LIONS BAY MINING CORP.

LISTING STATEMENT
FORM 2A

November 9, 2018

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Cautionary Note Regarding Forward-Looking Statements

The information provided in this Listing Statement, including information incorporated by reference, includes and incorporates statements that are prospective in nature that constitute forward-looking information and/or forward-looking statements within the meaning of applicable securities laws (collectively, "**forward-looking statements**"). Forward-looking statements include, but are not limited to, the estimated cash flow, capitalization and adequacy thereof for the Corporation following the Arrangement, the expected benefits of the Arrangement to, and resulting treatment of, Shareholders, the anticipated effects of the Arrangement, the expected terms of the Corporation's funding arrangements, the adoption of any dividend policy for the Corporation or payment of any dividends by the Corporation, the completion and expected timing of the Private Placement, the expected available funds following completion of the Private Placement, the expected payment of finders' fee and issuance of broker warrants in connection with the Private Placement, the proposed transfer of cash from Bearing to the Corporation, the issuance of the Stock Options upon completion of the Arrangement, as well as other statements with respect to management's beliefs, plans, estimates and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "outlook", "objective", "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "should", "plans" or "continue", or similar expressions suggesting future outcomes or events.

Forward-looking statements reflect management's current beliefs, expectations and assumptions and are based on information currently available to management, management's historical experience, perception of trends and current business conditions, expected future developments and other factors which management considers appropriate. With respect to the forward-looking statements included in or incorporated into this Listing Statement, management has made certain assumptions with respect to, among other things, that the assumptions underlying the Lions Bay Carve-Out Financial Statements are reasonable, that no Court approval will be set aside or modified, that no unforeseen changes in the legislative and operating framework for the business of the Corporation will occur, the belief that separation of the South America Assets and North America Assets will enable investors to more accurately compare and evaluate each company, the belief that the Corporation will benefit from pursuing an independent growth and capital allocation strategies, that the Corporation will have access to adequate capital to fund its future projects and plans, that the Fish Lake Project will continue to be prospective for minerals, that the Corporation will have access to adequate capital to fund its future projects and plans, that the Corporation's future projects and plans will proceed as anticipated, as well as assumptions concerning general economic and industry growth rates, commodity prices, currency exchange and interest rates and competitive intensity.

Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the future circumstances, outcomes or results anticipated or implied by such forward-looking statements will occur or that plans, intentions or expectations upon which the forward-looking statements are based will occur. By their nature, forward-looking statements involve known and unknown risks and uncertainties and other factors that could cause actual results to differ materially from those contemplated by such statements. Factors that could cause such differences include, but are not limited to: the potential benefits of the Arrangement to the Corporation not being realized; general business and economic uncertainties and adverse market conditions; there being no established market for the Common Shares;; global financial markets, general economic conditions, competitive business environments, and other factors may negatively impact the Corporation's financial condition For a further description of these and other factors that could cause actual results to differ materially from the forward-looking statements included in or incorporated into this Listing Statement, see the risk factors discussed under the heading "Risk Factors", as well as the risk factors included in the Corporation's management's discussion and analysis for the interim period ended July 31, 2018 and as described from time to time in the reports and disclosure documents filed by the Corporation with Canadian securities regulatory authorities, which are available under the Corporation's profile on SEDAR at www.sedar.com. This list is not exhaustive of the factors that may impact the Corporation’s forward-looking statements. These and other factors should be considered carefully and readers should not place undue reliance on the Corporation’s forward-looking statements. As a result of the foregoing and other factors, there can be no assurance that actual results will be consistent with these forward-looking statements.

All forward-looking statements included in or incorporated by reference into this Listing Statement are qualified by these cautionary statements. The forward-looking statements contained herein are made as of the date of this Listing Statement and, except as required by applicable law, neither Bearing nor the Corporation undertakes any obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Readers are cautioned that the actual results achieved will vary from the information provided herein and that such variations may be material. Consequently, there are no representations by Bearing or the Corporation that actual results achieved will be the same in whole or in part as those set out in the forward-looking statements.

Glossary of Terms

The following is a glossary of certain general terms used in this Listing Statement including the summary hereof. Terms and abbreviations used in the financial statements included in, or appended to this Listing Statement are defined separately and the terms and abbreviations defined below are not used therein, except where otherwise indicated. Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders.

"**1933 Act**" means the *United States Securities Act of 1933*, as amended, and all rules and regulations thereunder.

"**Affiliate**" means a corporation that is affiliated with another corporation as described below. A corporation is an "**Affiliate**" of another corporation if:

(a) one of them is the subsidiary of the other; or

(b) each of them is controlled by the same Person.

A corporation is "**controlled**" by a Person if:

(a) voting securities of the corporation are held, other than by way of security only, by or for the benefit of that Person; and

(b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the corporation.

A Person beneficially owns securities that are beneficially owned by:

(a) a corporation controlled by that Person; or

(b) an Affiliate of that Person or an Affiliate of any corporation controlled by that Person.

"**Arrangement**" means the arrangement of Bearing under Section 288 of the BCBCA on the terms and subject to the conditions set out in the Plan of Arrangement.

"**Arrangement Agreement**" means the arrangement agreement dated May 23, 2018 between Bearing and the Corporation.

"**Arrangement Resolution**" means the special resolution approved by the Bearing Shareholders at the Meeting approving the Arrangement.

"**Asset Purchase Agreement**" means the asset purchase agreement entered dated July 19, 2018 between Bearing and the Corporation, pursuant to which the Corporation has issued 5,509,999 Common Shares to Bearing in consideration for the North America Assets.

"**Associate**" when used to indicate a relationship with a Person, means:

(a) an issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer;

(b) any partner of the Person;

(c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which a Person serves as trustee or in a similar capacity; or

(d) in the case of a Person who is an individual:

(i) that Person's spouse or child, or

(ii) any relative of the Person or of his spouse who has the same residence as that Person.

"**BCBCA**" means the *Business Corporations Act* (British Columbia).

"**Bearing**" means Bearing Lithium Corp.

"**Bearing Options**" means share purchase options issued by Bearing pursuant to the Bearing stock option plan which are outstanding on the Effective Date.

"**Bearing Shareholders**" means the holders of Prior Bearing Shares.

"**Bearing Warrants**" means the common share purchase warrants issued by Bearing which are outstanding on the Effective Date.

"**Board**" means the board of directors of the Corporation, as constituted on closing of the Arrangement.

"**Business Day**" means a day which is not a Saturday, Sunday or statutory holiday in Vancouver, British Columbia.

"**Class A Shares**" means the renamed and redesignated Bearing Shares as described in Section 3.1(b) of the Plan of Arrangement.

"**Common Shares**" means no par value shares in the capital of the Corporation.

"**Corporation**" means Lions Bay Mining Corp., a corporation formed under the BCBCA.

"**Court**" means the British Columbia Supreme Court.

"**CSE**" means the Canadian Securities Exchange.

"**CSE Approval**" means the final approval of the CSE in respect of the listing of the Common Shares on the CSE, as evidenced by the issuance of the final approval bulletin of the CSE in respect thereof.

"**CSE Policies**" means the rules and policies of the CSE in effect as of the date hereof.

"**Dissent Rights**" means the right of registered shareholders of Bearing to exercise a right of dissent under the BCBCA in strict compliance with the BCBCA, as modified or supplemented by the Interim Order, Plan of Arrangement or any other order(s) of the Court.

"**Dissenting Shareholder**" means a registered shareholder of Bearing who exercises Dissent Rights in respect of the Arrangement in strict compliance with the BCBCA, as modified or supplemented by the Interim Order, Plan of Arrangement or any other order(s) of the Court and who has not withdrawn or has been deemed to have withdrawn such exercise of such Dissent Rights and who is ultimately entitled to be paid fair value for his, her or its Prior Bearing Shares.

"**Effective Date**" means July 19, 2018.

"**Effective Time**" means 12:01 a.m. on the Effective Date, or such other time on the Effective Date as may be mutually agreed by Bearing and the Corporation.

"**Final Order**" means the final order of the Court approving the Arrangement.

"**First Division**" means First Division Ventures Inc.

"**Fish Lake Technical Report**" means the "Technical Report on the FLV Claim Block Property, Esmeralda County, Nevada, USA" with an effective date of May 15, 2018.

"**forward-looking statements**" has the meaning given to it under the heading "*Forward Looking Statements*".

"**Interim Order**" means the interim order of the Court dated May 28, 2018, in respect of the Meeting and the Arrangement.

"**Lions Bay Carve-out Financial Statements**" means the carve-out financial statements of the Corporation for the six months ended April 30, 2018, attached as Schedule "C".

"**Lions Bay Management's Discussion and Analysis**" means the Corporation's management's discussion and analysis for the period from incorporation April 25, 2018 to July 31, 2018, attached as Schedule "B"

"Lions Bay Unaudited Interim Financial Statements" means the unaudited interim financial statements of the Corporation for the period from incorporation April 25, 2018 to July 31, 2018, attached as Schedule "A".

"**Listing Statement**" means this Form 2A Listing Statement required pursuant to the policies of the CSE.

"**Meeting**" means the annual and special meeting of shareholders of Bearing held on June 28, 2018, to, among other things, approve the Arrangement.

"**New Bearing Shares**" means the new class of common shares without par value which Bearing created and issued as described in Section 3.1(b) of the Plan of Arrangement and for which the Class A Shares are, in part, were exchanged under the Plan of Arrangement and which, immediately after completion of the transactions comprising the Plan of Arrangement, are identical in every relevant respect to the Prior Bearing Shares.

"**NI 43-101**" means National Instrument 43-101 *Standards of Disclosure for Mineral Projects*.

"**North America Assets**" means the FLV lode mining claims located in Esmeralda County, Nevada, USA and commonly referred to as the "Fish Lake Project", the Corporation's interests in the minerals claims located in the Upper Hyland River area of eastern Yukon Territory of Canada and commonly referred to as the "Hy and Jay Property" and the Corporation's interest in the mineral claims located in the Yukon Territory of Canada commonly referred to as the “VM” and the“VBA” properties.

"**NP 46-201**" means National Policy 46-201 *Escrow for Initial Public Offerings.*

"**Option**" means First Division's option to acquire a 50% interest in the Fish Lake Project.

"**Option Agreement**" means the amended and restated option agreement, dated May 2, 2018 between Bearing and First Division whereby First Division was granted the Option.

"**Person**" means any individual, corporation, Corporation, partnership, unincorporated association, trust, joint venture, governmental body or any other legal entity whatsoever.

"**Plan of Arrangement**" means the plan of arrangement of Bearing

"**Prior Bearing Shares**" means the common shares without par value in the capital of Bearing, as constituted prior to the Arrangement.

"**Private Placement**" means the non-brokered private placement of up to 5,000,000 Units.

"**Principals**" means with respect to the Corporation:

(a) a person or company who acted as a promoter of the Corporation within two years before this Listing Statement;

(b) a director or senior officer of the Corporation or any of its material operating subsidiaries at the time of this Listing Statement;

(c) a person or company that holds securities carrying more than 20% of the voting rights attached to the Corporation's outstanding securities immediately before and immediately after the date of the Listing Statement; and

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

“**PUC**” means “paid-up capital”, as defined in the Tax Act.

“**Replacement Option**” means an option to acquire a New Bearing Share to be issued by Bearing to the holders of the Bearing Options pursuant to the Plan of Arrangement.

“**Replacement Warrant**” means a common share purchase warrant to acquire a New Bearing Share to be issued by Bearing to the holders of the Bearing Warrants pursuant to the Plan of Arrangement.

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval of the Canadian Securities Administrators, accessible at www.sedar.com.

"**Shareholders**" means shareholders of the Corporation.

"**South America Assets**" means the advanced-stage Maricunga Project located in Chile.

"**Stock Options**" means share purchase options of the Corporation to issued pursuant to the Stock Option Plan.

"**Stock Option Plan**" means the stock option plan of the Corporation.

"**Tax Act**" means the *Income Tax Act* (Canada), including the regulations promulgated thereunder, as amended.

"**TSX-V**" means the TSX Venture Exchange.

"**Unit**" means those 5,000,000 units of the Corporation, with each Unit being comprised of one Common Share of the Corporation and one Warrant.

"**Warrant**" means one warrant of the Corporation exercisable into one Common Share of the Corporation at an exercise price of $0.10 for a period of 24 months from the closing of the Private Placement.

2. CORPORATE STRUCTURE

2.1 Corporate Name and Head and Registered Office

The full corporate name of the Corporation is “Lions Bay Mining Corp.”. This Listing Statement has been prepared with respect to the Corporation in connection with its proposed listing on the CSE. The head office of the Corporation is located at 1400 - 1111 West Georgia Street, Vancouver, British Columbia V6E 4M3 and its and registered office is located at 2600 - 1066 West Hastings Street, Vancouver, British Columbia V6E 3X1.

2.2 Jurisdiction of Incorporation

The Corporation was incorporated under the BCBCA on April 25, 2018, as a wholly-owned subsidiary of Bearing.

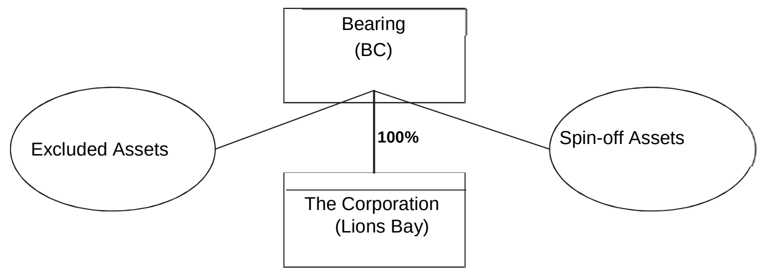
2.3 Inter-corporate Relationships

As of the date hereof, the Corporation does not have any subsidiaries.

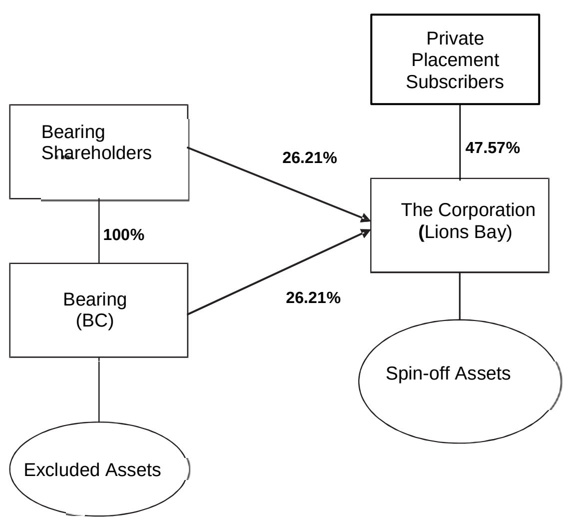
2.4 Fundamental Change

See Item 3.1 – General Development of the Business – The Arrangement.

Before the Arrangement



After the Arrangement



2.5 Non-Corporate Issuers and Issuers Incorporated Outside of Canada

This section is not applicable to the Corporation.

3. GENERAL DEVELOPMENT OF THE BUSINESS

3.1 General Development of the Business

The Corporation

The Corporation was incorporated for the purposes of completing the Arrangement. It has no operating history.

On March 21, 2018, the board of directors of Bearing announced the proposed Arrangement to separate the South America Assets from the North America Assets in an effort to maximize shareholder value. On July 19, 2018, the Corporation entered into the Asset Purchase Agreement with Bearing to acquire the North America Assets immediately prior to completion of the Arrangement.

On May 23, 2018, the Corporation and Bearing entered into the Arrangement Agreement, in respect of the Arrangement.

The Arrangement completed on July 19, 2018. Following completion of the Arrangement, Bearing continues to hold its interest in the South America Assets and the Corporation holds the North America Assets. Shortly following completion of the Arrangement, the Corporation intends to complete the Private Placement.

See Item 3.2 – Significant Acquisitions and Dispositions for a description of the acquisition of the North America Assets.

At the Effective Time and pursuant to the Plan of Arrangement, the following transactions, among others, were deemed to occur sequentially in the following order:

a. the authorized share structure of Bearing was reorganized and altered by:

    i. renaming and redesignating all of the issued and unissued Prior Bearing Shares as Class A Shares; and

    ii. creating the New Bearing Shares, with rights and restrictions identical to those of the Prior Bearing Shares immediately prior to the Effective Time;

b. Bearing's Notice of Articles were amended to reflect the above alterations to its share structure;

c. each Bearing Option then outstanding to acquire one Prior Bearing Share was deemed to be exchanged for one Replacement Option to acquire one New Bearing Share as well as 0.049921 of one option to acquire one Common Share. Each of the Replacement Options and the options to acquire Common Shares have the same exercise price, expiry date, vesting conditions and other terms and conditions as the Bearing Options;

d. each Bearing Warrant then outstanding to acquire one Prior Bearing Share was deemed to be exchanged for one Replacement Warrant to acquire one New Bearing Share as well as 0.049921 of one option to acquire one Common Share. Each of the Replacement Warrants and the options to acquire Common Shares have the same exercise price, expiry date, vesting conditions and other terms and conditions as the Bearing Warrants;

e. each Class A Share was exchanged for: (i) one New Bearing Share; and (ii) 0.049921 of one Common Share (provided that, while each Bearing Shareholder's fractional Common

Shares will be combined, no fractional shares were issued and no compensation was received in lieu thereof), and the holders of Class A Shares were removed from Bearing's central security register with respect to the Class A Shares and were added to Bearing's central securities register as the holder of such number of New Bearing Shares and to the Corporation's central securities register as the holder of such number of Common Shares;

f. all of the Class A Shares were cancelled and the aggregate PUC of the New Bearing Shares is now equal to that of the Prior Bearing Shares immediately prior to the Effective Time less the fair market value of the Common Shares distributed pursuant to the Plan of Arrangement; and

g. the authorized share structure of Bearing was changed by eliminating the Class A Shares, and the notice of articles of Bearing was amended to reflect such alteration.

