities, experience, prior performance and other discretionary factors deemed relevant by the Board. In deciding on the salary portion of the compensation of the executive officers, major consideration is given to the fact that the Issuer is an early stage exploration Issuer and does not generate any material revenue and must rely exclusively on funds raised from equity financing. Therefore, greater emphasis may be put on incentive stock option compensation.

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

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES
(for the fiscal year ended March 31, 2018)

Name and Principal position	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of Perquisites ($)	All other compensation ($)	Total compensation ($)
Gordon Lam, CEO[(1)]	**2018**	**15,000**	**Nil**	**Nil**	**Nil**	**Nil**	**15,000**
Fiore Aliperti, Executive Chairman[(2)]	**2018**	**7,500**	**Nil**	**Nil**	**Nil**	**Nil**	**7,500**
Jon Lever, CFO[(3)]	**2018**	**2,500**	**Nil**	**Nil**	**Nil**	**Nil**	**2,500**
Sameen Oates, Corporate Secretary[(4)]	**2018**	**2,500**	**Nil**	**Nil**	**Nil**	**Nil**	**2,500**

(1) Mr. Lam was appointed as the CEO of the Issuer effective January 1, 2018 and receives monthly remuneration of $5,000 per month through his personal services corporation.
(2) Mr. Aliperti was appointed as the Executive Chair of the Issuer effective January 1, 2018 and receives monthly remuneration of $2,500 per month through his personal services corporation.
(3) Mr. Lever was appointed as the CFO of the Issuer effective March 1, 2018 and receives monthly remuneration of $2,500 per month through his personal services corporation.
(4) Mrs. Oates was appointed as the Corporate Secretary of the Issuer effective March 1, 2018 and receives monthly remuneration of $2,500 per month.

COMPENSATION SECURITIES
(for the fiscal year end of March 31, 2018)[(1)]

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price ($)	Closing price of security or underlying security on date of grant ($)	Closing price of security or underlying security at year end ($)	Expiry Date
N/A	**Stock option**	**Nil**	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**

(1) The Issuer shall have granted non-transferable incentive stock options to purchase 1,500,000 common shares at $0.25 per common share outstanding as of the Listing Date to officers, directors and consultants of the Issuer expiring on the 5th anniversary of the Listing Date. The Incentive stock options shall have been granted to the directors and officers of the Issuer as follows:

Gordon Lam – 350,000 incentive stock options
Fiore Aliperti – 250,000 incentive stock options
Michael Sikich – 125,000 incentive stock options
Jason Leikam – 125,000 incentive stock options
Jon Lever – 200,000 incentive stock options
Sameen Oates – 150,000 incentive stock options

PENSION PLAN BENEFITS

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

TERMINATION AND CHANGE OF CONTROL BENEFITS

In fiscal year ended 2018, the Issuer did not have a compensatory plan, contract or arrangement where a Named Executive Officer is entitled to receive more than $100,000 to compensate such executive officers in the event of resignation, retirement or other termination, a change of control of the Issuer or its subsidiaries or a change in responsibilities following a change in control, except as follows:

If any of the services agreements between the Company and any of the personal services corporations of Mr. Lam, Mr. Aliperti and Mr. Lever are terminated by the Company without cause, such personal services corporation shall be entitled to receive an amount equal to the then applicable and outstanding monthly fees under the services agreement with the Company, 24 months of monthly fees, replacement of 24 months of any health benefits and a bonus payment of not less than an amount equal to the average of the last two annual bonus or incentive payments paid to him by the Company. In the event that the services of such personal services corporation are terminated by the Company without cause within 12 months following a change of control, there shall be an entitlement to receive an amount equal to 24 months of the then applicable service fees, benefits and a bonus payment of not less than an amount equal to two times the average of the last three annual bonus or incentive payments previously paid by the Company.

EQUITY COMPENSATION PLAN INFORMATION
(for the fiscal year ended March 31, 2018)

	Number of securities to be issued upon exercise of outstanding options, warrants and rights (#)	Weighted-average exercise price of outstanding options, warrants and rights ($)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)
Plan Category	**(a)**	**(b)**	**(c)**
Equity compensation plans approved by securityholders	**1,500,000**	**Nil**	**401,800**
Equity compensation plans *not* approved by securityholders	**Nil**	**Nil**	**Nil**
Total	**1,500,000**	**Nil**	**401,800**

There are no employment contracts between either the Issuer and the above-named executive officers other than disclosed herein or in the financial statements.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, officer or promoter of the Issuer is or has been indebted to the Issuer at any time.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board of Directors, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board of Directors and who are charged with the day-to-day management of the Issuer. The Board of Directors is committed to sound corporate governance practices, which are in the interest of the shareholders of the Issuer and contribute to effective and efficient decision making.

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

1. Board of Directors

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

(a) the *BCBCA*;

(b) the Issuer's articles of incorporation;

(c) the charters of the Board of Directors and the Audit Committee; and

(d) other applicable laws and company policies.

The Board of Directors approves all significant decisions that affect the Issuer before they are implemented. The Board of Directors supervises their implementation and reviews the results.

The Board of Directors is actively involved in the Issuer's strategic planning process. The Board of Directors discusses and reviews all materials relating to the Issuer’s strategic plan with management. The Board of Directors is responsible for reviewing and approving the strategic plan. At least one Board of Directors meeting each year is devoted to discussing and considering the strategic plan, which takes into account the risks and opportunities of the business. Management must seek the Board of Directors' approval for any transaction that would have a significant impact on the strategic plan.

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

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

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

The Board of Directors, through the Issuer’s audit committee (the “Audit Committee”), examines the effectiveness of the Issuer's internal control processes and management information systems. The Board of Directors consults with the internal auditor and management of the Issuer to ensure the integrity of these systems. The internal auditor submits a report to the Audit Committee each year on the quality of the Issuer's internal control processes and management information systems.

Of the Issuer’s four directors, two are considered independent. The definition of independence used by the Board of Directors is that used by the Canadian Securities Administrators. A director is independent if he has no “material relationship” with the Issuer. A “material relationship” is a relationship which could, in view of the Board of Directors, be reasonably expected to interfere with the exercise of a director’s independent judgement. Certain types of relationships are by their nature considered to be material relationships.

The Board of Directors has determined that Mr. Jason Leikam and Mr. Michael Sikich are independent directors. Mr. Gordon Lam is not independent because he is the CEO of the Issuer, and Mr. Fiore Aliperti is not independent because he participates in the day-to-day operations of the Issuer.

