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

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus constitutes a public offering of securities only in those jurisdictions where such securities may be lawfully offered for sale and therein only by persons permitted to sell such securities. The securities offered hereunder have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and, subject to certain exceptions, may not be offered or sold within the United States except in transactions exempt from registration under the U.S. Securities Act and under the securities laws of any applicable state. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See "Plan of Distribution".

PRELIMINARY PROSPECTUS

Initial Public Offering **November 7, 2018**

J. BOND CAPITAL CORPORATION

Offering of $350,000
1,750,000 Shares at $0.20 per Share

J. Bond Capital Corporation (the "Company", the "Issuer", "we", or "us") hereby offers (the "Offering"), through its agent, Mackie Research Capital Corporation (the "Agent") for sale to purchasers resident in the Provinces of British Columbia, Alberta, Manitoba and Ontario (the "Selling Provinces") 1,750,000 common shares in its capital ("Shares") at a price of $0.20 per Share (the "Offering Price") for gross proceeds of $350,000. The Issuer has also granted the Agent an option (the "Over-Allotment Option"), exercisable in whole or in part at any time until two business days prior to the Closing Date, to offer to sell up to an additional 15% of the number of Shares (the "Additional Shares"; together with the Shares, the "Offered Shares") sold under the Offering on the same terms as set forth above. The Offering Price of the Shares was determined by negotiation between the Company and the Agent.

	Number of Securities	Price to the Public	Agent's Commission[1]	Proceeds Available to the Company[2,3]
Per Share	One	$0.20	$0.016	$0.184
Total Offering[4]	1,750,000	$350,000	$28,000	$322,000

1. Pursuant to the terms and conditions of an agency agreement dated ●, 2018 (the "Agency Agreement"), we have agreed to pay the Agent a commission equal to (i) 8% of the gross proceeds of the Offering other than those Shares sold to purchasers identified on a list provided to the Agent by the Company (the "President's List"), and (ii) 2% of the gross proceeds for Shares sold to subscribers on the President's List; including any Additional Shares. The Agent's Commission set forth in the table above assumes that no sales will be made to subscribers on the President's List. In addition, the Agent will receive non-transferable compensation warrants (the "Agent's Warrants") to purchase Shares ("Agent's Warrant Shares") in a quantity equal to (i) 8% of the number of Shares sold to purchasers under the Offering not on the President's List, and (ii) 2% of the number of Shares sold to purchasers on the President's List. Each Agent's Warrant will entitle the Agent to acquire one Agent's Warrant Share at $0.20 for a period of 24 months from the Listing Date. See "Plan of Distribution".
2. The Agent will also be paid a corporate finance fee of $30,000 plus applicable taxes (the "Corporate Finance Fee"), of which $9,000 plus GST has been paid to date, and the remaining $21,000 is payable on closing of the Offering in cash or Shares ("Agent's Corporate Finance Shares") at the deemed price of $0.20 per share, at the Agent's election. The Agent will also be reimbursed, on closing, for its reasonable legal fees and other expenses. See "Plan of Distribution".
3. Before deduction of the remaining expenses of the Company and the Agent relating to this Offering. See "Use of Proceeds".

4. The Company has granted to the Agent the Over-Allotment Option to offer to sell the Additional Shares, being up to 15% of the number of Shares sold under the Offering. Assuming no sales will be made to subscribers on the President's List, and the Agent exercises the Over-Allotment Option in full, the total Offering price to the public, the Agent's commission and the proceeds available to the Company (before deducting expenses) will be approximately $402,500, $32,200 and $370,300, respectively. This Prospectus also qualifies the distribution of any Additional Shares issued pursuant to the exercise of the Over-Allotment Option. See "Plan of Distribution".

This Prospectus qualifies for distribution in the Selling Provinces, the Agent's Corporate Finance Shares and the Agent's Warrants, to the extent permitted by National Instrument 41-101 ("NI 41-101"). NI 41-101 restricts the maximum number of securities being issued to an agent as compensation, which may be qualified under a prospectus ("Qualified Compensation Securities"), to not more than 10% of the number of securities being offered; which in the case of the Offering equates to 201,250 Shares (assuming all Additional Shares are sold). For the purposes of this Offering, any combination of Agent's Corporate Finance Shares and Agent's Warrants totalling up to 10% of the number of Shares sold are Qualified Compensation Securities and are qualified for distribution by this Prospectus. To the extent that the Agent is entitled to receive securities as compensation exceeding 10% of the Shares sold, those securities exceeding the 10% threshold will not be Qualified Compensation Securities, will not be qualified for distribution under this Prospectus, and will be subject to a four month hold period in accordance with applicable securities laws. See "Plan of Distribution".

A purchaser who acquires Shares forming part of the Agent's Over-Allocation Option acquires those Shares under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

It is expected that the closing of the Offering will be on or about November 30, 2018, or such other date as may be agreed by the Issuer and the Agent, but in any event no later the date that is 90 days following the date of a receipt for the final prospectus (or such later date as the securities regulatory authorities may permit). In the event that the closing of the Offering does not occur on or before the date that is 90 days following the date of a receipt for the final prospectus, all subscriptions and subscription funds will be returned to investors by the Agent, without interest or any deduction or penalty.

The Offering is subject to a minimum subscription of 1,750,000 Shares.

The Offering is not underwritten or guaranteed by any person or agent. The Agent has agreed to offer the Shares on a commercially reasonable efforts basis. The Agent conditionally offers the Shares, if, as and when issued, sold and delivered by the Company in accordance with the conditions contained in the Agency Agreement referred to under "Plan of Distribution", subject to approval of certain legal matters relating to the Offering, on behalf of the Issuer by Owen Bird Law Corporation, and on behalf of the Agent by Getz Prince Wells LLP. See "Plan of Distribution".

The following table sets out maximum securities issuable to the Agent:

	Number of Securities [1,2]	**Exercise Period**	**Exercise Price**
Over-Allotment Option	262,500 Shares	Up to two business days prior to the Closing Date	$0.20 per Share
Agent's Corporate Finance Shares[4]	105,000 Shares	n/a	n/a
Agent's Warrants	140,000 Agent's Warrants[2,3]	Up to 24 months from the Listing Date	$0.20 per Share

1. This Prospectus qualifies for distribution the Agent's Corporate Finance Shares and the Agent's Warrants in the Selling Provinces to the extent the same are Qualified Compensation Securities. See "*Plan of Distribution*".
2. If the Over-Allotment Option is exercised in full, the Agent will receive up to an additional 21,000 Agent's Warrants.
3. Assumes no subscriptions under the President's List. If subscriptions are received in full under the President's

List, and the Over-Allotment Option is exercised in full, the Agent will receive up to ●,000 Agent's Warrants.

4. Assumes the Agent elects to receive its remaining corporate finance fee in the form of Agent's Corporate Finance Shares.

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

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

The Company has applied to list the Shares on the Canadian Securities Exchange. Listing will be subject to the Company fulfilling all the initial listing requirements of the Canadian Securities Exchange, including distribution of the Shares to a minimum number of public holders. See "Plan of Distribution".

An investment in the Shares is speculative and is subject to a number of risks that should be considered by a prospective purchaser. An investment in a natural resource issuer involves a significant degree of risk. The degree of risk increases substantially where the issuer's properties are in the mineral exploration stage as opposed to the development stage, as in the present instance. Prospective purchasers should carefully consider the risk factors described under "Risk Factors" before purchasing the Shares.

Mr. Robert Eadie, a director of the Company, resides outside of Canada. Mr. Eadie has appointed the Issuer as his agent for service of process in each of the Selling Provinces. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against Mr. Eadie, or any other person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if such person has appointed an agent for services of process. See "Risk Factors"

Prospective investors in the Shares should rely only on the information contained in this prospectus. Neither the Company nor the Agent has authorized anyone to provide investors with any different or additional information. If anyone provides prospective purchasers with any additional or different or inconsistent information, including information or statements in media articles about the Company, prospective purchasers are warned not to rely on it. Neither the Company nor the Agent is offering to sell the Shares in any jurisdiction where the offer or sale is not permitted. Prospective purchasers should not assume that the information contained in this prospectus is accurate as of any date other than the date of this prospectus, or where information is stated to be as of a date other than the date of this prospectus, such other applicable date.

AGENT:

Mackie Research Capital Corporation

#1920- 1075 W. Georgia
Vancouver, BC V6E 3C9

TABLE OF CONTENTS

GLOSSARY OF GENERAL TERMS

The following is a glossary of certain general terms used in this Prospectus:

Additional Share	means any additional Shares sold under the Offering, as a result of the Agent exercising the Over-Allotment Option.
Agency Agreement	means the agreement dated ●, 2018 between the Agent and the Company in respect of the Offering.
Agent	means Mackie Research Capital Corporation.
Agent's Commission	means the cash commission to be paid on the Closing Date by the Company to the Agent pursuant to the Agency Agreement in an amount equal to 8% of the gross proceeds of the Offering sold to purchasers who are not identified on the President's List, and 2% for those who are on the President's List.
Agent's Corporate Finance Shares	means Shares which may be issued on the Closing Date by the Company to the Agent, in settlement in whole or in part of the Agent's Corporate Finance Fee.
Agent's Warrants	means the non-transferable warrants to be granted on the Closing Date by the Company to the Agent pursuant to the Agency Agreement, to purchase Agent's Warrant Shares in an amount equal to 8% of the number of Shares sold under the Offering to purchasers who are not identified on the President's List, and 2% for those who are on the President's List, exercisable at $0.20 per Agent's Warrant Share for 24 months from the Listing Date.
Agent's Warrant Shares	means Shares issuable to the Agent upon exercise of the Agent's Warrants.
Board	means the board of directors of the Company.
CDS	means CDS Clearing and Depository Services Inc.
Closing Date	means the day on which the Offering is closed, to occur within 90 days of the Effective Date.
Common Share, or Share	means a common share without par value in the capital stock of the Company.
Company, Issuer, we, or us	means J. Bond Capital Corporation.
Corporate Finance Fee	means the sum of $21,000 (plus applicable taxes) payable on the Closing Date by the Company to the Agent pursuant to the Agency Agreement.
Effective Date	means the date the Securities Commissions issue a final receipt for this Prospectus.
Escrow Agent	means TSX Trust Company.
Escrow Agreement	means the agreement dated effective ●, 2018 among the Company, the Escrow Agent, and certain shareholders of the Company whereby the Escrowed Shares are held in escrow by the Escrow Agent.
Escrowed Shares	means those 2,802,500 previously issued Shares which are subject to the Escrow Agreement.
Exchange or CSE	means the Canadian Securities Exchange.

Listing Date	means the date the Company's Shares are first listed for trading on the Exchange.
Named Executive Officers, or NEOs	means Robert Eadie (the Company's CEO), and Gary Arca (the Company's CFO).
NI 41-101	means National Instrument 41-101, *General Prospectus Requirements.*
NI 43-101	means National Instrument 43-101, *Standards of Disclosure for Mineral Projects*.
Offered Shares	means the 1,750,000 Shares, and up to 262,500 Additional Shares, being offered for sale by the Company under the Offering.
Offering	means the offer for sale by the Company of the Offered Shares at the Offering Price in accordance with the terms of the Agency Agreement and this Prospectus.
Offering Day	means the day on which the Offering is made, to be determined by the Agent and the Company, with the consent of the Exchange, to occur within 90 days after the Effective Date.
Offering Price	means $0.20 per Share.
Over-Allotment Option	means the option granted by the Issuer to the Agent, to exercise in whole or in part at any time and from time to time until two business days prior to the Closing Date, to offer to sell Additional Shares of up to 15% of the number of Shares sold under the Offering.
President's List	means the list which is provided by the Company to the Agent of strategic investors, existing shareholders, family members, friends and business associates of the Company who will be part of the Offering.
Project	means the Property together with all of technical information and exploration assets located on or affiliated with the Property, as described in the Report.
Property	means the 1291.7485 hectare (12.91 square kilometres) mineral claim property referred to as the Aspen Property. See "Description of Mineral Property".
Prospectus	means this Prospectus.
Qualified Compensation Securities	means the securities issued to the Agent, as compensation, which may be qualified under this Prospectus.
Report	means the technical report prepared in compliance with NI 43-101 pertaining to the Property, authored by Ian C.L. Webster, P.Geo. and Gerald E. Ray, Ph.D., P. Geo., dated effective January 17, 2018, entitled "*Technical Report on the Aspen Project, Central British Columbia, Canada Centre of Project Area 53º 23' 28" N, 125º 05' 00" W*", a summary of which is contained herein.
Securities Commissions	means the securities regulatory authorities in each of the Selling Provinces.
Selling Provinces	means British Columbia, Alberta, Manitoba and Ontario, the three provinces in which this Prospectus has been filed and in which the Offering will be made.
Stock Option Plan	means the Company's 10% rolling stock option plan.

GLOSSARY OF GEOLOGICAL TERMS

The following is a glossary of certain geological terms used in this Prospectus:

Alteration	*means the change in minerals that can occur when rock units are subjected to hydrothermal solutions often associated with intrusive rocks or with areas of volcanic activity.*
Andesite	*an extrusive igneous, volcanic rock, of intermediate composition with variable texture. In a general sense, it is the intermediate type between basalt and rhyolite, and ranges from 57 to 63% silicon dioxide (SiO_2)*
Anomaly	*means an area which exhibits either elevated metal concentrations in surface materials or magnetic, electro-magnetic or other exploration related responses potentially indicative of underlying mineral deposits.*
Assay	*is an investigative (analytic) procedure in a laboratory for qualitatively assessing or quantitatively measuring the presence and or amount of a target element in a rock, such as gold, silver or copper.*
Basalt	*a common extrusive igneous (volcanic) rock formed from the rapid cooling of basaltic lava near the surface with generally 45-53% silicon dioxide (SiO_2) and is generally grey to black in colour.*
Breccia	*means a type of rock that is comprised of fragments of other rock units and which can be formed either by extrusive or intrusive volcanic processes, sedimentary processes or by tectonic or structural deformation.*
Eocene	*the geologic epoch spanning from 56 to 33.9 million years ago (before present).*
Epithermal	*Epithermal deposits are hydrothermal ore deposits formed at low temperatures (50-200 °C) near the Earth´s surface (<1500 m), that fill veins, breccias, and stockworks.*
Geochemical Surveys	*a type of mineral exploration survey that involves collecting samples of soil, stream sediments or rocks to assist in the identification of prospective areas for mineralization.*
Cretaceous	*is a geologic period and system that spans 79 million years from the end of the Jurassic Period 145 million years ago to 66 million years ago.*
Diorite	*A common intrusive igneous rock composed principally of the silicate minerals plagioclase feldspar, mica (biotite), hornblende, and/or pyroxene.*
Disseminated	*as in a mineral that occurs sparsely throughout a rock.*
Fault	*means a fracture in bedrock along which there has been movement, usually along a roughly planar surface.*
Feasibility Study	*means a comprehensive technical and economic study of the selected development option for a mineral project that includes appropriately detailed assessments of applicable modifying factors together with any other relevant operational factors and detailed financial analysis that are necessary to demonstrate, at the time of reporting, that extraction is reasonably justified (economically mineable). The results of the study may reasonably serve as the basis for a final decision by a proponent or financial institution to proceed with, or finance, the development of the project. The confidence level of the study will be higher than that of a Pre-Feasibility Study.*

Galena	*means a lead sulphide mineral which is the most common source of lead.*
Geophysical Surveys	*means a type of mineral exploration survey that involves measuring electrical, magnetic and other physical properties of the rocks underlying a particular survey area to identify geophysical Anomalies which may indicate the location of mineral deposits. Geophysical Surveys can be completed over areas on the ground or over large areas by aircraft mounted survey equipment.*
Hydrothermal	*means the heated, usually acidic solutions within the earth's crust which are known to move and precipitate minerals which form mineral deposits.*
g/t	*Sytem International abbreviation for gram per tonne.*
Island arc	*is a type of archipelago, often composed of a chain of volcanoes, with arc-shaped alignment, situated parallel and close to a boundary between two converging tectonic plates.*
Jurassic	*a geologic period and system that spanned 56 million years from the end of the Triassic Period 201.3 million years ago to the beginning of the Cretaceous Period 145 million years ago.*
Low sulphidation	*generally refers to epithermal mineralization with low amounts of sulphide minerals such as pyrite.*
Neogene	*is a geologic period and system that spans 20.45 million years from 23.03 million years ago to 2.58 million years before present.*
Overburden	*means surface soils and loose or unconsolidated rock material. When this material overlies a mineral deposit it must be removed prior to mining.*
Pb	*is the chemical element symbol for lead.*
Plagioclase	*Is a series of minerals within the feldspar group in which sodium and calcium atoms can substitute for each other.*
Pre-Feasibility Study	*means a comprehensive study of a range of options for the technical and economic viability of a mineral project that has advanced to a stage where a preferred mining method, in the case of underground mining, or the pit configuration, in the case of an open pit, is established and an effective method of mineral processing is determined. It includes a financial analysis based on reasonable assumptions on the modifying factors and the evaluation of any other relevant factors which are sufficient for a Qualified Person, acting reasonably, to determine if all or part of the Mineral Resource may be converted to a Mineral Reserve at the time of reporting. A Pre-Feasibility Study is at a lower confidence level than a Feasibility Study.*
Pyrite	*means a common iron sulphide mineral.*
Pyroxene	*A common rock forming mineral and along with feldspar are the major minerals in basalt.*
Quartz-eye	*a 2-5 mm glassy to milky quartz crystal often occurring in rhyolite.*
Rhyoilte	*is a generally light coloured igneous, volcanic rock, of felsic (silica-rich) composition (typically > 69% silca (SiO2)).*
Rhyolite dome	*a lava dome or volcanic dome is a roughly circular, mound-shaped protrusion resulting from the slow extrusion of viscous rhyolite lava.*

SEDEX	*means sedimentary exhalative deposit, the type of mineral deposit known to occur on the Property.*
Sedimentary rock	*means those rocks formed by the processes of deposition and solidification of surface materials and includes siltstones, shales, sandstones, limestones sedimentary breccias and conglomerates.*
Soil Geochemistry	*means a type of Geochemical Survey that involves collecting samples of Overburden at regular intervals on or beneath the ground which may overlie and hide altered or mineralized bedrock. By chemically analyzing these samples it is possible to identify anomalies which overlie areas of bedrock mineralisation beneath.*
Sphalerite	*means a zinc sulphide mineral which is the most common source of zinc.*
Stockwork	*means a rock consisting of closely spaced small veins of minerals which in some cases represent mineral deposits which may be bulk mined in open pits or underground.*
Sulphide	*means a mineral made up of sulphur and one or more metals.*
Tectonic	*means structural effects such as faulting which occur in the earth's crust in response to stress produced by plate tectonic or other geological processes.*
Terrane	*is a fragment of crustal material formed on, or broken off from, one tectonic plate and accreted or "sutured" to crust lying on another plate.*
Thrust Fault	*means a shallow angle fault in which rocks from a lower (older) stratigraphic position have been pushed up and over younger higher strata. Thrust faults are the result of compressional forces in the Earth's crust.*
Tuff	*is a type of rock made of volcanic ash ejected from a vent during a volcanic eruption.*
volcanogenic massive sulphide	*a type of metal sulphide ore deposit, mainly copper-zinc which are associated with and created by volcanic-associated hydrothermal events in submarine environments*

NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this Prospectus constitute forward-looking statements. The use of any of the words “anticipate”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “should”, “believe” and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in, or incorporated by reference into, this Prospectus should not be unduly relied upon. These statements are current only as of the date of this Prospectus or as of the date specified in the documents incorporated by reference into this Prospectus, as the case may be. The Company does not have any policies or procedures in place concerning the updating of forward-looking information other than those required under applicable securities laws.

In particular, this Prospectus contains forward-looking statements pertaining to the following:

- completion of exploration work programs on the Property;
- capital and general expenditures;
- expectations regarding the ability to raise capital; and

- treatment under governmental regulatory regimes.

Assumptions underlying the expected nature and cost of the exploration program on the Property are as set forth in the Report. Assumptions underlying our working capital requirements are based on management's experience with other public companies in the junior mineral exploration sector. Forward-looking statements pertaining to the Company's need for and ability to raise capital in the future are based on the projected costs of operating a junior mineral exploration company, and management's experience with raising funds in current market circumstances. Forward-looking statements regarding treatment by governmental authorities, assumes no material change in regulations, policies, or the application of the same by such authorities.

Actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this Prospectus:

- liabilities inherent in our operations;
- uncertainties associated with mineral exploration;
- weather and working conditions;
- negative changes in First Nations relations;
- competition for, among other things, capital, acquisitions, equipment and skilled personnel;
- fluctuations in metal prices and stock market volatility; and
- the other factors discussed under "*Risk Factors*".

This list of factors should not be construed as exhaustive.

SUMMARY OF PROSPECTUS

The following is a summary of the principal features of this distribution and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus. Unless otherwise noted, all currency amounts are stated in Canadian dollars.

The Company

The Company was incorporated on January 22, 2007 pursuant to the *Business Corporations Act* (British Columbia). See "Corporate Structure".

To date, our principal business has been the acquisition of the Project, raising initial equity funding, undertaking an initial work program on the Property, commissioning the Report on the Project, and seeking a listing on the Exchange. See "Description of the Company's Business" for details.

The Offering

We seek to raise gross proceeds of $350,000 through the sale of 1,750,000 Shares at $0.20 per Share, with an over-allotment provision for an additional $52,500 through the sale of 262,500 Additional Shares at the Offering Price. See "Plan of Distribution" and "Description of Securities Distributed" for details.