In accordance with their terms, each Replacement Option and Replacement Warrant entitles the holder to acquire 0.049921 Common Share of the Corporation when, and if, exercised. There are currently 185,228 Replacement Warrants outstanding, which, if exercised, would entitle the holders to receive an aggregate of 9,246 Common Shares. In addition, there are currently 2,905,000 Replacement Options outstanding which, if exercised, would entitle the holders to receive an aggregate of 145,020 Common Shares.

The Bearing board of directors determined that the separation of the South America Assets and the North America Assets into two separate publicly-traded companies will provide a number of benefits to Bearing, the Corporation and the Bearing Shareholders, including:

1. providing shareholders with enhanced value by creating a company focused on the development of the South America Assets and a company focused on the development of the North America Assets;

2. providing Bearing Shareholders with 100% ownership of Bearing and 17.76% ownership of the Corporation (assuming the Private Placement is fully subscribed) at the closing of the Arrangement;

3. providing each company with a sharper business focus, enabling them to pursue independent business and financing strategies best suited to their respective business plans;

4. enabling investors, analysts and other stakeholders or potential stakeholders to more accurately compare and evaluate each company;

5. enabling each company to pursue independent growth and capital allocation strategies;

6. allowing each company to be led by experienced executives and directors who have experience in each company's respective resource sector; and

7. allowing the reorganization to occur on a tax-deferred basis for Bearing Shareholders resident in Canada who hold their Prior Bearing Shares as capital property.

3.2 Significant Acquisitions and Dispositions

On July 19, 2018, immediately prior to the closing of the Arrangement, the Corporation and Bearing entered the Asset Purchase Agreement pursuant to which the Corporation acquired Bearing's interest in the Fish Lake Project located in Nevada and Bearing's interests in the HY Jay, VM and VBA properties located in the Yukon, Canada (collectively, the "**North America Assets**"). The Fish Lake Project is considered the Corporation's material property.

The Fish Lake Project covers 1,620 acres in the north-eastern corner of Fish Lake Valley, situated in central-western Nevada. The claims lie on tuffaceous sedimentary rocks of the Esmeralda formation which are considered to be prospective for lithium, boron and potassium mineralization.

Bearing previously acquired the Fish Lake Project in May, 2017 from Octagon Holding Corp. ("**Octagon**") in consideration for US$60,000 and 1,400,000 Prior Bearing Shares.

On May 2, 2018, Bearing entered into the Option Agreement with First Division whereby First Division has the option to acquire a 50% interest in the Fish Lake Project (the **Option**"). Bearing transferred its interest in the Fish Lake Project and the Option Agreement to the Corporation under the Asset Purchase Agreement.

Pursuant to the Option Agreement, if First Division wishes to exercise the Option, it was required to make a cash payment in the initial amount of $20,000 and issue 20,000 common shares to the Corporation (both of which have been completed), and thereafter issue an additional 3,000,000 common shares to the Corporation on or before September 25, 2020. First Division must incur an aggregate of $1,500,000 in exploration expenditures on the Fish Lake Project as follows: (a) $60,000 on or before September 25, 2018; (b) $440,000 on or before September 25, 2019; and (c) 1,000,000 on or before September 25, 2020. If First Division exercises the Option, the Corporation and First Division will form a joint venture on terms to be negotiated by the parties.

Following completion of the Arrangement, the Corporation now intends to focus on the further exploration and development of the Fish Lake Project with First Division. The Corporation will also pursue other mineral property acquisitions and exploration.

Prior to completion of the Arrangement, the Corporation had no employees. On completion of the Arrangement, the Company now has a CEO and a CFO.

3.3 Trends, Commitments, Events or Uncertainties

Management is not aware of any trend, commitment, event or uncertainty that might reasonably be expected to have a material effect on the Corporation's business, financial condition or results of operation.

4. NARRATIVE DESCRIPTION OF THE BUSINESS

4.1 Narrative Description of the Corporation's Business

General

Following completion of the Arrangement, the principal business activity intended to be carried on by the Corporation is the mineral exploration and, depending on the results of exploration, the development of its mineral exploration projects.

Business Objectives

The Corporation's business object for the following 12-month period will be to focus on the exploration and development of the North America Assets, as more specifically set out in below in Item 4.3 – Issuers with Mineral Projects.

Over the next 12 months the Corporation expects to carry out the following objectives:

- Evaluate the future economic potential of the North America Assets;

- Support First Division's exploration activities in relation to the Fish Lake Project and fund 50% of the work program recommended in the Fish Lake Technical Report; and

- Consider and evaluate the potential acquisition of other mineral property interests.

Significant Events or Milestones

The principal milestones that must occur during the 12-month period following the Arrangement for the business objectives described above to be accomplished are as follows:

Objective/Use	Milestone	Anticipated Cost [(1)] ($)	Estimated completion
Contribute 50% of the costs of the recommended initial Work Program on the Fish Lake Property	Completion of the recommended Work Program	$60,000	September 2019
Assist First Division to reach their first required exploration expenditures on the Fish Lake Project pursuant to the Option Agreement	First Division reaches required exploration expenditures	0	September 2019
Acquisition of an additional mineral property	Secure an additional mineral property asset	70,000	September 2019
General corporate/admin/business development/regulatory		250,000	
Unallocated working capital		50,000	
Available Funds		**430,000**	
Working capital deficit at July 31, 2018		15,000	
Finders' fees and other financing related costs	Complete Financing	40,000	October 2018
Listing costs	Obtain public listing on CSE	15,000	October 2018
Gross proceeds available from Private Placement[(2)]		**500,000**	

(1) This represents required cash funding for the next 12 months.
(2) Assuming the Private Placement is fully subscribed.

Total Funds Available

The working capital deficit at July 31, 2018 was $15,000.

The Lions Bay Unaudited Interim Financial Statements are attached hereto as Schedule "A".

Purpose of Funds

Assuming completion of the Arrangement and the fully-subscribed Private Placement, the following table summarizes the expenditures anticipated by the Corporation required to achieve its business objectives during the 12 months following completion of the Arrangement:

Item	$
Funds Available	
Private Placement (gross proceeds)	500,000
Finders fees related to Private Placement	(30,000)
Estimated working capital deficiency July 31, 2018	(15,000)
Estimated remaining costs related to transaction and listing	(25,000)
Total	**430,000**
Principal purpose for the use of Funds Available	
Expenses relating to future acquisitions including acquisition costs, due diligence and legal expenses	70,000
Work Program on Fish Lake Property (%50)	60,000
Management, consultants and general administration	180,000
Regulatory related expenses after listing	20,000
Professional fees – audit and general legal	50,000
Unallocated working capital	50,000
Total	**430,000**

The Corporation intends to spend the funds available to it as stated in the table above. However, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary for the Corporation to achieve its objectives or to pursue other opportunities that management believes are in the interests of the Corporation.

Principal Products or Services

This section is not applicable to the Corporation.

Production and Sales

This section is not applicable to the Corporation.

Competitive Conditions

Significant and increasing competition exists in the mining industry both domestically and internationally. There are a number of large, established mining companies with substantial capabilities and greater access to financial and technical resources than the Corporation. The Corporation may be unable to realize any value associated with the North America Assets and may be unable to acquire additional mining properties on terms it considers acceptable. There can be no assurances that the Corporation's activities will yield commercially viable results.

Lending and Investment Policies and Restrictions

This section is not applicable to the Corporation.

Bankruptcy and Receivership

The Corporation has not been the subject of any bankruptcy, receivership or similar proceedings since its incorporation in 2018.

Material Restructuring

Except for the Arrangement, the Corporation has not been subject to any material restructuring transaction since its incorporation in 2018.

Social or Environmental Policies

The Corporation has not implemented any formal social or environmental policies. The Corporation intends to comply with all environmental laws and regulations applicable to its mineral operations and development activities.

4.2 Asset-Backed Securities

The Corporation does not have any asset-backed securities.

4.3 Issuers with Mineral Projects

Following completion of the Arrangement, the only material mineral property of the Corporation is the Fish Lake Project. The following information is extracted from the Fish Lake Technical Report prepared by William Feyerabend, Geologist. Mr. Feyerbend is a qualified person as defined by NI 43-101 and is independent of the Corporation. Following is a summary of the Fish Lake Technical Report which is qualified by reference to the entirety of the Fish Lake Technical Report, available for review under the Corporation's profile at www.sedar.com.

Previous exploration related spending on the property is known to be over $100,000.

Fish Lake Project

Property Description and Location

The Fish Lake Project comprises 81 mineral claims covering approximately 1620 acres. Bearing acquired a 100% free and clear interest in the claims by quit claim deed on April 5, 2017 in return for a cash payment of $60,000 and 1,400,000 common shares. On May 2, 2018, Bearing entered into the Option Agreement with First Division whereby First Division has the option to acquire a 50% interest in the Fish Lake Project. Bearing transferred its right in the Fish Lake Project and the Option Agreement to the Corporation under the Asset Purchase Agreement. Pursuant to the Option Agreement, if First Division wishes to exercise the option, it must make a cash payment in the initial amount of $20,000 and issue 20,000 common shares to the Corporation, and thereafter issue an additional 3,000,000 common shares to the Corporation on or before September 25, 2020. First Division must incur an aggregate of $1,500,000 in exploration expenditures on the Fish Lake Project as follows: (a) $60,000 on or before September 25, 2018; (b) $440,000 on or before September 25, 2019; and (c) $1,000,000 on or before September 25, 2020. If First Division exercises the option, the Corporation and First Division will form a joint venture on terms to be negotiated by the parties.

The Fish Lake Project is located in Esmeralda County, Nevada approximately 170 miles northwest of Las Vegas, Nevada; 45 miles west-north-west of the county seat at Goldfield, Nevada and approximately 50 miles west-south-west of Tonopah, Nevada, the major commercial center for the region. The Fish Lake Project mining claims are in T. 1 S., R. 36 E., Secs. 25, 26, 35 and 36; T. 1 S., R. 37 E., Secs. 29, 30, 31 and 32; T. 2 S., R. 36 E., Sec. 1 and T. 2 S., R. 37 E., Sec. 6, MDBM. The claims cover the valley with the Mineral Ridge Mine Road and ridges and valleys to the west.

The Fish Lake Project mineral claims are located on Federal lands controlled by the Bureau of Land Management ("**BLM**"). As public lands, there is free right of access and both surface and mineral rights are held by the Federal government. An inquiry in the Tonopah BLM field office shows the southern margin of the claims is impaired by the Silver Peak Range Wilderness Study Area and is closed to mineral exploration. The remainder of the claims are open to mineral exploration subject to permitting requirements.

Lithium is a locatable mineral according to the Code of Federal Regulations. Lithium should be located by lode claims where it occurs in bedrock and by placer claims where it occurs in alluvium. A body of legal precedence set during the original development of lithium brines in the adjacent Clayton Valley provides that lithium in valley sediments by nature of the unconsolidated nature of the host rock are staked by and produced from placer claims. The Fish Lake Project target is lithium in volcanic sediments and lode claims are appropriate for lithium in consolidated rocks.

In Nevada the claim staking procedure requires recordings with both the county recorder's office and then with the state BLM office in Reno. When all recording is complete, the BLM enters the claims in its data base which can be accessed through the LR2000 interactive website. A check of LR2000 on December 14, 2017 showed the claims registered and active.

Mining claims on Federal land are held to a September 1 to September 1 assessment year when An Intent to Hold or Proof of Labor document needs to be filed with the county and BLM and annual fees of $155 per claim paid. LR2000 shows the claims as active which means fees have been paid for the current assessment year.

There are no other royalties, back-in-payments or other agreements and encumbrances to which the property is subject.

There are no known environmental liabilities to which the property is subject.

There are no other significant factors and risks that may affect access, title, or the right or ability to perform work on the property.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Fish Lake Project is roughly equal distance from Bishop, California and Tonopah, Nevada. Travel from Bishop requires crossing the Montgomery Pass which can have difficult winter driving conditions. Travelling from Tonopah is roughly 90 minutes of driving and 60 miles by paved highways US 95 / 6 and NV 775 and the graded Mineral Ridge Mine Road to the northeastern corner of the claims. There is sparse access within the claims on 4X4 roads.

The region is arid to semiarid. Winters are cold while summers are hot. Exploration can be conducted year-round, but is made more difficult during some winter days by snowfall or winter storms.

Tonopah, 45 miles to the east-northeast, has a population of about 2,500 and is the governmental and supply center for the region. Groceries, hardware, a bank and a choice of motels and restaurants are available there. The hamlet of Dyer, located roughly 18 miles south-southwest has basic services and is an emergency contact point. A reasonable network of graded and paved roads connects the claim area to the rest of Nevada.

The nearest rail and major commercial airline service is to Las Vegas, NV approximately 200 miles to the southeast.

The claims are located in the Basin and Range physiographic region which stretches from southern Oregon and Idaho to Mexico. It is characterized by extreme elevation changes between linear, north to northeasterly trending mountains and flat intermountain valleys or basins. The terrain varies from rugged mountains to flat tablelands incised by steep drainages. The general elevation range is from 5,000 to 6,500 feet.

Vegetation on the property is typical of the Basin and Range brushes and grasses such as sagebrush, greasewood and bottlebrush. There is sufficient land for surface facilities.

History

There is no evidence of anything beyond historical casual prospecting on the Fish Lake Project.

Geological Setting

The rocks in the western United States show a complex geologic history of marine and continental sediments and several episodes of mountain building beginning with the rocks over two billion years old. The compressional forces created a highland of up to 10 – 14,000 feet elevations from the Sierra Nevada Mountains in California to the Rocky Mountains in Colorado.

Beginning nearly 50 million years ago there was a basic change from compression to forces extending or pulling apart the earth’s crust. One result of crustal extension is crustal thinning. Whereas the crust is typically 60 or 70 kilometers deep under highlands such as the Sierra Nevada Mountains, it is 30-35 kilometers deep under the Basin and Range where it has been stretched and pulled apart. Crustal thinning brings heat and deeper, molten rocks closer to the surface resulting in geologically extensive melting, intrusive events and volcanic activity.

An expression of that is the mid-Miocene (+/- 15 – 20 million years old) rhyolite tuffs (volcanic rocks) which grade laterally into widespread sedimentary rocks derived from those volcanics. The very important observation is that the volcanic event blanketed an area of thousands of square miles. The Fish Lake Project is centered in the area of that volcanic event.

To understand the potential of the Fish Lake Project, it is necessary to understand the pathway of enriching lithium from crustal averages of a few to a few tens parts per million (ppm) lithium to concentrations of hundreds or thousands of ppm lithium.

Lithium because of its small ionic size and odd charge does not fit easily into most common minerals. Whether it is liberated by crustal melting or by surface weathering, it tends to stay independent. In volcanic rocks, it is concentrated in the last volcanic event, which typically is the rhyolitic phase. When freed by weathering and erosion, it tends to stay in solution in runoff waters or latch onto the surface of clay particles and be carried down to the center of a basin or out to sea.

Lithium content of many rocks range from a few parts per million (ppm) to a few tens of ppm. Price (2000) from the Clayton Valley area reported his samples analyzed up to 228 ppm lithium, or five times the worldwide average for rhyolites which are themselves relatively enriched compared to other rock types. Price found lithium values down to 23-34 ppm in rhyolite tuffs which had been weathered or altered by normal earth processes. Price proposed that the lithium could be sourced from the rhyolite tuffs and released during weathering. The significance is simply that where there are the rhyolites in volume, there is the potential for significant lithium resources in volume.

It is very important to understand this geology because it determines and explains why lode claims are the correct claim type to stake and produce lithium from basin sediments whereas lithium brines are staked by placer claims because they are in unconsolidated sediments

Exploration Information

Initial mapping and sampling on the Fish Lake Project showed values to 600 ppm lithium in mudstones. Common geochemical values in mudstones are 5 to 40 ppm, so the anomalous results suggest the same process may have operated there.

As of February 2, 2018, First Division's exploration expenditures on the Fish Lake Project totaled $111,120.87. Those expenditures cover mapping, sampling and a geophysical survey. Mapping confirmed that the claims covered mostly Tertiary basin sediments. A total of 130 samples were collected during First Division mapping. Values up to 370 ppm lithium confirm the conclusion from the Octagon sampling that the geologic process resulting in high lithium values in fine sediments operated at the Fish Lake Project claim area.

Having shown that claystone is on the property and that enriched lithium values occur in that rock package, a CSAMT/MT survey optimized drill hole siting. Four traverses cross favorable stratigraphy and along an existing jeep road. A 1,000 foot deep drill hole would be a reasonable test of the Tertiary claystone sedimentary section. Drilling by conventional rotary or reverse circulation would be most time and budget effective.

Mineralization

The appropriate model to apply to the Fish Lake Project is the model of lithium within clay-rich horizons of volcaniclastic sedimentary units which can be recovered under reasonable metallurgical conditions.

Drilling

There has been no known historical drilling on the Fish Lake Project.

