VOLTA METALS LTD.

CSE FORM 2A
LISTING STATEMENT

May 29, 2023

1. TABLE OF CONTENTS

NOTE TO READER

This Listing Statement has been prepared in connection with a reverse take-over transaction which will constitute a "fundamental change" within the meaning of CSE Policy 8. As such, the disclosure that follows relates to the business of the resulting issuer, whose common shares must be requalified for listing onto the CSE.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This Canadian Securities Exchange Form 2A *Listing Statement* ("**Listing Statement**") contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian and U.S. securities legislation. All statements, other than statements of historical fact, included herein, including, without limitation, statements with respect to the timing of future activities of the Issuer, the Issuer's anticipated business plans, financial and business prospects and financial outlooks are forward-looking statements that involve various risks and uncertainties and reflect management's expectations regarding future plans and intentions, growth, results of operations, performance and business prospects and opportunities. Although the Issuer believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: "believes", "expects", "anticipates", "intends", "estimates", "plans", "may", "should", "would", "will", "potential", "scheduled" or variations of such words and phrases and similar expressions, which, by their nature, refer to future events or results that may, could, would, might or will occur or be taken or achieved. In making the forward-looking statements in this Listing Statement and any documents incorporated by reference, the Issuer has applied several material assumptions, including without limitation:

- the Issuer's experience and perceptions of historical trends, current conditions and expected future developments;
- certain assumptions regarding future prices of gold, silver and other base metals;
- expectations regarding the legislative and regulatory environments of the jurisdictions where the Issuer carries on business or has operations;
- the timely receipt of any necessary permits, licenses and regulatory approvals in connection with the future development of the Issuer's projects;
- the availability of financing on suitable terms for the development, construction and continued operation of the Issuer's projects;
- no unusual geological or technical problems occurring and no significant events occurring outside of the normal course of business for the Issuer;
- the Issuer's ability to comply with environmental, health and safety Laws; and
- other factors that are believed to be reasonable in the circumstances.

However, the foregoing list is inherently imprecise, although generally indicative of relative market positions, market shares and performance characteristics. While management is not aware of any misstatements regarding any industry data presented herein, mineral exploration involves risks and uncertainties and industry data is subject to change based on various factors.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Issuer to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information. Although the Issuer has attempted to identify important risks and factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors and risks that cause actions, events or results not to be as anticipated, estimated or intended.

The forward-looking statements contained herein, and the documents incorporated by reference herein, are expressly qualified by this cautionary statement. These factors should be considered carefully and prospective or existing investors should not place undue reliance on any forward-looking information contained in them. Unless otherwise noted, the forward-looking statements contained in this Listing Statement speak only as of the date hereof, and, except as required by applicable law, the Issuer does not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible to predict all such factors and to assess in advance the impact of each such factor on the business of the Issuer, or the extent to which any factor or combination of factors may cause actual results to differ from those contained in any forward-looking statement. Additional risks and more information on the risks identified above are described in detail in this Listing Statement under the heading "Risk Factors".

GLOSSARY OF TERMS

The following words and terms used in this Listing Statement have the meanings set forth below:

"**Administrators**" means the Board, or such other persons as may be designated by the Board from time to time, responsible for administering the Share Compensation Plan.

"**Author**" means Andrew Tims, P.Geo.

"**BCBCA**" means the *Business Corporations Act* (British Columbia), as amended from time to time.

"**Board**" means the board of directors of the Issuer.

"**Closing**" means the completion of the Transaction.

"**Company**" or "**Issuer**" means Volta Metals Ltd., the continuing legal entity after completion of the Transaction, formerly known as Cashbox Ventures Ltd.

"**Compensation Committee**" means the compensation committee of the Issuer as constituted from time to time.

"**Concurrent Financing**" has the meaning ascribed to it under Section 2.4 -Fundamental Change.

"**Consolidation**" means the consolidation of the Issuer's issued and outstanding common shares on the basis of one (1) post-consolidation share for every ten (10) pre-consolidation shares, together with a corresponding and equal consolidation of the Issuer's issued and outstanding convertible securities, in accordance with the terms and conditions of such securities.

"**Consultant**" has the meaning ascribed to it in section 15. Executive Compensation – *External Management Companies.*

"**Crescent Lake Optionor**" has the meaning ascribed thereto in section 4.1 hereof.

"**Cruise Employment Agreement**" has the meaning ascribed to it in section 15. Executive Compensation – Connor Cruise Employment Agreement.

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

"**CSE Policy 8**" means the CSE policy on *Fundamental Changes & Changes of Business*.

"**Escrow Agreement**" has the meaning ascribed thereto in section 22 hereof.

"**Event of Termination**" has the meaning ascribed to it in section 15. Executive Compensation - Restricted Share Units – *Termination, Retirement and Other Cessation of Employment in connection with RSUs.*

"**Falcon West Option Agreement**" means the agreement dated as of November 25, 2022 between LiCAN and Alex Pleson as the sole registered and beneficial holder of the mineral claims comprising the Falcon West Project.

"**Falcon West Project**" means the only "material property" of LiCAN for the purposes of applicable Canadian securities legislation, namely the Falcon West Project located in Ontario.

"**Governmental Entity**" means any applicable: (i) multinational, federal, provincial, state, regional, municipal, local or other government, governmental or public department, central bank, court, tribunal, arbitral body, commission, board, bureau or agency, domestic or foreign. (ii) subdivision, agent, commission, board or authority of any of the foregoing. (iii) quasi-governmental or private body, including any tribunal, commission, regulatory agency or self-regulatory organization, exercising any regulatory, expropriation or taxing authority under or for the account of any of the foregoing. or (iv) stock exchange, including the CSE.

"**Issuer Shares**" means common shares without par value in the capital of the Issuer.

"**Kim Lake Optionor**" has the meaning ascribed thereto in section 4.1 hereof.

"**Laws**" means all laws, statutes, codes, ordinances, decrees, rules, regulations, bylaws, statutory rules, principles of law, published policies and guidelines, judicial, arbitral, administrative, ministerial, departmental or regulatory judgments, orders, decisions, rulings or awards, general principles of common and civil law, and terms and conditions of any grant of approval, permission, authority or license of any Governmental Entity, statutory body or self−regulatory authority, and the term "applicable" with respect to such Laws and in the context that refers to one or more persons, means that such Laws apply to such person or persons or its or their business, undertaking, property or securities and emanate from a Governmental Entity (or any other person) having jurisdiction over the aforesaid person or persons or its or their business, undertaking, property or securities.

"**Letter of Intent**" has the meaning ascribed thereto in section 2.4 hereof.

"**LiCAN**" means LiCAN Exploration Inc., a corporation existing under the laws of the Province of Ontario, which, upon giving effect to the Transaction, becomes a wholly-owned subsidiary of the Issuer.

"**LiCAN Shares**" means common shares without par value in the capital of LiCAN.

"**Listing Statement**" means this Form 2A – *Listing Statement*, together with all appendices and schedules attached hereto.

"**Loan**" has the meaning ascribed thereto in section 2.4 hereof.

"**Market Price**" means, with respect to the Share Compensation Plan, as of any date, the closing price of the Issuer Shares on the CSE for the last market trading day prior to the date of grant of the Option or if the Issuer Shares are not listed on a stock exchange, the Market Price shall be determined in good faith by the Administrators.

"**Maturity Date**" has the meaning ascribed thereto in section 2.4 hereof.

"NI 43-101" means National Instrument 43-101 - *Standards of Disclosure for Mineral Projects*, as amended from time to time.

"**Odyssey**" means Odyssey Trust Company, the Issuer's registrar and transfer agent, located at 409 Granville St, Vancouver, B.C., Canada, V6C 1T2.

"**Option Consideration**" has the meaning ascribed to it in section 4.1.

"**Optionor**" means Alex Pleson and Pleson Geoscience.

"**Options**" means stock options of the Issuer.

"**Otatakan Li Optionor**" has the meaning ascribed thereto in section 4.1 hereof.

"**Participant**" has the meaning ascribed to it in section 9.

"**Party**" means any one of the Issuer, LiCAN or Target Shareholders, and "**Parties**" means the Issuer, LiCAN and Target Shareholders collectively.

"**Related Persons**" has the same meaning as in CSE Policy 1 – Interpretation and General Provisions.

"**Root River Optionor**" has the meaning ascribed thereto in section 4.1 hereof.

"**Royalty**" means a 1.5% net smelter returns royalty on the Falcon West Project, which is retained by the Optionor, and in which LiCAN has the right to purchase 66.66% (being 1.0%) for $1,000,000.

"**RSU**" means restricted share units of the Issuer.

"**RSU Agreement**" has the meaning ascribed to it in section 15. Executive Compensation - Restricted Share Units - *Vesting Provisions.*

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval, the electronic filing system for the disclosure documents of public companies and investment funds across Canada, available at www.sedar.com.

"**Share Compensation Plan**" has the meaning ascribed thereto in Section 9.

"**Share Exchange Agreement**" means the share exchange agreement between the Issuer, LiCAN and Target Shareholders dated March 27, 2023.

"**Store Lake Optionor**" has the meaning ascribed thereto in section 4.1 hereof.

"**Swole Lake Optionor**" has the meaning ascribed thereto in section 4.1 hereof.

"**Target Shareholders**" means the shareholders of LiCAN prior to completion of the Transaction, which, upon completion of the Transaction, become shareholders in the capital of the Issuer.

"**Technical Report**" means the revised NI 43-101 technical report dated March 31, 2023 and dated effective March 31, 2023, entitled "NI 43-101 Technical Report on the Falcon West Property Falcon Lake Area Northwest Ontario" and authored by Andrew Tims, P.Geo.f

"**Transaction**" means the share exchange between the Issuer and LiCAN pursuant to the Share Exchange Agreement resulting in LiCAN becoming a wholly-owned subsidiary of the Issuer.

"**Tsilhqot'in Decision**" has the meaning ascribed to it in section 17.1 Risk Factors Related to the Issuer and its Business – *Frist Nations Land Claims.*

"**US Participant**" has the meaning ascribed to it in section 9.

"**Warrants**" has the meaning ascribed thereto in Section 10.1.

"**White Lights Optionor**" has the meaning ascribed thereto in section 4.1 hereof.

2. CORPORATE STRUCTURE

2.1 Corporate Name

The full corporate name of the Issuer is Volta Metals Ltd. (the "**Issuer**"), formerly Cashbox Ventures Ltd. The Issuer changed its name in connection with the completion of the Transaction and has its registered and head office located at 390 Bay Street, Suite 700a, Toronto, Ontario, Canada, M5H 2Y2.

2.2 Incorporation

The Issuer was incorporated on April 3, 2018 under the name "Kona Capital Ltd." pursuant to the BCBCA.

LiCAN was incorporated on April 19, 2022 in the province of Ontario pursuant to the *Business Corporations Act* (Ontario) (the "**OBCA**") under the name of "LiCAN Exploration Inc.", with a head office at 390 Bay Street, Suite 700a, Toronto, Ontario, Canada, M5H 2Y2. The Transaction will result in LiCAN becoming a wholly-owned subsidiary of the Issuer.

2.3 Intercorporate Relationships

The Issuer had no subsidiaries prior to completion of the Transaction. The corporate structure of the Issuer is as follows:

Cashbox Ventures Ltd.
(BCBCA)
(Reporting Issuer in British Columbia, Alberta and Ontario)

Upon the closing of the Transaction, the corporate structure of the Issuer will be as follows:

Subsidiary	Jurisdiction of Incorporation	Ownership Percentage
LiCAN Exploration Inc.	Ontario	100%

Volta Metals Ltd.
(formerly, Cashbox Ventures Ltd.)
(BCBCA)
(Reporting Issuer in British Columbia, Alberta and Ontario)

100% ownership

LiCAN Exploration Inc.
(A Private OBCA Company)

2.4 Fundamental Change

Pursuant to CSE Policy 8, a fundamental change or change of business of a listed issuer effectively results in a new issuer, such that the existing disclosure record cannot be relied upon to fairly value the company's securities. The Transaction constitutes a "fundamental change" pursuant to CSE Policy 8, resulting in a new issuer (i.e. Volta Metals Ltd.) whose securities must be requalified for listing on the CSE.

On January 13, 2023, the Issuer and LiCAN entered into a letter of intent ("Letter of Intent") setting out the general terms and conditions by which the Issuer and LiCAN proposed to complete a business combination and, in connection therewith, the Issuer proposed to acquire all of the issued and outstanding shares of LiCAN from the Target Shareholders in exchange for the issuance of shares in the capital of Issuer Shares. Under the terms of the letter of intent, the Issuer agreed to advance to LiCAN the principal amount of $200,000 (the "Loan") by April 10, 2023, which Loan was to be used for general corporate matters and property development, in accordance with the following schedule: (i) $50,000 within five (5) business days of the signing of the Letter of Intent, (ii) $50,000 on or before February 10, 2023, (iii) $50,000 on or before March 10, 2023 and (iv) $50,000 on or before April 10, 2023. The Loan bears simple interest at the rate of 5% per annum and the outstanding principal amount and accrued interest thereon is due and payable in full by LiCAN on April 10, 2024 (the "Maturity Date"); provided that on or prior to the Maturity Date LiCAN may repay all or part of the Loan from time to time without notice, bonus, penalty or premium. The full amount of the Loan has been funded by the Issuer and shall become an intercompany loan and accounted for accordingly on Closing.

On March 27, 2023, the Issuer, LiCAN and the Target Shareholders entered into the Share Exchange Agreement in order to consummate the Transaction.

Fundamental changes require CSE listed issuers to obtain both the approval of the majority of the shareholders of the Issuer (which was obtained by way of written consent resolution effective May 15, 2023) and the CSE (conditional approval obtained May 12, 2023). This Listing Statement is being filed in connection with the CSE's final approval for the fundamental change.

At Closing, the Issuer will acquire all of the issued and outstanding shares of LiCAN from the Target Shareholders in exchange for each Target Shareholder receiving 0.4078 of an Issuer Share for each LiCAN Share, such that the existing shareholders of the Issuer will hold an approximate 75% interest in the Issuer, and the Target Shareholders will hold the remaining 25% interest.

In connection with the Transaction, the Issuer will also:

1. consolidate its issued and outstanding common shares on the basis of one (1) post-consolidation share for every ten (10) pre-consolidation shares, together with a corresponding and equal consolidation of the Issuer's issued and outstanding convertible securities, in accordance with the terms and conditions of such securities (the "**Consolidation**");

2. complete a non-brokered private placement of subscription receipts at a price of $0.10 each for gross proceeds of $1,750,000, each subscription receipt resulting in the holder thereof being issued, upon satisfaction of certain escrow release conditions for no additional consideration and without any further action by its holder, one (1) post-Consolidation Issuer Share at Closing (the "**Concurrent Financing**"); and

3. change its name to "Volta Metals Ltd."

In order for the Transaction to be completed, the following conditions precedent must be satisfied or waived, as applicable:

(a) LiCAN shall use its commercially reasonable efforts to:

    (i) obtain all other consents, approvals and authorizations as are required to be obtained by LiCAN under any applicable Laws or from any Governmental Entity that would, if not obtained, materially impede the completion of the transactions contemplated by the Share Exchange Agreement or have a Material Adverse Effect (as defined in the Share Exchange Agreement) on LiCAN;

    (ii) effect all necessary registrations, filings and submissions of information requested by Governmental Entities required to be effected by it in connection with the transactions contemplated by the Share Exchange Agreement and participate and appear in any proceedings of any Party before any Governmental Entity;

    (iii) oppose, lift or rescind any injunction or restraining order or other order or action challenging or affecting the Share Exchange Agreement, the transactions contemplated hereby or seeking to enjoin or delay, or otherwise adversely affecting the ability of the Parties to consummate, the transactions contemplated hereby, subject to the LiCAN's board of directors determining in good faith after receiving advice from outside legal counsel) that taking such action would be inconsistent with the fiduciary duties of such directors under applicable Laws;

    (iv) fulfill all conditions and satisfy all provisions of the Share Exchange Agreement and the share exchange required to be fulfilled or satisfied by LiCAN; and

(v) co-operate with the Issuer in connection with the performance by it of its obligations hereunder, provided however that the foregoing shall not be construed to obligate LiCAN to pay or cause to be paid any monies to cause such performance to occur; and

(b) The Issuer shall use its commercially reasonable efforts to:

(i) obtain the Issuer's shareholder approval in accordance with the policies of the CSE;

(ii) effect the Consolidation;

(iii) close the Concurrent Financing;

(iv) obtain all other consents, approvals and authorizations as are required to be obtained by the Issuer under any applicable Laws or from any Governmental Entity or under the rules or policies of the CSE that would, if not obtained, materially impede the completion of the transactions contemplated by this Agreement or have a Material Adverse Effect (as defined in the Share Exchange Agreement) on the Issuer;

(v) effect all necessary registrations, filings and submissions of information requested by Governmental Entities required to be effected by it in connection with the transactions contemplated by the Share Exchange Agreement and participate, and appear in any proceedings of, any Party hereto before any Governmental Entity;

(vi) oppose, lift or rescind any injunction or restraining order or other order or action challenging or affecting the Share Exchange Agreement, the transactions contemplated hereby or seeking to enjoin or delay, or otherwise adversely affecting the ability of the Parties to consummate the transactions contemplated hereby, subject to the Board determining in good faith after receiving advice from outside legal counsel that taking such action would be inconsistent with the fiduciary duties of such directors under applicable Laws;

(vii) fulfill all conditions and satisfy all provisions of the Share Exchange Agreement and the share exchange required to be fulfilled or satisfied by the Issuer; and

(viii) co-operate with LiCAN in connection with the performance by LiCAN of its obligations hereunder; provided however that the foregoing shall not be construed to obligate the Issuer to pay or cause to be paid any monies to cause such performance to occur, other than as contemplated in the Share Exchange Agreement.

A copy of the Share Exchange Agreement between the aforementioned parties dated March 27, 2023 has been posted on the Issuer's SEDAR profile at www.sedar.com. The Issuer and LiCAN are not Related Persons.

Upon the completion of the Transaction, the proceeds from the Concurrent Financing will be released from escrow and used for general working capital purposes and exploration at the Falcon West Project.

2.5 Non-Corporate Issuers and Issuers Incorporated Outside Canada

Not applicable.

3. GENERAL DEVELOPMENT OF THE BUSINESS

3.1 General Development of the Business

LiCAN is a lithium, tantalum and cesium focused Canadian exploration company, with large land package in most prolific, Spodumene bearing hard rock lithium belts in Ontario. Its exploration projects are road accessible, with close proximity to major infrastructure, such as railways, roads and ports. LiCAN is strategically positioned to discover and supply lithium to the North American electrical vehicle and battery market.

Prior to the business combination contemplated in connection with the Transaction, the Issuer owned and operated "wikileaf.com", an online digital platform for cannabis enthusiasts to discover engaging and educational content, strain and product information and analytical tools allowing them to make informed purchasing decisions.

History of the Business

Issuer

The Issuer was incorporated in British Columbia under the BCBCA on April 3, 2018 under the name of "Kona Capital Ltd." On May 14, 2019, it changed its name to "Wikileaf Technologies Inc.", and further on October 26, 2021, it changed its name to "Cashbox Ventures Ltd.".

The Issuer owned and operated an online digital platform for cannabis enthusiasts to discover engaging and educational content, strain and product information and analytical tools allowing them to make informed purchasing decisions.

On September 15, 2021, the Issuer announced the closing of the sale of all of its digital assets including the website domain, www.wikileaf.com to Fire & Flower Holdings Corp. ("Fire & Flower") (TSX: FAF) (OTCQX: FFLWF) and Hifyre Inc. for consideration of $7.5 million, satisfied by the issuance of 8,017,103 common shares in the capital of Fire & Flower. Upon closing of the sale of these assets, the Issuer changed its name to "Cashbox Ventures Ltd." and exited the United States cannabis sector.

On October 28, 2021, the Issuer signed a secured promissory note, for an amount of $700,000, with MMCAP International Inc. SPC ("MMCAP"), a shareholder who exercised significant influence over the Issuer. The note was repayable within six months of the issuance date and was subject to an interest rate of 7% per annum. As further consideration, the Issuer issued to MMCAP 1,500,000 warrants to purchase common shares of the Issuer. Each warrant is excisable for one common share at an exercise price of $0.06 for a period of three years from the date of the grant.

On April 26, 2022, the Issuer paid the full amount of the outstanding promissory note owed to MMCAP in the amount of $700,000 plus accrued interest owed of $24,164 for a total payment of $724,164.

Following the divesting of all of its online platform assets, the business activities of the Issuer are limited to the search and evaluation of new investment opportunities along with consideration of other strategic alternatives. Further, prior to the completion of the Transaction, the Issuer is considered an "inactive issuer" under CSE policies.

LiCAN

LiCAN was incorporated in the province of Ontario pursuant to the OBCA on April 19, 2022 under the name of "LiCAN Exploration Inc.". LiCAN's articles of incorporation do not impose any restrictions that would limit its ability to enter into a business combination with the Issuer.

On November 21, 2022, LiCAN completed a non-brokered private placement of 12,200,000 common shares without par value in its capital at $0.01 per common share for gross proceeds of $122,000.

On November 18, 2022, LiCAN (i) entered into a loan agreement with Mark Cruise whereby LiCAN borrowed the principal sum of $55,000 from Mr. Cruise, accruing interest at a rate of 10% per annum, payable in full on June 30, 2023, and (ii) entered into a loan agreement with Michael Hoffman whereby LiCAN borrowed the principal sum of $20,000 from Mr. Hoffman, accruing interest at a rate of 10% per annum, payable in full on June 30, 2023.

LiCAN has also undertaken the following steps since incorporation to develop its business: (i) identified and acquired a mineral property with sufficient merit to warrant exploration, being the Falcon West Project in northwestern Ontario, 60 km East-Northeast of Armstrong, Ontario; (ii) acquired additional exploration stage properties under option for its portfolio of lithium exploration properties in Northern Ontario (see "Narrative Description of the Business" below); (iii) raised sufficient financing to make initial payments on the property option agreements; (iv) recruited directors and officers with the skills required to operate a junior public mineral exploration company; (v) entered into the Share Exchange Agreement to facilitate a going public transaction, and to raise funding pursuant to the Concurrent Financing; and (vi) made an application for listing of the resulting issuer on the CSE. In the event that the Falcon West Project is not deemed to be viable, the Issuer currently expects that it will seek to further develop one of its other existing properties under option, or explore other opportunities to acquire interests in other mineral properties.

3.2 Significant Acquisitions and Dispositions

Please refer to Section 2.4 – *Fundamental Change* and Section 3.1 – *General Development of the Business* above.

3.3 Trends

As a junior mining company, the Issuer acknowledges that LiCAN is highly susceptible to the cycles of the mineral resource sector and the financial markets as they relate to junior companies.

LiCAN's financial performance is dependent upon many external factors. Both prices and markets for metals are volatile, difficult to predict and subject to changes in domestic and international, political, social and economic environments. Circumstances and events beyond its control could materially affect the financial performance of LiCAN.

Apart from the risk factors noted above and under the heading "Risk Factors", the Issuer and LiCAN are not aware of any other trends, commitments, events or uncertainties that are reasonably likely to have a material adverse effect on the Issuer's business, financial conditions or result of operations.

4. NARRATIVE DESCRIPTION OF THE BUSINESS

4.1 General Business of the Issuer

General

Issuer

Prior to the business combination in connection with the Transaction, the Issuer owned and operated "wikileaf.com", an online digital platform for cannabis enthusiasts to discover engaging and educational content, strain and product information and analytical tools allowing them to make informed purchasing decisions.

In September 2021, the Issuer sold all these digital assets used in connection with wikileaf.com (see "*History of the Business*" above).

After the sale of the wikileaf.com assets, the Issuer was considered to be an "inactive issuer" pursuant to CSE policies. Upon completion of the Transaction, the Issuer will combine its businesses with LiCAN and continue the business of LiCAN of exploration and development of mineral properties.

LiCAN

LiCAN is engaged in the business of mineral exploration and the acquisition of mineral property assets in Canada. LiCAN's material property is the Falcon West Project and detailed information on the project is provided under Section 4.3: *Mineral Projects* of this Listing Statement. LiCAN also has a portfolio of other Lithium properties under option, which are briefly summarized below.

<u>Crescent Lake Project</u>

Pursuant to an option agreement dated November 30, 2022, Gravel Ridge Resources Ltd. and 1544230 Ontario Inc. (the "Crescent Lake Optionor") granted LiCAN an option to acquire a 100% interest in the Crescent Lake property in Northern Ontario, comprised of 8 unpatented claims. Subject to a 1.5% net smelter returns royalty, to acquire a 100% interest in the Crescent Lake Project, LiCAN is required to:

(i) Within 5 days of the effective date, a cash payment to the Crescent Lake Optionor of $14,000 (completed);

(ii) On for before the first anniversary of effective date:
  - Make a cash payment to the Crescent Lake Optionor of $15,000;

(iii) On or before second anniversary of effective date:
  - Make a cash payment to the Crescent Lake Optionor $21,000

(iv) On or third anniversary of the effective date: and
  - Make a cash payment to the Crescent Lake Optionor $30,000

Additionally, LiCAN was granted the right to repurchase 0.5% of the net smelter returns royalty from the Crescent Lake Optionor for $500,000 in cash, reducing the net smelter returns royalty percentage to 1%.

<u>Kim Lake Project</u>

Pursuant to an option agreement dated October 14, 2022, Gravel Ridge Resources Ltd. and 1544230 Ontario Inc. (the "Kim Lake Optionor") granted LiCAN an option to acquire a 100% interest in the Kim Lake Project in Northern Ontario, comprised of 4 unpatented claims. Subject to a 1.5% net smelter returns royalty, to acquire a 100% interest in the Kim Lake Project, LiCAN is required to:

(i) Within 5 days of the effective date, a cash payment to the Kim Lake Optionor of $15,000 (completed);

(ii) On for before the first anniversary of effective date:
  - Make a cash payment to the Kim Lake Optionor of $21,000;

(iii) On or before second anniversary of effective date:
  - Make a cash payment to the Kim Lake Optionor $24,000

(iv) On or third anniversary of the effective date: and
  - Make a cash payment to the Kim Lake Optionor $32,000

Additionally, LiCAN was granted the right to repurchase from the Kim Lake Optionor 0.5% of the net smelter returns royalty by way of a one-time payment of the sum of $500,000, reducing the net smelter returns royalty percentage to 1%.

Otatakan Project

Pursuant to an option agreement dated November 10, 2022, Last Resort Resources Ltd. and Bounty Gold Corp. (the "Otatakan Li Optionor") granted LiCAN an option to acquire a 100% interest in the Otatakan Li property in Northern Ontario, comprised of 20 unpatented claims. Subject to a 2% net smelter returns royalty, to acquire a 100% interest in the Otatakan Project, LiCAN is required to:

(i) Within 5 days of the effective date, a cash payment to the Otatakan Li Optionor of $10,200 (completed);

(ii) On for before the first anniversary of effective date:
- Make a cash payment to the Otatakan Li Optionor of $10,200;

(iii) On or before second anniversary of effective date:
- Make a cash payment to the Otatakan Li Optionor $10,200

(iv) On or third anniversary of the effective date: and
- Make a cash payment to the Otatakan Li Optionor $Nil.

Additionally, LiCAN was granted the right to repurchase from the Otatakan Li Optionor 1% of the net smelter returns royalty by way of a one-time payment of the sum of $1,000,000 in cash, reducing the net smelter returns royalty percentage to 1%.

Root River Project

Pursuant to an option agreement dated November 14, 2022, 2758145 Ontario Ltd. (the "Root River Optionor") granted LiCAN an option to acquire a 100% interest in the Root River property, comprised of 299 unpatented claims. Subject to a 1.5% net smelter returns royalty, to acquire a 100% interest in the Root River Project, LiCAN is required to:

(i) Within 5 days of the effective date, a cash payment to the Root River Optionor of $35,000 (completed);
- Issue the number of common shares having an aggregate value at the time of issuance equal to $35,000;

(ii) On for before the first anniversary of effective date:
- Make a cash payment to the Root River Optionor of $50,000;
- Issue the number of common shares having an aggregate value at the time of issuance equal to $35,000;

(iii) On or before second anniversary of effective date:
- Make a cash payment to the Root River Optionor $75,000;
- Issue the number of common shares having an aggregate value at the time of issuance equal to $35,000;

(iv) On or third anniversary of the effective date: and
- Make a cash payment to the Root River Optionor $100,000; and
- Issue the number of common shares having an aggregate value at the time of issuance equal to $35,000.

Additionally, on February 14, 2023, LiCAN was granted the right to repurchase 1% of the net smelter returns royalty from the Root River Optionor for a sum of $1,000,000, reducing the net smelter returns royalty percentage to 0.5%. As part of the acquisition, LiCAN reimbursed the Root River Optionor $9,100 for claims staking.

<u>Store Lake Project</u>

Pursuant to an option agreement dated October 14, 2022, Gravel Ridge Resources Ltd. and 1544230 Ontario Inc. (the "Store Lake Optionor") granted LiCAN an option to acquire a 100% interest in the Store Lake Project in Northern Ontario, comprised of 29 unpatented claims. Subject to a 1.5% net smelter returns royalty, to acquire a 100% interest in the Store Lake Project, LiCAN is required to:

(i) Within 5 days of the effective date, a cash payment to the Store Lake Optionor of $15,000 (completed);

(ii) On for before the first anniversary of effective date:
- Make a cash payment to the Store Lake Optionor of $21,000;

(iii) On or before second anniversary of effective date:
- Make a cash payment to the Store Lake Optionor $24,000

(iv) On or third anniversary of the effective date: and
- Make a cash payment to the Store Lake Optionor $32,000.

Additionally, LiCAN was granted the right to repurchase from the Store Lake Optionor 0.5% of the net smelter returns royalty by way of a one-time payment of the sum of $500,000 in cash, reducing the net smelter returns royalty percentage to 1%.

<u>White Lights Property</u>

Pursuant to an option agreement dated November 14, 2022, 2758145 Ontario Ltd. (the "White Lights Optionor") granted LiCAN a 100% interest in the White Lights property, comprised of 194 unpatented mining claims. Subject to a 1.5% net smelter returns royalty, to acquire a 100% interest in the White Lights Property, LiCAN is required to:

(i) Within 5 days of the effective date, a cash payment to the White Lights Optionor of $20,000 (completed);
- Issue the number of common shares having an aggregate value at the time of issuance equal to $20,000;

(ii) On for before the first anniversary of effective date:
- Make a cash payment to the White Lights Optionor of $30,000;
- Issue the number of common shares having an aggregate value at the time of issuance equal to $20,000;

(iii) On or before second anniversary of effective date:
- Make a cash payment to the White Lights Optionor $50,000;
- Issue the number of common shares having an aggregate value at the time of issuance equal to $20,000

(iv) On or third anniversary of the effective date:
- Make a cash payment to the White Lights Optionor $75,000; and

- Issue the number of common shares having an aggregate value at the time of issuance equal to $20,000.

Additionally, on February 14, 2023, LiCAN was granted the right to repurchase from the White Lights Optionor 1% of the net smelter returns royalty for a sum of $1,000,000 in cash, reducing the net smelter returns royalty percentage to 0.5%.

Eau Claire

LiCAN owns 100% ownership interest in 7 unpatented mining claims covering approximately 140 hectares in Northern Ontario. This area comprises the Eau Claire Project, which the Issuer incurred $900 in staking costs to acquire it.

Junior Lake Property

LiCAN owns 100% ownership of the Junior Lake Project, comprised of 146 unpatented mining claims, covering approximately 2,920 hectares in Northern Ontario. LiCAN incurred $7,300 in staking costs to acquire the Junior Lake Project.

Swole Lake Property

Pursuant to an option agreement dated May 11, 2023, Stares Contracting Corp. (the "Swole Lake Optionor") granted LiCAN a 100% interest in the Swole Lake Property, comprised of 40 unpatented mining claims. Subject to a 1.5% net smelter returns royalty, to acquire a 100% interest in the Swole Lake Property, LiCAN is required to:

(i) Within 2 days of the effective date, a cash payment to the Swole Lake Optionor of $10,000 (completed); and
(ii) Issue 200,000 common shares to the Swole Lake Optionor within 5 days of the commencement of trading on the CSE and following receipt of any required CSE approval for the share issuance.

The Swole Lake Property is not a material property for the purposes on NI 43-101 – Standards of Disclosure for Mineral Projects.

Falcon West Project

The Falcon West Project is the flagship asset of LiCAN, which consists of 7 claims totaling 61 cells covering 1,250 hectares of land. The Falcon West Project is located in the Thunder Bay Mining District of Northwestern Ontario, Canada, 60 km East-Northeast of Armstrong, Ontario, and approximately 20 kilometers north of the Canadian National Railway mainline.

The Falcon West Project has been subject to exploration since 1956 when the Falcon pegmatite swarm was discovered and originally drilled by British Canadian Lithium Mines Ltd.

The Falcon West Project is located within the Caribou Greenstone Belt, which trends ENE along the top of Lake Nipigon, extending eastward from the larger Onamon-Tashota Green-stone Belt, and lies along the northern margin of the Wabigoon Subprovince (marked by the Sydney Lake-Lake St. Joseph Fault zone). The Caribou belt contains horizons of metasedimentary units, including abundant iron formation. Numerous Archean aged mafic and ultramafic bodies intrude the volcanics. The Falcon West Project hosts the Falcon Far West Pegmatite which has reported 0.77% Li_2O over 9.4 m in historical work.

To acquire a 100% interest in the Falcon West Project, LiCAN must: (i) pay a total of $420,000 in cash payments to the Optionor; (ii) issue the number of LiCAN Shares having an aggregate value at the time of issuance equal to $1,090,000 all over a three year period to the Optionor; and (iii) incur an aggregate minimum of $1,300,000 in exploration expenditures on the Falcon West Project (collectively, the "**Option Consideration**"), all in accordance with the following schedule:

Date for Completion	**Cash Payment**	**Aggregate Value of Common Shares to be Issued**	**Minimum Exploration Expenditures to be Incurred**
Within five calendar days of the execution of the Falcon West Option Agreement (for the purposes of this section, the "**Effective Date**")	$50,000 (Completed)	Nil	Nil
Within five days of listing on a stock exchange in Canada	Nil	$90,000	Nil
On or before the 1st anniversary of the Effective Date	$100,000	$200,000	$250,000
On or before the 2nd anniversary of the Effective Date	$120,000	$300,000	$300,000
On or before the 3rd anniversary of the Effective Date	$150,000	$500,000	$750,000
Total:	**$420,000**	**$1,090,000**	**1,300,000**

Once LiCAN has paid or incurred, as applicable, the Option Consideration in full, then it shall be deemed to have earned a 100% undivided interest in the Falcon West Project, subject to the Royalty on the Falcon West Project retained by the Optionor. LiCAN will have the right to purchase 66.66% (being 1.0%) of such Royalty for $1,000,000. Thereafter, LiCAN or its assigns shall have the right of first refusal to purchase the Royalty from the royalty holder should the royalty holder wish to sell, assign, transfer, convey or otherwise dispose of or deal with the Royalty. Otherwise, once the Issuer exercises its option to acquire a 100% interest in the Falcon West Project and upon the commencement of commercial production thereon, the Royalty is payable to LiCAN on all mineralized materials, ores, intermediate products and concentrates or metals derived from them, containing precious, base and other locatable minerals and which are found in, on or under, mined or otherwise produced and removed from the Falcon West Project. LiCAN has exclusive possession of the Falcon West Project with the right to carry out mining operations thereon and the right to remove reasonable quantities of ores, minerals and metals therefrom for the purposes of testing and assaying during the term of the Falcon West Option Agreement.

Business Objectives

Upon the completion of the Transaction, the Issuer's objective will be to locate and develop mineral exploration properties and to conduct the Phase 1 exploration program (as defined below) on the Falcon West Project. The Issuer will have the sole and exclusive option to acquire a 100% interest in the Falcon West Project. It is the current intention of the Issuer to explore and, if warranted, develop the Falcon West Project.

Milestones

The following are significant events and milestones that must be initiated or completed over the forthcoming 12-month period for the Issuer's business objectives to be accomplished:

(a) conduct the Phase 1 exploration program on the Falcon West Project recommended in the Technical Report; and

(b) locate and acquire potential mineral properties of merit.

Available Funds and Use of Funds

The total funds, and the source of such funds, available to be used to by the Issuer as of April 1, 2023, to achieve the objectives and milestones set out above are:

Source of Funds	**Funds Available ($)**
Working Capital	$450,000
Concurrent Financing	$1,750,000
Total:	**$2,200,000**

The Issuer expects to use the funds available to it as set out below for the forthcoming 12-month period (April 1, 2023, to April 1, 2024).