Agent's Consideration

The Agent will receive on the Closing Date: (i) the Agent's Commission; (ii) the Agent's Warrants; (iii) the balance of Corporate Finance Fee; and (iv) reimbursement of its expenses and all applicable taxes. This Prospectus qualifies the distribution of the Agent's Warrants and any Agent's Corporate Finance Shares to the extent the same are issued to the Agent and are Qualified Compensation Securities. See "Plan of Distribution" for details.

Use of Proceeds

We intend to use the net proceeds available from the Offering (after payment of all costs of the Offering) to fund the recommended Phase 1 exploration work program on the Property and for general working capital requirements. See "Use of Proceeds – Principal Purposes" for details.

Directors and Officers

The officers and directors of the Issuer are:

Robert Eadie	CEO, President and Director
Gary Arca	Chief Financial Officer, Corporate Secretary and Director
Cynthia Avelino	Director and Member of the Audit Committee
Ken Sumanik	Director and Audit Committee Chair

See "Directors and Executive Officers" for details.

Consolidated Capitalization

The Issuer currently has 4,100,000 Shares outstanding (issued as: (i) 800,000 Shares at $0.01 per Share; (ii) 1,300,000 Shares at $0.05 per Share; (iii) 1,300,000 Shares at $0.10 per Share; and (iv) 700,000 Shares at $0.15 per Share). Upon closing of the Offering and assuming the Offering and Over Allotment are fully subscribed, the Issuer will have 6,112,500 Shares outstanding (excluding any Agent's Corporate Finance Shares which may be issued). See "Prior Sales" for details.

Risk Factors

An investment in the Offered Shares should be considered highly speculative due to the nature of our business, being that we have only one mineral property without any known body of commercial ore, and with limited exploration having been completed on the Property. The Project has no history of commercial mining operations, revenues, earnings or dividends. An investment in our securities is suitable only for those knowledgeable and sophisticated investors who are willing to risk a loss of their entire investment. Investors should consult with their professional advisors to assess an investment in our securities.

Our activities are subject to the risks normally encountered in the mineral resource exploration and mine development business. The following risk factors should be considered in connection with an investment in the Company: dilution to investors under the Offering; exploration and development risks; existing and potential environmental and other regulatory factors; liquidity concerns and future financing requirements; no history of operations, revenues, earnings or dividends; adverse consequences of our failing to maintain our mineral property interests; substantial capital expenditure requirements; operating hazards and risks; mineral prices; community relations; competition; title matters; political and economic changes; uninsurable risks; quarterly operating result fluctuations; and industry regulation. See "Risk Factors" for more details.

Summary of Selected Financial Information

The following table summarizes selected audited financial data of the Company for the year ended June 30, 2017, and for the 12 months ended June 30, 2018, and should be read in conjunction with the financial statements and the related notes thereto; together with management's discussion and analysis, as included elsewhere in this Prospectus:

Item	Twelve Months Ended June 30, 2018	Year Ended June 30, 2017
Revenues	-	-
Expenses	$28,868	-
Net Loss	($28,868)	-
Current Assets	$78,966	$1
Exploration and Evaluation Assets	$101,454	-
Total Assets	$180,420	$1
Current Liabilities	$21,288	-
Working Capital (deficit)	$57,678	$1
Shareholders' Equity	$159,132	$1
Number of Shares Outstanding at Year End	3,400,000	1

See "Management Discussion and Analysis" and the financial statements of the Issuer attached in Schedule "A" to this Prospectus for details.

Business Objectives and Milestones

Our short term business objectives are to: (i) complete the Offering under this Prospectus; (ii) obtain a listing of our Shares on the Exchange; and (iii) undertake the exploration program on the Property as recommended in the Report. See "Description of the Company's Business" and "Use of Proceeds" for details.

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company was incorporated pursuant to the *Business Corporations Act* (British Columbia) on January 22, 2007 under the name "J. Bond Capital Corporation".

Our head office, and registered and records office, are located at Suite 750 – 580 Hornby Street, Vancouver, British Columbia V6C 3B6.

We are not a reporting issuer in any jurisdiction; and our Shares are not listed or posted for trading on any stock exchange.

Intercorporate Relationships

The Company has no subsidiaries or affiliates.

DESCRIPTION OF THE COMPANY'S BUSINESS

General

Our principal business purpose since incorporation has been to acquire, fund and explore the Property, with a view to obtaining a listing of our Shares on the Exchange.

We have taken the following steps to develop our business: (1) acquired the Property by staking in 2017; (2) recruited directors and officers with the skills required to operate a publicly listed mineral exploration company; (3) raised an aggregate of $308,000 through the sale of our Shares; (4) conducted an initial exploration work program on the Property aggregating $101,454, and commissioned and paid for the Report; and (4) engaged the Agent to assist us in making an application for listing on the Exchange, and to complete the Offering.

Significant Acquisitions and Dispositions

Our only significant acquisition to date has been acquiring the Property by staking, and subsequently incurring aggregate expenditures toward exploration on the Property of $101,454. There are no underlying royalties pertaining to the Property.

History Since Incorporation

Effective August 15, 2017, we issued a total of 800,000 Shares for nominal consideration ($0.01 per Share) to two founders (Robert Eadie as to 450,000 Shares, and Gary Arca as to 350,000 Shares).

During the months of August 2017 to August 2018 we completed the following private placements:

- 1,300,000 Shares at $0.05 per Share, as to 540,000 Shares to Robert Eadie, 560,000 shares to Gary Arca and 200,000 to Cynthia Avelino;
- 1,300,000 Shares at $0.10 per Share, as to 385,000 Shares to Robert Eadie, 185,000 to Gary Arca, and 730,000 Shares to third party investors; and
- 700,000 Shares at $0.15 per Share, as sold by the Agent to third parties.

In 2017 we staked the Property and commissioned the preliminary exploration work, followed by the Report.

We intend to undertake further exploration on the Property, as recommended in the Report (see "Description of Mineral Property – Recommendations") using the proceeds of our prior private placement financings and the net proceeds of this Offering. Any additional exploration will be subject to success of the first phase as recommended in the Report. See "Use of Proceeds" for details.

DESCRIPTION OF MINERAL PROPERTY

Technical Report

The Property is our only mineral project. The Property is owned 100% by the Issuer. The Report on the Property has been prepared for the Company by Ian C. L. Webster, P.Geo. and Gerald E. Ray Ph.D., P.Geo, (the "Authors"). The Authors are the Qualified Persons for the Report and are independent of the Issuer as those terms are defined in NI 43-101. A copy of the Report may also be inspected during the period of the Offering and for 30 days thereafter at our registered office at Suite 750, 580 Hornby Street, Vancouver, B.C., and is available on SEDAR. The following summary derived from the Report has been reviewed and approved by the Authors. Portions of this summary are based on assumptions, qualifications and procedures which are described in the Report but are not fully described in this Prospectus. Sources of information for portions of this summary are listed in the references section of the Report.

Property Description and Location

The Property is a 1291.7485-hectare (212.91 square kilometres) mineral claim property owned by the Company. The Property is centred at approximately 53º 23' 28" North latitude and 125º 05' 00" West longitude on National Topographic System map sheet 093F/06 and BCGS TRIM Maps 093F.035 and 093F.045. The centre of the Property is approximately 100 kilometres southwest of Vanderhoof and 162 west-southwest of Prince George, British Columbia (Figure 1). It is situated on the Nechako Plateau in the northern reaches of the greater Central (Interior) Plateau, roughly at the northeast terminus of the Fawnie Range. It is bounded on the north by Natalkuz Lake, an arm of the Nechako Reservoir. The Property falls within the Omineca Mining District and the Vanderhoof Forest District.

Figure 1. Property Location map.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Access to the Property is southward from the town of Vanderhoof via the Kenny Dam road. Twenty-five and one-half kilometres from Vanderhoof, the Kenny Dam road intersects the all season Kluskus Forest Service Road system. The Kluskus FSR system extends southward towards the Blackwater (West Road) River. At 128.5 kilometres on the Kluskus FSR the Kluskus-Chedakuz FSR cuts northerly to the approximate centre of the Property at 21 km, near the Nechako Reservoir. Secondary logging roads provide access to many other areas of the Property.

The climate is characterized by 3 to 4 month-long summers that have approximately 15 degrees Celsius daily mean temperatures. Winters have daily mean temperatures of about -8 degrees C but temperatures can reach as low as -45 degrees C. The area receives, on average, 50 cm of precipitation per annum. Snowfall can attain 2 metres at higher elevations. The mineral exploration period is generally between early June and late October; however drilling is possible throughout most of the year given a suitable supply of water.

The Property is characterized as forested, rolling hills of the northern Nechako Plateau. Elevations range from 860 to 1100 metres above sea level. An extensive veneer of glacial deposits cover the project area with bedrock exposures generally restricted to higher elevations. Vegetation in the project area is predominantly lodgepole pine. Almost one third of the Property has been harvested.

Vanderhoof is the closest population centre, which serves approximately 10,000 people in the region. The 153 km road distance from the Property to the town of Vanderhoof takes approximately 2.5 hours driving time. Vanderhoof is situated on Provincial Highway 16 (Yellowhead Highway) 99 kilometres or one hour's drive west of Prince George. The main Prince George – Prince Rupert rail line and the Nechako River also run through Vanderhoof. Commercial helicopter service is available in Vanderhoof and the Prince George airport has several daily flights to Vancouver and other points.

New Gold Inc.'s Blackwater camp is situated on the north flank of Mount Davidson 29 km south-southwest of the Property. The camp access road leaves the Kluskus-Ootsa FSR at kilometre 146. A cell tower has been installed at the camp and provides a signal over a considerable radius, including the higher elevations of the Property. Kluskus logging camp is at 102 km on the Kluskus road, TTM Resource's idle Chu exploration camp is located at 110.5 km and Tatelkuz Lake Ranch is located at the 118 km mark.

Mineral Claims

The 1,291.7485 hectares Aspen property contains three mineral claims. The 24-cell Aspen claim, title number 1051825, is 462.80 hectares and was staked on May 5, 2017. The 37-cell Aspen 2 claim, title number 1053447, is 713.2475 hectares and was staked on July 27, 2017. The 6-cell Aspen 3 claim, title number 1056484, is 115.6997 hectares and was staked on November 18, 2017. The claims are owned 100% by J. Bond Capital Corporation, which has British Columbia Mineral Titles owner number 284275.

Table 1 lists the Aspen minerals claims including claim name, number, owner number (J. Bond) title type, title sub-type, date of issue, good to date, status and area in hectares (ha). This table was downloaded from British Columbia Mineral Titles Online web site (https://www.mtonline.gov.bc.ca) October 23, 2018. These data are believed to be accurate but do not express a legal opinion. Figure 2 is a map showing the distribution of the three contiguous mineral claims.

Table 1. List of Mineral Claims

Title Number	Claim Name	Owner	Title Type	Title Sub Type	Issue Date	Good To Date	Status	Area (ha)
1051825	ASPEN	284275 (100%)	Mineral	Claim	2017/MAY/05	2025/MAY/01	GOOD	462.8013
1053447	ASPEN 2	284275 (100%)	Mineral	Claim	2017/JUL/27	2025/MAY/01	GOOD	713.2475
1056484	ASPEN 3	284275 (100%)	Mineral	Claim	2017/NOV/18	2019/NOV/18	GOOD	115.6997

History

British Columbia geological Assessment Report records indicate that Gordon G. Richards P.Eng. staked the area of the Property on August 7, 1980 (Richards, G.G., 1981), and again on January 20, 2010 (Numbers 702543 and 702544). Those claims forfeited January 20, 2012. Those claims covered the area that is now held by the Company under claim number 1051825. During the time that the claims were owned by Gordon Richards approximately 576 soil and rock samples were collected and anomalous areas A, B & C were determined. British Columbia Assessment Reports 9503, 10319, 14701 and 32207 describe the work that was performed during these years. Rock samples collected ranged as high as 30.1 g/t silver and soil samples ranged as high as 5.7 g/t. zinc with anomalous lead and copper.

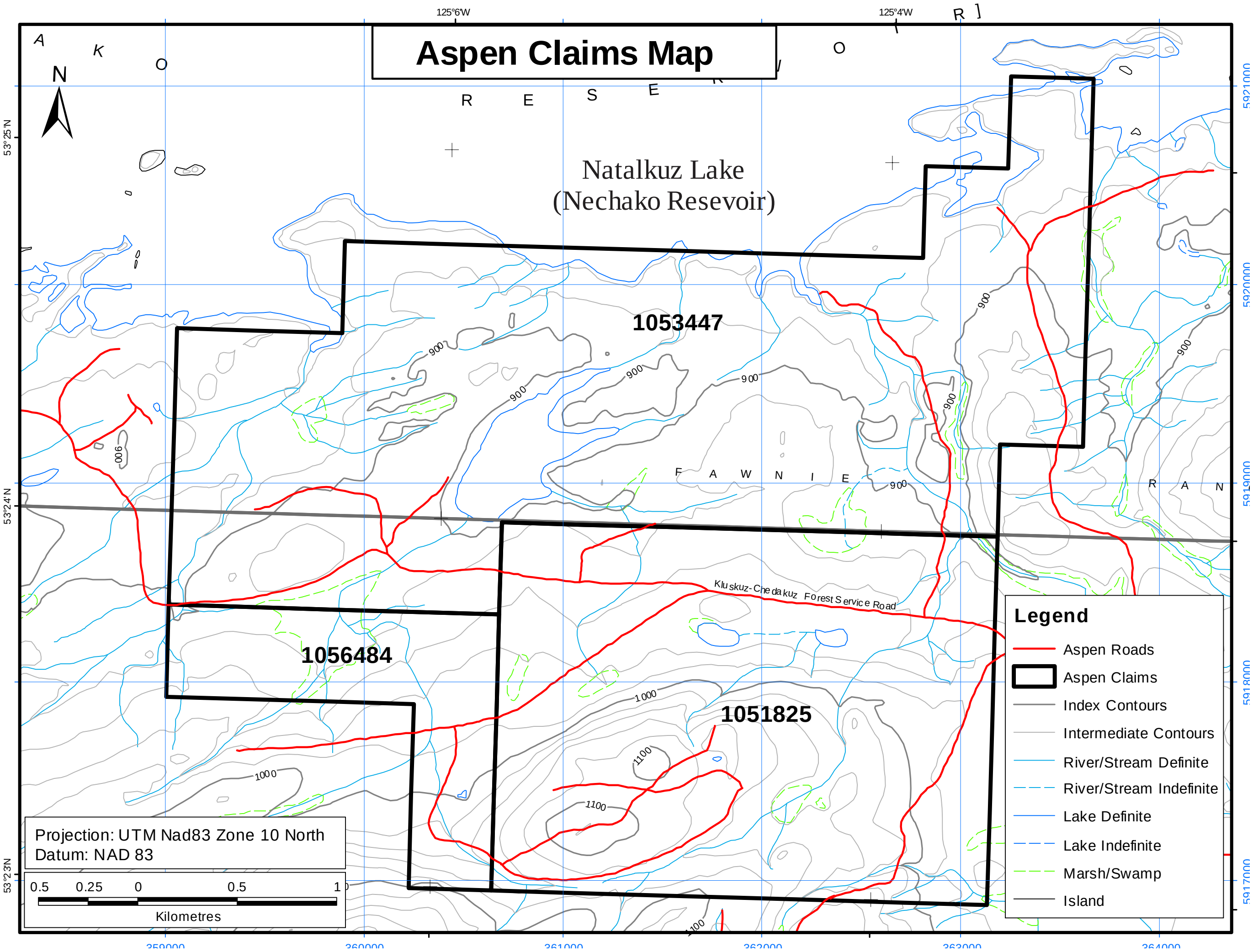

Figure 2 - Aspen property claim map (source: https://www.mtonline.gov.bc.ca) January, 2018.

During the late 1960's Rio Tinto Canadian Exploration Ltd. carried out stream and lake sediment sampling surveys throughout the Nechako Plateau. Granges Exploration Ltd. undertook a regional stream sediment survey in 1973 that led to the discovery of mineralization at Blackwater on Mount Davidson. The BC Geological Survey undertook regional mapping, till sampling and regional lake sediment sampling programs throughout portions of NTS map sheet 93F during 1992, 1993 and 1994 (Diakow et al.; 1993, 1994, 1997).

In October 2010 Greencastle Resources Ltd. undertook an exploration program across claims that bordered to the south of the Property. It consisted of an airborne DIGHEM electromagnetic/resistivity/magnetic surveying over 1,450 line kilometres on 132 lines (Strickland 2011). Flight lines were flown east-west with a line separation of 100 metres. Tie lines were flown orthogonal to the traverse lines with a line separation of 1000 metres. The services of Intrepid Geophysics Ltd. of North Vancouver, BC were engaged to undertake a detailed analysis of data collected during the survey conducted by Fugro and these data identified 13 conductive areas. One of these conductive areas occurs on the Property where a flight line overlapped the Property. During 2012, Deveron Resources Ltd. developed soil sample grids over targets identified during the airborne survey (Strickland, 2013). The Old Crow mineral occurrence, which lies approximately two kilometres to the east of the Property, was discovered during this program (Strickland, D., 2011). Ian Webster P.Geo., consulting to Parlane Resource Corp. (now iMining Blockchain and Cryptocurrency Inc.), discovered two new mineral occurrences in 2016 that are to the northeast of the Property, namely: The Cub, which is 3.3 km distant and The Sugar Bear, which is 4.4 km distant.

Geoscience BC discovered a native copper mineral occurrence in 2015 approximately 4.8 kilometres west of the Property during the TREK 2 mapping project (Angen et al., 2016). The occurrence was named the Liesegang because it is hosted by volcanic rocks containing large, irregular concentric rings known by that name. The deposit type is considered to be volcanic redbed.

There are no historical mineral resource or reserve estimates for the Property and there has not been any mineral production.

Geological Setting, Mineralisation and Deposit Types

The regional and local geology presented herein is largely from Geoscience BC's 2016 publication by J.J Angen, J.M. Logan, C.J.R. Hart, and R. Kim titled "TREK geological mapping project, year 2: update on bedrock geology and mineralization in the TREK project area, central British Columbia (parts of NTS 093B, C, F, G)". It is published in Geoscience BC Summary of Activities 2015, Geoscience BC, Report 2016-1 pages 1–16. TREK is an acronym for Targeting Resources through Exploration and Knowledge.

The Property lies along the eastern margin of the island-arc Stikine Terrane, west of the structural contact with the oceanic Cache Creek Terrane and south of the Skeena Arch (Figure 3). Overlap assemblages mantle both of these terranes extensively. The tectonic domains are separated by metamorphic complexes and major faults: the Tatla Lake metamorphic complex (TLMC in Figure 3) and Yalakom fault in the west, and the Vanderhoof metamorphic complex (VMC in Figure 3) and Bobtail shear zone in the east. The volcanic and sedimentary sequences that occur within the TREK study area (red polygon in Figure 3) are: Early to Middle Jurassic Hazelton Group, Middle to Late Jurassic Bowser Lake Group, Early to Late Cretaceous Skeena Group, Late Cretaceous Kasalka Group, Eocene Ootsa Lake Group, Eocene Endako Group; Neogene Chilcotin Group; and Neogene Anahim Volcanics (Angen et al., 2016).

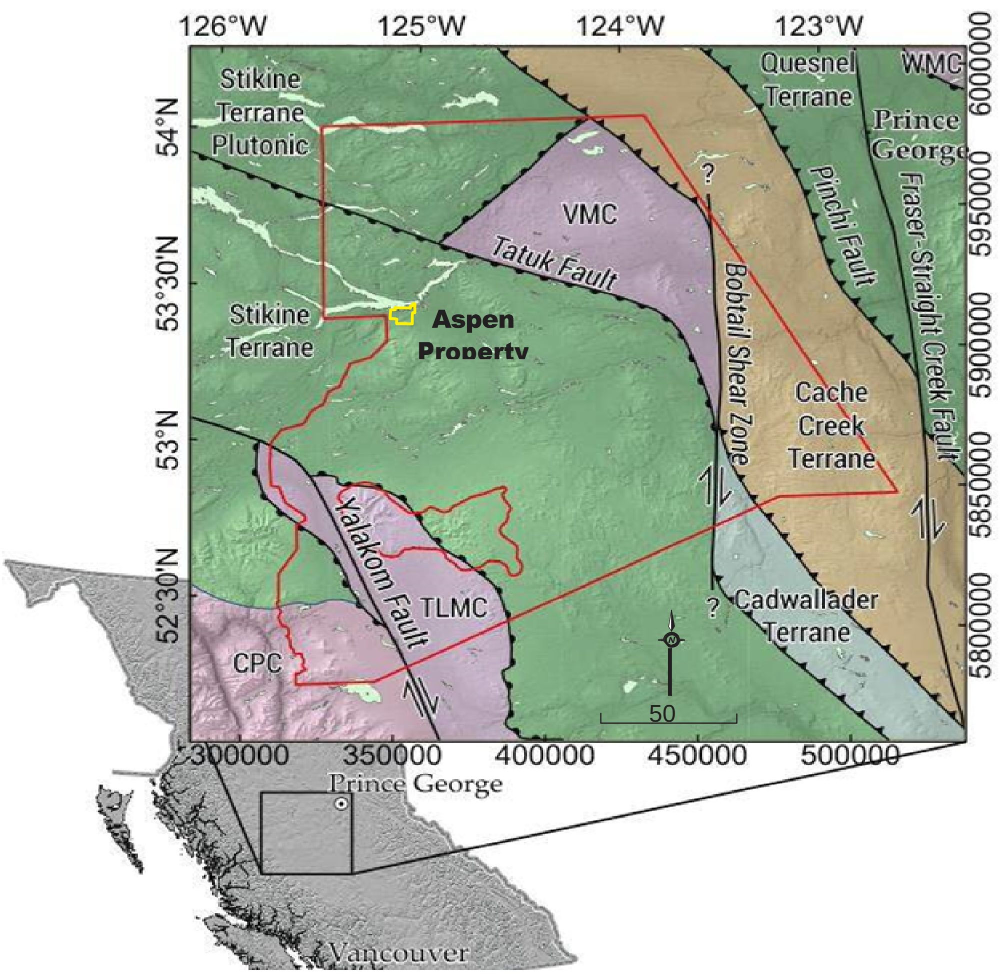

Figure 3. Regional Geology (Angen *et al.*, 2016).