Sampling and Analysis

First Division samples were analyzed at ALS Laboratories, 4977 Energy Way, Reno, NV 89502 775-356-5395 ("**ALS**"). After standard preparation, samples were analyzed by ME ICP-41 (two acid digestion) and ME ICP-61 (four acid digestion) with lithium request. Lithium numbers from both analytical methods appear to be from the same population.

Results were verified both by internal ALS procedures and by Octagon and First Division at two different times arriving at the same result.

Security of Samples

No samples were taken during the field examination.

Mineral Resources and Mineral Reserves

The Fish Lake Project is early stage and there has been no mineral resource estimate or mineral reserve estimate.

Mining Operations

The Fish Lake Project is early exploration stage and as such this section does not apply.

Exploration and Development

Further work depends upon the results of the proposed program and would fall under a separate budget. The Corporation's current exploration and development plan is to offer support to First Division, as needed, for the continued exploration of the Fish Lake Project.

Recommendations

The exploration to date has been positive, and the Fish Lake Technical Report author recommends a drill test of the potential claystone host for lithium concentrations.

The budget to accomplish that goal is shown below in US dollars:

Activity		**Estimated Cost (USD)**
Undertake permitting	-	$10,000
Undertake drilling program	-	$45,000
Analyze exploration information	-	$5,000
Complete updated technical report	-	$10,000
Contingency/overrun	-	$10,000
TOTAL	-	**$90,000**

The Fish Lake Technical Report author is of the opinion that the conclusions and recommended work program and budget are consistent with those of other junior mineral exploration companies recently active in the area and are required to determine the lithium potential of the Property. Success measured by thickness and lithium analyses of potential economic interest will lead to a new phase of exploration/development under a new budget.

4.4 Issuers with Oil and Gas Operations

The Corporation does not have oil and gas operations.

5. SELECTED CONSOLIDATED FINANCIAL INFORMATION

5.1 Consolidated Financial Information – Annual Information

<u>The Corporation's Annual Information</u>

The following summary historical carve-out financial information as at and for the six months ended April 30, 2018 and for the year ended October 31, 2017 has been derived from the Lions Bay Carve-out Financial Statements. Those financial statements present the historical carve-out financial position and results of operations of the Corporation as it has been carved out under the Arrangement and as if it operated as a standalone entity for the periods presented.

The summary historical carve-out financial information should be read in conjunction with the Lions Bay Carve-out Financial Statements and the Lions Bay Unaudited Interim Financial Statements for the period from incorporation on April 25, 2018 to July 31, 2018. See Item 25.1 – Financial Statements.

The summary historical carve-out financial information has been prepared for illustrative purposes only and may not be indicative of the operating results or financial condition that would have been achieved if the Arrangement had been completed on the date or for the periods noted above, nor do they purport to project the results of operations or financial position for any future period or as of any future date. Various factors will have an effect on the financial condition and results of operations of the Corporation following the completion of the Arrangement. See Item 17 – Risk Factors.

As at	**July 31, 2018 $ (unaudited)**	**April 30, 2018 $ (carve out) (unaudited)**	**October 31, 2017 $ (carve out) (unaudited)**
Current assets	14,470	-	-
Total assets	89,474	75,004	75,004
Current liabilities	30,132	-	-
Long term liabilities	-	-	-
Total liabilities	30,132	-	-
Total revenue	-	-	-
Dividends declared	-	-	-
Shareholders' Equity	54,342	75,004	75,004

5.2 Consolidated Financial Information – Quarterly Information

This section is not applicable to the Corporation.

5.3 Dividends

The Corporation has not paid any dividends since its incorporation. The Corporation does not anticipate paying any dividends in the short-term. Any decision to pay dividends on the Common Shares in the future will be made by the Board in its discretion on the basis of earnings, financial requirements, business objectives and opportunities and such other factors and conditions as the Board may consider relevant at such time.

5.4 Foreign GAAP

The Corporation's financial statements have not been prepared in accordance with U.S. GAAP.

6. MANAGEMENT'S DISCUSSION AND ANALYSIS

The Lions Bay Management's Discussion and Analysis for the period from incorporation April 25, 2018 to July 31, 2018 are attached hereto as Schedule "B".

7. MARKET FOR SECURITIES

Following completion of the Arrangement and the Private Placement, the Corporation is now a reporting issuer in British Columbia and Alberta. Upon completion of the CSE listing, the Corporation will be a reporting issuer in Ontario. This Listing Statement is being submitted to the CSE to apply for the listing of the Common Shares under the symbol "BAY".

8. CONSOLIDATED CAPITALIZATION

Management of the Corporation intends to complete the Private Placement concurrently with the listing of the Common Shares on the CSE. Pursuant to the Private Placement, the Corporation will issue up to 5,000,000 Units at a price of $0.10 per Unit. Assuming the Private Placement is fully subscribed, there will be 10,510,000 Common Shares issued and outstanding.

The following table sets forth the consolidated capitalization of the Corporation as at April 30, 2018, adjusted to give effect to the Arrangement and the Private Placement on a fully subscribed basis. You should read this table in conjunction with the Lions Bay Carve-out Financial Statements and the Lions Bay Unaudited Interim Financial Statements included hereto. See Item 25.1 – Financial Statements.

Description	**Outstanding as at July 31, 2018**	**Issued pursuant to Private Placement**	**Projected Outstanding at date of listing**
Common Shares	5,510,000(1)	5,000,000(3)	10,510,000
Special Warrants	0	0	0
Warrants	9,246(1)	5,000,000(3)	5,009,246
Brokers Warrants	0	0	0
Stock Options	641,446(1)(2)	0	641,446

Notes:

(1) In July 19, 2018 the Issuer completed a plan of arrangement with Bearing whereby it issued 5,509,999 common shares, 9,246 share purchase warrants and 191,446 stock options in exchange of the North American Assets.

(2) During the period ended July 31, 2018, the Company granted 450,000 stock options to officers, directors and employees of the company at an exercise price of $0.025 for a period of 5 years.

(3) Subsequent to July 31, 2018, the Company issued 5,000,000 units at a price of $0.10 per unit for total proceeds of $500,000. Each unit entitles the holder to one common share and one share purchase warrant. Each warrant entitles the holder to purchase one additional common share at a price of $0.10 for a 24 month period

9. OPTIONS TO PURCHASE SECURITIES

As of the date hereof, there are 450,000 Stock Options outstanding and held by directors, officers and consultants of the Corporation, each exercisable into one Common Share at an exercise price of $0.025 until July 6, 2018. In addition, pursuant to the terms of the Arrangement, each Bearing Replacement Option, if exercised, will entitle the holder to 0.049921 of a Common Share. Assuming all 2,905,000 Replacement Options were exercised, this would result in an additional 145,020 Common Shares being issued.

The Board, with the approval of Bearing as the Corporation's sole shareholder, has adopted the Stock Option Plan. The Stock Option Plan will be the only equity compensation plan of the Corporation upon completion of the Arrangement.

The Stock Option Plan is a "rolling plan" under which the total number of Common Shares issuable from time to time may not exceed 10% of the total number of issued and outstanding Common Shares from time to time.

Terms of Stock Option Plan

Under the Stock Option Plan, Stock Options totaling a maximum of 10% of the Common Shares outstanding from time to time are available for grant.

As the Corporation intends to be listed on the CSE, pursuant to CSE Policies covering option grants, namely CSE Policy 6.5, the Corporation must:

(a) not grant Stock Options with an exercise price lower than the greater of the closing market prices of the underlying securities on (i) the trading day prior to the date of grant of the Stock Options; and (ii) the date of grant of the Stock Options;

(b) comply with the provisions of National Instrument 45-106 – *Prospectus Exemptions* ("**NI 45-106**"), under which the Corporation will be deemed to be an "unlisted reporting issuer" for the purposes of Division 4 of NI 45-106;

(c) post notice of Stock Option grants or amendments in CSE Form 11 immediately following each grant of Stock Options by the Corporation;

(d) upon the first grant of Stock Options under the Stock Option Plan, the Corporation must provide the CSE with an opinion of counsel that all the securities issuable under the Stock Option Plan will be duly issued and be outstanding as fully paid and non-assessable shares; and

(e) terms of a Stock Option granted under the Stock Option Plan may not be amended once issued. If a Stock Option is cancelled prior to its expiry date, the Corporation must post notice of the cancellation and shall not grant new options to the same person until 30 days have elapsed from cancellation of the previous Stock Options.

The following is a summary of the material terms of the Stock Option Plan.

1. To be eligible to receive a grant of Stock Options under the Stock Option Plan an optionee must be an executive, a director, or an employee, or a consultant of the Corporation providing services to the Corporation or a subsidiary at the time the Stock Option is granted.

2. The Stock Option Plan is subject to the following restrictions:

   (a) The maximum number of Stock Options granted to any one optionee within any 12 month period shall be 5% of the outstanding Common Shares issued, unless the Corporation has obtained disinterested shareholder approval if required under regulations, to do so; and

   (b) The maximum number of Stock Options which may be granted to any one consultant within any 12 month period must not exceed 2% of the issued Common Shares; and

   (c) The maximum number of Stock Options that may be granted within any 12 month period to employees or consultants engaged in investor relations activities must not exceed 2% of the issued Common Shares, and such Stock Options must vest in stages over 12 months with no more than 25% of the Stock Options vesting in any three month period, and such limitation will not be an amendment to the Stock Option Plan requiring the optionees' consent.

3. Administration and Terms of the Stock Option Plan:

(a) The Stock Option Plan is administered by the Board or its appointed committee;

(b) Grant and expiry dates, the exercise price, the vesting schedule and the number of Common Shares which may be purchased pursuant to a Stock Option shall be fixed by the Board or its committee appointed to grant Stock Options;

(c) The Corporation may implement such procedures and conditions as the Board or its committee deems appropriate with respect to withholding and remitting taxes imposed under applicable law, or the funding of related amounts for which liability may arise under such applicable law;

(d) All Stock Options granted under the Stock Option Plan expire on a date not later than 10 years after the issuance of such options. However, should the expiry date for a Stock Option fall within a trading Blackout (as defined in the Stock Option Plan, generally meaning circumstances where sensitive negotiations or other like information is not yet public), Stock Options may not be exercised during a Blackout unless the Board or its appointed committee determines otherwise;

(e) A Stock Option granted to any optionee will continue intact during any military or sick leave or other bona fide leave of absence if the period of such leave does not exceed 90 days (or, if longer, for so long as the optionee's right to re-employment or re-engagement by the Corporation is guaranteed either by statute or by contract.) If the period of such leave exceeds 90 days and the optionee's re-employment or re-engagement is not so guaranteed, then his or her employment or engagement shall be deemed to have terminated on the 91st day of such leave;

(f) A Stock Option may be exercised only by the optionee or the personal representative of any optionee, who may exercise a Stock Option in whole or in part at any time and from time to time following vesting and up to the expiry of the Stock Option by delivering the required notice and payment pursuant to the terms of the Stock Option Plan. Stock Options may not be exercised during a Blackout unless the Board or its appointed committee determines otherwise;

(g) The Board reserves the right, subject to regulatory requirements, in its absolute discretion to amend, suspend, terminate or discontinue the Stock Option Plan with respect to all Stock Option Plan shares in respect of Stock Options which have not yet been granted under the Stock Option Plan. Where any amendment relates to an existing Stock Option, if the amendment would:

    (i) materially decrease the rights or benefits accruing to an optionee, or

    (ii) materially increase the obligations of an optionee,

    then, unless otherwise excepted out by the Stock Option Plan, the committee must also obtain the written consent of the optionee in question to such amendment. If at the time the exercise price of a Stock Option is reduced while the optionee is an insider of the Corporation, the insider must not exercise the Stock Option at the reduced exercise price until the reduction in exercise price has been approved by the disinterested shareholders of the Corporation, if such disinterested shareholder approval is required by the CSE; and

(h) A copy of any amendment to the Stock Option Plan shall be promptly provided by the administrator to each optionee.

A copy of the Stock Option Plan will be available under the Corporation's SEDAR profile at www.sedar.com upon completion of the Arrangement.

10. DESCRIPTION OF THE SECURITIES

10.1 Description of the Corporation's Securities

The Corporation's authorized share capital consists of an unlimited number of Commons Shares without par value, each such Common Share carrying one vote per share at all meetings of shareholders and the right to participate rateably in any dividends declared by the management of the Corporation on the Common Shares, and is entitled, on the liquidation, dissolution, winding-up or other distribution of assets of the Corporation for the purposes of winding-up its affairs, to a pro rata share of the assets of the Corporation after payment of all its liabilities and obligations.

10.2 Debt Securities

The Corporation is not seeking a listing of any debt securities.

10.3 Other Securities

The Corporation is not seeking a listing of any other equity securities beyond the Common Shares.

10.4 Modification of Terms

The Corporation has not modified any of the terms of its securities.

10.5 Other Attributes

There are no other attributes of the Corporation's securities that would materially limit or qualify the rights of any other class of securities.

10.6 Prior Sales

The Corporation issued one Common Share to Bearing on April 25, 2018.

Pursuant to the terms of the Asset Purchase Agreement between Bearing and the Corporation, the Corporation issued 5,509,999 Common Shares to Bearing in consideration for the North America Assets, immediately prior to completion of the Arrangement. In connection with the Arrangement, 2,754,882 of the Common Shares were spun-out to shareholders of Bearing.

The Corporation intends to complete the Private Placement as further described in Item 8 – Consolidated Capitalization.

The following tables sets forth the issuances of Common Shares within the last twelve (12) months before the date of this Listing Statement as well as the anticipated issuances of Common Shares in connection with the Asset Purchase Agreement, the completed Arrangement and the completed Private Placement on a fully subscribed basis.

Date Issued	Number of Common Shares	Issue Price per Share ($)	Total funds received ($)	Nature of Consideration
April 25, 2018	1	$1.00	$1.00	Cash

Date Issued	Number of Common Shares	Issue Price per Share ($)	Total funds received ($)	Nature of Consideration
July 18, 2018	5,509,999	N/A	N/A	Property(1)
N/A	5,000,000	$0.10	$500,000	Cash(2)

Notes:

(1) 5,509,999 Common Shares were issued to Bearing as consideration for the North America Assets pursuant to the Asset Purchase Agreement.

(2) The Corporation intends to complete the Private Placement of 500,000 Units at an issue price of $0.10 per Unit as further described in Item 8 – Consolidated Capitalization.

10.7 Stock Exchange Price

The Common Shares are to be listed for trading on the CSE under the symbol "BAY" and were not previously listed on any other Canadian or foreign stock exchange.

11. ESCROWED SECURITIES

Escrow Pursuant to NP 26-201 and CSE Policy 8

As at the date of this Listing Statement, the Common Shares subject to contractual restrictions and escrow are as shown in the following table:

Designation of Class	Number of securities held in escrow or subject to a contractual restriction on transfer	Percentage of class after Arrangement	Percentage of class after Private Placement
Common Shares	Nil	N/A	N/A

In accordance with NP 46-201, all Common Shares of the Corporation held by a principal of the Corporation as of the date of this Listing Statement are subject to escrow restrictions. A principal who holds securities carrying less than 1% of the voting rights attached to an issuer's outstanding securities is not subject to the escrow requirements under NP 46-201. Under NP 46-201, a "principal" includes a director or senior officer of the Corporation at the time of the Arrangement. As none of the principals hold more than 1% of the outstanding Common Shares, no Common Shares are subject to escrow under NP 46-201.

12. PRINCIPAL SHAREHOLDERS

Principal Shareholders

The Corporation is authorized to issue an unlimited number of Common Shares. As at the date hereof, there are 5,510,000 Common Shares issued and outstanding. Upon completion of the Private Placement it is anticipated that there will be 10,510,000 Common Shares issued and outstanding. There are no other shares issued or outstanding of any other class.

To the knowledge of the directors and executive officers of the Corporation, other than as set out below, no person, firm or company, will upon completion of the Private Placement, beneficially own, directly or indirectly, or exercise control or direction over, voting securities carrying more than 10% of the voting rights attached to any class of voting securities of the Corporation.

Shareholder Name	Number of Common Shares	Percent of Class
Bearing Lithium Corp.	2,755,118	26.2%

Voting Trust

To the knowledge of the Corporation, no voting trust exists within the Corporation such that more than 10% of any class of voting securities of the Corporation are held, or are to be held, subject to any voting trust or other similar agreement.

Associates and Affiliates

To the knowledge of the Corporation none of the principal shareholders is an Associate or Affiliate of any other principal shareholder.

13. DIRECTORS AND OFFICERS

13.1 – 13.5 – Directors and Officers

The following table sets out the names of the Corporation's directors and officers, municipalities of residence, the number and percentage of voting securities beneficially owned, directly or indirectly, or over which each exercises control or direction, the principal occupations held over the past five years, the offices held with the Corporation and the committees of which they are members. The directors of the Corporation are elected annually by the shareholders and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed.