2. Directorships

The following table sets forth the directors of the Issuer who currently hold directorships on other reporting issuers:

Name of Director	***Name of Other Reporting Issuer***
Fiore Aliperti	Datinvest International Ltd. Metallis Resources Inc.
Michael Sikich	Metallis Resources Inc.

3. Orientation and Continuing Education

The Board of Directors of the Issuer briefs all new directors with the policies of the Board of Directors, and other relevant corporate and business information.

4. Ethical Business Conduct

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

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

The Board of Directors has not adopted a written code of business conduct and ethics but encourages and promotes a culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations.

5. Nomination of Directors

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

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

6. Compensation

Following the Closing Date, the Board of Directors will establish an appropriate comparative group of public companies of similar size and stage of development in the mineral exploration industry. The Issuer’s management will use this comparative group to determine the future compensation for its executives taking into account the time and effort expended by its executives and the current stage of the Issuer’s development.

The Board of Directors determines the compensation of the Issuer's officers, based on industry standards and the Issuer's financial situation.

7. Other Board Committees

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

8. Assessments

The Board of Directors monitors the adequacy of information given to directors, communication between the board and management and the strategic direction and processes of the board and the Audit Committee.

AUDIT COMMITTEE

The Audit Committee Charter

The Audit Committee's mandate and charter can be described as follows:

1. Each member of the Audit Committee shall be a member of the Board, in good standing, and the majority of the members of the Audit Committee shall be independent in order to serve on this committee.

2. At least one of the members of the Audit Committee shall be financially literate.

3. Review the Audit Committee's charter annually, reassess the adequacy of this charter, and recommend any proposed changes to the Board. Consider changes that are necessary as a result of new laws or regulations.

4. The Audit Committee shall meet at least four times per year, and each time the Issuer proposes to issue a press release with its quarterly or annual earnings information. These meetings may be combined with regularly scheduled meetings, or more frequently as circumstances may require.

The Audit Committee may ask members of the management or others to attend the meetings and provide pertinent information as necessary.

5. Conduct executive sessions with the outside auditors, outside counsel, and anyone else as desired by the Audit Committee.

6. The Audit Committee shall be authorized to hire outside counsel or other consultants as necessary (this may take place any time during the year).

7. Approve any non-audit services provided by the independent auditors, including tax services. Review and evaluate the performance of the independent auditors and review with the full Board any proposed discharge of the independent auditors.

8. Review with the management the policies and procedures with respect to officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the independent auditor.

9. Consider, with the management, the rationale for employing accounting firms rather than the principal independent auditors.

10. Inquire of the management and the independent auditors about significant risks or exposures facing the Issuer; assess the steps the management has taken or proposes to take to minimize such risks to the Issuer; and periodically review compliance with such steps.

11. Review with the independent auditor, the audit scope and plan of the independent auditors. Address the coordination of the audit efforts to assure the completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.

12. Inquire regarding the "quality of earnings" of the Issuer from a subjective as well as an objective standpoint.

13. Review with the independent accountants: (a) the adequacy of the Issuer's internal controls including computerized information systems controls and security; and (b) any related significant findings and recommendations of the independent auditors together with the Management's responses thereto.

14. Review with the management and the independent auditor the effect of any regulatory and accounting initiatives, as well as off-balance-sheet structures, if any.

15. Review with the management the annual financial reports before they are filed with the regulatory authorities.

16. Review with the independent auditor that performs an audit: (a) all critical accounting policies and practices used by the Issuer; and (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with the management of the Issuer, the ramifications of each alternative and the treatment preferred by the Issuer.

17. Review all material written communications between the independent auditors and the management.

18. Review with the management and the independent auditors: (a) the Issuer 's annual financial statements and related footnotes; (b) the independent auditors' audit of the financial statements and their report thereon; (c) the independent auditor's judgments about the quality, not just the acceptability, of the Issuer's accounting principles as applied in its financial reporting; (d) any significant changes required in the independent auditors' audit plan; and (e) any serious difficulties or disputes with the management encountered during the audit.

19. Review the procedures for the receipt, retention, and treatment of complaints received by the Issuer regarding accounting, internal accounting controls, or auditing matters that may be submitted by any party internal or external to the organization. Review any complaints that might have been received, current status, and resolution if one has been reached.

20. Review procedures for the confidential, anonymous submission by employees of the organization of concerns regarding questionable accounting or auditing matters. Review any submissions that have been received, the current status, and resolution if one has been reached.

21. The Audit Committee will perform such other functions as assigned by law, the Issuer's articles, or the Board.

Composition of the Audit Committee

The members of the Audit Committee are Mr. Gordon Lam, Mr. Jason Leikam and Mr. Michael Sikich. Mr. Leikam and Mr. Sikich are independent as that term is defined in National Instrument 52-110 *Audit Committees* ("NI 52-110"). Mr. Gordon Lam is not independent of the Issuer, however the Issuer is relying on the exemption in Section 6.1 of NI 52-110 in respect of the requirement to have all members of the Audit Committee be independent. All members of the Audit Committee are "financially literate" as that term is defined in NI 52-110.

Subject to NI 52-110, a member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Issuer. A material relationship means a relationship which could, in the view of the Issuer's Board of Directors, reasonably interfere with the exercise of a member's independent judgment.

Relevant Education and Experience

All of the members of the Audit Committee have gained their education and experience by participating in the management of private and publicly traded companies and all members are "financially literate" as defined in NI 52-110, meaning that they have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Issuer's financial statements. Each member has an understanding of the mineral exploration and mining business in which the Issuer is engaged and has an appreciation of the financial issues and accounting principles that are relevant in assessing the Issuer's financial disclosures and internal control systems.

Mr. Gordon Lam has extensive business experience in the management of private and public companies. He is the CEO and a director of the Issuer. He is also currently the CEO of Hatch 8 Capital (October 2014 – present). In addition, Mr. Lam also currently serves as the Chief Financial Officer of Matoot Games Ltd. (March 2014 – present). Previously, Mr. Lam has been self-employed as a consultant (July 2013 – October 2014) and has served as an investment advisor with PI Financial Corp. (January 2009 – July 2013).

Mr. Jason Leikam has extensive business experience in both private enterprise and with public companies. He has been a director of the Issuer since December 2017. Mr. Leikam has been a director of Northern Lights Resources, a company focused on natural resources exploration from 2012 until 2015, and Canabo Medical Inc. from 2011 to 2016, a company that was operating a Canadian, physician-led clinic network for medical cannabis.