Use of Available Funds (Principal Purposes)		**Estimated Cost ($)**
Costs related to the Transaction		**$250,000**
Repayment of LiCAN Shareholder Loans		**$75,000**

Use of Available Funds (Principal Purposes)		Estimated Cost ($)
Management Services		**$376,000**
General & Administration		**$252,250**
- Professional Fees	$177,000	
- Regulatory	$34,050	
- Travel	$22,000	
- Insurance	$15,000	
- Office Administration	$4,200	
Marketing & Promotion		**$69,270**
Phase 1 Exploration Program on Falcon West Project		**$235,532**
Property Option Payments		**$247,200**
- Falcon Lake West	$100,000	
- Root River	$50,000	
- White Lights	$30,000	
- Kim Lake	$21,000	
- Store Lake	$21,000	
- Crescent Lake	$15,000	
- Otatakan	$10,200	
To provide general working capital to fund ongoing operations		**$694,748**
TOTAL:		**$2,200,000**

Principal Products or Services

The Issuer, upon completion of the Transaction, will be considered an early-stage mineral resource exploration business.

The Issuer does not presently produce or distribute products or services.

Production and Sales

This section is not applicable to the Issuer or LiCAN.

Competitive Conditions

The mineral exploration and mining industry is very competitive and the Issuer, upon completion of the Transaction, will be required to compete for the acquisition of mineral permits, claims, leases and other mineral interests for exploration and development projects. As a result of this competition, the majority of which is with companies with greater financial resources than the Issuer, the Issuer may not be able to acquire or retain attractive properties in the future on terms it considers acceptable. The ability of the Issuer to acquire and retain mineral properties in the future will depend on its ability to operate and develop its existing properties, as well as its ability to obtain financing to fund exploration activities. The Issuer also competes with other mining companies for investment capital with which to fund such projects and for the recruitment and retention of qualified employees.

Lending Operations

This section is not applicable to the Issuer or LiCAN.

Bankruptcy and Receivership

There have been no bankruptcy, receivership or similar proceedings by the Issuer or LiCAN since incorporation.

Material Restructuring

On March 31, 2021, the parent company of the Issuer, Feather Company Ltd. (formerly Nesta Holdings Co. Ltd.) sold a portion of the Issuer Shares to a third party. Following this sale, Feather Company Ltd. no longer held a controlling position in the Issuer; although, it continued to exercise significant influence. Shortly thereafter, and during the year ended December 31, 2021, Feather Company Ltd. sold its remaining Issuer Shares to various third parties and, as a result, it no longer has significant influence over the Issuer.

Social or Environmental Policies

The Issuer or LiCAN have not adopted any specific social or environmental policies.

4.2 Asset Backed Securities

The Issuer or LiCAN do not have any asset backed securities outstanding.

4.3 Mineral Projects

Falcon West Project, Northwestern Ontario, Canada

The following information regarding the Falcon West Project is summarized or extracted from the Technical Report prepared by the Author. The Author is a "qualified person" within the meaning of NI 43-101.

Description and Location of the Falcon West Project

The Falcon West Project consists of 7 claims totaling 61 cells covering 1,250 hectares of land located in the Thunder Bay Mining District of Northwestern Ontario, Canada (Figure 1 and 2). It is located 60 km East-Northeast of Armstrong, Ontario, approximately 20 kilometers north of the Canadian National Railway mainline.

The single cell claims, 547472 thru 547474, were staked by Chloe Arid in April of 2019 and transferred to CJP Exploration Inc. in June of 2020. CJP Exploration Inc. completed a grass- roots prospecting program before transferring 100% ownership of the claims to Alex Pleson in November of 2022.

On April 5, 2023, LiCAN submitted to the Ontario Ministry of Mines a relief from forfeiture application regarding single cell claims 547473, and 547474. On May 4, 2023 single cell claims 547473, and 547474 were extended to July 1, 2023 by order of the Ontario Ministry of Mines.

On May 23, 2023, single cell claim 637746 was confirmed by the Ontario Ministry of Mines to be in-good standing with a work report (submitted on May 16, 2023) and associated distribution pending, and are registered to Alex Pleson.

The remaining multi-cell claims were staked (100% owned) by Alex Pleson over a 14-month period in 2021 and 2022. No assessment work has been completed on the multi-cell claims to date.

Alex Pleson signed an option agreement with LiCAN for the West Falcon Project on November 25, 2022, and as amended on December 2, 2022, whereby LiCAN was granted the option to acquire a 100% undivided legal and beneficial interest in the Falcon West Project. To acquire a 100% interest in the Falcon West Project, LiCAN is required to pay the Option Consideration.

Following receipt of the Option Consideration, Mr. Pleson will retain the Royalty (i.e., the 1.5% net smelter returns royalty in respect of the property), 2/3 (being 1%) of which Royalty may be purchased by LiCAN for $1,000,000 cash. Upon such purchase being made, the net smelter returns royalty shall thereafter be calculated as being reduced to 0.5%, and LiCAN shall have the first right of refusal to purchase the remaining royalty from the holder if they wish to sell, assign, transfer or otherwise convey or dispose of it.

Table 3: Falcon West Project Claim Data

Tenure ID	Township / Area	Tenure Type	Anniversary Date	Tenure Status	Tenure %	Work Required	Work Applied	Total Reserve
547472	Falcon Lake	Single Cell	2024-04-04	Active	100	400	800	1326
547473(1)	Falcon Lake	Single Cell	2023-07-01	Active	100	400	400	792
547474(1)	Falcon Lake	Single Cell	2023-07-01	Active	100	400	400	1576
637746(2)	Falcon Lake	Multi-cell	2023-05-16	Active	100	9600	0	0
668830	Falcon Lake	Multi-cell	2023-07-13	Active	100	5600	0	0
670176	Falcon Lake	Multi-cell	2023-07-15	Active	100	6400	0	0
721086	Falcon Lake	Multi-cell	2024-04-20	Active	100	1600	0	0

Notes:
(1) On April 5, 2023 LiCAN submitted to the Ontario Ministry of Mines a relief from forfeiture application regarding

single cell claims 547473 and 547474. On May 4, 2023 the single cell claims 547473 and 547474 were extended to July 1, 2023 by order of the Ontario Ministry of Mines.

(2) On March 3, 2023 the single cell claim 637746 was extended to May 16, 2023 by order of the Ontario Ministry of Mines. On May 23, 2023 the single cell claim 637746 was confirmed by the Ontario Ministry of Mines to be in-good standing with a work report (submitted on May 16, 2023) and associated distribution pending, and are registered to Alexander Pleson. The provincial Grid Cells with registered active mining claims that are in good standing will not cancel and are not available for mining claim registration.

Claim status and ownership were verified by the Qualified Person on January 8, 2022, via the Ontario Ministry of Energy, Northern Development and Mines ("MENDM") Mining Lands Administration System ("MLAS") – online Map Viewer website at: https://www.lioapplications.lrc.gov.on.ca/MLAS/Index.html?viewer=MLAS.MLAS&locale=en-CA.

In Ontario, all mineral claims staked are subject to $400 worth (per unit) of eligible assessment work to be undertaken before the year 2 anniversary, followed by $400 per unit per year thereafter. There is no past producing mine on the Falcon West Project and there were no historical mineral resource or mineral reserve estimates documented. Other than the requirement to obtain mineral exploration and stream crossing permits, there are no significant factors or risks that may affect access, title, or the right or ability to perform work on the Falcon West Project.

A withdrawal order, WTB-118/11, is present across a portion of the Falcon West Project. It was enacted by the Provincial Mining Recorder in August of 2011 in relation to the planning phase for the 78- megawatt Little Jackfish hydro-electric development project. The withdrawal order covers potential access corridors to water control dams near Mojikit Lake 14 kilometres north of the Falcon West Project. The Falcon West Project entered a Class Environmental Assessment ("EA") phase in 2011 and remains a "Proposed Undertaking".

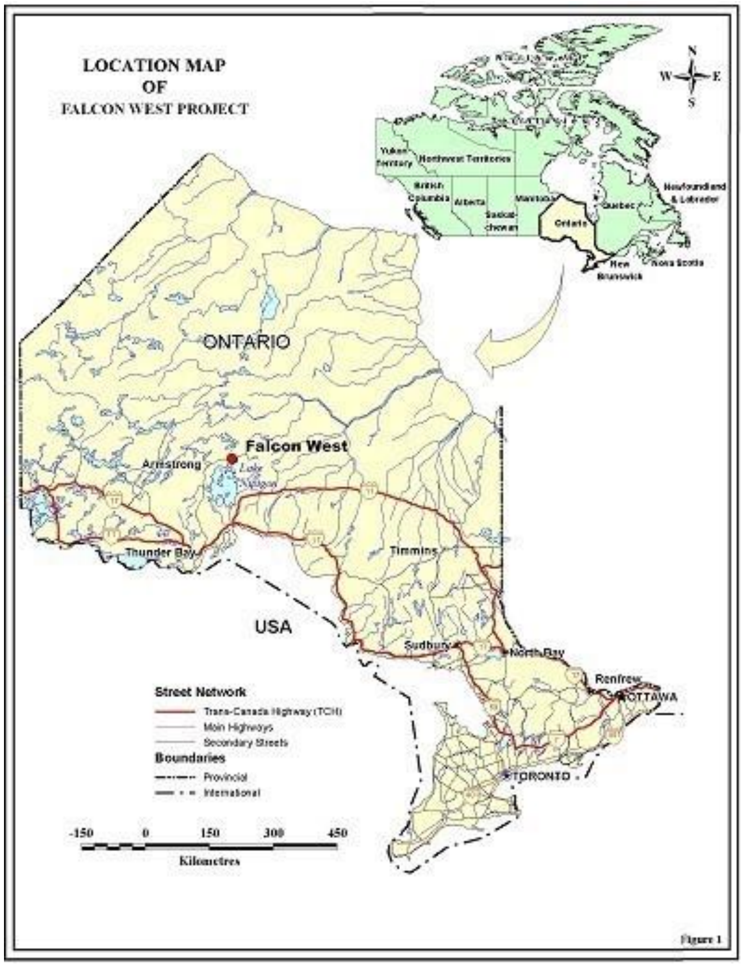


Figure 1. Falcon West Location, Cartographic data - GeoHub 2023, A.Tims

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Accessibility

Access into the Falcon West Project is via paved Hwy 527 north from Thunder Bay to Armstrong (250 km) and by the gravel Jackfish Forest Road (for 77 km). The Jackfish Road is a main all season haul road for logging trucks. A secondary haulage road, North Road, then proceeds North-Northeast for 10 km to the Falcon West Project. The Jackfish North Road can be traversed with a 4x4 capable truck. During the QP's visit to the Falcon West Project, it was noted that a washout was present on the Jackfish North Road at the seven-kilometre mark.

Climate

The climate is typical continental with cold and long winters (from November to late March) usually accompanied by significant snow accumulations. The temperature in the winter months (January and February) can reach -40 degrees Celsius (°C) but typically ranges between -10°C and -25°C. The Canadian climate normal for 1981 – 2010 from Environment Canada (www.climate weatheroffice.gc.ca/climate_normals/) for Geraldton (closest weather station to the Falcon West Project) indicates that the daily average temperature ranges from -19°C in January to 17°C in July. The highest average accumulation of rain for a month is 112 mm in July. The highest average accumulation of snow for a month is 49 centimetres (cm) in November. The highest average snow depth is 48 cm in February.

Infrastructure

The railroad stop of Armstrong and the Whitesand First Nation are the closest year-round communities, located approximately 64 km southeast of the Falcon West Project. Field programs can be based out of the village of Armstrong where there is a restaurant, a hotel, a gas station and a grocery store. Whitesand First Nation is a source of heavy equipment plus skilled and unskilled labour. Armstrong is a compact unincorporated rural community along the Canadian National Railway transcontinental railway mainline in the unorganized portion of Thunder Bay District in Northwestern Ontario. The population of Armstrong is 146 people with Whitesand First Nation having a population of 297 in the 2021 Census. The Armstrong airport is located 8.3 kilometres east-southeast of Armstrong.

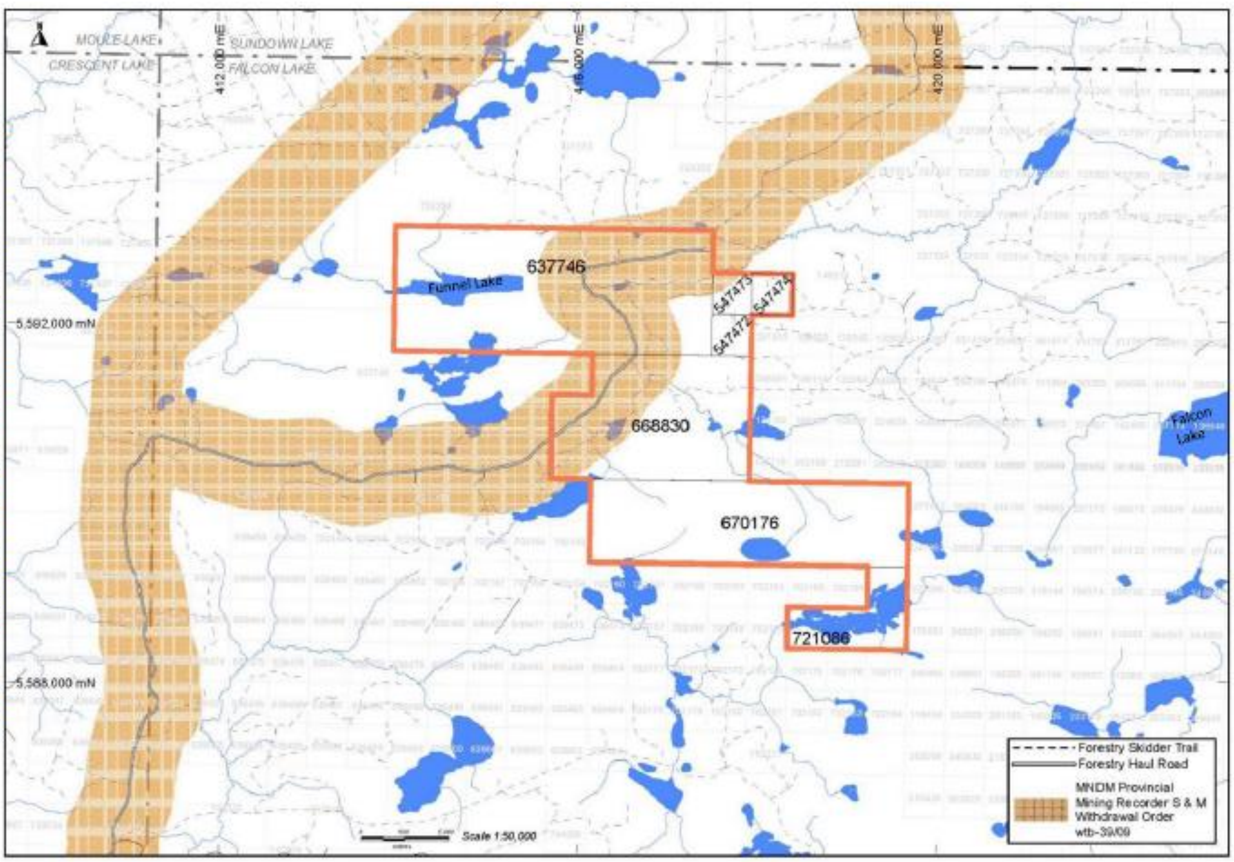


Figure 2. Falcon West Property Claim Map MNDM MLAS website, A. Tims

The city of Thunder Bay, located 242 kilometres to the south-east, has all of the required supplies for exploration work including grocery stores, hardware stores, exploration equipment, supply stores, restaurants, hotels, a hospital, Ontario Provincial Police stations and an international airport with daily flights to Toronto, Ontario and Winnipeg, Manitoba. The population of the city of

Thunder Bay was 123,258 people in 2021 (Statistics Canada, www.statcan.gc.ca). Many junior exploration and mining companies are based in Thunder Bay, and thus the city is a source of a skilled mining workforce. Thunder Bay is a transportation hub for Canada, as Trans-Canada Highways 11 and 17 link eastern and western Canada through Thunder Bay. Thunder Bay is close to the Canada- US border and highway 61 links Thunder Bay with the state of Minnesota, USA. Thunder Bay is also the largest Canadian outbound port on the St. Lawrence Seaway system which ships dominantly grain, pulp and paper on Lake Superior.

Physiography

The Falcon West Project lies within the Lake Nipigon Eco-region of the Boreal Shield Eco-zone and is marked by warm summers and cold, snowy winters. The mean annual temperature is approximately 1.5°C. The mean summer temperature is 14°C and the mean winter temperature is -13°C. General topography in the area is characterized by gently rolling hills, with intervening swampy areas. Total relief is on the order of 9 to 45 meters ranging from 351 to 395 metres. The exceptions to this are occasional mesa-like hills that stand out in the general area around the north end of Lake Nipigon, created by caps of Proterozoic diabase sills. The Falcon West Project area lies 12 kilometres south of a regional drainage divide between Hudson Bay and the Great Lakes. The Falcon West Project is mainly forest covered with a mixture of hardwoods and softwoods. Over 80% of the area has been cleared and cultivated in the past. Based upon young tree growth of jackpine and spruce (all under 15 cm diameter) the new growth is less than 2 decades old.

Exploration History

In 1954 a mine syndicate was formed consisting of the partners Malartic Gold Fields, Inspiration, Consolidated Zinc Corporation Ltd. and Motson Syndicate. T. Fayolle and C. Leiselle carried out prospecting work in the area for the syndicate during the summer of 1955 uncovering the Falcon Discovery pegmatite. Attracted by the activity, Nelson Aubry of Nakina, in 1957, discovered spodumene-bearing pegmatites 20 km to the southwest of the Falcon West Project. These were subsequently identified as the North Aubry and South Aubry (lithium) showings. During 1959 and 1962, E.G. Pye mapped the (Seymour Lake) Crescent Lake area for the Ontario Department of Mines. He described the North Aubry pegmatite deposit as striking northerly, with an exposed strike length of 213 meters (700 ft), a width of up to 90 meters (300 ft), and a shallow dip at 20- 25 degrees east. Historical exploration has not been carried out specifically on the Falcon West Project. Past work has traditionally overlapped onto the current property. The following list describes details of the previous geoscience work which was collected by the Mines and Minerals division and provided by OGSEarth (MNDM & OGSEarth, 2022).

Industry

1956: The discovery of several spodumene pegmatites in 1955 resulted in the creation of the British Canadian Lithium Mines (File 52I08NE0009, 52I08NE0012): Geology and Diamond Drilling – Falcon Lake Area. In 1956 British Canadian Lithium mapped the geology and drilled 4 holes totaling 348 m. Four of these holes, W-5 thru 8, are projected to have been drilled on the Falcon West Project (see Fig 3 below). Hole W-7 is recorded to have intersected 0.77% Li_2O over 9.4 m (Historical Drill Logs in Appendix 2).

1980: Cominco Ltd. (File 52I08NE0006): Ground Geophysics – Falcon Lake Area. In 1980 Cominco cut 36 km of grid and performed a magnetometer survey and soil sampling.

2009-2016: Canadian Orebodies Inc. (File 20008515, 20014303 and 2.57187_10_Structural Study And Drilling 2016_Crescent Lake Project – Falcon Lake-Zigzag Properties): Reconnaissance mapping and sampling, stripping and channel sampling, Structural Analysis. None of the drilling occurred on the Falcon West Project.

2020: Jason Ploeger staked three single-cell claims covering the Falcon Far West pegmatite and the northern extension of the Falcon West Pegmatite in 2019 and carried out a prospecting work program.

2021: Alex Pleson completed a small soil sampling program on the claims of Falcon West Project.

2022: Alex Pleson staked the four multi-cell claims that make up the majority of the Falcon West Project. Jason Ploeger and Alex combined the properties as one in 2022 and completed channel sampling over the historic Falcon Far West trench (Figure 4, Table 4)).

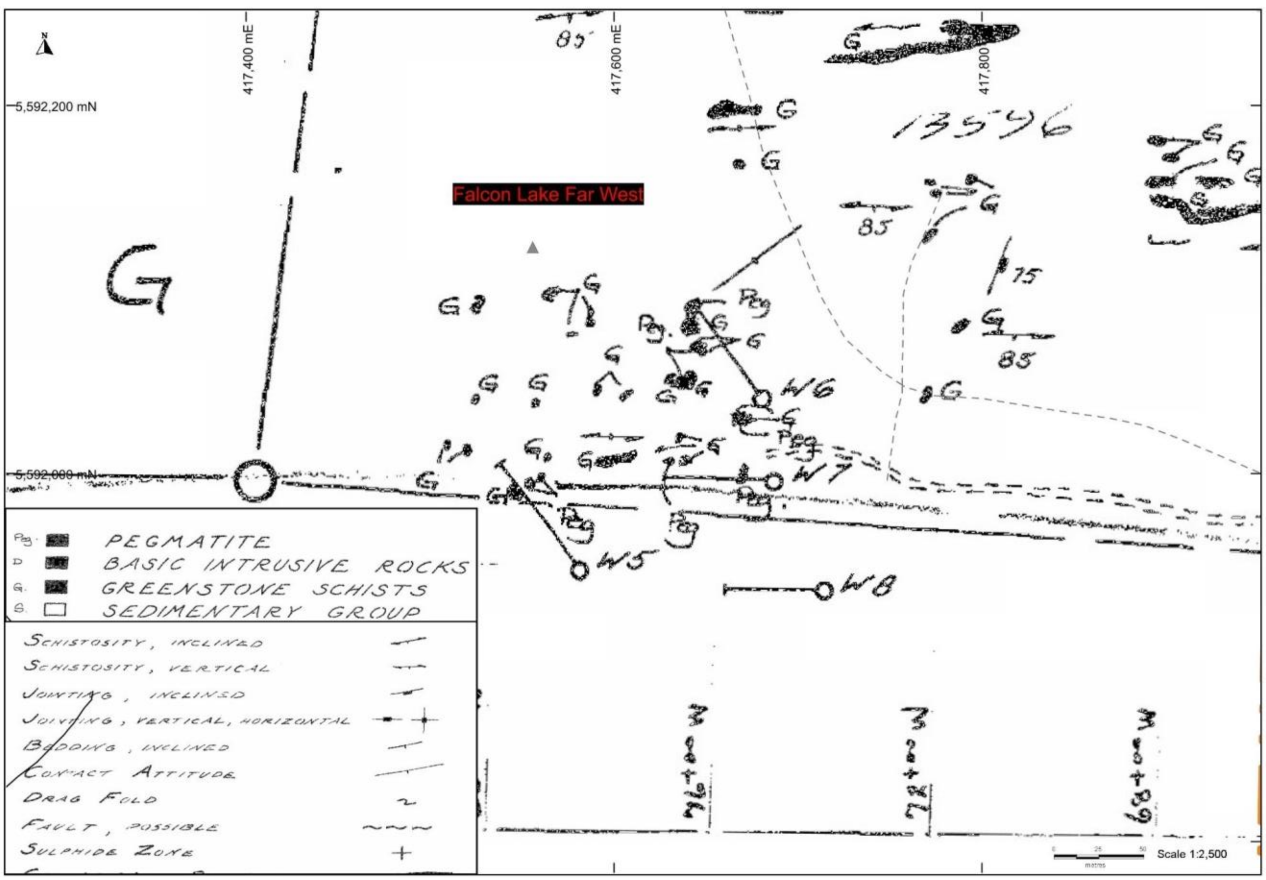


Figure 3. Historical Drilling on the Falcon Far West Pegmatite, MNDM AFRI 52I08NE0012

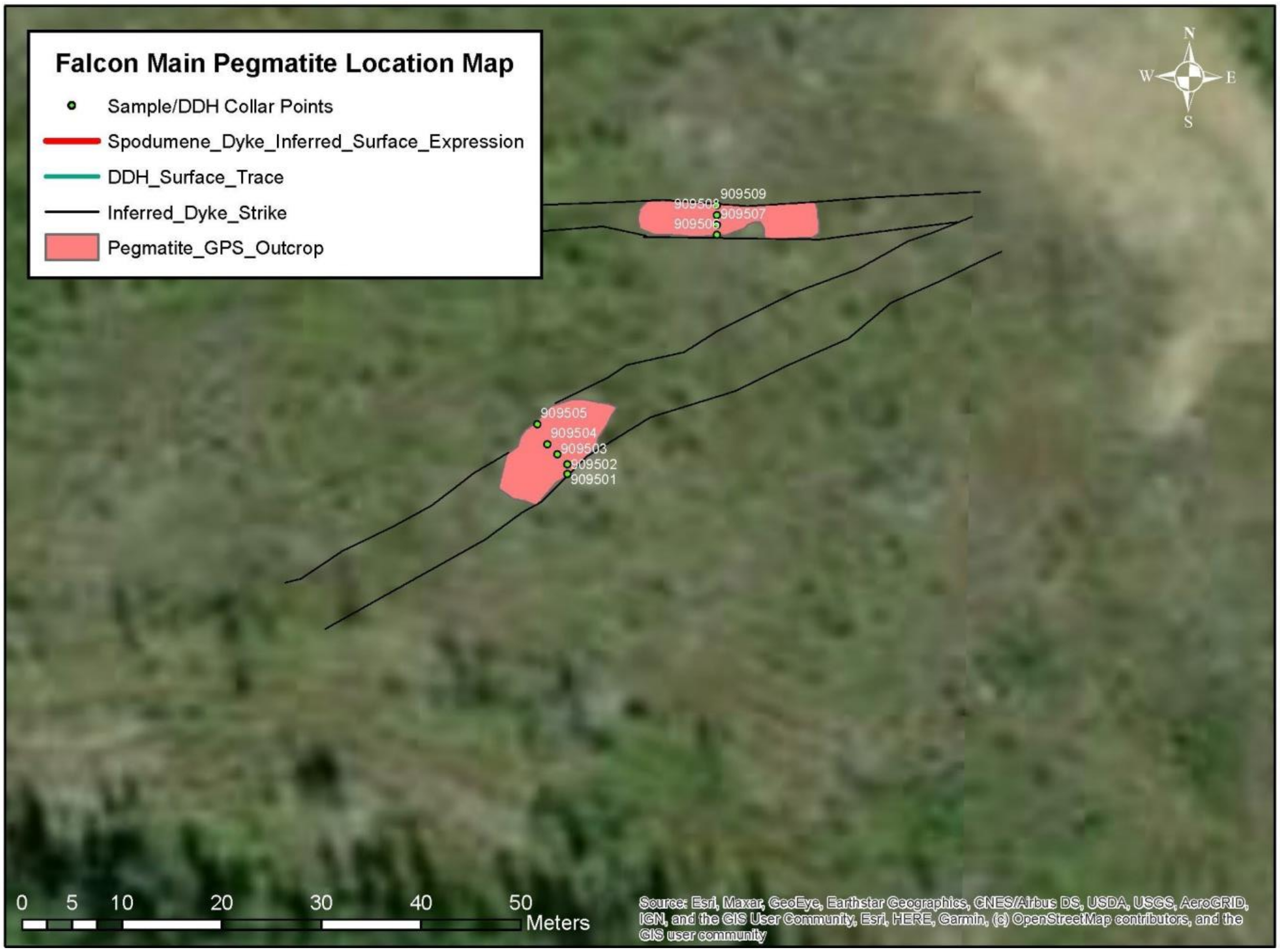


Figure 4. Pleson 2022 channel samples on Falcon Far West Pegmatite. Pleson 2022.

Sample #	Li2O (%)	Type	Easting	Northing	Length (m)	Notes (*UTM Zone 16, NAD83*)
909501	1.52	Channel	417663	5592038	0.3	south side of main showing
909502	1.28	Channel	417663	5592039	0.3	north side of showing
909503	1.19	Channel	417662	5592040	0.3	
909504	1.72	Channel	417661	5592041	0.3	
909505	0.85	Channel	417660	5592043	0.3	cut on contact
909506	1.81	Channel	417678	5592062	0.3	south side of north showing (35m north of main pegmatite)
909507	1.64	Channel	417678	5592063	1	Parallel Zone to main dyke
909508	1.95	Channel	417678	5592064	1	Parallel Zone to main dyke
909509	0.21	Channel	417678	5592065	0.3	

Table 4. Pleson 2022 analytical results from channel sampling of Far West Falcon Pegmatite

Government

The earliest geological mapping in the east-central Caribou Lake Greenstone Belt (CLGB) was completed by Collins (1908) as part of a reconnaissance survey along the transcontinental railway north of Lake Nipigon. His 1:253 440 scale map covered parts of the Caribou Lake and Pikitigushi Lake areas. E.G. Pye mapped the eastern portion of the CLGB at one inch to a mile in 1968, documenting Aubry's Lithium occurrences. A.J. Cooper covered the area of the property with Engineering Geology Terrain Study maps in 1981 at 1:100,000 scale. The Thunder Bay Resident Geologist office published a Geological Data Inventory Folio for the Falcon Lake Area in 1983.

G. M. Stott produced the Mojikit Lake map sheet in 1984 at one inch to 2 miles by compiling data from both Federal and Provincial geological surveys along with updating the mineral occurrences. The Ontario Geological Survey flew an electromagnetic and magnetic survey for the Tashota-Geraldton-Longlac area in 1989. The Falcon West Project is covered on map sheet 81261.

The Ontario Geological Survey released a Lake Sediment survey covering the Armstrong - Lake Nipigon Area in 2000 (MRD 056, OFR6027). While lithium values from samples taken on the Falcon West Project were weakly anomalous, accessory elements such as rubidium and cesium were moderately elevated. After field visits in 1999, Tindle, Breaks, and Selway released electron microprobe data for various pegmatites across northwest Ontario in 2001 as Miscellaneous Data Release (90).

As part of the Federal-Provincial NATMAP project the Falcon West Project was covered by 1:250,000 scale tectono-stratigraphy map of the eastern Wabigoon Subprovince by Stott et al in 2002. This was followed-up by an open file report on the characteristics of fertile peraluminous granites in 2003 (OFR6099). This open file report did include one sample from the Falcon Far West pegmatite. Electron microprobe compositions yielded a range 76.88 to 80.58 weight % Ta2O5 from 24 microprobe analyses. These values are some of the highest reported from tantalum-rich oxides in Ontario at the time of the report. The results also indicated some of the highest reported Rb and Cs (3.0-3.6 weight % Rb2O, 0.4-0.6 weight %Cs2O) suggesting the pegmatite could contain pollucite (the ore mineral of cesium) mineralization, in addition to representing a good target for tantalum.

As part of the Federal-Provincial NATMAP project the Project was covered by a 1:250,000 scale tectonostratigraphy map of the eastern Wabigoon Subprovince by Stott et al in 2002. This was followed-up by a follow-up open file report (OFR6195) on the characteristics of fertile peraluminous granites in 2006. Miscellaneous Data Release 127 was likewise released with the complete electron probe data from the OFR6099. This open file report did include the one sample taken from the Falcon Far West but contained no additional data.

P.J. Barnett published a till compositional database over the Armstrong area in the Caribou Lake greenstone belt area as a Miscellaneous Data Release (229) in 2008. One till sample was taken off property to the east on the Falcon West trend. It did record an anomalous Li, Cs and Rb anomaly in the till geochemistry.

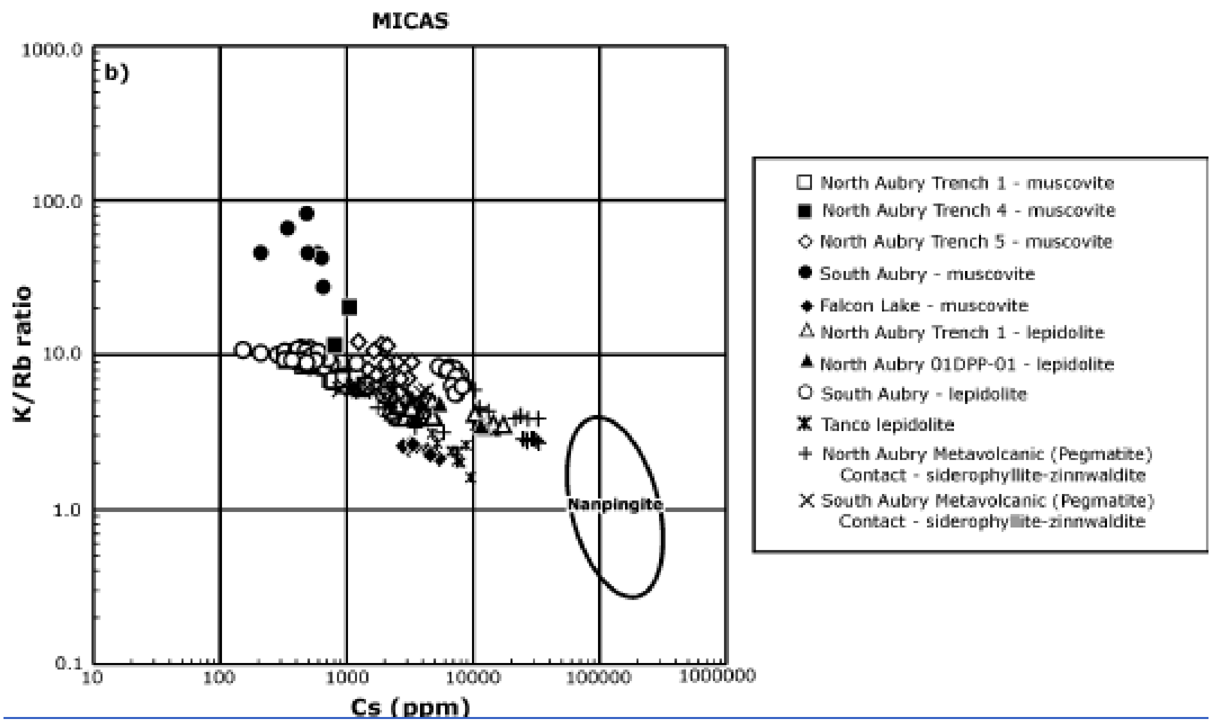


Figure 5. K/Rb versus Cs (ppm) for micas from North Aubry, South Aubry and Falcon Lake pegmatites. MNDM OFR6099, fig. 53b

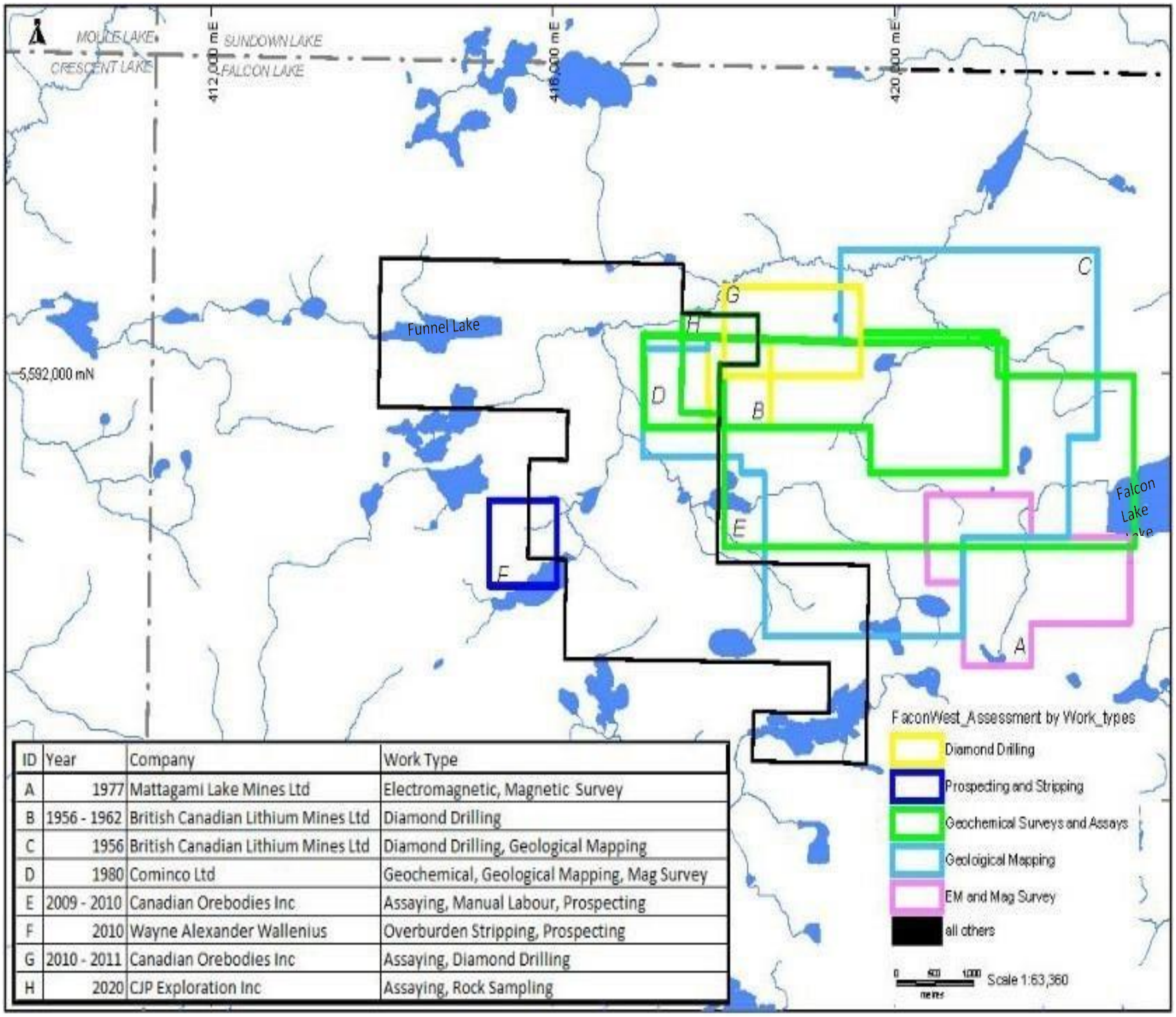


Figure 6. Historical Exploration Work Outlines. MNDN OGSEarth AFRI polygon data.