Name, Municipality of Residence and Position Held	Principal Occupation for Past Five Years	Director or officer of the Corporation Since	Number of Common Shares Beneficially Owned, Directly or Indirectly, or Controlled or Directed at Present (1)
Jeremy Poirier(2) British Columbia, Canada *President, Chief Executive Officer and Director*	President, Chief Executive Officer and Director, Bearing Lithium Corp., August 2016 to present; President, Nico Consulting, 2004 to present; Director, Alexandra Capital Corp., August 2017 to present.	April 25, 2018	8,651 (less than 1%)
Julia Stone British Columbia, Canada *Chief Financial Officer and Corporate Secretary*	Senior Associate, Fehr & Associates, 2014 to present.	July 6, 2018	Nil

Name, Municipality of Residence and Position Held	Principal Occupation for Past Five Years	Director or officer of the Corporation Since	Number of Common Shares Beneficially Owned, Directly or Indirectly, or Controlled or Directed at Present [(1)]
Patrick Cussen[(2)] Santiago, Chile *Director*	President, Celta Consultoras Limited, 1991 to present. Director, Bearing Lithium Corp., January 2017 to present.	July 6, 2018	27,434 (less than 1%)
William Timothy Heenan[(2)] Mendosa, Argentina *Director*	Exploration Manager, Mirasol Argentina, SRL, 2003 to present. Director, Bearing Lithium Corp., May 2017 to present.	July 6, 2018	Nil (less than 1%)
Ben Asuncion British Columbia, Canada *Director*	Vice-President, Business Development, Bearing Lithium Corp., January 2017 to present; Analyst, Haywood Securities Inc., 2007 to January 2017.	July 6, 2018	31,825 (less than 1%)

Notes:

(1) Following completion of the Arrangement and the Private Placement, based on 10,510,000 Common Shares outstanding and such individual's current ownership of Common Shares.

(2) Proposed member of the Audit Committee.

Upon the completion of the Arrangement and the Private Placement, it is expected that the directors and senior officers of the Corporation as a group, will beneficially own, directly or indirectly, or exercise control or direction over an aggregate of 67,910 Common Shares of the Corporation, representing approximately 0.65% of the then issued and outstanding Common Shares of the Corporation.

13.6 – 13.9 – Corporate Cease Trade Orders or Bankruptcies; Penalties or Sanctions; Personal Bankruptcies

To the knowledge of the Corporation no current or proposed director, officer or promoter of the Corporation, or a security holder anticipated to hold sufficient securities of the Corporation to affect materially the control of the Corporation, or within 10 years before the date hereof, has been, a director or officer of any other company that, while that person was acting in that capacity:

(a) was the subject of a cease trade or similar order, or an order that denied the other company access to any exemptions under Ontario securities law, that was issued at the time such person was acting in the capacity as director or officer, for a period of more than 30 consecutive days;

(b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

(c) 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

(d) 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.

No proposed director of the Corporation has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

To the knowledge of the Corporation, no director, officer or promoter of the Corporation, or a security holder anticipated to hold sufficient securities of the Corporation to affect materially the control of the Corporation is, or within 10 years before the date hereof, has been, a director or officer of any other issuer that, while that person was acting in that capacity, has:

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

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

No director or officer of the Corporation is, or has, within the 10 years prior to the date hereof, been declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

13.10 – Conflicts of Interest

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

13.11 – Management

Brief descriptions of the biographies for all of the proposed officers and directors of the Corporation are set out below:

Jeremy Poirier, Director, Chief Executive Officer and President
Mr. Poirier serves as President of Nico Consulting, a management and consulting services company. Mr. Poirier has been providing a range of investor awareness and advisory services for both public and private companies since 2004. Over the past 12 years, Mr. Poirier has acquired extensive market experience and built a strong network of investors and industry contacts. He has also served as a member on a number of boards of directors and has held officer positions at several public and private companies. Through his network and market expertise, Mr. Poirier has facilitated capital raising efforts as well as successful asset acquisition and corporate development undertakings. Mr. Poirier has over 8 year of experience providing corporate advisory services and investor relations to public and private companies. He is currently the Chief Executive Officer of Bearing Lithium Corp., a public company listed on the TSX Venture Exchange. It is anticipated that Mr. Poirier will devote such portion of his working time to the Corporation as is necessary to fulfill his duties as Chief Executive Officer and director.

Patrick Cussen, Director
Mr. Cussen is an industrial civil engineer with 45 years of mining industry experience. He has extensive experience in minerals and mining and specifically in marketing, sales, project exploration, project evaluation and economic assessments. Mr. Cussen was previously the Chairman of the Board of Li3 Energy Inc. Mr. Cussen has served as the Chairman of The Center for Copper and Mining Studies for 15 years, Cesco, a Chilean think tank on mining. Mr. Cussen holds an engineering degree and a Masters of Economics from the University of Chile and is currently a director of Bearing Lithium Corp., a public company listed on the TSX Venture Exchange. It is anticipated that Mr. Cussen will devote such portion of his working time to the Corporation as is necessary to fulfill his duties as a director.

William Timothy Heenan, Director
Mr. Heenan has over 26 years of exploration experience throughout the Americas, and has worked exclusively in South and Central America since 1990. Mr Heenan has a wide range of diversified exploration experience throughout a range of geographic and geologic environments and is considered to be a highly skilled explorationist. Mr Heenan has extensive experience in design and implementation of generative to advanced exploration activities, and has been directly involved in the discovery and advancement of several high profile projects which are currently in production, and others entering into their feasibility stage.

Mr Heenan is a founder of Mirasol Resources Ltd., and a former director of Mirasol for over 12 years since its inception and listing on the TSX Venture Exchange. Mr. Heenan has been based in Mendoza, Argentina with Mirasol as Exploration Manager since its inception in 2003, and prior to that lived in Chile and worked for numerous mining and exploration companies in Chile for over a decade. Apart from Mr. Heenan´s direct hand´s on approach to exploration, he has also become very familiar with legal, corporate and administrative matters in both Chile and Argentina, is fluent in Spanish, and has developed an extensive network of contacts throughout the mining industry. Mr. Heenan is a Canadian citizen by birth, and maintains definitive legal residency status in both Chile and Argentina. Mr. Heenan is currently a director of Bearing Lithium Corp., a public company listed on the TSX Venture Exchange. It is anticipated that Mr. Cussen will devote such portion of his working time to the Corporation as is necessary to fulfill his duties as a director.

Ben Asuncion Director
Mr. Asuncion is currently the Vice-President, Corporate Development of Bearing Lithium Corp. Over the past decade, Mr. Asuncion has accumulated extensive experience in the capital markets and the natural resources sector. In 2007, Mr. Asuncion joined Haywood Securities Inc., a privately owned Canadian sell side brokerage firm, as a research associate working within the mining space focusing on precious and platinum group metals. During his tenure at Haywood, he has been involved in a number of sectors including oil and gas, technology and telecom, in addition to his core focus on mining. He subsequently

advanced to become a sell-side research analyst in 2012 covering companies from exploration through to production in the precious metals and lithium space. Prior to joining Haywood, Benjamin was involved in the management of an endowment fund at Simon Fraser University (SFU). Mr. Asuncion holds a Bachelor of Business degree from SFU with concentrations in finance, accounting and management science. It is anticipated that Mr. Asuncion will devote such portion of his working time to the Corporation as is necessary to fulfill his duties as a director.

Julia Stone, Chief Financial Officer and Corporate Secretary
Ms. Stone, a Chartered Professional Accountant, holds a Bachelor of Business Administration degree with a major in Accounting and a diploma in Finance from Camosun College. She successfully completed the CPA Common Final Examination (CFE) in May, 2016. She has been a Senior Associate at Fehr & Associates, a registered designated accounting practice, since 2014 and has experience with both public and private companies. It is anticipated that Ms. Stone will devote such portion of her working time to the Corporation as is necessary to fulfill her duties as Chief Financial Officer and Corporate Secretary.

14. CAPITALIZATION

14.1 Issued Capital

The following chart is with respect to the Common Shares of the Corporation. All information has been presented assuming the Private Placement is completed on a fully subscribed basis.

	Number of Securities (non-diluted)	**Number of Securities (fully-diluted)**	**% of Issued (non-diluted)**	**% of Issued (fully-diluted)**
Public Float				
Total outstanding (A)	10,510,000	16,160,692	100%	100%
Held by Related Persons or employees of the Corporation or Related Person of the Corporation, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Corporation (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Corporation upon exercise or conversion of other securities held) (B)	2,823,028	3,473,720	26.86%	21.49%
Total Public Float (A-B)	7,686,972	12,686,972	73.14%	78.51%
Freely-Tradeable Float				
Number of outstanding securities subject to resale	0	0	0%	0%

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully-diluted)
restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)				
Total Tradeable Float (A-C)	10,510,000	16,160,692	100%	100%

Notes:
(1) Includes 2,755,118 Common Shares issued to Bearing in consideration for the North America Assets and that 1 Common Share issued to Bearing on April 25, 2018.
(2) Includes 5,000,000 Common Shares to be issued pursuant to the Private Placement.

Public Securityholders (Registered)

Class of Security: Common Shares

Size of Holding	Number of holders(1)	Total number of securities(1)
1 - 99 securities	52	1,699
100 – 499 securities	56	15,022
500 – 1,249 securities	31	24,012
1,250 – 2,499 securities	12	23,901
2,500 – 3,749 securities	4	13,545
3,750 – 4,999 securities	1	4,992
5,000 or more securities	12	428,535
Unable to confirm	N/A	N/A
Total:	169 (2)	511,706(2)

Notes:
(1) These are estimated share ranges based on the pre-arrangement registered list of Bearing as at May 14, 2018.
(2) Not included in this table are the 1,951,032 Common Shares registered to CDS & Co., 257,788 Common Shares registered to CEDE & Co, 3 Common Shares registered to VSE Service Corp., 8 Common Shares registered to West Canada Depository and 3 Common Shares registered to Yorkton Securities.

Public Securityholders (Beneficial)

Common Shares of the Corporation		
Size of Holding	**Number of holders[(1)]**	**Total number of securities[(1)]**
1 - 99 securities	3,939	66,920
100 – 499 securities	872	180,451
500 – 1,249 securities	271	201,510
1,250 – 2,499 securities	72	128,751
2,500 – 3,749 securities	34	101,478
3,750 – 4,999 securities	14	58,455
5,000 or more securities	69	1,771,735
Unable to confirm	N/A	N/A
Total:	5,272	2,509,301

Notes:
(1) These are estimated share ranges based on the pre-arrangement share range reports of Bearing as at June 27, 2018.

Non-Public Securityholders (Registered)

Common Shares of the Corporation		
Size of Holding	**Number of holders[(1)]**	**Total number of securities[(1)]**
1 - 99 securities	N/A	N/A
100 – 499 securities	N/A	N/A
500 – 1,249 securities	N/A	N/A
1,250 – 2,499 securities	N/A	N/A
2,500 – 3,749 securities	N/A	N/A
3,750 – 4,999 securities	N/A	N/A
5,000 or more securities	4	2,823,028
Unable to confirm	N/A	N/A
Total:	4	2,823,028

Notes:
(1) These are estimated share ranges based on the pre-arrangement registered list and share range reports for Bearing.

14.2 Convertible/Exchange Securities

The Corporation currently has no issued and outstanding convertible or exchangeable securities.

The following table sets out the number of convertible/exchangeable securities of the Corporation that will be outstanding following the Private Placement, assuming the Private Placement is fully subscribed.

Description of Security	Number of convertible/exchangeable securities	Number of listed securities issuable upon conversion/exchange
Corporation Stock Options	641,446(1)	641,446
Corporation Warrants	5,009,246(2)	5,009,246(2)

Notes:

(1) 450,000 Stock Options have been issued to certain directors, executive officers and consultants. The number shown above includes the potential issuance of 191,446 Common Shares pursuant to the exercise of the Replacement Options.

(2) Assuming the Private Placement is fully subscribed, the Corporation will have issued 5,000,000 Warrants. The number shown above includes the potential issuance of 9,246 Common Shares issuable pursuant to the Replacement Warrants.

14.3 Other Listed Securities

There are no other listed securities of the Corporation currently reserved for issuance.

15. EXECUTIVE COMPENSATION

15.1 Statement of Executive Compensation

To date, the Corporation has not carried on any active business other than entering into the Asset Purchase Agreement. No compensation has been paid to date by the Corporation to its proposed executive officers.

Following the CSE listing, it is anticipated that the Corporation will adopt a compensation structure for its executive officers that is appropriate for its size and the nature of its operations, while also providing an incentive for growth.

The Corporation has not established an annual retainer fee or meeting attendance fee for directors. However, the Corporation expects to establish directors' fees in the future and expects to reimburse directors for reasonable expenses incurred in the course of the performance of their duties as directors.

16. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No individual who is or is proposed to be a director or executive officer or employee of the Corporation, a proposed nominee for election as a director of the Corporation or an associate of any such director, officer or proposed nominee is indebted to the Corporation and no indebtedness of any such individual to another entity is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation.

17. RISK FACTORS

17.1 Risks Related to the Operations of the Corporation

The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this Listing Statement. These risks and uncertainties are not the only ones the Corporation is facing. Additional risks and uncertainties not presently known to the Corporation, or that it currently deems immaterial, may also impair its operations. If any such risks actually occur, the business, financial condition, liquidity and results of the Corporation's operations could be materially adversely affected. The risk factors described below should be carefully considered by readers, including investors considering a purchase of securities of the Corporation, along with all other information set forth in this Listing Statement

An investment in securities of the Corporation should only be made by persons who can afford a significant or total loss of their investment.

Financing Risks

The Corporation expects to be substantially dependent upon the equity and debt capital markets or alternative sources of funding to pursue additional investments, including royalty or streaming agreements. There can be no assurance that such financing will be available to the Corporation on acceptable terms or at all.

Additional equity or debt financings may significantly dilute shareholders, increase the Corporation's leverage or require the Corporation to grant security over its assets. If the Corporation is unable to obtain such financing, it may not be able to expand its portfolio of royalty or streaming assets and may not be able to execute on its business strategy. If the Corporation is unable to obtain financing for additional investments, it may determine to allocate income, if any, from other investments to finance additional investments.

Some of the Corporation's Directors and Officers may have Conflicts of Interest as a Result of Their Involvement with Other Natural Resource Companies

Some of the individuals who are or will be the Corporation's officers and directors are directors or officers of other natural resource or mining-related companies, including Bearing, and these associations may give rise to conflicts of interest from time to time. As a result of these conflicts of interest, the Corporation may miss the opportunity to participate in certain transactions, which may have a material adverse effect on the Corporation's financial position.

The Corporation may Experience Difficulty Attracting and Retaining Qualified Management to Grow its Business

The Corporation will be dependent on the services of key executives and other highly skilled personnel focused on advancing its corporate objectives, as well as the identification of new opportunities for growth and funding. Due to the Corporation's relatively small size, the loss of these individuals or its inability to attract and retain additional highly skilled employees required for its activities may have a material adverse effect on the Corporation's business and financial condition.

The Corporation does not currently employ any technical or mining experts. In evaluating future investments, the Corporation currently expects to use the services of Sonoran Resources LLC to provide technical and mining expertise and will incur costs from time to time as a result. The Corporation may incur costs for such services without ultimately entering into any investment or any such investment, if entered into, ultimately being profitable.

Fluctuations in the Market Value of the Common Shares

If the Common Shares are publicly traded, the market price of the Common Shares may be affected by many variables not directly related to the corporate performance of the Corporation, including the market in which it is traded, the strength of the economy generally, the availability and attractiveness of alternative investments and the breadth of the public market for its shares. The effect of these and other factors on the market price of the Common Shares in the future cannot be predicted. The lack of an active public market could have a material adverse effect on the price of the Common Shares.

Global Financial Conditions may be Volatile

Market events and conditions, including the disruptions in the international credit markets and other financial systems, in China, Japan and Europe, along with political instability in the Middle East and Russia and falling currency prices expressed in United States dollars have resulted in commodity prices remaining volatile. These conditions have also caused a loss of confidence in global credit markets, excluding the United States, resulting in the collapse of, and government intervention in, major banks, financial institutions and insurers and creating a climate of greater volatility, tighter regulations, less liquidity, widening credit spreads, less price transparency, increased credit losses and tighter credit conditions. Notwithstanding various actions by governments, concerns about the general condition of the capital markets, financial instruments, banks and investment banks, insurers and other financial institutions caused the broader credit markets to be volatile and interest rates to remain at historical lows. These events are illustrative of the effect that events beyond the Corporation's control may have on commodity prices, demand for metals, including gold and silver, availability of credit, investor confidence, and general financial market liquidity, all of which may adversely affect the Corporation's business. Global financial conditions have always been subject to volatility. Access to public financing has been negatively impacted by sovereign debt concerns in Europe and emerging markets, as well as concerns over global growth rates and conditions. These and other factors may impact the ability of the Corporation to obtain equity or debt financing in the future and, if obtained, the favourability of the terms of such financing to the Corporation. Increased levels of volatility and market turmoil can adversely impact the Corporation's operations and the price of the Common Shares.

The Corporation will be Reliant on Third Party Reporting

The Corporation relies, and will rely, on public disclosure and other information regarding the properties in which it has an interest that it receives from the owners, operators and independent experts of such operations, and certain of such information is included in this Listing Statement. Such information is necessarily imprecise because it depends upon the judgment of the individuals who operate the properties, as well as those who review and assess the geological and engineering information. In addition, the Corporation must rely on the accuracy and timeliness of the public disclosure and other information it receives from the owners and operators of the properties, and uses such information in its analyses, forecasts and assessments relating to its own business and to prepare its disclosure with respect to its streams and royalties. If the information provided by such third parties to the Corporation contains material inaccuracies or omissions, the Corporation's disclosure may be inaccurate and its ability to accurately forecast or achieve its stated objectives may be materially impaired, which may have a material adverse effect on the Corporation.

Additional Financings may Result in Dilution

The Corporation may require additional funds to further its activities and objectives. To obtain such funds, the Corporation may issue additional securities, including Common Shares or securities convertible into or exchangeable for Common Shares. As a result, Shareholders could be substantially diluted. In addition, there can be no assurance that the Corporation will be able to obtain sufficient financing in the future on terms favourable to the Corporation or at all.