Mr. Michael Sikich has over two decades of business experience in both private enterprise and with public companies. Mr. Sikich is the owner of a real estate company currently employing over 150 people with substantial sales annually which have required Mr. Sikich to understand, review and approve financial statements.

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since inception has the Issuer relied on the exemption in Section 2.4 of NI 52-110 (de minimis non-audit services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that an audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of all the non-audit services not pre-approved is reasonably expected to be no more than 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided, a company did not recognize the services as non-audit services at the time of engagement, and the services are promptly brought to the attention of the audit committee and approved prior to the completion of the audit by the audit committee. 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 of Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by, as applicable, the Board and the Audit Committee, on a case by case basis.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by Davidson & Company LLP of Vancouver, British Columbia to the Issuer to ensure auditor independence. Fees incurred with Davidson & Company LLP for audit and non-audit services in the last fiscal year ended March 31, 2018 are outlined in the following table.

Nature of Services	Fees Paid to Auditor in Fiscal Year ended March 31, 2018
Audit Fees(1)	$12,000
Audit-Related Fees(2)	$Nil
Tax Fees(3)	$Nil
All Other Fees(4)	$Nil
Total	$12,000

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

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

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

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

Exemption

The Issuer is relying upon the exemption in Section 6.1 of NI 52-110 in respect of the composition of its Audit Committee not being comprised of all independent directors, and in respect of its reporting obligations under NI 52-110 in that the Issuer does not publish an annual information form at this time.

Listing

The Issuer has applied to list the common shares distributed under the Prospectus on the Exchange. Listing will be subject to among other things the Issuer fulfilling all of the listing requirements of the Exchange.

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

There is no market through which these securities may be sold and purchasers may not be able to resell securities purchased under the 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. An investment in a natural resource issuer involves a significant degree of risk. The degree of risk increases substantially where the issuer’s properties are in the mineral exploration stage as opposed to the development stage, as in the present instance. See “Risk Factors”.

RISK FACTORS

The common shares should be considered highly speculative due to the nature of the Issuer’s business and the present stage of its development. In evaluating the Issuer and its business, investors should carefully consider, in addition to the other information contained in the Prospectus, the following risk factors. These risk factors are not a definitive list of all risk factors associated with an investment in the Issuer or in connection with the Issuer’s operations. There may be other risks and uncertainties that are not known to the Issuer or that the Issuer currently believes are not material, but which also may have a material adverse effect on its business, financial condition, operating results or prospects. In that case, the trading price of the Issuer’s common shares could decline substantially, and investors may lose all or part of the value of the common shares held by them.

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

The possible sale of common shares released from escrow on each release date could negatively affect the market price of the Issuer's common shares and also result in an excess of sellers of common shares to buyers of common shares and seriously affect the liquidity of the common shares. See "*Escrowed Securities*".

No Ongoing Operations and No Production History

The Issuer is a mineral exploration company and has no operations or revenue.

Limited Operating History

The Issuer has no history of earnings. There are no known commercial quantities of mineral reserves on the Issuer's Property. There is no assurance that the Issuer will ever discover any economic quantities of mineral reserves.

Negative Operating Cash Flow

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

Requirement for Further Financing

The Issuer has limited financial resources and may need to raise additional funds to carry out exploration of its Property. There is no assurance the Issuer will be able to raise additional funds or will be able to raise additional funds on terms acceptable to the Issuer. If the Issuer's exploration programs are successful and favourable exploration results are obtained, the Property may be developed into commercial production. The Issuer may require additional funds to place the Property into production. The only sources of future funds presently available to the Issuer are the sale of equity capital, debt, or offering of interests in its Property to be earned by another party or parties by carrying out development work. There is no assurance that any such funds will be available to the Issuer or be available on terms acceptable to the Issuer. If funds are available, there is no assurance that such funds will be sufficient to bring the Issuer's Property to commercial production. Failure to obtain additional financing on a timely basis could have a material adverse effect on the Issuer, and could cause the Issuer to forfeit its interest in its Property and reduce or terminate its operations. There can be no assurance that the Issuer may be able to raise such additional capital. The Issuer currently has funds to be used to carry out Phase I of the exploration program recommended by the Technical Report. Additional funds will be required should the Issuer decide to carry out the Phase II work program. There is no assurance the Issuer will be able to raise additional funds.

Exploration

At present, there are no bodies of ore, known or inferred, on the Property and there are no known bodies of commercially recoverable ore on the Property. There is no assurance that the Issuer's mineral exploration activities will result in any discoveries of commercial bodies of ore on the Property.

Development

The business of exploration for precious metals involves a high degree of risk. Few exploration properties are ultimately developed into producing properties. The Issuer's Property is at the exploration stage.

Title to Properties

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Issuer has investigated its title to the Property for which it holds an option to acquire concessions or other mineral leases or licenses and the Issuer is satisfied with its review of the tile to the Property, the Issuer cannot give an assurance that title to the Property will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify, and transfers under foreign law often are complex. The Issuer does not carry title insurance on the Property. A successful claim that the Issuer does not have title could cause the Issuer to lose its rights to the Property, perhaps without compensation for its prior expenditures relating to the Property.

The Property may now or in the future be the subject of indigenous land claims. The legal nature of indigenous land claims is a matter of considerable complexity. The impact of any such claim on the Issuer's ownership interest in the Property cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of indigenous rights in the area in which the Property is located, by way of a negotiated settlement or judicial prouncement, would not have an adverse effect on the Issuer's activities. Even in the absence of such recognition, the Issuer may at some point be required to negotiate with first nations in order to facilitate exploration and development work on the Property.

Surface Rights

The Issuer does not own the surface rights to the Property. The Issuer understands that it is necessary, as a practical matter, to negotiate surface access, and the Issuer is continuing to do so. However, there is a risk that local communities or affected groups may take actions to delay, impede or otherwise terminate the contemplated activities of the Issuer. There can be no guarantee that the Issuer will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out significant exploration and development activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Issuer may need to rely on the assistance of local officials or the courts in such jurisdiction, which assistance may not be provided or, if provided, may not be effective. If the development of a mine on the Property becomes justifiable it will be necessary to acquire surface rights for mining, plant, tailings and mine waste disposal. There can be no assurance that the Issuer will be successful in acquiring any such rights.

Management

The success of the Issuer is largely dependent upon the performance of its management. The loss of the services of these persons may have a material adverse effect on the Issuer's business and prospects. There is no assurance that the Issuer can maintain the service of its management or other qualified personnel required to operate its business.