Geological Setting and Mineralization

Regional Geology

The Falcon West Project occurs within the Winnipeg River Terrane of the Superior Province, proximal to the subprovincial boundary between the English River (north) and Eastern Wabigoon (south) terranes (Figure 4). Specifically, the Falcon West Project is located within the Caribou Lake Greenstone Belt (CLGB) which trends east-northeast along the north shore of Lake Nipigon, extending eastward to the Onamon-Tashota Greenstone Belt.

The Wabigoon Subprovince is a 900 km long east-west trending area of komatitic to calc-alkaline metavolcanics, that are, in turn, succeeded by clastic and chemical sediments. Granitoid batholiths have intruded into the greenstone rocks, forming synformal structures in the supracrustals that often have shear zones along their axial planes.

The CLGB has been mapped into four assemblages by Beger, 1992 and Stott, 2002 as shown on Figure 5. The Toronto Assemblage is the oldest and is primarily composed of tholeiitic mafic flows with minor felsic pyroclastic units intruded by mafic and ultramafic sills. The Willet Assemblage overlies the Toronto Assemblage and is composed of massive and pillowed tholeiitic basaltic flows with minor dacite tuff units. The Marshall Assemblage is composed of calc-alkalic pyroclastic units (and overlies the previous 2). The Ratte Assemblage is the northern most suite of rocks located primarily in the west end of the CLGB and consists of calc-alkalic dacitic flows and pyroclastics. The Nipigon diabase occur in approximately 5 to 10% of the belt as erosional remnants of undulatory sill-like bodies now forming rusty brown mesa-like cliffs that dominate the topography. The Wabigoon basement rocks and remnant Mesozoic cover sediments are overlain by Labradorian till of northeastern provenance.

Local (Property) Geology

The Falcon West Project straddles the Willet and Marshal Assemblages along the northern margin of the CLGB. Lithologies are mostly comprised of a thick mafic volcanic succession on the northern portion of the Falcon West Project, and sediments/pyroclastics to the south (Figure 6). Both units have been metamorphosed to at least a greenschist facies, with instances of garnet in some outcrops indicating metamorphism as high as amphibolite facies.

The metavolcanics occur in several different forms, mostly as massive basalts, occasionally displaying relatively unaltered pillow selvages. The sediments are mostly poorly sorted greywackes and arkosic wackes. Granitic intrusions are common, mostly in the form of pegmatite dykes as well as some simple granitic dykes. There are some instances of quartz and feldspar porphyries. In some areas, the pegmatites are truncated by Nipigon diabase sills.

Figure 7. Regional Geology with Falcon Lake Project indicated by the red star

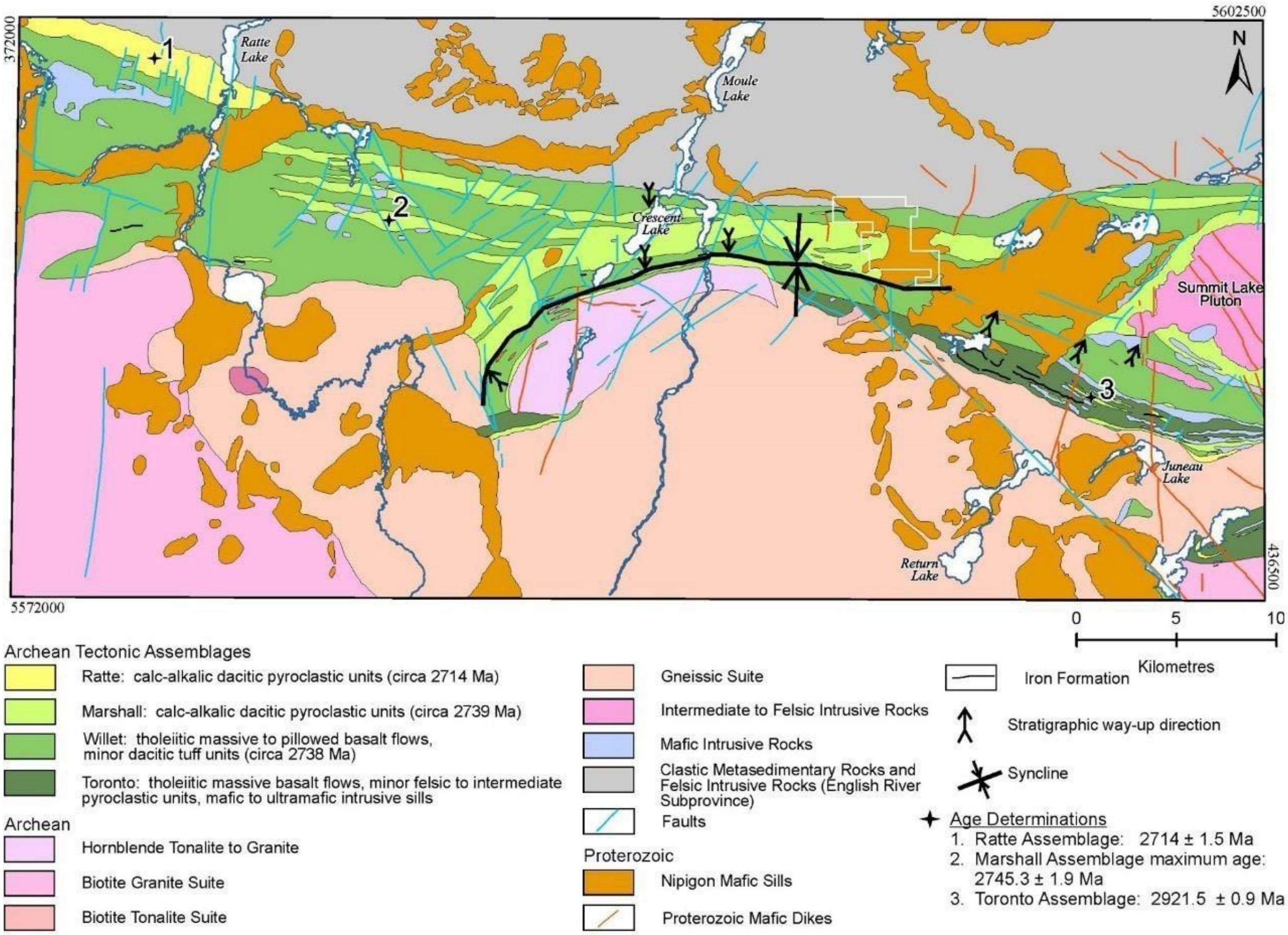
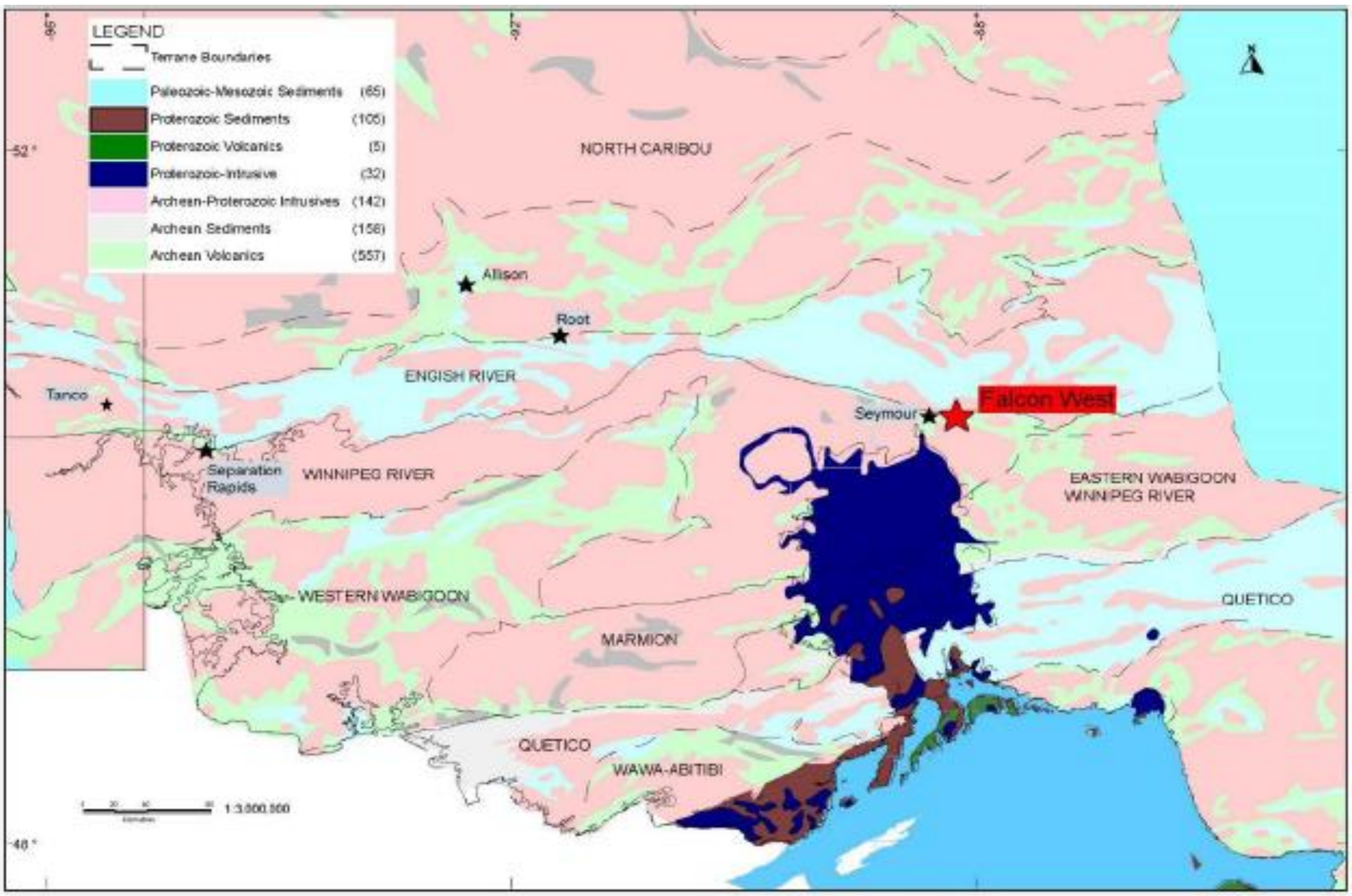


Figure 8. Area Geology with assemblages, ages dates and top directions. After Stott et al. (2002)



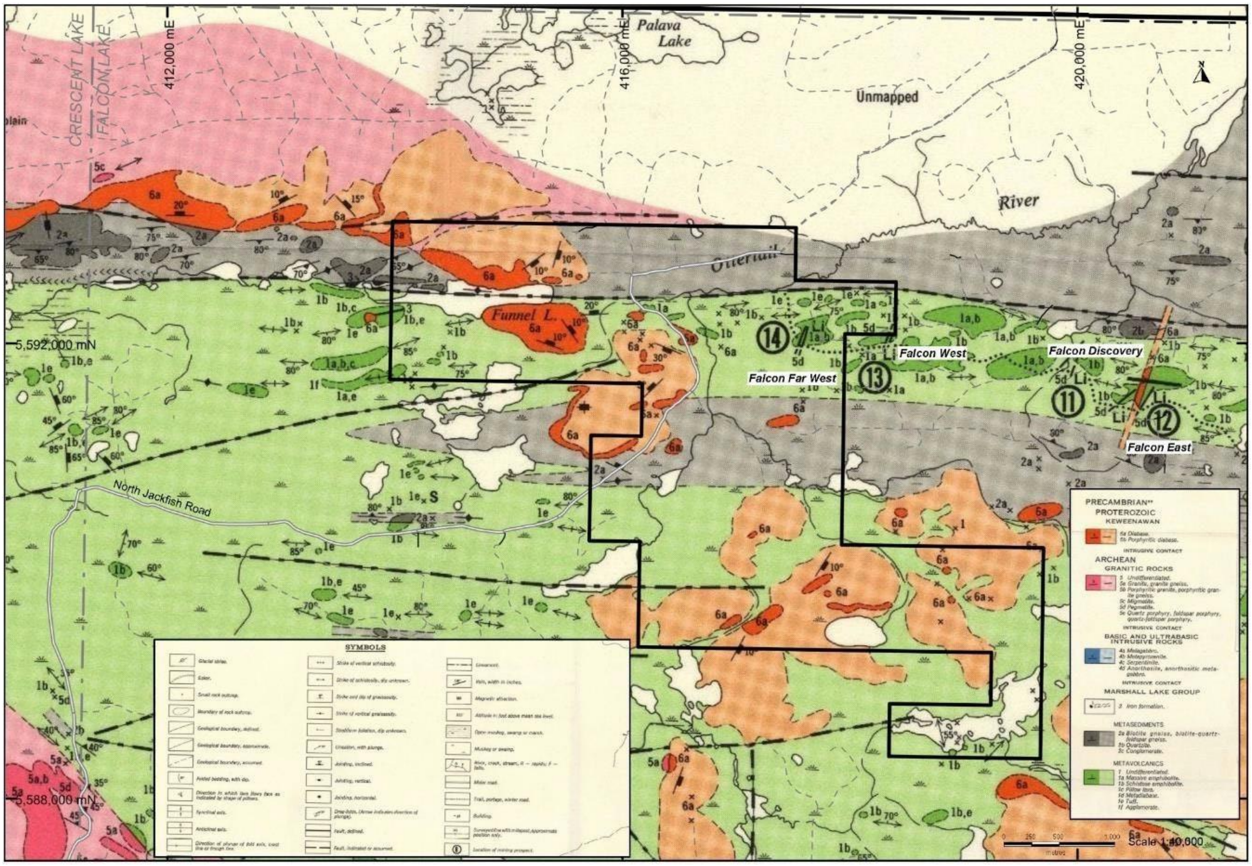


Figure 9. Geology of the Falcon West Project (Pye, 1968)

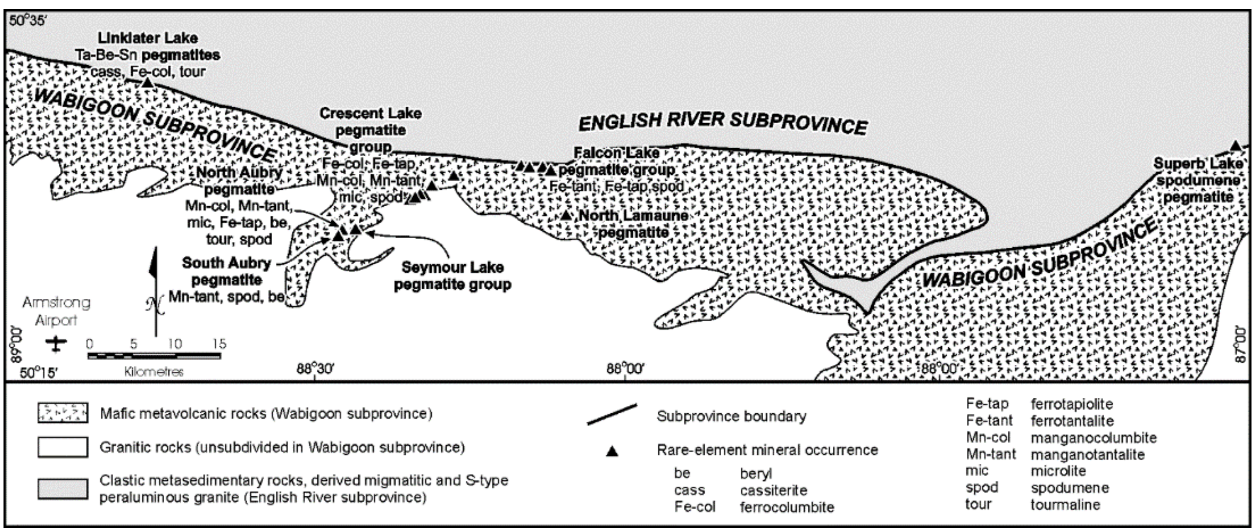


Figure 10. Locations of pegmatites of the Armstrong pegmatite field (Breaks, Selway and Tindle 2001, 2003a).

Deposit Types

General Model

Rare-element granitic pegmatites are the by-products of the emplacement mechanism of parental fertile granites. The granitic melt first crystallizes several different units (see rock types below), due to an evolving melt composition, within a single parental fertile granite pluton (Figure 7a). The residual melt from such plutons are enriched in incompatible elements (e.g., Rb, Cs, Nb, Ta, Sn) and volatiles (e.g., H2O, Li, F, BO3, and PO4) which migrate into the host rock and crystallize as pegmatite dikes. Rare-element granitic pegmatites derived from a fertile granite intrusion are typically distributed over a 10 to 20 km2 area within 10 km of the fertile granite (Breaks and Tindle, 1997a). Two families of rare-element pegmatites are common in Ontario and Manitoba, Canada: Li-Cs-Ta enriched (LCT) and Nb-Y-F enriched (NYF). LCT pegmatites are associated with S-type, peraluminous (Al-rich), quartz-rich granites. S-type granites crystallize from a magma produced by partial melting of pre-existing sedimentary source rock and are characterized by the presence of biotite and muscovite, and the absence of hornblende. NYF pegmatites are enriched in rare earth elements (REE), U, and Th in addition to Nb, Y, F, and are associated with A-type, (Al-poor), quartz-poor granites or syenites characterized by the presence of Fe-rich micas, amphiboles, and pyroxenes. In Ontario, LCT pegmatites typically occur in the Superior province, whereas NYF pegmatites occur in the Grenville province (Goad, 1990; Breaks et al., 2003).

While granitic pegmatites can be often found x-cutting the margins of their parent granites, pegmatite swarms or networks pegmatites are controlled by fracture-filling due to contraction fractures or structures generated by post-consolidation stresses (Ginsburg et al., 1979).

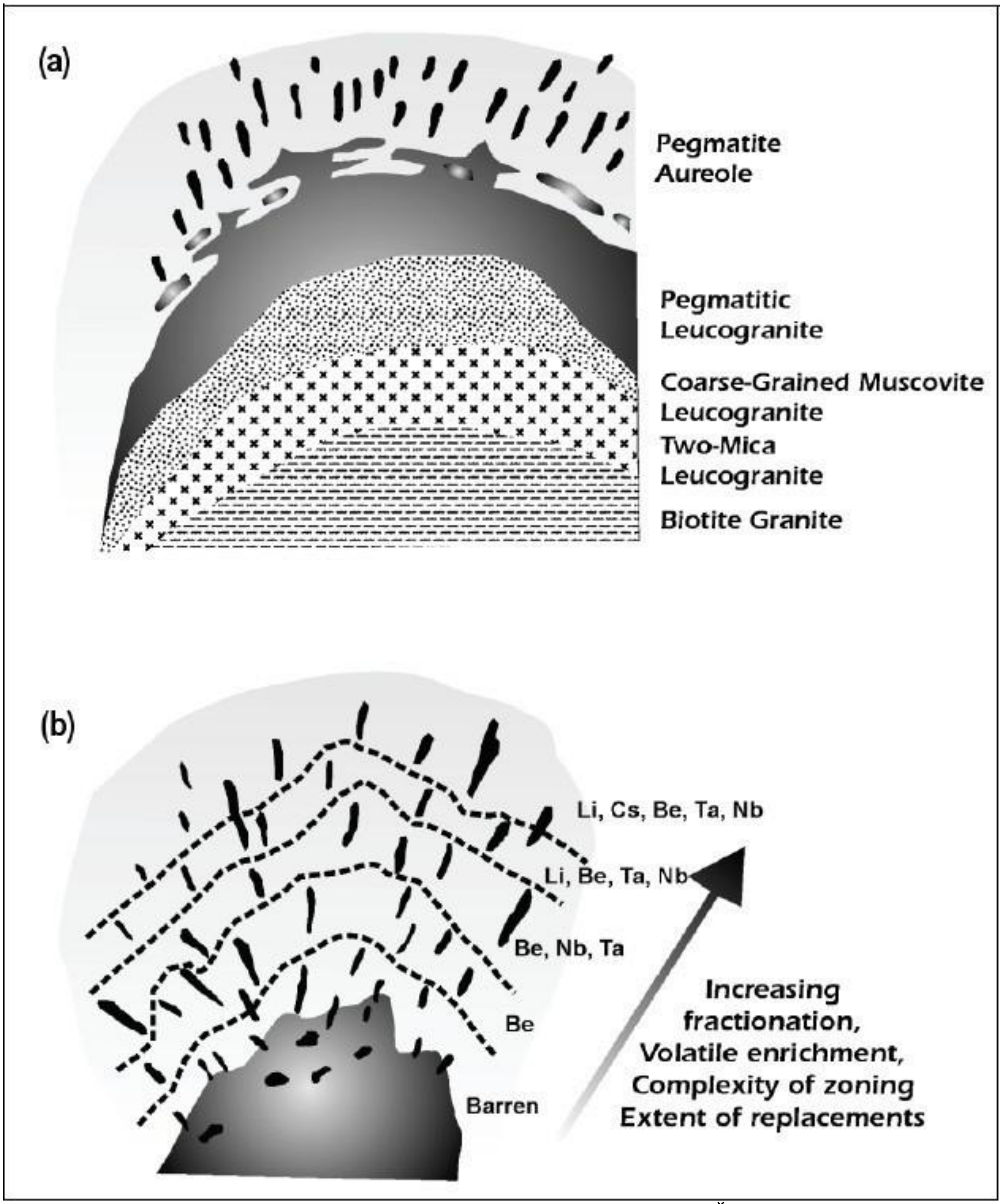


Figure 11. Regional zoning in fertile granites and pegmatites (modified from Černý, 1991b): (a) regional zoning of a fertile granite (outward fractionated) with an aureole of exterior lithium pegmatites; (b) schematic representation of regional zoning in a cogenetic parent granite + pegmatite group. Pegmatites increase in degree of evolution with increasing distance from the parent granite

An important pattern emerges in the generalized scenario and especially in the zoning sequences for individual pegmatite districts (Cameron et al., 1949; Norton, 1983; Cerny et al., 2005).

The minerals present in each zonal assemblage generally decrease in number from the margins (border and wall zones) to the central or latest quartz-rich primary unit, termed the core (due to suppressed nucleation in the granitic melt during crystallization), except when aplitic (sometimes called saccharoidal albite) zones form which result from rapid crystallization. Assemblages of the border and wall zones typically consist of quartz-plagioclase-microcline-muscovite-biotite-garnet-tourmaline-(beryl-apatite), and the internal zoning sequence usually ends with nearly monomineralic masses of dm to m scale microcline crystals followed by a monomineralic quartz core. The shape and attitude of pegmatite intrusions have considerable control over the internal structure of the deposits (Cerny et al., 2005). Homogeneous bodies are exceptional, and a primary oriented fabric is generally restricted to the albite-spodumene type (e.g. Oyarzábal and Galliski, 1993). The pegmatites are largely concentrically zoned or layered, or they display a combination of both features (Cameron et al., 1949; Beus, 1966; Cerny, 1991b).

Emplacement of pegmatite dykes is controlled by magma pressure in the parental chamber and the viscosity of the pegmatite melts (Baker, 1998). Increasing contents of Li, B, P, F, and H2O reduce polymerization, increase fluidity and mobility, and enhance thermal stability of pegmatite melts to lower temperatures (Cerny et al., 2005). Thus, the pegmatite melts that are most enriched in volatiles and rare-elements can travel the farthest from their source (Figure 7b). The Li-rich complex pegmatites in general and the lepidolite-subtype dykes in particular, are invariably the most distal ones relative to the parent plutons (Cerny et al., 2005). These categories of LCT rare-element pegmatites locally appear to be divorced from granites by interplay of host structures and erosional exposure. In individual pegmatite dykes, internal diversity in fluidity promotes geochemical and paragenetic telescoping (e.g. Beus, 1948; Cerny and Lenton, 1995).

Falcon West Pegmatite Field

In regards to the Falcon West Project, the Wabigoon–English River terrane boundary zone contains rare-element mineralization distributed over a 130 km strike length between the Linklater Lake pegmatite dikes (beryl-columbite-subtype) and the Superb Lake granitic pegmatite near Nakina (spodumene-subtype), north-central Ontario (Figure 6). Most of the granitic pegmatites in this boundary zone are hosted by mafic metavolcanic rocks (medium metamorphic grade) of the Wabigoon Subprovince. There are 2 exceptions to this host-rock context—the Linklater Lake pegmatite dikes and the Superb Lake granitic pegmatite—both of which are contained in medium-grade, unmigmatized metawacke of the English River Subprovince (Breaks, Selway and Tindle 2002, 2003a). Lepidolite-subtype pegmatite boulders at Swole Lake are also hosted by unmigmatized metawacke, but the derivative outcrop has yet to be identified (Breaks, Selway and Tindle 2002).

This subprovincial boundary zone is characterized by complex-type, spodumene-subtype granitic pegmatites in which the Ta-Nb oxide mineral population is dominated by tantalum-rich manganotantalite (Tindle, Selway and Breaks 2002; Breaks, Selway and Tindle 2003a). The average Ta2O5 contents in manganotantalite from lithium-rich granitic pegmatites in this boundary zone are given in Table 4.

Rare-Element Pegmatite	Mean Ta2O5 (weight %)
Tebishogeshik pegmatite group (sodic aplite unit)	63
Falcon Lake spodumene pegmatite	68
South Aubry pegmatite (albite-spodumene layer)	68
Swole Lake boulder field (lepidolite-subtype pegmatite)	69
North Aubry pegmatite (inner core zone)	81

Table 5. Average Ta2O5 contents in REE rich pegmatites of the Armstrong pegmatite field.

The Falcon Lake pegmatite group is a 0.25 by 4.5 km cluster of 7 spodumene-subtype granitic pegmatites between Funnel and Falcon lakes within the mafic metavolcanic rocks. The Falcon West Project is host to the western-most granitic pegmatites in this cluster, Falcon Far West, consisting of a group of 3 spodumene bearing pegmatites near Ottertail Creek (Pye 1968). A 3 m wide granitic pegmatite from this group consists of coarse-grained, unaltered spodumene and blocky potassium feldspar in a groundmass of quartz, albite, muscovite and minor apatite and tourmaline. The spodumene makes up between 5 to 15 volume percent of the pegmatites and is found up to 15 cm long. Electron microprobe work identified columbite-tantalite, ferrotapiolite, and fluorapatite (Breaks et al. 2003).

The mineral ferrotapiolite has the highest reported tantalum-rich oxides in Ontario with an average Ta2O5 content of 78.46 weight % (Breaks et al. 2003). Exceptionally high Rb2O (average 4.5 weight %) and Cs (4653 ppm) were determined in the potassium feldspar from the Falcon Lake granitic pegmatite and are the second highest values recorded to date in potassium feldspars within Ontario. The cesium content in potassium feldspar at Falcon Lake exceeds values reported from limited data from Lilypad Lake (up to 0.37 weight % Cs2O) and the well- studied Tanco pegmatite (Černý, Ercit and Vanstone 1996). The muscovite at Falcon Lake is also rubidium and cesium-rich indicating that the Falcon Far West granitic pegmatites could contain pollucite mineralization (the ore mineral of cesium, CsAlSi2O6·H2O), in addition to representing a good target for tantalum (Breaks et al. 2003).

Exploration

As of the "Effective Date" of this Technical Report, the Issuer has not performed any exploration work on the Falcon West Project. The claim holder, Alex Pleson, currently has 106 ‘B’ soil samples at Activation Laboratory’s Thunder Bay facility using Actlabs’ Ultratrace_1 ICP-MS package. Please refer to Section 6 – History for details on historic exploration activities and results.

Drilling

As of the "Effective Date" of this Technical Report, the Issuer has not performed any exploration work on the Falcon West Project, therefore, the Author cannot comment further in this section. Please refer to Section 6 – History for details on historic exploration activities and results.

Sample Preparation, Analyses and Security

The surface and core sampling procedures in this report were extracted from historic report summaries taken from the Ontario Government Assessment File database (OAFD). A detailed description for sampling methods does not exist in most of the historic reports since a large number of them were "prospector" style reports and written before reporting compliance was enforced. The analytical methods for the determination of assays carried out by different laboratories for all historic exploration work(s) by different operators do not exist in the reports and remains subject of inquiries with those laboratories. It is the Author's opinion that there appears to be no outright evidence to dispute the adequacy of sample preparation, security, or analytical procedures, however, since most reports don't include these details, the reader should still use caution when applying the historic results in exploration planning.

The recent channel sampling carried out by the claim owner in 2022 involved marking on the expose rock surface in the historical trench 0.30 to 1.0 metre intervals. Channels were cut by a two-person crew using a Husqvarna k70 rock saw with 14-inch blade as well as a portable back pack-style fire suppression pack as a water source. Samples were extracted by hand using a rock hammer and chisel and bagged in-field. The Falcon West Project owner, Alex Pleson, then submitted the samples to Activation Laboratories Ltd in Thunder Bay for analysis for Peroxide "Total" Fusion analysis.

Data Verification

Site Visit

On the January 5, 2023, the Author visited the Falcon West Project for one day with LiCAN's CEO, Kerem Usenmez, to undertake the following verification steps:

1. Inspect the Falcon West Project site and access roads; and
2. Inspect the collar locations of the drillholes completed in the MZN area.

The Author noted that a washout was present on the Jackfish North Road at the seven- kilometre mark. Past operators of the Falcon West Project have reported that the 1956 drill casings were not present. The stripped and sampled area over the Falcon Far West showing was inaccessible due to the accumulation of 1 metre of snow.

Figure 12: Conditions during site visit

Mineral Processing and Metallurgical Testing

No known modern or documented mineral processing or metallurgical testing has been carried out on material collected from prospects within the Falcon West Project.

Mineral Resource Estimates

No mineral resource estimates have been prepared or reported by any previous explorers and the current available data is not sufficient for any estimations.

Mineral Reserve Estimates

Not applicable at the current Falcon West Project stage.

Mining Methods

Not applicable at the current Falcon West Project stage.

Recovery Methods

Not applicable at the current Falcon West Project stage.

Project Infrastructure

Not applicable at the current Falcon West Project stage.

Market Studies and Contracts

Not applicable at the current Falcon West Project stage.

Environmental Studies, Permitting, Social/Community Impact

Not applicable at the current Falcon West Project stage.

Capital and Operating Costs

Not applicable at the current Falcon West Project stage.

Economic Analysis

Not applicable at the current Falcon West Project stage.

Adjacent Properties

The Falcon West Project is surrounded by neighboring properties presently at the grass-roots level of exploration (Figure 10). Falcon West covers the western portion of the Falcon Pegmatite group. The remainder of the pegmatite group currently resides to the east on FE Battery Metals Corp.'s Falcon Lake Lithium Property. FE Battery Metals Corp. purchased the property from Canadian Orebodies Inc. on January 3rd, 2022, which included $250,000 in exploration expenditures over a period of three years. FE Battery Metals Corp. subsequently sold 90% of the property to Battery Age Minerals Ltd. of Australia.

The most significant property lies 21 km to the southeast along the Jackfish access road. Green Technology Metals Limited flagship property, Seymour, is an advanced stage lithium pegmatite property working towards a Preliminary Economic Assessment with an updated mineral resource. The Author has been unable to verify the information in respect of the adjacent properties and the information is not necessarily indicative of the mineralization on the Falcon West Project.

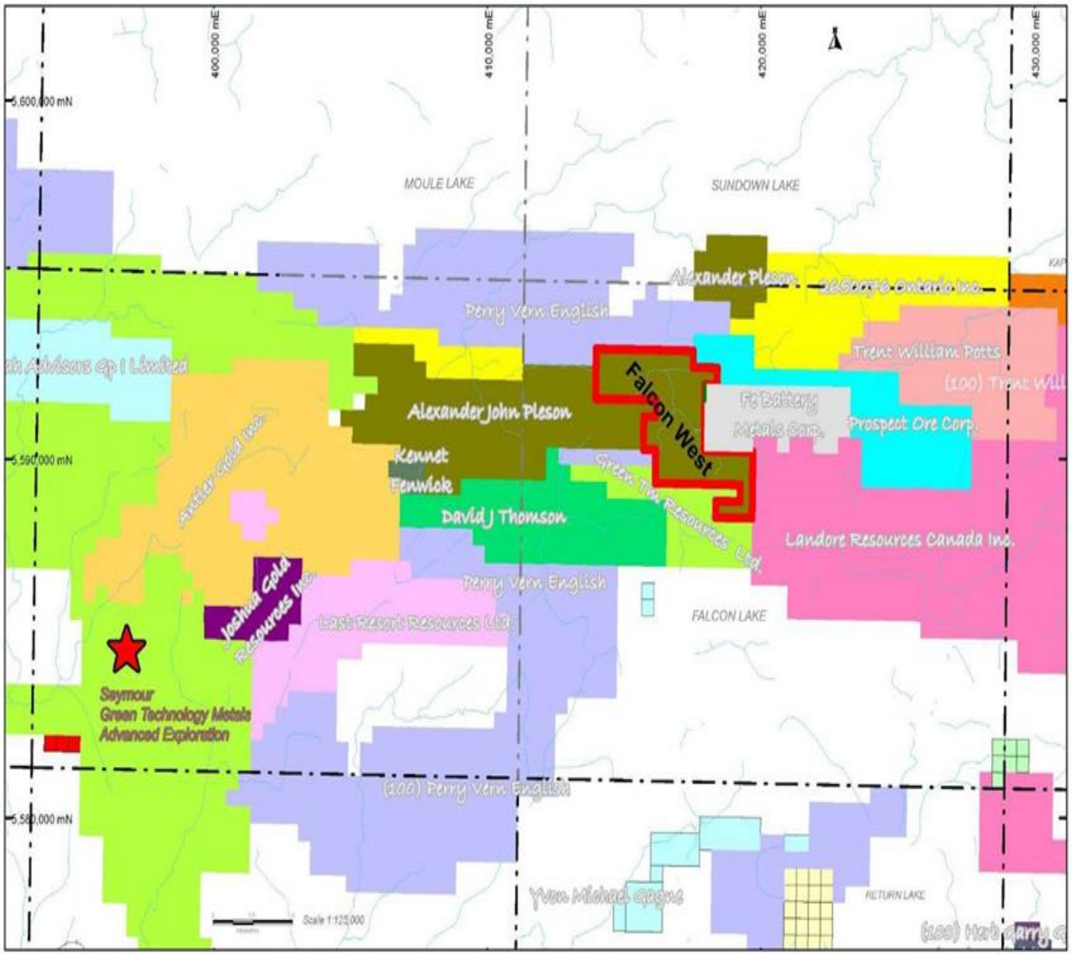


Figure 13. Neighboring Properties. MNDM MLAS claim data, 2023.

Other Relevant Data and Information

The Author is not aware of any additional data or information that would change his findings, interpretation, conclusions and recommendations of the potential of the Falcon West Project.

Interpretation and Conclusions

The Author's main mandate was to prepare a Technical Report on the historical work and current exploration status for the Falcon West Project. The exploration summaries and results herein meet this objective to the best of the Author's ability and historical data available. Channel sampling in 2022 by the current property owner confirms the presence of a highly evolved lithium bearing pegmatite.

The Falcon West Project has been sporadically worked on for the last 60 years all the while remaining in the early exploration stage. Previous drilling in the 1950's assayed only for lithium. More recent work by the Ontario Geological Survey indicates the Falcon pegmatite group is highly evolved and may have potential to develop a cesium, rubidium and/or tantalum resource in addition to lithium.

The Falcon granitic pegmatites were discovered in virgin boreal forest using a bush plane and canoes for access. The 'remote nature' of the Falcon West Project changed in 1997 when forestry operations opened up the area. Prospecting remained the primary tool regardless of the access conditions. No new granitic pegmatites have been located since 1956.

Recommendations

Going forward contemporary pegmatite exploration techniques should be employed on the Falcon West Project. Mapping and sampling of all outcrops on the Falcon West Project looking for metasomatized host rocks (elevated Li, Rb, Cs, B, and F content) to locate hidden pegmatite is a primary tool. The degree of fractionation for all pegmatites should be mapped in order to vector toward the most economic granitic pegmatites in the group.

Given that the pegmatites are hosted within mafic volcanics there should be some magnetic contrast between the lithologies. A high-resolution magnetic survey should be completed over the Falcon West Project. The existing fixed-wing government survey at 200 m line spacings is of limited use given the coarse nature of the data. Additionally, in between the steep-sided Logan diabase sills, the bedrock is covered by glacial-fluvial outwash sands and gravels potentially hiding other pegmatite bodies. After the mapping and sampling program is completed areas with little outcrop should be screened with soils to test for the presence of any blind pegmatites.