Government Regulation in Foreign Jurisdictions

The Corporation's mineral exploration and mining activities, and the activities undertaken by companies from which the Corporation may acquire a royalty or streaming interest, may be affected in varying degrees by government regulations relating to the mining industry and foreign investors therein. There is no assurance that the investment climate of the United States, where the Corporation's mineral property interests are located, will continue to be favourable. Any changes in regulations or shifts in legislative conditions are beyond the control of the Corporation and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income or other taxes, expropriation of property, environmental legislation and mine safety.

17.2 Additional Securityholder Risk

There is no risk that Shareholders of the Corporation may become liable to make an additional contribution beyond the price they paid to purchase or acquire the Common Shares.

17.3 Risks Related to the Arrangement

Following the Arrangement, the Corporation may be unable to make the changes necessary to operate as an independent entity and may incur greater costs

Following the Arrangement, the separation of the Corporation from the other business of Bearing may materially affect the Corporation. The Corporation may not be able to implement successfully the changes necessary to operate independently. The Corporation may incur additional costs relating to operating independently that could materially affect its cash flows and results of operations. The Corporation will require Bearing to provide the Corporation with certain services and facilities on a transitional basis. The Corporation may, as a result, be dependent on such services and facilities until it is able to provide or obtain its own.

There does not exist a separate operating history of the Corporation as a stand-alone entity

Upon the Arrangement becoming effective, the Corporation will become an independent public company. The operating history of Bearing cannot be regarded as the operating history of the Corporation. The ability of the Corporation to raise capital, satisfy its obligations and provide a return to its shareholders will be dependent on future performance. It will not be able to rely on the capital resources and cash flows of Bearing.

The Lion's Bay Carve-out Financial Statements may not reflect what its financial position, results of operations or cash flows would have been had the Corporation operated as a stand-alone company or what the Corporation's financial position, results of operations or cash flows will be in the future

The Lions Bay's Carve-out Financial Statements included in Schedule "C" to this Listing Statement have been prepared on a "carve-out" basis derived from the consolidated financial statements of Bearing as if the Corporation had been operating as a stand-alone company for the periods presented. The Corporation believes management has made reasonable assumptions underlying the Lions Bay's Carve-out Financial Statements, including reasonable allocations of corporate expenses from Bearing, such as expenses related to employee benefits, finance, human resources, legal, information technology and executive management. However, because the Lions Bay's Carve-out Financial Statements are based on certain assumptions and include allocations of corporate expenses from Bearing, the Lions Bay's Carve-out Financial Statements may not reflect what the Corporation's financial position, results of operations or cash flows would have been had the Corporation operated as a stand-alone company during the historical periods presented or what the Corporation's financial position, results of operations or cash flows will be in the future.

<u>The Corporation has no history of operations, earnings or dividends</u>

The Corporation has not yet commenced operations and therefore has no history of earnings or of a return on investment, and there is no assurance that certain of its royalty or streaming interests or other assets will generate earnings, operate profitably or provide a return on investment in the future. The likelihood of success of the Corporation must also be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business. The Corporation's proposed business strategies described in this Listing Statement incorporate its management's best analysis of potential markets, opportunities and difficulties that it may face. No assurance can be given that the underlying assumptions will be achieved.

The Corporation has never paid a dividend and, while it currently intends to seek to pay dividends in the future, has no current plans to pay dividends. The future dividend policy of the Corporation will be determined by the Corporation's Board.

<u>Market Price and Listing of the Corporation's Shares</u>

The Corporation has applied to have the Common Shares listed and posted for trading on the CSE. The listing of the Common Shares will be subject to the satisfaction of all of the CSE's initial listing requirements. If the Corporation receives final approval for listing the Common Shares on the CSE, there is no assurance that it will maintain such listing on the CSE or a listing on any other exchange or quotation service. There can be no assurance that an active trading market will develop or be sustained for the Common Shares. Shareholders may not be able to resell the Common Shares received pursuant to the Arrangement, which may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices and the liquidity of the Common Shares. If an active or liquid market for the Common Shares fails to develop or be sustained, the price at which the Common Shares trade may be adversely affected.

An investment in the Corporation's securities is highly speculative, due to the high-risk nature of its business, lack of diversification and the present stage of its development. Shareholders of the Corporation may lose their entire investment.

18. PROMOTERS

18.1 Promoter Consideration

Under applicable Canadian securities laws, Bearing may be considered a promoter of the Corporation in that it took the initiative in founding the Corporation for the purpose of implementing the Arrangement.

As of the Effective Date, Bearing will beneficially own, control or direct, directly or indirectly, 2,775,001 Common Shares representing approximately 26.40% of the issued and outstanding Common Shares, assuming the Private Placement is fully subscribed.

19. LEGAL PROCEEDINGS

19.1 Legal Proceedings

There are no legal proceedings to which Bearing or the Corporation is a party to, or in respect of which any of its assets are the subject of, which is or will be material to the Corporation, and the Corporation is not aware of any such legal proceedings that are contemplated.

19.2 Regulatory Actions

Since incorporation, there have not been any penalties or sanctions imposed against the Corporation by a court relating to provincial or territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Corporation, and the Corporation has not entered into any settlement agreements before a court relating to provincial or territorial securities legislation or with a securities regulatory authority.

20. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as set elsewhere in this Listing Statement, none of the proposed directors or executive officers of the Corporation, or any person that is expected to beneficially own or control or direct more than 10% of any class or series of shares of the Corporation, or any associate or affiliate of any of the foregoing persons, has or has had any material interest in any past transaction within the three years before the date of this Listing Statement, or any proposed transaction, that has materially affected or would materially affect the Corporation or any of its subsidiaries.

Certain directors and officers of Bearing are also the directors and officers of the Corporation.

21. AUDITORS, TRANSFER AGENTS AND REGISTRARS

21.1 Auditors

Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, are the Corporation's auditors and are located at 1140 West Pender Street, Unit 1500, Vancouver, British Columbia V6E 4G1.

21.2 Transfer Agent and Registrar

The transfer agent and registrar of the Common Shares is Computershare Investor Services Inc. at its offices in Vancouver, British Columbia, Canada.

22. MATERIAL CONTRACTS

The Option Agreement is the only material contract of the Corporation, other than contracts entered into in the ordinary course of business.

A copy of the Option Agreement is available under the Corporation’s profile on SEDAR at www.sedar.com.

23. INTEREST OF EXPERTS

No person or corporation whose profession or business gives authority to a statement made by the person or corporation and who is named as having prepared or certified a part of this Listing Statement or as having prepared or certified a report or valuation described or included in this Listing Statement holds any beneficial interest, direct or indirect, in any securities or property of the Corporation or of an Associate or Affiliate of the Corporation and no such person is expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation and no such person is a promoter of the Corporation or an Associate or Affiliate of the Corporation.

24. OTHER MATERIAL FACTS

There are no other material facts that are not elsewhere disclosed herein and are accessible under the Corporation's SEDAR profile at www.sedar.com, are specifically incorporated into and form an integral part of this Listing Statement.

25. FINANCIAL STATEMENTS

25.1 Financial Statements of the Corporation

See Schedule "A" for the Lions Bay Unaudited Interim Financial Statements.

See Schedule "C" for the Lions Bay Carve-out Financial Statements.

CERTIFICATE OF THE ISSUER

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

Dated at Vancouver this 9th day of November, 2018.

"Jeremy Poirier"

Name: Jeremy Poirier
Title: Chief Executive Officer

"Julia Stone"

Name: Julia Stone
Title: Chief Financial Officer

"Patrick Cussen"

Name: Patrick Cussen
Title: Director

"William Timothy Heenan"

Name: William Timothy Heenan
Title: Director

Schedule "A"
Lions Bay Unaudited Interim Financial Statements

LIONS BAY MINING CORP.

Interim Financial Statements
For the period from incorporation April 25, 2018 to July 31, 2018

(Unaudited)
(Expressed in Canadian dollars)

(Expressed in Canadian dollars - Unaudited)

As at		**July 31, 2018**
ASSETS		
CURRENT ASSETS		
Cash	$	970
Prepaid expense (note 5)		13,500
		14,470
Mineral property interests (note 6)		75,004
TOTAL ASSETS	**$**	**89,474**
LIABILITIES		
CURRENT LIABILITIES		
Accrued liabilities	$	20,000
Due to related parties (note 7)		15,132
TOTAL LIABILITIES		35,132
SHAREHOLDERS' EQUITY		
Share capital (note 8)		75,004
Reserves (note 8)		10,305
Deficit		(30,967)
TOTAL SHAREHOLDERS' EQUITY		54,342
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**$**	**89,474**

Nature of Operations and Going Concern (Note 1)

These Interim financial statements were authorized for issue by the Board of Directors on August 10, 2018. They are signed on the Company's behalf by:

/s/ Jeremy Poirier ______________________,
Director

/s/ William Heenan ______________________,
Director

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

Lions Bay Mining Corp.
Interim Statement of Comprehensive Loss
(Expressed in Canadian dollars – Unaudited)

		From Incorporation, April 25, 2018 to July 31, 2018
EXPENSES		
Bank charges	$	30
Professional fees		20,000
Share-based compensation (note 7, 8)		10,305
Travel		632
COMPREHENSIVE LOSS FOR THE PERIOD	**$**	**30,967**
Loss per share, basic and diluted	$	0.05
Weighted average number of common shares outstanding		681,649

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

Lions Bay Mining Corp.
Interim Statement of Shareholders' Equity
(Expressed in Canadian dollars - Unaudited)

	Number of outstanding shares		Share capital		Reserve		Deficit		Total shareholders' equity
Balance, April 25, 2018 (date of incorporation)	**1**		**-**		**-**		**-**		**-**
Shares issued pursuant to Arrangement	5,509,999		75,004		-		-		75,004
Share-based payments	-		-		10,305		-		10,305
Net Loss	-		-		-		(30,967)		(30,967)
Balance, July 31, 2018	**5,510,000**	**$**	**75,004**	**$**	**10,305**	**$**	**(30,967)**	**$**	**54,342**

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

Lions Bay Mining Corp.
Interim Statement of Cash Flows
For the period from incorporation April 25, 2018 to July 31, 2018
(Expressed in Canadian dollars - Unaudited)

		From Incorporation, April 25, 2018 to July 31, 2018
OPERATING ACTIVITIES		
Net loss for the period	**$**	(30,967)
Items not involving cash:		
Share-based payments		10,305
Net changes in non-cash working capital items:		
Prepaid expenses		(13,500)
Accounts payable and accrued liabilities		20,000
Cash used in operating activities		**(14,162)**
FINANCING ACTIVITIES		
Advances from related parties		15,132
Cash from financing activities		**15,132**
Change in cash		970
Cash, beginning of the period		-
Cash, end of the period	**$**	**970**

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

1 NATURE OF OPERATIONS AND GOING CONCERN

Lions Bay Mining Corp. (the "Company") was a wholly-owned subsidiary of Bearing Lithium Corp. ("Bearing") and was incorporated on April 25, 2018, pursuant to the provisions of the Business Corporations Act of BC. The Company is a mineral exploration company focused on North American assets. The Company adopted October 31 as its fiscal year end. The registered and records office is located at Suite 2600, 1066 West Hastings Street, Vancouver, British Columbia, V6E 3X1.

On July 19, 2018, the Board of Directors of Bearing approved a statutory arrangement (the "Arrangement") where it distributed the shares of the Company to the shareholders of Bearing on the basis of 0.049921 of the Company's shares for 1 common share of Bearing. The arrangement resulted in participating shareholders of Bearing holding, immediately following completion of the arrangement, 50% of the outstanding common shares in proportion to their holdings of common shares of Bearing and Bearing holding the remaining 50%. In accordance with the terms of the Arrangement, each holder of Bearing's options and warrants is entitled to receive a replacement option and warrant, each replacement option or warrant entitles the holder to acquire 0.049921 Common share of the Corporation. At the time of the Arrangement, Bearing had a total of 185,228 outstanding warrants and 3,835,000 outstanding options. As a result of the Arrangement, the Company issued 5,509,999 shares, 191,446 stock options and 9,246 warrants.

Prior to the distribution, Bearing transferred to the Company, its interest in 81 lode claims (the "Fish Lake Project") located in Fish Lake Valley, central-western Nevada as well as the Company's interest in 4 additional mineral properties located in the Yukon, Canada.

2 BASIS OF PREPARATION

(a) Statement of compliance

These Interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including, International Accounting Standard ("IAS") 34 "Interim Financial Reporting".

(b) Basis of preparation

These interim financial statements have been prepared on a historical cost basis, except for certain financial instruments that have been measured at fair value. In addition, these Interim financial statements have been prepared using the accrual basis of accounting, except for the cash flow information.

(c) Going concern of operation

These Interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business in the foreseeable future. The Company's ability to continue as a going concern and realize the carrying value of its assets is dependent on its ability to raise capital through equity and debt financing, the outcome of which cannot be predicted at this time. These matters indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. These Interim financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

(d) Functional and presentation currency

These Interim financial statements are presented in Canadian dollars, which is the Company's functional and reporting currency.

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Significant accounting estimates and judgments

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

Significant Judgments

The following are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements:

i. Management is required to assess the functional currency of the Company. In concluding that the Canadian dollar is the functional currency of the Company, management considered the currency that mainly influences the operating expenditures in the jurisdiction in which the Company operates.

ii. Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfer and title may be affected by undetected defects.

Estimation Uncertainty

The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the current and next fiscal financial years:

i. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the date of the statement of financial position could be impacted.

ii. Impairment of exploration and evaluation assets or cash-generating units ("CGU") are evaluated at each reporting date to determine whether there are any indications of impairment. The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company's exploration and evaluation assets. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit, including geologic and metallurgic information, economics assessment/studies, accessible facilities and existing permits.

iii. The measurement of identifiable assets acquired pursuant to the Arrangement, assumed at fair value on the date of acquisition and the allocation of the purchase consideration over the fair value of the assets acquired is subject to management estimation and judgment.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

b) Exploration and evaluation assets

Exploration and evaluation costs include costs to acquire rights to explore, geological studies, exploratory drilling and sampling and directly attributable administrative costs.

Expenditures relating to exploration activities are expensed as incurred and expenditures relating to pre-extraction activities are expensed as incurred until such time proven or probable reserves are established for that project, after which subsequent expenditures relating to development activities for that particular project are capitalized as incurred.

Where proven and probable reserves have been established, the project's capitalized expenditures are depleted over proven and probable reserves using the units-of production method upon commencement of production. Where proven and probable reserves have not been established, the project's capitalized expenditures are depleted over the estimated extraction life using the straight-line method upon commencement of extraction. The Company has not established proven or probable reserves for any of its projects.

Proceeds from the sale of properties or cash proceeds received from option payments are recorded as a reduction of the related mineral property interest.

The carrying values of exploration and evaluation assets are assessed for impairment by management whenever indicators of impairment exist. An impairment loss is recognized if it is determined that the carrying value exceeds the recoverable amount.

c) Asset impairment

The Company performs impairment tests on mineral properties, when events or circumstances occur which indicate the assets may not be recoverable. Impairment assessments are carried out on project by project basis with each project representing a single cash generating unit.

When impairment indicators are identified, an impairment loss is recognized for any amount by which the asset's carrying value exceeds its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use.

d) Income taxes

Deferred income tax is recognized using the liability method on temporary differences arising between the tax and accounting bases of assets and liabilities as well as for the benefit of losses available to be carried forward to future years. Deferred income tax is not accounted for if it arises from the initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction does not affect either accounting nor taxable profit or loss.

Deferred income tax is determined using tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred income tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Decommissioning, restoration and similar liabilities

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. These costs are charged against profit or loss over the economic life of the related asset through amortization using either the unit-of-production or the straight line method. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

Discount rates based on a pre-tax rate that reflects the time value of money are used to calculate the net present value. The corresponding liability is progressively increased as the effect of discounting unwinds, creating an expense recognized in profit or loss.

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

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

The Company has recognized the cost of rehabilitation and environmental obligations on the statement of financial position as a current obligation as the timing of the future obligation is not known.

f) Share-based compensation

Share-based compensation to employees and others providing similar services are measured at the estimated fair value of the instruments issued on the grant date and expensed over the vesting periods. Share-based compensation to non-employees is measured at the fair value of the goods or services received or the fair value of the equity instruments issued if the fair value of the goods or services cannot be reliably measured, and is recorded at the date the goods or services are received. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to reserves.

g) Share capital

Proceeds from the exercise of stock options and warrants are recorded as share capital in the amount for which the option or warrant enabled the holder to purchase a share in the Company. Any previously recorded share-based payment included in the reserves account is transferred to share capital on exercise of options. Share capital issued for non-monetary consideration is valued at the closing market price at the date of issuance. The proceeds from issuance of units are allocated between common shares and warrants based on the residual method. Under this method, the proceeds are allocated first to share capital based on the fair value as determined by the quoted bid price of the common shares and any residual value is allocated to the warrants reserve. Consideration received for the exercise of warrants is recorded in share capital, and any related amount recorded in warrants reserve is transferred to share capital. Charges for options or warrants that are cancelled or expire are reclassified from contributed surplus to deficit.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Loss per share

Basic loss per share is computed by dividing net loss attributable to common shareholders by the weighted average number of common shares outstanding during the period. The Company applies the treasury stock method in calculating diluted loss per share. Diluted loss per share excludes all dilutive potential common shares if their effect is anti-dilutive.

i) Financial instruments

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The following table shows the classification under IFRS 9:

Financial assets/liabilities	New classification IFRS 9
Cash	FVTPL
Accounts payable and accrued liabilities and amounts due from related party	Amortized cost

(ii) Measurement

Financial assets and liabilities at amortized cost.