Requirement for Permits and Licenses

The Issuer will be applying for all necessary licenses and permits under applicable laws and regulations to carry on the exploration activities which it is currently planning in respect of the Property, and the Issuer believes it will comply in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to changes in regulations and in various operational circumstances. A substantial number of additional permits and licenses will be required should the Issuer proceed beyond exploration. There can be no guarantee that the Issuer will be able to obtain such licenses and permits.

Environmental Risks and other Regulatory Requirements

The current or future operations of the Issuer, including the exploration activities and commencement of production on the Property, will require permits from various federal and local governmental authorities, and such operations are and will be governed by laws and regulations governing exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. There can be no assurance that all permits which the Issuer may require for its facilities and conduct of exploration and development operations will be obtainable on reasonable terms or that such laws and regulations would not have an material adverse effect on any exploration and development project which the Issuer might undertake.

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

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

Uninsurable Risks

Exploration of mineral properties involves numerous risks, including unexpected or unusual geological conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, and political and social instability. It is not always possible to obtain insurance against all such risks and the Issuer may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any further profitability and result in increasing costs and a decline in the value of the securities of the Issuer. The Issuer does not maintain insurance against environmental risks.

Economic Conditions

Unfavorable economic conditions may negatively impact the Issuer’s financial viability as a result of increased financing costs and limited access to capital markets.

Conflicts of Interest

Directors of the Issuer may, from time to time, serve as directors of, or participate in ventures with other companies involved in natural resource development. As a result, there may be situations that involve a conflict of interest for such directors. Each director will attempt not only to avoid dealing with such other companies in situations where conflicts might arise but will also disclose all such conflicts in accordance with the *Business Corporations Act* (British Columbia) and will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

Litigation

The Issuer and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit. The Issuer does not know of any such pending or actual material legal proceedings as of the date of the Prospectus.

No Cash Dividends

The Issuer has not declared any cash dividends to date. The Issuer intends to retain any future earnings to finance its business operations and any future growth. Therefore, the Issuer does not anticipate declaring any cash dividends in the foreseeable future.

Ore Reserves and Reserve Estimates

The Issuer's business relies upon the ability to determine whether a given property has commercial quantities of recoverable minerals. No assurance can be given that any discovered mineral reserves and resources will be recovered or that they will be recovered at the rates estimated. Mineral reserve and resource estimates are based on limited sampling and, consequently, are uncertain because the samples may not be representative. Mineral reserve and resource estimates may require revision (either up or down) based on actual production experience.

ELIGIBILITY FOR INVESTMENT

Based on the current provisions of the *Income Tax Act* (Canada) (the "Tax Act") and the regulations thereunder (the "**Regulations**"), and any specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, provided the Shares are listed on a "designated stock exchange", as defined in the Tax Act (which currently includes the Exchange), the Shares will be "qualified investments" at the particular time for trusts governed by registered retirement savings plans ("**RRSPs**"), registered retirement income funds ("**RRIFs**"), deferred profit sharing plans, registered education savings plans ("**RESPs**"), registered disability savings plans ("**RDSPs**") and tax-free savings accounts ("**TFSAs**") under the Tax Act (collectively, the "**Plans**") provided in the case of the Warrants, the Issuer is not an annuitant, a beneficiary, an employer or a subscriber under or a holder of a Plan and deals at arm's length with each person who is an annuitant, a beneficiary, an employer or a subscriber under or a holder of such Plan.

The Shares are not currently listed on a "designated stock exchange". The Issuer has applied to list the Shares on the Exchange and to have such listing on the Exchange. If the Shares are not listed on the Exchange, then the Shares and Warrants will not be "qualified investments" for a Plan at the time of issuance. Significant penalties will be applicable if Shares and Warrants are acquired by a Plan at a time that such Shares or Warrants, as the case may be, are not "qualified investments" for the Plan.

Holders that intend to transfer Units to a Plan should consult their own tax advisor about the applicable tax consequences with respect to such a transfer as, for example, income tax and penalties may be payable as a result of the transfer.

Notwithstanding the foregoing, the holder or the annuitant of a TFSA, RRSP, RRIF, RESP or RDSP (a "**Registered Plan**"), as the case may be, will be subject to a penalty tax in respect of Shares and Warrants held in the Registered Plan if such Shares or Warrants, as the case may be, are a "prohibited investment" under the Tax Act for the Registered Plan. The Shares and Warrants will generally not be a prohibited investment for a Registered Plan if the holder or annuitant, as the case may be, (a) deal at arm's length with the Issuer for the purposes of the Tax Act, and (b) does not have a significant interest (as defined in the Tax Act) in the Issuer. Holders or annuitants should consult their own tax advisors to ensure that the Shares and Warrants would not be a prohibited investment for a trust governed by a Registered Plan in their particular circumstances.

PROMOTERS

Mr. Gordon Lam is considered to be a promoter of the Issuer as Mr. Gordon Lam took the initiative in founding and organizing the Issuer. See also "Directors and Officers".

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

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

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No Insider of the Issuer and no associate or affiliate of any Insider has any material interest, direct or indirect, in any transaction within the three years before the date of the Prospectus that has materially affected or is reasonably expected to materially affect the Issuer or a subsidiary of the Issuer other than as disclosed in the Prospectus. See "Executive Compensation".

AUDITORS, TRANSFER AGENTS AND REGISTRARS

Auditors

The Issuer's auditor is Davidson & Company LLP, Chartered Professional Accountants of 1200-609 Granville Street, Vancouver, BC V7Y 1G6.

Transfer Agent and Registrar

The registrar and transfer agent for the common shares of the Issuer is Computershare Investor Services Inc. of 510 Burrard Street, 3rd Floor, Vancouver, BC V6C 3B9.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the only material contracts which the Issuer has entered into in the two years prior to the date of the Prospectus are the following:

1. Purchase Agreement between the Issuer, the Vendor and the Vendor's registration agent dated for reference March 1, 2018.

2. Incentive stock option agreements between the Issuer and each of Mr. Gordon Lam, Mr. Fiore Aliperti, Mr. Michael Sikich, Mr. Jason Leikam, Mr. Jon Lever, Mr. Peter Oates, Mrs. Sameen Oates, Mr. Abdul Razique and Mr. David Dupre dated May 24, 2018.