The following two-phase working program is recommended with the follow-on phase contingent upon positive results of the previous work program:

1. Completion of a high-resolution drone magnetic survey using 25 to 50 m spaced flight lines with flight lines orientated near perpendicular to the strike of the pegmatites,
2. Detailed mapping and sampling of the entire Falcon West Project to locate new pegmatites, metasomatized country rock and to vector to the most evolved pegmatite zone(s),
3. Phase 2 will include Mobile Metal Ion soil sampling over areas lacking bedrock outcrops due too consistent overburden cover,
4. Completion of a trenching and sampling program over existing and new pegmatite targets and,
5. A 1,250 m drill program should be completed to duplicate historical results plus test new targets derived from the Phase 1.

Phase	Tool	Cost	Totals
Phase 1	Outcrop Mapping/Sampling*	214120	
			214120
	Contingency	10%	21412
	Total of Phased 1 Program		**$235,532**
Phase 2	Soil Geochem - MMI	61600	
	Trenching Program	78541	
	Assays	9375	
	Diamond Drill Testing 1250 m	468750	618266
	Contingency	10%	61827
	Total of Phased 2 Program		**$680,093**
	** includes cost to set up a 5-person camp*		

Table 6. Proposed Falcon West Budget

4.4 Companies with Oil and Gas Operations

Not applicable.

5. SELECTED CONSOLIDATED FINANCIAL INFORMATION

5.1 Annual Information

The following table summarizes select financial information from the Issuer's audited financial statements for the financial years ended December 31, 2022, 2021 and 2020.

	For the Year/Period Ended December 31		
Operating Data	**2022**	**2021**	**2020**
Total revenues	Nil	$69,400	$99,031
Cash	$1,054,186	$156,315	$286,248
Total Liabilities	$100,606	$991,535	$224,888
Total assets	$1,358,763	$4,529,910	$333,439
Total shareholders' equity	$1,258,158	$3,538,375	$108,551
Net comprehensive Income (Loss)	($2,321,678)	$2,135,462	($3,583,565)

The following table summarizes selected information from LiCAN's audited financial statements for the period from incorporation to December 31, 2022.

	Period from Incorporation to December 31, 2022 (Audited)
Total revenues	Nil
Exploration expenditures and evaluation asset [(1)]	$9,551
Net loss and comprehensive loss	($16,243)
Total assets	$195,750
Current and long-term financial liabilities	$89,993

Note
(1): As of June 2021, $87,763.86 of qualifying expenditures have been incurred on the Falcon West Project by the property optionor.

5.2 Quarterly Information

The following table summarizes selected interim financial information for eight of the most recently completed quarters of the Issuer ending at the end of the most recently completed financial year:

CDN $	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021
Revenue	-	-	-	-	1,655	12,831	28,617	26,297
Net income (loss)	(293,284)	(252,423)	(1,892,280)	169,935	(3,172,193)	6,378,319	(547,285)	(518,568)
Cash	1,054,186	702,880	408,470	397,748	156,315	77,245	545,241	1,067,753
Total assets	1,358,763	1,494,753	1,850,681	4,701,364	4,529,910	6,927,834	598,108	1,106,291
Total liabilities	100,606	7,157	167,713	1,008,326	991,535	281,617	245,249	250,208

The following table summarizes selected interim financial information for most recently completed quarter of LiCAN ending at the end of the most recently completed financial year:

CDN $	Q1 2023
Revenue	-
Net income (loss)	(268,167)
Cash	17,352
Total assets	223,339
Total liabilities	368,249

5.3 Dividends

The Issuer has neither declared nor paid any dividends on the Issuer Shares since incorporation and has not established any dividend or distribution policy. The Issuer intends to retain its earnings to finance growth and expand its operations and does not anticipate paying any dividends on the Issuer Shares in the foreseeable future. Nevertheless, other than as set out in the *Securities Act* (British Columbia) and the BCBCA, there are no restrictions that would prevent the Issuer from paying dividends on the Issuer Shares.

5.4 Foreign GAAP

Not applicable.

6. MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A")

6.1-6.14 Annual MD&A

The Issuer's annual management's discussion and analysis for the year ended December 31, 2022, are available on the Issuer's SEDAR profile at www.sedar.com.

Annual MD&A – LiCAN

LiCAN's annual management's discussion and analysis for the year ended December 31, 2022, is attached at Schedule "C".

6.15-6.21 Interim MD&A

LiCAN's interim management's discussion and analysis for the three months ended March 31, 2023, is attached as Schedule "D".

7. MARKET FOR SECURITIES

Prior to the Closing, the Issuer was a reporting issuer in the provinces of British Columbia, Alberta and Ontario and the Issuer Shares were listed on the CSE under the symbol "CBOX". Following Closing, the Issuer Shares will be listed on the CSE under the symbol "VLTA".

8. CONSOLIDATED CAPITALIZATION

There has been no material change in the share and loan capital of the Issuer since the date of the comparative financial statements for the Issuer's most recently completed financial year. However, in connection with the completion of the Transaction, the Issuer will carry out the Consolidation.

The following table sets forth the capitalization of the Issuer as of December 31, 2022, and after giving effect to the Transaction:

Designation of Security/Loan	Authorized Amount	Amount Outstanding as of December 31, 2022	Amount Outstanding After Transaction
Common Shares	Unlimited	14,875,248	37,350,408(1)
Warrants	N/A	2,659,468	150,000(2)
Stock Options	N/A	808,782	299,078(3)
Long Term Debt	N/A	Nil	Nil

Notes:

(1) The number of Common Shares issued and outstanding is based on a post-Consolidation basis.

(2) The number of Warrants issued and outstanding is based on a post-Consolidation basis and following the cancellation of previous issued warrants.

(3) The number of Options issued and outstanding is based on a post-Consolidation basis and following the cancellation of previous issued stock options.

9. OPTIONS TO PURCHASE SECURITIES

Stock Options

On May 17, 2019, the Board adopted a share compensation plan (the "**Share Compensation Plan**"). The Share Compensation Plan is a 15% "rolling" plan pursuant to which the number of Issuer Shares which may be issued pursuant to RSUs and Options granted under the Share Compensation Plan is equal to 15% of the number of Issuer Shares outstanding from time to time. The Share Compensation Plan provides participants (each, a "Participant"), who may include participants who are citizens or residents of the United States (each, a "US Participant"), with the opportunity, through RSUs and Options, to acquire an ownership interest in the Issuer. The RSUs will rise and fall in value based on the value of the Issuer Shares. Unlike the Options, the RSUs will not require the payment of any monetary consideration to the Issuer. Each RSU represents a right to receive one Issuer Share following the attainment of vesting criteria determined at the time of the award. See section 15 "Executive Compensation - Restricted Share Units – *Vesting Provisions*" below. Options are rights to acquire Issuer Shares upon payment of monetary consideration (i.e., the exercise price), subject also to vesting criteria determined at the time of the grant. See section 15 "Executive Compensation – Options" below.

The total number of Issuer Shares that may be issued on exercise of Options and RSUs, together with any other share compensation arrangements of the Issuer, shall not exceed 15% of the number of issued and outstanding Issuer Shares from time to time. As of the date of this Listing Statement, there are 299,078 stock options issued and outstanding (on a post-Consolidation basis).

The following table sets out information about Options that will be issued and outstanding pursuant to the Share Compensation Plan following the Transaction:

Name of Optionee	Designation of Securities under Option	Number of Common Shares under Option	Exercise price per Common Share	Expiry Date
All executive officers and past executive officers as a group (3 persons)	Issuer Shares	98,078	$1.80	November 26, 2028
		150,000	$2.50	January 16, 2030
		26,000	$0.30	May 31, 2032
All employees who are not also directors (1 person)	Issuer Shares	25,000	$0.30	April 28, 2032

10. DESCRIPTION OF THE SECURITIES

10.1 General

Authorized and Issued Share Capital

The authorized share capital of the Issuer consists of an unlimited number of common shares without par value, and immediately prior to the Closing, there are 14,875,248 fully paid and non-assessable post-Consolidation Issuer Shares issued and outstanding.

Upon giving effect to the Transaction, there will be 37,350,408 fully paid and non-assessable post-Consolidation Issuer Shares issued and outstanding.

Common Shares of the Issuer

The holders of the Issuer Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Issuer and each Issuer Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Issuer. The holders of the Issuer Shares, subject to the prior rights, if any, of any other class of shares of the Issuer, are entitled to receive such dividends in any financial year as the Board may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Issuer, whether voluntary or involuntary, the holders of the Issuer Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Issuer, the remaining property and assets of the Issuer.

Common Share Purchase Warrants of the Issuer

As of the date of this Listing Statement, there are 150,000 common share purchase warrants ("**Warrants**") outstanding to acquire up to 150,000 Issuer Shares at an exercise price of $0.60 per share and expiring on October 28, 2024.

The Warrants are governed by the terms and conditions set out in the certificates representing same. The certificates representing the Warrants also provide for the customary conversion rights adjustments upon the occurrence of certain liquidity events. The holders of Issuer Shares issued upon the execution of the Warrants have all of the same rights of the holders of Issuer Shares as detailed above.

10.2 – 10.6 Debt Securities, Other Securities, Modification of Terms and Other Attributes

Not applicable.

10.7 Prior Sales

The following table set out the sales of securities of the Issuer during the 12-month period prior to the date of this Listing Statement:

Issue Date	Issue or Exercise Price per Security	Number of Securities Issued	Proceeds to the Issuer
March 2, 2023	$0.10	17,500,000 subscription receipts(1)	$1,750,000
April 28, 2022	$0.03	4,350,000 Options	Nil
May 31, 2022	$0.03	260,000 Options	Nil
Total:			**$1,750,000**

Notes:

(1) Each subscription receipt entitles the holder thereof to one post-Consolidation Issuer Share for no additional consideration and without any further action being taken by its holder.

The following table set out the sales of securities of LiCAN during the 12-month period prior to the date of this Listing Statement:

Issue Date	Issue or Exercise Price per Security	Number of Securities Issued	Proceeds to the Issuer
November 21, 2022	$0.01	12,200,000 LiCAN Shares	$122,000

10.8 Stock Exchange Price

The following table sets out the high and low trading prices, as well as the trading volume, for the Issuer Shares on the CSE for the periods indicated.

Trading Price and Volume (Pre-Consolidation basis) March 31, 2022, to March 31, 2023			
Issue Date	**High ($)**	**Low ($)**	**Total Volume**
April 2022	0.035	0.015	948,505
May 2022	0.015	0.015	167,001
June 2022	0.015	0.015	265,004
July 2022	0.015	0.010	300,000
August 2022	0.015	0.005	312,235
September 2022	0.010	0.005	110,000
October 2022	0.005	0.005	367,078
November 2022	0.010	0.005	142,048
December 2022	0.005	0.005	48,003
January 2023	0.020	0.005	2,612,213
February 2023	0.030	0.015	398,379
March 2023	0.030	0.020	243,232

11. ESCROWED SECURITIES

There are no securities are held in escrow prior to the completion of the Transaction.

Following the completion of the Transaction, the following Issuer Shares on a post-Consolidation basis held by new Related Persons of the Issuer, will be subject to escrow requirements imposed by the CSE:

Designation of class held in escrow	No. of escrowed securities	Percentage of class
Kerem Usenmez	457,800	1.2%
Darren Morgans	507,800	1.4%
Cruise Geoservices Ltd.	894,680	2.4%
Michael Hoffman	1,076,240	2.9%
JB Mining Corporation	907,800	2.4%
Alison Sagateh Williams	507,800	1.4%

The Issuer Shares that are held by new Related Persons and subject to escrow will be held pursuant to the terms of an escrow agreement to be entered into and shall be released in accordance with the release schedule set forth therein. The escrow agreement will be in the form prescribed by Exchange Policy 2 – *Qualifications for Listing*.

Pursuant to the escrow agreement, 10% of the escrowed Issuer Shares will be released by the escrow agent on the date that the Issuer Shares commence trading on the CSE following the completion of the Transaction followed by six subsequent releases of 15% every six months thereafter, subject to the rules of the CSE.

12. PRINCIPAL SHAREHOLDERS

To the knowledge of the Issuer, as of the closing of the Transaction, no shareholder will beneficially own or exercise control or direction over common shares in the capital of the Issuer carrying more than 10% of the votes attached to such common shares.

13. DIRECTORS AND OFFICERS

13.1 ‑ 13.5 Name, Residence, Position, Term of Office and Security Holdings of Directors and Officers

Upon completion of the Transaction, the Board will consist of the individuals set out in the table below, which will hold office until the Issuer's next annual general meeting of shareholders, unless their office is vacated earlier:

Name, province or state and country of residence and proposed position with the Issuer	Principal occupation during past five years	Director or Officer of Issuer Since	Number of Issuer Shares	Percentage of Outstanding Issuer Shares(2)
Kerem Usenmez *Ontario, Canada* *President, Chief Executive Officer and Advisory Board Member*	Director, President and CEO of Metallum Resources, Director of Maximus Minerals Ltd, founder of Atom Bits, member of the board of directors of the PDAC, chairing the Securities and Public Affairs Committees with the PDAC, and a licensed Geological Engineer in Manitoba and Ontario in good standing.	N/A	457,800	1.2%
Darren Morgans *British Columbia, Canada* *Chief Financial Officer*	CFO of Velocity Minerals Ltd. from 2019 to present; CFO of Cosa Resources Corp. from Feb. 2023 to present; and CFO of Perpetua Resources Corp. (formerly Midas Gold Corp.) from 2011-2021;	N/A	507,800	1.4%
Mark Cruise (1) *British Columbia, Canada* *Director and Chairman of the Board*	Mining Executive / Professional Geologist; Founder, Director, President & CEO of Trevali Mining Corporation from 2008 to 2019; director of Prism Resources Inc. from 2016 to 2019; COO of New Pacific Metals Corp. from October 2019 and subsequently CEO from April 2020 to January 2022; Chair of Whitehorse Gold Corp from November 2020 until February 2022.	N/A	894,680	2.4%

Name, province or state and country of residence and proposed position with the Issuer	**Principal occupation during past five years**	**Director or Officer of Issuer Since**	**Number of Issuer Shares**	**Percentage of Outstanding Issuer Shares[(2)]**
Michael Hoffman [(1)] *Ontario, Canada* *Director*	Mining Executive / Professional Mining Engineer; director of 1911 Gold Corp. from 2018 to present; director of Fury Gold Mines Limited from 2016 to present; director of Silver X Mining Corp. from June 2021 to present; director of Trevali Mining Inc. from 2011 to 2019; previously held executive officer positions with various mineral exploration and producer companies, including Belo Sun Mining Corp., Crocodile Gold Corp., Kria Resources Ltd., CaNickel Mining Limited (formerly, Crowflight Minerals Inc.), Desert Sun Mining Corp., Goldcorp Inc. and Yamana Gold Inc., and a professional engineer in Ontario and has the ICD.D accreditation from the Institute of Corporate Directors.	N/A	1,076,240	2.9%
Alison Sagateh Williams *Ontario, Canada* *Director*	Self-employed consultant, director of NiCAN Ltd. since 2021, director of Fury Gold Mines since 2020, and adjunct professor at York University – Osgood Hall Law School since 2016.	N/A	507,800	1.4%
Murray Hinz [(1)] *Alberta, Canada* *Director*	Senior VP Finance and Administration at Parvus Therapeutics Inc.	June 19, 2020	97,071[(3)]	<1%

Notes:

(1) Member of the audit committee.
(2) Figures are express on a post-Consolidation basis and percentages are based on a denominator of 37,350,408. Issuer Share outstanding on completion of the Transaction.
(3) Holds 370,223 Issuer Shares through Marazul Consulting Inc., a company own and controlled by Mr. Hinz.

All directors of the Issuer have been appointed to hold office until the next annual general meeting of shareholders or until their successors are duly elected or appointed, unless their office is earlier vacated.

Upon the completion of the Transaction, the directors and executive officers of the Issuer beneficially own, directly or indirectly, as a group, 3,541,391 Issuer Shares on a post-Consolidation basis representing approximately 9.48% of all of the outstanding Issuer Shares.

Advisory Board

In addition to the Board, the Issuer will also have an advisory board comprised of two individuals, Kerem Usenmez and Bradley Humphrey. These individuals will not have voting power as a board member but will provide strategic advice to the Issuer and the Board. Biographies for these to individuals are set forth below.

Kerem Usenmez, M.Sc., P.Eng. *– President, Chief Executive Officer, and Advisory Board Member*

Mr. Usenmez is a Geological Engineer and a mining entrepreneur with over 23 years of global experience where he has worked in various technical and leadership roles. He holds a Master's degree in Engineering Geology from Dokuz Eylul University and has worked on various discoveries, advanced projects and operations with Inco (MB), and Amec Engineering. Most recently he was the President and CEO of Metallum Resources where he acquired and advanced Canada's highest grade Zn deposit, the Superior Lake Zinc Project. Mr. Usenmez founded Atom Bits, a rapidly growing diamond drilling bit manufacturer, which was recently acquired by a leading North American drilling products supplier. Mr. Usenmez is a member of the board of directors of the PDAC, where he Chairs the Securities and Public Affairs Committees. Mr. Usenmez is a technical director for Maximus Minerals Ltd, a private UK company exploring base metals in Ontario. Mr. Usenmez is a licensed Geological Engineer in Manitoba and Ontario. Mr. Usenmez is 46 years old, will be an independent contractor of the Issuer and will devote approximately 100% of his time to the affairs of the Issuer.

Brad Humphrey, *Advisory Board Member*

Mr. Humphrey has over 25 years of international mining experience. Mr. Humphrey is currently President and CEO of NiCAN Ltd. Prior to joining NiCAN, Mr. Humphrey was CEO of QMX Gold, which was acquired by Eldorado Gold. Prior to QMX, Mr. Humphrey worked for Morgan Stanley as an Executive Director and North American Precious Metals Analyst, where he was responsible for growing Morgan Stanley's North American Gold research coverage. Mr. Humphrey was also a Managing Director and Head of Mining Research at Raymond James and covered precious metal equities at CIBC World Markets and Merrill Lynch. Mr. Humphrey has held a variety of mining industry roles from contract underground miner to CEO. Mr. Humphrey is currently on the board of directors of Black Swan Graphene. Mr. Humphrey is 50 years old, will be an independent contractor of the Issuer, and will devote approximately 15% of his time to the affairs of the Issuer.

Reporting Issuers

In addition to their positions on the Board following the completion of the Transaction, the following directors and officers also serve as directors and officers of the following reporting issuers:

Name	Reporting Issuer
Mark Cruise	Velocity Minerals Ltd. NiCAN Limited
Michael Hoffman	1911 Gold Corporation Fury Gold Mines Limited Silver X Mining Corp. Velocity Minerals Ltd.
Alison Sagateh Williams	NiCAN Limited Fury Gold Mines Limited
Murray Hinz	Stampede Drilling Inc. Bow Lake Capital Corp.

13.6 Cease Trade Orders or Bankruptcies

Other than as disclosed herein, to the knowledge of the Issuer, no director, officer or shareholder holding a sufficient number of securities to materially affect the control of the Issuer is, as of the date of this Listing Statement or was within ten years before the date hereof, a director, chief executive officer or chief financial officer of any company that was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that:

(a) was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Other than as disclosed herein, no director, officer or shareholder holding a sufficient number of securities to materially affect the control of the Issuer:

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

(b) has, within ten years before the date of this Listing Statement, 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.

13.7 – 13.8 Penalties and Sanctions

No director, officer or shareholder holding sufficient securities to affect materially the control of the Issuer has been subject to:

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

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

13.9 Personal Bankruptcies

To the Issuer's knowledge, no existing or proposed director, officer, or shareholder holding sufficient securities to affect materially the control of the Issuer, or a personal holding company of any such persons, has, during the ten years prior to the date hereof, been declared bankrupt or made a voluntary assignment into bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his or her assets.

13.10 Conflicts of Interest

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

To the Issuer's knowledge and other than disclosed herein, there are no known existing or potential conflicts of interest among the Issuer or a subsidiary of the Issuer and a director or officer of the Issuer, or a subsidiary of the Issuer as a result of their outside business interests except that certain of the directors and officers serve as directors and officers of other companies and therefore it is possible that a conflict may arise between their duties to the Issuer and their duties as a director or officer of such other companies.

The foregoing, not being within the knowledge of the Issuer, has been furnished by the respective officers and directors themselves.

13.11 Audit Committee

Pursuant to NI 52-110, the Issuer is required to have an audit committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Issuer or an affiliate of the Issuer.

The primary function of the audit committee is to assist the Board in fulfilling its financial oversight responsibilities by: (a) reviewing the financial reports and other financial information provided by the Issuer to regulatory authorities and shareholders; (b) reviewing the systems for internal corporate controls which have been established by the Board and management; and (c) overseeing the Issuer's financial reporting processes generally. In meeting these responsibilities, the audit committee monitors the financial reporting process and internal control system; reviews and appraises the work of external auditors and provides an avenue of communication between the external auditors, senior management and the Board. The audit committee is also mandated to review and approve all material related party transactions.

Composition of the Audit Committee

Upon the completion of the Transaction, the Issuer will have one committee, the audit committee, whose members will consist of Murray Hinz, Michael Hoffman and Mark Cruise. All of the members of the audit committee are financially literate; neither Murray Hinz, Michael Hoffman nor Mark Cruise will be an executive officer, employee or control person of the Issuer.

Relevant Education and Experience

For the purposes of NI 52-110, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer's financial statements. All members of the audit committee have experience reviewing financial statements and dealing with related accounting and auditing issues. The education and experience of each member of the audit committee relevant to the performance of his duties as a member of the audit committee can be found below:

Michael Hoffman, P.Eng., *Director*

Mr. Hoffman is currently chair and director at 1911 Gold and NiCAN Ltd. as well as a director of Velocity Minerals, Silver X Mining and Fury Gold. He is a mining executive with over 35 years of experience including engineering, mine operations, corporate development, projects, financial management and construction. Mr. Hoffman also has direct northern Canadian mining experience including operations and projects. Mr. Hoffman is currently a member of the audit committees of Fury Gold, 1911 Gold, Silver X Mining and is chair of the Velocity Minerals Audit Committee. In his role on Audit Committees and as chair Mr. Hoffman has an excellent understanding of the fundamentals of accounting principles and has extensive experience in the analysis and review of financial documents, including internal controls. He is the former CEO of Crowflight Minerals, Kria Resources and Crocodile Gold. Mr. Hoffman is 54 years old, will be an independent contractor of the Issuer and will devote approximately 15% of his time to the affairs of the Issuer.

Mark Cruise, P.Geo., *Director and Chairman of the Board*

Mr. Cruise is a professional geologist with over 25 years of international experience from exploration to production. He has co-founded and led several billion dollar exploration and mining companies including Trevali Mining where he was President and CEO from 2008 to 2019. Under his leadership, he grew the company from an initial discovery into a global zinc producer with operations in the Americas and Africa.

Mr. Cruise has served on numerous boards for TSX-V, TSX and NYSE-Americas listed mineral exploration, development and mining companies with market capitalizations ranging from tens of millions to in-excess of US $1 billion dollars. Mr. Cruise is an independent director for Velocity Minerals, NiCAN Ltd and Bunker Hill Mining. Mr. Cruise is a member of the audit committee of Velocity Minerals, NiCAN Ltd and Bunker Hill Mining. Mr. Cruise has an excellent understanding of the fundamentals of accounting principles and has extensive experience in the analysis and review of financial documents, including internal controls. Mr. Cruise is 53 years old, will be an independent contractor of the Issuer and will devote approximately 25 % of his time to the affairs of the Issuer.

Murray Hinz*, Director*

Mr. Hinz is a director of the Issuer and provides his services to the Issuer on a part-time basis. He has served as a director of the Issuer since June 19, 2020, is 53 years old and will devote sufficient amount of his time to full his duties as a director of the Issuer. As a director, he is responsible for directing and overseeing management of the Issuer.

Mr. Hinz is a chartered accountant with over 25 years of experience as a senior financial executive and consultant working with small and large, private and public companies in Canada, United States, South America, Caribbean and the United Kingdom.

Reliance on Certain Exemptions

At no time has the Company relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-Audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52- 110. The Issuer is a "venture issuer" as defined in NI 52-110 and is relying on Part 5 (Reporting Obligations) of NI 52-110.

13.12 Management

Kerem Usenmez, M.Sc., P.Eng*. – President, Chief Executive Officer and Advisory Board Member*

Mr. Usenmez is a Geological Engineer and a mining entrepreneur with over 23 years of global experience where he has worked in various technical and leadership roles. He holds a Master's degree in Engineering Geology from Dokuz Eylul University and has worked on various discoveries, advanced projects and operations with Inco (MB), and Amec Engineering. Most recently he was the President and CEO of Metallum Resources where he acquired and advanced Canada's highest grade Zn deposit, the Superior Lake Zinc Project. Mr. Usenmez founded Atom Bits, a rapidly growing diamond drilling bit manufacturer, which was recently acquired by a leading North American drilling products supplier. Mr. Usenmez is a member of the board of directors of the PDAC, where he Chairs the Securities and Public Affairs Committees. Mr. Usenmez is a technical director for Maximus Minerals Ltd, a private UK company exploring base metals in Ontario. Mr. Usenmez is a licensed Geological Engineer in Manitoba and Ontario. Mr. Usenmez is 46 years old, will be an independent contractor of the Issuer and will devote approximately 100% of his time to the affairs of the Issuer.

Darren Morgans, CPA, CA, *Chief Financial Officer*

Mr. Morgans is a Canadian CPA and Australian CA, and has been a practicing finance professional since 1995. Mr. Morgans has worked with Canadian and Australian publicly listed resource companies for 25 years, and is currently CFO of Velocity Minerals, a gold explorer and developer with assets in Bulgaria. Prior to Velocity, Mr. Morgans was the CFO of Perpetua Resources Corp. (formerly Midas Gold Corp.) from 2011 to 2021. Prior to joining Perpetua in 2011, he was the controller and secretary for Terrane Metals Corp. prior to its acquisition by Thompson Creek Metals. He has also worked for Placer Dome Inc. and Mount Isa Mines. Mr. Morgans began his career with PricewaterhouseCoopers after obtaining a Bachelor of Commerce from the University of Queensland. Mr. Morgans is 48 years old, will be an independent contractor of the Issuer and will devote approximately 25% of his time to the affairs of the Issuer.

Mark Cruise, P.Geo., *Director and Chairman of the Board*

Mr. Cruise is a professional geologist with over 25 years of international experience from exploration to production. He has co-founded and led several billion dollar exploration and mining companies including Trevali Mining where he was President and CEO from 2008 to 2019. Under his leadership, he grew the company from an initial discovery into a global zinc producer with operations in the Americas and Africa.

Mr. Cruise has served on numerous boards for TSX-V, TSX and NYSE-Americas listed mineral exploration, development and mining companies with market capitalizations ranging from tens of millions to in-excess of US $1 billion dollars. Mr. Cruise is an independent director for Velocity Minerals, NiCAN Ltd and Bunker Hill Mining. Mr. Cruise is a member of the audit committee of Velocity Minerals, NiCAN Ltd and Bunker Hill Mining. Mr. Cruise has an excellent understanding of the fundamentals of accounting principles and has extensive experience in the analysis and review of financial documents, including internal controls. Mr. Cruise is 53 years old, will be an independent contractor of the Issuer and will devote approximately 25 % of his time to the affairs of the Issuer.

Michael Hoffman, P.Eng., *Director*

Mr. Hoffman is currently chair and director at 1911 Gold and NiCAN Ltd. as well as a director of Velocity Minerals, Silver X Mining and Fury Gold. He is a mining executive with over 35 years of experience including engineering, mine operations, corporate development, projects, financial management and construction. Mr. Hoffman also has direct northern Canadian mining experience including operations and projects. Mr. Hoffman is currently a member of the audit committees of Fury Gold, 1911 Gold, Silver X Mining and is chair of the Velocity Minerals Audit Committee. In his role on Audit Committees and as chair Mr. Hoffman has an excellent understanding of the fundamentals of accounting principles and has extensive experience in the analysis and review of financial documents, including internal controls. He is the former CEO of Crowflight Minerals, Kria Resources and Crocodile Gold. Mr. Hoffman is 54 years old, will be an independent contractor of the Issuer and will devote approximately 15% of his time to the affairs of the Issuer.

Alison Sagateh Williams, *Director*

Ms. Williams, LLB has worked in Indigenous communities in government and corporate roles in the capacity of legal counsel, negotiations and governance, and as a strategic advisor, for over 20 years. Ms. Williams has been on negotiation teams that have successfully settled over $1 billion in agreements and has worked on Indigenous community engagement and negotiations to support national energy and mining projects. Ms. Williams teaches at Osgoode Hall Law School as an Adjunct Professor and supports student led negotiations focusing on consultation, Indigenous rights and reconciliation. Over the last 25 years, she has also held many non-profit board positions. Ms. Williams is Anishinaabe, a member of Curve Lake First Nation, and is currently an elected official for her community. Ms. Williams is 51 years old, will be an independent contractor of the Issuer and will devote approximately 15% of her time to the affairs of the Issuer.

Murray Hinz*, Director*

Mr. Hinz is a director of the Issuer and provides his services to the Issuer on a part-time basis. He has served as a director of the Issuer since June 19, 2020, is 53 years old and will devote sufficient amount of his time to full his duties as a director of the Issuer. As a director, he is responsible for directing and overseeing management of the Issuer.

Mr. Hinz is a chartered accountant with over 25 years of experience as a senior financial executive and consultant working with small and large, private and public companies in Canada, United States, South America, Caribbean and the United Kingdom.

14. CAPITALIZATION

14.1 Issued Capital

The following share distribution tables for the Issuer include information accurate after giving effect to the Transaction:

Public Float[1]	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
Total outstanding (A)	37,350,408	37,799,486	100%	100%
Held by Related Persons or employees of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	9,218,892	9,492,970	24.68%	25.11%
Total Public Float (A-B)	28,131,516	28,306,516	75.32%	74.89%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	19,092,380[2]	19,242,380[2]	51.11%	50.90%
Total Tradeable Float (A-C)	18,258,028	18,557,106	48.88%	49.09%

Notes:
(1) As at December 31, 2022.
(2) The figures take into consideration the initial escrow release of 10% under the Escrow Agreement.

Public Securityholders (Registered)[1]

The following table provides information current as of the date of this Listing Statement on a post-Consolidation basis:

Issuer Shares without par value

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	1	1
100 – 499 securities	15	3,769
500 – 999 securities	35	17,584
1,000 – 1,999 securities	2	2,000
2,000 – 2,999 securities	2	4,000

3,000 – 3,999 securities	1	3,768
4,000 – 4,999 securities	1	4,502
5,000 or more securities	85	28,095,892
Total	138	28,131,516

Note:
(1) Based on registered shareholder list with an effective date of April 17, 2023.

Public Securityholders (Beneficial) (1)

The following table provides information current as of the date of this Listing Statement on a post-Consolidation basis:

Issuer Shares without par value

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	24	288
100 – 499 securities	41	10,256
500 – 999 securities	74	40,236
1,000 – 1,999 securities	2	2,000
2,000 – 2,999 securities	2	4,000
3,000 – 3,999 securities	1	-3,768
4,000 – 4,999 securities	1	-4,502
5,000 or more securities	173	27,972,488
Unable to confirm	1,000-4,999: 42 shareholders	93,978

Note:
(1) Based on Broadridge Share Report dated April 4, 2023.

Non-Public Securityholders

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	-	-
100 – 499 securities	-	-

500 – 999 securities	-	-
1,000 – 1,999 securities	-	-
2,000 – 2,999 securities	-	-
3,000 – 3,999 securities	-	-
4,000 – 4,999 securities	-	-
5,000 or more securities	9	9,368,892
Total	9	9,368,892

The information in the foregoing tables has been presented on a post-Consolidation basis.

14.2 Convertible/Exchangeable Securities

Upon the completion of the Transaction, the following convertible/exchangeable securities will be issued and outstanding (on a post-Consolidation basis):

Description of Security (include conversion/exercise terms, including conversion/exercise price)	Number of convertible/exchangeable securities outstanding	Number of listed securities issuable upon conversion/exercise
Stock Options: Issued: April 28, 2022 Expiry Date: April 28, 2032 Exercise Price: $0.30 per share	25,000	25,000
Stock Options: Issued: May 31, 2022 Expiry Date: May 31, 2032 Exercise Price: $0.30 per share	26,000	26,000
Stock Options: Issued: January 16, 2020 Expiry Date: January 16, 2030 Exercise Price: $2.50 per share	150,000	150,000

Stock Options: Issued: November 26, 2018 Expiry Date: November 26, 2028 Exercise Price: $1.80 per share	98,078	98,078
Warrants: Issued: October 28, 2021 Expiry Date: October 28, 2024 Exercise Price: $0.60 per share	150,000	150,000
Total options and Warrants	**449,078**	**449,078**

14.3 Other Listed Securities

There are no other listed securities reserved for issuance that are not included in Section 14.2.

15. EXECUTIVE COMPENSATION

For the purposes of this Listing Statement, a "Named Executive Officer" or "NEO" means each of the following individuals:

(a) each individual who, in respect of the Issuer, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;

(b) each individual who, in respect of the Issuer, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;

(c) in respect of the Issuer and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000, as determined in accordance with Section 1.3(5) of Form 51-102F6V *Statement of Executive Compensation – Venture Issuers* ("Form 51-102F6V") under National Instrument 51-102 *Continuous Disclosure Obligations*, for that financial year; and

(d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Issuer, and was not acting in a similar capacity, at the end of the most recently completed financial year.

During the year ended December 31, 2021, the Issuer had four individuals who were Named Executive Officers, namely (i) Connor Cruise, who was appointed interim Chief Executive Officer on June 5, 2020; (ii) Mike Best, who was appointed Chief Financial Officer on January 4, 2021; (iii) Manoj Hippola, who was terminated as Chief Financial Officer on December 29, 2020 and resigned as a director on February 24, 2021; and (iv) Daniel Nelson, who resigned as the CEO of the Issuer and took on the role of Chief Growth Officer effective January 13, 2020 and resigned as a director and Chief Growth Officer on April 27, 2022.

Summary Compensation Table

The following table discloses the anticipated compensation for the Issuer's proposed Named Executive Officers for the 12-month period following the completion of the Transaction:

Table of Compensation Excluding Compensation Securities						
Name and Position	**Salary, consulting fee ($)**	**Option based awards ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Kerem Usenmez *President, CEO and Advisory Board Member*	120,000	Nil	Nil	Nil	Nil	120,000
Darren Morgans *CFO*	60,000	Nil	Nil	Nil	Nil	60,000
Mark Cruise *Director and Chairman of the Board*	36,000	Nil	Nil	Nil	Nil	36,000
Michael Hoffman *Director*	18,000	Nil	Nil	Nil	Nil	18,000
Alison Sagateh Williams *Director*	18,000	Nil	Nil	Nil	Nil	18,000
Brad Humphrey *Advisory Board Member*	18,000	Nil	Nil	Nil	Nil	18,000
Murray Hinz *Director*	18,000	Nil	Nil	Nil	Nil	18,000

The following table discloses the compensation for the Issuer's officers and directors for the years ended December 31, 2022 and 2021.

Table of compensation excluding compensation securities							
Name and position	**Year Ended December 31**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Connor Cruise(1) *CEO, Director, Former CEO and Former CFO*	2022 2021	$143,319 $160,000	Nil $16,510	Nil Nil	Nil Nil	$14,511$Nil	$157,830 $176,510
Daniel Nelson(2) *Former CGO*	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Manoj Hippola(3) *Former Director, Former CFO*	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Derek Firth(4) *Former CEO*	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Cy Scott(5) *Director*	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	$3,482 Nil	$3,482 Nil
Murray Hinz(6) *Director*	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	$5,804 Nil	$5,804 Nil
Megan Sanders(7) *Former Director*	2022 2021	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A
Joshua Babyak(8) *Former Director*	2022 2021	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A
Ian Rapsey(9) *Former Director*	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

Table of compensation excluding compensation securities							
Name and position	**Year Ended December 31**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Patrick Lalonde(10) *Former COO*	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Mike Best(11) *Former CFO*	2022 2021	$30,000 $131,600	Nil Nil	Nil Nil	Nil Nil	$1,118 $12,067	$31,118 $143,667
Matthew Lee (12) CFO	2022 2021	$32,500 Nil	Nil Nil	Nil Nil	Nil Nil	$1,452 Nil	$33,952 Nil

Notes:

(1) Mr. Cruise was appointed a director of the Issuer on April 3, 2018. Mr. Cruise was paid as a consultant on September 25, 2019. Mr. Cruise was appointed interim Chief Executive Officer on June 5, 2020.
(2) Mr. Nelson, resigned as the CEO of the Issuer and took on the role of CGO effective January 13, 2020. Mr. Nelson resigned as a director and CGO on April 27, 2022.
(3) Mr. Hippola was terminated as CFO on December 29, 2020 and resigned as a director on February 24, 2021.
(4) Mr. Firth was terminated as CEO on June 5, 2020.
(5) Mr. Scott was appointed a director on May 14, 2019.
(6) On June 19, 2020, Mr. Murray Hinz was appointed as an independent director of the Issuer. Concurrently, Mr. Hinz assumed the role of Chair of the Issuer's Audit Committee.
(7) Ms. Sanders was appointed a director on May 14, 2019 and resigned on June 5, 2020.
(8) Mr. Babyak was appointed a director on May 14, 2019 and resigned as a director on May 18, 2020.
(9) Mr. Rapsey was appointed a director on November 18, 2019 and resigned as director on June 5, 2020.
(10) Effective January 17, 2020, Mr. Lalonde resigned as the Issuer's COO.
(11) Mr. Best was appointed CFO effective January 4, 2021.
(12) Mr. Lee was appointed CFO effective May 1, 2022.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted by the Issuer to the NEOs and directors of the Issuer during the financial year ended December 31, 2021:

Compensation Securities[1]							
Name and position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and percentage of class[1]**	**Date of issue or grant**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry date**
Connor Cruise *CEO, Director*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Daniel Nelson *CGO, Former*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Manoj Hippola *Former Director, Former CFO*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Cy Scott *Director*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Murray Hinz *Director*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Mike Best[2] *Former CFO*	Options	220,000	February 19, 2021	$0.07	$0.07	$0.035	February 19, 2031

Notes:
(1) The figures are represented on a pre-Consolidation basis.
(2) On April 26, 2022, Mike Best resigned as CFO of the Company and was replaced by Mathew Lee.