Prospect and Local Geology

The Property area is underlain by the volcanic and sedimentary sequences: Early to Middle Jurassic Hazelton Group, Middle to Late Jurassic Bowser Lake Group; Early to Late Cretaceous Skeena Group; possible Late Cretaceous Kasalka Group and Eocene Ootsa Lake Group (Figure 4). The Eocene Endako and Neogene Chilcotin group flood basalts have not been encountered in the project area. Small dioritic plugs intrude these sequences locally.

The Lower Hazelton Group comprises volcanic rocks of Hettangian-Sinemurian age (Tipper and Richards, 1976; Gagnon et al., 2012) that are locally represented by the Telkwa Formation. It is composed of maroon and green andesitic lapilli tuff with abundant plagioclase (up to 40%) ± pyroxene ± hornblende phenocrysts. Volcanic boulder conglomerate with a red tuffaceous matrix and well-rounded clasts occurs locally. Anderson et al. (1998) report planar crossbeds, flame structures, and cut-and-fill structures in rich bedded tuffs north of the Nechako Reservoir, indicating shallow, subaqueous deposition. Similar andesitic lapilli tuffs and reworked crystal tuffs are observed south of the Nechako Reservoir and northeast of the Capoose prospect (MINFILE 093F 040; BC Geological Survey, 2015).

The Upper Hazelton Group comprises sedimentary and volcanic rocks of Pliensbachian through Callovian age (Tipper and Richards, 1976; Gagnon et al., 2012). Locally, thick sections of lava flows and volcaniclastic rocks are not well age-constrained either by fossils or isotopic means. Following Diakow et al. (1997), the Upper Hazelton Group is subdivided into the Entiako and Naglico formations in this region.

Entiako Formation

The Entiako Formation consists of a lower marine tuffaceous sedimentary unit of Toarcian to Bajocian age and an upper unit of intermediate to felsic volcanic and epiclastic members (Diakow and Levson, 1997; Diakow et al., 1997). Included with the undifferentiated Entiako Formation are thin-bedded variegated siltstone, fine lithic sandstone and ash tuff.

Angen et al. (2016) identified the Liesegang unit within the Entiako Formation. It is characterized by abundant flattened amygdules, and hematitic Liesegang rings. Coherent flow units (2.5–4 m thick), commonly with brecciated flow-tops or bases are locally separated by intraflow fragmental lapilli tuffs, and block breccias occur rarely. The flows are aphyric, sparsely plagioclase-phyric to crowded (1–2 mm, 20–35%) to trachytic with variably hematized and chloritized pyroxene and/or hornblende phenocrysts (2 mm, 2–5%). The upper and lower contacts of the unit are not exposed but it is stratigraphically above rocks tentatively assigned to the Telkwa Formation south of the Nechako Reservoir in a shallow west- dipping sequence. The unit also occurs stratigraphically below quartz-feldspar lapilli tuff of the Entiako Formation in two localities where it is close to the brick-red ash-lapilli lithic tuff and flow-banded rhyolite- dacite units described (below).

The Entiako Formation's Red Tuff unit is a non-welded, brick-red lithic lapilli tuff and ash tuff is best exposed south of the Key stock. Fine-grained bedded ash horizons are defined by abundance and crystal size of white feldspar. Lapilli up to 10 cm are predominantly of purple plagioclase-phyric andesite with lesser red dacite and beige rhyolite. This unit may correspond to the Toarcian Eagle Peak Formation defined in the Skeena-Nass area (MacIntyre et al., 1994), formerly the Red Tuff Member of the Nilkitkwa Formation (Tipper and Richards, 1976).

The Entiako Formation's Red Dacite unit which is white, grey, purple and red flow-banded dacite and spherulitic rhyolite is traced around the southern margin of the Key stock. Some occurrences were previously mapped as Ootsa Lake Group and Entiako Formation. Flow bands are contorted and locally exhibit quartz filled vugs. A similar maroon flow-banded dacite occurs below Entiako Formation quartz- feldspar lapilli tuff along the Kluskus-Ootsa Forest Service road, ~1 km south of the Blackwater access road and on the western flank of Fawnie Dome.

The Entiako Lapilli Tuff is a white-weathering quartz-feldspar crystal-lithic lapilli tuff. It is conspicuous by the presence of lithic clasts of maroon/red tuff, and flow-laminated and quartz eye–bearing rhyolite clasts. It crops out south of the Key stock, on the western flank of Fawnie Dome, and at the Entiako Formation type section (5 km marker on the Kluskus-Malaput Forest Service road (Diakow et al., 1997). Red tuff clasts indicate that this distinctive lapilli tuff postdates the brick-red ash tuff described above.

Naglico Formation

Overlying the Entiako felsic tuffaceous units, apparently unconformably (Diakow et al., 1997), are pyroxene-phyric coherent basalt, breccia, conglomerate and pyroxene-rich sandstone and epiclastic deposits. Age constraints include a probable early Bajocian fossiliferous limestone (south of the Capoose pluton) and latest early Bajocian, or early late Bajocian, bivalves and ammonites from siltstone, sandstone and conglomerate southeast of the 3TS prospect (MINFILE 093F 055, 093F 068). Interlayered and graded coarse plagioclase and pyroxene crystal sandstone, lithic conglomerate and plagioclase pyroxene–phyric basalt overly parallel-laminated, variegated beds of cherty siltstone and sandstone at the Entiako Formation type section (Diakow et al., 1997). On Fawnie Dome, pink K-feldspar–phyric dacite of the Entiako Formation is overlain by massive, amygdaloidal pyroxene plagioclase–phyric coherent basalt. The basalt is characterized by stubby white plagioclase laths (1–3 mm, 30%) and sparse, equant, pyroxene phenocrysts (2–4 mm, 10–12%) within a fine-grained matrix of plagioclase, pyroxene and disseminated magnetite. Chlorite and spotty epidote alteration is ubiquitous.

Bowser Lake Group Ashman Formation: Middle Jurassic clastic rocks of the Ashman Formation in the TREK study area comprise a deep-water facies of fine-grained mudstone and siltstone with limy lenses and an overlying eastward-thickening wedge of conglomerate, sandstone and siltstone (Diakow et al., 1997). Black shale interbedded with fine sandstone and fossiliferous greywacke is exposed at the Buck showing (MINFILE 093F 050), on the Blackwater mine access road (kilometre 0.5 to 2.5) and west of Chedakuz Creek (Diakow and Levson, 1997). At the Buck showing, black mudstone, parallel-laminated argillite and siltstone comprise an upward-facing sedimentary panel ~50 m thick that grades upward into pyroxene-porphyry basalt and volcaniclastic rocks of the Nechako Formation. An isolated outcrop of white-weathering chert pebble–granule conglomerate and lithic sandstone, crops out north of Fawnie Dome (Diakow and Levson, 1997). The conglomerate is well sorted, massive or thickly bedded and clast- supported. It is composed of white, grey, black and pale green subangular to well-rounded chert pebbles (4–15 mm). The conglomerate has been silicified, probably due to the pyroxene diorite intrusion that forms the hilltop 300 m to the south. Ashman Formation conglomerate is well exposed in the Nechako Range (Diakow et al., 1997).

Nechako Formation

Coarse pyroxene-phyric basalt breccia, pyroxene-phyric clast-dominated polymict conglomerate and rare fine grained bedded epiclastic units underlie the area north of Top Lake, south of the Capoose prospect (Fawnie Nose), and the western flank of the Nechako Range (Diakow and Levson, 1997). North of Top Lake, the fault-bounded unit includes a dominantly effusive lower member of coarse pyroxene-phyric basalt with stubby to equant euhedral black pyroxene phenocrysts (0.5 by 1 mm, up to 10 mm, 15–20%) and white tabular, subhedral plagioclase phenocrysts (2–3mm, 20%) within a black, green or red hematitic fine-grained matrix. This is overlain by an upper member of pyroxene dominated polymict fragmental and epiclastic rocks that fine upward into well-bedded fossiliferous siltstone, sandstone and wacke. Contacts are not exposed but sedimentary facing directions suggest the sedimentary units overlie the pyroxene basalt. The volcanic rocks are intruded by coarse crowded pyroxene-plagioclase sills (2–4 m thick) and fine-grained equigranular pyroxene diorite dikes (1–2 m wide). The dikes display vesicular margins. Thickly bedded, chaotic matrix-supported polymict volcanic boulder conglomerate, with rare well-bedded normal graded sandstone and siltstone intervals, dominate the upper member. These units are exposed along the Kluskus-Ootsa Forest Service road, south of Fawnie Dome, and in drilling northwest of the Black Bear prospect (MINFILE 093F 075; Webster, 2013). Lithic clasts include intermediate to felsic volcanic rocks that are black, green and maroon; aphyric to plagioclase, plagioclase+hornblende and plagioclase+pyroxene–phyric; and weather white. Matrix to the conglomerate is a pyroxene crystal–rich litharenite derived primarily from volcanic sources. Up section, the volcanic stratigraphy fines and is replaced by thinly bedded, interlayered sandstone and siltstone, calcareous fossiliferous wacke and argillaceous mudstone. Calcareous centimetre-thick beds of quartz, plagioclase and chert/rhyolite lithic wacke weather yellow and contain abundant belemnoids, bivalves and coaly plant fragments. Early Callovian ammonites and numerous other less diagnostic fossils were reported from similar sedimentary rocks located 800 m southeast (Collection GSC C-143395, as discussed in Diakow et al. 1997).

Kasalka Group: The stratigraphy of the Kasalka Group is described in detail by Kim et al. (2016). It is composed of a basal conglomerate, felsic to intermediate volcaniclastic rocks, flow banded rhyolite, and locally columnar-jointed andesite flows. It is well exposed in the vicinity of the Blackwater mine, including a prominent ridge that follows the eastern faulted contact with the Laidman batholith. Observations from drill core at the Blackwater mine indicate that the Kasalka Group was deposited unconformably on the Ashman Formation (Looby, 2015). This is in contrast with observations along the Blackwater access road where the Ashman Formation is overlain by Nechako Formation basalt, suggesting that the Kasalka Group was deposited onto a significant erosional surface (Angen et al., 2016).

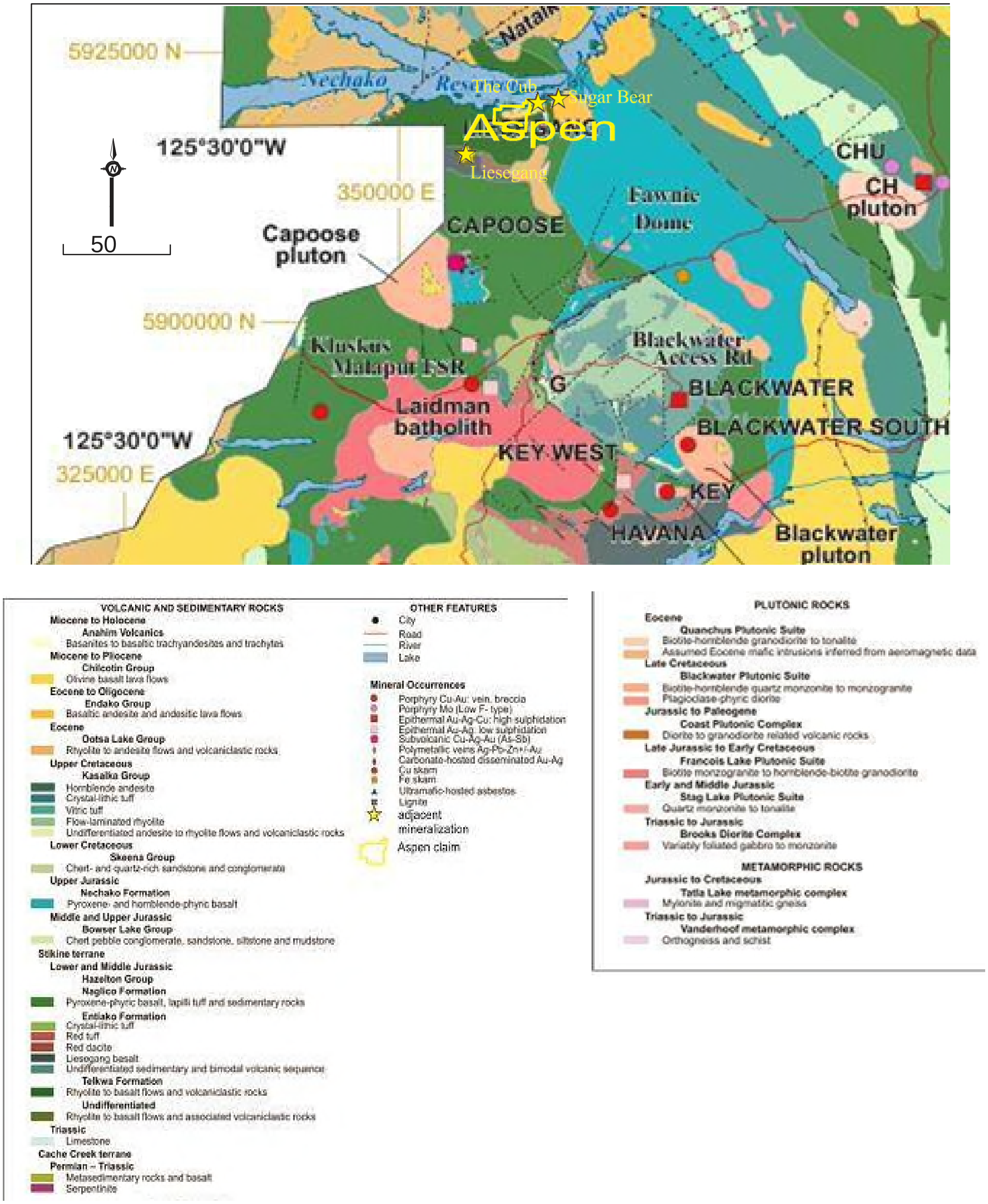

Figure 4. Local geology (after Angen *et al.*, 2016)

Property Geology

More than 90% of the Property is underlain by a variety of igneous rocks that include a bimodal suite of volcanic flows as well as coarser-grained bodies that are believed to represent sub-volcanic intrusions emplaced at shallow depth. In addition, there are massive to weakly bedded ash and lapilli tuffs as well as lesser quantities of tuff breccia with heterolithic clasts exceeding one metre in diameter; these were probably laid down relatively close to their source volcanic vents. In a small area in the extreme northeast part of the Property there is mineralized float of a dark colored, fine grained rock that is thought to represent mudstones and ash tuffs; these could be a northern extension of the Old Crow occurrence which lies just east of the Property block. All rocks on the Property have a very low metamorphic grade and are not overprinted by any regional planar fabrics.

The sub-volcanic intrusives range from narrow dikes to larger bodies that are several hundreds of metres in diameter. They occur predominately in the northern half of the claim block and range compositionally from highly leucocratic rhyolite, often containing large quartz phenocrysts, to more mafic, andesitic rocks. Most of these intrusive rocks have massive textures, except in rare instances where a flow layering is preserved. Most of the igneous subvolcanic rocks in the northern portion of the Property show no significant hydrothermal alteration.

The volcanic flows predominate in the southern half of the claims where they are well exposed as a succession in cliffs and hilltops. They are sub-horizontal to moderately inclined with most flows dipping southerly at between 5 and 25 degrees. They mostly comprise mafic andesite-basaltic rocks with individual flows being between 30 and 60 meters in thickness. They often contain vesicles and in some cases, there are well developed, monomictic flow top breccias. This volcanic succession also has at least two units of altered rhyolite. The lowermost of these is thought to be a flow but the higher unit may represent a rhyolite dome that was intruded up into the andesite package. However, no rhyolite dikes from the dome have been identified in the adjacent andesite flows, although close to the presumed dome the andesite has abundant jasper veining and is pervasive altered by epidote; the jasper and epidote presumably came from the nearby dome alteration. Like the lower rhyolite, the dome too is highly silicified and hydrothermally altered, but differs from the lower flow in being associated with abundant veins and irregular masses of jasper-quartz that can exceed one metre in width. It occupies the summit of a knoll and has an outcrop diameter that exceeds 100 meters in extent. The dome rocks range from massive to clastic, the latter containing angular to rounded, generally small (<2 cm) fragments that range from monomictic to heterolithic. It is uncertain whether these are volcanic or hydrothermal breccias.

Hydrothermal Alteration & Mineralization

At least two distinctive styles of alteration and mineralization are identified on the Property, namely:

(1) Massive silicified rhyolite that may contains up to 4% pyrite which is fine to coarse grained and disseminated. It is often associated with abundant jasper veining and contains vugs lined with small euhedral quartz crystals. In very rare instances, magnetite is present. This style is confined to the rhyolite units in the southern half of the claim block and is best developed in what is believed to be an intrusive dome. Soil and rock samples shows this style is marked by weak to moderate zinc and silver anomalies with sporadic mercury enrichment. One jasper-magnetite-bearing rock sample (2948130) assayed 29 g/t silver.

(2) Veins up to 5 cm thick containing coarse grained pyrite and black sphalerite with very trace amounts of arsenopyrite. This “Bruin” mineralization has only been seen in roadside float in the extreme eastern portion of the Property, north and northwest of the Old Crow showing, which lies immediately east of the Property claim block. The mineralized float includes both highly altered mudstone-siltstone as well as some bleached and strongly altered igneous rocks of unknown composition. It is uncertain whether this mineralized float comes from buried outcrops on the Property claims or represents material transported from the Old Crow showing. Assays show it is high in zinc (>1% Zn) as well as being strongly anomalous in silver, mercury, and manganese and weakly anomalous in gold (up to 235 ppb Au).

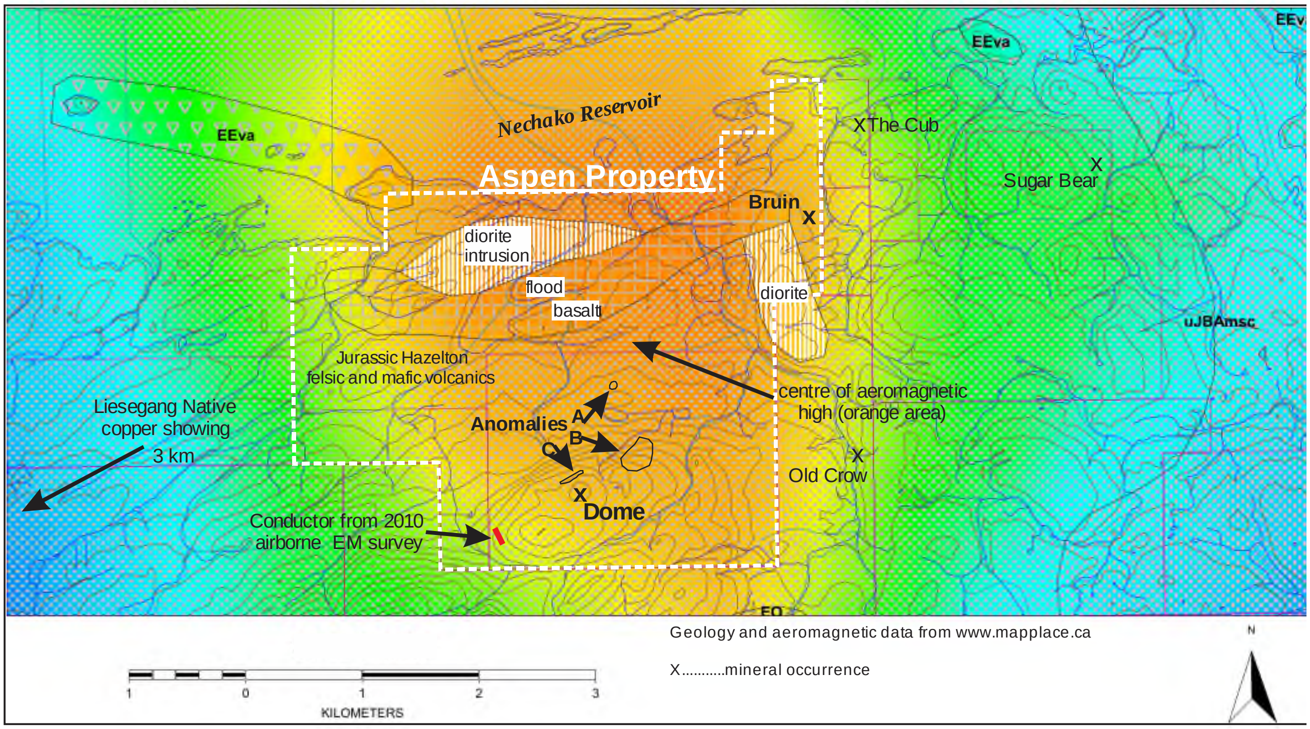

Figure 5 - Property geology, aeromagnetic data and mineral occurrences.

Significant mineralized zones

Figure 5 illustrates the location of significant mineralized zones on the Property. Three areas - Anomaly A, B and C, were found to be anomalous during the early 1980's and have been confirmed by the Company during 2017. The nomenclature from the original Assessment Reports has been maintained, hence A, B & C. Immediately to the south of the triangle formed by the three known anomalous areas, a newly recognized rhyolite dome-like feature was sampled and returned encouraging results. It has been named the "Dome". These four areas are recognized as probably being part of the same mineralized system. In addition, a prospective area in the northeast corner of the Property was discovered by the Company in 2017 and it was named the Bruin. Mineralized float samples found along the road and in the ditch line comprise the Bruin at this time; no mineralized outcrop has been located in this area to date.