3. Transfer agency agreement between the Issuer and the Transfer Agent dated ***, 2018.

4. Escrow Agreement among the Issuer, the directors of the Issuer and the Transfer Agent dated EscrowAgmtDate***, 2018.

5. Management Agreement between the Issuer and Gordon Lam dated January 1, 2018.

6. Management Agreement between the Issuer and Fiore Aliperti dated January 1, 2018.

7. Management Agreement between the Issuer and Jon Lever dated March 1, 2018.

Inspection of Material Contracts and Reports

Copies of all the material contracts and reports referred to in the Prospectus may be inspected at the registered office of the Issuer, Suite 1780, 400 Burrard Street, Vancouver, British Columbia during normal business hours during the distribution of the securities offered hereunder, and for a period of 30 days thereafter, as well as on the SEDAR website at www.sedar.com upon the Effective Date of the Prospectus.

EXPERTS

The following persons or companies are named in the Prospectus as having have prepared or certified a report, valuation, statement or opinion in the Prospectus:

1. Allan Armitage, Ph.D., P.Geo., of SGS, prepared the Technical Report and is a "Qualified Person" as defined in NI 43-101;

2. Jeff Kyba, B.Sc., P.Geo., of Cedar Hill Gold Corp. completed a due diligence site visit on June 8th 2018 and verified the present condition and exposed geology of the Property and;

3. The Issuer's auditor, Davidson & Company LLP has prepared the audit report accompanying the financial statements attached to the Prospectus.

No person or company whose profession or business gives authority to a statement made by such person or company and who is named as having prepared or certified a part of the Prospectus, or prepared or certified a report or valuation described or included in the Prospectus, has received or shall receive or holds a direct or indirect interest in the property, associates or affiliates of the Issuer. The auditor is independent in accordance with the auditor's rules of professional conduct in the Province of British Columbia.

OTHER MATERIAL FACTS

Except as otherwise mentioned in the Prospectus, there are no material facts about the securities qualified for distribution by this Prospectus that are not disclosed under any other items and are necessary in order for the Prospectus to contain full, true and plain disclosure of all material facts relating to the securities to be distributed.

FINANCIAL STATEMENTS

The following financial statements are attached to the Prospectus:

1. Audited Financial Statements of the Issuer for the period from incorporation on July 1, 2017 to March 31, 2018.

ETRUSCUS RESOURCES CORP.

Financial Statements

For the period from incorporation on July 1, 2017 to March 31, 2018

(Expressed in Canadian Dollars)

ETRUSCUS RESOURCES CORP.

Index to Financial Statements

For the period from incorporation on July 1, 2017 to March 31, 2018

(Expressed in Canadian Dollars)

INDEPENDENT AUDITORS' REPORT

To the Directors of
Etruscus Resources Corp.

We have audited the accompanying financial statements of Etruscus Resources Corp., which comprise the statement of financial position as at March 31, 2018 and the statements of operations and comprehensive loss, changes in equity, and cash flows for the period from incorporation on July 1, 2017 to March 31, 2018, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, these financial statements present fairly, in all material respects, the financial position of Etruscus Resources Corp. as at March 31, 2018 and its financial performance and its cash flows for the period from incorporation on July 1, 2017 to March 31, 2018 in accordance with International Financial Reporting Standards.

Vancouver, Canada | Chartered Professional Accountants

June 26, 2018

ETRUSCUS RESOURCES CORP.

Statement of Financial Position

As at March 31, 2018

(Expressed in Canadian Dollars)

		March 31, 2018
ASSETS		
Current assets		
Cash	**$**	**383,311**
Receivables *(Note 3)*		**2,413**
Total current assets		**385,724**
Exploration and evaluation assets (*Note 4*)		**135,750**
Total assets	**$**	**521,474**
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities *(Note 5)*	**$**	**29,135**
Due to related parties *(Note 7)*		**18,375**
Total liabilities		**47,510**
EQUITY		
Share capital *(Note 6)*		**535,000**
Deficit		**(61,036)**
Total equity		**473,964**
Total liabilities and equity	**$**	**521,474**

Nature and Continuance of Operations and Going Concern *(Note 1)*
Events after the Reporting Period (*Note 12*)

Approved and authorized on behalf of the Board on June 26, 2018

"Fiore Aliperti" Director

"Michael Sikich" Director

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

ETRUSCUS RESOURCES CORP.

Statement of Operations and Comprehensive Loss

For the period from incorporation on July 1, 2017 to March 31, 2018

(Expressed in Canadian Dollars)

Operating Expenses:	
Consulting fees *(Note 7)*	**$ 30,000**
Marketing	**673**
Office and general	**350**
Professional fees	**29,590**
Regulatory and transfer agent fees	**483**
Total operating expenses	**(61,096)**
Interest income	**60**
Loss and comprehensive loss for the period	**$ (61,036)**
Basic and diluted loss per common share	**$ (0.02)**
Weighted average number of common shares outstanding- Basic and diluted	**3,925,913**

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

ETRUSCUS RESOURCES CORP.

Statement of Changes in Equity

For the period from incorporation on July 1, 2017 to March 31, 2018

(Expressed in Canadian Dollars)

	Share Capital				
	Number of Shares	*Amount*	*Equity Reserves*	*Deficit*	*Total*
Share issued on incorporation	1	$ -	$ -	$ -	$ -
Shares issued for cash	13,000,000	455,000	-	-	455,000
Shares issued for property	800,000	80,000	-	-	80,000
Loss for the period	-	-	-	(61,036)	(61,036)
Balance at March 31, 2018	**13,800,001**	**$ 535,000**	**$ -**	**$ (61,036)**	**$ 473,964**

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

ETRUSCUS RESOURCES CORP.

Statement of Cash Flows

For the period from incorporation on July 1, 2017 to March 31, 2018

(Expressed in Canadian Dollars)

Cash flows provided by (used in) operating activities	
Loss for the period	**$ (61,036)**
Changes in non-cash working capital items:	
Receivables	**(2,413)**
Accounts payable and accrued liabilities	**23,885**
Due to related parties	**18,375**
Net cash used in operating activities	**(21,189)**
Cash flows used in investing activities	
Investment in exploration and evaluation assets	**(50,500)**
Net cash used in investing activities	**(50,500)**
Cash flows provided by financing activities	
Shares issued for cash	**455,000**
Net cash provided by financing activities	**455,000**
Change in cash during the period	**383,311**
Cash, beginning of period	**-**
Cash, end of period	**$ 383,311**

Supplemental Disclosure with Respect to Cash Flows *(Note 8)*

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

ETRUSCUS RESOURCES CORP.