Exercise of Compensation Securities by Directors and NEOs

No Options were exercised by the NEOs and directors of the Issuer during the financial year ended December 31, 2021.

Stock Option Plan and Other Incentive Plans

In its most recent Management information circular filed on SEDAR on June 30, 2022, the Issuer has disclosed the following information with regards to the Share Compensation Plan:

Purpose of the Share Compensation Plan

The stated purpose of the Share Compensation Plan is to advance the interests of the Issuer and its subsidiaries, and its shareholders by: (a) ensuring that the interests of Participants are aligned with the success of the Issuer and its subsidiaries; (b) encouraging stock ownership by such persons; and (c) providing compensation opportunities to attract, retain and motivate such persons.

The following people are eligible to participate in the Share Compensation Plan: any officer or employee of the Issuer or any officer or employee of any subsidiary of the Issuer and, solely for purposes of the grant of Options, any director of the Issuer or any director of any subsidiary of the Issuer, and any Consultant (defined under the Share Compensation Plan as an individual (other than an employee or a director of the Issuer) or a corporation that is not a U.S. Person (as such term as defined in Regulation S under the United States Securities Act of 1933, as amended) that: (A) is engaged to provide on an ongoing bona fide basis, consulting, technical, management or other services to the Issuer or to an affiliate of the Issuer, other than services provided in relation to an offer or sale of securities of the Issuer in a capital raising transaction, or services that promote or maintain a market for the Company's securities; (B) provides the services under a written contract between the Issuer or the affiliate and the individual or the Issuer, as the case may be; (C) in the reasonable opinion of the Issuer, spends or will spend a significant amount of time and attention on the affairs and business of the Issuer or an affiliate of the Issuer; and (D) has a relationship with the Issuer or an affiliate of the Issuer that enables the individual to be knowledgeable about the business and affairs of the Issuer.

Administration of the Share Compensation Plan

The Share Compensation Plan is administered by the Administrators based on the recommendation of the Board or the Compensation Committee, if applicable. The Administrators determine the eligibility of persons to participate in the Share Compensation Plan, when RSUs and Options will be awarded or granted, the number of RSUs and Options to be awarded or granted, the vesting criteria for each award of RSUs and grant of Options and all other terms and conditions of each award and grant, in each case in accordance with applicable securities Laws and the requirements of the CSE.

Restrictions on the Award of RSUs and Grant of Options

The awards of RSUs and grants of Options under the Share Compensation Plan is subject to a number of restrictions:

- the total number of Issuer Shares issuable to insiders under the Share Compensation Plan and any other share compensation arrangements of the Issuer cannot exceed 15% of the Issuer Shares then outstanding; and

- the aggregate sales price (meaning the sum of all cash, property, notes, cancellation of debt, or other consideration received or to be received by the Issuer for the sale of the securities) or amount of Issuer Shares issued during any consecutive 12-month period will not exceed the greatest of the following: (i) U.S.$1,000,000; (ii) 15% of the total assets of the Issuer, measured at the Issuer's most recent balance sheet date; or (iii) 15% of the outstanding amount of the Issuer Shares, measured at the Issuer's most recent balance sheet date.

In the event of any declaration by the Issuer of any stock dividend payable in securities (other than a dividend which may be paid in cash or in securities at the option of the holder of Issuer Shares), or any subdivision or consolidation of the Issuer Shares, reclassification or conversion of the Issuer Shares, or any combination or exchange of securities, merger, consolidation, recapitalization, amalgamation, plan of arrangement, reorganization, spin off involving the Issuer, distribution (other than normal course cash dividends) of Issuer assets to holders of Issuer Shares, or any other corporate transaction or event involving the Issuer or the Issuer Shares, the Administrators, in their sole discretion, may, subject to any relevant resolutions of the Board, and without liability to any person, make such changes or adjustments, if any, as the Administrators consider fair or equitable to reflect such change or event including, without limitation, adjusting the number of Options and RSUs outstanding under the Share Compensation Plan, the type and number of securities or other property to be received upon exercise or redemption thereof, and the exercise price of Options outstanding under the Share Compensation Plan, provided that the value of any Option or RSU immediately after such an adjustment shall not exceed the value of such Option or RSU prior thereto.

Restricted Share Units

The total number of Issuer Shares that may be issued on exercise of Options and RSUs, together with any other share compensation arrangements of the Issuer, shall not exceed 15% of the number of issued and outstanding Issuer Shares from time to time.

Mechanics for RSUs

RSUs awarded to Participants under the Share Compensation Plan are credited to an account that is established on their behalf and maintained in accordance with the Share Compensation Plan. After the relevant date of vesting of any RSUs awarded under the Share Compensation Plan, a Participant shall be entitled to receive and the Issuer shall issue or pay (at its discretion): (i) a lump sum payment in cash equal to the number of vested RSUs recorded in the Participant's account multiplied by the volume weighted average price of the Issuer Shares traded on the CSE for the five (5) consecutive trading days prior to the payout date; (ii) the number of Issuer Shares required to be issued to a Participant upon the vesting of such Participant's RSUs in the Participant's account will be, duly issued as fully paid and non-assessable shares and such Participant shall be registered on the books of the Issuer as the holder of the appropriate number of Issuer Shares; or (iii) any combination of thereof.

Vesting Provisions

The Share Compensation Plan provides that: (i) at the time of the award of RSUs, the Administrators will determine the vesting criteria applicable to the awarded RSUs; (ii) vesting of RSUs may include criteria such as performance vesting; (iii) each RSU shall be subject to vesting in accordance with the terms set out in an agreement evidencing the award of the RSU attached as Exhibit A to the Share Compensation Plan (or in such form as the Administrators may approve from time to time) (each, an "RSU Agreement"); and (iv) all vesting and issuances or payments in respect of an RSU shall be completed no later than December 15 of the third calendar year commencing after the award date for such RSU.

It is the current intention that RSUs may be awarded with both time-based vesting provisions as a component of the Issuer's annual incentive compensation program, and performance based vesting provisions as a component of the Issuer's long term incentive compensation program.

Under the Share Compensation Plan, should the date of vesting of an RSU fall within a blackout period or within nine business days following the expiration of a blackout period, the date of vesting will be automatically extended to the tenth business day after the end of the blackout period.

Termination, Retirement and Other Cessation of Employment in connection with RSUs

A person participating in the Share Compensation Plan will cease to be eligible to participate in the following circumstances: (i) receipt of any notice of termination of employment or service (whether voluntary or involuntary and whether with or without cause); (ii) retirement; and (iii) any cessation of employment or service for any reason whatsoever, including disability and death (an "Event of Termination"). In such circumstances, any vested RSUs will be issued (and with respect to each RSU of a US Participant, such RSU will be settled and shares issued as soon as practicable following the date of vesting of such RSU as set forth in the applicable RSU Agreement, but in all cases within 60 days following such date of vesting; and unless otherwise determined by the Administrators in their discretion, any unvested RSUs will be automatically forfeited and cancelled (and with respect to any RSU of a US Participant, if the Administrators determine, in their discretion, to waive vesting conditions applicable to an RSU that is unvested at the time of an Event of Termination, such RSU shall not be forfeited or cancelled, but instead will be deemed to be vested and settled and shares delivered following the date of vesting date of such RSU as set forth in the applicable RSU Agreement). Notwithstanding the above, if a person retires in accordance with the Issuer's retirement policy at such time, the pro rata portion of any unvested performance based RSUs will not be forfeited or cancelled and instead shall be eligible to become vested in accordance with the vesting conditions set forth in the applicable RSU Agreement after such retirement (as if retirement had not occurred), but only if the performance vesting criteria, if any, have been met on the applicable date. For greater certainty, if a person is terminated for just cause, all unvested RSUs will be forfeited and cancelled.

Options

The total number of Issuer Shares that may be issued on exercise of Options and RSUs, together with any other share compensation arrangements of the Issuer, shall not exceed 15% of the number of issued and outstanding Issuer Shares from time to time.

Mechanics for Options

Each Option granted pursuant to the Share Compensation Plan will entitle the holder thereof to the issuance of one Issuer Share upon achievement of the vesting criteria and payment of the applicable exercise price. Options granted under the Share Compensation Plan will be exercisable for Issuer Shares issued from treasury once the vesting criteria established by the Administrators at the time of the grant have been satisfied. However, the Issuer will continue to retain the flexibility through the amendment provisions in the Share Compensation Plan to satisfy its obligation to issue Issuer Shares by making a lump sum cash payment of equivalent value (i.e., pursuant to a cashless exercise), provided there is a full deduction of the number of underlying Issuer Shares from the Share Compensation Plan's reserve.

Vesting Provisions

The Share Compensation Plan provides that the Administrators may determine when any Option will become exercisable and may determine that Options shall be exercisable in instalments or pursuant to a vesting schedule. The Option agreement will disclose any vesting conditions prescribed by the Administrators.

Termination, Retirement and Other Cessation of Employment in connection with Options

A person participating in the Share Compensation Plan will cease to be eligible to participate where there is an Event of Termination. In such circumstances, unless otherwise determined by the Administrators in their discretion, any unvested Options will be automatically cancelled, terminated and not available for exercise and any vested Options may be exercised only before the earlier of: (i) the expiry of the Option; and (ii) six months after the date of the Event of Termination. If a person is terminated for just cause, all Options will be (whether or not then exercisable) automatically cancelled.

<u>Other Terms</u>

The Administrators will determine the exercise price and term/expiration date of each Option, provided that the exercise price in respect of that Option shall not be less than the Market Price on the date of grant.

No Option shall be exercisable after ten years from the date the Option is granted. Under the Share Compensation Plan, should the term of an Option expire on a date that falls within a blackout period or within nine business days following the expiration of a blackout period, such expiration date will be automatically extended to the tenth business day after the end of the blackout period.

Unless otherwise determined by the Board, in the event of a change of control, any surviving or acquiring corporation shall assume any Option outstanding under the Share Compensation Plan on substantially the same economic terms and conditions or substitute or replace similar options for those Options outstanding under the Share Compensation Plan on substantially the same economic terms and conditions.

Transferability

RSUs awarded and Options granted under the Share Compensation Plan, or any rights of a Participant cannot be transferred, assigned, charged, pledged or hypothecated, or otherwise alienated, whether by operation of law or otherwise.

Reorganization and Change of Control Adjustments

In the event of any declaration by the Company of any stock dividend payable in securities (other than a dividend which may be paid in cash or in securities at the option of the holder of Issuer Shares), or any subdivision or consolidation of Issuer Shares, reclassification or conversion of the Issuer Shares, or any combination or exchange of securities, merger, consolidation, recapitalization, amalgamation, plan of arrangement, reorganization, spin off involving the Company, distribution (other than normal course cash dividends) of Company assets to holders of Issuer Shares, or any other corporate transaction or event involving the Company or the Issuer Shares, the Administrators may make such changes or adjustments, if any, as they consider fair or equitable, to reflect such change or event including adjusting the number of Options and RSUs outstanding under the Share Compensation Plan, the type and number of securities or other property to be received upon exercise or redemption thereof, and the exercise price of Options outstanding under the Share Compensation Plan, provided that the value of any Option or RSU immediately after such an adjustment shall not exceed the value of such Option or RSU prior thereto.

Amendment Provisions in the Share Compensation Plan

The Board may amend the Share Compensation Plan or any RSU or Option at any time without the consent of any Participant provided that such amendment shall:

(a) not adversely alter or impair any RSU previously awarded or any Option previously granted, except as permitted by the adjustment provisions of the Share Compensation Plan and with respect to RSUs and Options of US Participants;

(b) be subject to any regulatory approvals including, where required, the approval of the CSE; and

(c) be subject to shareholder approval, where required, by the requirements of the CSE, provided that shareholder approval shall not be required for the following amendments:

    (i) amendments of a "housekeeping nature", including any amendment to the Share Compensation Plan or an RSU or Option that is necessary to comply with applicable Laws, tax or accounting provisions or the requirements of any regulatory authority, stock exchange or quotation system and any amendment to the Share Compensation Plan or an RSU or Option to correct or rectify any ambiguity, defective provision, error or omission therein, including any amendment to any definitions therein;

(ii) amendments that are necessary or desirable for RSUs or Options to qualify for favourable treatment under any applicable tax law;

(iii) amendments to the vesting provisions of any RSU or any Option (including any alteration, extension or acceleration thereof), providing such amendments do not adversely alter or impair such RSU or Option;

(iv) amendments to the termination provisions of any Option (e.g., relating to termination of employment, resignation, retirement or death) that does not entail an extension beyond the original expiration date (as such date may be extended by virtue of a blackout period) providing such amendments do not adversely alter or impair such Option;

(v) amendments to the Share Compensation Plan that would permit the Company to retain a broker and make payments for the benefit of Participants to such broker who would purchase Issuer Shares for such persons, instead of issuing Issuer Shares from treasury upon the vesting of the RSUs;

(vi) amendments to the Share Compensation Plan that would permit the Company to make lump sum cash payments to Participants, instead of issuing Issuer Shares from treasury upon the vesting of the RSUs;

(vii) the amendment of the cashless exercise feature set out in the Share Compensation Plan; and

(viii) change the application of the change of control provisions or the Reorganization Adjustments provisions.

(d) be subject to disinterested shareholder approval in the event of any reduction in the exercise price of any Option granted under the Share Compensation Plan to a Participant who is (i) an insider of the Company or any of its subsidiaries, and an associate of any person who is an insider by virtue of (i).

For greater certainty, shareholder approval will be required in circumstances where an amendment to the Share Compensation Plan would:

(a) increase the fixed maximum percentage of issued and outstanding Issuer Shares issuable under the Share Compensation Plan, other than by virtue of the adjustment provisions in the Share Compensation Plan, or change from a fixed maximum percentage of issued and outstanding Issuer Shares to a fixed maximum number of Issuer Shares;

(b) increase the limits referred to above under "Stock Options Plan and Other Incentive Plans - Restrictions on the Award of RSUs and Grant of Options";

(c) reduce the exercise price of any Option (including any cancellation of an Option for the purpose of reissuance of a new Option at a lower exercise price to the same person);

(d) extend the term of any Option beyond the original term (except if such period is being extend by virtue of a blackout period); or

(e) amend the amendment provisions the Share Compensation Plan

External Management Companies

On June 1, 2022, the Issuer entered into an independent consultant agreement with Manning Lee Management Ltd (the "Consultant") to obtain consulting services. The Issuer pays the Consultant $7,500 in the Filing Months (as defined therein) and $2,500 in the non-Filings Months. The Issuer also reimburses the Consultant at the end of each month for all pre-approved expenses properly and reasonably incurred by the Consultant for the purpose of performing the Consultant's duties. The Consultant may be entitled to a bonus paid in cash, shares or options as determined by the Board or compensation committee.

Duties of the Consultant

Under the Independent Consultant Agreement, the Consultant is authorized and directed, but not limited to the following principal duties:

- Manage/Update GL's;
- Manage reviews and annual audit (including providing financial statement information and preparing MD&A's);
- Handle banking transactions, reconciliation and reporting;
- Manage/run payroll (CEO, possibly 1-2 consultants);
- Prepare and submit treasury orders (correspond and coordinate with Odyssey);
- Manage relations with CSE and post periodic reports as required;
- Prepare and manage cash flow forecasts;
- Ensure compliance with relevant tax authorities;
- Work with the Board and complete and circulate other reports as required including maintaining schedules (i.e. option tables) etc.
- Prepare and present any special requests from Board or other outside parties; and
- Prepare all regulatory and exchange related documentation within required deadlines.

Termination

The Independent Consultant Agreement will continue unless terminated as follows:

(a) by the Consultant, by giving at least sixty (60) days written notice to the Issuer;

(b) by the Issuer, by giving the Consultant at least sixty (60) days written notice, or by paying the Consultant CDN$4,000 plus GST, in lieu of such notice; and

(c) by the Issuer, without notice in the event the Consultant breaches a material term of this Agreement or in the event the Consultant is unable to provide services for a period of thirty (30) consecutive days.

Upon termination, the Consultant will, upon receipt of all sums due and owing, promptly deliver to the Issuer all records and documents pertaining to the Issuer, including but not limited to, all books of account, correspondence and contracts and all equipment and any other property belonging to the Issuer.

Employment, Consulting and Management Agreements

Except as otherwise disclosed herein, the Issuer has no employment, consulting or management contracts with any other Named Executive Officer or Director.

Connor Cruise Employment Agreement

The Issuer has an employment agreement with Connor Cruise for the provision of CEO services (the "**Cruise Employment Agreement**"). Under the Cruise Employment Agreement, the Issuer pays Mr. Cruise an annual base salary of $100,000 CAD per annum. At the discretion of the Board, Mr. Cruise may be entitled to a bonus. In addition to the bonus, Mr. Cruise is entitled to $100,000 in the event of a change of control.

The Cruise Employment Agreement may be terminated: (a) voluntarily (without good reason) upon four (4) weeks' advance written notice given to the Issuer; (b) voluntarily (with good reason) by Mr. Cruise within five (5) business days following an event constituting good reason, by written notice, provided, however, that the Issuer shall have 15 business days following receipt of written notice describing the event constituting good reason to cure such event, and if the Issuer cures such event, any such termination by Mr. Cruise will no longer be deemed to constitute a termination with good reason; (c) without good cause by the Issuer at any time upon provision of payments noted below; (d) for good cause by the Issuer may immediately terminate the Cruise Employment Agreement and Mr. Cruise's employment with the Issuer for good cause by written notice; (e) upon Mr. Cruise's death; and (f) upon Mr. Cruise's permanent disability.

If the Issuer terminates Mr. Cruise's employment without good cause, then the Issuer shall pay to Mr. Cruise, in addition to the amounts payable generally upon termination, the following severance payments: (i) two (2) weeks notice for each full year of employment since the original start date.

An estimate of the amount payable to Mr. Cruise if the Cruise Employment Agreement were to be terminated is $8,000.

Oversight and Description of Director and Named Executive Officer Compensation

In its most recent management information circular filed on SEDAR on June 30, 2022, the Issuer disclosed the following information with regards to oversight and description of director and NEO compensation.

The Issuer has in place a compensation committee. The purpose of the Compensation Committee is to assist the Board in overseeing compensation and succession planning matters, including the Board's responsibilities of: (a) appointing, compensating and evaluating and planning for the succession of officers and other senior management personnel of the Company; (b) approving the Company's annual compensation budget; and (c) reviewing and approving matters related to the Company's compensation.

Composition of the Compensation Committee

The Compensation Committee is composed of a minimum of three members. Every Compensation Committee member must be a director of the Company. The majority of the Compensation Committee members must be "independent" as such term is defined in applicable securities legislation. All members of the Committee shall meet all requirements and guidelines for compensation committee service as specified in applicable securities and corporate Laws and the rules of the CSE.

Skills and experience that enable the Compensation Committee to make decisions on the suitability of the company's compensation policies and practices include:

- Connor Cruise – Chair – Mr. Cruise has served as President of Cruise Capital Ltd., a venture capital consulting firm, since March, 2017 and Vice-President of Intrynsyc Capital Corporation, a registered Exempt Market Dealer, since December 2017.
- David (Cy) Scott – Mr. Scott has served as CEO and Co-Founder of Headset Inc., a leading SaaS platform designed to help retailers, processors and growers make informed decisions about the emerging cannabis industry, based on real-time cannabis retail data, since July 2015.
- Murray Hinz – Mr. Hinz has served as Senior Vice-President of Finance and Administration for Parvus Therapeutics from April 2017 to present; Advisor to Senior Executives for CanElson Drilling from July 2013 to March 2015.

Compensation Philosophy

The Issuer's executive officer compensation program is designed to achieve the following objectives:

(a) provide market-competitive compensation opportunities in order to attract and retain talented, high-performing and experienced executive officers, whose knowledge, skills and performance are critical to our success;

(b) motivate executive officers to achieve business and financial objectives;

(c) align the interests of executive officers with those of our Shareholders by tying a meaningful portion of compensation directly to the long-term value and growth of our business; and

(d) provide incentives that encourage appropriate levels of risk-taking by our executive officers and provide a strong pay-for-performance relationship.

The Issuer offers executive officers cash compensation in the form of base salary and an annual bonus, and equity-based awards. The Issuer provides base salary to compensate employees for their day-to-day responsibilities, at levels that we believe are necessary to attract and retain executive officer talent. While the Issuer has determined that its current executive officer compensation program is effective at attracting and maintaining executive officer talent, the Issuer evaluates compensation practices on an ongoing basis to ensure that it is providing market-competitive compensation opportunities for the executive team. The Issuer has adopted the Share Compensation Plan to allow for a variety of equity-based awards that provide different types of incentives to be granted to directors, executive officers, employees and consultants. The Issuer believes that equity-based compensation awards motivate executive officers to achieve business and financial objectives, and also aligns their interests with the long-term interests of shareholders. The Share Compensation Plan facilitates the granting Options and RSUs. See "Executive Compensation – *Stock Option Plan and Other Incentive Plans*."

<u>Compensation Components</u>

The compensation of the NEO's includes three major elements: (i) base salary; (ii) short-term incentives, consisting of an annual bonus; and (iii) long-term equity incentives, consisting of Options and RSUs granted from time to time under the Share Compensation Plan. Perquisites and personal benefits are not a significant element of compensation of NEO's.

Base Salary

Base salary is provided as a fixed source of compensation for NEO's. Adjustments to base salaries are expected to be determined annually and may be increased based on a NEO's success in meeting or exceeding individual objectives, as well as to maintain market.

Annual Bonuses

Annual bonuses are designed to motivate NEO's to meet business and financial objectives generally and our annual financial performance targets in particular. Annual bonuses are earned, measured and made, if applicable, in cash. The Issuer anticipates continuing to do so going forward.

Long-Term Compensation – Stock Options

Long-term compensation is paid to NEO's in the form of grants of stock options. For more information, please refer to "15. Executive Compensation – *Stock Option Plan and Other Incentive Plans*."

Pension Plan Benefits

The Issuer does not have a pension plan that provides for payments or benefits to NEO's at, following, or in connection with retirement.

<u>Securities Authorized for Issuance under Equity Compensation Plans</u>

This information has been provided in "15. Executive Compensation – *Stock Option Plan and Other Incentive Plans*.".

16. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

16.1 Aggregate Indebtedness

No existing or proposed director, officer, employee or former director, officer or employee of the Issuer or any of its subsidiaries was indebted to the Issuer within thirty days before the date of this Listing Statement, or is currently indebted to the Issuer.

16.2 Indebtedness Under Securities Purchase and other Programs

Not applicable.

17. RISK FACTORS

17.1 Risk Factors Related to the Issuer and its Business

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

Insufficient Capital

The Issuer does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. To maintain its activities and for the exploration and development of the Falcon West Project, if warranted, the Issuer will require additional funds which may be obtained through various financing transactions or arrangements, including joint venturing of projects, debt financing, equity financing or other means. Additional financing may not be available when needed or, if available, the terms of such financing might not be favorable to the Issuer and might involve substantial dilution to existing shareholders. The Issuer may not be successful in locating suitable financing transactions in the time period required or at all. A failure to raise capital when needed would have a material adverse effect on the Issuer's business, financial condition and results of operations, and could result in the loss of the Issuer's interest in of the Falcon West Project. Any future issuance of securities to raise required capital will likely be dilutive to existing shareholders. In addition, debt and other debt financing may involve a pledge of assets and may be senior to interests of equity holders. The Issuer may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. The ability to obtain needed financing may be impaired by such factors as the capital markets, the price of commodities and/or the loss of key management personnel. Failure to obtain sufficient financing will result in a delay or indefinite postponement of exploration or development, including further exploration, if warranted, at of the Falcon West Project.

Financing Risks

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

Limited Operating History and Negative Operating Cash Flow

The Issuer has no history of earnings from mineral property exploration. There are no known commercial quantities of mineral reserves on of the Falcon West Project.

To the extent that the Issuer has a negative operating cash flow in future periods, the Issuer may need to allocate a portion of its cash reserves to fund such negative operating cash flow. The Issuer may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that additional capital or other types of financing will be available when needed or that these financings will be on terms favourable to the Issuer.

Loss of Entire Investment

An investment in the Issuer Shares is speculative and may result in the loss of an investor's entire investment. Only potential investors who are experienced in high risk investments and who can afford to lose their entire investment should consider an investment in the Issuer.

Resale of the Issuer's Securities

The continued operation of the Issuer will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Issuer is unable to generate such revenues or obtain such additional financing, any investment in the Issuer may be lost. In such event, the probability of resale of the Issuer Shares would be diminished.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Issuer Shares will be subject to market trends generally, notwithstanding any potential success of the Issuer in creating revenues, cash flows or earnings. The value of Issuer Shares will be affected by such volatility.

An active public market for the Issuer Shares might not develop or be sustained. If an active public market for the Issuer Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the purchase price.

Dilution from Equity Financing could Negatively Impact Holders of Common Shares

The Issuer may from time to time raise funds through the issuance of Issuer Shares or the issuance of debt instruments or other securities convertible into Issuer Shares. The Issuer cannot predict the size or price of future issuances of Issuer Shares or the size or terms of future issuances of debt instruments or other securities convertible into Issuer Shares, or the effect, if any, that future issuances and sales of the Issuer's securities will have on the market price of the Issuer Shares. Sales or issuances of substantial numbers of Issuer Shares, or the perception that such sales or issuances could occur, may adversely affect prevailing market prices of the Issuer Shares. With any additional sale or issuance of Issuer Shares, or securities convertible into Issuer Shares, investors will suffer dilution to their voting power and the Issuer may experience dilution in its earnings per share.

Property Interests

The Issuer does not own the mineral rights pertaining to the Falcon West Project. Rather, it holds an option to acquire a 100% interest. There is no guarantee the Issuer will be able to raise sufficient funding in the future to explore and develop the Falcon West Project so as to maintain its interests therein. If the Issuer loses or abandons its interest in the Falcon West Project, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the CSE. There is also no guarantee that the CSE will approve the acquisition of any additional properties by the Issuer, whether by way of option or otherwise, should the Issuer wish to acquire any additional properties.

In the event that the Issuer acquires a 100% interest in the Falcon West Project, there is no guarantee that title to the Falcon West Project will not be challenged or impugned. The Issuer's mineral property interests may be subject to prior unregistered agreements or transfers or aboriginal or Indigenous land claims or title may be affected by undetected defects. Surveys have not been carried out on the Falcon West Project, therefore, in accordance with the laws of the jurisdiction in which the Falcon West Project is situated; its existence and area could be in doubt.

Until competing interests in the mineral lands have been determined, the Issuer can give no assurance as to the validity of title of the Issuer to those lands or the size of such mineral lands.

Assurance of Right and Title

Ownership in mineral property interests involves certain inherent risks due to the difficulties of determining and obtaining clear title to claims as well as the frequently ambiguous conveyance history characteristics of many mineral properties.

The Issuer has taken steps to attempt to ensure that proper title to the Falcon West Project has been obtained. Despite the due diligence conducted by the Issuer, there is no guarantee that the Issuer's title or right to conduct exploration and development work on the Falcon West Project will not be challenged or impugned. The Issuer's mineral property interests may be subject to prior unregistered agreements or transfers or aboriginal or Indigenous land claims and title may be affected by undetected defects.

If the Issuer loses or abandons its interest in the mineral property, there is no assurance that the Issuer will be able to acquire another mineral property of merit or that such an acquisition would be approved by the CSE or applicable regulatory authorities. There is also no guarantee that the CSE will approve the acquisition of any additional mineral property interests by the Issuer, whether by way of option or otherwise, should the Issuer wish to acquire any additional property interests.

First Nations Land Claims

First Nations rights may be claimed on Crown properties or other types of tenure with respect to which mining rights have been conferred. The Supreme Court of Canada's 2014 decision in Tsilhqot'in Nation v. British Columbia (the "Tsilhqot'in Decision") marked the first time in Canadian history that a court has declared First Nations title to lands outside of reserve land of the Falcon West Project may now or in the future be the subject of aboriginal or Indigenous land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Issuer's ownership interest in the Falcon West Project cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which the Falcon West Project is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Issuer's activities. Even in the absence of such recognition, the Issuer may at some point be required to negotiate with and seek the approval of holders of aboriginal interests in order to facilitate exploration and development work on the Falcon West Project, there is no assurance that the Issuer will be able to establish a practical working relationship with any First Nations in the area which would allow it to ultimately develop the Falcon West Project.

There is a risk that the Tsilhqot'in Decision may lead other communities or groups to pursue similar claims in areas where the Falcon West Project is located. Although the Issuer relies on the Crown to adequately discharge its obligations in order to preserve the validity of its actions in dealing with public rights, the Issuer cannot accurately predict whether aboriginal claims will have a material adverse effect on the Issuer's ability to carry out its intended exploration and work programs on the Falcon West Project.

Exploration and Development

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

The Issuer's operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Issuer.

There is no assurance that the Issuer's mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Issuer's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

In the event the Issuer is fortunate enough to discover a mineral deposit, the economics of commercial production depend on many factors, including the cost of operations, the size and quality of the mineral deposit, proximity to infrastructure, financing costs and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting minerals and environmental protection. The effects of these factors cannot be accurately predicted, but any combination of these factors could adversely affect the economics of commencement or continuation of commercial mineral production.

Reliance on Management

The success of the Issuer will be dependent upon the ability, expertise, judgment, discretion, and good faith of its key executives, including the directors and officers of the Issuer and a number of highly skilled and experienced executives and personnel. 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 Issuer's business, operating results, or financial condition. The competition for highly skilled technical, research and development, management and other employees is high and there can be no assurance that the Issuer will be able to engage or retain the services of such qualified personnel in the future.

Furthermore, equity-based awards comprise a key component of executive and senior management compensation, and if the Issuer's common share price continues to be depressed, it may be difficult to retain such individuals. The Issuer's retention and recruiting may require significant increases in compensation expense, which may adversely affect its results of operation.

Reputational Risks

Damage to the Issuer's reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. The increased usage of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views regarding the Issuer and its activities, whether true or not. Although the Issuer believes that it operates in a manner that is respectful to all stakeholders and that it takes care in protecting its image and reputation, the Issuer does not ultimately have direct control over how it is perceived by others. Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations and an impediment to the Issuer's overall ability to advance its projects, thereby having a material adverse impact on financial performance, financial condition, cash flows and growth prospects.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks and, in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Issuer may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Issuer.

Permits and Government Regulations

The future operations of the Issuer may require permits from various federal, provincial and local governmental authorities and will be governed by Laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. There can be no guarantee that the Issuer will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on of the Falcon West Project. The Issuer currently does not have any permits in place.

Environmental Laws and Regulations

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

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

No Commercial Ore

The Falcon West Project on which a portion of the funds available are to be expended does not contain any known amounts of commercial ore.

Competition

The mining industry is intensely competitive in all its phases and the Issuer competes with other companies that have greater financial resources and technical facilities. Competition could adversely affect the Issuer's ability to acquire suitable properties or prospects in the future.

Management and Directors

The success of the Issuer is currently largely dependent on the performance of its officers. The loss of the services of these persons will have a materially adverse effect on the Issuer's business and prospects. There is no assurance the Issuer can maintain the services of its officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Issuer and its prospects.

The Issuer has made certain forward-looking statements in this form regarding the future plans and intentions of the Issuer. Investors are cautioned that while the Issuer presently believes such statements to be accurate, the current Board and management of the Issuer do not have the power to irrevocably bind future Boards, management or shareholders of the Issuer and, accordingly, cannot guarantee that such plans and intentions will be fulfilled by the Issuer, if any.

Fluctuating Mineral Prices

The Issuer's revenues, if any, are expected to be in large part derived from the extraction and sale of precious and base minerals and metals. Factors beyond the control of the Issuer may affect the marketability of metals discovered, if any. Mineral prices have fluctuated widely, particularly in recent years. Consequently, the economic viability of any of the Issuer's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices. Currency fluctuations may affect the cash flow which the Issuer may realize from its operations, since most mineral commodities are sold in the world market in United States dollars. Declines in mineral prices may have a negative side effect on the Issuer and on the trading value of the Issuer Shares.

Litigation

The Issuer may from time to time be involved in various claims, legal proceedings and disputes arising from disputes in relation to its mineral properties, including the Falcon West Project, and in the ordinary course of business. If such disputes arise and the Issuer is unable to resolve these disputes favourably, it may have a material and adverse effect on the Issuer's profitability or results of operations and financial condition.

Conflicts of Interest

Certain of the directors of the Issuer serve as directors of other companies or have significant shareholdings in other companies and, to the extent that such other companies may participate in ventures in which the Issuer may participate, the directors of the Issuer 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 Board, a director who has such a conflict will abstain from voting for or against the approval of such a participation or such terms. From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In accordance with the Laws of the Province of British Columbia, the directors of the Issuer are required to act honestly, in good faith and in the best interests of the Issuer. In determining whether or not the Issuer 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 Issuer may be exposed and its financial position at that time. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the BCBCA.

Dividends

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

17.2 Risk that Securityholders May Become Liable

There is no risk that securityholders of the Issuer may become liable to make additional contributions beyond the price of the security.

17.3 Other Risk Factors

Other than the risk factors set out above, the Issuer is not aware of any other material risk factors that a reasonable investor would consider relevant to an investment in the Issuer Shares.

18. PROMOTERS

18.1 Promoters

Following the completion of the Transaction, Kerem Usenmez may be considered to be a promoter of the Issuer given his instrumental role in reorganizing the business of the Issuer. Upon the completion of the Transaction, the promoter's shareholdings in the Issuer will be as follows:

Name of Shareholder	Number of Issuer Shares Beneficially Owned or Controlled	Percentage of Outstanding Issuer Shares
Kerem Usenmez	457,800	1.2%

18.2 Orders, Bankruptcies and Sanctions

(1) No promoter referred to in Section 18.1 is, as at the date of this Listing Statement, or was within ten years before the date hereof, a director, chief executive officer or chief financial officer of any person or company that:

(a) was subject to an order that was issued while the promoter was acting in the capacity as a director, chief executive officer or chief financial officer; or

(b) was subject to an order that was issued after the promoter ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while the promoter was acting in the capacity as director, chief executive officer or chief financial officer.

(2) For the purposes of section 18.2(1), "order" means:

(a) a cease trade order;

(b) an order similar to a cease trade order; or

(c) an order that denied the relevant person or company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days.

(3) Except as disclosed elsewhere in this Listing Statement, no promoter referred to in Section 18.1:

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

(b) has, within the ten 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 promoter.

(4) No promoter referred to in Section 18.1 has been subject to:

(a) any penalties or sanctions imposed by a court relating to provincial and territorial securities legislation or by a provincial and territorial securities regulatory authority or has entered into a settlement agreement with a provincial and territorial securities regulatory authority; or

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

19. LEGAL PROCEEDINGS

19.1 Legal Proceedings

Neither the Issuer, any subsidiary of the Issuer, nor the Falcon West Project is or has been the subject of any legal proceedings, penalties or sanctions imposed by a court or regulatory authority, or settlement agreements before a court or regulatory, and no such legal proceedings, penalties or sanctions are known by the Issuer to be contemplated.

19.2 Regulatory Actions

(a) There have been no penalties or sanctions imposed against the Issuer, any subsidiary of the Issuer, nor the Falcon West Project, relating to provincial and territorial securities legislation or by a securities regulatory authority within the three years immediately preceding the date hereof;

(b) There have been no other penalties or sanctions imposed by a court or regulatory body against the Issuer, any subsidiary of the Issuer, nor the Falcon West Project, necessary to contain full, true and plain disclosure of all material facts relating to the securities being listed; and

(c) There have been no settlement agreements the Issuer, any subsidiary of the Issuer, nor the Falcon West Project, entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority within the three years immediately preceding the date hereof.

20. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed below, no person or company named in this Listing Statement as having prepared or certified a part of this Listing Statement, and no responsible solicitor or any partner of a responsible solicitor's firm, holds any beneficial interest, direct or indirect, in any securities or property of the Issuer or of an associate or affiliate of the Issuer.