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of loss in the period in which they arise.

(iii) Impairment of financial assets at amortized cost.

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(Expressed in Canadian dollars - Unaudited)

4. RECENT ACCOUNTING PRONOUNCEMENTS

IFRS 16, *Leases*, specifies how an entity will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17 Leases. The Company does not anticipate the adoption of this standard to have a significant impact on the Company's financial statements. This standard is effective for periods beginning on or after January 1, 2019.

5. PREPAID EXPENSES

Prepaid expenses represent a $13,500 payment made to the Canadian Securities Exchange relating to the listing application.

6. MINERAL PROPERTY INTERESTS

On July 19, 2018, immediately prior to the closing of the Arrangement, the Company and Bearing entered into an Asset Purchase Agreement pursuant to which the Company acquired Bearing's interest in the Fish Lake Project located in Nevada, USA and Bearing's interests in the HY Jay, VM and VBA properties located in the Yukon, Canada (collectively, the "North America Assets").

	Fish Lake Valley	Yukon	Total
Balance, April 25, 2018	**$ -**	**$ -**	**$ -**
North America Asset Acquired	75,000	4	75,004
Balance, July 31, 2018	**$ 75,000**	**$ 4**	**$ 75,004**

Fish Lake Valley property

On May 2, 2018, Bearing entered into an Option Agreement with First Division Ventures Inc. ("First Division") whereby First Division has the option to acquire a 50% interest in the Fish Lake Project (the "Option Agreement"). Bearing transferred its interest in the Fish Lake Project and the Option Agreement to the Company under the Asset Purchase Agreement.

Pursuant to the Option Agreement, in order to exercise its option, First Division was required to make a cash payment in the initial amount of $20,000 and issue 20,000 common shares to the Company (both of which have been completed), and thereafter issue an additional 3,000,000 common shares to the Company on or before September 25, 2020. First Division must incur an aggregate of $1,500,000 in exploration expenditures on the Fish Lake Project as follows: (a) $60,000 on or before September 25, 2018; (b) $440,000 on or before September 25, 2019; and (c) $1,000,000 on or before September 25, 2020. If First Division exercises the Option, the Company and First Division will form a joint venture on terms to be negotiated by the parties.

(Expressed in Canadian dollars - Unaudited)

6. MINERAL PROPERTY INTERESTS (CONTINUED)

Yukon

The Company acquired, from Bearing, the HY (subject to a 2% Net Smelter Return "(NSR")), Jay, VM, VBA and Big properties. As part of these properties, the company acquired royalties on properties owned by Aben Resources Ltd. (a 2% NSR on the VF property) and Precipitate Gold Corporation (a 2% NSR on the Jay East Property).

On January 3, 2017, Bearing entered into an agreement with Golden Predator Mining Corp. ("Golden"), pursuant to which Golden has agreed to purchase all of the Company's interest in certain mineral claims in the Yukon Territory. As partial consideration for the purchase agreement, Golden will pay to an aggregate fee of $275,000, payable over 48 months from the execution date of the purchase agreement. In addition, Golden will issue shares according to the following schedule:

i. 35,000 common shares on date of execution (received by Bearing)
ii. 50,000 common shares 8 months after date of execution (received by Bearing); and
iii. Common shares equal to $600,000 on the 20 month, 32 month and 48 month anniversary of the execution date.

As part of the plan of arrangement between the Company and Bearing related to the acquisition by the Company of the Yukon properties, the Company will be the beneficiary of any further amounts paid by Golden as well as any share issuance as stated in the agreement.

Under the terms of the agreement, Golden will also grant to the Company a 2% NSR on certain claims and a 1% NSR on the remaining claims. Golden has the right to re-purchase 50% of the NSR for $1,000,000 at any time.

As of July 19, 2018, the effective date of the plan of arrangement, Bearing had received $30,000 and 85,000 common shares as part of the agreement with Golden.

7. RELATED PARTY TRANSACTIONS

The Company and Bearing, its former parent company, entered into an Arrangement described in Notes 1 and 4. The Arrangement provides for the transfer from Bearing of the North American properties (note 5) to the Company, a wholly-owned subsidiary, and the immediate distribution of a controlling interest in the common shares of the Company to the shareholders of Bearing as at July 19, 2018. The shareholders of Bearing, at the completion of the Arrangement, continued to collectively own the interest in Bearing's assets, albeit through an altered corporate structure.

Key management compensation

Key management consists of the Officers and Directors who are responsible for planning, directing and controlling the activities of the Company. For the six months ended July 31, 2018, the following expenses were incurred to the Company's key management:

		July 31, 2018
Management and consulting fees	$	Nil
Share based compensation		9,618
	$	9,618

As at July 31, 2018, the Company was indebted to Bearing for a total of $15,132. The amount is unsecured, non-interest bearing, and due on demand.

(Expressed in Canadian dollars - Unaudited)

8. SHARE CAPITAL

(a) Authorized common shares

Unlimited number of common shares without par value authorized for issue.

(b) Issued

During the period from April 25, 2018 to July 31, 2018 the Company issued 5,509,999 pursuant to the plan of arrangement (note 1).

(c) Stock options

The Company has a stock option plan (the "Plan") that permits the grant of share purchase options up to 10% of the issued and outstanding common shares of the Company to directors, officers, key employees and consultants. Terms and pricing of options are determined at the date of grant in accordance with the Plan.

During the period from April 25, 2018 to July 31, 2018, the Company issued 191,446 fully vested replacement stock options pursuant to the Arrangement. The Company also recorded share-based compensation of $10,305 related to 450,000 options granted during the period ended July 31, 2018.

Stock option transactions and the number of stock options outstanding are summarized below:

	Number	**Weighted Average Exercise Price** $
Balance, April 25, 2018	**-**	**N/A**
Replacement options pursuant Arrangement	191,446	0.028
Options granted	450,000	0.025
Balance, July 31, 2018	**641,446**	0.026

Date of Expiry	Exercise Price	Number of Options Issued and Exercisable
August 1, 2019	$0.010	1,248
October 24 to 30, 2021	$0.013	29,953
December 2, 2021	$0.025	6,240
January 4, 2022	$0.025	6,240
January 5, 2022	$0.027	6,240
January 6, 2022	$0.029	11,232
January 9, 2022	$0.029	2,496
May 25, 2022	$0.041	7,488
October 10, 2021	$0.043	2,496
October 6 to 10, 2021	$0.040	63,898
October 31, 2021	$0.038	7,488
May 4, 2022	$0.019	46,427
July 5, 2023	$0.025	450,000
Balance, July 31, 2018		641,446

(Expressed in Canadian dollars - Unaudited)

8. SHARE CAPITAL (CONTINUED)

(c) Stock options (continued)

As of July 31, 2018, the weighted average remaining life for outstanding options was 4.47 years.

	2018
Risk-free interest rate	2.02%
Estimated annualized volatility based on comparable companies	152.40%
Expected life	5
Expected dividend yield	nil
Exercise price	0.025
Fair value	0.021
Share price	0.025

(d) Brokers' warrants

During the period from April 25, 2018 to July 31, 2018, the Company issued 9,246 replacement stock purchase warrants pursuant to the plan of arrangement:

	Number	**Weighted Average Exercise Price**
		$
Balance, April 25, 2018	**nil**	**N/A**
Replacement Options Pursuant to plan of arrangement	9,246	0.04
Balance, July 31, 2018	**9,246**	**0.04**

		Number of Warrants
Expiry Date	Exercise Price	July 31, 2018
December 10, 2018	$0.04	9,246
Balance, July 31, 2018		**9,246**

9. INCOME TAX

The Company made no provision for income tax liability for the period from April 25, 2018 to July 31, 2018, as no liability is anticipated.

10. FINANCIAL INSTRUMENTS

Fair value

As at July 31, 2018, the Company's financial instruments consist of cash, accrued liabilities, and amount due to related party. The fair values of these financial instruments approximate their carrying values because of their current nature.

IFRS 13, *Fair Value Measurement*, establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. IFRS 13 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities.

(Expressed in Canadian dollars - Unaudited)

10. FINANCIAL INSTRUMENTS (CONTINUED)

Fair value (continued)

Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e. quoted prices for similar assets or liabilities).

Level 3 – Prices or valuation techniques that are not based on observable market data and require inputs that are both significant to the fair value measurement and unobservable.

The Company's financial assets and liabilities recorded at fair value as of July 31, 2018 were calculated as follows:

	July 31, 2018	
	Carrying amount	Fair value
Financial assets		
Loans and receivables:		
Cash	$ 970	$ 970
Total financial assets	$ 970	$ 970
Financial liabilities		
At amortized cost:		
Accounts payable and accrued liabilities	$ 20,000	$ 20,000
Due to related party	15,132	15,132
Total financial liabilities	$ 35,132	$ 35,132

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. The functional and reporting currency of the Company is the Canadian dollar. The Company is not exposed to significant foreign exchange risk.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is exposed to credit risk. The Company reduces its credit risk on cash by placing these instruments with institutions of high credit worthiness. The does not have significant exposure to credit risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Included in the loss for the period in the financial statements is interest expense on loans and financing and interest income on Canadian dollar cash. As at July 31, 2018, the Company is not exposed to significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages liquidity risk by maintaining sufficient cash balances to enable settlement of transactions on the due date.

(Expressed in Canadian dollars - Unaudited)

10. FINANCIAL INSTRUMENTS (CONTINUED)

As of July 31, 2018, the Company had cash of $970, prepaid expenses of $13,500, accounts payable and accrued liabilities of $20,000, and amounts due to related party of $15,132. The Company's accounts payable and accrued liabilities are due within 90 days. The amounts due to related party are due on demand. The Company addresses its liquidity through debt and equity financing obtained through the sale of common shares and the exercise of warrants and options. There is no assurance that it will be able to do so in the future.

11. SEGMENTED INFORMATION

The Company operates in one industry segment: mineral exploration; within two geographic segments: Canada and United States. The Company and all subsidiaries are operated as one entity with a common management located at the Company's head office. The Company's non-current assets by geographic areas for the years ended July 31, 2018 are as follows:

July 31, 2018	Canada	United States	Total
Non-current assets			
Exploration and evaluation of assets	$ 4	$ 75,000	$ 75,004
	$ 4	$ 75,000	$ 75,004

12. MANAGEMENT OF CAPITAL

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern. As at July 31 2018, the Company does not have any externally imposed capital requirements. The Company defines its capital as share capital and reserves. The Company has financed its capital requirements primarily through share issuances, option grants, warrant issuances and obtaining loans. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristic of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common shares or obtain new loans.

The Company's ability to continue its operations is dependent on its success in raising equity through share issuances, suitable debt financing and/or other financing arrangements. The Company will need to raise additional funds since its current cash position is not sufficient to cover its anticipated operating budget for the next twelve months. Given sentiment and capital market conditions in the mining sector, there exists a material uncertainty as to the Company's ability to raise additional funds on favorable terms in order to continue as a going concern.

Schedule "B"
Lions Bay Management's Discussion and Analysis

This Management Discussion & Analysis ("MD&A") is provided to enable the reader to assess the financial condition and results of operations of Lions Bay Mining Corp. ("Lions Bay" or the "Company") for the period from incorporation April 25 to July 31, 2018. The first fiscal year end for Lions Bay will be October 31, 2018.

This MD&A should be read in conjunction with the unaudited condensed interim financial statements for the period ended July 31, 2018 prepared in accordance with international financial reporting standards ("IFRS") as issued by the international accounting standards board ("IASB"). This MD&A complements and supplements, but does not form part of the company's condensed interim financial statements.

This MD&A contains forward-looking statements. Statements regarding the adequacy of cash resources to carry out the company's exploration programs or the need for future financing are forward-looking statements. All forward-looking statements, including those not specifically identified herein, are made subject to cautionary language on page 9. Readers are advised to refer to the cautionary language when reading any forward-looking statements.

This MD&A is prepared in conformity with National Instrument 51-102F1. All dollar amounts referred to in this discussion and analysis are expressed in Canadian dollars except where indicated otherwise. This MD&A has taken into account information available up to and including August 10, 2018.

BUSINESS OVERVIEW

The Company is a precious metals exploration company currently focused on North American assets which include the Company's current interest in the Fish Lake Project.

On July 19, 2018, the Board of Directors of Bearing Lithium Corp. ("Bearing") approved a statutory arrangement (the "Arrangement") where it distributed the shares of the Company to the shareholders of Bearing on the basis of 0.049921 of Lions Bay shares for each common share of Bearing they own. The arrangement resulted in participating shareholders of Bearing holding, immediately following completion of the arrangement, 50% of the outstanding common shares in proportion to their holdings of common shares of the Company and Bearing holding the remaining 50%. Prior to the distribution, Bearing transferred to the Company, its interest in 81 lode claims (the "Fish Lake Project") located in Fish Lake Valley, central-western Nevada as well as the Company's interest in four additional mineral properties located in the Yukon, Canada.

The Company plans to focus on maintaining its existing assets and acquiring one additional precious metal asset in the next year.

The Company will need additional funding in the near future through either equity or debt financing to acquire new projects and further develop its existing assets. Many factors influence the Company's ability to raise funds, including the health of the capital market, the climate for mineral exploration investment and the Company's track record. Actual funding requirements may vary from those planned due to a number of factors, including the funding of new projects. Management is approaching all identifiable sources of equity capital, but there is no guarantee that the Company will be able to secure additional financings in the future at terms that are favourable.

QUARTER HIGHLIGHTS

- The Company completed the Arrangement July 19, 2018
- The Company announced a financing of up to $1,000,000 by issuance of 10,000,000 units where one $0.10 unit can be exchanged for one common share and one share purchase warrant.
- On August 10, 2018 the Company submitted a listing application to permit trading of its common shares on the Canadian Securities Exchange

MINERAL PROPERTIES

The company currently retains 5 mineral properties, with 4 in the Yukon Canada and 1 in Nevada. The Yukon properties include the, HY Jay, VM, VBA and Big properties and the Nevada property is located at Fish Lake in Esmeralda County.

The Fish Lake Project

The Fish Lake Project ("Fish Lake") comprises 81 mineral claims covering approximately 1620 acres. Bearing acquired a 100% free and clear interest in the claims by quit claim deed on April 5, 2017 in return for a cash payment of $60,000 and 1,400,000 common shares. On May 2, 2018, Bearing entered into the Option Agreement with First Division whereby First Division has the option to acquire a 50% interest in the Fish Lake. Bearing transferred its right in the Fish Lake and the Option Agreement to the Company under the Asset Purchase Agreement. Pursuant to the Option Agreement, if First Division wishes to exercise the option, it must make a cash payment in the initial amount of $20,000 and issue 20,000 common shares to the Company, and thereafter issue an additional 3,000,000 common shares to the Company on or before September 25, 2020. First Division must incur an aggregate of $1,500,000 in exploration expenditures on the Fish Lake Project as follows: (a) $60,000 on or before September 25, 2018; (b) $440,000 on or before September 25, 2019; and (c) $1,000,000 on or before September 25, 2020. If First Division exercises the option, the Company and First Division will form a joint venture on terms to be negotiated by the parties.

Fish Lake is located in Esmeralda County, Nevada approximately 170 miles northwest of Las Vegas, Nevada; 45 miles west-north-west of the county seat at Goldfield, Nevada and approximately 50 miles west-south-west of Tonopah, Nevada, the major commercial center for the region. The Fish Lake Project mining claims are in T. 1 S., R. 36 E., Secs. 25, 26, 35 and 36; T. 1 S., R. 37 E., Secs. 29, 30, 31 and 32; T. 2 S., R. 36 E., Sec. 1 and T. 2 S., R. 37 E., Sec. 6, MDBM. The claims cover the valley with the Mineral Ridge Mine Road and ridges and valleys to the west.

Initial mapping and sampling on the Fish Lake showed values to 600 ppm lithium in mudstones. Common geochemical values in mudstones are 5 to 40 ppm, so the anomalous results suggest the same process may have operated there.

As of February 2, 2018, First Division's exploration expenditures on the Fish Lake Project totaled $111,120.87. Those expenditures cover mapping, sampling and a geophysical survey. Mapping confirmed that the claims covered mostly Tertiary basin sediments. A total of 130 samples were collected during First Division mapping. Values up to 370 ppm lithium confirm the conclusion from the Octagon sampling that the geologic process resulting in high lithium values in fine sediments operated at the Fish Lake Project claim area.

Having shown that claystone is on the property and that enriched lithium values occur in that rock package, a CSAMT/MT survey optimized drill hole siting. Four traverses cross favorable stratigraphy and along an existing jeep road. A 1,000 foot deep drill hole would be a reasonable test of the Tertiary claystone sedimentary section. Drilling by conventional rotary or reverse circulation would be most time and budget effective.