Anomaly A

Anomaly A is the discovery anomaly made in June 1980 near the southwest side of a small lake near the centre of the Property (Figure 5). Quartz-eye rhyolite outcrops and sub-crops over an area of approximately 30 by 40 metres. It is whitish weathering with a reddish brown rind. The rock contains up to 7%, 2 mm diameter quartz-eyes and up to 5%, 2 mm subhedral to rounded pits that often contain jarosite. Thin brownish veinlets cut the rock and there is a pinkish maroon alteration in places. Sulphide mineralization is rare with disseminated pyrite crystals being less than 1 mm in diameter. A sample (2948101) taken on the north side of the anomaly assayed 1.7 g/t silver and anomalous molybdenum. An assay sample (2448005) taken from a very large, angular boulder on the side of the road north of the A anomaly assayed 1.1 g/t silver and was anomalous in copper, antimony and manganese.

Anomaly B

Anomaly B is approximately 530 m southeast of Anomaly A on the north flank of what has been termed the Dome. Quartz-eye rhyolite is cut by jasper and vuggy quartz veins, up to 5 cm wide, which contain rare sulphides. Assay sample 2948130 returned 29.4 g/t silver, 0.14% zinc and manganese while another (2948122) assayed 2.5 g/t silver and 926 ppb mercury. A sample collected in 1980 to the west of this sample assayed 30.1 g/t silver (Richards G., 1981). In another area of the anomaly, approximately 125 m east, whitish altered rhyolite is exposed on the side of a fire block road. Sample 2948127 assayed 3.6 g/t silver and had elevated lead. A sample from this area collected in

1980 assayed 3.7 g/t silver (Richards G., 1981). A soil sample (2948437) collected from this area in 2017 assayed 12.1 g/t silver and 0.35% lead. Another soil sample (2948438), collected 50 m to the south, assayed 10 g/t silver, 0.1% zinc and greater than 1% manganese.

Anomaly C

Anomaly C is located approximately 870 m southwest of the small lake at Anomaly A and is higher in elevation than both A and B (1060 m above sea level). Jasper and quartz veins cut grey andesitic volcanic rocks. Small, 0.5 to 1.5 cm masses of a euhedral honey brown mineral rimmed by a thin jasper layer occur in the rock but is not observed in the veins. This mineral was initially thought to be Fe-poor sphalerite but an assay value of only 1403 ppm Zn suggest it is not. Attempts will be made later to correctly identify this mineral by XRD methods. Rock assays from this area did not return strong results, but soil samples assayed anomalous in zinc and lead.

The Dome

The Dome is a prominent round-top hill that lies adjacent to Anomalies B and C. Soil cover is very thin across the hilltop and there are numerous outcrops of either massive, layered or brecciated rhyolite; these are cut by irregular and discontinuous quartz and jasper veins. In addition to small amounts of pyrite, the quartz and jasper veins may carry trace magnetite masses to 2 cm in width. Soil samples collected across the Dome assayed between 0.2 to 0.9 g/t silver. Rock sample 2948112 assayed 9.1 g/t silver, 127 ppm antimony, 80.3 ppm arsenic and 195 ppb mercury. Three samples assayed greater than 1 g/t silver. This rhyolite dome appears to lie higher in the volcanic stratigraphy than the quartz-eye rhyolite located lower on the north slope at Anomaly A, and to the south. The two rhyolite packages are separated by intervening andesitic flows. The Dome may be a rhyolite dome or laccolith that intruded the andesitic volcanics.

A valley separates the Dome from another rounded prominent knoll lying approximately 450 m to the south. This roughly east–west trending valley is where 6 of the 7 anomalous (greater than 95th percentile) gold in soils occur and they extend for approximately 1 kilometre. In addition, a conductor was identified on the west side of this southerly knoll during an airborne EM survey in 2010 (Strickland D., 2011). A small soil grid was placed over the area of the conductor in 2017 and a single gold anomaly (2.8 ppb) was returned. The Company acquired the claim to the west of this conductor in November 2017 and plans to continue soil sampling in this area during 2019.

Bruin

The Bruin was discovered during the Company’s 2017 program along a north trending road in the northeast corner of the Property. Numerous examples of mineralized angular float were found along the ditch line of the road. The rock is medium to dark grey mudstone and carries veins up to 1 cm wide of coarse pyrite and black sphalerite. Selected mineralized hand samples assayed up to 0.23 g/t gold, 9.4 g/t silver, greater than 1% zinc (over-value for assay method), and had elevated quantities of lead, copper, mercury and arsenic. Mineralized float was found along the road for a distance of 1.2 kilometres. However, it is uncertain whether this float came from buried outcrops on the Property or from a road building pit further south where a new mineral occurrence, Old Crow, was discovered in 2012. Further work is required in this area to confirm the source of this rock and determine the potential.

Mineral deposit types

The Interior Plateau region of British Columbia is considered to have high exploration potential as it hosts a variety of deposit types including Late Cretaceous and Eocene epithermal Au and Ag deposits (e.g., Blackwater, Capoose and Wolf) and porphyry Cu and Mo deposits (e.g., Endako and Chu) ranging in age from Late Jurassic to Eocene (Angen *et al.* 2016). R. A. Lane and T.R. Schroeter (1997) documented mineral occurrences in the northern Interior Plateau in order to determine their characteristics and to establish local geologic setting and controls. The publication is titled: “*A Review of Metallic Mineralization in the Interior Plateau, Central British Columbia (Parts of 93B, C & F)*”. Figure 6 is a schematic cross section showing mineral deposit settings, spatial relationships and ages.

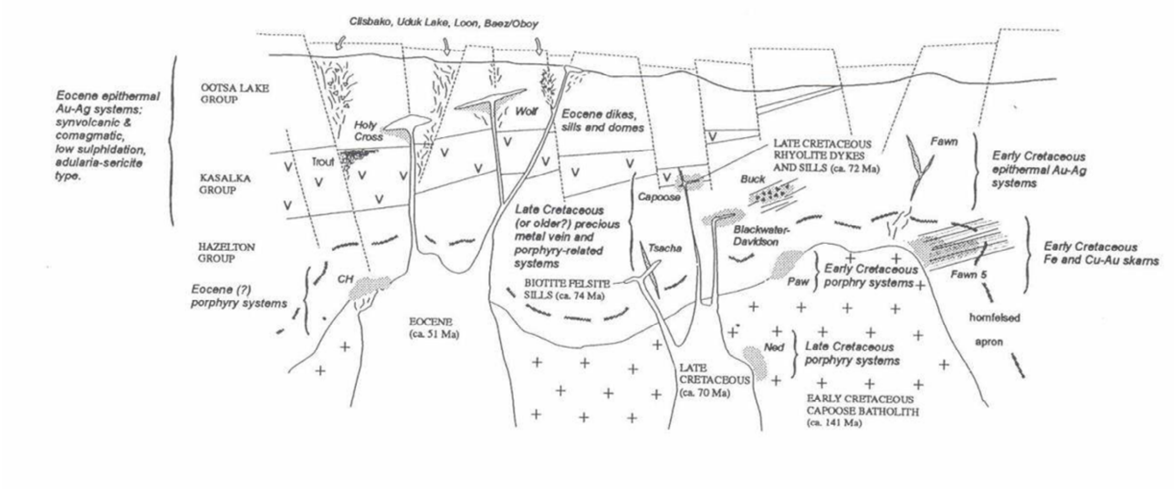

Figure 6. Schematic section showing the location of mineralization and spatially and, or genetically related intrusion (Land & Schroeter, 1997)

Exploration – soil, stream sediment and rock sampling

Exploration began in late July 2017 and a Property wide reconnaissance stream sediment sampling program was conducted first. Eighteen pan concentrate samples were collected from stream sediment (Fig. 7). This was followed by a soil sampling program over an area found to be prospective during the early 1980's. One hundred and seventy-eight soil samples were collected over a grid on the southern claim. Geological mapping and rock sampling over the entire claim block occurred during and after the soil sampling program. Eighty-four rock assay samples were collected. A two-person crew carried out the stream and soil sampling and the authors performed the geological mapping and rock sampling.

The stream sediment sampling program concentrated on two northerly flowing streams; one in the northeast part of the claim block and the other in the northwest. Streams in other areas of the Property were not productive for silt sampling due to the high organic content. Samples were collected approximately 200 m apart along the streams. The sediment was collected from the bottoms and sides of the stream and panned in a gold pan for 10 to 15 minutes. The resulting fine material was transferred into a cloth "Hubco" sample bag and labelled and a sample booklet tear-off tab was also placed into the sample bag. The sample site was noted as way point into a handheld GPS unit and the coordinates were entered into a field notebook. Notes on the sample site, including stream width, depth, banks, bottom and energy level were also written into the field notebook and the sample site was clearly marked with orange flagging tape indicating the sample number.

Soil samples were collected at 50 metre centres along north-south lines that were spaced 250 metres apart. Soil was taken from the B horizon: 178 samples were collected over an area of about 1.5 by 1.5 kilometres. Small sampling shovels or hand trowel were used and the samples were placed in Kraft paper bags. A sample number from the sample book was written on the bag and the sample tear-off tab was placed into the bag. The site was marked with orange flagging with the sample number written on it. The sample site locations were entered into a hand-held GPS and written into field notebooks. In addition, the depth, colour, texture, percentage of clasts, clast size and clast shape were also recorded.

Rock sampling utilized a similar system as soil sample. However poly bags were used and aluminum "butter-soft" tags were either nailed into the outcrop or wood, or tied nearby with orange flagging. Rock samples generally represented selected mineralized grab samples. Rocks that contained sulphide minerals or exhibited strong hydrothermal alteration and veining were selectively sampled to determine what material carried mineralization.

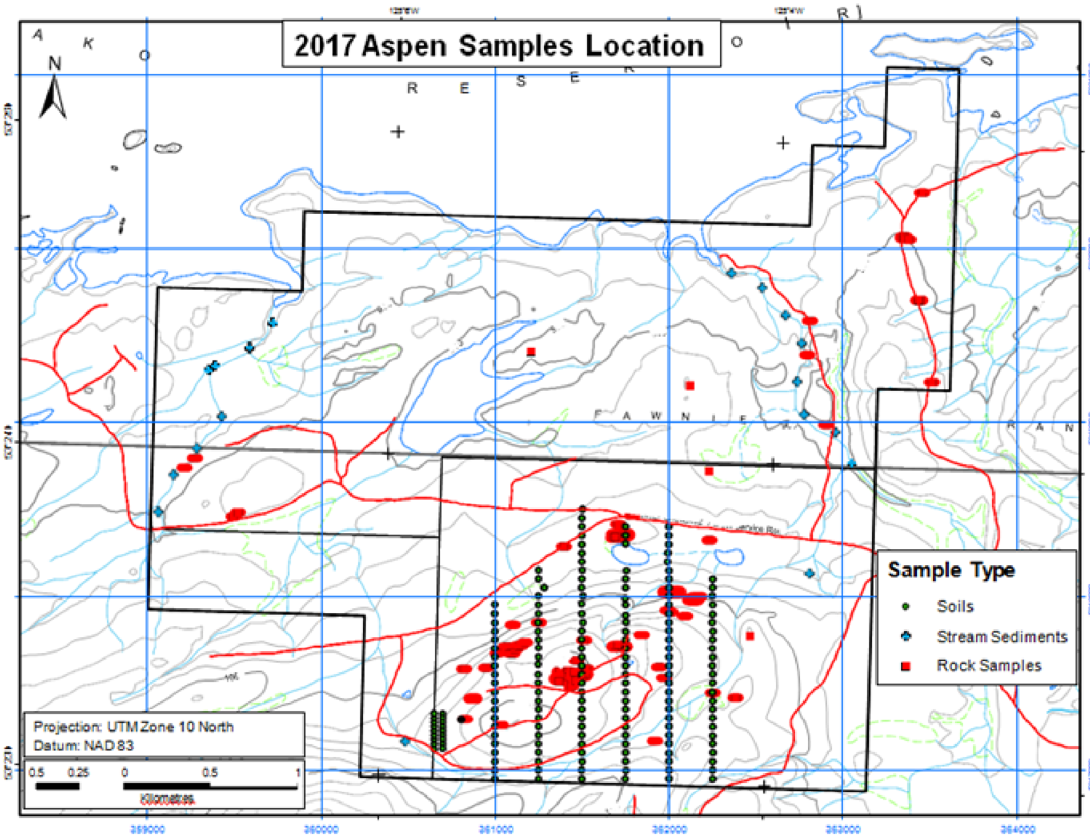

Figure 7 Soil, stream sediment and rock sample locations

Significant results and interpretation

Anomalous soil samples were defined as those having values greater than the 95th percentile. The Company collected 178 soil samples during the 2017 exploration program and these data were used to determine the 95th percentile for soils. There were no significant results from stream sediments.

Sample Preparation, Analyses and Security

The soil, stream sediment and rock samples were securely stored at camp, after which they were couriered directly to Bureau Veritas Commodities Canada Ltd. (formerly known as Acme Analytical Labs Ltd., which name is still in use) for analyses. The laboratory is located at 9050 Shaughnessy Street, Vancouver, BC, V6P 6E5.

Soil and stream sediment sample preparation involved drying <1 kg sample at 60°C, sieve up to 100 g to -180 µm (80 mesh) and aqua regia digestion. The analysis method involved ICP-MS on 15 grams; 37 elements.

Rock sample preparation involved crushing <1 kg to ≥70% passing 2 mm. Pulverize 250 g ≥85% 75µm. The rock analysis method was by fire assay on 30 g with AA finish (detection limits 0.005 - 10 ppm).

Bureau Veritas Commodities Canada Ltd. holds global certifications for Quality ISO9001:2008. There is no relationship between the Company and Bureau Veritas Commodities Canada Ltd. other than requesting the analyses of samples that it submits to the laboratory.

Quality control measures such as inserting duplicate samples, blanks and standards into the sample stream was not undertaken during this early stage of exploration. A large part of the program involved resampling an area that had been sampled by G. Richardson P.Eng. during the 1980's. The 2017 program found that there was reproducibility in that early data and they can confidently be used in future exploration. It is the Authors' opinion that the security, sample preparation and sample analyses are fully adequate for this early stage exploration program.

Data Verification

The Authors were present on the Property when sample collection occurred and were also present when the samples were couriered to the laboratory. The Authors believe that the data is adequate to support this early stage exploration program.

Mineral Processing and Metallurgical Testing

There has not been any mineral processing or testing at the Property.

Mineral Resource Estimates

There are no mineral resource estimates for the Property.

Adjacent Properties

Known mineral properties lying less than 5 kilometres from the Property include the Liesegang, Old Crow, Sugar Bear and The Cub. These properties were discovered recently and their potential has not been fully tested. Mineralization at The Cub, Old Crow and Sugar Bear appears to be somewhat similar, in terms of host rock and metal content, to the Bruin on the Property.

New Gold Inc.'s Blackwater and Capoose developed prospects lie respectively 29 and 13 km distant from the Property. Blackwater is currently subject to a coordinated federal and provincial environmental review by the Canadian Environmental Assessment Agency and the BC Environmental Assessment Office.

Interpretation and Conclusions

Exploration work performed by the Company during 2017 has confirmed the existence of a mineralized area discovered during the early 1980's and has expanded it to the south. The Property claim block is centred on a large aeromagnetic anomaly around which at least five new mineral occurrence discoveries have recently been made. The possible presence of a highly altered rhyolite dome or laccolith with abundant jasper at the centre of the geochemically anomalous areas suggests the potential for precious-metal-bearing epithermal mineralization. Anomalous values in elements such as silver, mercury, arsenic and antimony suggest the altered rocks lie close to the top of the hydrothermal system.

The Bruin mineralized float recently discovered in the northeast shows many differences in its character, chemistry and host rocks from the rhyolite-hosted mineralization further south. The Bruin float comprises highly altered mudstones-siltstones that appear to have been intruded by a bleached, pyritic igneous rock of unknown composition. No significant work has been done in the Bruin area so the nature and origin of its mineralization are unknown. However, given the bimodal nature of the volcanic succession on the Property, Bruin could represent part of volcanogenic-massive-sulfide (VMS) system. Thus, exploration should continue because the Property has the potential for hosting either epithermal or VMS deposits.

Recommendations

Two phases of exploration are recommended. Expenditures for Phase 1 is estimated to be $134,000, and Phase 2 is estimated to be $379,000.

Phase 1

Phase 1 would include infill soil sampling on the Dome to 100 metre line spacing and some soil sampling in the Bruin area. This work would be followed by an induced polarity (IP) geophysical surveying over the Dome area, including the airborne EM conductor. An IP survey would also be completed over the Bruin area. If shallow IP targets are identified, these will be tested by mechanical trenching. Geological mapping and prospecting will continue during the soil sampling and IP survey.

Work	Budget
Geophysical Surveying	$42,000
Analytical / Soil & Rock	$15,000
Camp and Logistics	$29,000
Personnel	$48,000
Total	**$134,000**

Phase 2

Phase 2, being primarily drilling, will be dependent in part on the results of Phase 1. The area is amenable to drilling owing to the excellent road access, burn areas or cut blocks and availability of water. Consequently the known target areas are very accessible.

Work	Budget
Trenching	$25,000
Drilling (6 core holes)	$225,000
Analytical	$45,000
Camp and Logistics	$29,000
Personnel	$55,000
Total	**$379,000**

USE OF PROCEEDS

Proceeds and Funds Available

We estimate we will have the following minimum net funds available to us following closing of the Offering, assuming none of the Over-Allotment Option is exercised, and the Agent's Corporate Finance Fee is paid in cash:

Source of Funds	Funds
Gross Proceeds of the Offering[1]	$350,000
Less: Agent's Commission	($28,000)
Remaining Corporate Finance Fee[2]	($21,000)
Remaining Offering Costs[3]	($83,620)
Net Proceeds of the Offering	$217,380
Working Capital as of September 30, 2018[4]	$128,449
Net Funds Available	**$345,829**

1. Assumes none of the Over-Allotment Option is exercised. If the Over-Allotment Option is exercised, the proceeds will be added to unallocated working capital.
2. Assumes the remaining Corporate Finance Fee is paid in cash.
3. Total remaining cash expenses of the Offering are estimated as audit - $7,500; legal - $20,000; CSE filing fees - $15,120; Agent's expenses - $25,000; Securities Commission filing fees - $6,000; and miscellaneous costs - $10,000.
4. Includes $135,297 of cash, $14,440 current assets, and $21,288 of current payables.

Principal Purposes

We intend to use our available funds as follows:

Principal Purpose	Funds
Recommended Phase 1work program on the Property per the Report	$134,000
General and Administrative Expenses[1,2] (12 months)	$144,000
Unallocated Working Capital[3]	$67,829
Total:	**$345,829**

1. Our projected General and Administrative expenses for the 12 months after the Closing Date are:

• Office & Administration	$ 2,500 per month
• Professional Fees (legal & audit)	$2,500 per month
• Management Fees	$6,000 per month
• Miscellaneous	$ 1,000 per month
Total:	$12,000 per month

2. Management fees of $3,000 per month will be paid to Robert Eadie in his capacity as CEO; and fees averaging $3,000 per month will be paid for CFO and Corporate Secretary services. See "Executive Compensation."

3. Subject to the success of the initial exploration work program recommended in the Report, we anticipate doing a secondary financing to carry out Phase 2 of the recommended work program on the Property.

We intend to spend the funds available to us as stated in this Prospectus. However, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. If such event occurs during distribution of the securities offered under this Prospectus, we may have broad discretion in the application of such net proceeds and, if required, an amendment to this Prospectus will be filed. Pending utilization of the net proceeds derived from the Offering, we intend to invest the funds in short-term, interest-bearing obligations with a major Canadian financial institution.

We have a history of negative cash flow and losses, and we do not expect that to change in the short term. All of our operations will be funded by the proceeds from this Offering. Our net available funds will be sufficient to fund our operations for a minimum of 12 months.

Business Objectives

Our immediate business objective is to complete the Offering and obtain a listing on the Exchange. The aggregate remaining costs of completing these objectives are estimated at $83,620 (including legal costs, auditor fees, filing fees for the Exchange and the Securities Commissions, and expenses of the Agent, but excluding Agent's Commissions and the Agent's Corporate Finance Fee).

We intend to carry out Phase 1 of the recommended exploration program described in the Report which is estimated to cost $134,000. If the results of this initial exploration program warrant continued exploration, we intend to raise additional funds to carry out Phase 2 of the recommended work program which is estimated to be $379,000.

Milestones

Our business objective of completing the Offering under this Prospectus will occur on the Closing Date; and our business objective of listing on the Exchange will occur on the Listing Date.

DIVIDENDS OR DISTRIBUTIONS

We have not paid dividends since our incorporation. While there are no restrictions precluding us from paying dividends, we have no cash flow, and we anticipate using all available cash resources toward our stated business objectives. As such we do not anticipate the payment of dividends in the foreseeable future. At present, our policy is to retain earnings, if any, to finance our business operations. The payment of dividends in the future will depend upon, among other factors, our earnings, capital requirements and operating financial conditions.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT DISCUSSION AND ANALYSIS

.

The following Management Discussion and Analysis ("MD&A") of the Company's financial statements has been prepared by management in accordance with the requirements of National Instrument 51-102 as at the date of this Prospectus unless otherwise stated, and includes financial information from, and should be read in conjunction with, the financial statements of the Company for the year ended June 30, 2017 and the audited financial statements for the 12 months ended June 30, 2018, and the notes thereto, appearing elsewhere in this Prospectus, as well as the disclosure contained throughout this Prospectus.