21. AUDITORS, TRANSFER AGENTS AND REGISTRARS

21.1 Auditor

Following the completion of the Transaction, the Issuer's auditors will be Davidson & Company LLP, Chartered Professional Accountants, located at 1200 - 609 Granville Street, Po Box 10372, Pacific Centre, Vancouver, B.C., Canada, V7Y 1G6.

21.2 Transfer Agent and Registrar

The Issuer's registrar and transfer agent is Odyssey Trust Company, located at 409 Granville St, Vancouver, B.C., Canada, V6C 1T2.

22. MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by LiCAN since the incorporation of LiCAN to the date of this Listing Statement that are still in effect:

1. Share Exchange Agreement;

2. Falcon West Option Agreement;

3. Consulting Services Agreement between LiCAN and Patker Consulting Inc. dated January 1, 2023;

4. Consulting Services Agreement between LiCAN and 1397257 B.C. Ltd. dated January 1, 2023.

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Issuer since its incorporation and to the date of this Listing Statement that are still in effect:

1. Escrow Agreement among the Issuer, Odyssey, and certain principals of the Issuer, dated May 26, 2023.

23. INTEREST OF EXPERTS

Except as disclosed below, no person or company whose profession or business gives authority to a report, valuation, statement or opinion 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 or is to hold any beneficial or registered interest, direct or indirect, in any securities or property of the Issuer or any associate or affiliate of the Issuer.

Andrew Tims, P. Geo., the Author of the Technical Report on the Falcon West Project, is independent from the Issuer and LiCAN within the meaning of NI 43-101.

Davidson & Company LLP, Chartered Professional Accountants is the auditor of LiCAN and has informed the Issuer that it is independent of LiCAN within the meaning of the rules of professional conduct of the Institute of Chartered Professional Accountants of British Columbia (ICABC).

Raymond Chabot Grant Thornton LLP is the auditor of the Issuer and has informed the Issuer that it is independent of the Issuer within the meaning of the rules of professional conduct of the Institute of Chartered Professional Accountants of British Columbia (ICABC).

24. OTHER MATERIAL FACTS

There are no other material facts that are not elsewhere disclosed herein, and which are necessary in order for this document to contain full, true and plain disclosure of all material facts relating to the Issuer.

25. FINANCIAL STATEMENTS

The following financial statements are available on the Issuer's SEDAR profile at www.sedar.com and incorporated by reference in this Listing Statement:

1. Audited financial statements for the Issuer for the year ended December 31, 2022 and 2021; and

2. Audited financial statements for the Issuer for the year ended December 31, 2021 2020.

The following financial statement are attached hereto as Schedule "A":

1. Audited financial statements for LiCAN for the period from incorporation to December 31,2022; and

2. Unaudited interim financial statements for LiCAN for the period ended March 31, 2023.

The following financial statement are attached hereto as Schedule "B":

1. Unaudited pro forma financial statements giving effect to the Transaction.

The following financial statement are attached hereto as Schedule "C":

1. MD&A of LiCAN for the year ended December 31, 2022.

The following financial statement are attached hereto as Schedule "D":

1. MD&A of LiCAN for the period ended March 31, 2023.

CERTIFICATE OF THE ISSUER

The foregoing contains full, true and plain disclosure of all material information relating to the Issuer. It contains no untrue statement of material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia this 29th day of May, 2023.

/s/ "*Connor Cruise*"
Connor Cruise
Chief Executive Officer

/s/ "*Matthew Lee*"
Matthew Lee
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS OF VOLTA METALS LTD.

/s/ "*Kerem Usenmez*"
Kerem Usenmez
Chief Executive Officer

/s/ "*Darren Morgans*"
Darren Morgans
Chief Financial Officer

PROMOTERS

/s/ "*Kerem Usenmez*"
Kerem Usenmez
Chief Executive Officer

SCHEDULE "A"

Audited Financial Statements of LiCAN for the period from incorporation to December 31, 2022 and Interim Financial Statements for the period ended March 31, 2023

See attached.

Audited Financial Statements of

LICAN EXPLORATION INC.

For the period from incorporation on April 19, 2022 to December 31, 2022

INDEPENDENT AUDITOR'S REPORT

To the Directors of
LiCan Exploration Inc.

Opinion

We have audited the accompanying financial statements of LiCan Exploration Inc. (the "Company"), which comprise the statement of financial position as at December 31, 2022, and the statements of loss and comprehensive loss, changes in equity, and cash flows for the period from incorporation on April 19, 2022 to December 31, 2022, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2022, and its financial performance and its cash flows for the period from incorporation on April 19, 2022 to December 31, 2022 in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the financial statements, which indicates that the Company has not yet achieved profitable operations and has a working capital deficit of $71,810. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Zachary Faure.

Davidson & Company LLP

Vancouver, Canada

Chartered Professional Accountants

April 13, 2023

LICAN EXPLORATION INC
STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
As at December 31

	Note		2022
ASSETS			
Current			
Cash		$	16,478
GST Receivable			1,705
			18,183
Non-Current			
Exploration and evaluation asset	5		177,567
TOTAL ASSETS		$	195,750
LIABILITIES			
Current			
Accounts Payable		$	14,993
Shareholder Loans	6		75,000
TOTAL LIABILITIES			89,993
EQUITY			
Share capital	7		122,000
Accumulated deficit			(16,243)
TOTAL EQUITY			105,757
TOTAL LIABILITIES AND EQUITY		$	195,750

Nature of operations and going concern (Note 2)
Subsequent event (Note 11)

These financial statements were authorized for issue by the Board of Directors on April 13, 2023.

"Kerem Usenmez"	**"Mark Cruise"**
Director	**Director**

The accompanying notes are an integral part of the financial statements

LICAN EXPLORATION INC.
STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	Note		Period from incorporation on April 19, 2022 to December 31, 2022
Operating costs			
Exploration & evaluation expenses	5	**$**	9,551
Legal			4,494
Office and administrative			1,448
Marketing & promotion			750
Loss and comprehensive loss for the period		**$**	**16,243**
Loss per common share – basic and diluted		$	**0.01**
Weighted average number of common shares outstanding – basic and diluted			1,946,304

LICAN EXPLORATION INC.
STATEMENT OF CHANGES IN EQUITY
(Expressed in Canadian Dollars)

	Number of common shares		Share capital		Accumulated deficit		Total
Balance as at April 19, 2022 (Incorporation)	-	$	-	$	-	$	-
Shares issued for cash (Note 7)	12,200,000		122,000				122,000
Loss for the period	-		-		(16,243)		(16,243)
Balance as at December 31, 2022	12,200,000	$	122,000	$	(16,243)	$	105,757

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

LICAN EXPLORATION INC.
STATEMENT OF CASH FLOWS
(Expressed in Canadian Dollars)
For the period from incorporation on April 19, 2022 to December 31, 2022

		2022
Cash flows from (used in) operating activities		
Loss for the period	$	(16,243)
Items not involving cash:		
Changes in non-cash working capital		
Accounts payable		6,626
GST Receivable		(1,705)
	$	(11,322)
Cash flows used in investing activities		
Exploration & evaluation assets	$	(169,200)
	$	(169,200)
Cash flows from financing activities		
Shares issued for cash	$	122,000
Proceeds from shareholder loans		75,000
	$	197,000
Change in cash	$	16,478
Cash, beginning of period		-
Cash, end of period	$	16,478

Supplemental disclosure with respect to cash flows		2022
Income taxes paid	$	-
Interest paid	$	-
Exploration and Evaluation Assets in accounts payable	$	8,367

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

1. REPORTING ENTITY

LiCan Exploration Inc. (the "**Company**" or "**LiCan**") was incorporated pursuant to the provisions of the Business Corporations Act of Ontario on April 19, 2022. The Company's head office is located at 890-999 West Hasting St, Vancouver, BC, Canada V6C 2W2. The Company's registered office is located at 700a-390 Bay St, Toronto, Ontario, Canada M5H 2Y2.

2. NATURE OF OPERATIONS AND GOING CONCERN

The Company's principal business activities include the acquisition and exploration of mineral property assets. The Company is considered to be in the exploration stage with respect to its interests in exploration and evaluation assets. The recoverability of the amounts comprising exploration and evaluation assets is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their exploration and development and upon future profitable production.

In October and November 2022, the Company entered into seven option agreements with private vendors pursuant to which the Company has the exclusive option to acquire a 100% interest in seven lithium projects in Northern Ontario, Canada. In January 2023, the Company entered into a letter of intent with Cashbox Ventures Ltd. ("**Cashbox**"), whereby LiCan and Cashbox would combine their respective business by way of a share exchange or asset acquisition (Note 11).

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at December 31, 2022, the Company has not yet achieved profitable operations and has a working capital deficit of $71,810. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. The continuing operations of the Company are dependent upon obtaining necessary financing to meet the Company's commitments as they come due and to finance future exploration and development of potential business acquisitions, economically recoverable reserves, securing and maintaining title and beneficial interest in the properties and upon future profitable production. Failure to continue as a going concern would require that assets and liabilities be recorded at their liquidation values, which may differ materially from their carrying values. These financial statements do not include adjustments that would be necessary should the Company be unable to continue as a going concern.

3. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These financial statements as at and for the period from incorporation on April 19, 2022 to December 31, 2022 have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standard Board ("**IASB**") and interpretations of the International Financial Reporting Interpretations Committee ("**IFRIC**").

These financial statements were approved and authorized for issuance by the Board of Directors of the Company on February XX, 2023.

Basis of Presentation

These financial statements have been prepared on a historical cost basis, except for certain financial instruments which have been measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. All monetary references expressed in these financial statements are references to Canadian dollar amounts ("$"), unless otherwise noted. These financial statements are presented in Canadian dollars, which is the functional currency of the Company.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

The accounting policies followed by the Company as set out below have been consistently followed in the preparation of these financial statements.

Cash

Cash consists of cash on hand and deposits in banks with no restrictions.

Related party transactions

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

Exploration and evaluation assets

Costs incurred before the Company has acquired the right to explore a property are expensed as incurred. Exploration and evaluation asset acquisition costs including option payments are capitalized. Exploration expenditures incurred prior to the determination of the feasibility of mining operations and a decision to proceed with development are recorded in profit or loss. Once a property is brought into production, the capitalized costs are amortized on a units-of-production basis, or until the property is abandoned, sold or management determines that the asset is no longer economically viable, at which time the unrecovered deferred costs are expensed to profit or loss. Proceeds received from the sale of any interest in a property will be credited against the carrying value of the property, with any excess included in profit or loss.

Asset Retirement Obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of exploration and evaluation assets and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as the related asset.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of common shares are recognized as a deduction from equity. Common shares issued for consideration other than cash, are measured based on the fair value of the consideration received, unless the fair value cannot be estimated reliably, in which case they are measured at the fair value of the shares at the date the shares are issued.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Share issuance costs

Professional, consulting, regulatory and other costs directly attributable to equity financing transactions are recorded as share issue costs when the financing transactions are completed if the completion of the transaction is considered likely. Otherwise, they are expensed as incurred. Share issuance costs are charged to share capital when the related shares are issued. Deferred share issuance costs related to financing transactions that are not completed are charged to expenses.

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 amortized 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 it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to share-based compensation expense is recorded in reserves.

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

Loss per share

Basic loss per share is computed using the weighted average number of common shares outstanding during the year. Diluted earnings per share amounts are calculated giving effect to the potential dilution that would occur if securities or other contracts to issue common shares were exercised or converted to common shares using the treasury stock method. If the Company incurs net losses in a fiscal year, basic and diluted losses per share are the calculated in the same manner. In the Company's case, diluted loss per share is the same as basic loss per share as the effect of outstanding stock options and warrants on loss per share would be anti-dilutive.

Income taxes

Income tax expense is comprised of current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis, or their tax assets and liabilities will be realized simultaneously.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against, which they can be utilized. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognize a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plan for the Company. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Financial instruments

<u>Financial assets</u>

The Company classifies its financial assets in the following categories:

i. Fair value through profit or loss (“FVTPL”)
ii. Fair value through other comprehensive income (“FVTOCI”)
iii. Amortized cost

The determination of the classification of financial assets is made at initial recognition. The Company’s accounting policy for each of the categories is as follows:

Financial assets at FVTPL

Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of financial assets held at FVTPL are included in the statements of loss and comprehensive loss. The Company has no financial assets in the category as at December 31, 2022.

Financial assets at FVTOCI

Financial assets carried at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive loss. The Company has no financial assets in the category as at December 31, 2022.

Financial assets at amortized cost

A financial asset is measured at amortized cost if the objective is to hold the financial asset for the collection on contractual cash flows and the asset’s contractual cash flows are comprised solely of payments of principal and interest. The financial asset is classified as current or non-current based on its maturity date and is initially recognized at fair value and subsequently carried at amortized cost less any impairment. The Company classifies cash and GST receivable in this category.

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. The financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

Financial liabilities at FVTPL

This category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statements of loss and comprehensive loss. The Company has no financial liabilities in the category as at December 31, 2022.

Other financial liabilities

This category includes accounts payable and accrued liabilities which are recognized at amortized cost using the effective interest method.

The effective interest method calculates the amortized cost of a financial liability and allocates interest expense over the corresponding period. The effective interest rate is the rate that discounts estimated future cash receipts over the expected life of the financial liability, or, where appropriate, a shorter period. Transaction costs in respect of financial liabilities at fair value through profit or loss are recognized in the statements of loss and comprehensive loss immediately while transaction costs associated with other financial liabilities are included in the initial measurement of the financial liability.

Financial liabilities are derecognized when its contractual obligations are discharged, cancelled, or expire. The Company also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different in which case a new financial liability based on the modified terms is recognized at fair value.

New accounting standards issued but not yet effective

IAS 1 – Presentation of Financial Statements ("IAS 1") was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. These amendments were further revised by the issuance of Non-current Liabilities with Covenants (Amendments to IAS 1) on October 31, 2022 which further narrowed the scope of the amendments The amendments are effective for annual periods beginning on January 1, 2024. The Company does not expect these amendments have a material effect on its financial statements.

4. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses, and related disclosures. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The determination of deferred income tax assets or liabilities requires subjective assumptions regarding future income tax rates and the likelihood of utilizing tax carry-forwards. Changes in these assumptions could materially affect the recorded amounts, and therefore do not necessarily provide certainty as to their recorded values.

(Expressed in Canadian Dollars)

4. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

Judgment is used mainly in determining how a balance or transaction should be recognized in the financial statements. Estimates and assumptions are used mainly in determining the measurement of recognized transactions and balances. Actual results may differ from these estimates.

Significant areas where management's judgment has been applied include:

Going concern

These financial statements were prepared under the assumption that the Company will continue as a going concern. The Company's management has assessed the Company's ability to continue as a going concern as disclosed in Note 1.

Impairment of exploration and evaluation assets

At the end of each financial reporting period, the carrying amounts of the Company's non-financial assets are reviewed to determine whether there is any indication that an impairment loss or reversal of previous impairment should be recorded. Where such an indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment, if any. With respect to exploration and evaluation assets, the Company is required to make estimates and judgments about future events and circumstances and whether the carrying amount of exploration assets exceeds its recoverable amount. Recoverability depends on various factors, including the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development and upon future profitable production or proceeds from the disposition of the exploration and evaluation assets themselves. Additionally, there are numerous geological, economic, environmental, and regulatory factors and uncertainties that could impact management's assessment as to the overall viability of its properties or its ability to generate future cash flows necessary to cover or exceed the carrying value of the Company's exploration and evaluation assets.

5. EXPLORATION AND EVALUATION ASSETS AND EXPENSES

As at December 31, 2022, the Company had the following exploration and evaluation assets:

	2022
Crescent Lake	$ 14,000
Eau Claire	900
Falcon Lake West	58,367
Kim Lake	15,000
Otatakan	10,200
Root	44,100
Store Lake	15,000
White Lights	20,000
Exploration and evaluation assets	$ 177,567

In October and November 2022, the Company acquired the rights to eight projects through seven option agreements and one staking campaign for the Eau Claire project.

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS AND EXPENSES (continued)

Exploration and evaluation expenses for the Company for the period April 19, 2022 to December 31,2022 were:

	2022
Falcon Lake West	$ 1,463
Kim Lake	4,044
Store Lake	4,044
Exploration and evaluation assets	$ 9,551

Falcon Lake West

In November 2022, the Company entered into an option agreement (the "Falcon Lake West Option Agreement") with a private arm's length vendor (the "Falcon Lake West Vendor") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Falcon Lake West project in Northern Ontario, Canada (the "Falcon Lake West Project"). Pursuant to the terms of the Falcon Lake West Option Agreement, the Company made an initial cash payment of $50,000 and upon the Company, or its successor, listing on a Canadian Stock Exchange the Company will issue shares in the value of $90,000.

To exercise the option in full the Company must meet the following obligations:

Anniversary	**Cash Payment**	**Share Payments**	**Work Commitments**
Inception	$ 50,000 (paid)	$ -	$ -
Upon Listing	-	90,000	-
First	100,000	200,000	250,000
Second	120,000	300,000	300,000
Third	150,000	500,000	750,000
	$ 420,000	$ 1,090,000	$1,300,000

The Company incurred $8,367 in legal expenses on the acquisition of the Falcon Lake West Project.

The Falcon Lake West Vendor retain a 1.5% net smelter return royalty ("NSR") over the Falcon Lake West Project. The Company will have the right at any time to repurchase two-thirds (1%) of the NSR for $1,000,000 in cash.

Crescent Lake

In November 2022, the Company entered into an option agreement (the "Crescent Lake Option Agreement") with two private arm's length vendors (the "Crescent Lake Vendors") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Crescent Lake project in Northern Ontario, Canada (the "Crescent Lake Project"). Pursuant to the terms of the Crescent Lake Option Agreement, the Company made an initial cash payment of $14,000. To exercise the option in full the Company must make an additional $66,000 in cash payments and issue $14,000 in shares over a three-year period. The Crescent Lake Vendors retain a 1.5% NSR over the Crescent Lake Project. The Company will have the right at any time to repurchase one-third (0.5%) of the NSR for $600,000 in cash.

5. EXPLORATION AND EVALUATION ASSETS AND EXPENSES (continued)

Kim Lake

In October 2022, the Company entered into an option agreement (the "Kim Lake Option Agreement") with two private arm's length vendors (the "Kim Lake Vendors") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Kim Lake project in Northern Ontario, Canada (the "Kim Lake Project"). Pursuant to the terms of the Kim Lake Option Agreement, the Company made an initial cash payment of $15,000. In order to exercise the option in full the Company must make an additional $77,000 in cash payments over a three-year period. The Kim Lake Vendors retain a 1.5% NSR over the Kim Lake Project. The Company will have the right at any time to repurchase one-third (0.5%) of the NSR for $500,000 in cash.

Store Lake

In October 2022, the Company entered into an option agreement (the "Store Lake Option Agreement") with two private arm's length vendors (the "Store Lake Vendors") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Store Lake project in Northern Ontario, Canada (the "Store Lake Project"). Pursuant to the terms of the Store Lake Option Agreement, the Company made an initial cash payment of $15,000. In order to exercise the option in full the Company must make an additional $77,000 in cash payments over a three-year period. The Store Lake Vendors retain a 1.5% NSR over the Store Lake Project. The Company will have the right at any time to repurchase one-third (0.5%) of the NSR for $500,000 in cash.

Otatakan

In November 2022, the Company entered into an option agreement (the "Otatakan Option Agreement") with two private arm's length vendors (the "Otatakan Vendors") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Otatakan project in Northern Ontario, Canada (the "Otatakan Project"). Pursuant to the terms of the Otatakan Option Agreement, the Company made an initial cash payment of $10,200. To exercise the option in full the Company must make an additional $20,400 in cash payments over a two-year period. The Otatakan Vendors retain a 2% NSR over the Otatakan Project. The Company will have the right at any time to repurchase one-half (1%) of the NSR for $1,000,000 in cash.

Root River

In November 2022, the Company entered into an option agreement (the "Root River Option Agreement") with a private arm's length vendor (the "Root River Vendor") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Root River project in Northern Ontario, Canada (the "Root River Project"). Pursuant to the terms of the Root River Option Agreement, the Company made an initial cash payment of $35,000 and upon the Company, or its successor, listing on a Canadian Stock Exchange the Company will issue shares in the value of $35,000. To exercise the option in full the Company must make an additional $225,000 in cash payments and issue $105,000 in shares over a three-year period. The Root River Vendor retain a 1.5% NSR over the Root River Project. On February 14, 2023 the Company and the Root River Vendor amended the Root River Option Agreement to allow the Company the right at any time to repurchase two-thirds (1.0%) of the NSR for $1,000,000 in cash. As part of the acquisition the Company reimbursed the Root River Vendors $9,100 for claims staking.

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS AND EXPENSES (continued)

White Lights

In November 2022, the Company entered into an option agreement (the “White Lights Option Agreement”) with a private arm’s length vendor (the “White Lights Vendor”) pursuant to which the Company has the exclusive option to acquire a 100% interest in the White Lights project in Northern Ontario, Canada (the “White Lights Project”). Pursuant to the terms of the White Lights Option Agreement, the Company made an initial cash payment of $20,000 and upon the Company, or its successor, listing on a Canadian Stock Exchange the Company will issue shares in the value of $20,000. To exercise the option in full the Company must make an additional $155,000 in cash payments and issue $60,000 in shares over a three-year period. The White Lights Vendor retain a 1.5% NSR over the White Lights Project. On February 14, 2023 the Company and the White Lights Vendor amended the White Lights Option Agreement to allow the Company the right at any time to repurchase two-thirds (1.0%) of the NSR for $1,000,000 in cash.

Eau Claire

The Company has a 100% interest in various claims in Northern Ontario and comprising the Eau Claire Project. The Company incurred $900 in staking costs to acquire the project.

6. SHAREHOLDER LOANS

In November 2022, the Company received $75,000 in shareholder loans from two related parties who are directors and shareholders of the Company. The loans have an interest rate of 10% and the funds are due and payable by June 30, 2023. The loans are unsecured and can be repaid by the Company at any time without any penalty interest.

7. INCOME TAXES

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

		2022
Loss from operations	$	**(16,243)**
Expected tax recovery	$	**(4,000)**
Change in statutory, foreign tax, foreign exchange rates and other		**(2,000)**
Change in unrecognized deductible temporary differences		**6,000**
Income tax (recovery) expense	$	**-**

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

		2022	**Expiry**
Temporary Differences			
Exploration and evaluation assets	$	**13,000**	No expiry
Non-Capital losses		**7,000**	2042

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

8. SHARE CAPITAL

Authorized Capital - Unlimited number of common shares with no par value.

Issued: For the period from incorporation on April 19, 2022 to December 31, 2022:

The Company issued 12,200,000 shares to founders at a price of $0.01 per share for gross proceeds of $122,000.

9. CAPITAL MANAGEMENT

The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to support the acquisition, exploration and evaluation of assets. The Board of Directors does not impose quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain the future development of the business.

In the management of capital, the Company considers all types of equity and is dependent on third party financing, whether through debt, equity, or other means. Although the Company has been successful in raising funds to date, there is no assurance that the Company will be successful in obtaining required financing in the future or that such financing will be available on terms acceptable to the Company. The properties in which the Company currently has an interest are in the exploration stage. As such the Company, has historically relied on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it determines that there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an on-going basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the period.

10. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, GST receivable, accounts payable, and shareholders loans.

Fair Value Measurement

The Company classifies the fair value of financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument:

- 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 liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 – inputs for the asset or liability that are not based on observable market data.

The fair values of the Company's cash and accounts payable approximate their carrying value, due to their short-term maturities or liquidity. The fair value of shareholder loans approximates their carrying value due to the market rate of interest.

10. FINANCIAL INSTRUMENTS (Continued)

Financial instrument risk exposure

As at December 31, 2022, the Company's financial instrument risk exposure and the impact thereof on the Company's financial instruments are summarized below:

(a) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. As at December 31, 2022, the Company has cash on deposit with a large Canadian bank. Credit risk is concentrated as all of the Company's cash and cash equivalents is held at one financial institution. Management believes the risk of loss to be remote.

(b) Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet its obligations under financial instruments. The Company manages liquidity risk by maintaining sufficient cash balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital to meet short-term obligations. As at December 31, 2022, the Company had a working capital deficit of $71,810, including cash of $16,478. As a result, the Company is exposed to liquidity risk.

(c) Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity and equity prices.

(i) Interest Rate Risk

Interest rate risk is the risk that the future cash flows from a financial instrument will fluctuate due to changes in market interest rates. The Company holds its cash in bank accounts that earn variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on the estimated fair value of the Company's cash balances as of December 31, 2022.

(ii) Foreign Currency Risk

The functional currency of the Company is the Canadian dollar. The Company is affected by currency transaction risk and currency translation risk. Consequently, fluctuations of the Canadian dollar in relation to other currencies impact the fair value of financial assets, liabilities and operating results. The Company does not have transactions and balances denominated in foreign currencies and therefore is not subject to significant foreign currency risk.

(iii) Price Risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact of movements in individual equity prices or general movements in the level of the stock market on the Company's financial performance. Commodity price risk is defined as the potential adverse impact of commodity price movements and volatilities on financial performance and economic value. Future declines in commodity prices may impact the valuation of long-lived assets. The Company closely monitors the commodity prices of copper, individual equity movements, and the stock market.

10. SEGMENT INFORMATION

The Company operates in one reportable segment, being the acquisition and exploration of exploration properties. All of the Company's non-current assets are located in Canada.

11. SUBSEQUENT EVENT

On March 27, 2023, the Company and its shareholders signed a definitive share exchange agreement (the "Definitive Agreement") with Cashbox Ventures Ltd ("Cashbox") in respect of a transaction whereby CashBox and LiCAN would combine their respective businesses.

In connection with the Definitive Agreement, the Company received a bridge loan of $200,000 payable in $50,000 monthly instalments, commencing on January 10, 2023 and up to April 10, 2023. The loan bears simple interest at 5% per annum and is due in full on April 10, 2024. If the transaction closes, the bridge loan shall become an intercompany loan and accounted for accordingly.

Under the terms of the Definitive Agreement, Cashbox has agreed to acquire all of the issued and outstanding shares of the Company. Each LiCan shareholder will receive, in exchange for each LiCan share it holds, 0.4078 of a common share in the capital of Cashbox at a deemed issuance price of $0.10 per share, resulting in the issuance of 4,975,160 Cashbox shares after giving effect to a 10:1 share consolidation of Cashbox's existing shares. At closing; shareholders loans in the aggregate amount of $75,000 will be settled for Cashbox shares at a price of $0.10, the Resulting Issuer will change its corporate name from "Cashbox Ventures Ltd." to "Volta Metals Ltd.", and subject to the approval of the Canadian Securities Exchange (the "CSE"), trade on the CSE under a new trading symbol.

Condensed Interim Financial Statements of

LICAN EXPLORATION INC.

For the three months ended March 31, 2023

(Unaudited – Expressed in Canadian Dollars)

LICAN EXPLORATION INC
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited - Expressed in Canadian Dollars)
As at,

	Note		March 31, 2023		December 31 2022
ASSETS					
Current					
Cash		$	17,352	$	16,478
Receivables and deposits			28,419		1,705
			45,772		18,183
Non-Current					
Exploration and evaluation asset	5		177,567		177,567
TOTAL ASSETS		$	223,339	$	195,750
LIABILITIES					
Current					
Accounts payable and accruals		$	158,016	$	14,993
Shareholder Loans	6		77,733		75,000
Advance	7		150,000		-
TOTAL LIABILITIES			368,249		89,993
EQUITY (DEFICIENCY)					
Share capital	8		122,000		122,000
Accumulated deficit			(284,410)		(16,243)
TOTAL EQUITY (DEFICIENCY)			(162,410)		105,757
TOTAL LIABILITIES AND EQUITY (DEFICIENCY)		$	223,339	$	195,750

Nature of operations and going concern (Note 2)

These condensed interim financial statements were authorized for issue by the Board of Directors on May 25, 2023.

"Kerem Usenmez"
Director

"Mark Cruise"
Director

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

LICAN EXPLORATION INC.
CONDENSED INTERIM STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(Unaudited - Expressed in Canadian Dollars)

	Note		Three months ended March 31, 2023
Operating costs			
Exploration & evaluation expenses	5	**$**	23,843
Interest			2,733
Legal, accounting and audit			186,459
Management salaries	6		45,000
Marketing & promotion			221
Office and administrative			3,221
Project investigation			6,690
Loss and comprehensive loss for the period		**$**	**268,167**
Loss per common share – basic and diluted		$	**0.02**
Weighted average number of common shares outstanding – basic and diluted			12,200,000

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

LICAN EXPLORATION INC.
CONDENSED INTERIM STATEMENT OF CHANGES IN SHAREHOLDER EQUITY
(Unaudited - Expressed in Canadian Dollars, except number of shares)

	Number of common shares		Share capital		Accumulated deficit		Total
Balance as at April 19, 2022 **(Incorporation)**	**-**	**$**	**-**	**$**	**-**	**$**	**-**
Shares issued for cash (Note 7)	**12,200,000**		**122,000**				**122,000**
Loss for the period	**-**		**-**		**(16,243)**		**(16,243)**
Balance as at December 31, 2022	**12,200,000**	**$**	**122,000**	**$**	**(16,243)**	**$**	**105,757**
Loss of the period	-		-		(268,167)		(268,167)
Balance as at March 31, 2023	**12,200,000**	**$**	**122,000**	**$**	**(284,110)**	**$**	**(162,410)**

LICAN EXPLORATION INC.
CONDENSED INTERIM STATEMENT OF CASH FLOWS
(Unaudited - Expressed in Canadian Dollars)

		Three months ended March 31, 2023
Cash flows from (used in) operating activities		
Loss for the period	$	(268,167)
Items not involving cash:		
Accrued Interest		(2,733)
Changes in non-cash working capital		
Accounts payable and accruals		143,024
Receivables and deposits		(26,715)
	$	(149,126)
Cash flows used in investing activities		
Exploration & evaluation assets	$	-
	$	-
Cash flows from financing activities		
Proceeds from advances	$	150,000
	$	150,000
Change in cash	$	874
Cash, beginning of period		16,478
Cash, end of period	$	17,352

Supplemental disclosure with respect to cash flows		Three months ended March 31, 2023
Income taxes paid	$	-
Interest paid	$	-
Exploration and Evaluation Assets in accounts payable	$	8,367

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

1. REPORTING ENTITY

LiCan Exploration Inc. (the "**Company**" or "**LiCan**") was incorporated pursuant to the provisions of the Business Corporations Act of Ontario on April 19, 2022. The Company's head office is located at 890-999 West Hasting St, Vancouver, BC, Canada V6C 2W2. The Company's registered office is located at 700a-390 Bay St, Toronto, Ontario, Canada M5H 2Y2.

2. NATURE OF OPERATIONS AND GOING CONCERN

The Company's principal business activities include the acquisition and exploration of mineral property assets. The Company is considered to be in the exploration stage with respect to its interests in exploration and evaluation assets. The recoverability of the amounts comprising exploration and evaluation assets is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their exploration and development and upon future profitable production.

In October and November 2022, the Company entered into seven option agreements with private vendors pursuant to which the Company has the exclusive option to acquire a 100% interest in seven lithium projects in Northern Ontario, Canada. In March 2023, the Company entered into a definitive Share Exchange Agreement ("**Definitive Agreement**") with Cashbox Ventures Ltd. ("**Cashbox**"), whereby LiCan and Cashbox will combine their respective businesses. Under the terms of the Definitive Agreement, Cashbox has agreed to acquire all of the issued and outstanding shares of the Company. Each LiCan shareholder will receive, in exchange for each LiCan share it holds, 0.4078 of a common share in the capital of Cashbox at a deemed issuance price of $0.10 per share, resulting in the issuance of 4,975,160 Cashbox shares after giving effect to a 10:1 share consolidation of Cashbox's existing shares.

These condensed interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at March 31, 2023, the Company has not yet achieved profitable operations and has a working capital deficit of $164,978. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. The continuing operations of the Company are dependent upon obtaining necessary financing to meet the Company's commitments as they come due and to finance future exploration and development of potential business acquisitions, economically recoverable reserves, securing and maintaining title and beneficial interest in the properties and upon future profitable production. Failure to continue as a going concern would require that assets and liabilities be recorded at their liquidation values, which may differ materially from their carrying values. These condensed interim financial statements do not include adjustments that would be necessary should the Company be unable to continue as a going concern.

3. MATERIAL ACCOUNTING POLICY INFORMATION

Statement of Compliance

These condensed interim financial statements as at and for the quarter to December 31, 2022 have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standard Board ("**IASB**") and interpretations of the International Financial Reporting Interpretations Committee ("**IFRIC**"). These financial statements comply with International Accounting Standard 34, Interim Financial Reporting ("IAS 34"). These condensed interim financial statements were approved and authorized for issuance by the Board of Directors of the Company on May 25, 2023.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Basis of Presentation

These financial statements have been prepared on a historical cost basis, except for certain financial instruments which have been measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. All monetary references expressed in these financial statements are references to Canadian dollar amounts ("$"), unless otherwise noted. These financial statements are presented in Canadian dollars, which is the functional currency of the Company.

This interim financial report does not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the annual financial statements of the Company for the year ended December 31, 2021. However, this interim financial report provides selected significant disclosures that are required in the annual financial statements under IFRS.

New and amended IFRS standards that are effective for the current year

In the current year, the Company has applied the below amendments to IFRS Standards and Interpretations issued by the IASB that were effective for annual periods that begin on or after January 1, 2023. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgments — Disclosure of Accounting Policies

The amendments change the requirements in IAS 1 with regard to disclosure of accounting policies. The amendments replace all instances of the term "significant accounting policies" with "material accounting policy information." Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The supporting paragraphs in IAS 1 are also amended to clarify that accounting policy information that relates to immaterial transactions, other events or conditions is immaterial and need not be disclosed. Accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. The International Accounting Standards Board ("IASB") has also developed guidance and examples to explain and demonstrate the application of the 'four-step materiality process' described in IFRS Practice Statement 2.

The amendments were applied effective January 1, 2023 and did not have a material impact on the Company's consolidated financial statements.

4. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses, and related disclosures. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The determination of deferred income tax assets or liabilities requires subjective assumptions regarding future income tax rates and the likelihood of utilizing tax carry-forwards. Changes in these assumptions could materially affect the recorded amounts, and therefore do not necessarily provide certainty as to their recorded values.

(Unaudited - Expressed in Canadian Dollars)

4. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

Judgment is used mainly in determining how a balance or transaction should be recognized in the financial statements. Estimates and assumptions are used mainly in determining the measurement of recognized transactions and balances. Actual results may differ from these estimates.

The Company's interim results are not necessarily indicative of its results for a full year. The critical judgements and estimates applied in the preparation of these financial statements are consistent with those applied and disclosed in Note 4 to the Annual Financial Statements.

5. EXPLORATION AND EVALUATION ASSETS AND EXPENSES

As at March 31, 2023, the Company had the following exploration and evaluation assets:

	March 31, 2023	December 31, 2022
Crescent Lake	$ 14,000	$ 14,000
Eau Claire	900	900
Falcon Lake West	58,367	58,367
Kim Lake	15,000	15,000
Otatakan	10,200	10,200
Root	44,100	44,100
Store Lake	15,000	15,000
White Lights	20,000	20,000
Exploration and evaluation assets	$ 177,567	$ 177,567

In October and November 2022, the Company acquired the rights to eight projects through seven option agreements and one staking campaign for the Eau Claire project.

Exploration and evaluation expenses for the Company for the quarter ended March 31, 2013 were:

	March 31, 2023
Falcon Lake West	$ 22,593
Kim Lake	500
Eau Claire	250
Root	500
Exploration and evaluation assets	$ 23,843

Falcon Lake West

In November 2022, the Company entered into an option agreement (the "Falcon Lake West Option Agreement") with a private arm's length vendor (the "Falcon Lake West Vendor") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Falcon Lake West project in Northern Ontario, Canada (the "Falcon Lake West Project"). Pursuant to the terms of the Falcon Lake West Option Agreement, the Company made an initial cash payment of $50,000 and upon the Company, or its successor, listing on a Canadian Stock Exchange the Company will issue shares in the value of $90,000.

(Unaudited - Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS AND EXPENSES (continued)

To exercise the option in full the Company must meet the following obligations:

Anniversary	Cash Payment	Share Payments	Work Commitments
Inception	$ 50,000 (paid)	$ -	$ -
Upon Listing	-	90,000	-
First	100,000	200,000	250,000
Second	120,000	300,000	300,000
Third	150,000	500,000	750,000
	$ 420,000	$ 1,090,000	$1,300,000

The Company incurred $8,367 in legal expenses on the acquisition of the Falcon Lake West Project.

The Falcon Lake West Vendor retain a 1.5% net smelter return royalty ("NSR") over the Falcon Lake West Project. The Company will have the right at any time to repurchase two-thirds (1%) of the NSR for $1,000,000 in cash.

Crescent Lake

In November 2022, the Company entered into an option agreement (the "Crescent Lake Option Agreement") with two private arm's length vendors (the "Crescent Lake Vendors") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Crescent Lake project in Northern Ontario, Canada (the "Crescent Lake Project"). Pursuant to the terms of the Crescent Lake Option Agreement, the Company made an initial cash payment of $14,000. To exercise the option in full the Company must make an additional $66,000 in cash payments and issue $14,000 in shares over a three-year period. The Crescent Lake Vendors retain a 1.5% NSR over the Crescent Lake Project. The Company will have the right at any time to repurchase one-third (0.5%) of the NSR for $600,000 in cash.