Notes to the Financial Statements
For the period from incorporation on July 1, 2017 to March 31, 2018

(Expressed in Canadian Dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS AND GOING CONCERN

Etruscus Resources Corp. ("the Company") was incorporated under the Business Corporations Act (British Columbia) on July 1, 2017. The Company's registered office is located at Suite 1780 – 400 Burrard Street, Vancouver, British Columbia, Canada, V6C 3A6. The Company intends to list its shares for trading on the Canadian Securities Exchange ("CSE").

The Company is engaged in the exploration of mineral properties and has not yet determined whether any of its properties contain economically recoverable reserves. To date, the Company has not earned any operating revenues and is considered to be in the exploration stage. The mining exploration business involves a high degree of risk. The recoverability of the amounts expended on mineral interests by the Company is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the exploration and development of its mineral properties and upon future profitable production or proceeds from disposition of its mineral interests.

These financial statements of the Company are presented in Canadian dollars, which is the functional currency of the Company.

Going Concern of Operations

These financial statements have been prepared on the basis that the Company will continue as a going concern which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of operations. As an exploration stage company, the Company has incurred net operating losses since its inception and the ability of the Company to continue as a going concern depends upon its ability to raise adequate financing and to ultimately develop profitable operations.

Since incorporation on July 1, 2017, the Company has raised equity financing from investors and expects these funds to provide for its early stage exploration and working capital needs through 2018. Additional fundraising may involve further private placements, convertible debentures, third party earn-ins or joint ventures using debt or equity financing structures, to ensure the continuation of the Company's operations. To the extent future financing is not available, future working capital commitments may not be satisfied and future exploration programs may face curtailment and could result in a loss of property ownership or earning opportunities for the Company.

There can be no assurance that the Company will be able to raise the funds necessary to continue future operations beyond 2018. Should the Company be unable to realize its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the statements of financial position. These financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. Management has assessed that it has sufficient working capital for the Company to continue operations through the ensuing twelve months.

2. SIGNIFICANT ACCOUNTING POLICIES

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

Basis of presentation

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

These financial statements have been prepared on a historical cost basis, except for certain financial instruments which are classified as fair value through profit or loss. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Cash and cash equivalents

Cash is comprised of cash on deposit. Cash equivalents would consist of short-term highly liquid investments with original maturities of three months or less, lodged with a Canadian Schedule I bank, and readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value. As at March 31, 2018, the Company does not have any cash equivalents.

Receivables

Receivables are recorded at face value less any provisions for uncollectible accounts.

Financial instruments:

Financial assets

Financial assets are classified into one of the following categories based on the purpose for which the asset was acquired. All transactions related to financial instruments are recorded on a trade-date basis. The Company's accounting policy for each category is as follows:

Fair value through profit or loss ("FVTPL")

A financial asset is classified as FVTPL if it is classified as held-for-trading or is designated as such upon initial recognition. Financial assets are designated as FVTPL if the Company manages such investments and makes purchase and sale decisions based on their fair value in accordance with the Company's risk management strategy. Attributable transaction costs are recognized in profit or loss when incurred. FVTPL are measured at fair value, and changes are recognized in profit or loss.

Held-to-maturity ("HTM")

These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the asset is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments: (continued)

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted on an active market. Such assets are initially recognized at fair value plus any direct attributable transaction costs. Subsequent to initial recognition loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses.

Available-for-sale ("AFS")

Non-derivative financial assets not included in the above categories are classified as AFS. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an AFS financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in profit or loss.

The Company has classified its financial assets, consisting of cash, as FVTPL.

Financial liabilities

Financial liabilities are classified into one of two categories:

Fair value through profit or loss ("FVTPL")

This category comprises derivatives, or liabilities, acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in profit or loss.

Other financial liabilities

This category includes liabilities that are recognized at amortized cost.

The Company has classified its financial liabilities, which consists of accounts payable and accrued liabilities, and due to related parties, as other financial liabilities.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Exploration and evaluation assets

Exploration and evaluation expenditures

Once the legal right to explore a property has been acquired, all costs related to the acquisition, exploration and evaluation of mineral properties are capitalized by property. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

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

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to the statement of operations and comprehensive loss.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as “mines under construction."

Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

Mineral exploration and evaluation expenditures are classified as intangible assets.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of any tax effects.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in a private placement to be the more easily measurable component and the common shares are valued at their fair value, as determined by the closing quoted bid price on the issue date. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as equity reserves. As at March 31, 2018, the Company had no warrants outstanding.

Flow-through shares

The Company may, from time to time, issue flow-through common shares to finance a portion of its exploration programs. Pursuant to the terms of flow-through share agreements, the tax deductibility of qualifying resource expenditures is transferred to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenditures being incurred, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income on settlement of flow-through share premium liability and the related deferred tax is recognized as a tax provision.

Proceeds received from the issuance of flow-through shares or units are restricted to be used only for Canadian resource property exploration expenditures within a two-year period. The Company may also be subject to Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as an expense until paid.

Impairment of financial assets

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

For all financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or a financial re-organization.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Certain categories of financial assets, such as receivables, that are assessed not to be impaired individually, are subsequently assessed for impairment on a collective basis. The carrying amount of financial assets is reduced by the impairment loss directly for all financial assets with the exception of receivables, where the carrying amount is reduced through the use of an allowance account. When a receivable is considered uncollectible it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Impairment of tangible and intangible assets

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is evaluated at the cash generating unit ("CGU") level, which is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. The recoverable amount of the CGU is the greater of fair value less costs to sell and value in use. Fair value less costs to sell is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or CGU) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Rehabilitation provision

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The Company records the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the period in which the obligation is incurred. The nature of the rehabilitation activities includes restoration, reclamation and re-vegetation of the affected exploration sites.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Rehabilitation provision (continued)

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated costs is capitalized by increasing the carrying amount of the related mining assets. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability specific risks.

As at March 31, 2018, the Company does not have any known significant or material rehabilitation obligations.

Share-based payments

The Company may, from time to time, grant stock options to purchase common shares of the Company to directors, officers, employees and consultants. The fair values of the stock options are recognized as an expense with a corresponding increase in equity.

The fair values of stock options are measured on the date of grant, using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted, and is recognized over the vesting period on a graded basis. Consideration paid for the shares on the exercise of stock options is credited to share capital. When vested options are forfeited or are not exercised at the expiry date the amount previously recognized in share-based compensation is transferred to deficit.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

The share-based payments are recorded as an operating expense with an offset to equity reserves. When options are exercised the consideration received is recorded as share capital. In addition, the related share-based payments originally recorded as equity reserves are transferred to share capital. When an option is cancelled or expires, the initial recorded value is reversed and charged to deficit.

Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the asset and liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting or taxable loss nor differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes (continued)

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is not recorded.

Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding is increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. In periods where a loss is reported, diluted loss per share is the same as basic loss per share as the effects of potentially dilutive common shares would be anti-dilutive.

Use of estimates and significant judgments

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in profit or loss in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

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

a) The carrying value of the investment in exploration and evaluation costs and the recoverability of the carrying value which are included in the statement of financial position;

b) The Company has taken steps to verify title to exploration and evaluation assets in which it has an interest, but these procedures do not guarantee the Company’s title. Properties may be subject to prior agreements or transfers and title may be affected by undetected defects; and

c) Significant judgment is required in determining the provision for income taxes. During the ordinary course of business, there are transactions and calculations for which the ultimate tax determination is uncertain. As a result, the Company recognizes tax liabilities based on estimates of whether additional taxes and interest will be due. These tax liabilities are recognized when, despite the Company's belief that its tax return positions are supportable, the Company believes that certain positions are likely to be challenged and may not be fully sustained upon review by tax authorities. This assessment relies on estimates and assumptions and may involve a series of complex judgments about future events. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact income tax expense in the period in which such determination is made.

(Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Future changes in accounting policies:

Certain new accounting standards and interpretations have been published that are not mandatory for the Company's March 31, 2018 reporting period. The following standard has been assessed and is not expected to have a significant impact on the Company's financial statements:

IFRS 9, Financial Instruments

The IASB intends to replace IAS 39 – "*Financial Instruments: Recognition and Measurement*" in its entirety with IFRS 9 in three main phases. IFRS 9 will be the new standard for the financial reporting of financial instruments that is principles-based and less complex than IAS 39. IFRS 9 requires that all financial assets be classified and subsequently measured at amortized cost or at fair value based on the Company's business model for managing financial assets and the contractual cash flow characteristics of the financial assets. Financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities classified as at fair value through profit or loss, financial guarantees and certain other exceptions. The standard is effective for years beginning on or after January 1, 2018.

3. RECEIVABLES

	March 31, 2018
Recoverable sales taxes	$ 2,413
Total receivables	$ 2,413

4. EXPLORATION AND EVALUATION ASSETS – Mineral Properties

	Rock & Roll Property
Acquisition costs	$ 130,000
Licenses, claim fees and permits	500
Professional fees- property reports, archeology	5,250
Balance, March 31, 2018	$ 135,750

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims, as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral properties. The Company has investigated title to its Rock & Roll Property and, to the best of its knowledge, title and other rights to the Property are in good standing.

(Expressed in Canadian Dollars)

4. EXPLORATION AND EVALUATION ASSETS – Mineral Properties (continued)

Rock & Roll Property – Liard Mining Division, Northwest British Columbia, Canada

The Rock & Roll Property (the "Property") consists of fourteen (14) contiguous mineral claims in the Liard Mining Division of British Columbia, totalling 4,723 hectares (11,672 acres) in the Iskut River valley of the Coast Mountains in northwestern British Columbia.

On March 1, 2018, the Company entered into an agreement with Equity Exploration Consultants Ltd. ("Equity") to acquire the Property for $50,000 cash (paid) and 800,000 common shares of the Company at a value of $0.10 per share (issued). The purchase agreement is subject to termination at the discretion of Equity if the Company does not complete its CSE listing process by December 31, 2018.

The Property is subject to a 2% net smelter return ("NSR") royalty, held by a group of six parties. Half of the royalty may be purchased by paying $2,000,000 to the royalty holders within 30 days of the commencement of commercial production or December 31, 2030, whichever comes earlier, and issuing 300,000 common shares to the group of royalty holders within three (3) days of the Company's shares listing for trading on the CSE. The option to purchase one-half of the 2% NSR royalty terminates if the Company is not listed on the CSE by December 31, 2018.

Equity has notified the Company that there may be unregistered royalties on the Property in favour of Prime Equities International Corporation. To the Company's best information and belief, such royalties (i) are not evidenced by any completed legal instrument and (ii) have not been the subject of any notice or claim to Equity asserting such royalties. The Company has agreed to indemnify Equity against any against all costs, charges, and expenses, including any amount paid to settle a threatened or an actual action or to satisfy a judgment, reasonably incurred by Equity in the event that such possible royalties are validated as existing legal obligations binding on the Property.

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities for the Company are comprised as follows:

	March 31, 2018
Accounts payable	$ 11,885
Accrued liabilities	17,250
	$ 29,135

6. SHARE CAPITAL

Authorized: Unlimited common shares, without par value

Issued: 13,800,001 common shares, of which 10,000,001 shares are held in escrow and are releasable over a 3 year period after the listing date.

Transactions:

a) On incorporation, the Company issued 1 common share for a nominal amount.

b) After incorporation in 2017, the Company issued 3,000,000 common shares as seed capital, at a price of $0.005 per share for proceeds of $15,000.

c) On February 5, 2018, the Company issued 7,000,000 common shares at a price of $0.02 per share for proceeds of $140,000.

d) On March 7, 2018, the Company issued 3,000,000 common shares at a price of $0.10 per share for proceeds of $300,000.

e) On March 12, 2018, the Company issued 800,000 common shares to Equity, with a value of $0.10 per share for the purchase of the Property (Note 4).

Stock options:

The Company, at the time of incorporation, adopted a 10% Rolling Stock Option Plan (“SOP”) under which the Company is authorized to grant stock options to executive officers and directors, employees and consultants. The exercise price of each stock option equals the market price of the Company's stock as calculated on the date of grant. The options may be granted for a maximum term of 5 years and vest at the discretion of the Board of Directors at the time of grant. As at March 31, 2018, no stock options had been granted under the SOP.

7. RELATED PARTY TRANSACTIONS

The following related parties for the periods presented include directors and key management personnel, including those entities in which such individuals may hold positions that result in them having control or significant influence over the financial or operation policies of these entities:

a) Hatch 8 Consulting is controlled by the current Chief Executive Officer and director of the Company, and provides consulting services to the Company.

b) Lever Capital Corp. is a company owned by the Chief Financial Officer that provides consulting services to the Company.

c) The Company’s Corporate Secretary provides general administrative services, bookkeeping and corporate secretarial services to the Company.

d) Avanti Consulting Inc. is a company controlled by a director who acts as Chairman of the Board, and provides consulting services to the Company.