The following MD&A is as of the date of this Prospectus unless otherwise stated.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls to ensure that information used internally or disclosed externally, including the MD&A, is complete and reliable.

All the financial information in this MD&A and all dollar amounts in the tables, including comparatives, are expressed in Canadian dollars, unless otherwise noted.

This document contains forward-looking statements. Please refer to "*Note Regarding Forward-Looking Statements*" in the Prospectus.

Description of Business

The Company is a private company with plans to list on the CSE. The Company is an exploration-stage company holding a 100% interest in one mineral property in British Columbia. To date, equity financings have provided the main source of financing.

The recovery of the Company's investment in its mineral property will be dependent upon the discovery of economically recoverable mineral reserves and the ability to raise sufficient capital to finance these operations. The ultimate outcome of these operations cannot presently be determined because they are contingent on future matters.

Overall Performance

The Company was incorporated on January 22, 2007, but operations commenced in August 2017. Our business is to operate as a mineral resource exploration and development company initially focused on the acquisition, funding and exploration of the Property, and obtaining a listing on the Exchange. To those ends, we have (i) staked the mineral claims comprising the Property; (ii) raised sufficient funds to fund our initial work on the Property and to cover the costs of going public; (iii) commissioned the Report on the Property; and (iv) engaged the Agent to assist in our application to the Exchange for a listing of our Shares and to assist in the Offering. As of the date of this Prospectus, we have raised an aggregate of $308,000 through the sale of our securities.

Significant Acquisitions and Dispositions

Our only significant acquisition to date has been staking the mineral claims comprising the Property.

Selected Financial Information

The following table summarizes selected financial data from our financial statements for the year ended June 30, 2017, and our audited financial data for the 12 months ended June 30, 2018, and should be read in conjunction with such statements and related notes, contained in this Prospectus:

Item	Fiscal Year Ended June 30, 2018	Year Ended June 30, 2017
Revenues	-	-
Expenses	$28,868	-
Net Loss	($28,868)	-
Current Assets	$78,966	$1
Exploration and Evaluation Assets	$101,454	-
Total Assets	$180,420	$1
Current Liabilities	$21,288	-
Working Capital	$57,678	$1
Shareholders' Equity	$159,132	$1
Number of Shares Outstanding at Year End	3,400,000	1

Additional Disclosure for Venture Issuers Without Significant Revenue

As the Company has had no revenue from operations since incorporation, the following is a breakdown of the material costs incurred since the Company's incorporation on January 22, 2007 to June 30, 2018:

(a) General and Administrative Expenses: We incurred aggregate general and administrative expenses of $28,868, comprising of (i) $13,550 in legal fees; (ii) $6,000 in office and rent expenses and $3,000 in accounting fees, paid to a private company controlled by our CFO; (iii) $5,000 audit fees; and (iv) $1,296 for miscellaneous expenses including bank charges and meals.

As of the date of this Prospectus, the Company is not a reporting issuer in any jurisdiction.

Results of Operations

During the period from January 22, 2007 (date of incorporation) to June 30, 2018, the Company incurred a net loss of $28,868, due primarily to the general and administrative expenses noted above. The Company also incurred exploration expenditures of $101,454 during the period.

As a non-reporting issuer, the Company has not prepared any interim or quarterly financial statements since its inception.

Liquidity and Capital Resources

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and cash equivalents and equity comprised of issued share capital and deficit.

The Company manages its capital structure and makes adjustments to it in light of economic conditions and financial needs. The Company, upon approval from its Board, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements as at June 30, 2018.

Working Capital

As of June 30, 2018 we had positive working capital of $57,678 (working capital of $1 as at June 30, 2017) including $62,486 of cash, amounts receivable and prepaid expenses of $16,480 and $21,288 of accounts payable.

Cash

On June 30, 2018, we had cash of $62,486. Management of cash balances is conducted in-house based on internal investment guidelines. Cash is deposited with major Canadian financial institutions. Cash required for immediate operations is held in a checking account. Excess funds may be invested in conservative money market instruments that bear interest and carry a low degree of risk. Some examples of instruments in which we may invest its cash are treasury bills, money market funds, bank guaranteed investment certificates and bankers' acceptance notes. The objective of these investments is to preserve funds for the use in and advancement of the Company's business.

Cash Used in Operating Activities

Net cash used in operating activities during the 12 months ended June 30, 2018 was $(14,060) ($nil for the year ended June 30, 2017). Cash was mostly spent on legal fees, accounting fees, rent, and general and administrative costs.

Cash Used in Investing Activities

Total cash used in investing activities during the 12 months ended June 30, 2018 was $(101,454) ($nil at June 30, 2017), related to Property exploration work, the Report and mineral property costs.

Cash Generated by Financing Activities

Total net cash generated by financing activities during the 12 months ended June 30, 2018 was $177,999 ($1 for the year ended June 30, 2017), which consisted of funds obtained through the issuance of 3,400,000 Shares.

Requirement of Additional Equity Financing

We have relied primarily on equity financings for all funds raised to date for our operations. We will need more funds to explore and develop the Property in the future. Until we start generating profitable operations from exploration, development and sale of minerals, we intend to continue relying upon the issuance of securities to finance our operations and acquisitions.

Outstanding Share Data

Our authorized share capital consists of an unlimited number of Common Shares without par value.

At June 30, 2018, there were 3,400,000 Shares issued and outstanding (one at June 30, 2017), which were issued for aggregate consideration of $203,000. As of the date of this Prospectus there were (i) 4,100,000 Shares issued and outstanding, which were issued for aggregate consideration of $308,000, and (ii) 56,000 Agent's Warrants outstanding.

Critical Accounting Estimates

Our significant accounting policies are presented in Note 3 of the audited financial statements for the period ended June 30, 2018. Note 4 provides that the preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Information about significant areas of estimation uncertainty in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are noted below.

Key sources of estimation uncertainty

a) Exploration and evaluation assets

The application of the Company's accounting policy for E&E expenditures requires judgment in determining whether it is likely that future economic benefits will follow to the Company, which may be based on estimates and assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available.

b) Title to Mineral Property Interests

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

New standards and Interpretations

The following accounting standards have been issued or amended. The Company has early adopted these new and amended standards. There was no material impact as a result of the adoptions of these new and amended standards:

- IFRS 9 – Financial Instruments – effective for annual periods beginning on or after January 1, 2018.
- IFRS 16 – Leases – effective for annual periods beginning on or after January 1, 2019.
- IFRS 15 – Revenue from contracts with customers – effective for annual periods beginning on or after January 1, 2018.

There are no other standards or interpretations that are not yet effective that would be expected to have a material impact on the Company.

Transactions with Related Parties

For the period from incorporation on January 22, 2007 to June 30, 2018, we have had no related party transactions except as disclosed in this Prospectus (see "Executive Compensation").

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements pertaining to the Company.

Additional Disclosure for Venture Issuers without Significant Revenue

The Company has not had any revenues from its operations in the past two fiscal years. The enclosed financial statements of the Company provide a breakdown of the material elements of the exploration expenditures and general and administrative costs incurred by the Company for the fiscal year ended June 30, 2018.

Additional Disclosure for Junior Issuers

The Company has had negative cash flow since its inception, and it expects to continue to have negative cash flow for the foreseeable future. We expect the net proceeds of the Offering, together with our currently available cash on hand will be sufficient to fund our operations for at least 12 months following the Closing Date. During that 12 month period, we estimate our total operating costs required to achieve our stated business objectives will be $144,000. See "Use of Proceeds" above. We do not anticipate incurring any material capital expenditures in addition to the exploration expenditures discussed in this prospectus during that 12 month period.

DESCRIPTION OF SECURITIES DISTRIBUTED

The securities being distributed by this Prospectus consist of:

(a) 1,750,000 Shares with provision for up to 262,500 Additional Shares;

(b) up to 105,000 Agent's Corporate Finance Shares; and

(c) up to 161,000 Agent's Warrants (assuming no sales are made to subscribers on the President's List, and the Agent exercises the Over-Allotment Option in full).

All of the Offered Shares, and the Qualified Compensation Securities being issued to the Agent, are qualified by this Prospectus. See "Plan of Distribution." for details.

Common Shares

We have one class of shares, being common shares (the "Shares") without par value. The Company is authorized to issue an unlimited number of Shares, of which as of the date hereof 4,100,000 Shares are issued and outstanding as fully paid and non-assessable. We are seeking to sell and distribute 1,750,000 Shares by way of the Offering with an Over-Allotment Option for an additional 262,500 Additional Shares.

Our Shares are not subject to any future call or assessment and do not have any pre-emptive, conversion or redemption rights, and all have equal voting rights. There are no special rights or restrictions of any nature attached to any of our Shares, all of which rank equally as to all benefits which might accrue to the holders of the Shares. All holders of Shares are entitled to receive a notice of any general meeting to be convened by us. At any general meeting, subject to the restrictions on joint registered owners of Shares, every shareholder has one vote for each Share of which he is the registered owner. Voting rights may be exercised in person or by proxy.

The holders of Shares are entitled to share pro rata in any: (i) dividends if, as and when declared by our directors, and (ii) such of our assets as are distributable to them upon liquidation of the Company. The Shares issued and outstanding upon completion of the Offering will be fully paid and non-assessable. Rights pertaining to the Shares may only be amended in accordance with applicable corporate law.

Securities Issuable to the Agent

On the Closing Date, we will issue Agent's Warrants, and at the election of the Agent, Agent's Corporate Finance Shares, to the Agent. The Agent's Warrants and Agent's Corporate Finance Shares, to the extent the same are Qualified Compensation Securities, will be qualified by this Prospectus and be free of any resale restrictions.

The certificates representing the Agent's Warrants will, among other things, include provisions for the appropriate adjustment in the class, number and price of the Agent's Warrant Shares to be issued on exercise of such warrants upon the occurrence of certain events, including any subdivision, consolidation or reclassification of the Company's Shares, the payment of stock dividends, and corporate reorganization of the Company. The issue of Agent's Warrants will not restrict or prevent us from obtaining any other financing, or from issuing additional securities or rights, during the period within which the warrants may be exercised.

CONSOLIDATED CAPITALIZATION

The following table summarizes our share capitalization; and should be read in conjunction with the financial statements appearing elsewhere in this Prospectus:

Designation of Security	Amount Authorized	Amount Outstanding at June 30, 2018	Amount Outstanding at date of this Prospectus	Amount Outstanding upon Completion of the Offering
Common Shares	Unlimited	3,400,000	4,100,000	6,217,500[1]
Agent's Warrants	n/a	nil	56,000	161,000
Stock Options	n/a	nil	nil	nil

1. Assumes the issuance of: (i) 1,750,000 Shares under the Offering; (ii) 262,500 Additional Shares upon the exercise in full of the Over-Allotment Option; and (iii) 105,000 Agent's Corporate Finance Shares in lieu of cash.

OPTIONS AND OTHER RIGHTS TO PURCHASE SECURITIES

Summary of Stock Option Plan

Incentive stock options are governed by our stock option plan (the "**Plan**"). The purpose of the Plan is to provide the Company with a Share-related mechanism to attract, retain and motivate directors, employees, executive officers and consultants, to reward or compensate such persons from time to time for their contributions toward the long term goals of the Company, and to enable and encourage such persons to acquire Shares as long-term investments.

The Plan is administered by our directors. The material terms of the Plan are as follows:

1. The aggregate maximum number of options which may be granted under the Plan at any one time is 10% of the number of Shares the Company has outstanding at the time of grant.
2. The term of any options granted under the Plan will be fixed by the Board at the time such options are granted, provided that options will not be permitted to exceed a term of ten years.
3. The exercise price of any options granted under the Plan will be determined by the Board, in its sole discretion, but shall not be less than the greater of the closing market prices of the Company's Shares on (a) the trading day prior to the date of grant of the Options; and (b) the date of grant of the Options.
4. The Board may impose vesting periods on any options granted.
5. All options will be non-assignable and non-transferable (except upon the death of an option holder, in which case any outstanding options may be exercised by the option holder's successors).
6. If an option expires or terminates for any reason without having been exercised in full, the un-purchased Shares subject thereto shall again be available for the purposes of the Plan.
7. The Board shall not grant options to any one person in a 12 month period which will, when exercised, exceed 5% of the issued and outstanding Shares of the Company (calculated at the date such options are granted);
8. If the option holder ceases to be a director of the Company (other than by reason of death, disability or termination for just cause), then the option granted shall expire on no later than the 90th day following the date that the option holder ceases to be a director of the Company, subject to the terms and conditions set out in the Plan. If the option holds his or her Option as an employee or consultant of the Company (other than an employee or consultant performing Investor Relations Activities) and such Option Holder ceases to be an employee or consultant of the Company other than by reason of death, the Expiry Date of the Option shall be the 30th day following the date the Option Holder ceases to be an employee or consultant of the Company, unless the Option Holder ceases to be such as a result of (i) termination for cause; or (ii) an order of a Regulatory Authority, in which case the Expiry Date shall be the date the Option Holder ceases to be an employee or consultant of the Company. If the Option holder is engaged in investor relations activities and ceases to be an employee, consultant or management company employee of the Company (other than by reason of death or termination for just cause), then the option granted shall expire on the date that the Option Holder ceases to be an employee or consultant of the Company. If the option holder's position as an director, officer,

employee or consultant is terminated for just cause, then the option granted shall expire the date of termination for just cause.

As of the date hereof, there are no stock options outstanding.

Agent's Warrants

Pursuant to the terms of the Agency Agreement, the Agent will be granted the Agent's Warrants to acquire Agent's Warrant Shares at a price of $0.20 per Agent's Warrant Share for a period of 24 months from the Listing Date.

PRIOR SALES

Since the date of our incorporation, the following Common Shares or securities convertible or exercisable into Common Shares have been issued:

Date	Number and Type of Securities	Issue / Exercise Price Per Security	Aggregate Issue / Exercise Price	Nature of Consideration Received
December 8, 2010	100[(1)]			n/a
August 15, 2017	800,000 Shares	$0.01	$8,000	cash
October 5, 2017	1,300,000 Shares	$0.05	$65,000	cash
January 19, 2018	1,207,500 Shares	$0.10	$120,750	cash
May 1, 2018	92,500 Shares	$0.10	$9,250	cash
August 28, 2018	700,000 Shares	$0.15	$105,000	cash
August 28, 2018	56,000 Agent's Warrants	$0.20	n/a	n/a
Totals	**4,100,000 Shares, 56,000 Agent's Warrants**		**$308,000**	

1. The initial 100 Shares issued to one of the founders upon incorporation were subsequently surrendered to the Company for cancellation.

FULLY DILUTED SHARE CAPITAL

The following table sets out our share capital on a fully diluted basis after closing of the Offering:

Description	No. of Shares	Percentage of Shares
Shares outstanding prior to the Offering	4,100,000	58.57%
Shares issued pursuant to the Offering[1]	2,012,500	28.75%
Agent's Corporate Finance Shares[2]	105,000	1.50%
Sub-total	**6,217,500**	**88.82%**
Agent's Warrant Shares[3]	161,000	2.30%
Stock Options[4]	621,750	8.88%
Total	**7,000,250**	**100%**

1. Assumes the Over-Allotment Option is fully exercised.
2. Assumes the Agent elects to receive all of the remaining Corporate Finance Fee in the form of Agent's Corporate Finance Shares.

3. Assumes no Shares are distributed to persons on the President's List.
4. A maximum of 10% of outstanding Shares may be issued under the Stock Option Plan.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO RESTRICTIONS ON TRANSFER

Escrowed Shares

National Policy 46 – 201, *Escrow for Initial Public Offerings* ("NP 46-201"), sets out a national escrow regime applicable to initial public distributions. Pursuant to that policy, the Shares held by certain shareholders must be placed in escrow with the Escrow Agent, to be released therefrom over a period of three years. The following table sets forth the aggregate number of securities to be held in escrow following the completion of the Offering:

Designation or Class	Number of Securities Held in Escrow[1]	Percentage of Class upon Completion of Offering[2]
Common Shares	2,802,500	43.74%

1. Shares are held in escrow pursuant to the Escrow Agreement. The shareholders subject to escrow are set forth in the table below. Pursuant to the Escrow Agreement the Escrowed Shares will be released from escrow as to 10% upon the Listing Date, with the balance in six equal releases at six month intervals over the 36 months following the Listing Date. The Escrow Agent is TSX Trust Company. See disclosure below for details of the dates and conditions of release of the Escrowed Shares.
2. Based on there being 6,217,500 Shares outstanding and that none of the escrowed shareholders participate in the Offering.

The following is a list of those shareholders who own Escrowed Shares subject to the Escrow Agreement:

Robert Eadie, *Mexico City, Mexico*	1,375,000
Gary Arca, *North Delta, B.C.*	1,095,000
Ann Marie Pala[1], *North Delta, B.C.*	82,500
Cynthia Avelino, *Burnaby, B.C.*	200,000
Ken Sumanik, *Richmond, B.C.*	50,000
Total	**2,802,500**

1. Spouse of Gary Arca.

We are an "emerging issuer" as defined in NP 46-201. Should we become an "established issuer" as defined in NP 46-201, the release of the remaining Escrowed Shares will be accelerated on a retroactive basis such that 25% would have been released on the Listing Date and an additional 25% would have been released every six months thereafter.

Pursuant to the terms of the Escrow Agreement, the Escrowed Shares may not be transferred or otherwise dealt with during the term of the Escrow Agreement except for certain circumstances, including:

(a) transfers to our continuing or incoming directors and senior officers, subject to Board approval;

(b) transfers to an RRSP or similar trust plan provided that the only beneficiaries are the transferor or the transferor's spouse or children;

(c) transfers upon bankruptcy to a trustee in bankruptcy; and

(d) pledges to a financial institution as collateral for a *bona fide* loan, provided that upon a realization the securities remain subject to escrow.

The complete text of the Escrow Agreement is available for inspection at the registered and records office of the Company and is also available on SEDAR at *www.sedar.com*.

Securities Subject to Resale Restrictions

Other than the 2,802,500 Shares that are subject to escrow, none of the outstanding Shares will be subject to resale restrictions imposed by Exchange policies or securities legislation.

Any securities issued to the Agent that are not Qualified Compensation Securities, being those that are not qualified for distribution under this Prospectus, will be subject to a four month hold period commencing from the Closing Date.

PRINCIPAL SHAREHOLDERS

To the knowledge of our directors and officers, the following persons will beneficially own, as of the Closing Date, directly or indirectly, or exercise control or direction over, more than 10% of our Shares:

Name and Municipality of Residence	No. of Shares[1]	Percentage following Closing of the Offering[2]
Robert Eadie *Mexico City, Mexico*	1,375,000	22.12%
Gary Arca *North Delta, B.C.*	1,095,000	17.61%
Total	**2,470,000**	**39.73%**

1. All Shares are registered to and held directly by the above persons.
2. Assumes 6,217,500 Shares outstanding; and that neither of the persons listed above participate in the Offering.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Address, Occupation and Security Holding

The name, province or state and country of residence, and position with the Company, of each of our directors and executive officers are set out in the table below. Details of their principal business or occupation in which they have been engaged during the immediately preceding five years are as set out under "Management of the Company" following the table.

Name, Position, Province or State and Country of Residence	Principal Occupation or Employment for the Past Five Years	Date Elected or Appointed (mm/dd/yy)	Number of Shares and Percentage of Shares at Closing[1]
Robert Eadie CEO, President and Director Mexico City, Mexico	Director, President & CEO of Starcore International Mines Ltd., since January 2007 to present. CEO and President of the Company; director and officer of several publicly traded companies listed on the TSX-V and one on the TSX.	Dec/8/2010	1,375,000 / 22.12%
Gary Arca[2] CFO, Corporate Secretary and Director North Delta, B.C.	Director & CFO of Starcore International Mines Ltd. since January 2006 to present. CFO of the Company; director and officer of several publicly traded companies listed on the TSX-V and one on the TSX; member of Chartered Professional Accountants of Canada and Chartered Professional Accountants of B.C.	Jan/8/2018	1,095,000 / 17.61%

Name, Position, Province or State and Country of Residence	Principal Occupation or Employment for the Past Five Years	Date Elected or Appointed (mm/dd/yy)	Number of Shares and Percentage of Shares at Closing[1]
Cynthia Avelino[2] Director Burnaby, B.C.	Consultant in the areas of regulatory compliance and corporate governance to several companies listed on Canadian stock exchanges.	Jan/8/2018	200,000 / 3.22%
Ken Sumanik[2] Director Richmond, B.C.	Semi-Retired Resource Consultant	May/30/2018	50,000 / 0.80%

1. Assuming 6,217,500 Shares outstanding on completion of the Offering.
2. Member of the Audit Committee.

The term of office for our directors and members of our committees expires at each annual general meeting. The Board, after each such meeting, appoints our committees for the ensuing year. We currently have one Board committee, being an audit committee which presently consists of Gary Arca, Cynthia Avelino and Ken Sumanik.

As of the date hereof, our directors and executive officers, including spouses and associates, as a group beneficially own, directly or indirectly, or exercise control or direction over 2,802,500 Shares representing 68.35% of the issued and outstanding Common Shares prior to the Offering, and 45.07% of the issued and outstanding Common Shares upon completion of the Offering (assuming 6,217,500 Shares are outstanding).

Management of the Company

The following provides additional information regarding our directors and executive officers:

ROBERT EADIE, *CEO, President and Director*

Mr. Eadie, age 53, has been a director and our President since December, 2010, and Chief Executive Officer since March 2018. Mr. Eadie is a self-employed business owner, and has been President, CEO and a director of Starcore International Mines Ltd., a company listed on the Toronto Stock Exchange, since October 2003. Mr Eadie is also a director and officer of several publicly traded companies listed on the TSX Venture Exchange.