Kim Lake

In October 2022, the Company entered into an option agreement (the "Kim Lake Option Agreement") with two private arm's length vendors (the "Kim Lake Vendors") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Kim Lake project in Northern Ontario, Canada (the "Kim Lake Project"). Pursuant to the terms of the Kim Lake Option Agreement, the Company made an initial cash payment of $15,000. In order to exercise the option in full the Company must make an additional $77,000 in cash payments over a three-year period. The Kim Lake Vendors retain a 1.5% NSR over the Kim Lake Project. The Company will have the right at any time to repurchase one-third (0.5%) of the NSR for $500,000 in cash.

Store Lake

In October 2022, the Company entered into an option agreement (the "Store Lake Option Agreement") with two private arm's length vendors (the "Store Lake Vendors") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Store Lake project in Northern Ontario, Canada (the "Store Lake Project"). Pursuant to the terms of the Store Lake Option Agreement, the Company made an initial cash payment of $15,000. In order to exercise the option in full the Company must make an additional $77,000 in cash payments over a three-year period. The Store Lake Vendors retain a 1.5% NSR over the Store Lake Project. The Company will have the right at any time to repurchase one-third (0.5%) of the NSR for $500,000 in cash.

5. EXPLORATION AND EVALUATION ASSETS AND EXPENSES (continued)

Otatakan

In November 2022, the Company entered into an option agreement (the "Otatakan Option Agreement") with two private arm's length vendors (the "Otatakan Vendors") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Otatakan project in Northern Ontario, Canada (the "Otatakan Project"). Pursuant to the terms of the Otatakan Option Agreement, the Company made an initial cash payment of $10,200. To exercise the option in full the Company must make an additional $20,400 in cash payments over a two-year period. The Otatakan Vendors retain a 2% NSR over the Otatakan Project. The Company will have the right at any time to repurchase one-half (1%) of the NSR for $1,000,000 in cash.

Root River

In November 2022, the Company entered into an option agreement (the "Root River Option Agreement") with a private arm's length vendor (the "Root River Vendor") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Root River project in Northern Ontario, Canada (the "Root River Project"). Pursuant to the terms of the Root River Option Agreement, the Company made an initial cash payment of $35,000 and upon the Company, or its successor, listing on a Canadian Stock Exchange the Company will issue shares in the value of $35,000. To exercise the option in full the Company must make an additional $225,000 in cash payments and issue $105,000 in shares over a three-year period. The Root River Vendor retain a 1.5% NSR over the Root River Project. On February 14, 2023 the Company and the Root River Vendor amended the Root River Option Agreement to allow the Company the right at any time to repurchase two-thirds (1.0%) of the NSR for $1,000,000 in cash. As part of the acquisition the Company reimbursed the Root River Vendors $9,100 for claims staking.

White Lights

In November 2022, the Company entered into an option agreement (the "White Lights Option Agreement") with a private arm's length vendor (the "White Lights Vendor") pursuant to which the Company has the exclusive option to acquire a 100% interest in the White Lights project in Northern Ontario, Canada (the "White Lights Project"). Pursuant to the terms of the White Lights Option Agreement, the Company made an initial cash payment of $20,000 and upon the Company, or its successor, listing on a Canadian Stock Exchange the Company will issue shares in the value of $20,000. To exercise the option in full the Company must make an additional $155,000 in cash payments and issue $60,000 in shares over a three-year period. The White Lights Vendor retain a 1.5% NSR over the White Lights Project. On February 14, 2023 the Company and the White Lights Vendor amended the White Lights Option Agreement to allow the Company the right at any time to repurchase two-thirds (1.0%) of the NSR for $1,000,000 in cash.

Eau Claire

The Company has a 100% interest in various claims in Northern Ontario and comprising the Eau Claire Project. The Company incurred $900 in staking costs to acquire the project.

6. RELATED PARTY DISCLOSURES

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

During the three months ended March 31, 2023, the Company incurred management fees of $30,000 to the CEO, and $15,000 to the CFO.

In November 2022, the Company received $75,000 in shareholder loans from two related parties who are directors and shareholders of the Company. The loans have an interest rate of 10% and the funds are due and payable by June 30, 2023. The loans are unsecured and can be repaid by the Company at any time without any penalty interest. As at March 31, 2023 the balance of the shareholder loans has increased to $77,733, with the accrual of $2,733 of interest.

6. ADVANCES

On March 27, 2023, the Company and its shareholders signed a Definitive Agreement with Cashbox. In connection with the Definitive Agreement, the Company received a bridge loan of up to $200,000 payable in $50,000 monthly instalments up to April 10, 2023. As of March 31, 2023, the Company had received $150,000 of the total $200,000. The loan bears simple interest at 5% per annum and is due in full on April 10, 2024. If the transaction closes, the bridge loan shall become an intercompany loan and accounted for accordingly.

7. SHARE CAPITAL

Authorized Capital - Unlimited number of common shares with no par value.

Issued:

For the period from incorporation on April 19, 2022 to December 31, 2022:

The Company issued 12,200,000 shares to founders at a price of $0.01 per share for gross proceeds of $122,000.

There was no share capital activity during the period ended March 31, 2023

8. CAPITAL MANAGEMENT

The Company's capital structure consists of all components of shareholders' equity. The Company's objective when managing capital is to maintain adequate levels of funding to support current operations comprising the acquisition and development of its exploration and evaluation assets. The Company obtains funding primarily through issuing common stock. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future.

There were no changes to the Company's approach to capital management during the three months ended March 31, 2023. The Company is not subject to externally imposed capital requirements.

9. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, GST receivable, accounts payable and accruals, shareholders loans and advance.

Fair Value Measurement

The Company classifies the fair value of financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument:

- 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 liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 – inputs for the asset or liability that are not based on observable market data.

The fair values of the Company's cash and accounts payable approximate their carrying value, due to their short-term maturities or liquidity. The fair value of shareholder loans and advance approximates their carrying value due to the market rate of interest.

Financial instrument risk exposure

As at December 31, 2022, the Company's financial instrument risk exposure and the impact thereof on the Company's financial instruments are summarized below:

(a) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. As at December 31, 2022, the Company has cash on deposit with a large Canadian bank. Credit risk is concentrated as all of the Company's cash and cash equivalents is held at one financial institution. Management believes the risk of loss to be remote.

(b) Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet its obligations under financial instruments. The Company manages liquidity risk by maintaining sufficient cash balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital to meet short-term obligations. As at December 31, 2022, the Company had a working capital deficit of $71,810, including cash of $16,478. As a result, the Company is exposed to liquidity risk.

(c) Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates. The Company holds its cash in bank accounts that earn variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in market interest rates do not have a significant impact on the estimated fair value of the Company's cash balance as at March 31, 2023. The Company does not have any financial assets subject to changes in exchange rates so does not expect exchange rates to have a material impact to the Company.

11. SEGMENT INFORMATION

The Company operates in one reportable segment, being the acquisition and exploration of exploration properties. All of the Company's non-current assets are located in Canada.

SCHEDULE "B"

Unaudited Pro Forma Financial Statements giving effect to the Transaction

See attached.

Cashbox Ventures Ltd.

Pro forma Consolidated Financial Statements

MARCH 31, 2023

(Unaudited and Expressed in Canadian dollars)

CASHBOX VENTURES LTD.
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT MARCH 31, 2023
(EXPRESSED IN CANADIAN DOLLARS)

	Cashbox Ventures Ltd. Dec 31, 2022	LiCAN Exploration Inc. Mar 31,2023	Pro forma Adjustment	Notes	Pro forma Cashbox Ventures Ltd. (Consolidated)
ASSETS					
Current assets					
Cash	1,054,186	17,352	(200,000)	6(d)	
			1,625,000	6(e)	
			(150,000)	6(f)	2,346,538
Deposits	25,000	15,000	-		40,000
Prepaid expenses	69,016	-	-		69,016
GST receivable	-	13,420	-		13,420
	1,148,202	**45,772**	**1,275,000**		**2,468,974**
Non-current assets					
Prepaid expenses	210,561	-	-		210,561
Exploration and evaluation assets	-	177,567	-		177,567
	210,561	**177,567**	**-**		**388,128**
TOTAL ASSETS	**1,358,763**	**223,339**	**1,275,000**		**2,857,102**
LIABILITIES					
Current liabilities					
Accounts payable and accrued liabilities	100,606	158,016	-		258,622
Shareholder loans	-	77,733	(75,000)	6(e)	2,733
Advance	-	150,000	(150,000)	6(f)	-
TOTAL LIABILITIES	**100,606**	**385,749**	**(225,000)**		**261,355**
EQUITY					
Share capital	16,330,247	122,000	(16,330,247)	6(a)	
			1,487,525	6(d)	
			1,700,000	6(e)	3,309,525
Reserves	4,881,087	-	(4,881,087)	6(b)	
			15,321	6(d)	15,321
Accumulated deficit	(19,953,177)	(284,410)	19,953,177	6(c)	
			(444,689)	6(d)	(729,099)
TOTAL EQUITY	**1,258,157**	**(162,410)**	**1,500,000**		**2,595,747**
TOTAL EQUITY AND LIABILITIES	**1,358,763**	**223,339**	**1,275,000**		**2,857,102**

CASHBOX VENTURES LTD.
PRO FORMA CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
FOR THE YEAR / PERIOD ENDED DECEMBER 31, 2022
(EXPRESSED IN CANADIAN DOLLARS)

	Cashbox Ventures Ltd. Dec 31, 2022	**LiCAN Exploration Inc. Dec 31, 2022**	**Adjustments** Note 4(d)	**Pro forma Cashbox Ventures Ltd. (Consolidated)**
Expenses				
Accretion expense	9,938	-		9,938
Depreciation	1,341	-		1,341
Evaluation & evaluation expense	-	9,551		9,551
Insurance	71,102	-		71,102
Interest expense	15,573	-		15,573
Listing expense	-	-	444, 689	444, 689
Marketing	2,785	750		3,535
Office and administrative	55,348	1,448		56,796
Professional fees	233,244	4,494		237,738
Project investigation	-	-		-
Salaries and benefits	173,319	-		173,319
Share-based compensation	41,460	-		41,460
Total expenses	604,110	16,243	444, 689	1,065,042
Loss before other items	604,110	16,243	444, 689	1,065,042
Other Items				
Change in fair value of investment in publicly listed company	(1,824,786)	-		(1,824,786)
Foreign exchange gain / loss	103,462	-		103,462
Total other items	(1,721,324)	-		(1,721,324)
Income (loss) before income taxes	(2,325,434)	(16,243)	(444, 689)	(2,786,366)
Current income taxes	(57,382)	-		(57,382)
Net income (loss)	(2,268,052)	(16,243)	(444, 689)	(2,728,984)
Item that will be reclassified subsequently to profit or loss				
Foreign currency translation adjustment	(53,626)	-		(53,626)
Net comprehensive income (loss)	(2,321,678)	(16,243)	(444, 689)	(2,782,610)
Basic income (loss) per share	(0.16)	(0.00)	(0.00)	(0.07)
Diluted income (loss) per share	(0.16)	(0.00)	(0.00)	(0.07)

CASHBOX VENTURES LTD.
PRO FORMA CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
FOR THE QUARTER ENDED MARCH 31, 2023
(EXPRESSED IN CANADIAN DOLLARS)

	Cashbox Ventures Ltd. Dec 31, 2022	LiCAN Exploration Inc. March 31, 2023	Adjustments Note 4(d)	Pro forma Cashbox Ventures Ltd. (Consolidated)
Expenses				
Accretion expense	1,666	-		1,666
Depreciation	-	-		-
Evaluation & evaluation expense	-	23,843		23,843
Insurance	18,244	-		18,244
Interest expense	(1,666)	2,733		1,067
Listing expense	-	-	444, 689	444,689
Marketing	0	221		221
Office and administrative	20,460	3,221		23,681
Professional fees	76,016	186,459		262,475
Project investigation	-	6,690		6,690
Salaries and benefits	5,178	45,000		50,178
Share-based compensation	7,193	-		7,193
Total expenses	127,091	268,167	444, 689	839,947
Loss before other items	127,091	268,167	444, 689	839,947
Other Items				
Change in fair value of investment in publicly listed company	(120,137)	-		(120,137)
Foreign exchange gain / loss	(47,095)	-		(47,095)
Total other items	(167,232)	-		(167,232)
Income (loss) before income taxes	(294,323)	(268,167)	(444, 689)	(1,007,179)
Current income taxes	(57,691)	-		(57,691)
Net income (loss)	(236,632)	(268,167)	(444, 689)	(949,488)
Item that will be reclassified subsequently to profit or loss				
Foreign currency translation adjustment	-	-		-
Net comprehensive income (loss)	**(236,632)**	**(268,167)**	**(444, 689)**	**(949,488)**
Basic income (loss) per share	(0.02)	(0.02)	(0.00)	(0.03)
Diluted income (loss) per share	(0.02)	(0.02)	(0.00)	(0.03)

1. DESCRIPTION OF BUSINESS

The accompanying unaudited pro forma condensed consolidated financial statements of Cashbox Ventures Ltd. (“Cashbox” or the “Company”) have been prepared to give effect to a transaction between Cashbox and LiCAN Exploration Inc. (“LiCAN”). Cashbox was incorporated pursuant to the provisions of the British Columbia Business Corporation Act on April 3, 2018 and it is listed on the Canadian Securities Exchange (“CSE”) under the ticker “CBOX.X”. LiCan was incorporated pursuant to the provisions of the Business Corporations Act of Ontario on April 19, 2022.

2. SIGNIFICANT ACCOUNTING POLICIES

These unaudited pro forma consolidated financial statements have been compiled using the significant accounting policies as set out in the audited consolidated financial statements of LiCAN as of December 31, 2022. Management has determined that no material pro forma adjustments are necessary to conform the Company's accounting policies to the accounting policies used by LiCAN in the preparation of its audited financial statements.

3. BASIS OF PRESENTATION

These unaudited pro forma consolidated financial statements have been prepared by management of CashBox for inclusion in the information circular in connection with the proposed transaction described in Note 4, as of March 31, 2023.

The pro forma consolidated financial statements have been compiled from the following financial statements and should be read in conjunction with the following financial statements:

- The audited financial statements of Cashbox as at and for the year ended December 31, 2022;
- The audited financial statements of LiCAN as at and for the period ended December 31, 2022; and
- The unaudited interim condensed financial statements of LiCAN as at and for the quarter ended March 31, 2023.

For the pro forma consolidated statements of comprehensive income (loss) for quarter ended March 31, 2023, the Company has utlised the quarter ended December 31, 2022 for Cashbox as it is the most current information available.

These unaudited pro forma consolidated financial statements are not necessarily indicative of the Company's financial position on closing of the proposed transaction. In preparing these unaudited pro forma consolidated financial statements, no adjustments have been made to reflect additional costs or savings that could result from the transaction described in Note 4. Actual amounts recorded upon approval of the transaction will likely differ from those recorded in the unaudited pro forma consolidated financial statements.

The accompanying unaudited pro forma consolidated financial statements of the Company have been prepared by management from information derived from the financial statements, which were prepared in accordance with International Financial Reporting Standards (“IFRS”), of the Company and LiCAN to show effect of the proposed transaction as discussed in Note 4.

4. PROPOSED TRANSACTION

On March 27, 2023, LiCAN entered into a binding share exchange agreement with Cashbox, whereby Cashbox will acquire all of the shares of LiCAN. The Proposed Business Combination will be a reverse takeover (“RTO”) of Cashbox by LiCAN and its shareholders. On or immediately prior to the completion of the Business Combination, it is anticipated that:

a) Cashbox will effect a name change to such name as may be determined by LiCAN;
b) Cashbox will ensure the cancellation of 2,808,546 options and 509,704 warrants resulting in 299,078 options and 150,000 warrants remaining.

(EXPRESSED IN CANADIAN DOLLARS)

4. PROPOSED TRANSACTION (Continued)

c) Cashbox will implement the share consolidation of 1 post-consolidation common share ("Cashbox New Share") for 10 pre-consolidation common shares; and
d) Cashbox will appoint the board and management of LiCAN to its board and management team and all but one director of Cashbox will resign from the board of Cashbox.

Pursuant to the Proposed Business Combination the LiCAN shareholders will receive 0.4078 Cashbox New Shares for each LiCAN common share they held at the date of completion (the "Exchange Ratio").

5. ACCOUNTING FOR RTO

Cashbox does not meet the definition of a business nor does this transaction meet the definition of a business combination under IFRS 3. The acquisition of LiCAN by Cashbox constitutes a reverse asset acquisition where purchase of Cashbox's net assets is considered an equity-settled share-based payment under IFRS 2 (Share-based Payment) by LiCAN. Accordingly, as a result of the transaction, the pro forma financial statements have been adjusted for the elimination of Cashbox's equity balances.

Refer to Note 6(d) for pro forma RTO adjustment and calculation of listing expense.

The pro forma adjustments and allocations of the estimated consideration transferred are based in part on estimates of the fair value of assets to be acquired and liabilities to be assumed. The final determination of the consideration transferred and the related allocation of the fair value of the Company's net assets to be acquired pursuant to the Proposed Business Combination will ultimately be determined after the closing of the transactions.

6. PRO FORMA ASSUMPTIONS AND ADJUSTMENTS

a) A reduction in share capital of $16,330,247 to eliminate Cashbox's historical share capital.
b) A reduction of $4,881,087 in reserves to eliminate Cashbox's historical reserves balances.
c) An adjustment of $19,953,177 to eliminate Cashbox's historical deficit.
d) Based on Cashbox's financial statements for the year ended on December 31, 2022, LiCAN will be acquiring net assets with the estimated fair market value as follows:

	$
Consideration transferred	
14,875,247 shares a fair value of $0.10 per share	1,487,525
299,078 options (1)	13,681
150,000 warrants (2)	1,640
Transaction costs	200,000
	1,702,846
Cash	1,054,186
Other Assets	304,577
Accounts payable and accrued liabilities	(100,606)
Listing expenses	444,689
	1,702,846

(1) Valued using the Black-Scholes Option Pricing Model using volatility of 100%, weighted average exercise price of $1.90, risk free rate of 3.46%, expected life of 6.8 years and dividend yield of 0%.
(2) Valued using the Black-Scholes Option Pricing Model using volatility of 100%, exercise price of $0.60, risk free rate of 3.38%, expected life of 1.7 years and dividend yield of 0%.

(EXPRESSED IN CANADIAN DOLLARS)

6. PRO FORMA ASSUMPTIONS AND ADJUSTMENTS (Continued)

e) An adjustment to reflect the concurrent financing of 17,500,000 subscription receipts at $0.10, for gross proceeds of $1,750,000. The concurrent financing included $75,000 of LiCAN Shareholder Loans being exchanged for a similar value of subscription receipts. Transaction costs of $50,000 are expected to be incurred for net proceeds of $1,625,000.

f) An adjustment to reflect the advance provided by Cashbox to LiCAN of $150,000.

7. PRO FORMA SHARE CAPITAL

Shares in the unaudited pro forma consolidated financial statements are comprised of the following:

	Note	Number of shares	Share capital ($)
Cashbox's common shares outstanding - December 31, 2022 post 1 for 10 consolidation of Cashbox's shares		**14,875,247**	**16,330,247**
Reverse takeover adjustment - Cashbox's common shares	6(a)	-	(16,330,247)
Common shares issued to LiCAN's shareholders		4,975,160	122,000
Consideration transferred to shareholders of Cashbox	6(d)	-	1,487,525
Concurrent Financing	6(e)	17,500,000	1,700,000
Pro forma consolidated share capital		**37,350,407**	**3,309,525**

8. INCOME TAXES

The pro forma effective statutory Canadian income tax rate applicable to the consolidated operations subsequent to the completion of the Proposed Business Combination is approximately 27%.

SCHEDULE "C"

MD&A of LiCAN for the year ended December 31, 2022

See attached.

LICAN EXPLORATION INC.

Management's Discussion and Analysis

For the period from incorporation on April 19, 2022 to December 31, 2022

MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("MD&A") of LiCAN Exploration Inc. ("LiCAN" or the "Company") supplements, but does not form part of, the audited consolidated financial statements and the notes thereto for the period from April 19, 2022 (incorporation) to December 31, 2022 (the "Financial Statements") and includes events up to the date of this MD&A.

The following discussion and analysis, prepared by management, reviews the Company's financial condition and results of operations for the period from April 19, 2022 (incorporation) to December 31, 2022. The MD&A should be read in conjunction with the Financial Statements, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee. All dollar amounts are presented in Canadian dollars, the reporting currency of the Company, unless specifically noted. Other information contained in this document has been prepared by management and is consistent with the information contained in the Financial Statements.

The Company's certifying officers are responsible for ensuring that the Financial Statements and MD&A do not contain any untrue statement of a material fact or omit to state a material fact required to be stated, or that is necessary to make a statement not misleading in light of the circumstances under which it was made. The Company's certifying officers certify that the Financial Statements together with the other financial information included in the filings fairly present, in all material respects, the financial condition, financial performance and cash flows of the Company as of the date of, and for the periods presented in the filings.

In this MD&A, the words "we", "us", or "our", collectively refer to LiCAN. The first, second, third and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3" and "Q4", respectively. Periods from April 19, 2022 (incorporation) to December 31, 2022 are referred to as "Fiscal 2022".

The Company's Board of Directors provide an oversight role with respect to all public financial disclosures by the Company. The Board of Directors approves the Financial Statements and MD&A after the completion of its review.

The following MD&A has been prepared by management, in accordance with the requirements of NI 51-102 as of April 13, 2023.

FORWARD-LOOKING STATEMENTS

This MD&A contains "forward-looking statements" (also referred to as "forward-looking information") within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical facts, included in this MD&A that address activities, events or developments that LiCAN expects or anticipates will or may occur in the future, including, without limitation, statements about the future exploration activities; sources, and proposed uses, of funds; capital and operating cost estimates, including general and administrative expenses; expectations regarding the ability to raise capital for future activities; and other such matters are forward-looking statements. The use of words such as "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", believe", outlook", "forecast" and similar expressions are intended to identify forward-looking statements.

Forward-looking information and statements are based on the then current expectations, beliefs, assumptions, estimates and forecasts about LiCAN 's business and the industry and markets in which it operates. Forward-looking information and statements are made based upon certain assumptions and other important factors that could cause the actual results, performances or achievements of LiCAN to be materially different from future results, performances or achievements expressed or implied by such information or statements. Such information and statements are based on numerous assumptions including, among others, that the results of planned exploration activities are as anticipated, the price of lithium, the anticipated cost of planned exploration activities, that general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed on reasonable terms and that third party contractors, equipment, supplies and governmental and other approvals required to conduct LiCAN's planned exploration activities will be available on reasonable terms and in a timely manner.

Forward-looking information and statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of LiCAN to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, risks related to the negative operating cash flow and dependence on third party financing; the uncertainty of additional financing; the limited operating history of LiCAN ; the lack of known mineral resources or reserves; the influence of a large shareholder; lithium prices; Aboriginal title and consultation issues; risks related to exploration activities generally; reliance upon key management and other personnel; title to properties; uninsurable risks; conflicts of interest; permits and licenses; environmental and other regulatory requirements; political regulatory risks; competition; and the volatility of share prices, all as more particularly described in the "Risk Factors" below.

Although LiCAN has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place reliance on forward-looking statements.

BUSINESS OVERVIEW

LiCan Exploration Inc. was incorporated pursuant to the provisions of the Business Corporations Act of Ontario on April 19, 2022. The Company's head office is located at 890-999 West Hasting St, Vancouver, BC, Canada V6C 2W2. The Company's registered office is located at 700a-390 Bay St, Toronto, Ontario, Canada M5H 2Y2.

The Company's principal business activities include the acquisition and exploration of mineral property assets. The Company is in the exploration stage with respect to its interests in exploration and evaluation assets. The recoverability of the amounts comprising exploration and evaluation assets is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their exploration and development and upon future profitable production.

OVERALL PERFORMANCE

During Fiscal 2022, the Company completed its initial founders offering and acquired the rights to eight projects through seven option agreements and one staking campaign for the Eau Claire project. As an exploration stage company, LiCAN does not have revenues and is expected to generate operating losses. As at December 31, 2022, the Company had cash of $16,478, a deficit of $16,243 and negative working capital of $71,810.

The business of mining for minerals involves a high degree of risk. LiCAN is an exploration company and is subject to risks and challenges similar to companies in a comparable stage and industry. These risks include, but are not limited to, the challenges of securing adequate capital, exploration, development and operational risks inherent in the mining industry; changes in government policies and regulations; the ability to obtain the necessary permitting; as well as global economic and commodity price volatility; all of which are uncertain.

The underlying value of the Company's exploration and evaluation assets is dependent upon the existence and economic recovery of mineral reserves and is subject to, but not limited to, the risks and challenges identified above. Changes in future conditions could require material write-downs of the carrying value of the Company's exploration and evaluation assets.

The Company does not generate revenue. As a result, LiCAN continues to be dependent on third party financing to continue exploration activities on the Company's properties. Accordingly, the Company's future performance will be most affected by its access to financing, whether debt, equity or other means. Access to such financing, in turn, is affected by general economic conditions, the price of copper, and uranium or commodities or metals exploration risks and the other factors described in the section entitled "Risk Factors" included below.

TECHNICAL DISCLOSURE

The Company's disclosure of technical or scientific information in this MD&A has been reviewed and approved by Kerem Usenmez, P.Geo., President & Chief Executive Officer ("CEO") for LiCAN. Mr. Usenmez is a Qualified Person as defined under the terms of National Instrument 43-101 Standards of Disclosure for Mineral Projects. Mr. Usenmez is not independent by virtue of his position as a director and officer of the Company.

DISCUSSION OF OPERATIONS

During Fiscal 2022, and to the date of this MD&A, the Company had the following corporate activities:

- Completed the period ended December 31, 2022 with $71,810 in negative working capital, including cash of $16,478 and shareholder loans of $75,000.
- Completed its initial founders offering in November 2022 whereby 12,200,000 common shares of the Company were issued at a price of $0.01 for gross proceeds of $122,000.
- Acquired the rights to eight projects, including the Company's material mineral property Falcon West, through seven option agreements and one staking campaign for the Eau Claire project.

- Signed a definitive share exchange agreement with Cashbox Ventures Ltd ("Cashbox") in respect of a transaction whereby CashBox and LiCAN would combine their respective businesses. In connection with the Definitive Agreement, the Company received a bridge loan of $200,000 payable in $50,000 monthly instalments, commencing on January 10, 2023 and up to April 10, 2023. The loan bears simple interest at 5% per annum and is due in full on April 10, 2024.

EXPLORATION AND EVALUATION ASSETS

As at December 31, 2022, the Company had the following exploration and evaluation assets:

	2022
Crescent Lake	$ 14,000
Eau Claire	900
Falcon Lake West	58,367
Kim Lake	15,000
Otatakan	10,200
Root	44,100
Store Lake	15,000
White Lights	20,000
Exploration and evaluation assets	$ 177,567

In October and November 2022, the Company acquired the rights to eight projects through seven option agreements and one staking campaign for the Eau Claire project.

Exploration and evaluation expenses for the Company for the period April 19, 2022 to December 31,2022 were:

	2022
Falcon Lake West	$ 1,463
Kim Lake	4,044
Store Lake	4,044
Exploration and evaluation assets	$ 9,551

Falcon Lake West

In November 2022, the Company entered into an option agreement (the "Falcon Lake West Option Agreement") with a private arm's length vendor (the "Falcon Lake West Vendor") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Falcon Lake West project in Northern Ontario, Canada (the "Falcon Lake West Project"). Pursuant to the terms of the Falcon Lake West Option Agreement, the Company made an initial cash payment of $50,000 and upon the Company, or its successor, listing on a Canadian Stock Exchange the Company will issue shares in the value of $90,000.

To exercise the option in full the Company must meet the following obligations:

Anniversary	Cash Payment	Share Payments	Work Commitments
Inception	$ 50,000 (paid)	$ -	$ -
Upon Listing	-	90,000	-
First	100,000	200,000	250,000
Second	120,000	300,000	300,000
Third	150,000	500,000	750,000
	$ 420,000	$ 1,090,000	$1,300,000

The Company incurred $8,367 in legal expenses on the acquisition of the Falcon Lake West Project.

The Falcon Lake West Vendor retain a 1.5% net smelter return royalty ("NSR") over the Falcon Lake West Project. The Company will have the right at any time to repurchase two-thirds (1%) of the NSR for $1,000,000 in cash.

The Falcon Lake West Project covers 1,250 hectares in northwestern Ontario within the Winnipeg River Terrane of the Superior Province and is located 73 km east of Armstrong, Ontario. The Project has been subject to exploration since 1956 when the Falcon pegmatite swarm was discovered and originally drilled by British Canadian Lithium Mines Ltd. The property is located within the Caribou Greenstone Belt, which trends ENE along the top of Lake Nipigon, extending eastward from the larger Onamon-Tashota Green-stone Belt, and lying along the northern margin of the Wabigoon Subprovince (marked by the Sydney Lake-Lake St. Joseph Fault zone). The Caribou bel contains horizons of metasedimentary units, including abundant iron formation. Numerous Archean-aged mafic and ultramafic bodies intrude the volcanics. The property hosts the Falcon Far West Pegmatite Which has reported 0.77% Li_2O over 9.4 m in historical work. The property has seen little activity until 2009 with resampling of the existing pegmatite being the primary focus. Recent detailed work by the Ontario Geological Survey has highlighted the Falcon West pegmatite swarm as a highly evolved spodumene-subtype granitic pegmatite with tantalum enrichment.

Crescent Lake

In November 2022, the Company entered into an option agreement (the "Crescent Lake Option Agreement") with two private arm's length vendors (the "Crescent Lake Vendors") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Crescent Lake project in Northern Ontario, Canada (the "Crescent Lake Project"). Pursuant to the terms of the Crescent Lake Option Agreement, the Company made an initial cash payment of $14,000. To exercise the option in full the Company must make an additional $66,000 in cash payments and issue $14,000 in shares over a three-year period. The Crescent Lake Vendors retain a 1.5% NSR over the Crescent Lake Project. The Company will have the right at any time to repurchase one-third (0.5%) of the NSR for $600,000 in cash.

Kim Lake

In October 2022, the Company entered into an option agreement (the "Kim Lake Option Agreement") with two private arm's length vendors (the "Kim Lake Vendors") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Kim Lake project in Northern Ontario, Canada (the "Kim Lake Project"). Pursuant to the terms of the Kim Lake Option Agreement, the Company made an initial cash payment of $15,000. In order to exercise the option in full the Company must make an additional $77,000 in cash payments over a three-year period. The Kim Lake Vendors retain a 1.5% NSR over the Kim Lake Project. The Company will have the right at any time to repurchase one-third (0.5%) of the NSR for $500,000 in cash.

Store Lake

In October 2022, the Company entered into an option agreement (the "Store Lake Option Agreement") with two private arm's length vendors (the "Store Lake Vendors") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Store Lake project in Northern Ontario, Canada (the "Store Lake Project"). Pursuant to the terms of the Store Lake Option Agreement, the Company made an initial cash payment of $15,000. In order to exercise the option in full the Company must make an additional $77,000 in cash payments over a three-year period. The Store Lake Vendors retain a 1.5% NSR over the Store Lake Project. The Company will have the right at any time to repurchase one-third (0.5%) of the NSR for $500,000 in cash.

Otatakan

In November 2022, the Company entered into an option agreement (the "Otatakan Option Agreement") with two private arm's length vendors (the "Otatakan Vendors") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Otatakan project in Northern Ontario, Canada (the "Otatakan Project"). Pursuant to the terms of the Otatakan Option Agreement, the Company made an initial cash payment of $10,200. To exercise the option in full the Company must make an additional $20,400 in cash payments over a two-year period. The Otatakan Vendors retain a 2% NSR over the Otatakan Project. The Company will have the right at any time to repurchase one-half (1%) of the NSR for $1,000,000 in cash.

Root River

In November 2022, the Company entered into an option agreement (the "Root River Option Agreement") with a private arm's length vendor (the "Root River Vendor") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Root River project in Northern Ontario, Canada (the "Root River Project"). Pursuant to the terms of the Root River Option Agreement, the Company made an initial cash payment of $35,000 and upon the Company, or its successor, listing on a Canadian Stock Exchange the Company will issue shares in the value of $35,000. To exercise the option in full the Company must make an additional $225,000 in cash payments and issue $105,000 in shares over a three-year period. The Root River Vendor retain a 1.5% NSR over the Root River Project. On February 14, 2023 the Company and the Root River Vendor amended the Root River Option Agreement to allow the Company the right at any time to repurchase two-thirds (1.0%) of the NSR for $1,000,000 in cash. As part of the acquisition the Company reimbursed the Root River Vendors $9,100 for claims staking.

White Lights

In November 2022, the Company entered into an option agreement (the "White Lights Option Agreement") with a private arm's length vendor (the "White Lights Vendor") pursuant to which the Company has the exclusive option to acquire a 100% interest in the White Lights project in Northern Ontario, Canada (the "White Lights Project"). Pursuant to the terms of the White Lights Option Agreement, the Company made an initial cash payment of $20,000 and upon the Company, or its successor, listing on a Canadian Stock Exchange the Company will issue shares in the value of $20,000. To exercise the option in full the Company must make an additional $155,000 in cash payments and issue $60,000 in shares over a three-year period. The White Lights Vendor retain a 1.5% NSR over the White Lights Project. On February 14, 2023 the Company and the White Lights Vendor amended the White Lights Option Agreement to allow the Company the right at any time to repurchase two-thirds (1.0%) of the NSR for $1,000,000 in cash.

Eau Claire

The Company has a 100% interest in various claims in Northern Ontario and comprising the Eau Claire Project. The Company incurred $900 in staking costs to acquire the project.

RESULTS OF OPERATIONS

During the three months and period ended December 31, 2022, the Company completed its initial founders offering and acquired the rights to eight projects through seven option agreements and one staking campaign for the Eau Claire project. . As a result, the operations were fairly limited in nature outside of exploration expenditures and were primarily related to professional fees for general establishment of the Company and acquisition of mineral properties.

		Period from incorporation on April 19, 2022 to December 31, 2022 (1)
Operating costs		
Exploration & evaluation expenses	**$**	9,551
Legal		4,494
Office and administrative		1,448
Marketing & promotion		750
Loss and comprehensive loss for the period	**$**	**16,243**

(1) There was no activity from incorporation until October 1, 2022 and therefore the Fiscal 2022 results and Q4 results are identical.

SUMMARY OF QUARTERLY RESULTS

The following summarizes quarterly financial results of the Company for the last three most recently completed quarters:

	Q4 2022	Q3 2022	From Apr 19, 2022 (incorporation) to June 30, 2022
	$	$	$
Net loss and comprehensive loss	16,243	-	-
Basic and diluted loss per share	0.01	-	-

The re was no activity from incorporation until October 1, 2022.

SELECTED ANNUAL INFORMATION

The following selected financial data have been prepared in accordance with IFRS unless otherwise noted and should be read in conjunction with the Company's Financial Statements. The following table sets forth selected annual financial information appears below.

	Fiscal 2022
	$
Net loss and comprehensive loss	**(16,243)**
Basic and diluted loss per share	**(0.01)**
Exploration and evaluation assets	**177,567**
Total assets	**195,750**
Working capital	**(71,810)**

LIQUIDITY AND CAPITAL RESOURCES

The Company is in the exploration stage and therefore has no cash flow from operations. Its only source of funds since incorporation has been from the issuance of common shares and shareholder loans. The Company is in the process of exploring mineral claims. The Company has not yet determined whether or when the claims could be economically viable.

As at December 31, 2022, the Company had cash of $16,478, a deficit of $16,243 and working capital deficit of $71,810.

The Company's cash flows from operations are negative as it is an exploration stage company. During Fiscal 2022, the Company used cash of $11,322 in operating activities primarily related to exploration activities, professional fees as well as and changes in non-cash working capital.

During Fiscal 2022, the Company used $169,200 in investing activities.

During Fiscal 2022, the Company received cash of $197,000 from financing activities related to proceeds from issuance of initial founders shares and the issuance of shareholder loans.

The Company has not yet achieved profitable operations. This condition indicates the existence of material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. The continuing operations of the Company are dependent upon obtaining necessary financing to meet the Company's commitments as they come due and to finance future exploration and development, potential business acquisitions, economically recoverable reserves, securing and maintaining title and beneficial interest in the properties and upon future profitable production. Failure to continue as a going concern would require that assets and liabilities be recorded at their liquidation values, which may differ materially from their carrying values. The Financial Statements do not include adjustments that would be necessary should the Company be unable to continue as a going concern.

SIGNIFICANT ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

The preparation of the Financial Statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses, and related disclosures. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Judgment is used mainly in determining how a balance or transaction should be recognized in the financial statements. Estimates and assumptions are used mainly in determining the measurement of recognized transactions and balances. Actual results may differ from these estimates.