HY and Jay Property

The Company has a 100% interest in the HY and Jay claims, subject to a 2% NSR on a portion of the Hy claims. Work to date on the HY-Jay property by Bearing and previous owners has outlined three areas of anomalous gold in rock and soil at the Zig Zag, East Ridge and West zones. The East Ridge and West zones are highlighted by 0.9-kilometre- and 1.4-kilometre-long gold and arsenic soil geochemical anomalies. Of 298 rock grab samples collected from the property 26 returned values greater than 1 gram per tonne Grab sample 73723 collected in 1997 from the West zone returned 144.1 g/t gold (Bearing news releases of Nov. 24, 2011, and Dec. 12, 2011). The 2011 discovery of the Zig Zag gold zone returned significant gold assays from grab samples of quartz-arsenopyrite vein material collected from a large field of metasediment and phyllite subcrop and float boulders. Grab samples are selective by nature and are unlikely to represent average grades of sampling on the entire property.

Golden Predator Mining Corp. ("Golden Predator") and the Company are parties to a mineral property purchase agreement pursuant to which Golden Predator agreed to purchase all of the Company's undivided interest in certain mineral claims in the Yukon Territory for total cash payments in the amount of $275,000, payable over a 48-month period from the execution date of the agreement. In addition, Golden Predator will issue a combined total of 35,000 common shares to the Company upon TSX Venture Exchange approval, and a further 50,000 common shares on the date that is eight months from the execution date. Golden Predator has also agreed to issue up to $600,000 worth of common shares of the company to the vendor on the dates that are 20 months, 32 months and 48 months from the execution date, at a price per share equal to the 21-day volume-weighted average price as at the date of issuance, subject to a floor price equal to the minimum price permitted under the TSX-V policies.

Bearing will retain a 2-per-cent net smelter return royalty on certain of the claims and a 1-per-cent net smelter returns royalty on the remaining claims. Golden Predator may repurchase 50 per cent of the NSR, at any time, for the purchase price of $1-million. Completion of the acquisition and the obligation to make any payments other than the initial cash payment and share issuance was conditional upon completion of the Company's transaction with Li3 Energy Inc.

RESULTS OF OPERATIONS AND SELECTED QUARTERLY FINANCIAL DATA

The Company was incorporated April 25, 2018 and has completed one quarter of operations.

Since inception and during the three months ended July 31, 2018 the Company incurred a net and comprehensive loss of $30,967.

The Company expects short term operational spending to be focused around general administration, listing costs, regulatory costs, and property acquisition.

OUTSTANDING SHARE DATA

As a result of the Arrangement on July 19, 2018 and at August 10, 2018 the Company has issued 5,509,999 shares of common stock, 191,447 stock options and 9,246 share purchase warrants.

SUBSEQUENT EVENTS

Subsequent to July 31, 2018, the Company announced a private placement of up to 10,000,000 units at a price of 0.10 per unit for total proceeds of $1,000,000. Each unit entitles the holder to one common share and one share purchase warrant. Each warrant entitles the holder to purchase one additional common share at a price of $0.25 for a 12 month period.

LIQUIDITY AND CAPITAL RESOURCES

The Company does not have sufficient working capital to continue operations in the normal course for the foreseeable future and will require additional financing to remain financially solvent.

At July 31, 2018, the Company had cash of $970 and a working capital deficiency of $20,662. Whether and when the Company can obtain profitability and positive cash flows from operations is uncertain. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favorable terms. These uncertainties cast doubt on the Company's ability to continue as a going concern.

The Company's ability to continue its operations is dependent on its success in raising equity through share issuances, suitable debt financing and/or other financing arrangements. While the Company's management has been successful in raising equity in the past, there can be no guarantee that it will be able to raise sufficient funds to fund its activities and general and administrative costs in the next twelve months and in the future.

RELATED PARTY TRANSACTIONS

The Company and Bearing, its former parent company, entered into an Arrangement described above. The Arrangement provides for the transfer from Bearing of $75,004, related to the North American properties (note 5) to the Company, a wholly-owned subsidiary, and the immediate distribution of a controlling interest in the common shares of the Company to the shareholders of Bearing as at July 19, 2018. The shareholders of Bearing, at the completion of the Arrangement, continued to collectively own the interest in Bearing's assets, albeit through an altered corporate structure.

Key management compensation

Key management consists of the Officers and Directors who are responsible for planning, directing and controlling the activities of the Company. For the six months ended July 31, 2018, the following expenses were incurred to the Company's key management:

		July 31, 2018
Management and consulting fees	$	Nil
Share based compensation		9,618
	$	9,618

As at July 31, 2018, the Company was indebted to Bearing for a total of $15,132.

All due to related party payable amounts are unsecured, non-interest bearing, and due on demand.

FINANCIAL INSTRUMENTS

Fair value

As at July 31, 2018, the Company's financial instruments consist of cash and cash equivalents, trade accounts receivable, accounts payable and accrued liabilities, loans and financing and other payables. The fair values of these financial instruments approximate their carrying values because of their current nature.

IFRS 13, *Fair Value Measurement*, establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. IFRS 13 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities.

Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e. quoted prices for similar assets or liabilities).

Level 3 – Prices or valuation techniques that are not based on observable market data and require inputs that are both significant to the fair value measurement and unobservable.

The Company's financial assets and liabilities recorded at fair value as of July 31, 2018 were calculated as follows:

	July 31, 2018	
	Carrying amount	Fair value
Financial assets		
Loans and receivables:		
Cash	$ 970	$ 970
Total financial assets	$ 970	$ 970
Financial liabilities		
At amortized cost:		
Accounts payable and accrued liabilities	$ 20,000	$ 20,000
Due to related party	15,132	15,132
Total financial liabilities	$ 35,132	$ 35,132

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. The functional and reporting currency of the Company is the Canadian dollar. The Company is not exposed to significant foreign exchange risk.

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is exposed to credit risk. The Company reduces its credit risk on cash by placing these instruments with institutions of high credit worthiness. The does not have significant exposure to credit risk.

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Included in the loss for the period in the financial statements is interest expense on loans and financing and interest income on Canadian dollar cash. As at July 31, 2018, the Company is not exposed to significant interest rate risk.

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages liquidity risk by maintaining sufficient cash balances to enable settlement of transactions on the due date.

As of July 31, 2018, the Company had cash of $970, prepaid expenses of $13,500, accounts payable and accrued liabilities of $20,000, and amounts due to related party of $15,132. The Company's accounts payable and accrued liabilities are due within 90 days. The amounts due to related party are due on demand. The Company addresses its liquidity through debt and equity financing obtained through the sale of common shares and the exercise of warrants and options. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements for the six months ended June 30, 2017.

PROPOSED TRANSACTIONS

There are no proposed transactions.

MANAGEMENT’S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the Financial Statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

RISKS AND UNCERTAINTIES

The Company is in the mineral exploration and development business and is exposed to a number of operational, financial, regulatory and other risks and uncertainties that are typical in the natural resource industry and common to other companies in the exploration and development stage. These risks may not be the only risks faced by the Company. Additional risks and uncertainties not presently known by the Company or which are presently considered immaterial could adversely impact the Company’s business, results of operations, and financial performance in future periods.

Limited Operating History

The Company has not yet commenced operations and therefore has no history of earnings or of a return on investment, and there is no assurance that certain of its royalty or streaming interests or other assets will generate earnings, operate profitably or provide a return on investment in the future. The likelihood of success of the Company must also be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business. The Company’s proposed business strategies incorporate its management’s best analysis of potential markets, opportunities and difficulties that it may face. No assurance can be given that the underlying assumptions will be achieved.

The Company has never paid a dividend and, while it currently intends to seek to pay dividends in the future, has no current plans to pay dividends. The future dividend policy of the Company will be determined by the Company’s Board. The ability of the Company to raise capital, satisfy its obligations and provide a return to its shareholders will be dependent on future performance.

Disclosure Controls and Internal Control Financial Reporting

Disclosure controls and procedures are designed to provide reasonable assurance that material information is gathered and reported to senior management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to permit timely decisions regarding public disclosure.

The Company’s management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Canadian Securities Administrators do not require any certification on the effectiveness of these controls at this time.

NI 43-101 Compliance Requirements

Under National Instrument 43-101 Standards of Disclosure for Mineral Projects (“NI 43-101”), if an issuer discloses in writing scientific or technical information about a mineral project on a property material to the issuer, the issuer must include in the written disclosure the name and the relationship to the issuer of the qualified person who: (a) prepared or supervised the preparation of the information that forms the basis for the written disclosure or (b) approved the written disclosure. For the purposes of this MD&A, William Feyerabend, PGeo, a geologist with more than 30 years of experience is the Qualified Person for the purposes of NI 43-101 has approved the written disclosure in this MD&A. This MD&A references a number of previous new releases in respect of disclosure of technical matters relating to mineral properties and reference should be made to these news releases to fully understand these references.

Government Laws, Regulation & Permitting
Mining and exploration activities of the Company are subject to both domestic and foreign laws and regulations governing prospecting, development, production, taxes, labour standards, occupational health, mine safety, waste disposal, toxic substances, the environment and other matters. Although the Company believes that all exploration activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing the operations and activities of the Company or more stringent implementation thereof could have a substantial adverse impact on the Company.

The operations of the Company will require licenses and permits from various governmental authorities to carry out exploration and development at its projects. There can be no assurance that the Company will be able to obtain the necessary licenses and permits on acceptable terms, in a timely manner or at all. Any failure to comply with permits and applicable laws and regulations, even if inadvertent, could result in the interruption or closure of operations or material fines, penalties or other liabilities.

Additional Financings
The Company expects to be substantially dependent upon the equity and debt capital markets or alternative sources of funding to pursue additional investments. There can be no assurance that such financing will be available to the Company on acceptable terms or at all.

Additional equity or debt financings may significantly dilute shareholders, increase the Company's leverage or require the Company to grant security over its assets. If the Company is unable to obtain such financing, it may not be able to expand its portfolio of royalty or streaming assets and may not be able to execute on its business strategy. If the Company is unable to obtain financing for additional investments, it may determine to allocate income, if any, from other investments to finance additional investments.

There is no assurance that the Company will be successful in raising sufficient funds to meet its obligations or to complete all of the currently proposed exploration programs. If the Company does not raise the necessary capital to meet its obligations under current contractual obligations, the Company may have to forfeit its interest in properties or prospects earned or assumed under such contracts.

Key Management and Competition
The success of the Company will be largely dependent upon the performance of its key officers, consultants and employees. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Failure to retain key individuals or to attract or retain additional key individuals with necessary skills could have a materially adverse impact upon the Company's success.

While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on the Company's business, operating results or financial condition.

The mining industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities than itself with respect to the discovery and acquisition of interests in mineral properties, the recruitment and retention of qualified employees and other persons to carry out its mineral exploration activities. Competition in the mining industry could adversely affect the Company's prospects for mineral exploration in the future.

Title to Properties
Acquisition of rights to the mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Company has investigated the title to all of the properties for which it holds concessions or other mineral leases or licenses or in respect of which it has a right to earn an interest, the Company cannot give any assurance that title to such properties will not be challenged or impugned.

Commodity Prices
Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The prices of mineral commodities have fluctuated widely in recent years. Current and future price declines could cause commercial production to be impracticable.

Conflicts of Interest
The Company's directors and officers may serve as directors or officers of other companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with the laws of British Columbia, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Market Price and Listing of the Company's Shares

The Company has applied to have the Common Shares listed and posted for trading on the CSE. The listing of the Common Shares will be subject to the satisfaction of all of the CSE's initial listing requirements. If the Company receives final approval for listing the Common Shares on the CSE, there is no assurance that it will maintain such listing on the CSE or a listing on any other exchange or quotation service. There can be no assurance that an active trading market will develop or be sustained for the Common Shares. Shareholders may not be able to resell the Common Shares received pursuant to the Arrangement, which may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices and the liquidity of the Common Shares. If an active or liquid market for the Common Shares fails to develop or be sustained, the price at which the Common Shares trade may be adversely affected.

An investment in the Company's securities is highly speculative, due to the high-risk nature of its business, lack of diversification and the present stage of its development. Shareholders of the Company may lose their entire investment.

If the Common Shares are publicly traded, the market price of the Common Shares may be affected by many variables not directly related to the corporate performance of the Company, including the market in which it is traded, the strength of the economy generally, the availability and attractiveness of alternative investments and the breadth of the public market for its shares. The effect of these and other factors on the market price of the Common Shares in the future cannot be predicted. The lack of an active public market could have a material adverse effect on the price of the Common Shares.

Global Financial Conditions may be Volatile

Market events and conditions, including the disruptions in the international credit markets and other financial systems, in China, Japan and Europe, along with political instability in the Middle East and Russia and falling currency prices expressed in United States dollars have resulted in commodity prices remaining volatile. These conditions have also caused a loss of confidence in global credit markets, excluding the United States, resulting in the collapse of, and government intervention in, major banks, financial institutions and insurers and creating a climate of greater volatility, tighter regulations, less liquidity, widening credit spreads, less price transparency, increased credit losses and tighter credit conditions. Notwithstanding various actions by governments, concerns about the general condition of the capital markets, financial instruments, banks and investment banks, insurers and other financial institutions caused the broader credit markets to be volatile and interest rates to remain at historical lows. These events are illustrative of the effect that events beyond the Company's control may have on commodity prices, demand for metals, including gold and silver, availability of credit, investor confidence, and general financial market liquidity, all of which may adversely affect the Company's business. Global financial conditions have always been subject to volatility. Access to public financing has been negatively impacted by sovereign debt concerns in Europe and emerging markets, as well as concerns over global growth rates and conditions. These and other factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, the favourability of the terms of such financing to the Company. Increased levels of volatility and market turmoil can adversely impact the Company's operations and the price of the Common Shares.

The Company will be Reliant on Third Party Reporting

The Company relies, and will rely, on public disclosure and other information regarding the properties in which it has an interest that it receives from the owners, operators and independent experts of such operations. Such information is necessarily imprecise because it depends upon the judgment of the individuals who operate the properties, as well as those who review and assess the geological and engineering information. In addition, the Company must rely on the accuracy and timeliness of the public disclosure and other information it receives from the owners and operators of the properties, and uses such information in its analyses, forecasts and assessments relating to its own business and to prepare its disclosure with respect to its streams and royalties. If the information provided by such third parties to the Company contains material inaccuracies or omissions, the Company's disclosure may be inaccurate and its ability to accurately forecast or achieve its stated objectives may be materially impaired, which may have a material adverse effect on the Company.

FORWARD-LOOKING INFORMATION OR STATEMENTS AND CAUTIONARY FACTORS THAT MAY AFFECT FUTURE RESULTS

Certain statements contained in the following MD&A constitute forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible" and similar expressions, or statements that events, conditions or results "will", "may", "could" or "should" occur or be achieved. The forward-looking statements may include statements regarding work programs, capital expenditures, timelines, strategic plans, market price of commodities or other statements that are not statement of fact. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties and other factors. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

It is the Company's policies that all forward-looking statements are based on the Company's beliefs and assumptions which are based on information available at the time these assumptions are made. The forward-looking statements contained herein are as of August 10, 2018 and are subject to change after this date, and the Company assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws.

Information concerning the interpretation of drill results also may be considered forward-looking statements; as such information constitutes a prediction of what mineralization might be found to be present if and when a project is actually developed. The estimates, risks and uncertainties described in this MD&A are not necessarily all of the important factors that could cause actual results to differ materially from those expressed in the Company's forward-looking statements. In addition, any forward-looking statements represent the Company's estimates only as of the date of this MD&A and should not be relied upon as representing the Company's estimates as of any subsequent date. The material factors and assumptions that were applied in making the forward-looking statements in this MD&A include: (a) execution of the Company's existing plans or exploration programs for each of its properties, either of which may change due to changes in the views of the Company, or if new information arises which makes it prudent to change such plans or programs; and (b) the accuracy of current interpretation of drill and other exploration results, since new information or new interpretation of existing information may result in changes in the Company's expectations. Readers should not place undue reliance on the Company's forward-looking statements, as the Company's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company's business, or if the Company's estimates or assumptions prove inaccurate. Therefore, the Company cannot provide any assurance that forward-looking statements will materialize.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties and factors including: the possibility that opportunities will arise that require more cash than the Company has or can reasonably obtain; dependence on key personnel; dependence on corporate collaborations; potential delays; uncertainties related to eventual realization of value from a mineral property;

uncertainties as to fluctuation of the stock market; uncertainty of estimates of capital and operating costs; the need to obtain additional financing and uncertainty as to the availability and terms of future financing; uncertainties as to fluctuations in currency exchange rates and the possibility of unanticipated costs or expenses or cost overruns; and other risks and uncertainties which may not be described herein. The Company has no policy for updating forward looking information beyond the procedures required under applicable securities laws.

APPROVAL

The Company's Board of Directors has approved the Company's condensed interim financial statements for the period ended July 31, 2018. The Company's Board of Directors has also approved the disclosures contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it and is available on www.sedar.com.

Vancouver, BC August 10, 2018

Schedule "C"
Lions Bay Carve-out Financial Statements

Lions Bay Mining Corp.