Mr. Eadie is an employee of the Company, and, in his capacity as CEO and President, will dedicate a minimum of 35% of his time to the affairs of the Company. Mr. Eadie is not currently subject to any employment agreement or other written non-competition and confidentiality agreement with the Company.

GARY ARCA, *CFO, Corporate Secretary and Director*

Mr. Arca, age 58, has been a director of the Company since January 8, 2018 and the Chief Financial Officer and Corporate Secretary since March 2018. He has over 30 years of management and accounting experience. He is currently a director and CFO of Starcore International Mines Ltd., a company listed on the Toronto Stock Exchange. He is a Chartered Professional Accountant (CPA) and is a member of the Chartered Professional Accountants of Canada (since May 1985) and Chartered Professional Accountants of BC.

Mr. Arca is an employee of the Company, and, in his capacity as CFO, will dedicate a minimum of 30% of his time to the affairs of the Company. Mr. Arca is not currently subject to any employment agreement or other written non-competition and confidentiality agreement with the Company.

CYNTHIA AVELINO, *Director*

Ms. Avelino, age 70, has been a director of the Company since January 8, 2018. She has been a consultant since 1994.

Ms. Avelino is not an employee of the Company; and, in her capacity as a director, will dedicate approximately 15% of her time to the affairs of the Company. Ms. Avelino is not subject to any written non-competition and confidentiality agreement with the Company.

KEN SUMANIK, *Director*

Mr. Sumanik, age 82, has been a director of the Company since May 30, 2018. Now semi-retired, Mr. Sumanik continues as a director of several public companies.

Mr. Sumanik is not an employee of the Company; and, in his capacity as a director, will dedicate approximately 10% of his time to the affairs of the Company. Mr. Sumanik is not subject to any written non-competition and confidentiality agreement with the Company.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Other than as disclosed below, none of our directors or executive officers are, as at the date of this Prospectus, or have been within 10 years before the date of this Prospectus, a director, chief executive officer or chief financial officer of any company (including the Company) that:

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

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

- In February 2016, Starcore International Mines Ltd. ("Starcore") was the subject of an administrative enforcement action by the Securities & Exchange Commission in the United States (the "SEC"), due to its failure to meet its reporting obligations under the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act") which resulted in revocation of its Exchange Act registration by order of the SEC pursuant to section 12(j) of the Exchange Act. At the time of the enforcement action by the SEC, Messrs. Eadie, Arca and Sumanik were directors of Starcore.

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

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

(b) has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder;

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

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

Conflicts of Interest

Our directors are required to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests which they may have in any project or opportunity of the Company. However, our directors and officers may serve on the boards and/or as officers of other companies which may compete in the same industry as the Company, giving rise to potential conflicts of interest. To the extent that such other companies may participate in ventures in which we may participate, they may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such conflicts of interest arise at a meeting of our directors, such conflicts of interest must be declared and the declaring parties must abstain from voting for or against the approval of such participation. The remaining directors will determine whether or not we will participate in any such project or opportunity.

Our directors and officers are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of interest, and we will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers. Such directors or officers in accordance with the *Business Corporations Act* (BC) will disclose all such conflicts and they will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

In assessing the compensation of its executive officers, the Company does not have in place any formal objectives, criteria or analysis. Compensation payable is currently determined by the Board. Presently, compensation paid to our executive officers consists solely of management fees; however it is expected that after Closing of the Offering, the Company will issue stock options as part of its executive compensation package.

Payments may be made from time to time to executive officers or companies they control for the provision of consulting or management services. Such services are paid for by the Company at competitive industry rates for work of a similar nature by reputable arm's length services providers.

We intend to pay fees of $3,000 per month to Robert Eadie, our CEO; and fees averaging $3,000 per month to 0750181 BC Ltd. for the services of Gary Arca, our CFO and Corporate Secretary, following the Listing Date.

Option Based Awards

Stock options may be granted pursuant to the Company's Plan to provide an incentive to the directors, officers, employees and consultants of the Company to achieve the longer-term objectives of the Company; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Company; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Company.

Named Executive Officers' Compensation

In accordance with applicable securities legislation, we currently have two Named Executive Officers ("NEOs"); being Robert Eadie as CEO, and Gary Arca as CFO. The following table sets forth all annual and long-term compensation for services paid to or earned by our NEOs and directors, excluding compensation securities, since the date of our incorporation on January 22, 2007 to and until June 30, 2018:

Table of compensation excluding compensation securities							
Name and position	**Period Ended (m/d/y)**	**Salary, consulting fee, retainer, commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compen-sation ($)**	**Total compen-sation ($)**
Robert Eadie *CEO and Director*	06/30/2018	nil	Nil	nil	nil	nil	nil
Gary Arca *CFO and Director*	06/30/2018	$3,000[1]	Nil	nil	nil	nil	$3,000

1. Paid to a private company controlled by Mr. Arca.

Outstanding Share-Based Awards and Option-Based Awards

The Company has a stock option plan in place. Currently, no options have been granted under the Plan. For a description of our Stock Option Plan, see "*Options and Other Rights to Purchase Securities– Summary of Stock Option Plan*" above.

We do not provide any retirement benefits for our directors or officers; nor do we have any long term incentive plan or SARs.

Management and Consulting Agreements

We do not have any written management, employment or consulting agreements in place with our NEOs and directors; however we intend to pay the following fees after Closing Date:

- Robert Eadie will be paid a monthly fee of $3,000 for acting as Chief Executive Officer and President of the Company.
- 0750181 BC Ltd. which provides the services of Gary Arca, our CFO and Corporate Secretary, will receive an average of $3,000 per month.
- Cynthia Avelino, a director, will be compensated from time to time for her corporate and administrative services, as required.

Termination of Employment, Change of Control Benefits and Employment Contracts

No benefits will accrue to any of our NEOs, officers, employees or directors upon their termination, or upon any change of control of the Company.

Directors' Compensation

There are no current plans for directors to receive any fees or other compensation for their acting as directors, except that directors will be entitled to (i) incentive stock options pursuant to the Company's Stock Option Plan in such individual amounts as the Board may determine from time to time, and (ii) reimbursement for out-of-pocket expenses incurred on behalf of or in providing services as a director for the Company.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or officer of the Company, or any associate or affiliate of such person, is or has ever been indebted to the Company; nor has any such person's indebtedness to any other entity been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

AUDIT COMMITTEE

Pursuant to Exchange Policies and National Instrument 52-110 *Audit Committees* ("NI 52-110"), we are required to have an Audit Committee comprised of at least three directors, the majority of whom must not be officers or employees of the Company. Our Audit Committee will be comprised of Kenneth Sumanik (chair), Gary Arca and Cynthia Avelino. The following is a summary of the relevant education and experience of each Audit Committee member:

Ken Sumanik – Mr. Sumanik is a professional biologist and specialist in environmental mining issues. He is independent and financially literate within the meaning of National Instrument 52-110.

Gary Arca – Mr. Arca has over 30 years of financial management and accounting experience. He is a Chartered Professional Accountant (CPA) and has been a member of the Chartered Professional Accountants of Canada since 1985 and the Chartered Professional Accountants of BC since 1980. Since 2006, Mr. Arca has had experience as CFO of public companies and start-ups both from the perspective of operations, management and as a consultant, and has served as a director of various publicly traded resource companies. He is not independent, as he serves as CFO and Corporate Secretary of the Company; but he is financially literate within the meaning of NI 52-110.

Cynthia Avelino – Ms. Avelino has been a consultant providing corporate consulting and administrative services to a number of private and public companies. She is independent and financially literate within the meaning of NI 52-110.

AUDIT COMMITTEE CHARTER

The Audit Committee must operate pursuant to the provisions of a written charter, which sets out its duties and responsibilities. The following is a summary of such charter:

1. Mandate

The audit committee will assist the Board in fulfilling its financial oversight responsibilities. The audit committee will review and consider in consultation with the auditors the financial reporting process, the system of internal control and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors. To effectively perform his or her role, each committee member must obtain an understanding of the principal responsibilities of committee membership as well and the company's business, operations and risks.

2. Composition

The Board will appoint from among their membership an audit committee after each annual general meeting of the shareholders of the Company. The audit committee will consist of a minimum of three directors. A majority of the members of the audit committee must not be officers, employees or control persons of the Company.

3. Meetings

The audit committee shall meet in accordance with a schedule established each year by the Board, and at other times that the audit committee may determine. The audit committee shall meet at least annually with the Company's Chief Financial Officer and external auditors in separate executive sessions.

4. Roles and Responsibilities

The audit committee shall fulfill the following roles and discharge the following responsibilities:

4.1 External Audit

The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor's report, including the resolution of disagreements between management and the external auditors regarding financial reporting and audit scope or procedures. In carrying out this duty, the audit committee shall:

- recommend to the Board the external auditor to be nominated by the shareholders for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company;
- review (by discussion and enquiry) the external auditors' proposed audit scope and approach;
- review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;
- review and recommend to the Board the compensation to be paid to the external auditors; and
- review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards.

4.2 Internal Control

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Company. In carrying out this duty, the audit committee shall:

- evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Company; and
- ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

4.3 Financial Reporting

The audit committee shall review the financial statements and financial information prior to its release to the public. In carrying out this duty, the audit committee shall:

General

- review significant accounting and financial reporting issues, especially complex, unusual and related party transactions; and
- review and ensure that the accounting principles selected by management in preparing financial statements are appropriate.

Annual Financial Statements

- review the draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements;
- meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered; and
- review management's discussion & analysis respecting the annual reporting period prior to its release to the public.

Interim Financial Statements

- review and approve the interim financial statements prior to their release to the public; and
- review management's discussion & analysis respecting the interim reporting period prior to its release to the public.

Release of Financial Information

- where reasonably possible, review and approve all public disclosure, including news releases, containing financial information, prior to its release to the public.

4.4 Non-Audit Services

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the audit committee.

Delegation of Authority

The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the audit committee at its next scheduled meeting.

De-Minimis Non-Audit Services

The audit committee may satisfy the requirement for the pre-approval of non-audit services if:

(i) the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the external auditor during the fiscal year in which the services are provided; or

(ii) the services are brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

Pre-Approval Policies and Procedures

The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:

(i) the pre-approval policies and procedures are detailed as to the particular service;

(ii) the audit committee is informed of each non-audit service; and

(iii) the procedures do not include delegation of the audit committee's responsibilities to management.

4.5 Other Responsibilities

The audit committee shall:

- establish procedures for the receipt, retention and treatment of complaints received by the company regarding accounting, internal accounting controls, or auditing matters;
- establish procedures for the confidential, anonymous submission by employees of the company of concerns regarding questionable accounting or auditing matters;
- ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis;
- review the policies and procedures in effect for considering officers' expenses and perquisites;
- perform other oversight functions as requested by the Board; and
- review and update this Charter and receive approval of changes to this Charter from the Board.

4.6 Reporting Responsibilities

The audit committee shall regularly update the Board about committee activities and make appropriate recommendations.

5. Resources and Authority of the Audit Committee

The audit committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to

- engage independent counsel and other advisors as it determines necessary to carry out its duties;
- set and pay the compensation for any advisors employed by the audit committee; and
- communicate directly with the internal and external auditors.

External Auditor Service Fees (By Category)

The aggregate fees billed by our external auditors for audit and other fees since the date of incorporation on January 22, 2007 to June 30, 2018 are as follows:

Period Ended	Audit Fees	Audit Related Fees[1]	Tax Fees[2]	All Other Fees[3]
June 30, 2017[4]	$nil	$nil	$nil	$nil
June 30, 2018	$5,000	$nil	nil	$nil

1. Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under “Audit Fees”. At June 30, 2018, accrued liabilities includes $5,000 for estimated audit services.
2. Fees charged for tax compliance, tax advice and tax planning services.
3. Fees for services other than disclosed in any other column.
4. For the period from incorporation to June 30, 2017.

Exemptions

We are relying on the exemption set out in section 6.1 of NI 52-110, which provides that a venture issuer is exempt from (i) the audit committee composition requirements of Part 3 thereof, and (ii) the reporting obligations in Part 5 thereof.

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board of Directors, the members of which are elected by and are accountable to the shareholders and takes into account the role of the individual members of management who are appointed by the Board of Directors and who are charged with day-to-day management of the Company. National Instrument 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines to be used by issuers in developing their own corporate governance practices. The Board of Directors is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

In accordance with National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“NI 58-101”) our corporate governance practices are summarized below. The Board of Directors will continue to monitor such practices on an ongoing basis and when necessary implement such additional practices as it deems appropriate.

Board of Directors

The Company’s Board of Directors (the “Board”) is currently composed of four directors – Robert Eadie, Gary Arca, Cynthia Avelino and Ken Sumanik. The Board facilitates its exercise of independent supervision over management by ensuring sufficient representation by directors independent of management.

NI 58-101 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as “independent” directors. An “independent” director is a director who is independent of management and is free from any interest and any business or other relationship which could or could reasonably be perceived to materially interfere with the director’s ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholding. In addition, where a company has a significant shareholder, NI 58-101 suggests that the board of directors should include a number of directors who do not have interests in either the company or the significant shareholder. The independent directors would exercise their responsibilities for independent oversight of management and meet independently of management whenever deemed necessary. One-half of the Company's Board is independent. Cynthia Avelino and Ken Sumanik can be considered to be "independent" within the meaning of NI 58-101. Robert Eadie, by reason of being CEO and a significant shareholder, and Gary Arca, by reason of being CFO and a significant shareholder, cannot be considered to be "independent" within the meaning of NI 58-101.

The independent directors will meet separately from the non-independent directors, as determined necessary from time to time, in order to facilitate open and candid discussion among the independent directors. No separate meetings of the independent directors have been held to date. Robert Eadie, a non-independent director, acts as the chairman with respect to the conduct of Board meetings. Given the Company's relatively small size and start-up nature, the Board is satisfied as to the extent of independence of its members. The Board is satisfied that it is not constrained in its access to information, in its deliberations, or in its ability to satisfy the mandate established by law to supervise the business and affairs of the Company, and that there are sufficient systems and procedures in place to allow the Board to have a reasonable degree of independence from day-to-day management.

Since the Company's incorporation on January 22, 2007 until the date of this Prospectus, the Company's Board has not held any formal Board meetings, but the directors have approved various matters by consent resolutions.

Board Mandate

The Board does not presently have a written mandate describing how the Board delineates its role and responsibilities. The size of the Company is such that all of its operations are conducted by a small management team which is also represented on the Board. The Board considers that management is effectively supervised by the independent directors on an informal basis as the independent directors have regular and full access to management. Further supervision is performed through the Company's Audit Committee which is composed of a majority of independent directors who meet with the Company's auditors without management being in attendance.

Position Descriptions

The Board has not developed written position descriptions for the chairman with respect to the conduct of Board meetings, or for the chair of any committees. The chairman's role and responsibilities in each instance include reviewing notices of meetings, overseeing meeting agendas, conducting and chairing meetings in accordance with good practices, and reviewing minutes of meetings.

The CEO's general roles and responsibilities are commensurate with the position of CEO of a resource company comparable in size to the Company include overseeing all operations of the Company and developing and devising the means to implement general strategies for the direction and growth of the Company as instructed by the Board.

Other Reporting Issuer Experience

The following table sets out the directors of the Company who are currently directors of other reporting issuers in any Canadian or foreign jurisdiction:

Name	Name of Reporting Issuer	Position Held	Name of Exchange or Market (if applicable)	Dates Position Held (from – to) (mm/yy – mm/yy)
Robert Eadie	Starcore International Mines Ltd.	Director, CEO & President	TSX	10/03 – present
		Executive Chairman		10/10 – present
	iMining Blockchain and Cryptocurrency Inc.(formerly Parlane Resource Corp.)	Director, CEO & President	TSX-V	06/07 – present

Name	Name of Reporting Issuer	Position Held	Name of Exchange or Market (if applicable)	Dates Position Held (from – to) (mm/yy – mm/yy)
Gary Arca	Starcore International Mines Ltd.	Director & CFO	TSX	01/06 – present
	iMining Blockchain and Cryptocurrency Inc. (formerly Parlane Resource Corp.)	Director	TSX-V	06/07 – present
		CFO & Corporate Secretary		11/15 – present
Ken Sumanik	Starcore International Mines Ltd.	Director	TSX	11/98 - present

Orientation and Continuing Education

Each new director is given an outline of the nature of the Company’s business, its corporate strategy, and current issues within the Company. New directors are encouraged to review the Company’s public disclosure records and are also required to meet with management of the Company to discuss and better understand the Company’s business and are given the opportunity to meet with counsel to the Company to discuss their legal obligations as directors of the Company.

In addition, management of the Company will take steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies which may affect the directors, officers and committee members of the Company as a whole. The Company’s legal counsel continually reviews the latest securities rules and policies and is on the mailing list of the Exchange to receive updates to any of those policies. Any such changes or new requirements are then brought to the attention of the Company’s directors and management.

Ethical Business Conduct

The Board has not established a Corporate Governance Committee, but plans to do so in the future. As some of our directors also serve as directors and officers of other companies engaged in similar business activities, our directors must comply with the conflict of interest provisions of applicable corporate law, as well as the relevant securities regulatory instruments, in order to ensure that they exercise independent judgment in considering transactions and agreements in respect of which they may have a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke any such conflict.

The Board plans to establish a code of ethical conduct policy pursuant to the requirements of National Policy 58-201. The full text of this policy will be posted for review under the Company’s profile on SEDAR at *www.sedar.com* on or soon after the Listing Date and may be obtained free of charge upon request to the Company by mail to Suite 750 – 580 Hornby Street, Vancouver, B.C. V6C 3B6 (telephone: 604- 602-4935).

Nomination of Directors

The Company’s management is continually in contact with individuals involved with public sector issuers. From these sources management has made numerous contacts and in the event that the Company requires any new directors, such individuals will be brought to the attention of the Board. The Company conducts due diligence, reference and background checks on any suitable candidate. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, integrity of character and a willingness to serve.

Compensation

The Board of Directors has not yet formed a Compensation Committee to monitor and review the salary and benefits of its executive officers. The Board will periodically review the Company’s general compensation structure, policies and programs in consideration of industry standards and the Company’s financial situation until a Compensation Committee is formed.

Other Board Committees

At present, the only committee the Company has is an Audit Committee. The Company may create other committees in the future.

Assessments

Neither the Company nor the Board of Directors has determined formal means or methods to regularly assess the Board, its committees or the individual directors with respect to their effectiveness and contributions. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of an individual director is informally monitored by the other Board members, having in mind the business and other strengths of the individual and the purpose of originally nominating the individual to the Board.

PLAN OF DISTRIBUTION

Agency Agreement

Pursuant to the Agency Agreement, we have appointed the Agent to act on our behalf to conduct the Offering in the Selling Provinces, on a commercially reasonable efforts basis, to offer for distribution 1,750,000 Shares to raise gross proceeds of $350,000 with an Over -Allotment Option of 262,500 Additional Shares for additional gross proceeds of $52,500. The Offering is subject to receiving minimum subscriptions for 1,750,000 Shares. The Agent may enter into selling arrangements with other investment dealers and offer selling group participation at no additional cost to the Company. The Company will work with the Agent to develop a list (the "President's List") of strategic investors, existing shareholders, family members, friends and business associates of the Company who will be protected potential purchasers for an amount up to $• as part of the Offering. The Agent will be paid or issued the following consideration under the Agency Agreement:

(i) the Agent's Commission calculated as 8% of gross proceeds from the sale of Shares (including Additional Shares, if any) to purchasers not under the President's List, and 2% of gross proceeds from the sale of Shares (including Additional Shares, if any) to purchasers under the President's List, payable in cash;

(ii) the Agent's Warrants calculated as 8% of the number of Shares (including Additional Shares, if any) sold to purchasers not under the President's List, and 2% of the number of Shares (including Additional Shares, if any) sold to purchasers under the President's List;

(iii) the balance of the Corporate Finance Fee of $21,000 (payable in cash, Agent's Corporate Finance Shares or any combination thereof at the election of the Agent); and

(iv) reimbursement of its legal fees and expenses.

This Prospectus qualifies for distribution in the Selling Provinces, the Shares, Additional Shares, the Agent's Corporate Finance Shares and the Agent's Warrants, to the extent permitted by NI 41-101. NI 41-101 restricts the maximum number of Qualified Compensation Securities to not more than 10% of the number of securities being offered; which in the case of the Offering equates to 201,250 Shares, assuming the exercise in full of the Over-Allotment Option. The maximum number of Agent's Warrants is 161,000 Agent's Warrants; and the maximum number of Agent's Corporate Finance Shares is 105,000 shares. To the extent that the Agent is entitled to receive securities as compensation exceeding 10% of the Shares sold, those securities exceeding the 10% threshold will not be Qualified Compensation Securities, will not be qualified for distribution under this Prospectus, and will be subject to a four month hold period in accordance with applicable securities laws.

The Company has granted to the Agent the Over-Allotment Option, exercisable, in whole or in part, until two business days prior to the closing of the Offering, to sell up to 262,500 Additional Shares.

Pursuant to the Agency Agreement, the Company agrees that it will not issue, announce any issue or agree to issue any securities of the Company, other than issuances (i) under existing director, employee or consultant stock option, bonus or purchase plans (ii) under director or employee stock options or bonuses granted subsequently in accordance with regulatory approval, (iii) as a result of the exercise of currently outstanding options or required payments to maintain the Property in good standing, or (iv) in connection with the Company's acquisition of additional mineral property or related interests, during the period beginning on the date hereof and ending 90 days after the Closing Date without the written agreement of the Agent, such agreement not to be unreasonably withheld.