Significant areas where management's judgment has been applied include:

Going concern

These financial statements were prepared under the assumption that the Company will continue as a going concern. The Company's management has assessed the Company's ability to continue as a going concern and has exercised judgment in its determination that the Company has the necessary resources and access to capital to continue its business for the foreseeable future.

Impairment of exploration and evaluation assets

At the end of each financial reporting period, the carrying amounts of the Company's non-financial assets are reviewed to determine whether there is any indication that an impairment loss or reversal of previous impairment should be recorded. Where such an indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment, if any. With respect to exploration and evaluation assets, the Company is required to make estimates and judgments about future events and circumstances and whether the carrying amount of exploration assets exceeds its recoverable amount. Recoverability depends on various factors, including the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development and upon future profitable production or proceeds from the disposition of the exploration and evaluation assets themselves. Additionally, there are numerous geological, economic, environmental, and regulatory factors and uncertainties that could impact management's assessment as to the overall viability of its properties or its ability to generate future cash flows necessary to cover or exceed the carrying value of the Company's exploration and evaluation assets.

OFF-BALANCE SHEET ARRANGEMENTS

The Company had no off-balance sheet arrangements as at December 31, 2022 or as at the date of this MD&A.

OUTSTANDING SHARE DATA

As of the date of this MD&A and December 31, 2022, the Company had the following securities issued and outstanding:

	Number of instruments
	#
Common shares issued and outstanding [1]	12,200,000
Stock options	-
Warrants	-

[1] *Authorized: Unlimited common shares without par value.*

RELATED PARTY TRANSACTIONS

In November 2022, the Company received $75,000 in shareholder loans from two related parties who are directors and shareholders of the Company. The loans have an interest rate of 10% and the funds are due and payable by June 30, 2023. The loans are unsecured and can be repaid by the Company at any time without any penalty interest. At December 31, 2022 the shareholder loans remained outstanding.

There were no other related party transactions for the period ended December 31, 2022.

CAPITAL MANAGEMENT

The Company's capital structure consists of all components of shareholders' equity. The Company's objective when managing capital is to maintain adequate levels of funding to support current operations comprising the acquisition and development of its exploration and evaluation assets. The Company obtains funding primarily through issuing common stock and shareholder loans. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. The Company is not subject to externally imposed capital requirements.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at December 31, 2022, the fair value of the financial instruments cash, accounts payable and shareholder loans are classified and measured at amortized cost. The carrying value of cash, accounts payable and shareholder loans approximate the fair value due to the relatively short-term maturity of these instruments.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the Company by failing to discharge an obligation. Credit risk for the Company is associated with its cash. The Company has minimal exposure of credit risk on its cash as the Company's cash is held with major Canadian financial institutions.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash and cash equivalents and seeking equity financing when needed.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and equity prices.

The Company holds its cash in bank accounts that earn variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on the estimated fair value of the Company's cash balance as at December 31, 2022.

ADDITIONAL DISCLOSURE FOR VENTURE COMPANYS WITHOUT SIGNIFICANT REVENUE

The significant components of operating expenses are presented in the Financial Statements. Significant components of mineral property expenditures are included in the section Results of Operations.

RISK FACTORS

The operations of the Company are subject to significant uncertainty due to the high-risk nature of its business, which is the acquisition, exploration, discovery, development and production of lithium from a portfolio of exploration and development stage assets. The following risk factors could materially affect the Company's financial condition and/or future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company. Additional risks and uncertainties, including those that the Company does not know about now or that it currently deems immaterial, may also adversely affect the Company's business.

Insufficient Capital

The CompanyCompany does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. To maintain its activities and for the exploration and development of the Company's mineral properties, if warranted, the CompanyCompany will require additional funds which may be obtained through various financing transactions or arrangements, including joint venturing of projects, debt financing, equity financing or other means. Additional financing may not be available when needed or, if available, the terms of such financing might not be favorable to the Company and might involve substantial dilution to existing shareholders. The Company may not be successful in locating suitable financing transactions in the time period required or at all. A failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition and results of operations, and could result in the loss of the Company's interest in of the Company's mineral properties. Any future issuance of securities to raise required capital will likely be dilutive to existing shareholders. In addition, debt and other debt financing may involve a pledge of assets and may be senior to interests of equity holders. The Company may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. The ability to obtain needed financing may be impaired by such factors as the capital markets, the price of commodities and/or the loss of key management personnel. Failure to obtain sufficient financing will result in a delay or indefinite postponement of exploration or development, including further exploration, if warranted, of the Company's mineral properties.

Financing Risks

The Company has no history of earnings and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no dividends on its Company Shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is through the sale of its Company Shares and loans from shareholders. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists on any of its properties. The effects of COVID-19 and measures taken by governments to contain the pandemic have significantly impacted global economic activity, contributed to increased market volatility and resulted in changes to the macroeconomic environment. If the COVID-19 pandemic is prolonged, including the possibility of subsequent waves or the emergence of variants that give rise to similar effects, the impact of the pandemic on economic activity could be prolonged and could result in declines in financial markets and further market volatility, any of which could have an adverse effect on the ability of the Company to raise funds. While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of its properties, there is no assurance that any such funds will be available on terms acceptable to the Company, or at all. If available, future equity financing may result in substantial dilution to purchasers under a public offering. At present it is impossible to determine what amounts of additional funds, if any, may be required.

Limited Operating History and Negative Operating Cash Flow

The Company has no history of earnings from mineral property exploration. There are no known commercial quantities of mineral reserves on of the Company's mineral properties.

To the extent that the Company has a negative operating cash flow in future periods, the Company may need to allocate a portion of its cash reserves to fund such negative operating cash flow. The Company may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that additional capital or other types of financing will be available when needed or that these financings will be on terms favourable to the Company.

Loss of Entire Investment

An investment in the Company Shares is speculative and may result in the loss of an investor's entire investment. Only potential investors who are experienced in high risk investments and who can afford to lose their entire investment should consider an investment in the Company.

Resale of the Company's Securities

The continued operation of the Company will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Company is unable to generate such revenues or obtain such additional financing, any investment in the Company may be lost. In such event, the probability of resale of the Company Shares would be diminished.

Dilution from Equity Financing could Negatively Impact Holders of Common Shares

The Company may from time to time raise funds through the issuance of Company Shares or the issuance of debt instruments or other securities convertible into Company Shares. The Company cannot predict the size or price of future issuances of Company Shares or the size or terms of future issuances of debt instruments or other securities convertible into Company Shares, or the effect, if any, that future issuances and sales of the Company's securities will have on the market price of the Company Shares. Sales or issuances of substantial numbers of Company Shares, or the perception that such sales or issuances could occur, may adversely affect prevailing market prices of the Company Shares. With any additional sale or issuance of Company Shares, or securities convertible into Company Shares, investors will suffer dilution to their voting power and the Company may experience dilution in its earnings per share.

COVID-19 Outbreak

In December 2019, COVID-19 emerged and spread around the world causing significant business and social disruption. On March 11, 2020, the World Health Organization declared the outbreak of COVID-19 a global pandemic. In response to the outbreak, governmental authorities in Canada and internationally have introduced various recommendations and measures to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures, quarantines, self-isolations, shelters-in-place and social distancing. The COVID-19 outbreak and the response of governmental authorities to try to limit it are having a significant impact on the private sector and individuals, including unprecedented business, employment and economic disruptions. The continued spread of COVID-19 nationally and globally could have an adverse impact on the business, financial condition, results of operations and cash flows.

The outbreak of COVID-19 may cause disruptions to the Company's business and operational plans. These disruptions may include disruptions resulting from (i) shortages of skilled workers, (ii) unavailability of contractors and subcontractors and the inability of same to get to and from the Company's mineral properties, (iii) interruption of supplies from third parties upon which the Company relies, (iv) restrictions that governments impose to address the COVID-19 pandemic, and (v) restrictions that the Company and its contractors and subcontractors impose to ensure the safety of employees and others, (vi) closure of assay labs, (vii) work delays, and (viii) the diversion of management's attention from the Company's business objectives due to dealing with any of the aforementioned disruptions. Further, it is presently not possible to predict the extent or durations of these disruptions. These disruptions may have a material adverse effect on the Company's business, financial condition and results of operations. Such adverse effect could be rapid and unexpected. These disruptions may severely impact the Company's ability to carry out its business plans for 2023 in accordance with the "Use of Proceeds" section above, and may result in an increase in the total amount of funds the Company requires to carry out its planned exploration activities, including the recommended exploration program set out in the Technical Report.

Property Interests

The Company does not own the mineral rights pertaining to the Company's mineral properties. Rather, it holds an option to acquire a 100% interest. There is no guarantee the Company will be able to raise sufficient funding in the future to explore and develop the Company's mineral properties so as to maintain its interests therein. If the Company loses or abandons its interest in the Company's mineral properties, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the CSE. There is also no guarantee that the CSE will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties.

In the event that the Company acquires a 100% interest in the Company's mineral properties, there is no guarantee that title to the Company's mineral properties will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers or Aboriginal or Indigenous land claims or title may be affected by undetected defects. Surveys have not been carried out on the Company's mineral properties, therefore, in accordance with the laws of the jurisdiction in which the Company's mineral properties is situated; its existence and area could be in doubt. Until competing interests in the mineral lands have been determined, the Company can give no assurance as to the validity of title of the Company to those lands or the size of such mineral lands.

Assurance of Right and Title

Ownership in mineral property interests involves certain inherent risks due to the difficulties of determining and obtaining clear title to claims as well as the frequently ambiguous conveyance history characteristics of many mineral properties.

The Company has taken steps to attempt to ensure that proper rights to the Company's mineral properties have been obtained. Despite the due diligence conducted by the Company, there is no guarantee that the Company's title or right to conduct exploration and development work on the Company's mineral properties will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers or Aboriginal or Indigenous land claims and title may be affected by undetected defects.

If the Company loses or abandons its interest in the mineral property, there is no assurance that the Company will be able to acquire another mineral property of merit or that such an acquisition would be approved by the CSE or applicable regulatory authorities. There is also no guarantee that the CSE will approve the acquisition of any additional mineral property interests by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional property interests.

First Nations Land Claims

First Nations rights may be claimed on Crown properties or other types of tenure with respect to which mining rights have been conferred. The Supreme Court of Canada's 2014 decision in Tsilhqot'in Nation v. British Columbia (the "Tsilhqot'in Decision") marked the first time in Canadian history that a court has declared First Nations title to lands outside of reserve land of the Company's mineral properties may now or in the future be the subject of Aboriginal or Indigenous land claims. The legal nature of Aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the Company's mineral properties cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of Aboriginal rights in the area in which the Company's mineral properties is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with and seek the approval of holders of Aboriginal interests in order to facilitate exploration and development work on the Company's mineral properties, there is no assurance that the Company will be able to establish a practical working relationship with any First Nations in the area which would allow it to ultimately develop the Company's mineral properties.

There is a risk that the Tsilhqot'in Decision may lead other communities or groups to pursue similar claims in areas where the Company's mineral properties is located. Although the Company relies on the Crown to adequately discharge its obligations in order to preserve the validity of its actions in dealing with public rights, the Company cannot accurately predict whether Aboriginal claims will have a material adverse effect on the Company's ability to carry out its intended exploration and work programs on the Company's mineral properties.

Exploration and Development

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

The Company's operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

In the event the Company is fortunate enough to discover a mineral deposit, the economics of commercial production depend on many factors, including the cost of operations, the size and quality of the mineral deposit, proximity to infrastructure, financing costs and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting minerals and environmental protection. The effects of these factors cannot be accurately predicted, but any combination of these factors could adversely affect the economics of commencement or continuation of commercial mineral production.

Reliance on Management

The success of the Company will be dependent upon the ability, expertise, judgment, discretion, and good faith of its key executives, including the directors and officers of the Company and a number of highly skilled and experienced executives and personnel. 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 competition for highly skilled technical, research and development, management and other employees is high and there can be no assurance that the Company will be able to engage or retain the services of such qualified personnel in the future.

Furthermore, equity-based awards comprise a key component of executive and senior management compensation, and if the Company's common share price continues to be depressed, it may be difficult to retain such individuals. The Company's retention and recruiting may require significant increases in compensation expense, which may adversely affect its results of operation.

Reputational Risks

Damage to the Company's reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. The increased usage of social media and other web based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views regarding the Company and its activities, whether true or not. Although the Company believes that it operates in a manner that is respectful to all stakeholders and that it takes care in protecting its image and reputation, the Company does not ultimately have direct control over how it is perceived by others. Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations and an impediment to the Company's overall ability to advance its projects, thereby having a material adverse impact on financial performance, financial condition, cash flows and growth prospects.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks and, in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Permits and Government Regulations

The future operations of the Company may require permits from various federal, provincial and local governmental authorities and will be governed by Laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. There can be no guarantee that the Company will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on of the Company's mineral properties. The Company currently does not have any permits in place.

Environmental Laws and Regulations

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

Amendments to current Laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

No Commercial Ore

The Company's mineral properties on which a portion of the funds available are to be expended does not contain any known amounts of commercial ore.

Competition

The mining industry is intensely competitive in all its phases and the Company competes with other companies that have greater financial resources and technical facilities. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

Management and Directors

The success of the Company is currently largely dependent on the performance of its officers. The loss of the services of these persons will have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its officers or other qualified personnel required to operate its business, and the Company's ability to keep qualified personnel required to operate its business in place could be affected as a result of potential COVID-19 outbreaks or quarantines. Failure to do so could have a material adverse effect on the Company and its prospects.

The Company has made certain forward-looking statements in this form regarding the future plans and intentions of the Company. Investors are cautioned that while the Company presently believes such statements to be accurate, the current Board of Directors and management of the Company do not have the power to irrevocably bind future Boards of Directors, management or shareholders of the Company and, accordingly, cannot guarantee that such plans and intentions will be fulfilled by the Company, if any.

Fluctuating Mineral Prices

The Company's revenues, if any, are expected to be in large part derived from the extraction and sale of precious and base minerals and metals. Factors beyond the control of the Company may affect the marketability of metals discovered, if any. Mineral prices have fluctuated widely, particularly in recent years. Consequently, the economic viability of any of the Company's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices. Currency fluctuations may affect the cash flow which the Company may realize from its operations, since most mineral commodities are sold in the world market in United States dollars. Additionally, the current COVID-19 pandemic and efforts to contain it, including restrictions on travel and other advisories issued may have a significant effect on metal prices. Recent vaccine breakthroughs have the potential to mitigate some of the economic disruption caused by the COVID-19 pandemic, but the risks of economic uncertainty and market volatility are expected to remain for the foreseeable future. The Company cannot predict how successful the vaccines will be against COVID-19 or any of its variants, if there will be significant adverse side effects from vaccines, how quickly the vaccines will be available and rolled out to the general population, the willingness of people to get vaccinated and how long it will take for economies to stabilize if and when the vaccines prove to be effective in reducing the spread of COVID-19. Declines in mineral prices may have a negative side effect on the Company and on the trading value of the Company Shares.

Litigation

The Company may from time to time be involved in various claims, legal proceedings and disputes arising from disputes in relation to its mineral properties, including the Falcon West Project, and in the ordinary course of business. If such disputes arise and the Company is unable to resolve these disputes favourably, it may have a material and adverse effect on the Company's profitability or results of operations and financial condition.

Conflicts of Interest

Certain of the directors of the Company serve as directors of other companies or have significant shareholdings in other 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 Board of the Company, a director who has such a conflict will abstain from voting for or against the approval of such a participation or such terms. From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In accordance with the Laws of the Province 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. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the BCBCA.

SCHEDULE "D"

MD&A of LiCAN for the period ended March 31, 2023

See attached.

LICAN EXPLORATION INC.

Management's Discussion and Analysis

For the quarter ended March 31, 2023

MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("MD&A") of LiCAN Exploration Inc. ("LiCAN" or the "Company") supplements, but does not form part of, the unaudited condensed interim consolidated financial statements and the notes thereto for the three months ended March 31, 2023 (the "Financial Statements") and includes events up to the date of this MD&A.

The following discussion and analysis, prepared by management, reviews the Company's financial condition and results of operations for the quarter ended March 31, 2023. The MD&A should be read in conjunction with the Financial Statements, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee. All dollar amounts are presented in Canadian dollars, the reporting currency of the Company, unless specifically noted. Other information contained in this document has been prepared by management and is consistent with the information contained in the Financial Statements.

The Company's certifying officers are responsible for ensuring that the Financial Statements and MD&A do not contain any untrue statement of a material fact or omit to state a material fact required to be stated, or that is necessary to make a statement not misleading in light of the circumstances under which it was made. The Company's certifying officers certify that the Financial Statements together with the other financial information included in the filings fairly present, in all material respects, the financial condition, financial performance and cash flows of the Company as of the date of, and for the periods presented in the filings.

In this MD&A, the words "we", "us", or "our", collectively refer to LiCAN. The first, second, third and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3" and "Q4", respectively.

The Company's Board of Directors provide an oversight role with respect to all public financial disclosures by the Company. The Board of Directors approves the Financial Statements and MD&A after the completion of its review.

The following MD&A has been prepared by management, in accordance with the requirements of NI 51-102 as of May 25, 2023.

FORWARD-LOOKING STATEMENTS

This MD&A contains "forward-looking statements" (also referred to as "forward-looking information") within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical facts, included in this MD&A that address activities, events or developments that LiCAN expects or anticipates will or may occur in the future, including, without limitation, statements about the future exploration activities; sources, and proposed uses, of funds; capital and operating cost estimates, including general and administrative expenses; expectations regarding the ability to raise capital for future activities; and other such matters are forward-looking statements. The use of words such as "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", believe", outlook", "forecast" and similar expressions are intended to identify forward-looking statements.

Forward-looking information and statements are based on the then current expectations, beliefs, assumptions, estimates and forecasts about LiCAN 's business and the industry and markets in which it operates. Forward-looking information and statements are made based upon certain assumptions and other important factors that could cause the actual results, performances or achievements of LiCAN to be materially different from future results, performances or achievements expressed or implied by such information or statements. Such information and statements are based on numerous assumptions including, among others, that the results of planned exploration activities are as anticipated, the price of lithium, the anticipated cost of planned exploration activities, that general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed on reasonable terms and that third party contractors, equipment, supplies and governmental and other approvals required to conduct LiCAN's planned exploration activities will be available on reasonable terms and in a timely manner.

Forward-looking information and statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of LiCAN to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, risks related to the negative operating cash flow and dependence on third party financing; the uncertainty of additional financing; the limited operating history of LiCAN ; the lack of known mineral resources or reserves; the influence of a large shareholder; lithium prices; Aboriginal title and consultation issues; risks related to exploration activities generally; reliance upon key management and other personnel; title to properties; uninsurable risks; conflicts of interest; permits and licenses; environmental and other regulatory requirements; political regulatory risks; competition; and the volatility of share prices, all as more particularly described in the "Risk Factors" below.

Although LiCAN has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place reliance on forward-looking statements.

BUSINESS OVERVIEW

LiCan Exploration Inc. was incorporated pursuant to the provisions of the Business Corporations Act of Ontario on April 19, 2022. The Company's head office is located at 890-999 West Hasting St, Vancouver, BC, Canada V6C 2W2. The Company's registered office is located at 700a-390 Bay St, Toronto, Ontario, Canada M5H 2Y2.

The Company's principal business activities include the acquisition and exploration of mineral property assets. The Company is in the exploration stage with respect to its interests in exploration and evaluation assets. The recoverability of the amounts comprising exploration and evaluation assets is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their exploration and development and upon future profitable production.

OVERALL PERFORMANCE

During the year ended December 31, 2022, the Company completed its initial founders offering and acquired the rights to eight projects through seven option agreements and one staking campaign for the Eau Claire project. During Q1, the Company signed a definitive share exchange agreement with Cashbox Ventures Ltd ("Cashbox") in respect of a transaction whereby CashBox and LiCAN would combine their respective businesses. In connection with the Definitive Agreement, the Company received a bridge loan of $200,000 payable in $50,000 monthly instalments, commencing on January 10, 2023 and up to April 10, 2023. The loan bears simple interest at 5% per annum and is due in full on April 10, 2024. As an exploration stage company, LiCAN does not have revenues and is expected to generate operating losses. As at March 31, 2023, the Company had cash of $17,352 (December 31, 2022 - $16,478), a deficit of $284,410 (December 31, 2022 - $16,243) and negative working capital of $339,977 (December 31, 2022 - $71,810).

The business of mining for minerals involves a high degree of risk. LiCAN is an exploration company and is subject to risks and challenges similar to companies in a comparable stage and industry. These risks include, but are not limited to, the challenges of securing adequate capital, exploration, development and operational risks inherent in the mining industry; changes in government policies and regulations; the ability to obtain the necessary permitting; as well as global economic and commodity price volatility; all of which are uncertain.

The underlying value of the Company's exploration and evaluation assets is dependent upon the existence and economic recovery of mineral reserves and is subject to, but not limited to, the risks and challenges identified above. Changes in future conditions could require material write-downs of the carrying value of the Company's exploration and evaluation assets.

The Company does not generate revenue. As a result, LiCAN continues to be dependent on third party financing to continue exploration activities on the Company's properties. Accordingly, the Company's future performance will be most affected by its access to financing, whether debt, equity or other means. Access to such financing, in turn, is affected by general economic conditions, the price of copper, and uranium or commodities or metals exploration risks and the other factors described in the section entitled "Risk Factors" included below.

TECHNICAL DISCLOSURE

The Company's disclosure of technical or scientific information in this MD&A has been reviewed and approved by Kerem Usenmez, P.Geo., President & Chief Executive Officer ("CEO") for LiCAN. Mr. Usenmez is a Qualified Person as defined under the terms of National Instrument 43-101 Standards of Disclosure for Mineral Projects. Mr. Usenmez is not independent by virtue of his position as a director and officer of the Company.

DISCUSSION OF OPERATIONS

During Q1 2023 the Company had the following corporate activities:

- Completed the quarter ended March 31, 2023 with $339,977 in negative working capital, including cash of $17,352, shareholder loans of $77,733, accounts payable and accruals of $158,016 and advances of $150,000.
- Incurred $23,843 in Q1 2023 in exploration and evaluation expenses on its mineral properties including on the Company's material mineral property Falcon West,
- Signed a definitive share exchange agreement with Cashbox Ventures Ltd ("Cashbox") in respect of a transaction whereby

CashBox and LiCAN would combine their respective businesses. In connection with the Definitive Agreement, the Company received a bridge loan of $200,000 payable in $50,000 monthly instalments, commencing on January 10, 2023 and up to April 10, 2023. The loan bears simple interest at 5% per annum and is due in full on April 10, 2024.

Subsequent to March 31, 2023, the Company acquired the rights to two additional mineral properties, Junior Lake and Swole Lake. Junior Lake was acquired on April 14, 2023 through a staking program initiated by the Company that had a cost of $7,300. Swole Lake was acquired through an option to purchase agreement on May 14, 2023 with an initial option payment of $10,000.

EXPLORATION AND EVALUATION ASSETS

As at March 31, 2022, the Company had the following exploration and evaluation assets:

	March 31, 2023	December 31, 2022
Crescent Lake	$ 14,000	$ 14,000
Eau Claire	900	900
Falcon Lake West	58,367	58,367
Kim Lake	15,000	15,000
Otatakan	10,200	10,200
Root	44,100	44,100
Store Lake	15,000	15,000
White Lights	20,000	20,000
Exploration and evaluation assets	$ 177,567	$ 177,567

In October and November 2022, the Company acquired the rights to eight projects through seven option agreements and one staking campaign for the Eau Claire project.

Exploration and evaluation expenses for the Company for the quarter ended March 31, 2023 were:

	March 31, 2023
Falcon Lake West	$ 22,593
Kim Lake	500
Eau Claire	250
Root	500
Exploration and evaluation assets	$ 23,843

Falcon Lake West

In November 2022, the Company entered into an option agreement (the "Falcon Lake West Option Agreement") with a private arm's length vendor (the "Falcon Lake West Vendor") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Falcon Lake West project in Northern Ontario, Canada (the "Falcon Lake West Project"). Pursuant to the terms of the Falcon Lake West Option Agreement, the Company made an initial cash payment of $50,000 and upon the Company, or its successor, listing on a Canadian Stock Exchange the Company will issue shares in the value of $90,000.

To exercise the option in full the Company must meet the following obligations:

Anniversary	Cash Payment	Share Payments	Work Commitments
Inception	$ 50,000 (paid)	$ -	$ -
Upon Listing	-	90,000	-
First	100,000	200,000	250,000
Second	120,000	300,000	300,000
Third	150,000	500,000	750,000
	$ 420,000	$ 1,090,000	$1,300,000

The Company incurred expenses of $22,593 in the quarter ended March 31, 2023, primarily related to the preparation of a technical report on the Falcon Lake West Project.

The Falcon Lake West Vendor retain a 1.5% net smelter return royalty ("NSR") over the Falcon Lake West Project. The Company will have the right at any time to repurchase two-thirds (1%) of the NSR for $1,000,000 in cash.

The Falcon Lake West Project covers 1,250 hectares in northwestern Ontario within the Winnipeg River Terrane of the Superior Province and is located 73 km east of Armstrong, Ontario. The Project has been subject to exploration since 1956 when the Falcon pegmatite swarm was discovered and originally drilled by British Canadian Lithium Mines Ltd. The property is located within the Caribou Greenstone Belt, which trends ENE along the top of Lake Nipigon, extending eastward from the larger Onamon-Tashota Green-stone Belt, and lying along the northern margin of the Wabigoon Subprovince (marked by the Sydney Lake-Lake St. Joseph Fault zone). The Caribou bel contains horizons of metasedimentary units, including abundant iron formation. Numerous Archean-aged mafic and ultramafic bodies intrude the volcanics. The property hosts the Falcon Far West Pegmatite Which has reported 0.77% Li2O over 9.4 m in historical work. The property has seen little activity until 2009 with resampling of the existing pegmatite being the primary focus. Recent detailed work by the Ontario Geological Survey has highlighted the Falcon West pegmatite swarm as a highly evolved spodumene-subtype granitic pegmatite with tantalum enrichment.

Crescent Lake

In November 2022, the Company entered into an option agreement (the "Crescent Lake Option Agreement") with two private arm's length vendors (the "Crescent Lake Vendors") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Crescent Lake project in Northern Ontario, Canada (the "Crescent Lake Project"). Pursuant to the terms of the Crescent Lake Option Agreement, the Company made an initial cash payment of $14,000. To exercise the option in full the Company must make an additional $66,000 in cash payments and issue $14,000 in shares over a three-year period. The Crescent Lake Vendors retain a 1.5% NSR over the Crescent Lake Project. The Company will have the right at any time to repurchase one-third (0.5%) of the NSR for $600,000 in cash.

Kim Lake

In October 2022, the Company entered into an option agreement (the "Kim Lake Option Agreement") with two private arm's length vendors (the "Kim Lake Vendors") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Kim Lake project in Northern Ontario, Canada (the "Kim Lake Project"). Pursuant to the terms of the Kim Lake Option Agreement, the Company made an initial cash payment of $15,000. In order to exercise the option in full the Company must make an additional $77,000 in cash payments over a three-year period. The Kim Lake Vendors retain a 1.5% NSR over the Kim Lake Project. The Company will have the right at any time to repurchase one-third (0.5%) of the NSR for $500,000 in cash.

Store Lake

In October 2022, the Company entered into an option agreement (the "Store Lake Option Agreement") with two private arm's length vendors (the "Store Lake Vendors") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Store Lake project in Northern Ontario, Canada (the "Store Lake Project"). Pursuant to the terms of the Store Lake Option Agreement, the Company made an initial cash payment of $15,000. In order to exercise the option in full the Company must make an additional $77,000 in cash payments over a three-year period. The Store Lake Vendors retain a 1.5% NSR over the Store Lake Project. The Company will have the right at any time to repurchase one-third (0.5%) of the NSR for $500,000 in cash.

Otatakan

In November 2022, the Company entered into an option agreement (the "Otatakan Option Agreement") with two private arm's length vendors (the "Otatakan Vendors") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Otatakan project in Northern Ontario, Canada (the "Otatakan Project"). Pursuant to the terms of the Otatakan Option Agreement, the Company made an initial cash payment of $10,200. To exercise the option in full the Company must make an additional $20,400 in cash payments over a two-year period. The Otatakan Vendors retain a 2% NSR over the Otatakan Project. The Company will have the right at any time to repurchase one-half (1%) of the NSR for $1,000,000 in cash.

Root River

In November 2022, the Company entered into an option agreement (the "Root River Option Agreement") with a private arm's length vendor (the "Root River Vendor") pursuant to which the Company has the exclusive option to acquire a 100% interest in the Root River project in Northern Ontario, Canada (the "Root River Project"). Pursuant to the terms of the Root River Option Agreement, the Company made an initial cash payment of $35,000 and upon the Company, or its successor, listing on a Canadian Stock Exchange the Company will issue shares in the value of $35,000. To exercise the option in full the Company must make an additional $225,000 in cash payments and issue $105,000 in shares over a three-year period. The Root River Vendor retain a 1.5% NSR over the Root River Project. On February 14, 2023 the Company and the Root River Vendor amended the Root River Option Agreement to allow the Company the right at any time to repurchase two-thirds (1.0%) of the NSR for $1,000,000 in cash. As part of the acquisition the Company reimbursed the Root River Vendors $9,100 for claims staking.

White Lights

In November 2022, the Company entered into an option agreement (the "White Lights Option Agreement") with a private arm's length vendor (the "White Lights Vendor") pursuant to which the Company has the exclusive option to acquire a 100% interest in the White Lights project in Northern Ontario, Canada (the "White Lights Project"). Pursuant to the terms of the White Lights Option Agreement, the Company made an initial cash payment of $20,000 and upon the Company, or its successor, listing on a Canadian Stock Exchange the Company will issue shares in the value of $20,000. To exercise the option in full the Company must make an additional $155,000 in cash payments and issue $60,000 in shares over a three-year period. The White Lights Vendor retain a 1.5% NSR over the White Lights Project. On February 14, 2023 the Company and the White Lights Vendor amended the White Lights Option Agreement to allow the Company the right at any time to repurchase two-thirds (1.0%) of the NSR for $1,000,000 in cash.

Eau Claire

The Company has a 100% interest in various claims in Northern Ontario and comprising the Eau Claire Project. The Company incurred $900 in staking costs to acquire the project.

RESULTS OF OPERATIONS

During the three months ended March 31, 2023, the Company was focused on the completion of its definitive share exchange agreement with Cashbox. In addition, the Company completed some preliminary geological work on its portfolio of mineral properties and investigated the potential acquisition of additional mineral properties. The Company also commenced compensating its CEO and CFO commencing January 1, 2023.

		Three months ended March 31, 2023
Operating costs		
Exploration & evaluation expenses	$	23,843
Interest		2,733
Legal, accounting and audit		186,459
Management salaries		45,000
Marketing & promotion		221
Office and administrative		3,221
Project investigation		6,690
Loss and comprehensive loss for the period	**$**	**268,167**

SUMMARY OF QUARTERLY RESULTS

The following summarizes quarterly financial results of the Company for the last three most recently completed quarters:

	Q1 2023	Q4 2022	Q3 2022	From Apr 19, 2022 (incorporation) to June 30, 2022
	$	$	$	$
Net loss and comprehensive loss	268,167	16,243	-	-
Basic and diluted loss per share	0.02	0.01	-	-

The re was no activity from incorporation until October 1, 2022.

LIQUIDITY AND CAPITAL RESOURCES

The Company is in the exploration stage and therefore has no cash flow from operations. Its only source of funds since incorporation has been from the issuance of common shares, shareholder loans and advances from Cashbox. The Company is in the process of exploring mineral claims. The Company has not yet determined whether or when the claims could be economically viable.

As at March 31, 2023, the Company had cash of $17,352, a deficit of $284,410 and working capital deficit of $339,977.

The Company's cash flows from operations are negative as it is an exploration stage company. During Q1 2023, the Company used cash of $124,591 in operating activities primarily related to exploration activities, professional fees as well as and changes in non-cash working capital.

During Q1 2023, the Company had no investing activities.

During Q1 2023, the Company received cash of $150,000 from financing activities related to proceeds from its advance from Cashbox.

The Company has not yet achieved profitable operations. This condition indicates the existence of material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. The continuing operations of the Company are dependent upon obtaining necessary financing to meet the Company's commitments as they come due and to finance future exploration and development, potential business acquisitions, economically recoverable reserves, securing and maintaining title and beneficial interest in the properties and upon future profitable production. Failure to continue as a going concern would require that assets and liabilities be recorded at their liquidation values, which may differ materially from their carrying values. The Financial Statements do not include adjustments that would be necessary should the Company be unable to continue as a going concern.

SIGNIFICANT ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

The preparation of the Financial Statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses, and related disclosures. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Judgment is used mainly in determining how a balance or transaction should be recognized in the financial statements. Estimates and assumptions are used mainly in determining the measurement of recognized transactions and balances. Actual results may differ from these estimates.

<u>Significant areas where management's judgment has been applied include:</u>

Going concern

These financial statements were prepared under the assumption that the Company will continue as a going concern. The Company's management has assessed the Company's ability to continue as a going concern and has exercised judgment in its determination that the Company has the necessary resources and access to capital to continue its business for the foreseeable future.

Impairment of exploration and evaluation assets

At the end of each financial reporting period, the carrying amounts of the Company's non-financial assets are reviewed to determine whether there is any indication that an impairment loss or reversal of previous impairment should be recorded. Where such an indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment, if any. With respect to exploration and evaluation assets, the Company is required to make estimates and judgments about future events and circumstances and whether the carrying amount of exploration assets exceeds its recoverable amount. Recoverability depends on various factors, including the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development and upon future profitable production or proceeds from the disposition of the exploration and evaluation assets themselves. Additionally, there are numerous geological, economic, environmental, and regulatory factors and uncertainties that could impact management's assessment as to the overall viability of its properties or its ability to generate future cash flows necessary to cover or exceed the carrying value of the Company's exploration and evaluation assets.

OFF-BALANCE SHEET ARRANGEMENTS

The Company had no off-balance sheet arrangements as at March 31, 2023 or as at the date of this MD&A.

OUTSTANDING SHARE DATA

As of May 25, 2023 and March 31, 2023, the Company had the following securities issued and outstanding:

	Number of instruments
	#
Common shares issued and outstanding [1]	12,200,000
Stock options	-
Warrants	-

[1] *Authorized: Unlimited common shares without par value.*

RELATED PARTY TRANSACTIONS

During the three months ended March 31, 2023, the Company incurred management fees of $30,000 to the CEO, and $15,000 to the CFO.

In November 2022, the Company received $75,000 in shareholder loans from two related parties who are directors and shareholders of the Company. Mr Mark Cruise, director and shareholder loaned the Company $55,000 and Mr. Michael Hoffman, director and shareholder loaned the Company $20,000. The loans have an interest rate of 10% and the funds are due and payable by June 30, 2023. The loans are unsecured and can be repaid by the Company at any time without any penalty interest. At March 31, 2023 the shareholder loans had accrued interest of $2,733 and remained outstanding.

There were no other related party transactions for the period ended March 31, 2023.

PROPOSED TRANSACTIONS

In March 2023, the Company entered into a definitive Share Exchange Agreement ("Definitive Agreement") with Cashbox, whereby LiCan and Cashbox will combine their respective businesses. Under the terms of the Definitive Agreement, Cashbox has agreed to acquire all of the issued and outstanding shares of the Company. Each LiCan shareholder will receive, in exchange for each LiCan share it holds, 0.4078 of a common share in the capital of Cashbox at a deemed issuance price of $0.10 per share, resulting in the issuance of 4,975,160 Cashbox shares after giving effect to a 10:1 share consolidation of Cashbox's existing shares. As at the date of this MD&A the proposed transaction has not been completed and is expected to be completed in Q2 2023.

CAPITAL MANAGEMENT

The Company's capital structure consists of all components of shareholders' equity. The Company's objective when managing capital is to maintain adequate levels of funding to support current operations comprising the acquisition and development of its exploration and evaluation assets. The Company obtains funding primarily through issuing common stock and shareholder loans. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. The Company is not subject to externally imposed capital requirements.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at March 31, 2023, the fair value of the financial instruments cash, accounts payable and shareholder loans are classified and measured at amortized cost. The carrying value of cash, accounts payable and shareholder loans approximate the fair value due to the relatively short-term maturity of these instruments.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the Company by failing to discharge an obligation. Credit risk for the Company is associated with its cash. The Company has minimal exposure of credit risk on its cash as the Company's cash is held with major Canadian financial institutions.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash and cash equivalents and seeking equity financing when needed.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and equity prices.

The Company holds its cash in bank accounts that earn variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on the estimated fair value of the Company's cash balance as at March 31, 2023.

ADDITIONAL DISCLOSURE FOR VENTURE COMPANYS WITHOUT SIGNIFICANT REVENUE

The significant components of operating expenses are presented in the Financial Statements. Significant components of mineral property expenditures are included in the section Results of Operations.

RISK FACTORS

For a detailed listing of the risk factors faced by the Company, please refer to the Company's MD&A for the year ended December 31, 2022.