Carve-Out Financial Statements

For the Six Months Ended April 30, 2018

(Unaudited - Expressed in Canadian dollars)

Lions Bay Mining Corp.
Carve-Out Statement of Financial Position
(Expressed in Canadian dollars)

As at	Note	April 30, 2018 $	October 31, 2017 $
ASSETS			
Current assets			
Cash		5,000	5,000
		5,000	5,000
Non-current assets			
Exploration and evaluation assets	5	100,004	100,004
		105,004	105,004
LIABILITIES AND SHAREHOLDERS' EQUITY			
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		-	-
		-	-
OWNER'S NET INVESTMENT			
Common shares	7	1	1
Contributed surplus	7	106,031	105,003
Deficit		(1,028)	-
Total shareholders' equity		105,004	105,004
Total liabilities and shareholders' equity		105,004	105,004

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

These carve-out financial statements were approved for issuance by the Board of Directors on May 24, 2018 and signed on its behalf by:

/s/ Patrick Cussen
Director

/s/ Jeremy Poirier
Director

Lions Bay Mining Corp.
Carve-Out Statement of Loss and Comprehensive Loss
(Unaudited - Expressed in Canadian dollars)

	Three Months Ended April 30, 2018 $	Three Months Ended April 30, 2017 $	Six Months Ended April 30, 2018 $	Six Months Ended April 30, 2017 $
Operating expenses				
Resource Expenditures	1,028	-	1,028	-
Comprehensive loss for the period	**1,028**	**-**	**1,028**	**-**

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

Lions Bay Mining Corp.
Carve-Out Statement of Shareholders' Equity
For the six months ended April 30, 2018 and 2017
(Unaudited - Expressed in Canadian dollars)

	Shareholders' equity
	$
Balance, October 31, 2016 and April 30, 2017	1,729,698
Net loss for the period	(1,624,694)
Balance, October 31, 2017	105,004
Net contributions from owners	1,028
Net loss for the period	(1,028)
Balance, April 30, 2018	105,004

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

Lions Bay Mining Corp.

Carve-Out Statements of Cash Flow

For the six months ended April 30, 2018 and 2017

(Unaudited - Expressed in Canadian dollars)

	2018 $	2017 $
OPERATING ACTIVITIES		
Net loss for the period	(1,028)	-
Cash used in operating activities	(1,028)	-
FINANCING ACTIVITIES		
Contributions by owners	1,028	-
Cash provided by financing activities	1,028	-
Increase (decrease) in cash	-	-
Cash, beginning of the period	5,000	5,000
Cash, end of the period	5,000	5,000

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

1. ARRANGEMENT AGREEMENT

The Board of Directors of Bearing Lithium Corp. ("Bearing") has unanimously approved a statutory arrangement (the "Arrangement") where it proposes to distribute the shares of the Company to the shareholders of Bearing on the basis of 0.047198 of the Company's shares for each common share of Bearing they own.

Prior to the distribution, Bearing will transfer to the Company its 50% interest in 81 lode claims (the "Fish Lake Project") located in Fish Lake Valley, central-western Nevada as well as the Company's interest in four additional mineral properties located in the Yukon, Canada.

The purpose of the Arrangement and the related transactions is to reorganize Bearing into two separate publicly-traded companies: (a) Bearing, which will be an exploration company focused on South America holding the South America Assets; and (b) Lions Bay Mining Corp ("Lions Bay" or the "Company"), which will be an exploration company focused on North America holding the North America Assets which include the Company's current interest in the Fish Lake Project. The Arrangement will result in participating Shareholders of Bearing holding, immediately following completion of the Arrangement, all of the outstanding New Common Shares in proportion to their holdings of Common Shares of the Company.

2. NATURE OF OPERATIONS

Business Description

Lions Bay Mining Corp. is a wholly-owned subsidiary of Bearing Lithium Corp. and was incorporated on April 25, 2018, pursuant to the provisions of the BCBCA. Since incorporation, it has carried on no business. The registered and records office is located at Suite 2600, 1066 West Hastings Street, Vancouver, British Columbia, V6E 3X1.

3. BASIS OF PREPARATION

Statement of compliance

These carve-out financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. The opening balance sheet of Lions Bay Mining Corp., as at November 1, 2016, would be derived without adjustment from the annual consolidated financial statements of Bearing Lithium Corp. for the year ended October 31, 2017 and October 31, 2016.

Basis of measurement

All references to dollar amounts in these financial statements and related notes are in Canadian dollars, unless otherwise indicated. These financial statements have been prepared on a historical cost basis.

Critical accounting judgments, estimates and assumptions

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

3. BASIS OF PREPARATION (CONTINUED)

Critical accounting judgments, estimates and assumptions (continued)

Significant Judgments

The following are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the carve-out financial statements:

i. Management is required to assess the functional currency of the Company. In concluding that the Canadian dollar is the functional currency of the Company, management considered the currency that mainly influences the operating expenditures in the jurisdiction in which the Company operates.

ii. Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfer and title may be affected by undetected defects.

Estimation Uncertainty

The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the current and next fiscal financial years:

i. Judgment is required in determining whether deferred tax assets are recognized in the statement of financial position. Deferred tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Company will generate taxable earnings in future periods, in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the date of the statement of financial position could be impacted

   Additionally, future changes in tax laws in the jurisdictions in which the Company operates could limit the ability of the Company to obtain tax deductions in future periods.

   The Company has not recorded any deferred tax assets.

4. SIGNIFICANT ACCOUNTING POLICIES

Foreign currency translation

The functional currency of the Company is the currency of the primary economic environment in which it operates. The carve-out financial statements are presented in Canadian dollars, which is also the Company's functional currency. Transactions in other than an entity's functional currency are recorded at exchange rates prevailing on the dates of the transactions.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Exploration and evaluation costs

Exploration and evaluation costs include costs to acquire rights to explore, geological studies, exploratory drilling and sampling and directly attributable administrative costs.

Expenditures relating to exploration activities are expensed as incurred and expenditures relating to pre-extraction activities are expensed as incurred until such time proven or probable reserves are established for that project, after which subsequent expenditures relating to development activities for that particular project are capitalized as incurred.

Where proven and probable reserves have been established, the project's capitalized expenditures are depleted over proven and probable reserves using the units-of production method upon commencement of production. Where proven and probable reserves have not been established, the project's capitalized expenditures are depleted over the estimated extraction life using the straight-line method upon commencement of extraction. The Company has not established proven or probable reserves for any of its projects.

Proceeds from the sale of properties or cash proceeds received from option payments are recorded as a reduction of the related mineral property interest.

They carrying values of exploration and evaluation properties are assessed for impairment by management whenever indicators of impairment exist. An impairment loss is recognized if it is determined that the carrying value exceeds the recoverable amount.

Asset impairment

The Company performs impairment tests on mineral properties, when events or circumstances occur which indicate the assets may not be recoverable. Impairment assessments are carried out on project by project basis with each project representing a single cash generating unit.

When impairment indicators are identified, an impairment loss is recognized for any amount by which the asset's carrying value exceeds its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use.

Income taxes

Deferred income tax is recognized using the liability method on temporary differences arising between the tax and accounting bases of assets and liabilities as well as for the benefit of losses available to be carried forward to future years. Deferred income tax is not accounted for if it arises from the initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction does not affect either accounting nor taxable profit or loss.

Deferred income tax is determined using tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred income tax assets are recognized only

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Common shares

The Company has adopted a residual method for the measurement of shares and warrants issued as units in financing arrangements. The residual method requires the gross proceeds and the related share issuance costs be allocated to the common shares first based on the shares market value, any residual amount is then allocated to the warrants.

The fair value of the common shares is based on the closing price on the closing date of the transaction. The fair value attributed to the warrants is recorded as contributed surplus. If the warrants are exercised, the value attributable to the warrants is transferred to share capital.

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:

Loans and Receivables
These assets are non-derivative financial assets resulting from the delivery of cash or other assets by a lender to a borrower in return for a promise to repay on a specified date or dates, or on demand. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost, using the effective interest rate method, less any impairment losses. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process.

Available-For-Sale Financial Assets
Non-derivative financial assets that do not meet the definition of loans and receivables are classified as available-for-sale and comprise principally the Company's strategic investments in entities not qualifying as subsidiaries or associates. Available-for-sale investments are carried at fair value with changes in fair value recognized in other comprehensive loss/income. Where there is a significant or prolonged decline in the fair value of an available-for-sale financial asset (which constitutes objective evidence of impairment), the full amount of the impairment, including any amount previously recognized in other comprehensive loss/income, is recognized in profit or loss. If there is no quoted market price in an active market and fair value cannot be readily determined, available-for-sale investments are carried at cost. On sale or impairment, the cumulative amount recognized in other comprehensive loss/income is reclassified from accumulated other comprehensive loss/income to profit or loss. Available-for-sale financial assets that do not have a quoted price in an active market, and are not reliably measurable, are initially recognized at cost. If there is objective evidence that an impairment loss has been incurred the amount or the impairment loss is measured as the difference between the carrying amount and the present value of the estimated future cash flows. These impairments are not reversed.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Held-For-Trading Financial Assets
Financial assets held-for-trading are designated upon initial recognition as at fair value through profit or loss. Financial assets held-for-trading are classified as fair value through profit and loss if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets held-for-trading includes derivative financial instruments acquired or entered into that are not designated as hedging instruments in hedge relationships as defined by IAS 39, Financial Instruments: Recognition and Measurement. Included in this class are investments in marketable securities of other public companies. Related realized and unrealized gains and losses are included in profit or loss.

Impairment on Financial Assets
At each reporting date the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

Financial Liabilities
Financial liabilities are classified as either fair value through profit or loss or other financial liabilities, based on the purpose for which the liability was incurred, and are initially recognized at fair value net of any transaction costs directly attributable to the issuance of the instrument. Other financial liabilities comprise trade payables and accrued liabilities and are subsequently carried at amortized cost using the effective interest rate method. This ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of financial position. Interest expense in this context includes initial transaction costs and premiums payable on redemption, as well as any interest or coupon payable while the liability is outstanding. Trade and other payables represent liabilities for goods and services provided to the Company prior to the end of the year which are unpaid.

Accounting standards issued but not yet effective

The following accounting standards are issued but not yet effective. The Company has not early-adopted these revised standards and expects no significant effect on the Company's financial statements when adopted.

IFRS 9 Financial Instruments
IFRS 9 includes requirements for recognition, measurement, and derecognition of financial instruments and hedge accounting. The IASB is adding to the standard as it completes the various phases of its comprehensive project on financial instruments, and so it will eventually form a complete replacement for IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 was originally issued in November 2009, reissued in October 2010, and then amended in November 2013. The current version of IFRS 9 is applicable to annual periods beginning on or after January 1, 2018.

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

(Unaudited - Expressed in Canadian Dollars)

5. MINERAL PROPERTY INTERESTS

	Fish Lake Valley	Yukon	Total
Balance, October 31, 2016	$ -	$ 4	$ 4
Asset Purchase Agreement for claims located in Esmeralda County, Nevada	1,724,694	-	1,624,694
Impairment	(1,624,694)	-	(1,624,694)
Balance, October 31, 2017 and April 30, 2018	$ 100,000	$ 4	$ 100,004

Fish Lake Valley, Nevada

On February 7, 2017, the Bearing entered into an asset purchase agreement to acquire a 100% interest in 81 lode claims located in Esmeralda County, Nevada. To complete the purchase, Bearing paid US $60,000 (CDN $81,900) in cash and issued 1,400,000 common shares of Bearing with a fair value of $1,596,000. On April 5, 2017, the Quit Claim deed transferring title of claims was signed. On May 8, 2017, Bearing paid finders' fees of 73,990 common shares with a fair value of $63,631 and paid a cash fee of $3,663.

On September 25, 2017 the Bearing entered into an option agreement with First Division Ventures Inc. to acquire a 100% interest in certain mining claims. To exercise the Option, First Division was required to make a cash payment for an initial amount of $20,000 (received by Bearing) and issue 20,000 common shares (receivedby Bearing), and thereafter issue an additional 4,000,000 common shares to the optionor by the third anniversary of the Agreement. First Division must also carry out a $3,000,000 work program on the Claims prior to the third anniversary of the Agreement. The optionor retains a 3% NSR. The NSR is not subject to a buy-back or repurchase right.

During the year ended October 31, 2017 the Bearing determined that the carrying value of the property should be impaired to the estimated fair value of the consideration to be received under the option agreement for a total of $120,500. As a result, an impairment charge of $1,624,694 was recognized in accordance with Level 3 of the fair value hierarchy. The amount recognized in these financial statements was $100,000 which is the amount recognized by Bearing of 120,500 less the $20,000 cash received by Bearing and the 20,000 shares received by Bearing at a value of $500.

On May 2, 2018, First Division and Bearing entered into an amending agreement whereby the acquisition by First Division would be reduced to a 50% interest in the 81 lode claims in the Esmeralda County, Nevada. The consideration required to obtain the 50% interest would include the consideration already received by Bearing of $20,000 and 20,000 common shares to Bearing. The remaining consideration would be reduced as follows: additional 3,000,000 common shares to the optionor on or before September 25, 2020. First Division must also carry out a $1,500,000 work program on the Claims prior to the third anniversary of the Agreement: $60,000 on or before September 25, 2018, $440,000 on or before September 25, 2019 and $1,000,000 on or before September 25, 2020. In order for the obligation to be satisfied, the shares of First Division must be listed on an Exchange.

5. MINERAL PROPERTY INTERESTS (CONTINUED)

Yukon

In the Yukon, Bearing's portfolio includes the HY (subject to a 2% NSR), Jay, VM, VBA and Big properties. It also has royalties on properties owned by Aben Resources Ltd. (a 2% NSR on the VF property) and Precipitate Gold Corporation (a 2% NSR on the Jay East Property). In July 2013, Bearing wrote down acquisition costs on its Yukon properties (excluding Flume).

On January 3, 2017, the Company entered into a property purchase agreement with Golden Predator Mining Corp. ("Golden"), pursuant to which Golden has agreed to purchase all of the Company's interest in certain mineral claims in the Yukon Territory. As partial consideration for the purchase agreement, Golden will pay to the Company an aggregate fee of $275,000, payable over 48 months from the execution date of the purchase agreement. In addition, Golden will issue shares according to the following schedule:

i. 35,000 common shares on date of execution (received by Bearing)
ii. 50,000 common shares 8 months after date of execution (received by Bearing); and
iii. Common shares equal to $600,000 on the 20 month, 32 month and 48 month anniversary of the execution date.

Under the terms of the purchase agreement, Golden will also grant to the Company a 2% net smelter royalty ("NSR") on certain claims and a 1% NSR on the remaining claims. Golden has the right to re-purchase 50% of the NSR for $1,000,000 at any time.

During the year ended October 31, 2017, the transaction completed and the Bearing received $30,000 and 85,000 common shares, initially measured at a fair value of $65,700.

6. CAPITAL DISCLOSURES

The Company's objectives when managing capital are to ensure its ability to continue as a going concern in order to pursue the acquisition and development of mineral property interest. The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company is largely dependent upon external financings to fund activities. In order to carry out planned acquisition and development and pay for administrative costs, the Company will spend its existing working and raise additional funds as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financing resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes to the Company's approach to capital management during the year ended October 31, 2017. The Company is not subject to externally imposed capital restrictions.

7. OWNERS NET INVESTMENT

Bearing's investment in the operations of Lions Bay Mining Corp. is presented as Owner's Net Investment in the carve-out financial statements. Owner's Net Investment represents the accumulated net losses of the operations plus the accumulated net contributions from owners.

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value

The fair value of the Company's financial instruments is approximated by their carrying value due to their short-term nature.

IFRS 13 establishes a fair value hierarchy for financial instruments measured at fair value that reflects the significance of inputs used in making fair value measurements as follows:

Level 1 – quoted prices in active markets for identical assets or liabilities;
Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liabilities, either directly (i.e. as prices) or indirectly (i.e. from derived prices); and
Level 3 – inputs for the asset or liability that are not based upon observable market data.

The fair value of cash and marketable securities are based on Level 1 inputs. There are no level 2 or level 3 financial instruments.

The Company's financial instruments are exposed to certain financial risks, which include foreign currency risk, interest rate risk, credit risk, liquidity risk and other price risk. The Company's risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance. The Company's exposure to these risks and its methods of managing the risks remain consistent.

Credit risk

Concentration of credit risk exists with respect to the Company's cash, as all amounts are held at a major Canadian financial institution. The credit risk associated with cash is minimized by ensuring that substantially all dollar amounts are held with a major financial institution with strong investment-grade ratings by a primary ratings agency.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with its financial liabilities. The Company is reliant upon equity issuances as its sole source of cash. The Company manages liquidity risk by trying to maintain an adequate level of cash and cash equivalents to meet its ongoing obligations. The Company continuously reviews its actual expenditures and forecast cash flows and matches the maturity dates of its cash equivalents to capital and operating needs. April 30, 2018, the cash balance of $5,000 will not be sufficient to meet required administrative and exploration and evaluation expenditures over the next twelve months the Company may be required to raise additional capital in the future to fund its operations.

Market risk

[i] Interest rate risk

The Company is exposed to interest rate risk on its cash and cash equivalents held at April 30, 2018. A 100 basis point (1%) increase or decrease in the interest rate in 2017 would have resulted in approximately a $50 change in the Company's reported loss for the six months ended April 30, 2018 based on its closing balance during the fiscal year.

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

[ii] Currency risk

As at April 30, 2018 and October 31, 2017 the Company did not have financial instruments in foreign currency however, it will be required to incur expenditures in US dollars as its Fish Lake property is located in the US. As such the Company will be exposed to foreign currency depending on the required expenditures to be incurred in this property.

9. SEGMENTED INFORMATION

The Company operates in one industry segment: mineral exploration; within three geographic segments: Canada and United States. The Company and all subsidiaries are operated as one entity with a common management located at the Company's head office. The Company's non-current assets by geographic areas for the years ended April 30, 2018 and October 31, 2017 are as follows:

April 30, 2018 and October 31, 2017	Canada	United States	Total
Non-current assets			
Exploration and evaluation of assets	$ 4	$ 100,000	$ 100,004
	$ 4	$ 100,000	$ 100,004