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

Employees of the Agent currently hold an aggregate of nil Shares of the Company, representing 0.0% of the Company's issued and outstanding Shares prior to the Offering.

The Agent has agreed to assist with the Offering on a commercially reasonable efforts basis, and is not obligated to purchase any of the Shares for its own account. Closing will take place on a day, determined by the Agent in consultation with the Company, which will be no later than 90 days from the Effective Date.

The Agency Agreement provides that the obligations of the Agent thereunder may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated upon the occurrence of certain stated events.

Subscriptions will be received for the Shares offered hereby subject to rejection or acceptance by the Company in whole or in part, and the Agent reserves the right to close the subscription books at any time provided the Agent has received subscriptions in aggregate equal to the Offering. Upon rejection of a subscription, the subscription price and the subscription will be returned to the subscriber forthwith without interest or deduction.

All subscription funds will be held in trust by the Agent until the Offering is realized, or the Offering is otherwise closed. If the Offering is not completed within the term of the Agency Agreement or the time required by the rules of the Securities Commissions, the subscription price and the subscriptions will be returned to the subscribers forthwith without interest or deduction.

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

Our directors, officers and other insiders may purchase Shares under the Offering.

The price of the Shares under this Prospectus was determined by negotiation between the Company and the Agent and bears no relationship to earnings, book value or other valuation criteria.

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

Listing of Common Shares

We have applied to list our Shares on the Exchange. Listing will be subject to our fulfilling all the listing requirements of the Exchange. Confirmation of Listing is a condition of Closing.

RISK FACTORS

An investment in the securities offered hereunder should be considered highly speculative due to the nature of our business and the present stage of the development of our business. An investment in Shares should only be made by knowledgeable and sophisticated investors who are willing to risk and can afford the loss of their entire investment.

Prospective investors should consult with their professional advisors to assess an investment in the Company. In evaluating the Company and its business, investors should carefully consider, in addition to the other information contained in this Prospectus, the following risk factors. These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with our operations.

Risks Related to the Offering and Holding of Shares

High Risk, Speculative Nature of Investment

An investment in the Shares carries a high degree of risk and should be considered speculative by purchasers. We have no history of earnings, have limited cash reserves, a limited business history, have an interest in one mineral exploration property with no known resources or reserves, have not paid dividends, and are unlikely to pay dividends in the immediate or near future. We are in the “start-up” phase of our business. Our operations are not sufficiently established such that we can mitigate the risks associated with our planned activities.

Dilution and Shareholdings

The Offering Price significantly exceeds the net tangible book value of the Shares. Accordingly, investors will suffer immediate and substantial dilution of their investment. Assuming there will be 6,217,500 Shares outstanding on the Listing Date, those Shares acquired at $0.20 per Share under the Offering will have a value, based on an average sale price per Share of the Company as of the Listing Date of approximately $0.1177 per Share, representing a dilution of approximately 41.17%. This is the result of the Company having previously sold (i) 800,000 Shares at $0.01 per Share (ii) 1,300,000 Shares at $0.05 per Share, (iii) 1,300,000 Shares at $0.10 per Share, and (iv) 700,000 Shares at $0.15 per Share. The Company has also authorized the issuance of Shares pursuant to the exercise of Agent’s Warrants, and stock options under the Plan. Accordingly, purchasers under the Offering may suffer substantial dilution of their equity interest in the Company even prior to taking into account additional financing that the Company may require.

No Established Market

There is currently no market through which our securities may be sold and purchasers may not be able to resell the Shares purchased under this Prospectus. Even if a market develops, there is no assurance that the price of the Shares offered under this Prospectus, which was determined through negotiations between the Company and the Agent, will reflect the market price of the Shares once a market has developed.

Liquidity Concerns and Future Financing Requirements

We have no source of operating revenue. It is likely we will operate at a loss until we are able to put a mineral property into production. We will require significant amounts of additional financing in order to fund our businesses or business expansion. Our ability to arrange such financing in the future will depend in part upon prevailing capital market conditions, as well as our business success. There can be no assurance that we will be successful in our efforts to arrange additional financing on terms satisfactory to us, or at all. If additional financing is raised by the issuance of Shares from treasury, control of the Company may change and shareholders may suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, we may not be able to operate our businesses at their maximum potential, to expand, to take advantage of other opportunities, or otherwise remain in business.

Volatility of Share Price

As it is anticipated that our Shares will be listed on the Exchange, factors such as announcements of quarterly variations in operating results, revenues, costs, as well as market conditions in the mineral exploration industry may have a significant impact on the market price of our Shares. Global stock markets and the Exchange in particular have, from time to time, experienced extreme price and volume fluctuations, which have often been unrelated to the operations of particular companies. Share prices for many companies in the mineral exploration industry have experienced wide fluctuations that have been often unrelated to the operations of the companies themselves. In addition, there can be no assurance that an active trading or liquid market will develop or be sustained for our Shares.

Uncertainty of Use of Proceeds

Although we have set out our intended use of proceeds from this Offering, the same are estimates only and subject to change. While management does not contemplate any material variation, management does retain broad discretion in the application of such proceeds. See "*Note Regarding Forward-looking Statements*" for more details.

Prospect of Dividends

We do not anticipate that any dividends will be paid on our Shares in the foreseeable future.

Increased Costs of Being a Publicly-Traded Company

As a company with publicly-traded securities, we will incur significant legal, accounting and filing fees not presently incurred. Securities legislation and the rules and policies of the Exchange require us to, among other things, adopt corporate governance and related practices, and to continuously prepare and disclose material information, all of which will significantly increase our legal and financial compliance costs.

Control of the Company in the Hands of a Small Number of Shareholders

As previously disclosed, Robert Eadie, a director and the President and Chief Executive Officer of the Company, and Gary Arca, a director and the Chief Financial Officer and Corporate Secretary of the Company, together beneficially own, directly or indirectly, or exercise control or direction over an aggregate 2,470,000 Shares representing approximately 60.24% of the Company's issued and outstanding Common Shares as of the date of this Prospectus; or representing approximately 39.73% assuming completion of the Offering as proposed (and no participation in the Offering by Messrs. Eadie and Arca). See "*Principal Shareholders*".

Further, assuming completion of the Offering as proposed, our directors and executive officers, including spouses and associates (the "Director/Officer Group"), as a group will beneficially own, directly or indirectly, or exercise control or direction over an aggregate 2,802,500 Shares representing approximately 45.07% of the issued and outstanding Common Shares upon completion of the Offering (assuming 6,217,500 Shares are outstanding and no participation in the Offering by the Director/Officer Group).

As such, should Messrs. Eadie and Arca and/or the Director/Officer Group determine to act in concert, they will have the ability to determine the outcome of matters submitted to the shareholders of the Company for approval, including the election and removal of directors, amendments to the Company's corporate governing documents and business combinations. The Company's interests and those of Messrs. Eadie and Arca and/or the Director/Officer Group may at times conflict, and this conflict might be resolved against the Company's interests.

Future Sales by Director/Officer Group

Following release from escrow, should Messrs. Eadie and Arca and/or the Director/Officer Group determine to act in concert and sell their Shares, the market price of the Common Shares may fall. This could result from the pressure on the market caused by such sales, or from concern that the sales signify problems in the Company's operations, or from some combination of the two. Mitigating this risk to some extent, though in no way eliminating it, is the fact that the Shares owned by Messrs. Eadie and Arca and certain of the Shares owned by the Director/Officer Group will be subject to escrow restrictions and releasable in tranches over three years from the date of Closing. See "*Escrowed Securities and Securities Subject to Restrictions on Transfer*".

Risks Related to our Business

A Single Mineral Property

We only have one mineral property. If exploration work does not prove the Property to be of merit, this may have a material adverse effect on our business.

Fluctuating Mineral Prices

The mining industry is heavily dependent upon the market price of the metals or minerals being mined or explored for. There is no assurance that, even if commercial quantities of mineral resources are discovered, a profitable market will exist for their sale. There can be no assurance that mineral prices will be such that our properties can be mined at a profit. Factors beyond our control may affect the marketability of any minerals discovered. The prices of base and precious metals have experienced volatile and significant price movements over short periods of time and are affected by numerous factors beyond our control. The market price of metals and minerals is volatile and cannot be controlled by the Issuer. Metal prices have fluctuated widely, particularly in recent years. If the price of gold should drop significantly, the economic prospects for the Property could be significantly reduced or rendered uneconomic. There is no assurance that, a profitable market may exist for the sale of metals, including concentrates from the Project. Factors beyond the control of the Company may affect the marketability of minerals or concentrates produced, including quality issues, impurities, deleterious elements, government regulations, royalties, allowable production and regulations regarding the importing and exporting of minerals, the effect of which cannot be accurately predicted.

Fluctuations in the prices of precious and base metal prices may adversely affect the Company’s financial performance and results of operations.

Exploration and Development

The Property is in the exploration stage and is without a known body of commercial ore and requires extensive expenditures during this exploration stage. See “Description of the Mineral Property”. Mineral exploration and development involves a high degree of risk which even a combination of experience, knowledge and careful evaluation may not be able to mitigate. The vast majority of properties which are explored are not ultimately developed into producing mines. There is no assurance that our mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of our operations will be in part directly related to the cost and success of our exploration programs, which may be affected by a number of factors.

We only control a portion of the surface rights over the claims which comprise the Property. In the event that a significant mineralized zone is identified, detailed environmental impact studies will need to be completed prior to initiation of any advanced exploration or mining activities. There is no guarantee that areas for potential mine waste disposal, heap leach pads, or areas for processing plants will be available within the Property or on the currently controlled surface rights.

Estimates of Mineral Deposits

There is no assurance given by the Issuer that any estimates of mineral deposits or resources will materialize.

No assurance can be given that if any mineralisation is identified it will be developed into a coherent mineral deposit, or that such deposit will qualify as a commercially viable and mineable ore body that can be legally and economically exploited. Estimates regarding mineralized deposits can also be affected by many factors such as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grades and tonnages of ore ultimately mined may differ from that indicated by drilling results and other exploration and development work. There can be no assurance that test work and results conducted and recovered in small-scale laboratory tests will be duplicated in large-scale tests under on-site conditions. Material changes in mineralized tonnages, grades, dilution and stripping ratios or recovery rates may affect the economic viability of projects. The existence of mineralisation or mineralized deposits should not be interpreted as assurances of the future delineation of ore reserves or the profitability of any future operations.

Substantial Capital Expenditures Required

Substantial expenditures are required to (i) establish ore reserves through drilling, (ii) develop metallurgical processes to extract metal from the ore and, (iii) in the case of new properties, 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 the funds required for development can be obtained on a timely basis. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which relate to particular attributes of the deposit, such as size, grade and proximity to infrastructure, and some of which are more general factors such as metal prices and government regulations, including environmental protection. Most of these factors are beyond our control. In addition, because of these risks, there is no certainty that the expenditures to be made by us on the exploration of our Property as described herein will result in the discovery of commercial quantities of ore.

Management Experience and Dependence on Key Personnel and Employees

Our success is currently largely dependent on the performance of our directors and officers. Our management team has experience in the resource exploration business. The experience of these individuals is a factor which will contribute to our possible success and growth. We will initially be relying on our Board members, as well as independent consultants, for certain aspects of our business. The amount of time and expertise expended on our affairs by each of our management team and our directors will vary according to our needs. We do not intend to acquire any key man insurance policies and there is, therefore, a risk that the death or departure of any member of management, our Board, or any key employee or consultant, could have a material adverse effect on our future. Investors who are not prepared to rely on our management team should not invest in our securities.

Future Acquisitions

As part of our business strategy, we may seek to grow by acquiring companies and/or assets or establishing joint ventures that we believe will complement our current or future business. We may not effectively select acquisition candidates or negotiate or finance acquisitions or integrate the acquired businesses and their personnel or acquire assets for our business. We cannot guarantee that we can complete any acquisition we pursue on favourable terms, or that any acquisitions completed will ultimately benefit our business.

Uncertainty of Additional Funding

With the net proceeds from the Offering, we will have sufficient financial resources to undertake Phase 1 of the work program on the Property recommended in the Report. Upon the successful completion of this work, we may not have sufficient financial resources to complete further work. There is no assurance that we will be successful in obtaining the required financing or that such financing will be available on terms acceptable to us. Any future financing may also be dilutive to our existing shareholders.

Negative Cash Flow

We have a limited history of operations, and no history of earnings, cash flow or profitability. We have had negative operating cash flow since our date of incorporation, and we will continue to have negative operating cash flow for the foreseeable future. Our Property is at the initial exploration stage only. We have no source of operating cash flow and no assurance that additional funding will be available for further exploration and development of the Property when required. No assurance can be given that we will ever attain positive cash flow or profitability.

Reliability of Historical Information

We have relied on, and the disclosure from the Report set out under “Description of Mineral Property” above, is based, in part, upon historical data compiled by previous parties involved with the Property. To the extent that any of such historical data is inaccurate or incomplete, our exploration plans may be adversely affected.

Operating Hazards and Risks

Mineral exploration and development involves risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which we have a direct or indirect interest will be subject to hazards and risks normally incidental to exploration, development and production of minerals, any of which could result in work stoppages, damage to or destruction of property, loss of life and environmental damage. We do not currently carry any liability insurance for such risks, electing instead to ensure our contractors have adequate insurance coverage. The nature of these risks is such that liabilities might exceed any insurance policy limits, the liabilities and hazards might not be insurable or we might not elect to insure ourselves against such liabilities due to high premium costs or other factors. Such liabilities may have a materially adverse effect upon our financial condition.

Competition

The mining industry is intensely and increasingly competitive, and we compete for exploration and exploitation properties with many companies possessing greater financial resources and technical facilities than we do. Competition in the mining business could adversely affect our ability to acquire suitable producing properties or prospects for mineral exploration in the future.

Title Matters

While we have title to the claims comprising the Property and, to the best of our knowledge, such title is in good standing, there is no guarantee that title to such claims will not be challenged or impugned. The Property may be subject to prior transfer or aboriginal land claims, and title may be affected by undetected defects.

Environmental Risks and Other Regulatory Requirements

Our current or future operations, including exploration or development activities and commencement of production on our properties require permits from various federal and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays in production and other schedules as a result of the need to comply with the applicable laws, regulations and permits. There can be no assurance that all permits which we may require for the construction of mining facilities and conduct of mining operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on any mining project which we might undertake.

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

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

Industry Regulation

We currently operate our business in a regulated industry. There can be no assurances that we may not be negatively affected by changes in the applicable legislation, or by any decisions or orders of any governmental or administrative body or applicable regulatory authority.

Uninsured or Uninsurable Risks

We may become subject to liability for cave-ins, pollution or other hazards against which we cannot insure or against which we may elect not to insure because of high premium costs or for other reasons. The payment of any such liabilities would reduce or eliminate the funds available for exploration and mining activities. Payments of liabilities for which we do not carry insurance may have a material adverse effect on our financial position.

Consents from First Nations

Approval from local First Nations communities may be required to carry out the proposed work programs on the Property. There is no guarantee that we will be able to obtain approval from local First Nations, and so the terms of any future development of the Property remains uncertain.

The 2014 Supreme Court of Canada (SCC) decision in *Tsilhqot'in Nation v. British Columbia*, determined that (i) Aboriginal title can be granted over a particular tract of land in certain circumstances; (ii) if granted, Aboriginal title gives the right to exclusive use and occupation of the land, such that governments and others seeking to use the land must obtain the consent of the Aboriginal title holder; and (iii) in instances where Aboriginal title is unproven, the government still owes a procedural duty to consult with the applicable First Nations. First Nations in the area may make certain claims to the lands on which the Property is located. Should Aboriginal title be proven over any portion of the Property, it may have a materially adverse impact on the Company's interests in the Property.

General Business Risks

Conflicts of Interest

Certain of our directors and officers are, and may continue to be, involved in the mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions or opportunities where the other interests of these directors and officers may conflict with our interests. Directors and officers of the Company with conflicts of interest will be subject to and must follow the procedures set out in applicable corporate and securities legislation, regulations, rules and policies. Notwithstanding this, there may be corporate opportunities which we are not able to procure due to a conflict of interest of one or more of our directors or officers.

AS A RESULT OF THESE RISK FACTORS, THE OFFERING IS SUITABLE ONLY FOR THOSE PURCHASERS WHO ARE WILLING TO RELY ON THE MANAGEMENT OF THE COMPANY AND WHO CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT IN THE OFFERED SECURITIES.

ELIGIBILITY FOR INVESTMENT

In the opinion of our legal counsel, Owen Bird Law Corporation, based on the provisions of the *Income Tax Act* (Canada) (the "ITA"), the regulations thereunder in force as of the date hereof (the "Regulations") and the proposals to amend the ITA and the regulations thereunder publicly announced by, or on behalf of, the Minister of Finance (Canada) prior to the date hereof, the Shares, when issued, will be "qualified investments" under the ITA and the regulations thereunder for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered education savings plans and tax free savings accounts ("TFSA") (provided the holder of the TFSA deals at arm's length with the Company) (collectively, the "Plans").

Notwithstanding that the Shares may be qualified investments for a trust governed by a TFSA, the holder of a TFSA will be subject to a penalty tax with respect to the Shares held in a TFSA if such securities are "prohibited investments" for the TFSA within the meaning of the ITA. Provided that the holder of a TFSA does not hold a "significant interest" (as defined in the ITA) in the Company or any corporation, partnership or trust that does not deal at arm's length with the Company for the purposes of the ITA, and provided that such holder deals at arm's length with the Company for the purposes of the ITA, the Shares will not be "prohibited investments" for a trust governed by the TFSA. **Prospective subscribers who intend to hold Shares in a TFSA are urged to consult their own tax advisers.**

PROMOTERS

Each of Robert Eadie and Gary Arca may be considered to be our promoters, as that term is defined in the *Securities Act* (British Columbia). Information about each of them is disclosed elsewhere in this Prospectus in connection with their roles as officers and directors of the Company. See "Directors and Officers" and "Executive Compensation" for details.

Mr. Eadie holds an aggregate of 1,375,000 Shares (acquired as to 450,000 at $0.01 per Share; 540,000 at $0.05 per Share; and 385,000 at $0.10 per Share).

Mr. Arca holds (i) an aggregate of 1,095,000 Shares (acquired as to 350,000 at $0.01 per Share; 560,000 at $0.05 per Share; and 185,000 at $0.10 per Share).

Each will be entitled to receive stock options under the Company's Plan. See "*Options and Other Rights to Purchase Securities*"; "*Directors and Executive Officers – Management of the Company; Cease Trade Orders, Bankruptcies, Penalties or Sanctions*"; and "*Interest of Management and Others in Material Transactions*" for disclosure regarding our promoters.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

There are no legal proceedings outstanding, threatened or pending, as of the date hereof, by or against us or to which we are a party or to which our business or any of our assets is subject, nor to our knowledge are any such legal proceedings contemplated which could become material to a purchaser of our securities.

Regulatory Actions

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

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

For purposes of this Prospectus, "informed person" means:

(a) any director or executive officer of the Company;

(b) a person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the Company's outstanding Shares; and

(c) any associate or affiliate of any of the foregoing persons.

Other than as described in this Prospectus, no informed person has had any material interest, direct or indirect, in any material transaction with the Company since its incorporation that has materially affected or is reasonably expected to materially affect the Company.

RELATIONSHIP BETWEEN THE COMPANY AND THE AGENT

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

AUDITORS, TRANSFER AGENT AND REGISTRAR

Our auditor is Wolrige Mahon Collins Barrow LLP, Chartered Professional Accountants, of Ninth Floor, 400 Burrard Street, Vancouver, British Columbia, V6C 3B7.

Our registrar and transfer agent is TSX Trust Company with offices at 2700 – 650 W. Georgia Street, Vancouver, British Columbia.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by us, or which affect us, since our incorporation on January 22, 2007:

(a) Agency Agreement dated ●, 2018 between the Company and the Agent;

(b) Transfer Agent, Registrar and Dividend Disbursing Agent Agreement dated •, 2018 between the Company and TSX Trust Company;

(b) Escrow Agreement dated ●, 2018, among the Company, the Escrow Agent and certain shareholders of the Company. See "Escrowed Shares"; and

(d) Stock Option Plan.

Copies of all material contracts may be inspected at our registered office at Owen Bird Law Corporation, Bentall 3, Suite 2900 – 595 Burrard Street, Vancouver, BC V7X 1J5, during normal business hours while distribution of the securities offered hereunder is in progress, and for a period of 30 days thereafter. The material contracts will also be available on the SEDAR website (www.sedar.com) upon the issuance of the final receipt for this Prospectus.

EXPERTS

The Report on the Property was prepared by Ian C. L. Webster, P.Geo. and Gerald E. Ray Ph.D., P.Geo,, and they do not have any interest in us, our Shares or the Property.

Owen Bird Law Corporation, of Vancouver, BC expressed an opinion herein regarding the eligibility of our Shares for contribution to RRSPs and other similar trusts, (see "*Eligibility for Investment*"). The shareholders, associates and employees of Owen Bird Law Corporation own less than 1.0% of the outstanding Shares of the Company.

The auditors' report attached to our audited financial statements for the twelve months ended June 30, 2018 and 2017, were prepared by our auditors, Wolrige Mahon Collins Barrow LLP. Our auditors have advised us that they are independent in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

No other person whose profession or business gives authority to a statement made by such person and who is named in this Prospectus has received or will receive a direct or indirect interest in any of our Shares or assets. As at the date hereof, and except as disclosed above, none of the aforementioned persons beneficially owns, directly or indirectly, securities of the Company or its associates and affiliates. In addition, none of the aforementioned persons nor any director, officer or employee of any of the aforementioned persons, is or is expected to be elected, appointed or employed as a director, senior officer or employee of the Company or of an associate or affiliate of the Company, or a promoter of the Company or of an associate or affiliate of the Company.