(Expressed in Canadian Dollars)

7. RELATED PARTY TRANSACTIONS (continued)

The aggregate value of fee-based transactions and outstanding balances relating to the above noted related parties are as follows:

		Transactions for the period from incorporation on July 1, 2017 to March 31, 2018	Balance payable as at March 31, 2018
Hatch 8 Consulting	**(a)**	**$ 15,000**	**$ 5,250**
Lever Capital Corp.	**(b)**	**2,500**	**2,625**
Corporate Secretary	**(c)**	**2,500**	**2,625**
Avanti Consulting Inc.	**(d)**	**7,500**	**7,875**
Total		**$ 27,500**	**$ 18,375**

8. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

The significant non-cash investing and financing transactions during the period from incorporation on July 1, 2017 to March 31, 2018 are as follows:

a) The fair value of 800,000 common shares issued for acquisition of the Property (Note 4) was recorded at $0.10 per share for a value of $80,000, which is capitalized under exploration and evaluation assets and is recorded as an increase to share capital.

b) As at March 31, 2018, $5,250 capitalized to exploration and evaluation assets is included in accounts payable and accrued liabilities.

9. FINANCIAL AND CAPITAL RISK MANAGEMENT

The Company's financial instruments consist of cash, accounts payable and accrued liabilities and due to related parties. With the exception of cash, all financial instruments held by the Company are measured at amortized cost. The fair values of these financial instruments approximate their carrying value due to their short-term maturities. Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values.

Fair value hierarchy

The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

The fair value of cash is measured based on level 1 inputs of the fair value hierarchy.

9. FINANCIAL AND CAPITAL RISK MANAGEMENT (continued)

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit Risk

Credit risk arises from the potential that one or more counterparties fail to meet their obligations. The Company is normally exposed to credit risk through its cash and receivables. The Company manages credit risk associated with its cash by using reputable financial institutions, from which management believes the risk to be remote. Receivables consist of recoverable Canadian sales taxes and management believes the collectability of these amounts to be assured.

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2018, the Company has cash of $383,311 to settle current liabilities of $47,510. The Company has sufficient liquidity for its near-term requirements but does not have sufficient liquidity for its future exploration programs and working capital requirements beyond 2018, and will require additional financing.

The Company has relied on equity financings to satisfy its capital requirements and will continue to depend upon equity capital as required, to list its shares on the CSE and to begin exploration of the Property. The Company may also enter into earn-in arrangements or the sale of certain property interests. There can be no assurance the Company will be able to obtain its future planned financings on acceptable terms. The ability of the Company to continue on this course will depend, in part, on the prevailing market conditions and the market interest in financing the Company's mineral property exploration programs.

Interest rate risk

The Company is not exposed to risk in the event of interest rate fluctuations. The Company has not entered into any interest rate swaps or other financial arrangements that mitigate the exposure to interest rate fluctuations, nor are current interest rates onerous.

Foreign currency risk

The Company's functional currency is the Canadian dollar and an immaterial amount of transactions are in other currencies. Management believes the foreign exchange risk derived from currency conversions is not significant and therefore does not hedge its foreign exchange risk.

10. CAPITAL MANAGEMENT

Capital is comprised of shareholders' equity. The Company's objectives when managing capital are to fund critical exploration work, meet its on-going liabilities, continue as a going concern, maintain creditworthiness and to ultimately maximize returns for shareholders over the long term. Meeting current and future liabilities and obligations as a non-revenue early stage explorer requires mid-term planning with respect to financing, by considering current and future cash needs with the state of Company's internal, exploration and financing risks at any particular time. The Company endeavors to maintain capital balances over the periods to alleviate unexpected cash flow shortfalls. The capital for operations and property costs has come from the issuance of common shares. The Company endeavors to have each consecutive equity financing at successively higher prices, in order to minimize dilution to the shareholders. To date, the proceeds raised from the Company's initial financings were sufficient to acquire a mineral property, fund the costs of going public, and provide sufficient general working capital for the ensuing twelve months.

The Company is not subject to externally imposed capital requirements other than the CSE listing rules which require at least $200,000 of working capital at the time of listing for a non-revenue resource company.

(Expressed in Canadian Dollars)

11. INCOME TAXES

A reconciliation of income taxes at statutory rates (26.3%) with the reported taxes is as follows:

	Period from incorporation on July 1, 2017 to March 31, 2018
Loss for the period	$ (61,036)
Expected income tax (recovery)	(16,000)
Change in unrecognized deductible temporary differences	16,000
Total income tax expense (recovery)	$ -

The significant components of the Company's deferred tax assets are as follows:

	March 31, 2018
Deferred Tax Assets:	
Non-capital losses available for future periods	$ 16,000
Unrecognized deferred tax assets	(16,000)
Net deferred tax assets	$ -

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the statement of financial position are as follows:

	2018	Expiry date
Temporary Differences:		
Non-capital losses available for future periods	$ 61,000	2038

Tax attributes are subject to review, and potential adjustment, by tax authorities.

12. EVENTS AFTER THE REPORTING PERIOD

Subsequent to March 31, 2018, the Company completed a two-tranche private placement totalling gross proceeds of $1,304,500 by the issuance of 5,218,000 units at a price of $0.25 per unit. Each unit consists of one common share and one-half of one share purchase warrant. Each full warrant, of which there are 2,609,000, is exercisable into one further common share at a price of $0.50 per share for a period of two years. The first tranche closed on April 30, 2018 raising $1,024,500 by issuing 4,098,000 units, and the second tranche closed on May 10, 2018 raising $280,000 by issuing 1,120,000 units.

On May 24, 2018 the Company granted 1,500,000 stock options to directors, officers and consultants, exercisable at $0.25 per share for a period of five years from the date of CSE listing. The options vest upon listing.

As at the date of this report, the Company was proceeding with the preparation of a Preliminary Non-Offering Prospectus for the purpose of listing its shares for trading on the CSE Exchange.

CERTIFICATE OF THE ISSUER

Dated: June 26, 2018

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

"Gordon Lam"	*"Jon Lever"*
Gordon Lam	Jon Lever
CEO and Director	CFO

ON BEHALF OF THE BOARD OF DIRECTORS OF THE ISSUER

"Fiore Aliperti"	*"Jason Leikam"*
Fiore Aliperti	Jason Leikam
Director	Director

"Michael Sikich"
Michael Sikich
Director

CERTIFICATE OF THE PROMOTER

Dated: June 26, 2018

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

"Gordon Lam"
Gordon Lam
Promoter