OTHER MATERIAL FACTS

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

RIGHTS OF WITHDRAWAL AND RESCISSION

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

LIST OF EXEMPTIONS

The Company has not applied for or received any exemption from NI 41-101, regarding this Prospectus or the distribution of the Shares under this Prospectus.

FINANCIAL STATEMENT DISCLOSURE

Our audited financial statements for the year ended June 30, 2017, and our audited financial statements for the 12 months ended June 30, 2018 are included herein as Schedule "A". Our fiscal year end is June 30.

SIGNIFICANT ACQUISITIONS

All of our material acquisitions to date have been described above in this Prospectus. See "Description of the Company's Business" above for details.

Other than as described herein, we have not completed any acquisitions or dispositions since the Company's date of incorporation, and are not currently in negotiations with respect to any potential material acquisitions or dispositions.

SCHEDULE "A"

J. BOND CAPITAL CORPORATION

Auditor's Report & Audited Financial Statements

J. BOND CAPITAL CORPORATION

FINANCIAL STATEMENTS

For the Year Ended June 30, 2018

(Stated in Canadian Dollars)

INDEPENDENT AUDITOR’S REPORT

To the Shareholders of J. Bond Capital Corporation

We have audited the accompanying financial statements of J. Bond Capital Corporation, which comprise the statements of financial position as at June 30, 2018, June 30, 2017, and July 1, 2016 and the statements of loss and comprehensive loss, statements of changes in equity and statements of cash flows for the years ended June 30, 2018 and June 30, 2017, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor’s Responsibility

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

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

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of J. Bond Capital Corporation as at June 30, 2018, June 30, 2017, and July 1, 2016 and its financial performance and its cash flows for the years ended June 30, 2018 and June 30, 2017 in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to note 1 in the financial statements which the material uncertainties that may cast significant doubt about the ability of J. Bond Capital Corporation to continue as a going concern.

CHARTERED PROFESSIONAL ACCOUNTANTS

November XX, 2018
Vancouver, B.C.

J. BOND CAPITAL CORPORATION
STATEMENTS OF FINANCIAL POSITION
(Stated in Canadian Dollars)
(Audited)

	June 30, 2018	June 30, 2017	July 1, 2016
ASSETS			
Current assets			
Cash	**$ 62,486**	$ 1	$ 1
Amounts receivable	**6,480**	-	-
Prepaid expenses and advances	**10,000**	-	-
Total Current Assets	**78,966**	1	1
Non-Current assets			
Exploration and Evaluation Assets – Note 5	**101,454**	-	-
Total Assets	**$ 180,420**	$ 1	$ 1
LIABILITIES			
Current liabilities			
Trade and other payables	**$ 21,288**	$ -	$ -
Share capital – Note 6	**188,000**	1	1
Accumulated deficit	**(28,868)**	-	-
Total Equity	**159,132**	1	1
Total Liabilities and Equity	**$ 180,420**	$ 1	$ 1

Subsequent Events – Note 12

APPROVED ON BEHALF OF THE DIRECTORS:

"Robert Eadie"	Director	***"Gary Arca"***	Director
Robert Eadie		Gary Arca	

J. BOND CAPITAL CORPORATION
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Stated in Canadian Dollars)
(Audited)

For the year ended June 30,		**2018**		2017
Expenses:				
Accounting and audit fees	**$**	**8,000**	**$**	**-**
Legal and corporate services		**13,550**		**-**
Office, rent and administration		**7,296**		**-**
Transfer agent and filing fees		**22**		**-**
Total expenses		**28,868**		**-**
Total loss and comprehensive loss for the year	**$**	**(28,868)**	**$**	**-**
Basic and diluted loss per share	**$**	**(0.01)**	$	**-**
Weighted average shares outstanding – basic and diluted –Note 9		**1,925,384**		1

 The accompanying notes form an integral part of these financial statements

J. BOND CAPITAL CORPORATION
STATEMENTS OF CASH FLOWS
(Stated in Canadian Dollars)
(Audited)

For the year ended June 30,		**2018**		2017
Operating Activities:				
Loss for the year	**$**	**(28,868)**	$	-
Changes in non-cash working capital items:				
Accounts receivable		**(5,942)**		-
Trade and other payables		**21,288**		-
Cash outflows from operating activities		**(14,060)**		-
Investing Activity:				
Exploration and evaluation assets		**(101,454)**		-
Cash outflows from investing activities		**(101,454)**		-
Financing Activities:				
Prepaid financing expenses		**(10,000)**		-
Proceeds from share issuances		**202,999**		-
Share issuance cost		**(15,000)**		-
Cash inflows from financing activities		**177,999**		-
Total increase in cash during the year		**62,485**		-
Cash, beginning of the year		**1**		1
Cash, end of the year	**$**	**62,486**	$	1

 The accompanying notes form an integral part of these financial statements

J. BOND CAPITAL CORPORATION.
STATEMENT OF CHANGES IN EQUITY
(Stated in Canadian Dollars)
(Audited)

	Number of Shares Outstanding		Share capital		Accumulated deficit		Total equity
Balance- July 1, 2016	1	$	1	$	-	$	1
Balance – June 30, 2017	-		1		-		1
Common shares issued pursuant to:							
-Private placement of $0.01	800,000		7,999		-		7,999
-Private placement of $0.05	1,300,000		65,000		-		65,000
-Private placement of $0.10	1,300,000		130,000		-		130,000
Share issue cost:							
-Private placement finance fee	-		(15,000)		-		(15,000)
Net loss for the year	-		-		(28,868)		(28,868)
Balance – June 30, 2018	**3,400,000**	**$**	**188,000**	**$**	**(28,868)**	**$**	**159,132**

 The accompanying notes form an integral part of these financial statements

J. BOND CAPITAL CORPORATION
NOTES TO THE FINANCIAL STATEMENTS
(Stated in Canadian Dollars)
(Audited)

Note 1 Corporate Information

J. Bond Capital Corporation (the "Company") was incorporated on January 22, 2007 under the *Business Corporations Act* of British Columbia as J. Bond Capital Corporation. It did not commence operations until August 15, 2017. The Company's mineral property interests are in the exploration stage, and located in British Columbia, Canada.

The address of the Company's corporate office and principal place of business is 750 – 580 Hornby Street, Vancouver, British Columbia, Canada.

Note 2 Basis of Preparation

a) First-time adoption of IFRS

The Company has not previously issued IFRS financial statements and, accordingly these financial statements are considered the Company's first IFRS financial statements and are subject to IFRS 1, First-time Adoption of International Financial Reporting Standards.

These are the Company's annual IFRS financial statements. We have consistently applied the same accounting policies in our opening IFRS statement of financial position as at July 1, 2016 and throughout all periods presented, as if the policies had always been in effect. The Company elected to early adopt IFRS 9 Financial Instruments, IFRS 15 Revenue from contracts with Customers and IFRS 16 Leases on transition effective July 1, 2016.

b) Statement of Compliance

These audited financial statements for the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. The financial statements were authorized for issue by the Board of Directors on November 7, 2018.

c) Basis of Measurement

The financial statements have been prepared on a historical cost basis, as explained in the Company's accounting policies discussed in Note 3. The financial statements are presented in Canadian dollars, which is also the functional currency of the Company.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

Note 2 Basis of Preparation - (cont'd)

d) Going Concern of Operations

The Company has not generated revenue from operations. The Company incurred a loss of $28,868 during the year ended June 30, 2018. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The Company does not have sufficient cash resources to meet its obligations for at least twelve months from the end of the reporting year. While the Company has been successful in obtaining the necessary financing through the issuance of common shares in the past, there is no assurance it will be able to raise funds in this manner in the future. As at June 30, 2018, the Company had $62,486 in cash, working capital of $57,678 and no long-term debt.

As the Company's mineral properties are in the exploration stage, the recoverability of the costs incurred to date on its exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties and deferred exploration expenditures.

These financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of operations, and at amounts different from those in the accompanying financial statements.

Note 3 Summary of Significant Accounting Policies

The accounting policies set out below have been applied consistently during the year ended June 30, 2018.

a) Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and subject to an insignificant risk of change in value. For cash flow statement presentation purposes, cash and cash equivalents includes bank overdrafts. As of June 30, 2018, the Company has no cash equivalents.

b) Exploration and Evaluation Expenditures

Once the legal right to explore a property has been obtained, costs directly related to active exploration and evaluation expenditures ("E&E"), including borrowing costs related to the acquisition, construction or production of qualifying assets, are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying and sampling costs, drilling costs, payments made to contractors, geologists, consultants, and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to E&E activities, including general and administrative overhead costs, are expensed in the year in which they occur.

Note 3 Summary of Significant Accounting Policies - (cont'd)

b) Exploration and Evaluation Expenditures - (cont'd)

When a project is deemed to no longer have commercially viable prospects to the Company, E&E expenditures in respect of that project are deemed to be impaired. As a result, those E&E expenditures, in excess of estimated recoveries, are written off to the Company's profit or loss.

c) Impairment of Non-Financial Assets

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

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as "mines under construction". E&E assets are tested for impairment before the assets are transferred to mines under construction.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs. Mineral exploration and evaluation expenditures are classified as intangible assets.

Impairment tests on intangible assets with indefinite useful economic lives are undertaken annually at the financial year end. Other non-financial assets including E&E assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. The Company has no cash generating unit for which impairment testing is performed. An impairment loss is charged to the Company's profit or loss, except to the extent that it reverses gains previously recognized in other comprehensive loss/income.

d) Financial Instruments

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

Note 3 Summary of Significant Accounting Policies - (cont'd)

d) Financial Instruments - (cont'd)

Recognition

The Company recognizes a financial asset or financial liability on the statement of financial position when it becomes party to the contractual provisions of the financial instrument. Financial assets are initially measured at fair value, and are derecognized either when the Company has transferred substantially all the risks and rewards of ownership of the financial asset, or when cash flows expire. Financial liabilities are initially measured at fair value and are derecognized when the obligation specified in the contract is discharged, cancelled or expired.

A write-off of a financial asset (or a portion thereof) constitutes a derecognition event. Write-off occurs when the Company has no reasonable expectations of recovering the contractual cash flows on a financial asset.

Classification and Measurement

The Company determines the classification of its financial instruments at initial recognition. Financial assets and financial liabilities are classified according to the following measurement categories:

i) those to be measured subsequently at fair value, either through profit or loss ("FVTPL") or through other comprehensive income ("FVTOCI"); and,

ii) those to be measured subsequently at amortized cost.

The classification and measurement of financial assets after initial recognition at fair value depends on the business model for managing the financial asset and the contractual terms of the cash flows. Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding, are generally measured at amortized cost at each subsequent reporting period. All other financial assets are measured at their fair values at each subsequent reporting period, with any changes recorded through profit or loss or through other comprehensive income (which designation is made as an irrevocable election at the time of recognition).

After initial recognition at fair value, financial liabilities are classified and measured at either:

i) amortized cost;

ii) FVTPL, if the Company has made an irrevocable election at the time of recognition, or when required (for items such as instruments held for trading or derivatives); or,

iii) FVTOCI, when the change in fair value is attributable to changes in the Company's credit risk.

Note 3 Summary of Significant Accounting Policies - (cont'd)

d) Financial Instruments - (cont'd)

Classification and Measurement - (cont'd)

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

Transaction costs that are directly attributable to the acquisition or issuance of a financial asset or financial liability classified as subsequently measured at amortized cost are included in the fair value of the instrument on initial recognition. Transaction costs for financial assets and financial liabilities classified at fair value through profit or loss are expensed in profit or loss.

The Company's financial asset consists of cash, which is classified and measured at FVTPL, with realized and unrealized gains or losses related to changes in fair value reported in net loss. The Company's financial liabilities consist of trade and other payables, which are classified and measured at amortized cost using the effective interest method. Interest expense is reported in net loss.

Impairment

The Company assesses all information available, including on a forward-looking basis the expected credit losses associated with any financial assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition based on all information available, and reasonable and supportive forward-looking information.

e) Income Tax

Current tax and deferred tax are recognized in the Company's profit or loss, except to the extent that they relate to a business combination or items recognized directly in equity or in other comprehensive loss. Current income taxes are recognized for the estimated taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the period end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Note 3 Summary of Significant Accounting Policies - (cont'd)

e) Income Tax - (cont'd)

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period, the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

f) Share Capital

Financial instruments issued by the Company are classified as equity, only to the extent that they do not meet the definition of a financial liability or asset. The Company's common shares are classified as equity instruments.

Incremental costs, directly attributable to the issue of new shares, warrants or options, are shown in equity as a deduction, net of tax, from proceeds. The residual method is used to calculate the fair value of the warrant component of units issued, whereby the residual of the private placement proceeds less the fair value of the share component is assigned as the fair value of the warrants.

g) Profit or Loss Per Share

Basic profit or loss per share is computed by dividing the Company's profit or loss applicable to common shares by the weighted average number of common shares outstanding for the relevant period.

Diluted profit or loss per share is computed by dividing the Company's profit or loss applicable to common shares by the sum of the weighted average number of common shares outstanding and all additional common shares that would have been outstanding if potentially dilutive instruments were converted at the beginning of the period.

h) Standards, Amendments and Interpretations

The following accounting standards have been issued or amended. The Company has early adopted these new and amended standards. There is no material impact as a result of the adoptions of these new and amended standards:

- IFRS 9– Financial Instruments
- IFRS 16 – Leases
- IFRS 15 – Revenue from contracts with customers

Note 4 Critical Accounting Estimates and Judgements

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

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

Information about critical estimates and judgements made in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

a) Exploration and Evaluation Expenditures

The application of the Company's accounting policy for E&E expenditures requires judgement in determining whether it is likely that future economic benefits will follow to the Company, which may be based on estimates and assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available.

b) Title to Mineral Property Interests

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

c) Going Concern

Management makes an assessment about the Company's ability to continue as a going concern by taking in to the account the consideration of the various factors discussed in Note 2.

(Stated in Canadian Dollars) - Page A-15

Note 5 Exploration and Evaluation Assets

	Aspen Project
Exploration Costs:	
Balance, June 30, 2016 & 2017	$ -
Geological costs	66,338
Claim maintenance	2,663
Mapping and reports	119
Field cost	753
Storage	348
Truck usage & repairs	3,937
Meals	1,914
Permits and taxes	337
Sample analysis	11,444
Travel	13,601
Balance, June 30, 2018	$ 101,454
Exploration and evaluation assets, June 30, 2016 & 2017	**$ -**
Exploration and evaluation assets, June 30, 2018	**$ 101,454**

The Company is a private company with plans to list on the CSE. The Company is an exploration-stage company holding a 100% interest in one mineral property in British Columbia. To date, equity financings have provided the main source of financing.

The Aspen claim block is a 1,292 hectare, early stage, prospective mineral exploration property located on the Nechako Plateau near the geographic centre of British Columbia, approximately 162 kilometres west-southwest of Prince George acquired by staking.

Note 6 Share Capital and Equity Reserve

Common Shares

The Company is authorized to issue an unlimited number of no par value common shares, issuable in series. The holders of common shares are entitled to one vote per share at meetings of the Company and to receive dividends, which maybe declared from time-to-time.

No dividends have been declared by the Company since its inception. All shares are ranked equally with regard to the Company's residual net assets.

Issuances for Cash

On August 15, 2017, the Company completed a private placement, for proceeds of $8,000 through the issuance of 800,000 shares at a price of $0.01 per share. The Company also completed a private placement on October 5, 2017, issuing 1,300,000 shares at a price of $0.05 per share for proceeds of $65,000.

(Stated in Canadian Dollars) - Page A-16

Note 6 Share Capital and Equity Reserve - (cont'd)

Issuances for Cash - (cont'd)

Two private placements took place on January 19, 2018, and May 1, 2018 for aggregate proceeds of $130,000 through the issuance of 1,300,000 shares at $0.10 per Unit. Share issue costs were $15,000 to Mackie Research Capital Corporation.

Subsequent to the period ending June 30, 2018, the Company completed a private placement, for proceeds of $105,000 through the issuance of 700,000 shares at a price of $0.15 per Unit. During the subsequent period, 56,000 warrants were issued as agent warrants to Mackie Research Capital Corporation.

Note 7 Related Party Transactions

The following is a summary of charges incurred by the Company with related parties for the year ended June 30, 2018 and 2017:

Year ended June 30,		**2018**		2017
Accounting fees	**$**	**3,000**	$	-
Legal and corporate services		**8,550**		-
Office, rent and administration		**6,000**		-
Total	**$**	**17,550**	$	-

During the year ended June 30, 2018, the Company incurred operational expenses totalling $17,550 from companies controlled by directors and officers of the Company.

Note 8 Income Taxes

Income tax expense is recognized based on management's best estimate of the weighted average annual combined federal and provincial income tax rate for the full financial year applied to the pre-tax income. The Company's effective tax rate for the years ended June 30, 2018 and 2017 was 26.4% and 26% respectively.

The differences between the tax expense for the years ended June 30, 2018, 2017 and 2016 and the expected income taxes based on the statutory rate are as follows:

Year ended June 30,		**2018**		2017
Loss before income taxes	**$**	(28,868)	$	-
Basic statutory income tax rate		26.40%		26.00%
Expected income tax recovery		(7,621)		-
Tax benefits not recognized		(7,621)		-

(Stated in Canadian Dollars) - Page A-17

Total income tax expense/(recovery)	**$ -**	$ -

Note 9 **Loss Per Share**

The denominator for the calculation of loss per share, being the weighted average number of common shares for the year ended June 30, 2018 and 2017is calculated as follows:

Year ended June 30,	**2018**	2017
Issued and outstanding shares at the beginning of the year	**1**	1
Weighted average shares issued during the year	**1,925,384**	-
Weighted average number of common shares (basic and diluted)	**1,925,384**	1

Note 10 **Capital Management**

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders.

The Company considers the items included in shareholders' equity as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements, sell assets to reduce debt or return capital to shareholders. The Company is not subject to externally imposed capital requirements.

Note 11 **Financial Instruments**

As at June 30, 2018, the Company's financial instruments consist of cash and trade and other payables.

The fair value of the Company's cash and trade and other payables approximate their carrying value, which is the amount on the statements of financial position, due to their short-term maturities or ability of prompt liquidation.

a) Interest Rate Risk

The Company's cash earns interest at a variable interest rate. Because of the nature of these financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values as of June 30, 2018. Future cash flows from interest income on cash will be affected by interest rate fluctuations. Interest rate risk consists of two components:

(i) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.

Note 11 Financial Instruments - (cont'd)

a) Interest Rate Risk - (cont'd)

(ii) To the extent that changes in prevailing market interest rates differ from the interest rates in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

The Company's exposure to interest rate fluctuations is minimal.

b) 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. The Company is exposed to credit risk with respect to its cash, the balance of which at June 30, 2018 is $62,486. As at that date, cash was held at a chartered Canadian financial institution and the Company does not consider the risks to be significant.

c) Liquidity Risk

Liquidity risk arises from the excess of financial obligations over available financial assets due at any point in time. Additional cash requirements could be met with the issuance of additional share capital, however there is no assurance the Company will be able to raise funds in this manner in the future. As at June 30, 2018, the Company was holding cash of $62,486 and trade and other payables of $21,288.

Note 12 Subsequent Events

Initial Public Offering

On November 7, 2018, the Company entered into an Engagement Letter with Mackie Research Capital Corporation (the "Agent") for the qualification for distribution and initial public offering ("IPO") of up to 1,750,000 of its common shares on the CSE. The Agent will receive a commission of (i) 8% of the gross proceeds of the Offering other than those Shares sold to purchasers identified on a list provided to the Agent by the Company (the "President's List"), and (ii) 2% of the gross proceeds for Shares sold to subscribers on the President's List; including any Additional Shares. The Agent will be paid a corporate finance fee of $30,000. The Agent will also be issued Agent's Options equal (i) 8% of the number of Shares sold to purchasers under the Offering not on the President's List, and (ii) 2% of the number of Shares sold to purchasers on the President's List. Each Agent's Option will entitle the Agent to acquire one common share at $0.20 per share exercisable at any time for a period of 24 months after the date upon which the common shares of the Company are listed on the CSE. The IPO is subject to regulatory approval.

The Company has granted to the Agent the Over-Allotment Option to offer to sell the Additional Shares, being up to 15% of the number of Shares sold under the Offering.

Assuming no sales will be made to subscribers on the President's List, and the Agent exercises the Over-Allotment Option in full, the total Offering price to the public, the Agent's commission and the proceeds available to the Company (before deducting expenses) will be approximately $402,500, $32,200 and $370,300, respectively.

Note 12 Subsequent Events – (cont'd)

Private Placement

Subsequent to the year ending June 30, 2018, the Company completed a private placement, for proceeds of $105,000 through the issuance of 700,000 shares at a price of $0.15 per share. 56,000 warrants were issued at an exercise price of $0.15 per share, with a fair value calculated using the Black Scholes method of $8,400. The warrants were issued as agent warrants to Mackie Research Capital Corporation.

CERTIFICATE OF THE COMPANY

Dated: November 7, 2018.

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

"Robert Eadie"	*"Gary Arca"*
ROBERT EADIE Chief Executive Officer	GARY ARCA Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Cynthia Avelino"	*"Ken Sumanik"*
CYNTHIA AVELINO Director	KEN SUMANIK Director

CERTIFICATE OF THE PROMOTERS

Dated: November 7, 2018.

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

"Robert Eadie"	*"Gary Arca"*
ROBERT EADIE	GARY ARCA

CERTIFICATE OF THE AGENT

Dated: November 7, 2018.

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

MACKIE RESEARCH CAPITAL CORPORATION

"Jovan Stupar"

Per: Jovan Stupar
Managing Director